



Girl Scouts of Southeastern Michigan

# Bylaws of the Girl Scouts of Southeastern Michigan Council of Girl Scouts of the United States of America

## ARTICLE I – NAME

The name of the corporation shall be Girl Scouts of Southeastern Michigan, hereinafter referred to as “council” or “corporation”, a not-for-profit corporation organized under the laws of the state of Michigan.

## ARTICLE II – PURPOSE

The purpose of the council shall be as defined in the Articles of Incorporation and to make available to girls under its jurisdiction the program, practices and standards of Girl Scouting as offered by the Girl Scouts of the United States of America.

## ARTICLE III – MEMBERS

### Section 1. Eligibility

Individuals age 14 years of age and over who are members of the Girl Scout Movement and who are currently registered through the council or are lifetime members residing in the council jurisdiction are eligible to be members of the corporation.

### Section 2. Composition

A. Members of the corporation shall consist of:

1. elected members of the board of directors, if not otherwise members of the corporation;
2. members of the Board Development Committee, if not otherwise members of the corporation;
3. delegates elected by regions as defined by the board of directors;
4. delegates-at-large appointed by the board of directors;
5. for the period beginning January 1, 2009, past chairs of the board who are not otherwise delegates of the council.

B. The number of members of the corporation shall be no less than 100 nor more than 250.

C. At least two-thirds of the members of the corporation shall be those delegates elected by regions.

### Section 3. Election

A. Procedure. Each region shall elect delegates and alternates in accordance with policies and procedures established by the board of directors.

B. Number.

1. The number of delegates and alternates to which each region is entitled shall be based on the number of girl members in the region as of September 30 of each calendar year, according to a formula established and administered by the board of directors.
2. Each region shall be entitled to at least one delegate.

C. Term and Vacancies.

1. Adult delegates shall serve for a term of two years or until their successors are elected and assume office.
2. Girl delegates shall serve for a term of one year or until their successors are elected and assume office.
3. Terms of office shall begin upon election.

## ARTICLE IV – OFFICERS

### Section 1. Elected Officers

The elected officers of the council shall be the Chair of the Board, Vice Chair, Secretary and Treasurer.

### Section 2. Term of Office

A. The officers shall be elected by ballot in accordance with Article VI of these bylaws for a term of three years or until their successors are elected and assume office. If there is only a single candidate for office, the election may be held by acclamation.

- B. Terms of office shall begin at the close of the annual meeting.
- C. No individual shall serve more than three consecutive terms in any combination of officer and director-at-large
- D. No individual shall hold more than one office at a time.
- E. An officer who shall have served a half term or more in office shall be considered to have served a full term in the office.

### **Section 3. Vacancy in Office**

- A. In the event of a vacancy in the office of Chair of the Board, the vacancy shall be filled by the Vice Chair of the Board for the remainder of the term.
- B. In the event of a vacancy in both the Chair of the Board and the Vice Chair, the board of directors shall fill the position of Chair of the Board for the remainder of the unexpired term.

### **Section 4. Ex Officio Officers**

- A. The Chief Executive Officer (CEO) shall be appointed by the board of directors of the council to serve at its pleasure and shall serve as an ex officio officer of the corporation without vote.
- B. The Chief Financial Officer (CFO) shall be appointed by the CEO to serve at her/his pleasure and shall serve as an ex officio officer of the corporation without vote.
- C. The Board Development Committee Chair shall serve as an ex-officio officer of the corporation without vote, if not already a member of the board.

### **Section 5. Duties of Officers**

The officers shall perform the duties prescribed in this Article and such other duties as are prescribed by action of the members of the council, the board of directors, the Executive Committee, the Chair of the Board and the adopted parliamentary authority.

#### **A. The Chair of the Board shall:**

- 1. be the principal officer of the corporation;
- 2. preside at all meetings of the council, the board of directors and the Executive Committee;
- 3. lead the board of directors in setting direction and overseeing the management and affairs of the corporation;
- 4. report to the council and the board of directors as to the conduct and management of the affairs of the corporation; and
- 5. serve as an ex officio member of all committees except the Board Development Committee.

#### **B. The Vice Chair of the Board shall:**

- 1. assist the Chair of the Board as assigned;
- 2. preside at meetings of the council, the board of directors, or the Executive Committee in the absence or inability of the Chair of the Board, or when delegated the responsibility of presiding; and
- 3. in the event of the vacancy in the office of Chair of the Board, succeed to the office for the remainder of the unexpired term.

#### **C. The Secretary shall:**

- 1. ensure that proper notice is given for all meetings of the council, the board of directors and the executive committee;
- 2. ensure that minutes of all meetings of the council, the board of directors, and the Executive Committee are kept; and
- 3. have responsibility for the seal of the corporation and ensure its safekeeping.

#### **D. The Treasurer shall:**

- 1. provide effective stewardship and oversight of the corporation's finances;
- 2. execute directives of the board of directors; and
- 3. serve as Chair of the finance committee.

## **ARTICLE V – BOARD DEVELOPMENT COMMITTEE**

### **Section 1. Membership.**

The Board Development Committee shall be composed of five but not more than eight members, at least two of whom shall be members of the board of directors and at least a majority of whom shall not be members of the board of directors, and the CEO who shall serve as an ex officio nonvoting member.

### **Section 2. Election, Term, and Vacancies**

- A. The committee members shall be elected by ballot in accordance with Article VI of these bylaws for a term of three years or until their successors are elected and assume office. If there is only a single candidate for office, the election may be held by acclamation.
- B. Terms of office shall begin at the close of the annual meeting.
- C. No individual shall serve more than two consecutive terms as a member of the committee.
- D. An individual who shall have served a half term or more in office shall be considered to have served a full term in the office.
- E. In the event of a vacancy in any position, other than committee chair, the board of directors shall appoint a person for the remainder of the term.

### **Section 3. Election, Term, and Vacancy of Committee Chair**

- A. At its first meeting following the election, the Board Chair shall appoint the Board Development Committee chair from among the committee members.
- B. An individual shall have served on the Board Development Committee for at least one year in order to be eligible for appointment to the position of chair unless the board of directors determines otherwise.
- C. The term of office for chair shall be one year subject to reappointment for no more than three terms.
- D. In the event of a vacancy in the office of chair, the Board Chair would appoint a new chair.
- E. If not already a member of the council board of directors, the chair shall serve as an ex officio member of the council board of directors without vote.

### **Section 4. Responsibilities.**

The responsibilities of the Board Development Committee shall be:

- A. to recommend to the board of directors the number of members to serve on the board for the subsequent year.
- B. to solicit and recruit candidates for elected positions in the council.
- C. to provide to the membership a single slate for all positions for election, including officers, directors, and Board Development Committee members.
- D. to provide to the membership in accordance with the time frame established by Girl Scouts of the United States of America a single slate of delegates and alternates to the National Council Session of Girl Scouts of the United States of America.
- E. to develop in conjunction with the board of directors:
  - 1. board orientation and education materials;
  - 2. board development materials;
  - 3. methods for identifying needed skills and talents for the corporation board of directors and committees;
  - 4. methods for succession planning; and
  - 5. board annual self assessment materials.
- F. to conduct board orientation and board development training sessions as needed and/or as directed by the board of directors.

### **Section 5. Nominations from the Floor.**

- A. Nominations for any of the elected positions may be made from the floor at the annual meeting provided:
  - 1. the individual to be nominated has consented in writing to serve if elected;
  - 2. the nomination has been submitted to the chair of the Board Development Committee, or her/his designee, at least ten business days before the convening of the annual meeting;
  - 3. the prospective nominee meets the qualifications for the office for which she/he is being nominated.

## **Section 6. Quorum.**

The quorum for meetings of the Board Development Committee shall be a majority of the members. These members may participate in a meeting in accordance with Article VI.

## **ARTICLE VI – ELECTION PROCEDURES**

### **Section 1. Voting.**

Election of officers, directors-at-large, Board Development Committee members and National Council delegates shall occur at the annual meeting by members. Each member entitled to vote at any meeting of members will have the right to cast one vote in person, or by electronic transmission if participating in a meeting by remote communication.

### **Section 2. Participation by Remote Communication.**

A member may participate in a meeting by a conference telephone or other means of remote communication by which all persons participating in the meeting may hear each other, if all persons are advised of the communications equipment and the names of the persons participating in the meeting are divulged to all participants. Participation pursuant to this section will constitute presence in person at the meeting. Members participating in a meeting by remote communication will be considered present for purposes of determining a quorum and will be entitled to vote.

## **ARTICLE VII – MEETINGS**

### **Section 1. Annual Meeting.**

- A. Scheduling. The corporation shall conduct an annual meeting of the corporation membership by April 30th of each year at a date, time and place determined by the board of directors.
- B. Notice. Notice of the date, time, and place of the annual meeting, accompanied by a tentative agenda, the slate of nominees for all positions and any proposed amendments to these bylaws shall be given personally, by mail or electronically transmitted to each member of the corporation not more than sixty days nor less than thirty days prior to the meeting.
- C. Business. At the annual meeting, the members shall:
  - 1. elect officers, directors at large, members of the Board Development Committee and in appropriate years, delegates and alternates to the National Council of the Girl Scouts of the United States of America.
  - 2. consider any proposed amendments to the council bylaws;
  - 3. provide input on key issues affecting the council and the Movement and
  - 4. consider any other business appropriate to come before the corporation in accordance with the process established by the board of directors.
- D. Quorum. The quorum for the annual meeting shall be 25% of the members of the corporation, provided that a majority of the council's regions are represented by at least one delegate.
- E. Voting.
  - 1. Each member of the corporation shall be entitled to one (1) vote.
  - 2. No member shall vote in more than one capacity.
  - 3. Unless otherwise designated by statute, the Articles of Incorporation of the council, or these bylaws, all matters shall be determined by a majority vote.
  - 4. Proxy and/or absentee voting shall not be allowed.
  - 5. Voting will take place in accordance with Article VI.

### **Section 2. Special Meetings.**

- A. Scheduling. A special meeting of the corporation membership may be called by the Chair of the Board and shall be called by the Chair of the Board upon the written request of a majority of the members of the board of directors then in office or by 25% of the members of the corporation. The purpose of the meeting shall be stated in the written request.
- B. Notice. Notice of the date, time, place and specific purpose of the meeting shall be given personally, by mail or electronically transmitted to each member of the corporation at least ten business days prior to the meeting.
- C. Quorum. The quorum for a special meeting shall be 25% of the members of the corporation.
- D. Voting. Voting shall be in accordance with Article VII, Section 1.E. of these bylaws.

## **ARTICLE VIII- BOARD OF DIRECTORS**

### **Section 1. Composition.**

- A. Size of Board. The board of directors shall consist of not less than 17 nor more than 21 members including the elected officers of the corporation and directors-at-large. In addition, the chair of the Board Development Committee, the CFO and the CEO if not otherwise elected to the board of directors, shall serve as ex officio non-voting members of the board of directors.
- B. Notice. The Board Development Committee shall announce in the annual meeting notice the number of members to serve on the board of directors for the subsequent year.

### **Section 2. Term of Office.**

- A. The directors-at-large shall be elected by ballot in accordance with Article VI of these bylaws for a term of three years or until their successors are elected and assume office. If there is only a single candidate for each position, the election may be held by acclamation.
- B. Terms of office shall begin at the close of the annual meeting.
- C. The term of office of one-third (1/3) of the directors-at-large shall expire at each annual meeting of the council.
- D. No individual shall serve more than three (3) consecutive terms as a director-at-large.
- E. A member who shall have served a half term or more in office shall be considered to have served a full term in office.

### **Section 3. Vacancies.**

A vacancy occurring in a position of director-at-large shall be filled by the board of directors for the remainder of the unexpired term. The board development committee will provide its recommendation for the filling of the vacancy.

### **Section 4. Power, Authority and Accountability.**

- A. Power and Authority. The board of directors shall have full power and authority over the affairs of the council between meetings of the council, except as otherwise provided in these bylaws or by statute.
- B. Accountability. The board of directors is accountable to:
  - 1. the council membership for managing the affairs of the council including development of a decision-influencing system allowing for members of the Movement, including girl members, to have a voice on key issues affecting the council and the Movement;
  - 2. the board of directors of Girl Scouts of the United States of America for compliance with the charter requirements;
  - 3. the state of incorporation for adherence to state corporation law;
  - 4. the federal government in matters relating to legislation affecting not-for-profit, non-stock corporations.

### **Section 5. Regular Meetings.**

- A. Scheduling. The board of directors shall hold at least seven (7) regular meetings a year at such time and place as the board may determine.
- B. Notice. Notice of the date, time, and place of each board meeting shall be given personally, by mail or electronically transmitted to each member of the board of directors at least ten (10) business days prior to the meeting.
- C. Quorum. A majority of the board members then in office shall constitute a quorum for the transaction of business.
- D. Voting.
  - 1. Each member of the board shall be entitled to one (1) vote.
  - 2. No member shall vote in more than one capacity.
  - 3. Unless otherwise designated by statute, the Articles of Incorporation of the council, or these bylaws, all matters shall be determined by a majority vote.
  - 4. Proxy and/or absentee voting shall not be allowed.
  - 5. Voting will take place in accordance with Article VI.

### **Section 6. Special Meetings.**

- A. Scheduling. Special meetings may be called by the Chair of the Board and shall be called by the Chair of the Board upon the written request of at least 25% of current board members.

- B. Notice. Notice of the date, time, place, and specific purpose of the meeting shall be given personally or electronically transmitted to each member of the board at least 24 hours prior to the meeting.
- C. Quorum. A majority of board members then in office shall constitute a quorum for the transaction of business.
- D. Voting.
  - 1. Each member of the board shall be entitled to one (1) vote.
  - 2. No member shall vote in more than one capacity.
  - 3. Unless otherwise designated by statute, the Articles of Incorporation of the council, or these bylaws, all matters shall be determined by a majority vote.
  - 4. Proxy and/or absentee voting shall not be allowed.
  - 5. Voting will take place in accordance with Article VI.

#### **Section 7. Removal.**

- A. Any board member, including officers, who is absent from three (3) consecutive board meetings in their entirety without good cause acceptable to the Chair of the Board or designee, shall be removed from the board by a majority vote of the board members present and voting at any regular meeting of the board.
- B. Any board member, including officers, may be removed with or without cause by a three-fourths vote of the total number of the council board of directors.

#### **Section 8. Participation of Directors By Remote Communication.**

Directors may participate in a meeting by a conference telephone or other means of remote communication by which all persons participating in the meeting may hear each other, if all directors are advised of the communications equipment and the names of the directors in the conference are divulged to all participants. Participation pursuant to this section will constitute presence in person at the meeting.

### **ARTICLE IX – EXECUTIVE COMMITTEE**

#### **Section 1. Composition.**

The Executive Committee shall consist of the elected officers of the corporation and three directors-at-large. The Chief Executive Officer shall serve as an ex officio member with voice but without vote. The directors-at-large shall be appointed by the Chair of the Board from the members of the board of directors, subject to approval of the board of directors.

#### **Section 2. Duties.**

- A. Authority between Board Meetings. The Executive Committee shall exercise the authority of the corporation board of directors between the meetings of the board, except that the Executive Committee will not have the power or authority to:
  - 1. Amend the Articles of Incorporation;
  - 2. Adopt an agreement of merger or consolidation;
  - 3. Recommend to members the sale, lease or exchange of all or substantially all of the corporation's property and assets;
  - 4. Recommend to members the dissolution of the corporation or a revocation of a dissolution;
  - 5. Amend the Bylaws of the corporation;
  - 6. Fill vacancies on the board;
  - 7. Fix compensation of the directors for serving on the board or on a committee; or
  - 8. Terminate membership.
- B. Reports. The Executive Committee shall submit to the board of directors at each board meeting a report of all actions taken since the last board meeting.

#### **Section 3. Meetings.**

- A. Scheduling. The Executive Committee shall meet as needed at the call of the Chair or upon written request of at least three (3) members of the Executive Committee.
- B. Notice. Notice of the date, time and place of each meeting shall be provided 24 hours in advance of the meeting.



#### **Section 4. Quorum.**

A majority of the Executive Committee members then in office shall constitute a quorum for the transaction of business.

### **ARTICLE X – COMMITTEES**

#### **Section 1. Establishment**

The board of directors may establish standing and special committees and/or task groups and/or ad hoc committees as needed, which shall operate under the general supervision of the board of directors.

#### **Section 2. Appointment**

- A. The chair of any committee, task group or ad hoc committees shall be appointed by the Chair of the Board, subject to the approval of the board of directors.
- B. Members of any committee, task group or ad hoc committee shall be appointed by the Chair of the Board in consultation with the chair of the respective committee or task group.
- C. At least one member of any committee or task group shall be members of the board of directors.
- D. Appointments to committees and task groups shall be for one (1) year unless a different term is specified by the board of directors at the time of appointment.
- E. Vacancies in any committee or task group shall be filled by the Chair of the Board in accordance with Section 2A. or 2B. of this Article.

#### **Section 3. Quorum**

The quorum for meetings of any committee or task group shall be a majority of the members of such committee or task group.

#### **Section 4. Removal**

Any committee member not actively participating in the work of the committee may be removed by the committee chair, subject to the approval of the Board Chair.

### **ARTICLE XI – NATIONAL COUNCIL DELEGATES**

#### **Section 1. Eligibility.**

Delegates and alternates to the National Council of the Girl Scouts of the United States of America shall be United States Citizens age 14 years and older. They shall be members of the Girl Scout Movement registered through the council or lifetime members residing in the council jurisdiction at the time of election and throughout the term of service.

#### **Section 2. Election.**

The delegates and alternates to whom the council is entitled to elect to the National Council of the Girl Scouts of the United States of America shall be elected in accordance with Article VI of these bylaws in accordance with the time frame established by the Girl Scouts of the United State of America and shall serve a term of three (3) years or until their successors are elected and assume office.

#### **Section 3. Vacancies.**

The board of directors or executive committee shall fill delegate vacancies from among the elected alternates. If there are not adequate alternates to fill the delegate positions, the vacancies may be filled from among the eligible members of the council.

### **ARTICLE XII – FINANCE**

#### **Section 1. Fiscal Year.**

The fiscal year of the council shall be October 1 through September 30.

#### **Section 2. Contributions.**

Any contributions, bequests, devises and gifts for the purpose of Girl Scouting within the council shall be accepted or collected only as authorized by the board of directors.

### **Section 3. Depositories.**

All funds of the council shall be deposited to the credit of the council under such conditions and in such financial institutions as shall be designated by the board of directors.

### **Section 4. Approved Signatures.**

Approvals for signatory authority in the name of the council and access to funds and securities of the council shall be provided by resolution of the board of directors.

### **Section 5. Bonding.**

All persons having access to or responsibility for the handling of monies and securities of the council shall be bonded in the amount provided by resolution of the board of directors.

### **Section 6. Budget.**

The board of directors shall approve the annual operational and capital budgets. No expenses shall be incurred in the name of the council in excess of the total annual budgets without prior approval of the board of directors.

### **Section 7. Property.**

Title to all property shall be held in the name of the council, with the exception of troop equipment.

### **Section 8. Audits.**

An independent certified public accountant shall be retained by the board of directors to perform an annual audit of the financial statements of the council. A report of the audit shall be submitted to the board of directors and to the Girl Scouts of the United States of America.

### **Section 9. Financial Reports.**

A summary report of the financial condition of the council shall be presented to the membership at the annual meeting and to the public in such form as the board of directors requires.

### **Section 10. Investments.**

The funds of the council shall be invested in accordance with the policy established by the board of directors or by a committee appointed by the board of directors for such purpose.

### **Section 11. Legal Counsel**

Independent legal counsel should be retained by the Council to (a) insure compliance with federal, state and local requirements, (b) review and advise on any and all legal instruments the Council executes such as leases, contracts or agreements for property purchase or sale and (c) review and advise on any other matters as determined by the Chair of the Board, Chief Executive Officer (CEO) or board of directors.

## **ARTICLE XIV – INDEMNIFICATION**

### **Section 1. Indemnification.**

The Corporation will, to the fullest extent now or hereafter permitted by law, indemnify any Director or officer of the Corporation (and, to the extent provided in a resolution of the Board of Directors or by contract, may indemnify any volunteer, employee or agent of the Corporation) who was or is a party to or threatened to be made a party to any threatened, pending or completed action, suit or proceeding by reason of the fact that the person is or was a Director, officer, volunteer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, partner, volunteer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses including attorneys' fees (which expenses may be paid by the Corporation in advance of a final disposition of the action, suit or proceeding as provided by law), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with action, suit or proceeding if the person acted (or refrained from acting) in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation or its Members, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful.



**Section 2. Rights to Continue.**

This indemnification will continue as to a person who has ceased to be a Director or officer of the Corporation. Indemnification may continue as to a person who has ceased to be a volunteer, employee or agent of the Corporation to the extent provided in a resolution of the Board of Directors or in any contract between the Corporation and the person. Any indemnification of a person who was entitled to indemnification after such person ceased to be a Director, officer, volunteer, employee or agent of the Corporation will inure to the benefit of the heirs and personal representatives of that person.

**ARTICLE XV – PARLIAMENTARY AUTHORITY**

The current edition of Roberts Rules of Order Newly Revised shall be the Parliamentary authority governing the meetings of the Council, board of directors, and all committees, subject to applicable law, the Articles of Incorporation and these Bylaws.

**ARTICLE XVI – AMENDMENTS**

These bylaws may be amended by a two-thirds votes of those present and voting at a meeting of the council at which a quorum is present; provided that the proposed amendments shall have been included with the notice of the meeting.

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Approved 11/24/2008 – Girl Scouts Fair Winds Council  
Approved 11/19/2008 – Girl Scouts of Macomb County-Otsikita Council  
Approved 11/22/2008 – Girl Scouts of Metro Detroit (GSMD)  
Approved 11/20/2008 – Girl Scouts-Michigan Waterways Council, Inc.  
Amended 03/27/2010  
Amended 03/23/2013  
Amended 03/05/2016  
Amended 4/24/2021