



GIRL SCOUTS OF NORTHERN CALIFORNIA

7700 Edgewater Drive, Suite 340, Oakland, CA 94621; 510-562-8470

Bylaws

PREAMBLE

The Girl Scouts of Northern California are governed by the following principles:

- We honor the voice of the membership through multiple and effective processes.
- We ensure the organization's future through sound fiscal and ethical practices.
- We create and sustain a continuous strategic future focus.
- We seek inclusiveness and diversity in all aspects of governance.
- We will be accountable for results.

ARTICLE I - THE COUNCIL

1. **CORPORATION:** The corporation shall be known as and referred to herein as the "Council."
2. **VOTING MEMBERS:** Voting members of the Council shall consist of:
 - a. delegates elected by Regions, as defined in Section 4 of this Article I;
 - b. members of the Board of Directors (or Board);
 - c. Girl Board Participants as defined in Article V, Section 2;
 - d. members of the Council's Board Development Committee who are not otherwise voting members of the Council; and
 - e. delegates to the National Council who are not otherwise voting members of the Council.

All voting members of the Council shall be members of the Girl Scout movement, 14 years of age or over, and registered with the Girl Scouts of the United States of America (GSUSA) through the Girl Scouts of Northern California.

All voting members shall hold membership only for the term to which they have been elected and only for as long as they are registered through the Council.

No voting member shall have more than one vote.

3. DELEGATES-AT-LARGE: Members of the Board of Directors, Girl Board Participants, the Board Development Committee, and delegates to the National Council shall be delegates-at-large.

4. ELECTION OF REGIONAL DELEGATES:

- a. For the purpose of election of delegates, the Board of Directors shall establish contiguous geographic subdivisions within the Council; the subdivisions shall be called Regions.

- 1) Each Region shall be entitled to elect an equal number of delegates for a two year term as described in subsection d) below, as established by the Board of Directors. At least one delegate from each region shall be 18 years or older. Alternates may be selected.

- 2) Each Region shall be entitled to elect two delegates who are girl members, 14 years of age or older, for one-year terms. Alternates may be selected.

- 3) At least one delegate from each Region shall be a girl member, 14 years of age or older, elected either for a two year term under section 4.a.1 above, or for a one year term under section 4.a.2 above.

The total number of Regional delegates shall not exceed one hundred twenty (120).

- b. The Board may decide to increase representation in some regions based on girl member populations. The number of additional Regional delegates plus the Board of Directors, Board Development Committee and Girl Board Participants may not exceed sixty (60) people.
- c. Regional delegates shall be elected by the members of the Girl Scout movement 14 years of age or over and registered with GSUSA through the Council residing in the Region at a meeting called by the region or by such other method as the Board may determine. Elections for delegates will be held no later than sixty (60) days preceding the Annual Council Meeting. Notice of election of delegates shall be provided to all members in the Region eligible to vote not less than 15 days prior to election. The member's mailing address shall be that which appears on the Council's records. Notice of election of delegates may be sent to the electronic address (e-mail address) or the facsimile number provided in writing by the member as it appears on the Council's records. If electronic mail or facsimile is utilized, a confirmation of delivery will be obtained.
- d. Terms shall begin upon election.
 - 1) Terms of the office for Regional delegates elected in accordance with Section a.1 above shall be for two (2) years or until their successors are elected.
 - 2) Terms of the office for Regional delegates elected in accordance with Section a.2 above shall be for one (1) year or until their successors are elected.

Each delegate shall serve no more than three (3) consecutive terms. Members shall not be eligible to serve again as a delegate until a lapse of one (1) term.

- e. The term of office of approximately one-half (1/2) of the Regional delegates from each region shall expire each year.
 - f. Delegates may be removed in the manner determined by the Board.
 - g. If a Region has a vacancy and no available alternates, the Board of Directors, after consultation with delegates from that Region and support staff, shall have the power to fill such vacancies until the next election is held.
5. **RESPONSIBILITIES:** The voting members of the Council shall:
- a. elect the officers of the Council, the directors-at-large of the Board of Directors, the members of the Board Development Committee, and the delegates and alternates to the National Council of GSUSA;
 - b. determine strategic directions for Girl Scouting within the jurisdiction of the Council by receiving and responding to reports and information from the Board of Directors and such proposals as may be presented, and by giving guidance to the Board of Directors;
 - c. amend the Articles of Incorporation and Bylaws;
 - d. take all other action requiring a membership vote; and
 - e. conduct such other business as may from time to time come before the voting members.
6. **ANNUAL MEETING:** The Council shall hold an Annual Meeting of the voting members of the Council at such time and place as may be determined by the Board of Directors. Notice of time, place and purpose of the meeting and those matters that the Board of Directors, at the time notice is given, intends to present for action by the voting members, together with the slate of nominees for all offices or positions to be filled pursuant to these bylaws, shall be provided to each voting member not less than thirty (30) days nor more than forty-five (45) days before the Annual Meeting.

The voting member's mailing address shall be that which appears on the Council's records. Notice of the Annual Meeting may be sent to the electronic address (e-mail address) or the facsimile number provided in writing by the voting member as it appears on the Council's records. If electronic mail or facsimile is utilized, a confirmation of delivery will be obtained.

7. **SPECIAL MEETINGS:** A special meeting of the voting members of the Council may be called by the President and shall be called by her/him upon written request of a majority of the members of the Board of Directors or five percent (5%) of the voting members. The purpose of the special meeting shall be stated in the written request. No other business shall be transacted except that for which the special meeting has been called. Notice of the time, place and purpose of the special meeting shall be provided to the voting members not less

than ten (10) days nor more than forty-five (45) days before the special meeting; provided, however, that if such notice is given by mail and the notice is not mailed by first-class, registered or certified mail, then that notice shall be given at least twenty (20) days before the special meeting.

The voting member's mailing address shall be that which appears on the Council's records. Notice of a special meeting may be sent to the electronic address (e-mail address) or the facsimile number provided in writing by the voting member as it appears on the Council's records. If electronic mail or facsimiles are utilized, a confirmation of delivery will be obtained.

8. **QUORUM:** One-third (1/3) of the voting members of the Council must be present to constitute a quorum for the transaction of business at any meeting, provided that if any meetings are actually attended by less than one-third (1/3) of the voting members, then only matters set forth in the notice given pursuant to Section 6 of Article I may be voted on at the meeting.
9. **ELECTRONIC PARTICIPATION:** At the discretion of the Board of Directors, the Board Chair or the Committee Chair, as the case may be, one or more persons may participate in a meeting via electronic communication pursuant to the provisions of the Nonprofit Public Benefit Corporation Law, which provisions are contained in Section 5510(a) and Section 5510(f) of the California Corporations Code at the date of adoption of these bylaws, provided that:
 - a. consent is obtained from the voting members to use electronic means, including notice that absent consent of the voting members pursuant to Section 20(b) of the California Corporations Code, the meeting shall be held at a physical location;
 - b. voting members in person are provided with an opportunity to participate in the meeting and to vote on matters submitted to the voting members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings; and
 - c. if any voting member votes or takes other action at the meeting by means of electronic transmission to the Council or electronic video screen communication, a record of that vote or action is maintained by the Council.

Before voting members can participate electronically in meetings, the Board must adopt and implement 1) means of verifying that a person communicating via electronic means is the person purporting to participate electronically; and 2) ensure that a record is created that is capable of retention, retrieval, and review and that may thereafter be rendered into clearly legible tangible form.

A person participating in a meeting electronically must notify the President or the Board of his or her desire to so participate prior to the commencement of the meeting. Persons so participating in the meeting shall be considered present in person at the meeting for all purposes, including the establishment of a quorum.

10. **VOTING PROCEDURES:** Each voting member present in person shall be entitled to one vote. No proxy vote shall be recognized, and election of Directors and Officers shall be by written ballot. A majority of votes cast shall elect. All other matters shall be determined by majority vote of the voting members present in person and voting, unless otherwise provided by the bylaws.

ARTICLE II – BOARD DEVELOPMENT COMMITTEE

1. **COMPOSITION:** There shall be a Board Development Committee (the “Committee”) consisting of no less than seven (7) no more than thirteen (13) members, with the exact number of Committee members to be fixed, within the limits specified, by approval of the Board in the manner provided in these bylaws. The Committee shall consist of a mix of Board and community members.

2. **ELECTION, TERM AND VACANCIES:** Members of the Committee shall be elected by the voting members of the Council for a term of two (2) years, or until their successors are elected, and shall not serve more than three (3) consecutive terms. Members shall not be eligible to serve again on the Board Development Committee until a lapse of one (1) term.

Terms of office shall begin at the close of the Annual Meeting at which elections are held and shall be staggered to allow one-third (1/3) of the members of the Committee to be elected at each Annual Meeting. The Committee shall have the power to fill vacancies within its membership until the next Annual Meeting of the Council, subject to the approval of the Board of Directors.

3. **SELECTION AND TERM OF CHAIR:** The Chair of the Committee shall be appointed by the President from among the Committee members for a term of two (2) years and shall serve as Chair for no more than three (3) terms. The Chair, if not already elected to the Board of Directors, shall be an ex-officio director of the Board with full privileges. A vacancy in the office of Chair shall be filled by the President for the remainder of the unexpired term from the remaining elected members of the Committee.

4. **QUORUM:** A majority of the Committee must be present in person, or through agreed-upon electronic means, to constitute a quorum for the transaction of business at any meeting.

5. **RESPONSIBILITIES:**

- a. The Committee shall submit to the voting members, with the notice of the Annual Meeting a single slate of:

- 1) nominees for officers of the Council;
- 2) nominees directors-at-large of the Board of Directors;
- 3) nominees for members of the Board Development Committee; and
- 4) in the year of a regular meeting of the National Council of GSUSA, nominees for delegates and alternates to the National Council.

Nominations may be made from the floor of the Annual Meeting provided the consent of the individual nominated has previously been secured in writing and received by the Chair of the Board Development Committee (or the Chair's designee) no later than forty-eight (48) hours in advance of the Annual Meeting, so that eligibility of the individual so nominated may be established.

- b. The Committee shall also be responsible for:
 - 1) succession planning for Board officers,
 - 2) Board training and orientation, and
 - 3) Board evaluation.

ARTICLE III – PARTIAL TERMS

A person who has served more than half of a specific term in an office (elected or appointed), as that specific term is set forth in the bylaws, shall be considered to have served the full term for the purpose of determining eligibility to serve additional terms in that office or another position.

ARTICLE IV – OFFICERS

1. **NUMBER AND TITLE:** The officers of the Council shall be a President; not fewer than two (2) nor more than three (3) Vice Presidents, titled first through third Vice President as may be the case; a Secretary; a Treasurer (referred to in the Nonprofit Public Benefit Corporations Law as "Chief Financial Officer"; and the Chief Executive Officer, who shall serve without privilege of vote. Neither the Secretary nor Treasurer may serve concurrently as the President.
2. **ELECTION, TERM, AND VACANCIES:**
 - a. The President, Vice Presidents, Secretary, and Treasurer shall be elected by the voting members of the Council for terms of office until the Annual Meeting two (2) years later and shall serve for no more than three (3) terms in any one or more of these offices, except that, regardless of the number of terms any one person shall have served in any one or more of these offices other than that of President, such person shall be eligible to serve two (2) consecutive terms as President.
 - b. Terms of office shall begin at the close of the Annual Meeting at which elections are held.
 - c. A vacancy among the officers, other than President, shall be filled by the Board of Directors, upon recommendation by the President after consultation with the Board Development Committee, until the next Annual Meeting.
 - d. In the case of a permanent vacancy in the office of the President, the Vice-Presidents will succeed in order of their rank until the next Annual Meeting.
 - e. The Chief Executive Officer (CEO) shall be appointed by the Board of Directors to hold office at its pleasure.

3. DUTIES:

- a. The President shall be the chief corporate officer and shall preside at all meetings of the Council and the Board of Directors. The President shall be responsible for seeing that the lines of direction given by the voting members of the Council and the actions of the Board of Directors are carried into effect; and for reporting to the membership and to the Board of Directors on the conduct and management of the affairs of the Council. The President shall be an ex-officio member of all committees established by the Board of Directors, and shall perform such other duties as are assigned by the Board of Directors, or as prescribed elsewhere in the bylaws and are usual to the office of President.
 - b. In the temporary absence or disability of the President, the Vice Presidents, in order of their rank, shall perform the duties of the President. They shall have such other powers and perform such other duties as may be assigned by the President.
 - c. The Secretary shall be responsible for seeing that notices are issued of all meetings of the Council and of the Board of Directors, and shall see that minutes of such meetings are kept. The Secretary shall be responsible for the custody of corporate books, records and files, and shall exercise such other powers and perform such other duties usually incidental to the office of Secretary.
 - d. The Treasurer shall be responsible for monitoring the control, receipt and custody of all assets of the Council; monitoring disbursements as authorized by the Board of Directors; reporting receipts, use, and disbursements of all assets of the Council. The Treasurer shall exercise the powers and perform such other duties usually incidental to the office of Treasurer.
 - e. The Chief Executive Officer is accountable for providing leadership and direction for the achievement of the organization's mission in partnership with the Council's Board of Directors. The Chief Executive Officer of the Council shall be responsible for providing advice and assistance to the Council, the Board of Directors, the President, other officers, and the committees, and shall be responsible for administering the total operations of the Council. The Chief Executive Officer shall have such other powers and perform such other duties as may be given by the Board of Directors through the President. The Chief Executive Officer shall have the authority to employ and release all employed staff in accordance with policies adopted by the Board of Directors.
4. **REMOVAL:** An elected officer of the Council may be removed without cause in the manner provided by the bylaws for removal of directors without cause. An elected officer of the Council may be removed with cause by a two-thirds (2/3) vote of the total membership of the Board of Directors.

ARTICLE V – BOARD OF DIRECTORS

1. **POWERS, RESPONSIBILITIES AND ACCOUNTABILITIES:** The corporate business affairs of the Council shall be governed under the direction of the Board of Directors, except as may be otherwise provided in these bylaws or the Articles of Incorporation.

The Board of Directors is accountable: for governing the affairs of the Council; for compliance with the charter requirements of GSUSA; for adhering to state corporate law; and for matters relating to federal government legislation affecting non-profit and non-stock organizations.

2. **COMPOSITION:** The Board of Directors shall consist of not less than fifteen (15) nor more than twenty-five (25) directors, with the exact number of directors to be fixed, within the limits specified, by approval of the Board in the manner provided in these bylaws. The Board shall be comprised of the officers of the Council and the directors-at-large elected in accordance with Section 3 of this Article V. In addition, the Chair of the Board Development Committee, if not otherwise elected to the Board of Directors, shall be an *ex-officio* director with full privileges. The Chief Executive Officer shall serve as an advisor to the Board, but the Chief Executive Officer is not a director and may not vote or make motions.

Two (2) girl members, 14 or older,, shall be appointed by the Board of Directors upon the recommendation of the Board Development Committee as advisors to the Board of Directors (“Girl Board Participants”). Girl Board Participants are not directors, but they are Delegates-at-Large, as defined in Article I, Section 3 above. Girl Board Participants shall serve one-year (1) terms and may be reappointed.

3. **ELECTION AND TERM:** The directors-at-large shall be elected by the voting members of the Council for a term of two (2) years or until their successors are elected and shall serve for no more than three (3) terms. Terms of office shall begin at the close of the Annual Meeting at which elections are held. The term of office of approximately one-half (1/2) of the directors-at-large shall expire at each Annual Meeting of the Council. Regardless of the number of consecutive terms any person shall have served as a director-at-large, such person shall be eligible to be a director of the Board when serving as an officer or as Chair of the Board Development Committee.
4. **CUMULATIVE LENGTH OF TERMS OF DIRECTORS:** A director, whether at large or an officer, shall serve no more than twelve (12) consecutive years as a Board member, with the exception of a director who serves as President. In that instance, the director shall serve no more than sixteen (16) consecutive years. A director having served twelve (12) consecutive years, or sixteen (16) consecutive years if also serving as President, shall not be eligible again for Board membership until the lapse of one (1) term.
5. **VACANCIES:** Except as provided in Article IV, Section 2 of these bylaws, the President after consultation with the Board Development Committee and with approval of the Board of Directors, shall have the power to fill vacancies on the Board of Directors until the next Annual Meeting of the Council.
6. **NON-PARTICIPATING DIRECTORS:** Any director who is absent from two (2) entire Board meetings in one (1) Council year without written (including electronic messaging) or telephone explanation to the President (or the President’s designee) will be considered to have resigned and, upon approval by a majority vote of a quorum of the directors present and voting at any regular meeting of the Board of Directors, shall be notified to this effect.
7. **REMOVAL OF BOARD MEMBERS:** Any member of the Board may be removed, with or without cause, pursuant to the provisions of the Nonprofit Public Benefit Corporation Law, which provisions are contained in Section 5222 and Section 5223, respectively, of the California Corporations Code at the date of adoption of these bylaws.

8. **REGULAR MEETINGS:** The Board of Directors shall hold no fewer than three (3) regular meetings a year at such times and places as the Board of Directors may determine. One of these meetings may coincide with the Council Annual Meeting but shall be held in addition to the Annual Meeting. Notice of time, place and purpose of each meeting shall be given to each director not less than seven (7) days before the meeting.

The director's mailing address shall be that which appears on the Council's records. Notice shall be given in writing by first-class mail, facsimile, electronic mail or other electronic means at the address provided by the director in writing to the Council as it appears in the Council's records. If electronic mail or facsimile is utilized, a confirmation of delivery will be obtained.

Directors may participate in meetings of the Board through use of conference telephone, electronic video screen communication, or other communications equipment, pursuant to the provisions of the Nonprofit Public Benefit Corporation Law, which provisions are contained in Section 5211(a)(6) of the California Corporations Code at the date of adoption of these bylaws. The director must notify the President or the President's designee of his or her desire to so participate prior to the commencement of the meeting. Directors so participating in the meeting shall be considered present at the meeting for all purposes, including the establishment of a quorum.

9. **SPECIAL MEETINGS:** Special meetings of the Board may be called by the President and shall be called by the President upon written request of five (5) directors. The purpose of the special meeting shall be stated with the request and no business shall be transacted except that for which the meeting is called. Notice of time, place and purpose of each special meeting shall be given to each director. The notice shall be given at least four (4) days prior to the special meeting, if given by first-class mail and at least forty-eight (48) hours prior to the special meeting, if delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, facsimile, electronic mail, or other electronic means at the address or facsimile number provided by the director in writing to the Council as it appears in the Council's records. If electronic mail or facsimile is utilized, a confirmation delivery will be obtained.

Directors may participate in any special meeting of the Board through use of conference telephone, electronic video screen communication, or other communications equipment, pursuant to the provisions of the Nonprofit Public Benefit Corporation Law, which provisions are contained in Section 5211(a)(6) of the California Corporations Code at the date of adoption of these bylaws. The director must notify the President or the President's designee of his or her desire to so participate prior to the commencement of the meeting. Directors so participating in the meeting shall be considered present at the meeting for all purposes, including the establishment of a quorum.

10. **QUORUM:** A quorum shall consist of a majority of the director positions currently filled. A quorum must be present, and under no circumstances will be less than one-fifth (1/5) of the number of directors authorized in these bylaws, or less than two, whichever is larger, for the transaction of business at any meeting. A meeting at which a quorum is initially present may continue to transact business if any director withdraws prior to the conclusion of the meeting, but any action taken must be approved by at least a majority of the required quorum.

11. **ACTION WITHOUT A MEETING:** Any action that the Board is required or permitted to take may be taken without a meeting if all Board members consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the Council is a party and who is an “interested director” as defined in the Nonprofit Public Benefit Corporation Law, which provision is contained in Section 5233 of the California Corporations Code at the date of adoption of these bylaws, shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

ARTICLE VI – BOARD COMMITTEES

1. **ESTABLISHMENT:** The Board of Directors may establish committees and/or task groups as it deems necessary. The Board of Directors shall establish the functions of the committees/task groups, each of which shall operate under the supervision of the Board of Directors and shall have no power to exercise the authority of the Board of Directors.
2. **COMPOSITION, APPOINTMENT, AND TERM:** The Chair and members of all committees/task groups shall be appointed by the President, subject to approval by the Board of Directors. Appointments to committees shall be for a term of one (1) year. Vacancies in any committee/task group may be filled at any regular meeting of the Board of Directors.

ARTICLE VII - EXECUTIVE COMMITTEE

1. **COMPOSITION:** The Executive Committee shall be comprised of the officers of the Board of Directors. Additional Board members may be appointed to the Executive Committee at the pleasure of the Board. The Chief Executive Officer shall also serve without privilege of vote. The President shall be chair of the Executive Committee.
2. **RESPONSIBILITIES:** The Executive Committee shall have, and may exercise, under exigent circumstances, the powers of the Board in the interim between Board meetings, except that the Executive Committee shall not have the power to adopt the budget, to take action which is contrary to, or a substantial departure from, the direction established by the Board or which represents a major change in the affairs, business, or policy of the Council or to take action required to be taken by the Board pursuant to the provisions of the Nonprofit Public Benefit Corporation Law, which are contained in Section 5212(a) of the California Corporations Code at the date of adoption of these bylaws. The Executive Committee shall submit reports to the Board on actions taken.
3. **MEETINGS:** Meetings of the Executive Committee shall be called by the President.

Members of the Executive Committee may participate in a meeting through use of conference telephone, electronic video screen communication, or other communications equipment, pursuant to the provisions of the Nonprofit Public Benefit Corporation Law, which provisions are contained in section 5211(a)(6) of the California Corporations Code at the date of adoption of these bylaws. The member must notify the President or the President’s designee of his or her desire to so participate prior to the commencement of the meeting. Directors so participating in the meeting shall be considered present at the meeting for all purposes, including the establishment of a quorum.

4. **QUORUM:** A majority of the sitting members of the executive committee must be present to constitute a quorum for the transaction of business.

ARTICLE VIII – DECISION- INFLUENCING

In recognition of the democratic process underlying the mission and operations of Girl Scouts, the Board of Directors shall establish a decision-influencing structure to provide Girl Scout members 14 years of age and older the opportunity to react and give input to critical issues being considered by the Board, and to provide Girl Scout members the means of participating in free and open discussion and debate. In addition to the annual Council meeting, the Board shall plan, convene and facilitate at least one decision-influencing meeting annually in the form of town hall and/or regional meetings, or some other similar forum.

ARTICLE IX – NATIONAL COUNCIL DELEGATES

The delegates whom the Council is entitled to elect to the National Council of GSUSA shall be elected by the voting members of the Council at a meeting held within a year prior to the regular meeting of the National Council. The Board of Directors, or the President in the absence of a meeting of the Board of Directors, shall fill delegate vacancies from among the elected alternates, which persons shall be elected at the same time and in the same manner as delegates. If there be no such persons, the Board of Directors, or the President in the absence of a meeting of the Board of Directors, shall have the power to fill vacancies among the delegates until the next meeting of the Council.

Delegates shall be citizens of the United States of America; shall be elected from the active members of the Girl Scout movement in the United States of America who are 14 years of age or over and who are registered through the Council with GSUSA; and shall serve for a term of three (3) years from the date of their election, or until their successors are elected.

ARTICLE X – FISCAL RESPONSIBILITIES OF THE BOARD OF DIRECTORS

1. **FISCAL YEAR:** The Board of Directors shall establish the fiscal year of the Council.
2. **CONTRIBUTIONS:** Any contributions, bequests, and gifts for the purpose of the Council shall be accepted or collected only as authorized by resolution of the Board of Directors.
3. **DEPOSITORIES:** All funds of the Council shall be deposited to the credit of the Council in such banks, under such conditions, as shall be designated by the Board of Directors.
4. **APPROVED SIGNATURES:** Approvals for signatures necessary on contracts, conveyances and other instruments, checks, and orders for the payment, receipt, or deposit of money, and access to securities of the Council shall be provided by resolution of the Board of Directors.
5. **BONDING:** All persons having access to, or major responsibility for, the handling of monies and securities of the Council shall be bonded, as provided by resolution of the Board of Directors.

6. **BUDGET:** The Board of Directors shall approve the annual budget of estimated income and expenditures. No expense in excess of the budgetary appropriations shall be made without prior approval of the Board of Directors.
7. **CONTRACTS AND DEBTS:** Contracts may be executed or debts incurred only as authorized by the Board of Directors.
8. **PROPERTY:** Title to all property shall be held in the name of the Council.
9. **AUDITS:** An independent certified public accountant shall be retained by the Board of Directors to make an annual examination of the financial accounts of the Council. A report of all examinations shall be submitted to the Board of Directors and to GSUSA.
10. **FINANCIAL REPORTS:** A summary report of the financial operations of the Council shall be made available to the membership and the public within one hundred and twenty (120) days of the close of the Council's fiscal year in such a form as the Board of Directors shall provide. A copy of the summary report shall be included with the notice of the Annual Meeting provided to the voting members pursuant to Article I, Section 5. An annual financial report shall also be submitted to GSUSA.
11. **LEGAL COUNSEL:** Independent legal counsel shall be retained by the Board of Directors to:
 - a. ensure compliance with federal and state requirements;
 - b. review and advise on any and all legal instruments the Council executes, such as leases, contracts, property purchases, or sales;
 - c. review and advise, as requested, on any official statements developed for the media; and
 - d. review and advise on any other business referred by the Board of Directors or Chief Executive Officer.
12. **INVESTMENTS:** The Treasurer of the Council shall invest the funds of the Council in accordance with the direction of the Board of Directors or any committee of the Board appointed for such purpose.
13. **INDEMNIFICATION:** The Council shall, to the maximum extent permitted by the California Non-Profit Public Benefit Corporation Law, indemnify each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the Council. For purposes of this section, an "agent" of the Council includes any person who is or was a director, officer, employee, or other agent of the Council or is or was serving at the request of the Council as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or was a trustee, director, officer, employee or agent of a corporation which was a predecessor corporation of the Council or of another enterprise at the request of such predecessor corporation.
14. **ADVANCES:** To the maximum extent permitted by the California Non-Profit Public Benefit Corporation Law, the Council may advance to any person who is, or may be made, a party to any administrative, investigative or judicial proceeding by reason of the fact that such person

is or was an agent of the Council, such funds as may be necessary to cover expenses incurred by the person in defending any such proceeding. The Council may not advance any such funds until it receives an undertaking by or on behalf of the agent to repay such amounts unless it is determined ultimately that the agent is entitled to be indemnified as authorized in Section 13 of this Article X. For purposes of this section, "agent" shall have the meaning as used in Section 13 of this Article X.

15. **INSURANCE:** The Board of Directors may authorize the purchase and maintenance of insurance on behalf of any agent of the Council against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such. For purposes of this section, "agent" shall have the meaning as used in Section 13 of this Article X.

16. **DISSOLUTION:** In the event of the dissolution of the Council, assets of the Council remaining after the discharge of all its liabilities shall be distributed in accordance with the Articles of Incorporation.

ARTICLE XI – PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order Newly Revised shall be the parliamentary authority governing the meetings of the Council, the Council Board of Directors, and all committees, subject to the laws of the state, the Articles of Incorporation, these bylaws, and any special rules of order adopted by the organization.

ARTICLE XII – AMENDMENTS

These bylaws may be amended by a majority of those members present and voting at any meeting of the Council duly called pursuant to the Articles of Incorporation and the bylaws at which a quorum is present, provided that the proposed amendments shall have been included in the notice of meeting; provided, however, that Section 3(d) of Article I may be amended by a majority of the Board of Directors.

Original: October 1, 2007

Amended: December 11, 2007, Board per Article XII
April 24, 2010, Annual Council meeting
April 30, 2011, Annual Council meeting