

**BYLAWS OF
GIRL SCOUTS OF CONNECTICUT
10/1/2008**

ARTICLE I — THE CORPORATION

1. Corporation. The term “corporation” used herein refers to the council corporate body.

2. Membership. Only persons who are members of the Girl Scout movement, fourteen (14) years of age and older, registered through the council are eligible to be voting members of the corporation. Members of the corporation, in meeting assembled, shall consist of:

a. The members of the Board of Directors and members of the Board Development Committee who are not otherwise members of the corporation, all of whom shall be ex-officio members of the council. The total number of members should be no fewer than ninety (90). At least two-thirds (2/3), but not more than three-quarters (3/4), of the members must be delegates elected by Regions. All members shall hold membership only for the term to which they have been elected and only for so long as they are registered through the council.

b. Delegates elected by Regions as defined in Article VII.

c. Delegates-at-large as appointed by the Board of Directors.

3. Election and Term of Delegates and Delegates-at-large.

Each Region shall be entitled to elect delegates and persons to become delegates for the unexpired term should vacancies occur. The number of delegates shall be based on the number of girls in the Region registered through the council as of September 30 each year, according to a formula established and administered by the Board of Directors. However, each Region shall be entitled to elect at least three (3) delegates. In addition, the Board of Directors may appoint up to a maximum of five (5) delegates-at-large as the Board of Directors deem necessary to ensure that diversity within the council is adequately represented. Delegates shall be elected for a term of three (3) years or until their successors are elected. Delegates

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at-large shall be appointed for a term of three (3) years or until their successors are appointed. Delegates and delegates-at-large shall serve for no more than two (2) consecutive terms, and shall not be eligible again until a lapse of one (1) term. The term of office of at least one-third (1/3) of the delegates shall expire each year. Terms of office shall begin when elected or appointed.

The Corporation follows the Girl Scout calendar year, from October 1 to September 30, and as much as possible, the term for all positions should follow the Girl Scout Calendar year.

The determination of whether a partial term or a full term has been served in any position will be based on the Girl Scout Calendar year.

4. Responsibilities. The members of the corporation shall:

- a. Elect the officers of the corporation, the members-at-large of the Board of Directors, two (2) non-voting girl members of the Board, the members of the Board Development Committee, and the National Council of Girl Scouts of the United States of America delegates and persons to fill vacancies among delegates, should vacancies occur.
- b. Determine general lines of direction for Girl Scouting within the jurisdiction of the council by receiving and responding to reports and information from the Board of Directors.
- c. Amend the articles of incorporation and bylaws.
- d. Take all other action requiring a membership vote.
- e. Conduct such other business as may, from time to time, come before the members.

5. Regular Meetings. Regular meetings of the members of the corporation shall be held twice (2) a year, at such time and place as may be determined by the Board of Directors. The Board of Directors shall designate one (1) of these meetings as the Annual Meeting. Notice of time, place, and purpose of the meeting, together with the slate of nominees for all offices or

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positions to be filled pursuant to these bylaws, shall be given to each member of the corporation personally, or mailed to the member's address as it appears in the books of the council, or to the electronic postal address or fax number last made known in writing to the council by the member, no more than sixty (60) and no fewer than fifteen (15) days before the meeting.

6. Special Meetings. Special meetings of the corporation shall be called by the Chair of the Board of Directors, for any purpose at any time, within fourteen (14) days, upon written request of two-thirds (2/3) of the members of the Board of Directors or of one-fourth (1/4) of the members of the corporation, provided that at least a majority of Regions are represented. The purpose of such meetings shall be stated in the written request. No business shall be transacted except that for which the meeting has been called. Notice of time, place, and purpose of the meeting shall be given to each member of the corporation personally, or mailed to the member's address as it appears in the books of the council, or to the electronic postal address or fax number last made known in writing to the council by the member, no more than sixty (60) and no fewer than fifteen (15) days before the meeting.

7. Quorum. One-fourth (1/4) of the voting members of the corporation shall be present in person to constitute a quorum for the transaction of business, provided that a majority of the Regions shall have at least two (2) elected delegates present at each meeting.

8. Voting Procedures. Each member of the corporation present in person shall be entitled to one vote. Elections shall be by ballot in contested elections and may be by voice or other means in uncontested elections; a plurality of votes cast shall elect. All other matters shall be determined by a majority vote of the members present in person and voting, unless otherwise provided by law or these bylaws, or parliamentary authority.

9. Additional Nominations. Nominations may be made from the floor at the Annual Meeting of the corporation, provided that the eligibility of the individuals so nominated has been established and is in accordance with these bylaws, and the written consent

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of such individuals has been secured and submitted to the Chair of the Board Development Committee, with their qualifications, at least ten (10) days prior to the meeting at which the election occurs.

10. Removal of Delegates and Delegates-at-Large. Delegates and delegates-at-large may be removed, with or without cause, by a two-thirds (2/3) vote of the Board of Directors.

11. Partial Terms. A delegate or a delegate-at-large who has served more than one-half (1/2) of a specific term in a position (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 II — BOARD DEVELOPMENT COMMITTEE

1. Composition. There shall be a Board Development Committee of the corporation composed of nine (9) members, of whom at least one-third (1/3) shall be elected from among the members of the Board of Directors. The Chair of the Board Development Committee shall be ex-officio a member of the Board of Directors, if not already a member, and at least a majority of the members of the committee shall be non-Board members.

2. Method of Election, Terms, and Vacancies. Members of the Board Development Committee shall be elected by the members of the corporation for a term of three (3) years, or until their successors are elected. Members shall serve for no more than one (1) term, and shall not be eligible again until a lapse of one (1) term. The term of office of at least one-third (1/3) of the members shall expire each year.

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Terms of office shall begin at the close of the Annual Meeting at which the elections are held. The Board of Directors shall have the authority to fill vacancies in the committee by appointment until the next Annual Meeting of the corporation.

3. Selection and Term of the Chair of the Board Development Committee.

The Chair of the committee shall be elected by the committee from among the members or nominees to the Board Development Committee for a term of one (1) year and may serve no more than two (2) terms as Chair. The Chair, if not already elected to the Board of Directors, shall be ex-officio a member of the Board of Directors. A vacancy in the office of the Chair shall be filled from among the members of the Board Development Committee for the remainder of the unexpired term.

4. Quorum for the Board Development Committee.

A majority of the members of the committee shall be present in person, by telephone, or through agreed-upon electronic means, to constitute a quorum for the transaction of business; provided that the number of elected members of the Board of Directors present does not exceed the number of non-Board members.

5. Responsibilities of the Board Development Committee.

The Board Development Committee shall:

- a. Present to the membership at the Annual Meeting of the corporation a single slate of nominees for officers of the corporation, nominees for members-at-large of the Board of Directors, nominees for members of the Board Development Committee, and two (2) non-voting nominees for girl members on the Board of Directors.
- b. Present candidates to the Board of Directors to fill any vacancies that occur on the Board of Directors and Board Development Committee.

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c. Be responsible for the training of the members of the Board of Directors.

d. Be responsible for evaluating the performance of the members of the Board of Directors.

e. Perform such other duties as may be assigned by the Board of Directors.

In a meeting of the corporation held prior to the regular meeting of the National Council of Girl Scouts of the United States of America, the committee shall, in addition, present a single slate of nominees for delegates to the National Council, and a single slate of nominees to fill vacancies among elected delegates, should vacancies occur.

6. Additional Nominations. Nominations may be made from the floor at the Annual Meeting of the corporation, provided that the eligibility of the individuals so nominated has been established and is in accordance with these bylaws, and the written consent of such individuals has been secured and submitted to the Chair of the Board Development Committee, with their qualifications, at least ten (10) days prior to the meeting at which the election occurs.

7. Removal. A member of the Board Development Committee may be removed, with or without cause, by a two-thirds (2/3) vote of the Board of Directors.

8. Partial Terms. A member of the Board Development Committee who has served more than one-half (1/2) of a specific term in a position (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.

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ARTICLE III — OFFICERS

1. Number and Title. The officers of the corporation shall be the President, who shall have the working title of Chair; the First, Second, and Third Vice Presidents, who shall have the working title of Vice Chairs, in order of their rank; a Secretary; a Treasurer; and the Chief Executive Officer who shall serve ex-officio, without privilege of vote.

2. Election, Term, and Vacancies

a. The Chair, Vice Chairs, Secretary, and Treasurer shall be elected by the members of the corporation for a term of three (3) years, or until their successors are elected. Officers shall serve for no more than two (2) consecutive terms in any one or more of these offices, and shall not be eligible again until a lapse of at least one (1) term, except that, regardless of the number of terms any person shall have served in any one of these offices, other than that of Chair, such person shall be eligible to serve two (2) consecutive terms as Chair. A vacancy among the elected officers, other than the Chair, shall be filled by the Board of Directors. In case of a permanent vacancy in the office of Chair, the Vice Chairs will succeed in order of their rank for the remainder of the unexpired term.

The term of office of at least one-third (1/3) of the officers shall expire each year. Terms of office shall begin at the close of the Annual Meeting at which elections are held.

b. The Chief Executive Officer shall be appointed by the Board of Directors and shall hold office at its pleasure.

3. Duties. The duties of the officers shall be as follows:

a. The Chair shall be the chief elected officer of the corporation and shall preside at meetings of the

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corporation and the Board of Directors. The Chair shall be responsible for seeing that the lines of direction given by the 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 of the affairs of the corporation. The Chair shall be ex-officio a member of all committees and task groups established by the Board of Directors, and shall perform such other duties as may be assigned by the Board of Directors or prescribed elsewhere in the bylaws.

b. In the temporary absence or disability of the Chair, the Vice Chairs in order of their rank, followed by the Secretary, then by the Treasurer, shall preside at meetings of the corporation and of the Board of Directors. They shall have such other powers and perform such other duties as may be assigned by the Chair or the Board of Directors.

c. The Secretary shall be responsible for seeing that notices are issued of all meetings of the corporation and 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 the powers and perform such other duties usually incident to the office of Secretary, and shall exercise such other powers and perform such other duties as may be assigned by the Chair or Board of Directors.

d. The Treasurer shall be responsible for monitoring the control, receipt, and custody of all assets of the corporation; monitoring disbursements as authorized by the Board of Directors; and reporting receipt, use, and disbursement of all financial assets of the corporation. The Treasurer shall exercise the power and perform such other duties usually incident to the office of Treasurer, and shall exercise such other powers and perform such other duties as may be assigned by the Chair or Board of Directors. The Treasurer shall be ex-officio a member of the finance committee, if such committee shall be established by the Board of Directors.

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e. The Chief Executive Officer shall be responsible for providing advice and assistance to the corporation, the Board of Directors, the Chair and other officers, and the committees and task groups; and shall be responsible for managing the total operations of the council. The Chief Executive Officer shall have such other powers and perform such other duties as may be assigned by the Board of Directors.

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 officer of the corporation may be removed, with or without cause, by a two-thirds vote of the Board of Directors.

5. Partial Terms. An officer who has served more than one-half (1/2) of a specific term in a position (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 — BOARD OF DIRECTORS

1. Powers, Responsibilities, and Accountabilities. The corporate business and 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: to the voting membership for governing the affairs of the corporation; to the Board of Directors of GSUSA for compliance with the charter requirements; to the state in which it is incorporated for adhering to state corporate law; and to the federal government in matters relating to legislation affecting nonprofit and non-stock organizations.

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2. Composition. The Board of Directors shall consist of the officers of the corporation and eighteen (18) directors, herein called members-at-large. The Chair of the Board Development Committee, if not elected to the Board of Directors, shall be ex-officio a member of the Board of Directors.

The Board of Directors may have up to two (2) non-voting girl members, at least sixteen (16) years of age. The girl members of the Board of Directors shall be elected for a term of one (1) year and may serve no more than two (2) consecutive terms.

3. Election and Term. The members-at-large of the Board of Directors shall be elected by the members of the corporation for a term of three (3) years, or until their successors are elected. Members-at-large shall serve for no more than two (2) consecutive terms, and shall not be eligible again until a lapse of one (1) term. Terms of office shall begin at the close of the Annual Meeting at which the elections are held. The term of office of at least one third (1/3) of the members-at-large shall expire at each Annual Meeting of the corporation.

Regardless of the number of consecutive terms any person shall have served as a member-at-large, such person shall be eligible to be a member of the Board of Directors when serving as an officer or as Chair of the Board Development Committee.

4. Vacancies. Except as provided in Article III, Section 2, of these bylaws, vacancies in the Board of Directors occurring by death, resignation, creation of new directorships, or otherwise, shall, according to the laws of the state for filling vacancies, be filled for the remainder of the unexpired term by a vote of the majority of the remaining members of the Board of Directors then in office, though less than a quorum at any meeting of the Board of Directors called for that purpose.

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5. Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and place as may be determined by resolution of the Board of Directors, except that the Board of Directors shall meet no fewer than five (5) times each year. The Annual Meeting shall be considered to be one (1) of the meetings of the Board of Directors. Notice of time, place, and purpose of the meeting shall be given to each member of the Board of Directors personally, or by telephone, or mailed to the member's address as it appears on the books of the council, or to the electronic postal address or fax number last made known in writing to the council by the member, no fewer than seven (7) days before the meeting.

6. Special Meetings. Special meetings may be called by the Chair of the Board of Directors. Special meetings may also be called by the Chair of the Board of Directors upon the written request of one-half (1/2) of the Board of Directors. The purpose of such meetings shall be stated with the request, and no business shall be transacted except that for which the meeting has been called.

7. Waiver of Notice. A member of the Board of Directors may at any time waive any notice required by these bylaws. This waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or the corporate records. A member's attendance at or participation in a meeting waives any required notice of the meeting, unless the member, at the beginning of the meeting or promptly upon his arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

8. Place of Meeting. Meetings of the Board of Directors may be held at any place within or outside the State of Connecticut. The Board of Directors may permit any or all of the members of the board to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all members participating may simultaneously hear each other during the meeting. A member

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of the Board of Directors participating in a meeting by this means is deemed to be present in person at the meeting.

9. Quorum. A majority of the members of the Board of Directors shall be present in person, by telephone, or other agreed-upon electronic means, to constitute a quorum for the transaction of business.

10. Action Without a Meeting. Action required or permitted to be taken by the Board of Directors may be taken without a meeting if each member of the board signs a consent describing the action taken or to be taken and delivers it to the corporation. Such action by written consent shall have the same force and effect as an unanimous vote of the Board of Directors. Such written consent or consents shall be delivered to the council and filed with the minutes of the proceedings of the Board of Directors.

11. Removal. A member-at-large may be removed, with or without cause, by a vote of the members of the corporation. A member-at-large may also be removed for cause by a two-thirds (2/3) vote of the remaining members of the Board of Directors.

12. Partial Terms. A member-at-large who has served more than one-half (1/2) of a specific term in a position (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 V — BOARD COMMITTEES

1. Establishment. The Board of Directors may establish standing committees, special committees, and/or task groups, as it deems necessary.

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2. Composition and Appointment. The Chair of the Board of Directors shall appoint the chair and the members of committees with the approval of the Board of Directors.

ARTICLE VI — EXECUTIVE COMMITTEE

1. Composition. The Executive Committee shall include the officers of the council and three (3) members-at-large elected by the Board of Directors from among its members. The Chief Executive Officer shall serve ex-officio without privilege of vote. The members-at-large of the Executive Committee shall be elected each year for a one (1) year term or until their successors are elected. Members-at-large of the Executive Committee shall serve no more than three (3) consecutive terms, and shall not be eligible again until a lapse of one (1) term. The Chair of the Board of Directors shall be the Chair of the Executive Committee.

2. Responsibilities. The Executive Committee shall have, and may exercise, the powers of the Board of Directors in the interim between meetings of the Board of Directors, except that the Executive Committee shall not have the power to adopt a budget, to take action which is contrary to, or a substantial departure from, the direction established by the Board of Directors, or which represents a major change in the affairs, business, or policy of the council. In addition, it shall be the duty of the Executive Committee to set the agenda for meetings of the Board of Directors. The Executive Committee shall submit reports to the Board of Directors on actions taken.

3. Regular Meetings. Regular meetings of the Executive Committee shall be held no fewer than twelve (12) days before each meeting of the Board of Directors at such time and place as may be determined by the Chair. Notice of time and place shall be given to each member of the Executive Committee personally, or by telephone, or mailed to the member's address

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as it appears on the books of the council, or to the electronic postal address or fax number last made known in writing to the council by the member no fewer than two (2) days before the scheduled meeting.

4. Special Meetings. Special meetings of the Executive Committee may be called by the Chair of the Board of Directors. Special meetings also shall be called by the Chair of the Board of Directors upon the written request of at least one-half (1/2) of the Executive Committee. The purpose of such meetings shall be stated with the request, and no business shall be transacted except that for which the meeting has been called.

5. Quorum for the Executive Committee. A majority of the members of the Executive Committee shall be present in person, by telephone or through other agreed-upon electronic means, to constitute a quorum for transaction of business.

ARTICLE VII — REGIONS

1. Geographic Subdivisions.

a. The Board of Directors shall establish geographic subdivisions within the council's jurisdiction; these shall be known as Regions.

b. The Board of Directors shall establish subdivisions within each Region; these shall be known as Service Units.

2. Members. Each member of the Girl Scout movement fourteen (14) years of age and older, registered through the council, and affiliated with the Region shall be a member of the Region. No person may be considered to be a member of more than one (1) Region.

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3. Responsibilities. It shall be the responsibility of the members of each Region to:

- a. Elect delegate members of the corporation.
- b. Present the views of the Region to the delegates and receive delegates' reports.
- c. Advise on proposed plans, policies, and other matters referred to the Region by the Board of Directors.
- d. Respond to requests from the Board Development Committee.
- e. Bring Region concerns and special knowledge to the attention of the Board of Directors through the Region's delegates or the Region chair.
- f. Make recommendations to the Chair of the Board of Directors for appointment of the Region Chair, as necessary.
- g. Participate in strategic planning as directed by the Board of Directors.
- h. Initiate and submit proposals through the Region's delegates or the Region chair to the Board of Directors for improving the quality of Girl Scouting;
- i. Perform such other duties as may be assigned by the Board of Directors.

4. Regular Meetings of the Region. Regular meetings of the Region shall be held at least two (2) times a year, within a time cycle determined by the Board of Directors. Notice of the time, place, and purpose of the meetings shall be given to each member of the Region personally, or by telephone, or mailed to the member's address as it appears in the books of the council, or to the electronic postal address or fax number last made known in writing to the council by the member, or by other

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agreed-upon electronic means, no fewer than fourteen (14) days before the meeting.

5. Special Meetings of the Region. Special meetings shall be called by the Region Chair, or at the request of the Board of Directors, or upon written request of five (5) percent of the members of the Region. No business shall be transacted except that for which the meeting has been called. Notice of the time, place, and purpose of the meeting shall be given to each member of the Region personally, or by telephone, or mailed to each member's address as it appears in the books of the council, or to the electronic postal address or fax number last made known in writing to the council by the member, or by other agreed-upon electronic means, no fewer than three (3) days before the meeting.

6. Quorum. The members present in person, by telephone or through other agreed-upon electronic means, at the Region meeting shall constitute a quorum for transaction of business, so long as a majority of the Service Units are represented.

7. Appointment, Term, Vacancies of Region Chair. There shall be a Chair for each Region who shall be appointed by the Chair of the Board of Directors from among the members of the Board of Directors or from among the voting members of the Region upon the recommendation of the respective Region. Appointment to the position of Region Chair shall be approved by the Board of Directors. Vacancies shall be filled by the Board of Directors upon recommendation of the Region. The Region Chair shall be appointed for a term of three (3) years, or until a successor is appointed. The Region Chair shall serve for no more than two (2) consecutive terms, and shall not be eligible again until a lapse of one (1) term.

8. Duties of Region Chair. It shall be the responsibility of the Region Chair to:

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- a. Convene, set the agenda for, and preside at Region meetings;
- b. Facilitate the election of Region delegates;
- c. Forward a copy of the minutes and attendance of each Region meeting to the Council Office;
- d. Attend the Annual Meeting of the corporation;
- e. Convene, if necessary, the delegates elected by the Region to communicate with them about issues in need of consideration;
- f. Perform such other duties as may be assigned by the Board of Directors.

9. Service Unit Representatives.

- a. Eligibility for Voting in Elections. Each active registered volunteer and girl member fourteen (14) years of age and older, affiliated with the council and with the Service Unit, shall be eligible to vote in the Service Unit election of representatives. No person may be considered to be a member of more than one (1) Service Unit.
- b. Term. Representatives elected by Service Units shall serve for a term of three (3) years from the date of their election, or until their successors are elected. Representatives shall serve for no more than two (2) consecutive terms, and shall not be eligible again until a lapse of one (1) term.
- c. Election of Representatives. Each Service Unit shall be entitled to elect representatives. The number of representatives to be elected by each Service Unit shall be based on the number of girls in the Service Unit registered through the council as of September 30 each year, according to a formula established and administered by the

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Board of Directors. Every Service Unit, however, shall be entitled to elect at least one (1) representative.

d. It shall be the responsibility of each Service Unit representative to:

- (i) act as liaison between the Service Unit and the Region's delegates by acting as the conveyor of information and by presenting the views of the Service Unit members to the Region's delegates;
- (ii) preside during all portions of regular meetings of the Service Unit when policy issues are discussed;
- (iii) assist in the strategic planning for the corporation, to the extent requested by the Board of Directors;
- (iv) submit proposals of the Service Unit to the Region's delegates or Region Chair for consideration by the Board of Directors for improving the quality of Girl Scouting;
- (v) give input on proposed plans, policies, and other matters referred to the Service Unit by delegates or by the Board of Directors; and
- (vi) perform such other duties as may be assigned by the Board of Directors.

ARTICLE VIII — NATIONAL COUNCIL DELEGATES

The delegates whom the corporation is entitled to elect to the National Council of Girl Scouts of the United States of American shall be elected by the voting members of the corporation at a meeting held within a year of the regular meeting of the National Council. The Board of

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Directors, or the Chair of the Board of Directors in the absence of a meeting of the Board of Directors, shall fill delegate vacancies from among the persons elected to fill vacancies, 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 Chair of the Board of Directors, 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 corporation. 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 fourteen (14) years of age or over and who are registered through the council with Girl Scouts of the United States of America; and shall serve for a term of three (3) years from the date of their election, or until their successors are elected.

**ARTICLE IX — FISCAL RESPONSIBILITIES
OF THE BOARD OF DIRECTORS**

- 1. Fiscal Year.** The fiscal year of the council shall be established by the Board of Directors.
- 2. Contributions.** Any contributions, bequests, and gifts made to the council shall be accepted or collected as authorized by resolution of the Board of Directors. Guidelines for accepting contributions must be established by the Board of Directors.
- 3. Depositories.** All funds of the council shall be deposited to the credit of the council, under such conditions and in such banks as shall be designated by the Board of Directors.
- 4. Approved Signatures.** Approvals for signatures necessary on contracts, 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.

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5. Bonding. All persons having access to or major responsibility for, the handling of moneys and securities of the council shall be bonded, as provided by resolution of the Board of Directors.

6. Budget. The annual budget of estimated income and expenditures shall be approved by the Board of Directors. No expense shall be incurred in excess of the total budgetary appropriations without prior approval of the Board of Directors.

7. Audits. A certified public accountant or other independent public accountant shall be retained by the Board of Directors to make an annual examination of the financial accounts of the corporation. A report of all examinations shall be submitted to the Board of Directors and to Girl Scouts of the United States of America.

8. Financial Reports. A summary report of the financial operations of the council shall be made at least annually to the membership, and to the public, in such form as the Board of Directors shall provide.

9. Legal Counsel. Independent legal counsel should be retained by the Board of Directors to:

- a. Ensure compliance with the federal and state requirements;
- b. Review and advise on any, and all, legal instruments the council executes, such as leases, contracts, property purchase, or sale; and
- c. Review and advise on any official statements developed for the media (print, television, radio, Internet).

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10. Investments. The treasurer of the corporation shall see that the funds of the council are invested in accordance with the direction of the Board of Directors, or any committee of the Board of Directors appointed for such purpose.

11. Indemnification. Indemnification shall be provided by resolution of the Board of Directors, to the maximum extent permitted by state law, in accordance with the state code.

12. Property. Title to all property shall be held in the name of the corporation.

ARTICLE X — PARLIAMENTARY AUTHORITY

The rules contained in most current edition of *Robert's Rules of Order Newly Revised* shall be the parliamentary authority governing the meetings of the corporation, Board of Directors, Regions, 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 XI — AMENDMENTS

These bylaws may be amended by a two-thirds (2/3) vote of members of the corporation present and voting at any meeting of the corporation, provided that the proposed amendment shall have been included in the notice of the meeting.