

**GIRL SCOUTS OF CENTRAL & SOUTHERN NEW JERSEY
BYLAWS**

Approved at a Special Meeting of the voting membership: October 18, 2008

As amended: October 19, 2013

As amended: April 8, 2017

As amended: April 9, 2018

ARTICLE I – THE COUNCIL

1. Corporation

The corporation is the Girl Scouts of Central & Southern New Jersey, Inc. and shall be known as the “Council”, organized under the laws of the state of New Jersey.

2. Purpose

The purpose of the Council shall be defined in the Certificate 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.

3. Geographical Jurisdiction

The Council’s geographical jurisdiction is the counties of Atlantic, Burlington, Camden, Cape May, Cumberland, Gloucester, Mercer, Middlesex and Salem in New Jersey.

4. Powers & Authority

The Council is a not-for-profit corporation and shall have all those powers as set forth in Section 15A:3-1 of the New Jersey Nonprofit Corporation Act, N.J.S.A. §§ 15A:1-1, *et seq.*, as amended from time to time (hereafter, the “Act”).

5. Voting Members

The Voting Members of the Council shall consist of:

- a. Officers and Members of the Board of Directors
- b. Elected National Council Delegates
- c. Elected Delegates from within the Council’s geographical jurisdiction

All Voting Members shall hold their voting role in the Council solely for the term to which they have been elected and only for as long as they remain registered members of the Girl Scouts of the USA.

6. Responsibilities of Voting Members

The Voting Members of the Council shall:

- a. elect the Members and Officers of the Council Board of Directors;
- b. elect the Delegates to the National Council of Girl Scouts of the United States of America;

- c. elect the Delegates from the membership within the Council's geographical jurisdiction
- d. provide input to the strategic plan and direction of Girl Scouting within the jurisdiction of the Council by providing input on reports and information from the Board of Directors and Council Management;
- e. take all other action requiring a vote by the voting membership of the Council;
- f. conduct such other business as may, from time to time, come before the Voting Members of the Council.

7. **Selection of Delegates From the Council's Geographical Jurisdiction**
 Delegate candidates will be selected in accordance with policies and procedures established by the Board of Directors.

Each County within the Council's geographical jurisdiction shall be represented by 2 Delegates plus additional Delegates based on that County's percentage of the Council's Girl Membership. The number of Delegates per County shall be adjusted every three years according to changes in the total number of Girl Members as of the end of the previous fiscal year.

Delegates shall be elected at the Council Annual Meeting, and shall serve a term of two years, with a maximum service of three terms.

Should a Delegate resign or leave office early, the Board of Directors may appoint a Delegate in the open position to ensure that the diversity of the Council is adequately represented at all times.

Terms of office shall begin at the close of the meeting at which Delegates are selected.

7. **Regular Meetings**
- a. The regular Annual Meeting of the Council shall be held during the Spring of the fiscal year at such time and place as may be determined by the Board of Directors. Notice of the time, place, and purpose of the meeting, together with the slate of nominees for all offices or positions to be filled pursuant to these Bylaws, shall be made available to each Voting Member of the Council not more than sixty (60) days and not less than ten (10) days before the meeting.
 - b. At the regular annual meeting held in the calendar year in which the National Council of Girl Scouts of the United States of America meets, Voting Members will also elect the Council's Delegates and Alternates to the National Council of the Girl Scouts of the United States of America.

8. **Special Meetings**
 The Board Chair may call a special meetings of the Council for any purpose of the Council, at any time, within ten (10) days after receipt of a written request of

two-thirds (2/3) of the members of the Board of Directors or after receipt of a written request of 2/3 of Voting Members, provided that the New Jersey Counties within the Council's service area are each represented by at least one (1) member. The purpose of such meeting 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 sent to the Voting Members not less than ten (10) days or more than sixty (60) days before the meeting.

9. Quorum

A majority of the Voting Members present in person or by proxy shall constitute a quorum for the transaction of business, provided that each County is represented by a minimum of 2 Voting Members.

10. Voting Procedures

- a. Each Voting Member shall be entitled to one vote in person or by proxy. 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. A majority vote of the Voting Members voting, either in person or by proxy, unless otherwise provided by law or these Bylaws, or parliamentary authority shall determine all other matters.
- b. Nominations may be made from the floor at the Annual Meeting, provided the nominator has (1) ascertained the eligibility of the individual so nominated as defined in these Bylaws; (2) obtained the nominee's written consent; and (3) submitted the nomination to the Chair of the Board Development Committee no less than forty-eight (48) hours prior to the Annual Meeting.
- c. Each Voting Member entitled to vote at a meeting of the Council may authorize a registered volunteer member who has been designated by the Chair to vote proxies, or an Officer or Director of the Council to act for the voting member by written proxy. A form of the proxy authorization is available from the Secretary of the Council, and may be provided on the Council website. Only proxies using the Council form and executed in handwriting by the Voting Member shall be accepted. The original or PDF copy of the proxy must be presented to the Secretary of the Council not less than forty-eight (48) hours prior to the time of the meeting at which the proxy is to be exercised. A proxy shall not be valid for longer than 60 days after executed. The presence of the Voting Member who executed the proxy at the meeting shall not revoke the proxy unless the Voting Member shall give written notice of revocation to the Secretary of the Council prior to the voting of the proxy.

ARTICLE II – PARTIAL TERMS

A person who has served more than half of a term in an office or position as that specific term is set forth in these Bylaws, shall be considered to have served the full term for the

purpose of determining eligibility to serve additional terms in other positions outlined in these Bylaws.

ARTICLE III - BOARD OF DIRECTORS

1. Powers, Responsibilities and Accountabilities

The corporate business and affairs of the Council shall be managed under the direction of the Board of Directors (the “Board of Directors” or “Board”), except as may be otherwise provided in these Bylaws or the Certificate of Incorporation of the Council. The Board is accountable to:

- a. the membership for overseeing the affairs of the Council;
- b. the Board of Girl Scouts of the United States of America for compliance with affiliation and charter requirements;
- c. the state of New Jersey for adhering to state nonprofit corporate law;
- d. the federal government in matters relating to legislation affecting Section 501(c)(3) organizations

2. Composition

The members of the Board must be at least eighteen (18) years of age and shall consist of no less than fifteen (15) or more than nineteen (19) Members, including Officers. The CEO shall serve on the Board without the privilege to vote or make motions. The CEO shall recuse herself/himself from a Board meeting when matters regarding compensation, benefits or performance of the CEO are being discussed.

A minimum of four (4) Girl Scouts (members in grades 9 – 12) shall be appointed annually by the Board Chair to serve in a nonvoting, advisory capacity to the Board.

3. Selection

Candidates for the Board of Directors may be self-nominated or recommended by any current Voting Member of or volunteer for the Council. All potential Board candidates are interviewed and selected by the Board Development Committee, in accordance with their policies and criteria.

All candidates who are submitted for election to the Board must agree to comply with all aspects of the Board member role and responsibility, as outlined in the Council’s Board Commitment Pledge, prior to having their name placed on the ballot for election.

3. Election, Term and Vacancies

Each Board member elected shall hold office for three (3) years, and may serve a maximum of three (3) terms, except as otherwise outlined in the Bylaws. Terms of office shall begin at the close of the annual meeting at which the elections are held.

No member, with the exception of the Board Chair, may serve for more than nine (9) years. The Board Chair may serve additional years, so long as that service is in the role of Chair, upon when service in the role of Chair ends, the Board term ends.

Any vacancies in the Board resulting from death, resignation, retirement, disqualification, removal or other cause may be filled until the next annual meeting by a majority vote of the remaining Board members present at any duly convened meeting of the Board of Directors.\

4. Regular Meetings

Regular meetings of the Board shall be held at such time and place as may be determined by resolution of the Board, except that the Board shall meet no less than five (5) times each year. Notice of time, place and purpose of the meeting shall be made available to each Director not less than ten (10) days before the meeting.

5. Special Meetings

The Board Chair may call special meetings. The Board Chair shall also call meetings upon written request of five (5) 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. Written notice of the time, date, place and reason for such special meetings shall be sent in writing to all Directors no less than three (3) days before the meeting.

6. Quorum and Voting

A majority of the members of the Board shall be present in person or by a method by which all members may simultaneously communicate with each other, to constitute a quorum for the transaction of business. Each Director shall be entitled to one (1) vote in person at a meeting held as described above.

7. Unanimous Consent

Actions of the Board may also be taken by unanimous written consent of the Board.

8. Removal/Resignation

Any Board member who is absent from three (3) consecutive Board meetings in their entirety without good cause acceptable to the Board Chair, shall be removed from the Board by a majority vote of the Board members present and voting at any regular meeting of the Board. Further, a Board member may be removed with or without cause by a majority vote of the Board of Directors then in office. Any Board member may resign at any time by providing written notice to the Board Chair or all of the members of the Board. Such resignation shall be effective as of the date of its receipt by the Corporation or such later date as specified in the notice.

ARTICLE IV – OFFICERS OF THE COUNCIL

1. Number and Title

There shall be seven (6) Officers of the Council: a Board Chair; two (2) Vice Chairs; a Secretary; a Treasurer; and the CEO.

2. Election, Term and Vacancies

- a. The Voting Members of the Council shall elect the Board Chair, Vice Chairs, Secretary and Treasurer for terms of two (2) years, or until their successors are elected. They shall serve for no more than two (2) consecutive terms in any one office. Terms of office shall begin at the close of the annual meeting at which elections are held. The Board of Directors, until the next annual meeting, shall fill a vacancy among the Officers.
- b. The CEO shall be a staff position appointed by the Board of Directors to hold office at its pleasure. Upon termination of the CEO employment, she/he will automatically be removed as an Officer and Director of the Corporation.

3. Duties

- a. The **Board Chair** shall be the principal officer of the Council and shall preside at meetings of the Council, the Executive Committee and the Board of Directors. The Board Chair shall be responsible for leading the Board of Directors in setting strategic direction and providing oversight of the management and affairs of the Council. In addition, the Board Chair shall be responsible for reporting to the voting membership as to the conduct of the affairs of the Council. The Board Chair shall be an ex-officio member of all committees established by the Board of Directors and may not make motions at meetings thereof, and shall perform such other duties as are assigned by the Board of Directors or prescribed elsewhere in these Bylaws.
- b. The **Vice Chairs** shall have powers and duties as assigned annually by the Board Chair. Vice Chairs also preside at meetings of the Council, the Board of Directors or the Executive Committee in the absence of the Chair.
- c. The **Secretary** shall see that proper notice is given for all meetings of the Council and the Board of Directors, and shall see that minutes of such meetings are kept. The Secretary shall ensure the custody of the seal of the Council and ensure its safekeeping. In addition, the Secretary shall exercise the powers and perform such other duties usually pertaining to the office of Secretary and shall exercise such other powers and perform such other duties as may be assigned by the Board Chair or Board of Directors.
- d. The **Treasurer** shall provide effective stewardship, control and oversight of the Council's finances. The Treasurer shall exercise the powers and perform such other duties as may be assigned by the Board Chair or Board of Directors.

e. The **CEO** shall be the chief executive officer of the Council and shall be responsible for managing the business and operations of the Council; providing advice to the Board of Directors, the Board Chair, other Officers, committees and task groups; for administering the total operations of the Council in conformity with the policies and plans adopted by the Board of Directors, including executing contracts and spending funds within the approved budgets; and for interpreting and promoting Girl Scouting in the community. The CEO shall have the authority to employ and release all employed staff in accordance with policies adopted by the Board of Directors. The CEO shall have such other powers and perform such other duties as may be assigned by the Board of Directors through the Board Chair.

4. **Removal/Resignation of Officers**

Any Officer may be removed, with or without cause, by a majority vote of the Board of Directors then in office. Any Officer of the Council may resign at any time by providing written notice to the Board Chair or all of the members of the Board of Directors. Such resignation shall be effective as of the date of its receipt by the Corporation or such later date as specified in the notice. Any Officer who is absent from three (3) consecutive meetings of the Board of Directors in their entirety without good cause acceptable to the Board Chair, shall be removed from the Board by a majority vote of the Board members present and voting at any regular meeting of the Board. An Officer's removal as a Director under Article III, Section 9, or by voluntary resignation as a Director shall constitute automatic removal as an Officer hereunder without further action by the Board of Directors.

ARTICLE V – EXECUTIVE COMMITTEE

1. **Composition**

The Executive Committee shall consist of the Officers of the Council.

2. **Responsibilities**

The Executive Committee shall have and may exercise the powers of the Board in the interim between Board meetings, provided that in no event, shall the Executive Committee have the power to make, amend or repeal any resolution previously adopted by the Board of Directors. The Executive Committee shall not have the power to adopt the budget or to take any action that is contrary to the Bylaws or a substantial departure from the direction established by the Board. Additionally the Executive Committee shall not have the power to take any action that represents a major change in the affairs, business or policy of the Council. The Executive Committee shall not elect or appoint any Officer or Director, or remove any Director of the Corporation. The Board Chair shall submit a report of actions taken by the Executive Committee at the next meeting of the Board.

3. **Meetings**

The Board Chair shall call the Executive Committee meetings. Notice of the time, place, and purpose of the Executive Committee meeting shall be given to each Executive Committee member not less than twenty-four (24) hours before such meetings. The purpose of the meeting shall be stated in the notice for the meeting and no other business shall be transacted except that for which the meeting has been called.

4. Quorum and Voting

A majority of the Executive Committee must be present in person or by a method by which all members may simultaneously communicate with each other to constitute a quorum for the transaction of business. Executive Committee members shall have the right to exercise one (1) vote in person at any meeting held as described above.

5. Unanimous Consent

Actions of the Executive Committee may also be taken by unanimous written consent of the Executive Committee.

ARTICLE VII – BOARD COMMITTEES

1. Establishment

The Board of Directors will annually establish standing committees, special committees, and/or task groups, as it deems necessary to help carry out Board responsibilities.

2. Composition and Appointment

- a. The chairs and members of all standing committees, special committees and/or task groups of the Board shall be appointed by the Board of Directors.
- b. Vacancies may be filled at any regular or special meeting of the Board.
- c. The chair of standing committees shall be appointed from among the members of the Board.
- d. Standing committees, special committees and/or task groups may include other volunteers as well as Board members.

ARTICLE VIII – DEMOCRATIC PROCESS

As stated in the Preamble of the Girl Scout Constitution: “The ultimate responsibility for the Girl Scout Movement rests with its members.” The Council is committed to the core values and principles of the democratic process in Girl Scouting – voice, access to decision-makers, and ownership of the Council by its members.

1. Decision Influencing Structure

It is the responsibility of the Board of Directors and CEO to identify those decisions that may have a broad impact on the Council and to obtain broad

membership input as part of the decision making process. The Board of Directors and CEO will provide opportunities for all members to:

- a. meet with other members of the Council, present membership views, and receive reports from the Board of Directors and/or management;
- b. advise on proposed plans, policies, and other matters referred by the Board of Directors and/or management;
- c. participate in the Council strategic planning process;
- d. initiate and submit ideas and proposals to the Board of Directors or Elected Delegates for fostering and improving the quality of Girl Scouting throughout the Council;
- e. identify external and internal trends for the Board of Directors' use in formulating Council strategic goals.

2. Means for Decision Influencing

The Board of Directors and/or CEO will use various means or avenues through which the membership can influence governance (policy) decisions and/or management (operational) decisions and have access to those responsible for decision-making. Ways for all members to be informed and provide input may include, but are not limited to the following: annual Council meeting; Member Forums; committees and task groups; focus groups; print and/or online surveys, newsletters and questionnaires; and interactive technology and other electronic means such as email, website postings, online discussion boards and listservs, telephone conference calls, and video conferencing.

3. Member Forums

Member forum events shall be held in different geographic locations throughout the Council in order to provide members an opportunity to have issue-oriented discussions when matters of significance will be presented to for vote at the annual Council meeting.

ARTICLE IX - FISCAL RESPONSIBILITIES OF THE BOARD OF DIRECTORS

1. Fiscal Year

The fiscal year of the Council shall be established by resolution by the Board of Directors.

2. Contributions

Any contributions, bequests, and gifts made to the Council shall be accepted or collected as authorized by policies set 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 institutions as shall be designated by the Board of Directors.

- 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 policy or resolution of the Board of Directors.
- 5. Bonding Insurance**
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 operational and capital budgets.
- 7. 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 all examinations shall be submitted to the Board of Directors, Girl Scouts of the United States of America, and any regulatory bodies as required by law.
- 8. Property**
Title to all property shall be held in the name of the Council.
- 9. Financial Reports**
A summary report of the financial condition of the Council shall be presented at the Annual Meeting and to the public in such form as the Board of Directors shall prescribe.
- 10. Indemnification; Liability.**
The Council shall indemnify Voting Members, Directors and Officers as defined in, and to the full extent permitted by Section 15A:3-4 of the Act, as it may be amended from time to time, and to the full extent otherwise permitted by law. To the extent permitted by law, indemnification provided herein shall include “expenses” as such term is defined by Section 15A:3-4 of the Act, and in the manner provided by law, any such expenses may be paid by the Council in advance of the final disposition of such proceeding, provided that the Council obtains a written understanding from the indemnitee that such expenses shall be repaid by indemnitee if it is ultimately determined that the indemnitee was not entitled to indemnification under the Act. A Board member or Officer shall not be personally liable to the Council or its members for damages for breach of any duty owed to the Council or its members, except as required by Section 15A:2-8(c) of the Act, as it may be amended from time to time, or otherwise required by law.

11. Investments.

The Council shall have the right to retain all, or any part, of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it according to the judgment of the Board of Directors, without being restricted to any class of investments by law; provided, however that no action shall be taken by or on behalf of, the Council, if such action is a prohibited transaction or would result in the revocation of the federal income tax exemption under Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE X – LEGAL COUNSEL

Independent legal counsel shall be retained by the Board of Directors as needed to provide legal advice or assistance from time to time as the Board of Directors and/or the CEO may deem necessary.

ARTICLE XI – DISSOLUTION

In the event of dissolution of the Council, a special meeting for that purpose shall be called, at which only the Voting Members of the Council present in person may vote. Dissolution shall require a two-thirds vote of Voting Members of Council. There shall be no proxy voting.

In the event of dissolution or final liquidation of the corporation and after all liabilities and obligations of the corporation have been paid, satisfied and discharged, or adequate provision made therefore, all remaining property and assets of the corporation shall be distributed, conveyed, assigned or transferred to organizations which comply with the following conditions:

- a. Such organizations must be chartered or licensed by Girl Scouts of the United States of America and shall be organized and operated exclusively for educational or charitable purposes as contemplated by Section 501(c)(3) of the Internal Revenue Code, or
- b. Such remaining assets shall be placed in trust with Girl Scouts of the United States of America so long as it remains a Section 501(c)(3) charitable or educational organization, for the benefit of Girl Scouting, pending the inclusion of the jurisdiction of the dissolved Girl Scout Council into the jurisdiction of another Girl Scout Council.

ARTICLE XII - PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order Newly Revised, shall be the parliamentary authority governing the meetings of the Council, Board of Directors, and all Committees, subject to state law, the Certificate of Incorporation, these Bylaws, and any special rules of order adopted by the organization.

ARTICLE XIII - CONFLICT OF INTEREST

All members of the Board of Directors, any other members of committees of the Board of Directors, and employed staff of the Council shall be required to annually sign a conflict of interest statement which sets forth accepted conduct in situations where a potential conflict of interest may arise. The statement shall not contravene accepted policies of Girl Scouts of the United States of America or the Corporation.

ARTICLE XIV - AMENDMENTS

These Bylaws may be amended by two-thirds (2/3) vote of the Voting Members of the Council present or voting by proxy at an annual or special meeting of the Council, provided that the proposed amendment shall have been included in the notice of the meeting.