

GIRL SCOUTS OF WEST CENTRAL FLORIDA, INC.
AMENDED AND RESTATED BYLAWS
ADOPTED APRIL 23, 2022 BY THE MEMBERSHIP OF
GIRL SCOUTS OF WEST CENTRAL FLORIDA, INC.

ARTICLE I. NAME

The name of the corporation shall be Girl Scouts of West Central Florida, Inc. (“Council”), a not-for-profit corporation organized under the laws of the State of Florida.

ARTICLE II. PURPOSE

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

ARTICLE III. MEMBERSHIP

Section 1. Composition

A. The members of the Council shall be girl and adult individuals who are members of the Girl Scout Movement and who are currently Girl Scouts registered through and in good standing with the Council (“Members”).

B. The following individuals shall be the voting members (“Voting Members”) of the Council:

1. Members of the Board of Directors (“Board”);
2. Members of the Board Development Committee (“BDC”);
3. Chairs of each Area Association; and
4. Delegates elected by Area Associations and Service Units. Area Association or Service Unit alternate delegates shall serve as Voting Members in the absence of an Area Association or Service Unit delegate.

C. At least 2/3rds of the Voting Members shall be delegates elected by Area Associations and Service Units.

Section 2. Eligibility

Individuals 14 years of age or older who are Members are eligible to be Voting Members.

Section 3. Delegates

A. Procedure. Each Area Association and Service Unit shall elect delegates and alternates in accordance with policies and procedures established by the Board.

B. Number.

1. Area Associations are geographic divisions within the Council's jurisdiction, the boundaries of which shall be established by the Board from time to time (each an "Area Association"). Each Area Association shall be entitled to two delegates and two alternate delegates.
2. A Service Unit is a defined geographic subdivision within each Area Association (each a "Service Unit"). The number of Service Unit delegates and alternate delegates to which each Service Unit is entitled shall be based on the number of girl Members in the Service Unit as of September 30 of the preceding year according to a formula established and administered by the Board. Each Service Unit shall be entitled to at least one Service Unit delegate and one alternate delegate.

C. Term and Vacancies.

1. All Area Association and Service Unit delegates and alternates shall serve for a term of two years or until their successors are elected. Area Association delegates and alternates may serve unlimited consecutive terms.
2. Terms of office shall begin on election by the Area Association members and Service Unit members, as applicable, at a Service Unit meeting or Area Association meeting. The term of office of at least one-half (½) of the Service Unit delegates, Service Unit alternate delegates, Area Association delegates, and Area Association alternate delegates shall expire at each Annual Meeting of the Council.
3. An Area Association or Service Unit delegate vacancy shall be filled by the Area Association chair from among the Area Association and Service Unit alternate delegates. If there is not an alternate delegate available to fill a vacancy, the Area Association chair or the Service Unit leader, as applicable, may recruit an eligible Member from the Area Association or Service Unit to fill the vacancy for the remainder of the term.

ARTICLE IV. MEMBERSHIP CONSTITUENCY

Section 1. Geographic Divisions

The Board shall from time to time establish or re-establish the geographic division areas and boundaries for the Area Associations. The Chief Executive Officer ("CEO") shall from time to

time establish or re-establish the geographic subdivision areas and boundaries for the Service Units within the Area Associations.

Section 2. Membership

Each Member residing within or assigned to an Area Association shall be a member of the Area Association. Area Association Members 14 years or older shall be eligible to vote in all actions taken by the Area Association.

Section 3. Responsibilities

In addition to the election of delegates and alternate delegated, each Area Association shall be responsible to consider and provide input concerning major policy decisions being considered by the Board that will affect a majority of the Members, involve major changes in program delivery, involve the spending of large sums of money or involve any major policy change, prior to the decisions being made. Each Area Association shall also elect Area Association delegates and Area Association alternate delegates.

Section 4. Regular Meetings of Each Area Association

Regular meetings of each Area Association shall be held at least two times each calendar year, within a time cycle determined by the Board. Notice of the time, place and purpose of the meetings shall be electronically transmitted to each Member of the Area Association or published on the Council website not less than fifteen (15) days before the meeting.

Section 5. Special Meetings of the Area Association

Special meetings shall be called by the Area Association chair upon written request of 10% of the members of the Area Association, or shall be called at the request of the President or the Board. The purpose of the meeting shall be stated in the written request. No business shall be transacted except that for which the special meeting has been called. Notice of the time, place, and specific purpose of the meeting shall be mailed or electronically transmitted to each member of the Area Association and to the President or published on the Council website not less than five days before the special meeting.

Section 6. Appointment, Term, Vacancies of Area Association Chair

There shall be a chair for each Area Association who shall be appointed by the Board on the recommendation of the respective Area Association. A vacancy in the position of Area Association chair shall be filled by the Board for the unexpired term. The Area Association chair shall be appointed for a term of two years, or until a successor is appointed, and shall serve for no more than three consecutive terms.

Section 7. Duties of Area Association Chair

The Area Association chair shall be responsible for:

- A. Guiding the members of the Area Association in their responsibilities as set out in Section 3 of this Article;
- B. Planning the agenda and presiding at Area Association meetings;
- C. Participating in the Council meeting(s);
- D. Convening, if necessary, the Service Unit and Area Association delegates to inform them about the issues to be considered; and
- E. Carrying out such other duties as may be delegated by the Board.

Section 8. Appointment, Term, Duties of Assistant Area Association Chair

There may be an assistant Area Association chair in each Area Association, who shall be appointed by the Area Association chair upon approval of the Vice President of Governance. Assistant Area Association chair positions:

- Are open to Members in grades 9 through 12, who have served as a Service Unit delegate or alternate, or an Area Association delegate or alternate.
- Are intended to provide girl Members with opportunities to enhance their governance skills.
- Are administrative in nature and, unless eligible, do not include Voting Member rights.

The assistant Area Association chair may be appointed for a term of one year and may serve for no more than three consecutive terms.

The assistant Area Association chair will be responsible for assisting the Area Association chair in administering the business of the Area Association.

ARTICLE V. MEETINGS

Section 1. Annual Meeting

A. The Council shall conduct an annual meeting (“Annual Meeting”) prior to the end of each fiscal year at a date, time, and place determined by the Board.

B. Notice of the date, time, and place of the Annual Meeting, accompanied by a proposed agenda, BDC nominations, and any proposed amendments to these Bylaws shall be given to each Member, or published on the Council website not more than 45 days nor less than 30 days prior to the day of Annual Meeting. Attendance at the Annual Meeting without objection shall constitute waiver of any notice requirements in this provision.

C. At the Annual Meeting, the Voting Members shall:

1. Elect Officers, Board members, BDC members, and in appropriate years, delegates and alternates to the National Council of GSUSA;

2. Receive a summary report of the financial operations of the Council;
3. Consider any proposed amendments to the Council Bylaws;
4. Provide input on key issues affecting the Council and the Girl Scout Movement; and
5. Consider any other business appropriate to come before the Council in accordance with the process established by the Board.

D. The quorum for the Annual Meeting shall be 25% of the Voting Members of the Council present in person or linked by means such that all members participating in the meeting are able to simultaneously hear and participate in the proceedings, provided that a majority of the Service Units are represented by at least one delegate.

E. Unless otherwise designated by statute, the Articles of Incorporation of the Council, or these Bylaws, all matters at the Annual Meeting shall be determined by a majority of votes cast. Proxy voting is not permitted. If an Area Association delegate or alternate also serves as a Service Unit delegate or alternate, he or she may only vote in one capacity.

F. If there is only one nominee for an elected position, the election may be held by acclamation.

G. If there is more than one nominee for an elected position and one nominee does not receive a majority of the votes cast, a second vote shall be taken on the two nominees that received the highest number of votes cast on the first vote. The nominee that receives a majority of the votes cast on the second vote shall be elected.

Section 2. Special Meetings

A. A special meeting of the Council shall be called by the President upon the written request of 2/3rds of the Board members or at least 25% of the Voting Members. The purpose of the meeting shall be stated in the written request.

B. Notice of the date, time, place, and specific purpose of the meeting shall be given to each Member, or published on the Council website at least 10 days prior to the day of the meeting. Attendance at a special meeting without objection shall constitute waiver of any notice requirements in this provision.

C. The quorum for a special meeting shall be 25% of the Voting Members present in person or linked by telecommunication or by means such that all members participating in the meeting are able to simultaneously hear one another and participate in the proceedings.

ARTICLE VI - OFFICERS

Section 1. Officers

The officers of the Council shall be the President, President Elect, Vice President of Governance, Secretary, Treasurer and CEO (each an “Officer” and collectively, “the Officers”). The elected Officers shall be the President, President Elect, Vice President of Governance, Secretary and Treasurer (each an “Elected Officer” and collectively, “the Elected Officers”). Officers must be 18 years of age or older.

Section 2. Term of Office

A. The President Elect, Vice President of Governance, Secretary and Treasurer shall be elected by the Voting Members for a two year term or until their successors are elected. Upon the President’s completion of one term, the President Elect shall, without further election, become the President for one term or until a successor has been installed. No individual shall serve more than two consecutive terms as an Elected Officer in the same office, but may serve as an Elected Officer for additional terms in a different office. An individual who succeeds to the office of President may serve a term as President regardless of the number of consecutive terms that individual has already served as an Elected Officer. When an Elected Officer has served the maximum number of allowed terms, he or she is not eligible to be an Elected Officer or an At-Large Director until one year after the Annual Meeting at which his or her term expires.

B. Elected Officer terms begin upon adjournment of the Annual Meeting at which an Elected Officer is elected.

C. An individual is not eligible to be an Elected Officer until he or she has served as an At-Large Director for at least one year.

D. All Elected Officers shall be elected together in the same year.

E. The CEO shall be appointed by the Board to serve at its pleasure and direction and shall serve as a non-voting, ex-officio Officer of the Council and member of the BDC.

Section 3. Vacancies

A. A vacancy in the office of President shall be filled by the President Elect for the remainder of the term, unless the office of President Elect is also vacant, in which case the Board shall appoint a member of the Board to fill the vacancy in the office of President for the remainder of the term.

B. If the President Elect fills a vacancy in the office of President, the President Elect shall complete the President’s term and subsequently serve the full term as President that he or she was originally elected to serve. If the President Elect resigns or is unable to serve as President, the Board may extend the current President’s term by a majority vote of the Board, as necessary to serve the best interests of the Council.

C. If any office of an Elected Officer, other than the office of President, is vacant the Board shall appoint an At-Large Director to fill the vacancy for the remainder of the term.

Section 4. Duties of Officers

A. The President shall be the principal officer of the Council; lead the Board in setting strategic direction and providing oversight of the management and affairs of the Council; provide reports to the Members regarding the affairs of the Council; and serve as a non-voting, ex-officio member of any committee, with the exception of the BDC. The President shall be a voting member of the BDC.

B. The President Elect shall serve a term concurrent with the President and shall assist the President with any duties assigned by the President, preside at meetings in the absence of the President and serve as the chair of the CEO review committee. The President Elect shall succeed the President on the expiration of his or her term. The President Elect may be appointed by the Board as a non-voting, ex-officio member of any committee.

C. The Vice President of Governance shall oversee and provide strategic guidance regarding the Council's governance and policy structure, including assisting with the Annual Meeting, and organizing, scheduling and supervising the regular Area Association meetings. The Vice President of Governance may be appointed by the Board as a voting member of any committee.

D. The Secretary shall give notice for and keep minutes of all meetings of the Council, the Board, and the Executive Committee. The Secretary may be appointed by the Board as a voting member of any committee.

E. The Treasurer shall oversee the Council's finances, provide financial reports to the Board at each Board meeting, and provide an annual financial report to the Members. The Treasurer shall be a voting member of the finance committee and may be appointed by the Board as a voting member of any other committee.

F. The CEO shall be responsible for providing advice and assistance to the Council, the Board, the President and other Officers, committees and task groups; and shall be responsible for administering the total operations of the Council, including the establishment of Service Units. The CEO shall have such other powers and perform such other duties as may be assigned by the Board. The CEO shall be responsible for the execution of contracts, agreements, legal documents and other instruments for services and materials as defined in the approved budget. The CEO shall have the authority to employ and release all employed staff in accordance with policies adopted by the Board and oversee the appointment and release of all operational volunteers. Unless the Board directs otherwise, the CEO shall be the official spokesperson for the Council. The CEO may be appointed by the Board as a non-voting, ex-officio member of any committee or task force.

Section 5. Removal

An Elected Officer may be removed by the Board without cause by 75% of the votes cast, or removed for cause by 2/3rds of the votes cast.

ARTICLE VII. BOARD DEVELOPMENT COMMITTEE

Section 1. Membership

A. The Board Development Committee (“BDC”) shall consist of at least seven members, including the BDC Chair. The President shall be a voting member of the BDC. The CEO shall be a non-voting, ex-officio member of the BDC.

B. The BDC may include both Board members and non-Board members, provided that the number of Board members does not exceed the number of non-Board members.

Section 2. Eligibility

Any individual adult residing within the Council’s jurisdiction is eligible for election to the BDC, regardless of whether that individual is associated with the Council. Upon election to the BDC, each BDC member shall become a Member.

Section 3. Election, Term and Vacancies

A. BDC members shall be elected by the Voting Members of the Council for a term of three years or until their successors are elected. Terms of office begin upon adjournment of the Annual Meeting at which the BDC member is elected.

B. When a BDC member’s term expires, that BDC member is not eligible for election or appointment to the BDC until two years after the Annual Meeting at which his or her term expires.

C. If a vacancy occurs on the BDC, the Board shall appoint a replacement BDC member to fill the vacancy for the remainder of the term.

Section 4. Selection and Term of BDC Chair and Vice Chair

A. The President and CEO shall propose a BDC Chair from among the BDC members, to be appointed by the Executive Committee.

B. An individual shall have served on the BDC for at least one year to be eligible for appointment as BDC Chair.

C. The term of office for the BDC Chair shall be one year. No individual shall serve more than two consecutive terms as BDC Chair.

D. The BDC Chair, the President and the CEO shall propose a BDC Vice Chair from among the BDC members, to be appointed by the Executive Committee.

E. The BDC Chair and the BDC Vice Chair shall each be a member of the Board. As Voting Members of the Council, the BDC Chair and the BDC Vice Chair shall only be entitled to cast one vote each.

F. A vacancy in the position of the BDC Chair shall be filled by the BDC Vice Chair for the remainder of the BDC Chair's term.

Section 5. Quorum

A majority of the members of the BDC present in person or linked by means such that all members participate are able to simultaneously hear and participate in the proceedings shall constitute a quorum for the transaction of business.

Section 6. Voting

Unless otherwise designated by statute, the Articles of Incorporation, or these Bylaws, all matters shall be determined by a majority of the votes cast. Proxy voting is not permitted.

Section 7. Responsibilities

The BDC shall have the following responsibilities:

A. Solicit and recruit candidates for elected Officer positions, At-Large Directors and the BDC;

B. Solicit, recruit and facilitate submittal of applications for Girl Board Members, evaluate applications of Girl Board Member candidates and select nominees to stand for election as Girl Board Members at the Annual Meeting;

C. Nominate a single slate of candidates for Officer positions, At-Large Directors, Girl Board Members and the BDC;

D. In appropriate years, nominate a single slate of delegates and alternates to the National Council Session of GSUSA;

E. Develop the following resources for use by and for the Board:

1. Orientation and education materials;
2. Development materials;
3. Methods for identifying needed skills and talents; and
4. Methods for succession planning.

F. Plan and conduct orientation and development training sessions for the Board.

G. Facilitate an annual self-assessment of the Board.

Section 8. Confidentiality

All activities of the BDC while performing its responsibilities as outlined in these Bylaws shall be confidential to the extent allowed by applicable law.

Section 9. Nominations from the Floor

A. Nominations may be made from the floor at the Annual Meeting for any elected position, provided the following conditions are met:

1. The prospective nominee has reviewed and accepted the terms of the Board member agreement and has consented in writing to serve if elected;
2. The nomination has been submitted to the BDC Chair, or her/his designee, at least 10 days before the Annual Meeting is scheduled to convene; and
3. The prospective nominee meets the eligibility requirements for the position for which he or she is being nominated.

B. Upon receiving the nomination, the BDC Chair, or her/his designee, shall notify the CEO, who shall cause notice of the nomination and the name of the prospective nominee to be posted on the Council website.

Section 10. Removal

Any BDC member may be removed by the Board by a majority of the votes cast, if removal is first recommended by a 2/3rds vote of the members of the BDC.

ARTICLE VIII. BOARD

Section 1. Powers, Responsibilities, and Accountabilities

A. The Board shall have full power and authority to supervise and direct the affairs of the Council, except as otherwise provided by statute, the Articles of Incorporation, or these Bylaws.

B. The Board is accountable to:

1. The state of Florida for adherence to Florida not-for-profit corporation law;
2. The federal government in matters, including but not limited to the requirements of the Internal Revenue Service as to Internal Revenue Code Section 501(c)(3) entities;

3. The Members for managing the affairs of the Council; and
4. The Board of the GSUSA for compliance with the charter requirements.

Section 2. Composition

The Board shall consist of the Officers, between nine and fourteen at-large Board members (“At-Large Directors”) in addition to the Officers, the BDC Chair and the BDC Vice Chair, and two Members in grades 9 through 12 (“Girl Board Members”). Girl Board Members shall be non-voting, ex-officio members of the Board. The past President shall serve as an advisor to the Board and shall be a non-voting, ex-officio member of the Board. The CEO shall be a non-voting, ex-officio member of the Board.

Section 3. Eligibility

Any individual adult residing within the Council’s jurisdiction is eligible for election as an At-Large Director, regardless of whether that individual is associated with the Council. Upon election as an At-Large Director, the individual shall become a Member.

Section 4. Election and Term of Office

A. The At-Large Directors shall be elected by the Voting Members for a term of two years or until their successors are elected. An At-Large Director’s term shall begin upon adjournment of the Annual Meeting at which they are elected. No individual shall serve more than two consecutive terms as an At-Large Director.

B. The Girl Board Members shall be elected by the Voting Members of the Council for a term of one year or until their successors are elected. A Girl Board Member’s term shall begin upon adjournment of the Annual Meeting at which she is elected. No individual shall serve more than two consecutive terms as a Girl Board Member.

Section 5. Vacancies

A. If a vacancy occurs in an At-Large Director position, the remaining Board members shall appoint an individual to fill the vacancy for the remainder of the term.

B. If a vacancy occurs in a Girl Board Member position, the BDC shall recommend an eligible Member to fill the vacancy for the remainder of the term and the Board shall appoint the replacement Girl Board Member.

Section 6. Regular Meetings

A. The Board shall meet a minimum of five times during each fiscal year at such time and place as the Board may determine.

B. Notice of the date, time, and place of each Board meeting shall be given to each member of the Board at least 10 days prior to the day of the meeting. Attendance at a meeting without objection shall constitute waiver of any notice requirements in this provision. Notice of each Board meeting may also include information on matters to be discussed at the meeting.

Section 7. Special Meetings

A. Special meetings may be called by the President and shall be called by the President within five days upon the written request of a majority of the Board members. The purpose of the meeting shall be stated in the written request.

B. The President shall determine the location of the meeting.

C. Notice of the date, time, place, and specific purpose of the meeting shall be given personally, mailed, or electronically transmitted to each member of the Board at least two business days prior to the day of the meeting. Attendance at a meeting without objection shall constitute a waiver of any notice requirements in this provision.

Section 8. Quorum

A majority of Board members present in person or linked by means such that all members participating are able to simultaneously hear and participate in the proceeding shall constitute a quorum for the transaction of business.

Section 9. Voting

Unless otherwise designated by statute, the Articles of Incorporation, or these Bylaws, all matters shall be determined by a majority of the votes cast. Proxy voting is not permitted.

Section 10. Unanimous Written Consent in Lieu of Meeting

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if consent in writing, setting forth such action, is signed by all of the Board members, and such written consent is filed with the minutes of proceedings of the Board. Such consent shall have the same force and effect as a unanimous vote.

Section 11. Removal

A. Any member of the Board, including any Officer, who is absent from three consecutive meetings of the Board in their entirety without prior notification to the President, may be removed from the Board by a majority of the votes cast.

B. Any member of the Board may be removed by the Board without cause by 75% of the votes cast, or removed for cause by 2/3rds of the votes cast.

ARTICLE IX. EXECUTIVE COMMITTEE

Section 1. Composition

The executive committee (“Executive Committee”) shall consist of the Elected Officers. The CEO shall serve as a non-voting, ex-officio member of the Executive Committee.

Section 2. Responsibilities

A. The Executive Committee shall exercise the authority of the Board between meetings of the Board, except that the Executive Committee shall not have the authority to adopt the budget, amend or revise these Bylaws, or 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.

B. At each Board meeting, the Executive Committee shall submit a written report of all actions taken by the Executive Committee since the last Board meeting.

Section 3. Meetings

A. The Executive Committee shall hold a regular meeting at least twice during each fiscal year on a date, time and place determined by the President.

B. The Executive Committee shall also meet for special meetings at the call of the President or upon written request of at least three members of the Executive Committee. The purpose of the meeting shall be stated in the written request.

C. Notice of the date, time, and place of each regular meeting shall be given personally or electronically transmitted to each member of the Board at least two business days prior to the meeting. Notice of the date, time and place of each special meeting shall be given personally or electronically transmitted at least eight hours prior to the meeting. Attendance at a meeting without objection shall be constitute waiver of any notice requirements in this provision.

D. Unless otherwise designated by statute, the Articles of Incorporation, or these Bylaws, all actions taken by the Executive Committee shall be determined by a majority of the votes cast. Proxy voting is not permitted.

Section 4. Quorum

A majority of the Executive Committee members present in person or linked by means such that all members are able to simultaneously hear and participate shall constitute a quorum for the transaction of business.

Section 5. Unanimous Written Consent in Lieu of Meeting

Any action required or permitted to be taken at a meeting of the Executive Committee may be taken without a meeting if consent in writing, setting forth such action, is signed by all of the Executive Committee members, and such written consent is filed with the minutes of proceedings of the Executive Committee. Such consent shall have the same force and effect as a unanimous

vote.

ARTICLE X. BOARD COMMITTEES

Section 1. Establishment

The Board may from time to time establish standing committees, special committees, and/or task groups, which shall operate under the general supervision of the Board.

Section 2. Appointment and Term of Committee Chairs

A committee chair shall be recommended by the President and appointed by the Board, for a term of no more than one year or until her or his successor is appointed and assumes office. A committee chair shall serve no more than four consecutive terms.

Section 3. Appointment and Term of Committee Members

Committees members shall be recommended by the BDC and the chair of the respective committee, and appointed by the President, for unlimited renewable one year terms. Committee members may continue to serve as Member volunteers in additional capacities for the Council.

ARTICLE XI. NATIONAL COUNCIL DELEGATES

Section 1. Eligibility

Delegates and alternates to the National Council of the GSUSA (“National Council Delegates”) shall be United States citizens in grades 9 through 12 at the time of nomination. They shall be Members at the time of nomination and throughout their term. The CEO and the President shall be National Council Delegates, and at least two of the remaining National Council Delegates shall be Voting Members at the time of nomination.

Section 2. Election

National Council Delegates shall be elected in accordance with these Bylaws and within the time frame established by the GSUSA, and shall serve a term of three years or until their successors are elected.

Section 3. Vacancies

The Board shall fill National Council Delegate vacancies from among the elected alternates. If there is not a sufficient number of alternates to fill the vacant National Council Delegate positions, the Board shall appoint eligible Members to fill the vacancies for the remainder of the term.

ARTICLE XII. ADDITIONAL PROVISIONS

Section 1. Fiscal Year

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

Section 2. Contributions

Guidelines for accepting contributions to the Council shall be established by the Board.

Section 3. Depositories

All funds of the Council shall be held in accounts in the name of the Council and deposited to the credit of the Council, under such conditions and in such banks as shall be designated by the Board.

Section 4. Approved Signatures

Approvals for signatory authority in the name of the Council and access to funds and securities of the Council shall be authorized by the Board.

Section 5. Bonding

All persons having access to or major responsibility for handling of monies and securities of the Council shall be bonded in the amount authorized by the Board.

Section 6. Budget

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

Section 7. Audits

A certified public accountant or other independent public accountant shall be retained by the Board to make an annual audit (“Audit”) of the financial accounts of the Council. A report of the Audit shall be submitted to and approved by the Board and submitted to the GSUSA.

Section 8. Property

Title to all property (with the exception of equipment owned by a troop) shall be held in the name of the Council.

Section 9. Financial Reports

A summary report of the financial operations of the Council shall be presented at the Annual Meeting.

Section 10. Investments

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

Section 11. Indemnification for Actions, Suits or Proceedings

The Council shall indemnify At-Large Directors and Elected Officers against losses actually and reasonably incurred in connection with the defense of any action, suit, or proceeding relating to the performance of their duties to the fullest extent permitted by law.

Section 12. Legal Counsel

Independent legal counsel may be retained by the Council to:

- a. Insure compliance with federal and state requirements;
- b. Provide general legal counsel and advice on Council matters;
- c. Review and advise on any and all legal documents, instruments and/or agreements that the Council proposes to execute such as leases, contracts, agreements and property purchase and sale agreements; and
- d. Review and advise on any official Council statements developed for the press and media.

Section 13. Loans of the Corporation

No loans shall be contracted on behalf of the Council and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board.

Section 14. Loans to Officers and Directors

The Council may not lend money to or guarantee the obligation of a Director or Officer of the Council.

ARTICLE XIII. CONFLICTS OF INTEREST

The Board shall maintain a policy regarding conflicts of interest, which shall require all Board members to complete and sign an annual agreement and disclosure statement disclosing any actual or potential conflict with his or her service on the Board. The agreement shall state the procedures to be followed by all Board members for any actual or potential conflict that arises during the Board member's term.

ARTICLE XIV. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern

the Council in all cases to which they are applicable and to the extent they are not inconsistent with these Bylaws and any special rules of order the Council may adopt.

ARTICLE XV. AMENDMENTS

These Bylaws may be amended by 2/3rds of the votes cast by Voting Members at a meeting of the Council, provided notice of the substance of the proposed amendments is given to the Members at least 30 days prior to the date of the meeting at which the proposed amendments are to be considered.

Adopted on _____, 2022

**PROVISOS TO PROPOSED REVISED BYLAWS
OF THE
GIRL SCOUTS OF WEST CENTRAL FLORIDA, INC.**

Proviso: Changes to Article VI (Officers) and Article IX, Section 1 (Executive Committee) shall take effect upon the expiration of current officer terms. Current officer terms are scheduled to expire in April 2023.

Proviso: Changes to Article VII, Sections 3 and 4 (Board Development Committee) and Article VIII, Sections 2, 3, 4 and 5 (Board of Directors) shall apply to individuals nominated in 2023. Individuals elected prior to 2023 may complete the term to which they have been elected in accordance with the current bylaws, and shall be eligible for election to additional terms or other positions in accordance with the proposed bylaws, if adopted.