



Memo

Date: February 22, 2019

To: GSSD Local Delegates, GSSD National Delegates, Board Development Committee members

**From: Regina Buckley, Chair, Girl Scouts San Diego Board of Directors
Members of the Girl Scouts San Diego Board of Directors**

RE: Amended and Restated Bylaws

At this year's Annual Meeting on April 27, 2019 the Girl Scouts San Diego Board of Directors, National Delegates, Local Delegates and members of the Board Development Committee will be voting on the adoption of the Amended and Restated Bylaws for Girl Scouts San Diego (GSSD or "the Council").

Upon examining the current GSSD bylaws and after extensive discussions at the October 24, 2018 and December 5, 2018 Board meetings, the Board believes that the current bylaws should be updated to better conform to California laws and best practices of not-for-profit public benefit organizations, and to better reflect the way in which GSSD currently operates. We appreciate the time spent with delegates at the December 5, 2018 Delegate Education Session and at the January 24, 2019 Assembly meeting to discuss these updates.

The significant changes include the following:

- **Self-perpetuating Board.** California Corporations Code Section 5210 states that a *"board may delegate the management of the activities of the corporation to any person or persons, management company, or committee however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the board"*. Under the proposed Amended and Restated Bylaws, GSSD would adopt a self-perpetuating board. While this proposed change will not affect the mission of GSSD, it is important to bring our governing documents up-to-date to California law, to reflect the current operation and practices of the Council, to provide more flexibility to better implement our mission, and to bring our organization's governance into alignment with local non-profit organizations.

- **Board Committees.** In accordance with Code Section 5210 stated above, all Council committees are committees of the Board. The Amended and Restated Bylaws will reflect this. Of note, the Board Development Committee will become a committee of the Board and not a committee of the Council. The Audit, Compensation, Executive and “Other Committees” will continue to be designated as such in the Amended and Restated Bylaws.
- **Delegates.** Keeping in mind that GSSD members are members of Girl Scouts of the USA (GSUSA) and affiliated with GSSD, the Board will continue to vote on National Delegates every three years. National Delegates attend the National Convention and are voting members of GSUSA. The Amended and Restated Bylaws does not include Local Delegates. Replacing Local Delegates, the Council has implemented Go Teams, a best practice, to ensure that GSSD members have a voice and an active role to support and strengthen the organization.
- **Fiscal Year.** The Amended and Restated Bylaws reflect our new fiscal year which is October 1 to September 30, and was adopted by the Board of Directors effective 2018. This is in alignment with other GSUSA Councils across the country.
- **Annual Meeting.** In order to have more flexibility in scheduling GSSD’s Annual Meeting, the Amended and Restated Bylaws have excluded the requirement to hold the Annual Meeting during any particular month. All current GSUSA members affiliated with GSSD age 14 and above are explicitly invited to attend.
- **Number of Directors:** The minimum number of Board of Director members was reduced from 22 to not less than fifteen (15). The maximum number of 30 did not change. This will allow the Board much more flexibility in years when a smaller or larger Board is more effective or efficient.

A copy of the Amended and Restated Bylaws is attached and has been reviewed by the Executive Committee of the GSSD Board of Directors, members of the GSSD Board of Directors and hired legal counsel.



**AMENDED AND RESTATED
BYLAWS OF
GIRL SCOUTS SAN DIEGO
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION
Adopted [DATE]**

ARTICLE I - NAME

The name of the corporation is Girl Scouts San Diego-Imperial (Girl Scouts San Diego, the "Council" or "GSSD"), a nonprofit public benefit corporation organized under and pursuant to the laws of the State of California.

ARTICLE II - OFFICES

SECTION 1. PRINCIPAL EXECUTIVE OFFICE

The principal executive office for the transaction of the business and affairs of the Council shall be established within the State of California, as selected by resolution of the Board of Directors. The Board of Directors may change the location of the principal executive office.

SECTION 2. OTHER OFFICES

The Board of Directors may at any time establish branch or subordinate offices at any place or places where the Council is qualified to conduct its activities.

ARTICLE III - PURPOSE

SECTION 1. GENERAL PURPOSE

This Council is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes. This Council elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5. The Council is chartered by Girl Scouts of the United States of America (GSUSA).

SECTION 2. SPECIFIC PURPOSE

The specific purpose of the Council shall be to deliver the program of the Girl Scouts of the United States of America to girls throughout San Diego and Imperial Counties, State of California, to fulfill the Girl Scout mission of building girls of courage, confidence and character who make the world a better place and to carry on other charitable activities associated with these goals as allowed by law.

SECTION 3. POLITICAL ACTIVITIES

The Council has been formed under California Nonprofit Corporation Law for the charitable purposes described in Article I, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Council shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Council shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

SECTION 4. PROHIBITED ACTIVITIES

The Council's assets are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of the corporation shall inure to the benefit of any private person, or to any director or officer of the corporation. Furthermore, nothing in Article I shall be construed as allowing the Council to engage in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Council shall be distributed to Girl Scouts of the United States of America, provided that it is then a Code Section 501(c)(3) organization, and/or to one or more Code Section 501(c)(3) organizations supporting Girl Scout programming in the jurisdiction of the Council.

ARTICLE IV – VOTING MEMBERS

There shall be one class of voting members of the Council, consisting of the individuals who from time to time comprise the Board of Directors of the Council. Election of a successor Director as provided in these Bylaws shall operate to elect such Director to the membership of the Council. Death, resignation, or removal of any Director as provided in these Bylaws shall automatically terminate the voting membership of such person in the Council. Any action requiring the vote of "members" under the Nonprofit Public Benefit Corporation Law or these bylaws shall require the vote of the Board of Directors.

ARTICLE V – ANNUAL MEETING

SECTION 1. ANNUAL MEETING ATTENDANCE

A general meeting of the Council shall be held annually each year on such date and at such time and place determined by the Board of Directors (as defined below). Any individual 14 years of age and over who is a member of the Girl Scout Movement by being a currently registered member of Girl Scouts of the United States of America (hereinafter "GSUSA") and affiliated with the Council, including staff of the Council, is invited to attend.

SECTION 2. NOTICE OF ANNUAL MEETINGS

Notice of the annual meeting shall be given either by electronic transmission at the address appearing in Council records or the address given to the Council for the purpose of notice. If no address appears on the Council's records, notice shall be deemed to have been given if notice is published on the Council's website.

ARTICLE VI - OFFICERS OF THE COUNCIL

SECTION 1. ELECTED OFFICERS

The Elected Officers of the Council shall be the Chair of the Board, Vice-Chair, the Treasurer, and the Secretary (collectively, the "Elected Officers"). Each of the Elected Officers shall also serve as a member of the Board of Directors.

SECTION 2. ELECTION OF OFFICERS

- (a) The Elected Officers of the Council shall be elected by the Board of Directors, for a term of two (2) years or, if earlier, until their successors are elected and assume office.
- (b) If there is only a single candidate for each position, the election may be held by acclamation.
- (c) Terms of office shall begin at the conclusion of the annual meeting.
- (d) No individual shall serve more than two consecutive terms in any one or combination of offices, except that an individual shall be eligible to serve two consecutive terms in the office of Chair of the Board, regardless of the number of consecutive terms that individual shall have served in any office or offices other than Chair of the Board. For

purposes of this section, an individual who shall have served a half term or more in office (elected or appointed) shall be considered to have served a full term in office.

(e) No individual shall serve in more than one (1) elected office at any given time.

SECTION 3. SUBORDINATE OFFICERS

The Board of Directors may appoint, and may authorize the Chair of the Board or another Elected Officer to appoint, any other officers that the business of the Council may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined from time to time by the Board of Directors.

SECTION 4. REMOVAL OF OFFICERS

Any Elected Officer may be removed, with or without cause, by the Board of Directors, at any regular or special meeting of the Board of Directors, or, except in the case of an Elected Officer chosen by the Board of Directors, by an Elected Officer on whom such power of removal may be conferred by the Board of Directors.

SECTION 5. RESIGNATION OF OFFICERS

Any Elected Officer may resign at any time by giving written notice to the Council. The resignation shall take effect upon receipt of the notice by the Council, unless the notice specifies a later time for the effectiveness of the resignation; and, unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

SECTION 6. VACANCIES IN OFFICES

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by a majority vote of the Board, or by the Chair of the Board with the advice and approval of the Executive Committee, to serve until the next annual meeting.

SECTION 7. RESPONSIBILITIES OF ELECTED OFFICERS

(a) Chair of the Board. The Chair of the Board shall:

- (1) Be the principal Elected Officer of the Council;
- (2) Preside at all meetings of the Council, the Board of Directors, and the Executive Committee;

- (3) Lead the Board of Directors in setting direction and overseeing the affairs of the Council;
 - (4) Report to the Council and the Board of Directors as to the conduct and affairs of the Council; and
 - (5) Serve ex-officio as a member on all committees.
- (b) Vice Chair. In the absence or disability of the Chair of the Board or a vacancy in that position, until filled as prescribed in these Bylaws, a Vice Chair shall perform all the duties of the Chair of the Board, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Chair of the Board. A Vice Chair shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors.
- (c) Secretary. The Secretary shall attend to the following:
- (1) Notice of Meetings. Ensure that proper notice is given for all meetings of the Council, the Board of Directors, and the Executive Committee;
 - (2) Book of Minutes. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of the Board of Directors with the time and place of holding and whether regular or special; and
 - (3) Other duties. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.
- (d) Treasurer. The Treasurer shall be the Chair of the Finance Committee and attend to the following:
- (1) Maintenance of records. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the transactions of the Council, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, and other matters customarily included in financial statements. The books of account shall be open to inspection by a Director at all reasonable times.
 - (2) Deposit and disbursement of money and valuables. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Council with such depositories as may be designated by the Board of Directors; shall disburse, or cause to be disbursed, the funds of the Council as may be ordered by the Board of Directors; shall render, or cause to be rendered, to the Chair of the Board and/or a Director, whenever

they request it, an account of the financial condition of the Council and of all his or her transactions as Treasurer; and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

ARTICLE VII - DIRECTORS

SECTION 1. NUMBER

The Board of Directors shall consist of not less than fifteen (15) and no more than thirty (30) Directors, including the Elected Officers, until changed by amendment to these Bylaws. The Chair of the Board Development Committee, if not otherwise elected to the Board of Directors, shall serve ex officio as a member of the Board of Directors, with all rights, including voting rights, and responsibilities.

SECTION 2. QUALIFICATION TO BE A DIRECTOR

Only members of GSUSA in good standing are eligible to serve on the Board of Directors.

SECTION 3. POWER, AUTHORITY, AND RESPONSIBILITY

- (a) Subject to the limitations of the Articles of Incorporation, of the Bylaws, and of the Nonprofit Public Benefit Corporation Law of the State of California, and subject to the duties of Directors as prescribed by the Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Council shall be controlled by, the Board of Directors. The Board of Directors is the sole class of voting members of the Council. Any action which requires approval of the members or approval of a majority of the members pursuant to the Nonprofit Public Benefit Corporation Law of the State of California shall require only approval of the Board. Without limiting the foregoing, the Board of Directors shall have the power to select and remove all officers, agents, employees and contractors, and to fix reasonable compensation therefor, to authorize and empower officers or agents to enter into contracts and other commitments on behalf of the Council, to levy dues and assessments, and to appoint and delegate responsibilities and authority to committees, officers and agents.
- (b) The Board of Directors is responsible for:
- (1) Managing the affairs of the Council;
 - (2) Compliance with GSUSA's charter requirements;

- (3) Adherence to state and federal law(s);
- (4) Attending Board meetings;
- (5) Making an annual monetary contribution to the Council;
- (6) Being a member of GSUSA during term of office.

SECTION 4. NOMINATION, ELECTION, AND TERM OF OFFICE

- (a) **Nomination.** Nominations for candidates for election to the Board of Directors shall be made in any manner specified by the Board of Directors from time to time including, without limitation, nominations by members of the Board of Directors.
- (b) **Election.** Directors shall be elected for a term of three (3) years or, if earlier, until their successors are elected and assume office. If there is only a single candidate for each position, the election may be held by acclamation. Terms of office shall begin at the conclusion of the annual meeting. The term of office of approximately one-third (1/3) of the Directors shall expire at each annual meeting of the Council.
- (c) **Term of Office.** No individual shall serve more than two (2) consecutive terms as a Director. For purposes of this section, an individual who shall have served a half term or more in office (elected or appointed) shall be considered to have served a full term in office.
- (d) The immediate past Chair of the Board of Directors shall serve ex officio as a member of the Board for one year immediately following his or her term. This will be in addition to the director-at-large and officer positions.

SECTION 5. COMPENSATION

A Director shall serve without compensation.

SECTION 6. MEETINGS

- (a) **Manner of Meetings.** All meetings of the Board of Directors shall be held at the principal executive office of the Council (as specified in Section 1, Article II, of these Bylaws, or as changed from time to time as provided in these Bylaws) or at any other place or in such other manner (including by conference telephone or similar communications equipment), as may be specified by the Board of Directors from time to time.
- (b) **Regular Meetings.** Regular meetings of the Board of Directors shall be held no fewer than four (4) times per year, on 14 days' notice, at such time and place as the Board

may determine. If any day fixed for a regular meeting of the Board of Directors falls on a legal holiday, the meeting scheduled for that day shall be held at the same hour on the next succeeding day which is not a legal holiday, or as otherwise determined by the Chair of the Board.

- (c) Notice. Notice of the date, time, and place of each Board meeting shall be given personally or mailed or electronically transmitted to each member of the Board of Directors (in accordance with Section 12 below) at least 14 days prior to the meeting.
- (d) Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chair of the Board, Vice-Chair, or Secretary, or on written request of at least two (2) members of the Board. Special meetings of the Board shall be held upon four (4) days' notice by first-class mail or 48 hours' notice delivered personally or by telephone, including a voice messaging system or by electronic transmission by the corporation and should specify the purpose of the special meeting.

SECTION 7. QUORUM

- (a) A quorum shall be a majority of Board members then in office, present in person or linked by telecommunication or by means such that all Board members participating in the meeting are able to hear one another and participate in the proceedings for the transaction of business.
- (b) Every action taken or decision made by a majority of the Directors so present either in person or linked as set forth above at a duly held meeting at which a quorum is present shall be the act of the Board of Directors, subject to the provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to
 - (1) Approval of a contract or transaction in which a Director has a direct or indirect material financial interest, as provided in Section 11 below,
 - (2) Approval of certain transactions between corporations having common Directors, and
 - (3) Indemnification of Directors.
- (c) A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

SECTION 8. ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if such action is consented to in writing by all Directors other than an "interested Director" as defined in Section 5233 of the California Corporations Code. Such written consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors.

SECTION 9. VACANCIES IN THE BOARD OF DIRECTORS

- (a) Cause of Vacancy. A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the:
- (1) Death or resignation of a Director;
 - (2) Vote of the Board of Directors to remove any Director (refer to Section 10); or
 - (3) Increase in the authorized number of Directors; or
- (b) Resignation of Director. A Director may resign effective on giving written notice to the Chair of the Board or the Secretary of the Council, unless the notice specifies a later time for the effectiveness of such resignation.
- (c) Filling of Vacancies. Vacancies on the Board of Directors may be filled by a majority vote of the Directors then in office, even if fewer than a quorum.
- (d) Term of Office. A Director elected to fill a vacancy shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.
- (e) Limitation on Removal. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

SECTION 10. REMOVAL OF DIRECTORS

A Director may be removed by the Board of Directors under the following circumstances:

- (1) At any time, with or without cause, if a majority of the remaining Directors affirmatively vote to remove the Director;
- (2) The Board may declare vacant the office of a Director under any circumstances set forth in California Corporations Codes section 5221 (a);

- (3) The Board may declare the position of a Director vacant if any Director misses three (3) or more meetings of the Board in any twelve (12) month period.

SECTION 11. SELF –DEALING TRANSACTIONS

No Director or Officer of this Council, nor any other corporation, firm, association, or other entity in which one or more of this Council's Directors or Officers are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this Council, unless (i) the material facts regarding such Director's or Officer's financial interest in such contract or transaction and/or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes, or are known to all members of the Board prior to consideration by the Board of such contract or transaction; (ii) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the vote or votes of such interested Director(s); (iii) prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation that the Council could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (iv) this Council enters into the transaction for its own benefit, and the transaction is fair and reasonable to this Council at the time the transaction is entered into.

SECTION 12. ELECTRONIC PARTICIPATION; ELECTRONIC TRANSMISSION

- (a) Electronic Participation. Pursuant to Section 5211(a)(6) of the Nonprofit Public Benefit Corporation Law of the State of California, members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication or electronic transmission by and to the Council. Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this subdivision constitutes presence in person at that meeting as long as all members of the Board participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to the Council, other than conference telephone and electronic video screen communication, pursuant to this subdivision constitutes presence in person at that meeting if both of the following apply: (i) Each Board member participating in the meeting can communicate with all of the other Board members concurrently, and (ii) Each Board member is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Council.
- (b) Electronic Transmission. Notice given by electronic transmission by the Council shall be made in accordance with the requirements of the California Corporations Code.

ARTICLE VIII – EXECUTIVE COMMITTEE

SECTION 1. MEMBERSHIP

The Executive Committee shall consist of the Elected Officers of the Council and three (3) other Directors. No individual who is not a Director may serve on the Executive Committee. The Directors shall be recommended by the Chair of the Board and approved by a majority of the members of the Board of Directors then in office.

SECTION 2. RESPONSIBILITIES

(a) Authority between Board Meetings. The Executive Committee shall exercise the authority of the Board of Directors between the meetings of the Board, except that the Executive Committee shall not:

- (1) Adopt the budget;
- (2) 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;
- (3) Fill vacancies on the Board or any committee of the Board; or
- (4) Take any action not permitted by law.

(b) Reports. The Executive Committee shall submit to the Board of Directors at each Board meeting a report of all actions taken since the last Board meeting.

SECTION 3. MEETINGS

Notice of meetings shall be given as set forth in Article VII, Section 6(c) of these Bylaws.

SECTION 4. QUORUM

A quorum shall be a majority of the Executive Committee members then in office, present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings for the transaction of business.

SECTION 5. ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Executive Committee may be taken without a meeting, if such action is consented to in writing by all Executive Committee members. Such written consents shall be filed with the minutes of the proceedings of

the Committee meeting. Such action by written consent shall have the same force and effect as the unanimous vote of the Committee members. Email is deemed as written consent.

ARTICLE IX – OTHER BOARD COMMITTEES

SECTION 1. AUDIT COMMITTEE

- (a) At all times that this Council is required by applicable law to have an independent audit, or at any time the Council voluntarily chooses to do so, the Council shall have an Audit Committee.
- (b) The audit committee will consist of at least two Directors and which may include nonvoting advisors. Directors who are employees of the Council or who receive, directly or indirectly, any consulting, advisory, or other compensatory fees from the Council (other than for service as Director) may not serve on the Audit Committee. The Chief Executive Officer and Treasurer, if also Directors, may serve on the Audit Committee only if such persons are volunteers and are not compensated by this Council. Members of the Audit Committee shall not receive compensation for their services on the Audit Committee. If the Council has a Finance Committee, a majority of the members of the Audit Committee may not concurrently serve as members of the Finance Committee, and the Chair of the Audit Committee may not serve on the Finance Committee.
- (c) The Audit Committee shall perform the duties and adhere to the guidelines set forth from time to time by the Board. These duties include, but are not limited to:
 - (i) assisting the Board in choosing an independent auditor and recommending termination of the auditor, if necessary, (ii) negotiating the auditor's compensation, (iii) conferring with the auditor regarding the Council's financial affairs, and (iv) reviewing and accepting or rejecting the audit.

SECTION 2. COMPENSATION COMMITTEE

The Board of Directors shall appoint Directors to serve as Chair and members of the Compensation Committee to review and approve the compensation, including benefits, of the Chief Executive Officer or Chief Financial Officer. Separate review and approval of the action of the Compensation Committee shall not be required if the only modification of compensation is a modification extended to substantially all employees.

SECTION 3. OTHER COMMITTEES

- (a) The Board of Directors may form any other committee, task force, and/or ad hoc committee, without delegated power of the Board of Directors, as the Board of Directors determines.

- (b) Any such committee shall consist of one (1) or more Directors and such other individuals as necessary to fulfill the needs of such committee.
- (1) Chair. The Chair of any committee, task group, or ad hoc committee shall be appointed by the Chair of the Board, subject to the approval of a majority of the Board of Directors then in office.
 - (2) Appointments. Appointments to committees and task groups shall be for three (3) years unless a different term is specified by the Board of Directors at the time of appointment.
 - (3) Vacancies. Vacancies in any committee, task group, or ad hoc committee shall be filled by the Chair of the Committee.
- (c) No Committee which has members who are not Directors may exercise any powers of the Board of Directors.

SECTION 3. QUORUM

For meetings of any committee, task group, or ad hoc committee, the quorum shall be a majority of the authorized members of such committee, present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings.

SECTION 4. ACTION WITHOUT MEETING

Any action required or permitted to be taken by a committee, task force, and/or ad hoc committee may be taken without a meeting, if such action is consented to in writing by all of the committee, task force, and/or ad hoc committee members. Such written consents shall be filed with the minutes of the proceedings of the committee, task force, and/or ad hoc committee meeting. Such action by written consent shall have the same force and effect as the unanimous vote of the committee, task force, and/or ad hoc committee members.

ARTICLE X – NATIONAL COUNCIL DELEGATES

SECTION 1 NATIONAL COUNCIL DELEGATES

Council delegates to the National Council of GSUSA ("National Council Delegates") shall be elected by the Board of Directors in accordance with the national delegate training schedule as outlined by GSUSA. Alternate National Council Delegates shall also be elected at the same time and in the same manner as National Council Delegates.

SECTION 2. ELIGIBILITY

Delegates and alternates to the National Council of the GSUSA shall be United States Citizens age 14 years, at the time of the election, and older. They shall be members of GSUSA registered through the Council, as defined hereinabove, at the time of election and throughout their term of service.

SECTION 3. ELECTION

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

SECTION 4. VACANCIES

The Board of Directors or Executive Committee shall fill delegate vacancies from among the elected alternates. If there are not adequate alternatives to fill the delegate positions, the vacancies may be filled from among the eligible individuals. Such appointed delegates or alternates will serve until the end of the regular term of the delegate whom they replaced.

ARTICLE XI - FINANCE

SECTION 1. FISCAL YEAR

The fiscal year of the Council shall begin on the 1st of October and end on the 30th of September in each year.

SECTION 2. BUDGET

The Board of Directors shall approve the annual operational and capital budgets. No expenses shall be incurred in the name of the Council in excess of the budgeted amounts in accordance with the Board approved financial policies and procedures without prior approval of the Board of Directors.

SECTION 3. PROPERTY AND ASSETS

Title to all property and assets shall be held in the name of the Council.

ARTICLE XII – CHIEF EXECUTIVE OFFICER

- (a) The Chief Executive Officer shall serve at the pleasure of the Board of Directors,
- (b) Be responsible for providing professional advice and assistance to the Council, Directors-at-large, Chair, Officers and Committees
- (c) Manage all operations
- (d) Hire and terminate employees

ARTICLE XIII - INDEMNIFICATION

SECTION 1. RIGHT OF INDEMNITY

To the full extent permitted by law, this Council shall indemnify its Directors, Elected Officers, employees, and other persons described in Section 5238 of the California Corporations Code (or any successor provisions), including persons formerly occupying such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding", as that term is used in Corporations Code Section 5238, and including any action by or in the right of the Council, by reason of the fact that the person is or was a person described in Corporations Code Section 5238. "Expenses", as used in this Bylaw, shall have the same meaning as in Section 5238 of the California Corporations Code.

SECTION 2. APPROVAL OF INDEMNITY

On written request to the Board of Directors by any person seeking indemnification under Section 5238 of the California Corporations Code, the Board of Directors shall determine under Section 5238 of the California Corporations Code whether the applicable standard of conduct set forth in that section has been met and, if so, the Board of Directors shall authorize indemnification. If the Board of Directors cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board of Directors shall seek approval of such indemnification from the court in which the proceeding is pending.

SECTION 3. ADVANCEMENT OF EXPENSES

To the fullest extent permitted by law and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification under the provisions of this Article X in defending any proceeding

covered by said Article X shall be advanced by the Council before final disposition of the proceeding, on receipt by the Council of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Council for those expenses.

SECTION 4. INSURANCE

The Council shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Elected Officers, Directors, employees, and other agents, against any liability asserted against or incurred by any Elected Officer, Director, employee or agent in such capacity or arising out of the Elected Officer's, Director's, employee's, or agent's status as such.

ARTICLE XIV - RECORDS AND REPORTS

SECTION 1. MAINTENANCE AND INSPECTION OF OTHER CORPORATE RECORDS

The accounting books, records, and minutes of proceedings of the Board of Directors shall be kept at such place or places designated by the Board of Directors or, in the absence of such designation, at the principal executive office of the Council. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form.

SECTION 2. INSPECTION BY DIRECTOR(S)

A Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and all physical properties of the Council. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

ARTICLE XV - CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the Council and a natural person.

ARTICLE XVI - AMENDMENTS TO THESE BYLAWS

New Bylaws may be adopted or these Bylaws may be amended or repealed by the action of the Board of Directors.

CERTIFICATE OF SECRETARY

This is to certify that I am the duly-elected, qualified, and acting Secretary of GIRL SCOUTS SAN DIEGO, a California nonprofit public benefit corporation; and that the foregoing Amended and Restated Bylaws consisting of seventeen (17) pages, were adopted as the Bylaws of said Council by its members and the Board of Directors on **DATE**.

IN WITNESS WHEREOF, I have hereunto set my hand, at San Diego, California, **Effective DATE**.

Barbara Lamb
Secretary, Board of Directors
Girl Scouts San Diego