



AMENDED AND RESTATED BYLAWS
of
Girl Scouts of Northeast Kansas and Northwest Missouri, Inc.

ARTICLE I
THE COUNCIL

1. Corporation Girl Scouts of Northeast Kansas and Northwest Missouri, Inc., a Missouri non-profit corporation, shall be known and referred to herein as the “Council.”
2. Membership The members of the Council shall be all registered members of the Council, age 14 years or over.
3. Responsibilities The members of the Council shall:
 - (a) elect the delegates and alternates to the National Council of Girl Scouts of the USA (the “National Council”);
 - (b) amend the Articles of Incorporation of the Council following the approval of the Board of Directors of the Council (the “Board”);
 - (c) conduct such other business as may, from time to time, come before the members of the Council.
4. Annual Meetings The annual meeting of the members of the Council shall be held within 45 days prior to or following each fiscal year end of the Council (as determined by Article VIII, Section 1), at such date, time and place as may be determined by the Board. Notice of the date, time, place and purpose of the meeting of the members of the Council (including a description of the matters to be discussed or approved at such meeting) shall be posted on the Council website and by email, not less than 10 nor more than 60 days before the meeting, to each member of the Council at the e-mail of such member as it appears upon the books of the Council, or to the e-mail last made known to the Council by such member.
5. Special Meetings A special meeting of the members of the Council may be called by the chair of the Board (the “Chair”) at any time and shall be called by the Chair within 30 days after receiving a written request signed by (a) two-thirds of the Board or (b) five percent of the members of the Council. The purpose of such meeting (including a description of the matters for which the meeting has been called) shall be stated in the written request. No business shall be transacted except that for which the meeting has been called. Notice of the date, time, place and purpose of the meeting shall be posted on the website and by e-mail, not less than ten nor more than 60 days before the meeting, to each member of the Council at the e-mail of such

member as it appears upon the books of the Council, or to the e-mail last made known in writing to the Council by such member.

6. Quorum

At least 100 members of the Council shall be present to constitute a quorum for the transaction of business, except that paid staff shall not be counted for purposes of determining whether a quorum is present. Unless one-third or more of the members of the Council are present at a meeting, the only matters that may be voted on are those matters that are described in the meeting notice.

7. Voting Procedures

Each member of the Council shall be entitled to one vote on each matter voted on by the members of the Council, except that paid staff shall not be entitled to vote in the election of officers of the Council or Board. Votes may be cast in person (by voice or by ballot) or by ballot, submitted electronically or by mail. The method of voting shall be determined by the Board in advance of the annual or special meeting of the members of the Council, except that the vote may only be by ballot in contested elections. The act of a majority of the members of the Council present at any annual or special meeting at which a quorum is present shall be an act of the members of the Council, unless the act of a greater number is required by law, the Articles of Incorporation, these Bylaws or parliamentary authority.

8. Proposals to Annual Meeting

Proposals directed toward fostering and improving Girl Scouting that are to be acted upon by the members of the Council at the annual meeting shall be submitted according to the following procedures:

(a) Proposals submitted by the Board:

Such proposals shall be sent, together with the recommendations of the Board, with the notice of the annual meeting of the members of the Council. Action shall be taken on the proposals at the annual meeting.

(b) Proposals submitted by service units or others:

Such proposals shall be sent to the Board no later than the 10th day of July of each year to be considered for the next annual meeting. The Board shall review such proposals and, in its sole discretion, shall determine whether such proposals relate to matters that should properly be acted upon by the members of the Council. If the Board determines that such a proposal relates to a matter that is properly acted upon by the members of the Council, the proposal shall be sent with the recommendation of the Board to the members of the Council with the notice of the annual meeting of the members of the Council. Action shall be taken on the proposals at the annual meeting.

9. Responsibilities

The responsibilities of the Board Development Committee shall be:

- (a) to solicit and recruit candidates for elected positions of the Council;
- (b) to provide to the Board a single slate for all positions for election, including officers and members of the Board (“Directors”);
- (c) to provide to the membership of the Council in accordance with the time frame established by Girl Scouts of the United States of America, a single slate of delegates and alternates to the National Council Session of Girl Scouts of the United States of America;
- (d) to develop in conjunction with the Board (i) board orientation and education materials, (ii) board development materials, (iii) methods for identifying needed skills and talents for the Board and committees thereof, (iv) methods for succession planning, and (v) Board self assessment process; and
- (e) to plan Board orientation and training sessions as needed and/or as directed by the Board.

The Development Committee of the Board (the “Board Development Committee”) shall submit (i) to the Board, the slate of candidates for the officers (except the Chief Executive Officer) and the Board; and (ii) to the members of the Council, the delegates and alternates to the National Council. Nominations for each position may be made at the meeting of the Board or from the floor at the meeting of the members of the Council, as applicable, but only if (a) the eligibility of the nominated individuals has been established and is in accordance with these Bylaws, and (b) the written consent of the nominated individuals is secured and submitted to the Board Development Committee five business days prior to the start of the meeting.

**ARTICLE III
PARTIAL TERMS**

A person who has served more than half of a specific term in an office shall be considered to have served the full term for the purpose of determining eligibility to serve additional terms in that office or another position.

**ARTICLE IV
OFFICERS**

- 1. Number and Title The officers of the Council shall be the Chair, the first and second Vice Chairs, the Secretary, and the Treasurer, and the Chief Executive Officer.

- 2. Method of Election and Term (a) The officers, except the Chief Executive Officer, shall be elected by the Board at its annual meeting for a term of two years and until their successors are elected and qualified, or until their earlier death, resignation or removal. No person may serve for more than one consecutive term in

any one office (excluding the office of the Chief Executive Officer), but shall be immediately eligible for consecutive terms in different offices and shall be eligible for re-election to a previously-served position after a lapse of one year. The terms of office shall begin following election at the annual meeting of the members of the Council at which elections are held.

- (b) The Chief Executive Officer shall be appointed by the Board to hold office at the Board's pleasure.

3. Vacancies

A vacancy among the officers, other than the Chief Executive Officer or Chair, shall be filled by the Board. In the case of a permanent vacancy in the office of the Chair, the Vice-Chairs will succeed in order of their rank until the next meeting of the Board.

4. Duties

The officers shall perform the duties prescribed in this Article and such other duties as are prescribed by action of the Board and Chair of the Board.

The Chair of the Board shall:

- (a) be the principal officer of the Council;
- (b) preside at all meetings of the Council and the Board;
- (c) lead the Board in setting strategic direction and providing oversight of the management and affairs of the Council;
- (d) update the members of the Council as to the conduct and the affairs of the Council; and
- (e) serve as an ex officio member of all committees except the Board Development Committee.

In the temporary absence or disability of the Chair, the Vice-Chairs, in order of their rank, shall preside at meetings of the members of the Council and of the Board. The Secretary shall be responsible for seeing that notices are issued of all meetings of the members of the Council, the Board Development Committee, the executive committee, and the Board, and shall see that minutes of such meetings are kept. The Secretary shall be responsible for monitoring the custody of corporate books, records and files; and shall exercise the powers and perform such other duties usually incident to the office of secretary. The Treasurer shall be responsible for monitoring the control, receipt, and custody of all assets of the Council; monitoring disbursement as authorized by the Board; and reporting receipt, use, and disbursements of all assets of the Council. The Treasurer shall exercise the powers and perform such other duties usually incident to the office of treasurer. The Treasurer shall be an ex-officio voting member of the finance committee.

The Chief Executive Officer shall be the chief executive officer of the Council; shall be responsible for providing advice and assistance to the Council, the Board, the Chair and other officers, and the committees; and shall be responsible for administering the total operations of the Council. The Chief Executive Officer shall have such other powers and perform such other duties as may be assigned by the Chair or the Board. The Chief Executive Officer shall have the authority to employ and release all paid staff in accordance with policies adopted by the Board.

5. Removal

An elected officer may be removed, with or without cause, by an affirmative vote of at least two-thirds of the members of the Board.

**ARTICLE V
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, except as may be otherwise provided in these Bylaws or the Articles of Incorporation. The Board is responsible: to the members of the Council, for managing the affairs of the Council; to the Board of Directors of Girl Scouts of the USA, for compliance with the charter requirements; to the state in which it is incorporated, for adhering to state corporate law; and to the federal government, in matters relating to legislation affecting nonprofit and non-stock organizations.

2. Composition

The Board shall consist of:

- (a) The officers of the Council, except the Chief Executive Officer; and
- (b) A minimum of 13 and maximum of 15 persons who shall be (i) members of the Council and (ii) on the date of the election, a minimum of 14 years of age.

Notwithstanding the foregoing, no Director in office on the date of adoption of these Bylaws shall be removed from such role as a result of the reduction in size of the Board on such date; provided, however, that no Director positions in excess of the authorized Board size hereunder shall be replaced or re-appointed upon the expiration of the then-current terms or the vacancy of such positions.

The Chief Executive Officer shall be an ex-officio non-voting member of the Board.

The following persons are prohibited from serving on the Board: (a) paid staff of the Council; (b) spouses, children, parents or siblings of paid staff of the Council; and (c) any person who resides in the household of paid staff of the Council.

3. Method of Election and Term of Board Subject to the terms of Article XII, Directors shall be elected by the Board for a term of two years and until their successors are elected and qualified, or until their earlier death, resignation or removal. No person may serve for more than three consecutive terms as a Director, but shall again be eligible for election after a lapse of one year from the Board. The terms of office shall begin following election at the meeting of the Board at which elections are held.
4. Vacancies Vacancies in the role of Director occurring by death, resignation, creation of new directorships, or otherwise, shall be filled by affirmative vote of the remaining Board then in office, even if less than a quorum, at any meeting of the Board.
5. Regular Meetings Regular meetings of the Board shall be held at such date, time and place as may be determined by resolution of the Board, except that the Board shall meet no less than four times in each year. Notice of the date, time, place and purpose of the meeting shall be given personally, mailed or electronically transmitted to each Director not less than ten days before the meeting.
6. Special Meetings A special meeting of the Board may be called by the Chair at any time and shall be called by the Chair upon receiving written request signed by one-third (1/3) of the Board. The purpose of such meeting shall be stated with the request and no business shall be transacted except that for which the meeting has been called. Special meetings of the Board shall be held by telephone, other real time communication means such as Skype or Go To Meeting or in person as designated by the Chair unless otherwise determined by the Board.
- Notice of the date, time, method and purpose of each special meeting of the Board shall be given to each Director at least 24 hours prior to such meeting. For the purpose of this section, notice will be deemed to be duly given to a Director if given by telephone or e-mail.
7. Quorum A majority of the Board shall be present to constitute a quorum for the transaction of business.
8. Voting The act of a majority of the Board present at a meeting of the Board at which a quorum is present shall be an act of the Board, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws.
9. 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 a consent in writing, setting forth such action, is signed by all Board, 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.
10. Board Attendance Any Director who is absent from three consecutive entire meetings of the Board, without written or oral explanatory communication to the Chair or the Chief Executive Officer, shall be considered to have resigned and, upon acceptance of

such resignation by a majority vote of the Board present and voting at any regular meeting of the Board, shall be notified to this effect.

11. Removal Subject to Article XII, the Board may, with or without cause, remove one or more Directors.

12. Term Limit Notwithstanding anything herein to the contrary, in no event shall any Director serve more than 10 consecutive years as an officer of the Council and/or Director.

ARTICLE VI COMMITTEES

1. Establishment The Board may establish standing and special committees, task groups, and/or ad hoc committees as needed, which shall operate under the general supervision of the Board.

2. Appointment A. The chair of any committee, task group, or ad hoc committee shall be a Director and appointed by the Chair of the Board, subject to the approval of the Board.

B. Members of any committee or task group shall be appointed by the chair of such committee or task group.

3. Meetings A meeting of a standing committee shall be called by the chair of such committee. Notice of the date, time, place and purpose of the meeting shall be given personally, mailed or electronically transmitted to the members of such committee not less than 24 hours before the meeting.

4. Quorum A majority of committee or task group members shall be present in person or linked by telecommunication or by means such that all members participating in the meeting are able to contemporaneously hear one another and participate in the proceedings to constitute a quorum.

5. Voting The act of a majority of the members of a standing committee present, in person, by telephone or other real time communication means such as Skype or Go To Meeting at a meeting of such committee at which a quorum is present shall be an act of such standing committee, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws.

6. Removal The chair of a committee or the Board may, with or without cause, remove one or more members of such committee or task group.

ARTICLE VII NATIONAL DELEGATES

1. Election The Council is entitled to elect delegates to the National Council. At any annual meeting of the members of the Council that is held within one year prior to the meeting of the National Council, the members of the Council shall elect delegates and alternates to represent the Council at the National Council.

2. Qualifications To be eligible to serve as a delegate or an alternate, candidates shall be:
(a) members of the Council and (b) a citizen of the United States of America.
3. Term Delegates and alternates shall serve until their successors are elected and qualified, or until their earlier death, resignation or removal. The terms of office shall begin following election at the annual meeting of the members of the Council at which elections are held. No person may serve as a delegate for more than one term.
4. Vacancies The Board shall fill delegate vacancies from among the elected alternates. If there are not adequate alternates to fill the delegate positions, the vacancies may be filled from amongst the eligible members of the Council.

**ARTICLE VIII
FISCAL RESPONSIBILITIES OF THE BOARD**

1. Fiscal Year The fiscal year of the Council shall be October 1 through September 30.
2. Contributions Any contributions, bequests, and gifts made to the Council shall be accepted or collected following policies and guidelines established and approved by the Board.
3. Depositories All funds of the Council shall be deposited to the credit of the Council under such conditions and in such financial institutions as shall be designated by the Board.
4. Approved Signatures Approvals for signatures necessary on contracts, checks, and orders for the payment, receipt, or deposit of money, and access to securities of the Council shall be as provided by resolution of the Board.
5. Insured Loss All persons having access to, or major responsibility for, the handling of monies and securities of the Council shall be insured for loss as provided by resolution of the Board.
6. Budget The annual budget of estimated income and expenditures shall be approved by the Board. No expense shall be incurred in excess of the total budgetary appropriations without prior approval of the Board.
7. Audits A certified public accountant or other independent public accountant shall be retained by the Board to perform an annual examination of the financial accounts of the Council. A report of all examinations shall be submitted to the Board and to the Girl Scouts of the USA.
8. Financial Reports A summary report of the financial operation of the Council shall be made at least annually to the membership, and to the public, in such form as the Board shall provide.
9. Investments The Treasurer of the Council shall arrange for the funds of the Council to be invested in accordance with the direction of the Board, or any committee of the Board appointed for such purpose.

**ARTICLE IX
MISCELLANEOUS PROVISIONS**

1. Legal Counsel Legal counsel may be retained from time to time by the Board to:
- (a) review legal documents required for compliance with federal and state requirements;
 - (b) review and advise on any and all, legal instruments the Council executes, such as leases, contracts, property purchases, or sales, as requested by the Board. No purchases or sales of real property shall be considered without consultation of legal counsel; or
 - (c) review and advise on any official statements developed for the media.
2. Indemnification The Council shall indemnify all officers, Directors, committee members, employees and agents to the fullest extent permitted by law, including but not limited to, Sections 355.461 through 355.501 of the Missouri Nonprofit Corporation Act, as now in effect or hereafter amended.

**ARTICLE X
PARLIAMENTARY AUTHORITY**

The rules contained in Roberts Rules of Order, newly revised, shall be the parliamentary authority governing the meetings of the Council, Board, and all committees, subject to state law, the Articles of Incorporation and these Bylaws, and any special rules of orders adopted by the Council.

**ARTICLE XI
AMENDMENTS**

These Bylaws may be amended upon approval by two-thirds (2/3) of the Directors.

**ARTICLE XII
CONFLICT OF INTEREST**

The Board shall avoid both the fact and the appearance of conflict of interest. When the Board takes action that may affect a Director or the family or associates of a Director, the affected Director shall abstain from participating in discussion and voting on a matter. The abstention shall be noted in the minutes of the meeting of the Board. Without limiting the foregoing, the Council shall maintain a policy regarding conflicts of interest, which shall require all Directors, officers and members of committees of the Council to complete and sign an annual disclosure statement indicating any conflict or potential conflict with their service for the Council.

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