

Girl Scouts of Citrus Council, Inc.
AMENDED AND RESTATED BYLAWS
2021

Pursuant to the Corporation's Regular Membership meeting, held on March 6, 2021 with proper notice and evidenced by the attached Minutes, a majority vote of the Membership approved this Amended and Restated Bylaws, 2021 which are as follows:

ARTICLE I THE CORPORATION

The name of this corporation shall be GIRL SCOUTS OF CITRUS COUNCIL, INC. (the "Corporation"). The term "Council" used herein refers to the council corporate body.

ARTICLE II PURPOSE

The principle object and purpose of the corporation shall be as follows:

1. To offer all girls, ages five through seventeen, residing within the Corporation's jurisdiction, an opportunity to participate in the Girl Scout program in accordance with the purpose of the Girl Scout movement in the United States of America. The purpose is an informal educational program, designed to help girls put in practice the fundamental principles of the Girl Scout movement.

2. To develop, manage and maintain Girl Scouting throughout the Corporation's jurisdiction, in such manner and subject to such limitations as are prescribed in the Constitution, Bylaws and Policies of the Girl Scouts of the United States of America, "GSUSA" and by the terms of the charter granted to the Corporation by GSUSA.

ARTICLE III MEMBERSHIP

1. Membership - Only persons who are members of the Girl Scout movement, 14 years of age or older as of October 1 of the current membership year, registered through the Girl Scouts of Citrus Council, are eligible to be members of the Corporation ("Members"). Members of the corporation, in meeting assembled, shall consist of:
 - a. Delegates (defined in Article XII below); and
 - b. Association Chairs and Association Vice Chairs (both as defined in Article XII (2) below); and
 - c. Board Members (defined in Article VIII (2) below); and
 - d. Council Board Development Committee Member (defined in Article XI below) who are not otherwise Members.

2. Members - At least two-thirds of the Members must be elected by the Service Communities (defined in Article XI (1) below). All Members shall serve only for the term to which they have been elected and only for so long as they are registered members of GSUSA.
3. Responsibilities - The Members shall:
 - a. Elect the officers of the Council, the Board Members, and the Board Development Committee Members, as well as the Council's delegates and alternate delegates to the National Council of GSUSA.
 - b. Determine the general lines of direction for Girl Scouting within the Council's jurisdiction by receiving and responding to reports and information from the Board.
 - c. Amend the Articles of Incorporation for the Council and these Bylaws.
 - d. Take all other action requiring membership vote within the responsibilities of the Council; and
 - e. Conduct such other business as may, from time to time, come before the Members.

ARTICLE IV MEETINGS

1. Regular Meetings - The annual meeting of the Council shall be held within six (6) months of the close of the Council's fiscal year, at such time and place as may be determined by the Board (defined below). Notice of time, place, and purpose of the meeting, including the slate of nominees for election shall be distributed to each Member not less than 30 days before the meeting.
2. Special Meetings - Special meetings of the Corporation shall be called by the Board Chair within 14 days, upon written request of two-thirds of the Board Members or of twenty-five percent of the Members, and provided that at least a majority of the Service Units are represented. The purpose of such special meetings shall be limited to the legitimate business of the membership of the Corporation, and shall be stated with the request. No other business shall be transacted except that for which the special meeting has been called. Notice of the time, place and purpose of the special meeting shall be distributed not less than seven days before the special meeting to each Member.
3. Quorum - Thirty-three percent (33%) of the Members must be present in person to constitute a quorum for the transaction of business, provided however, that Members are present from a majority of the Service Communities. This quorum may consist of Members who attend meetings virtually. Members may vote through electronic means.
4. Voting Procedure - Each council Member present in person or by electronic means shall be

entitled to one vote. Elections shall be by ballot in contested elections and may be by voice or other means in uncontested elections; a plurality of votes cast shall elect. All other matters shall be determined by a majority vote of the Members present in person or by electronic means and voting, unless otherwise provided by governing law or these Bylaws.

ARTICLE V BOARD DEVELOPMENT COMMITTEE

1. Composition - There shall be a "Board Development Committee" of the Council composed of seven members ("Board Development Committee Members") elected by the voting members. The number of Board Members on the Board Development Committee may not exceed the number of non-Board members.
2. Election, Term and Vacancies - Board Development Committee Members shall be elected by the voting Members for a term of two (2) years beginning at the close of the annual meeting at which such Board Development Committee Member is elected and expiring at the annual meeting at which such individual's successor is elected and assumes office, or, if earlier, upon such individual's resignation, death, or removal from office. Upon expiration of the term, a Board Development Committee Member shall be eligible for re-election, allowing for up to, but not exceed, two (2) consecutive two (2) year terms. Upon expiration of a second consecutive two (2) year term, a Board Development Committee Member shall not be eligible again for Board Development Committee membership until after a lapse of two (2) years. The Board shall have the power to fill vacancies in the Board Development Committee until the next annual meeting of the Council.
3. Selection and Term of Board Development Committee Chair - The Board Development Committee Chair shall be appointed by the Board Chair from among the committee members for a term of one (1) year and shall serve as Board Development Committee Chair for no more than two (2) consecutive terms. The Board Development Committee Chair shall be appointed by the Board Chair from among the committee members for a term of one (1) year and shall serve as Board Development Committee Chair for no more than two (2) consecutive terms. The Board Development Committee Chair shall be a Board Member. A vacancy in the office of the Board Development Committee Chair shall be filled by appointment by the Board Chair subject to approval of the Board, for the balance of the unexpired term.
4. Quorum - A majority of the members of the Board Development Committee must be present in person or through agreed upon electronic means to constitute a quorum for the transaction of business; provided that the number of Board Members may not exceed the number of non-Board Members.

5. Responsibilities -

- a. The Board Development Committee shall be responsible for development, assessment, education training, succession planning, and evaluation of the Board Members.

The Board Development Committee shall present to the Members at the annual meeting of the Council a single slate of nominees for: (a) officers of the Council, (b) Board Members, and (c) Board Development Committee members.

At the annual meeting of the Council in the year of the regular meeting of National Convention of GSUSA, the Board Development Committee shall present to the voting members a single slate of nominees for delegates to represent the Council at the National Convention, and a single slate of nominees to fill vacancies among National Convention delegates should vacancies occur.

Nominations may be made from the floor at the annual meeting of the Council, provided the eligibility of the individuals so nominated has been established and is in accordance with these Bylaws, and the written consent of such individuals has been secured and submitted, with their qualifications, to the Board Development Committee Chair at least forty-eight (48) hours before the beginning of the meeting.

- b. The Board Development Committee shall recommend nominees to fill vacancies among officers and members-at-large of the Board between annual meetings, in accordance with these Bylaws. Such recommendation shall be presented to, and ratified by, the Board through the Board Chair.
- c. All activities of the Board Development Committee, while performing its responsibilities as outlined herein, shall be confidential to the extent required by applicable law.

- 6. Removal - Any Board Development Committee Member may be removed by a majority vote of the total membership of the Board, provided removal is first recommended by a majority vote of the membership of the Board Development Committee.

ARTICLE VI PARTIAL TERMS

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

to serve additional terms in that office or in another position.

ARTICLE VII OFFICERS

1. Number and Title - The officers of the Council (the "Officers") shall be a president, who shall have the working title of Chair of the Board (herein after referred to as "Board Chair"); a first and second vice-president, who shall have the working titles of "Board Vice Chair" and "Board Second Vice Chair" (hereinafter, collectively referred to as "Board Vice Chairs"); the "Secretary"; the "Treasurer"; and the chief executive officer (the "CEO"), who shall serve ex-officio, without privilege of vote.
2. Election, Terms & Vacancies -
 - a. The Board Chair, Board Vice Chairs, Secretary, and Treasurer, shall be elected by the Members for a term of two (2) years, or until their successors are elected, and shall serve for no more than three (3) consecutive terms in anyone or more of these offices, except that, regardless of the number of consecutive terms any person shall have served in anyone or more of these offices other than that of Board Chair, such person shall be eligible to serve three (3) consecutive terms as Board Chair. Terms of office shall begin at the close of the annual meeting at which elections are held. A vacancy among the officers, other than the Board Chair shall be filled in accordance with Article V, Section 5 above. In the case of a permanent vacancy in the office of the Board Chair, Board Vice-Chairs will succeed in order of their rank until the next annual meeting.
 - b. The CEO shall be appointed by the Board to hold office at its pleasure.
3. Duties - The duties of the Officers shall be as follows:
 - a. The Board Chair shall be the chief elected corporate officer of the Council and shall preside at all meetings of the Corporation and the Board. The Board Chair shall be responsible for seeing that the lines of direction given by the members of the Council and the actions of the Board are carried into effect, and for reporting to the membership and to the Board on the conduct of the affairs of the Council. The Board Chair shall be ex-officio a member of all committees established by the Board, and shall perform such other duties as are assigned by the Board or prescribed elsewhere in these Bylaws.
 - b. The Board Vice-Chairs, in order of their rank, shall preside at meetings of the Council

and of the Board in the temporary absence or disability of the Board Chair. The Second Vice Chair shall also ensure appropriate training is provided for the Members prior to the Council's annual meeting and the Council's delegates to the National Convention. The Vice Chairs shall perform such other duties as may be assigned by the Board Chair from time to time.

- c. The Secretary shall be responsible for seeing that notices of all meetings of the Corporation and the Board are issued and shall see that minutes of such meetings are kept. The Secretary shall be responsible for the custody of corporate books, records, and files, and shall perform such other duties usually incident to the office of secretary. In addition, the Secretary shall perform such other duties as may be assigned by the Board Chair.
- d. The Treasurer shall be responsible for monitoring the control, receipt, and custody of all assets of the Corporation; monitoring disbursements as authorized by the Board; monitoring the execution of contracts and other instruments authorized by the Board; and reporting receipt, use, and disbursements of all assets of the Corporation. The Treasurer shall perform such other duties usually incident to the office of treasurer, and shall perform such other duties as may be assigned by the Board Chair or Board. The Treasurer shall be ex-officio a member of the finance committee, if such committee shall be established by the Board.
- e. The CEO shall be the chief administrative officer of the Council; shall be responsible for providing advice and assistance to the Corporation, the Board, the Board Chair, and other Officers, and the committees; and shall be responsible for managing the total operations of the Council. The CEO shall have such other powers and perform such other duties as may be provided by the Board through the Board Chair.

The CEO shall have authority to employ and release all employed staff in accordance with policies adopted by the board of directors.

- 4. Removal - An elected officer of the council may be removed with or without cause by a vote of two-thirds of the total membership of the Board.

ARTICLE VIII BOARD OF DIRECTORS

- 1. Powers, Responsibilities, and Accountabilities - The corporate business and affairs of the Council shall be governed under the direction of the board of directors, ("Board") except as

may be otherwise provided in these bylaws or the Articles of Incorporation.

The Board is accountable: to the Members for governing the affairs of the Council; to the board of directors of GSUSA for compliance with charter requirements; to the State of Florida 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 the Officers of the Council and twelve (12) directors, herein called members-at-large (collectively the "Board Members"). In addition to the Board Members, two (2) registered Girl Scouts in grades 10-12 and one (1) degree-seeking student at an accredited educational institution and one (1) business master's degree student from a Central Florida educational institution may be invited to participate in Board meetings, without a vote, at the discretion of the Board Chair.
3. Election and Term - The Board Members-at-large shall be elected by the Members of the Council for a term of two years or until their successors are elected, and shall serve for no more than three consecutive terms. Terms of office shall begin at the close of the annual meeting at which elections are held. Regardless of the number of consecutive terms any person shall have served as a Board Member-at-large, such person shall be eligible to be a Board Member when serving as an Officer of the Council or as Board Development Committee Chair.
4. Vacancies - Except as provided in Article VII, Section 2 of these Bylaws, vacancies on the Board occurring by death, resignation, creation of new directorships, or otherwise, shall, subject to the laws of Florida, be filled until the next annual meeting of the Council by affirmative vote of a majority of the remaining Board Members then in office, though less than a quorum, at any special meeting called for that purpose or at any regular meeting of the Board.
5. Regular Meetings - Regular meetings of the Board shall be held at such time and place as may be determined by resolution of the Board, except that the Board shall meet no less than five times in each year. Notice of time, place, and purpose of the meeting shall be communicated to each Board Member not less than seven days before the meeting.
6. Special Meetings - Special meetings may be called by the Board Chair. Special meetings also shall be called by the Board Chair upon written request of the majority of Board Members. The purpose of such special meetings shall be stated with the request and no other business shall

be transacted except that for which the special meeting has been called. Each Board Member shall be notified of the time, place, and purpose of the meeting not less than five days before the special meeting.

7. Quorum - A majority of the Board Members must be present in person or through agreed upon electronic means to constitute a quorum for the transaction of business.
8. Non-participating Board Members - Any Board Member who is absent for more than two regular meetings within a twelve-month period shall be considered to have resigned, and, upon approval by a majority vote of the Board Members present and voting at any regular meeting of the Board, shall be notified to this effect. At any time during this process, the resigning Board Member may make written petition to the Executive Committee (defined below), detailing the reasons for such absence, and request that the resignation be revoked or that any such absence be excused. The Executive Committee shall determine if good cause is shown by the petitioner and shall excuse such absence and/or withdraw the resignation of such Board Member.

ARTICLE IX BOARD COMMITTEES

1. Establishment - The Board may establish standing committees, special committees, and/or task groups as it deems necessary. The duration of these committees will be for the period necessary to conclude the assignment.
2. Appointment and term of chair - The Board Chair shall appoint the chair and the members of the committees with the approval of the Board.

ARTICLE X EXECUTIVE COMMITTEE

1. Composition - The "Executive Committee" shall include the Officers of the Council, and the CEO who shall serve without privilege of vote. The Board Chair shall be the "Executive Committee Chair".
2. Responsibilities - The Executive Committee shall have, and may exercise, the powers of the Board in the interim between Board meetings, except that the Executive Committee shall not have the power to adopt the budget, or to take any 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. The Executive Committee shall submit reports on actions taken to the Board.

3. Meetings - Meetings of the Executive Committee shall be called by the Board Chair. Notice of time, place, and purpose of the meeting shall be communicated to each member of the Executive Committee not less than seven (7) days before the meeting.
4. Quorum - Three (3) members of the Executive Committee must be present in person or through agreed upon electronic means to constitute a quorum for the transaction of business.

ARTICLE XI SERVICE COMMUNITIES

1. Geographic Subdivisions - The Board has established, subject to boundary changes as necessary from time to time, geographic subdivisions within the Council's jurisdiction called "Service Communities".
2. Members - The members of each Service Community ("Service Communities Members") shall be members of the Girl Scout movement, 14 years of age or over as of October 1 of the current membership year, registered through the Council and being determined by Council to be located within said Service Community's boundaries.
3. Responsibilities of the Communication Coordinator - It shall be the responsibility of the Communication Coordinator to:
 - a. Elect Delegates to the Council, present the views of the Community to the Delegates, and receive their reports.
 - b. Consider and advise on proposed plans, policies and other matters referred to the Service Community by the Board and introduced by the Delegates.
 - c. Consider and advise on ways of improving the quality of Girl Scouting in the Service Communities.
 - d. Participate in strategic planning process as delegated by the Board.
 - e. Perform such other duties as may be delegated by the Board.
4. Election of Delegates - Each Community shall be entitled to elect representatives for the Community ("Delegates") and alternate Delegates according to a formula established and administered by the Board, from time to time. Each Community, however, shall be entitled to elect at least two (2) Delegates and one (1) alternate Delegate. Delegates and alternate Delegates shall be elected for a term of one (1) year, beginning October 1. The alternate Delegate will fill the unexpired term of a Delegate if vacated.

ARTICLE XII ASSOCIATIONS

1. Geographic Subdivisions - The Board shall establish geographic subdivisions within the Council jurisdiction, which shall be known and referred to as "Associations".

2. Association Chairs - There shall be a chair and a vice chair of the Association (respectively referred to as "Association Chair" and "Association Vice Chair") appointed by the Board Second Vice-Chair. The Association Chair and Association Vice-Chair, whose terms will start on June 1 of each year, shall serve for a term of one (1) year. The Board Second Vice-Chair may reappoint the Association Chair and/or Association Vice-Chair for an unlimited number of terms, if the individual is willing to continue fulfilling the positions' roles and responsibilities. In the event the Association Chair position is vacated, the Association Vice-Chair shall serve as Association Chair until the end of the term. The Association Chair shall:
 - a. Coordinate Association activities and events.
 - b. Coordinate Service Community delegate elections (for the Service Communities within their Associations) and the reporting of those delegates to the Board Second Vice-Chair.
 - c. Help facilitate information to, and convene as necessary, the delegates within their Association.
 - d. Facilitate communication between the membership within their Association and the Board or its committees.
 - e. Participate at meetings of the Corporation.
 - f. Carry out such other duties as may be delegated by the Board.

ARTICLE XIII NATIONAL COUNCIL DELEGATES

The delegates whom the Council is entitled to elect to the National Council of Girl Scouts of the United States of America shall be elected by the Members of the Council at a meeting held within twelve calendar months prior to the regular meeting of the National Council. The Board, or the Board Chair in the absence of a meeting of the Board, shall fill national delegate vacancies from among the persons elected as alternate national delegates. If there be no such persons, the Board, or the Board Chair in the absence of a meeting of the Board, shall have the power to fill vacancies among the delegates. Delegates shall be citizens of the United States of America; shall be elected from the members of the Girl Scout movement in the United States of America who are 14 years of age or older as of the October 1st prior to the National Convention and who are registered with GSUSA as a member of the Council; and shall serve for a term of three years from the date of their election, or until their successors

are elected.

ARTICLE XIV FISCAL RESPONSIBILITIES OF THE BOARD OF DIRECTORS

1. Fiscal Year - The fiscal year of the Council shall be established by the Board.
2. Contributions - Any contributions, bequests, and gifts made to the Council shall be accepted or collected as authorized by resolution of the Board. Guidelines for accepting contributions shall be established 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 banks 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 provided by resolution of the Board.
5. Insurance Crime Protection - All persons having access to, or major responsibility for the handling of monies, securities, and properties of the Council shall be covered under the appropriate insurance vehicle, as provided by resolution of the Board.
6. Budget - The annual operating and capital budgets of estimated incomes and expenditures shall be approved by the Board and managed by the Board in conjunction with the Finance Committee in accordance with Board approved Budget Procedures.
7. Audits - A certified public accountant or other independent public accountant shall be retained by the Board to make an annual examination of the financial account of the Corporation. A report of this examination shall be submitted to the Board and to GSUSA.
8. Property - Title to all property, with the exception of troop equipment, shall be held in the name of the Council, in the name of individual business entities owned or controlled by the Council, or in the name of trustees of Council trust funds who have been selected and approved by the Board.
9. Financial Reports - A summary report of the financial operations of the Council shall be made at least annually to the membership, and to the public, in such form as the Board shall provide.

10. Investments - Council funds shall be invested by the Board designated trustees or by any committees of the Board appointed for such purpose, all acting within investment policies approved by the Board.

11. Indemnification - Indemnification shall be provided by resolution of the Board, in accordance with the state code.
 - a. Action Against Party Because of Corporate Position - The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that she/he is or was a trustee, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, partner, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees inclusive of any appeal), judgments, fines, and amounts paid in settlement actually and reasonably incurred by her/him in connection with such claim, action, suit, or proceeding if she/he acted in good faith and in a manner she/he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe her/his conduct unlawful. The termination of any claim, action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which she/he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that her/his conduct was unlawful.

 - b. Action by or in the Right of Corporation - The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed claim, action, or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that she/he is or was a trustee, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, partner, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees inclusive of any appeal) actually and reasonably incurred by her/him in

connection with the defense or settlement of such claim, action, or suit if he acted in good faith and in a manner she/he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that a court of competent jurisdiction (the "Court") in which such claim, action, or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court shall deem proper.

- c. Insurance - The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, partner, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify her/him against such liability under the provisions of this Article.
12. Legal Counsel - An appropriately qualified, independent legal counsel should be retained by the Board to (a) ensure compliance with federal and state requirements, (b) provide advice regarding litigation and any potential litigation and (c) review and advise on any official statements developed for the media (via print, television, radio, internet or other electronic/digital means).

ARTICLE XV PARLIAMENTARY AUTHORITY

Robert's Rules of Order, in its most recent revision, shall be the parliamentary authority governing the meetings of the Board, constituencies, and all committees, subject to the laws of the state, the Articles of Incorporation, and these Bylaws.

ARTICLE XVI AMENDMENTS

These Bylaws may be amended by a two-thirds vote of those present or by electronic means and voting at any meeting of the Corporation, provided that the proposed amendment shall have been included in the notice of the meeting.

ARTICLE XVII REVIEW

The Board Chair shall appoint a committee to review the Bylaws in conjunction with the Council Performance Assessment review.

ARTICLE XVIII DISSOLUTION

In the event of the dissolution of the Council, assets of the Council remaining after the discharge of all liabilities shall be put in trust for the benefit of Girl Scouting, pending the re-organization of a Girl Scout Council in the area provided that such procedure conforms with the requirements of Section 501 (c) (3) of the Internal Revenue Code.

IN WITNESS WHEREOF, these Amended and Restated Bylaws, 2021 which consists of fourteen (14) pages have been executed the ____ day of _____, 2021.

GIRL SCOUTS OF CITRUS COUNCIL, INC.,
A Florida not-for-profit corporation

By: _____
Fred Kosiewski
As its Council Board Chair

By: _____
Michelle Mugnaini
As its Council Board Secretary