

AMENDED AND RESTATED BYLAWS OF THE
GIRL SCOUTS OF SAN GORGONIO
APPROVED ON MAY 13, 2017

ONE: The date of filing of the Articles of Incorporation of this corporation with the Secretary of State of the State of California was October 28, 1957, and the date of the original Bylaws is May 8, 2010.

TWO: The Bylaws shall be amended and restated to read as follows:

ARTICLE I – NAME AND PRINCIPAL OFFICE

The name of the Council shall be Girl Scouts of San Geronio Council, hereinafter referred to as “the Council,” a not-for-profit corporation organized under the laws of the state of California. The principal office of the corporation is located at 1751 Plum Lane, Redlands, California 92374. The board of directors may change the principal office of the corporation from time to time.

ARTICLE II – CHARITABLE PURPOSE

The purpose of the Council shall be as defined in the Articles of Incorporation and to make available to girls under its jurisdiction the program, practices, and standards of Girl Scouting as offered by the Girl Scouts of the United States of America. The corporation’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. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to Girl Scouts of the United States of America and Girl Scouting in the jurisdiction of the Council.

Article III – VOTING MEMBERS

Section 1. Eligibility

Individuals age 14 years of age and over who are members of the Girl Scout Movement, who are currently registered through the Council, and who are in good standing are eligible to become voting members of the Council. Employed staff members, though members of their regions, may not be voting members of the region or be eligible for any elected position within the Council.

Section 2. Composition

- A. Voting members of the Council shall consist of:
- i. elected members of the board of directors, if not otherwise members of the Council;
 - ii. members of the Board Development Committee, if not otherwise members of the Council;
 - iii. delegates-at-large appointed by the board of directors;

- iv. region delegates elected by regions as defined by the board of directors;
- v. Region Chairs elected by region delegates as defined by the board of directors;
 - i. and,
- vi. National Delegates, if not otherwise voting members of the Council.

Section 3. Region Elections

- A. Procedure. Each region shall elect delegates and alternates within their regions in accordance with policies and procedures established by the board of directors.
- B. Number.
 - i. The number of delegates and alternates to which each region is entitled shall be based on the number of girl members, as set forth in Section 2 of Article XI, in the region as of September 30 of each calendar year, according to a formula established and administered by the board of directors;
 - ii. Each region shall be entitled to at least five (5) delegates;
 - iii. The composition of delegate membership may be represented by both experienced and new delegates;
 - iv. The board of directors may appoint up to ten (10) delegates-at-large to ensure that the diversity of the Council is adequately represented.
- C. Term and Vacancies.
 - i. Region delegates and delegates-at-large shall serve a maximum of three (3), two-year terms, or until their successors are elected and assume office;
 - ii. Terms of office shall begin at the close of the meeting at which delegates are selected, or upon appointment.

Article IV – OFFICERS OF THE BOARD OF DIRECTORS

Section 1. Elected Officers

The elected officers of the board of directors of the Council shall be the Chair of the Board; First Vice Chair; Second Vice Chair; Secretary; and Treasurer.

Section 2. Term of Office

- A. The officers shall be elected by voting members of the Council by slate in accordance with Article VI of these bylaws for a term of two (2) years or until their successors are elected and assume office.
- B. Terms of office shall begin at the close of the annual meeting.
- C. 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.
- D. No individual shall hold more than one office at a time.
- E. An officer who shall have served a half term or more in office shall be considered to have served a full term in the office.

Section 3. Vacancy in Office

- A. In the event of a vacancy in the office of Chair of the Board, the vacancy shall be filled by the First Vice Chair of the Board for the remainder of the term.
- B. In the event of a vacancy in both the Chair of the Board and the First Vice Chair, the Second Vice Chair shall fill the position of Chair of the Board for the remainder of the unexpired term.
- C. A vacancy among the officers other than the Chair shall be filled by the board of directors for the remainder of the unexpired term.

Section 4. Ex Officio Officers

- A. The Chief Executive Officer (CEO) shall be appointed by the board of directors of the Council to serve at its pleasure and shall serve as an ex officio officer of the board of directors.
- B. If not already a member of the Council board of directors, the Chair of the Board Development Committee shall serve as an ex officio member of the Council board of directors, with all the rights and responsibilities of other board members.

Section 5. Duties of Officers of the Board of Directors

The officers shall perform the duties prescribed in this Article and such other duties as are prescribed by action of the voting members of the Council, the board of directors, the Executive Committee, the Chair of the Board, and the adopted parliamentary authority.

- A. The Chair of the Board shall:
 - i. be the principal officer of the Council;
 - ii. preside at all meetings of the board of directors and the Council meetings of the voting membership; and the Executive Committee;
 - iii. lead the board of directors with governance, policies and procedures, and fiduciary oversight in setting direction and overseeing the affairs of the Council;
 - iv. report to the voting members of the Council as to the conduct and management of the affairs of the Council; and
 - v. serve as an ex officio member of all committees except the Board Development Committee.
- B. The First Vice Chair of the Board shall:
 - i. assist the Chair of the Board as assigned;
 - ii. preside at meetings of the Council, the board of directors, or the Executive Committee in the absence of or inability of the Chair of the Board, or when delegated the responsibility of presiding; and
 - iii. in the event of the vacancy in the office of Chair of the Board, succeed to the office for the remainder of the unexpired term.
- C. The Second Vice Chair of the Board shall:
 - i. assist the Chair of the Board as assigned;
 - ii. in the event of the vacancy in both the offices of Chair of the Board and First Vice Chair of the Board, succeed to the office of Chair of the Board for the remainder of the unexpired term; and
 - iii. be the liaison between the Region Chairs and the board of directors and meet with the Region Chairs

- D. The Secretary shall:
 - i. ensure that proper notice is given for all meetings of the Council, the board of directors, and the executive committee;
 - ii. ensure that minutes of all meetings of the Council, the board of directors, and the Executive Committee are kept; and
 - iii. have responsibility for the seal of the Council and ensure its safekeeping.
- E. The Treasurer shall:
 - i. provide effective stewardship and oversight of the Council's finances;
 - ii. execute directives of the board of directors.

Article V – BOARD DEVELOPMENT COMMITTEE

Section 1. Membership.

The Board Development Committee shall be composed of at least five (5) members and a maximum of seven (7),

- A. at least two (2) of whom shall be members of the board of directors,
- B. at least three (3) of whom shall not be members of the board of directors, and
- C. the CEO of the Council who shall serve as a nonvoting member in an advisory capacity.

Section 2. Election, Term, and Vacancies

- A. The committee members shall be elected by ballot in accordance with Article VI of these bylaws for a term of two (2) years or until their successors are elected and assume office. If there is only a single candidate for office, the election may be held by acclamation.
- B. Terms of office shall begin at the close of the annual meeting.
- C. No individual shall serve more than two (2) consecutive terms as a member of the committee.
- D. An individual who shall have served a half term or more in office shall be considered to have served a full term in the office.
- E. In the event of a vacancy in any position other than committee chair, the vacancy shall be filled by the board of directors for the remainder of the term.

Section 3. Election, Term, and Vacancy of Committee Chair

- A. The Chair of the Board Development Committee shall be appointed by the Chair of the Board from amongst the elected members of the Board Development Committee, but such appointment shall be subject to the approval/ratification of the board of directors.
- B. The term of office for chair shall be two (2) years.
- C. No individual shall serve more than two (2), two-year terms as chair of the committee regardless of how many years or terms the individual may be a member of the Board Development Committee.
- D. In the event of a vacancy of the Board Development Committee Chair, the Chair of the Board shall appoint a replacement from amongst the elected members of the Board Development Committee to serve the remainder of the term. Such appointments shall be subject to the approval/ratification of the board of directors.

- E. An individual who shall have served a half term or more in the office shall be considered to have served a full term in the office.
- F. If not already a member of the Council board of directors, the Chair of the Board Development Committee shall serve as an ex officio member of the Council board of directors, with all the rights and responsibilities of other board members.

Section 4. Responsibilities.

The responsibilities of the Board Development Committee shall be:

- A. To solicit, interview, and recruit candidates for elected positions in the Council.
- B. To provide to the voting membership a single slate for all positions for election, including:
 - i. officers of the board of directors and board members-at-large, and
 - ii. Board Development Committee members.
- C. To provide to the voting membership in accordance with the time frame established by Girl Scouts of the United States of America a single slate of national 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 of directors:
 - i. board orientation and education materials;
 - ii. board development materials;
 - iii. methods for identifying needed skills and talents for the Council board of directors and committees;
 - iv. methods for succession planning; and
 - v. board self-assessment process.
- E. To plan board orientation and board development training sessions as needed and/or as directed by the board of directors.

Section 5. Nominations from the Floor.

Nominations for any of the elected positions may be made from the floor at the annual meeting provided:

- A. The individual to be nominated has consented in writing to serve if elected;
- B. The nomination has been submitted to the Chair of the Board Development Committee at least ten (10) days before the convening of the annual meeting;
- C. The prospective nominee meets with the Board Development Committee to determine the candidate's qualifications for the office for which she/he is being nominated prior to the convening of the annual meeting.

Section 6. Quorum.

The quorum for meetings of the Board Development Committee shall be a majority of the Committee members, who shall be 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).

Article VI – ELECTION PROCEDURES

Section 1. Procedure.

Election of officers, board members-at-large, Board Development Committee members, and National Council delegates shall occur by one of the methods listed below. Only one (1) method may be used for an election; there shall not be a combination of voting methods during an election.

Section 2. Method of Voting.

The method of voting to be used during a particular election cycle shall be determined by the board of directors. The methods which may be used are:

- A. at the annual meeting of Council voting members, provided that a quorum of voting members is present, by voting members 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); or
- B. by U.S. mail ballot in accordance with the procedure established by the board of directors
 - i. If this method is utilized, voting members shall be notified that election will be held by U.S. mail ballot at least 30 days prior to the annual meeting at which election results will be announced.
 - ii. A majority of votes cast by U.S. mail shall elect, provided that at least the number of voting members required for a quorum at the annual meeting shall have cast a ballot.

Article VII – MEETINGS

Section 1. Annual Meeting.

- A. Scheduling. The Council shall conduct an annual meeting of the Council voting membership once each fiscal year at a date and time determined by the board of directors.
- B. Notice. Notice of the date, time, place, and purpose of the annual meeting, together with a description of the general nature of the matters to be voted on and the slate and biographical sketch of nominees for all offices or positions to be filled pursuant to these bylaws, shall be handed personally, U.S. mailed or electronically transmitted to each voting member of the Council not more than 90 and not less than 30 calendar days before the meeting.
- C. Business. At the annual meeting, the Council shall:
 - i. elect officers of the board, board members-at-large of the board, members of the Board Development Committee, and in appropriate years, delegates and alternates to the National Council of the Girl Scouts of the United States of America. If the election has been held by U.S. mail ballot, the results of the election shall be announced at the annual meeting;
 - ii. consider any proposed amendments to the Council bylaws;
 - iii. provide input on key issues affecting the Council and the Movement and
 - iv. consider any other business appropriate to come before the Council in accordance with the process established by the board of directors.

- D. Quorum. The quorum for the annual meeting shall be twenty-five percent (25%) of the voting members of the Council, who shall be 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), provided that all of the Council's regions are represented by at least one (1) delegate and further provided that only matters contained in the meeting notice may be voted on at any meeting at which less than one-third (1/3) of the voting members are present.
- E. Voting.
 - i. The board of directors have the discretion to choose the method of voting for the annual meeting;
 - ii. Each voting member of the Council shall be entitled to one (1) vote per issue subject to a vote;
 - iii. No voting member shall vote in more than one capacity;
 - iv. Unless otherwise designated by statute, the Articles of Incorporation of the Council, or these bylaws, all matters shall be determined by a majority vote;
 - v. Proxy and/or absentee voting shall not be allowed; and
 - vi. Alternate delegates may vote when selected by their Region Chair to establish quorum.

Section 2. Special Meetings.

- A. Scheduling. A special meeting of the Council membership may be called by the Chair of the Board and shall be called by the Chair of the Board upon the written request of a majority of the members of the board of directors then in office or by five percent (5%) of the voting members of the Council, provided that at least a majority of the regions are represented. The purpose of the meeting shall be stated in the written request.
- B. Notice. Notice of time, place, and purpose of the meeting shall be handed personally, U.S. mailed or electronically transmitted to the voting Council member. Notice must be given no less than ten (10) calendar days before the meeting.
- C. Quorum. The quorum for a special meeting shall be twenty-five percent (25%) of the voting members of the Council, who shall be present (in person or linked by telecommunication or by means such that all voting members participating in the meeting are able to hear one another and participate in the proceedings), provided that all of the Council's regions are represented by at least one (1) delegate and further provided that only matters contained in the meeting notice may be voted on at any meeting at which less than one-third (1/3) of the voting members are present.
- D. Voting. Voting shall be in accordance with Article VII, Section 1.E. of these bylaws.

Article VIII – BOARD OF DIRECTORS

Section 1. Composition.

The members of the board of directors shall consist of:

- A. The five (5) elected officers and one (1) ex officio Officer of the Council,
- B. Twelve (12) board members-at-large,
- C. The Chair of the Board of Development Committee, if not otherwise elected to the board of directors, who shall serve as member of the board of directors with all rights and responsibilities of other members of the board of directors.

Section 2. Term of Office.

- A. The board members-at-large shall be elected by the voting members of the Council by ballot in accordance with Article VI of these bylaws for a term of two (2) years or until their successors are elected and assume office.
- B. Terms of office shall begin at the close of the annual meeting.
- C. The term of office of one-half (1/2) of the board members-at-large shall expire at each annual meeting of the Council.
- D. No individual shall serve more than three (3) consecutive terms as a board member-at-large.
- E. A board member-at-large who shall have served a half term or more in office shall be considered to have served a full term in office.

Section 3. Vacancies.

A vacancy occurring in a position of board member-at-large may be filled by appointment by the board of directors for the remainder of the unexpired term.

Section 4. Power, Authority, and Accountability.

- A. Power and Authority. The board of directors shall have full power and authority over the affairs of the Council between meetings of the Council, except as otherwise provided in the Articles of Incorporation, these bylaws, or by statute.
- B. Accountability. The board of directors is accountable to:
 - i. the Council membership for managing the affairs of the Council including development of a decision-influencing system allowing for members of the Movement, including girl members, to have a voice on key issues affecting the Council and the Movement;
 - ii. the board of directors of Girl Scouts of the United States of America for compliance with the charter requirements;
 - iii. the state of incorporation for adherence to state corporation law; and
 - iv. the federal government in matters relating to legislation affecting not-for-profit, non-stock corporations.

Section 5. Regular Meetings.

- A. Scheduling. The board of directors shall hold five (5) meetings a year at such time and place as the board may determine.

- B Notice. Notice of the date, time, and place of each board meeting shall be given personally, U.S. mailed or electronically transmitted to each member of the board of directors at least seven (7) days prior to the meeting.
- C. Quorum. A majority of the board members then in office, who shall be 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), shall constitute a quorum for the transaction of business.
- D. Voting.
 - i. Each member of the board shall be entitled to one (1) vote per issue subject to a vote.
 - ii. No member of the board shall vote in more than one capacity.
 - iii. Unless otherwise designated by statute, the Articles of Incorporation of the Council, or these bylaws, all matters shall be determined by a majority vote.
 - iv. Proxy and/or absentee voting shall not be allowed.

Section 6. Special Meetings.

- A. Scheduling. Special meetings may be called by the Chair of the Board and shall be called by the Chair of the Board upon the request of at least five (5) board members.
- B. Notice. Notice of the date, time, place, and specific purpose of the meeting shall be given personally or electronically transmitted to each member of the board at least three (3) days prior to the meeting, or otherwise provided by first-class mail at least four (4) days prior to the meeting.
- C. Quorum. A majority of the board members then in office, who shall be 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), shall constitute a quorum for the transaction of business.
- D. Voting.
 - i. Each member of the board shall be entitled to one (1) vote per issue subject to a vote.
 - ii. No member of the board shall vote in more than one capacity.
 - iii. Unless otherwise designated by statute, the Articles of Incorporation of the Council, or these bylaws, all matters shall be determined by a majority vote.
 - iv. Proxy and/or absentee voting shall not be allowed.

Section 7. Removal.

- A. Any board member, including officers, may be removed with or without cause by a three-fourths vote of the total number of the Council board of directors currently in office.
- B. In addition, voting Council members may remove any or all directors with or without cause. If there are 50 or less Council voting members, a director may be removed upon the vote of a majority of voting members. If there are more than 50 Council voting members, a director may be removed by the vote of a majority of voting members present at duly noticed meeting where the quorum requirements have been met.

Section 8. Restriction on Interested Persons as Directors.

No more than 49% of the persons serving on the board of directors may be “interested persons.” An “interested person” is (a) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as a director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this Section shall not affect the validity or enforceability of transactions entered into by the corporation.

Article IX – EXECUTIVE COMMITTEE

Section 1. Composition & Vacancy.

The Executive Committee shall consist of the elected officers of the Council and three (3) board members-at-large. The Executive Committee shall be chaired by the Chair of the Board or by his or her appointee. The Chief Executive Officer shall serve as an ex officio board member with voice but without vote.

Section 2. Duties.

- A. Authority between Board Meetings. The Executive Committee shall exercise the authority of the Council board of directors between the meetings of the board, except that the Executive Committee shall not:
 - i. adopt the budget;
 - ii. amend the bylaws or Articles of Incorporation;
 - iii. have fiduciary authority of more than \$50,000;
 - iv. 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, or otherwise requires the authority of the board.
- 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 meeting of the board of directors, which shall be ratified by the board of directors.

Section 3. Meetings.

- A. Scheduling. The Executive Committee shall meet as needed at the call of the Chair or upon request of at least three (3) members of the Executive Committee.
- B. Notice. Notice of the date, time, and place of each meeting shall be provided 24 hours in advance of the meeting.

Section 4. Quorum.

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) shall constitute a quorum for the transaction of business.

Article X – COMMITTEES

Section 1. Establishment

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

Section 2. Appointment

- A. The chair of any committee, task group, or ad hoc committees shall be appointed by the Chair of the Board, subject to the approval of the board of directors.
- B. Members of any committee, task group, or ad hoc committee shall be appointed by the chair of the respective committee or task group in consultation with the Chair of the Board.
- C. At least two (2) members of any committee or task group shall be members of the board of directors, one of whom shall serve as chair of the committee; provided, however, that any board committee exercising the authority of the board of directors must be comprised of just board members.

Section 3. Quorum

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

Section 4. Board of Delegated Power

No committee shall have powers that conflict with California Code Section 5212.

Article XI - REGIONS

Section 1. Geographic Subdivisions.

The board of directors shall establish geographic regional subdivisions within the Council jurisdiction.

Section 2. Members

Each member of the Girl Scout Movement registered through the Council and residing or working in the geographic regional subdivision shall be a member of a region.

Employed staff members, though members of their regions, may not be voting members of the region or be eligible for any elected position within the Council.

Section 3. Responsibility of the Region.

It shall be the responsibility of each region to:

- A. Elect region delegates and alternate region delegates, present the views of the members of the region to the delegates, and receive delegates' reports.
 - i. in the event of a vacancy, the alternate delegate's term begins as soon as the individual moves into the delegate position;

- ii. region delegates and delegates-at-large shall serve a maximum of three (3), two-year terms, or until their successors are elected and assume office;
 - iii. terms of office shall begin at the close of the meeting at which delegates are selected or upon appointment; and
 - iv. region delegates will be elected by regions as defined by the board of directors
- B. Make recommendations through the Second Vice Chair to the board of directors for potential candidates for the position of Region Chair.
 - C. Participate in the strategic planning process as delegated by the board of directors.
 - D. Submit proposals to the Region Chair who will share with the Second Vice Chair for the board of directors to improve the quality of Girl Scouting.

Section 4. Meetings of the Region.

Meetings of the region shall be called by:

- A. The Region Chair, or at the request of the board of directors, or upon written request submitted to the board of directors of at least ten percent (10%) of members (voting and nonvoting) of the region.
- B. No business shall be transacted except that for which the meeting has been called.
- C. Notice of the time, place, and purpose of the meeting shall be handed personally, mailed or electronically transmitted to each member of the region not less than ten (10) calendar days before the meeting.

Section 5. Quorum.

The majority of the region's elected and appointed delegates and members of the region shall be present for the transaction of business.

Section 6. Term, Election, Removal and Vacancies of Region Chair.

- A. There shall be a chair for each region who shall be nominated by the board of directors and elected by the region's delegates at the annual meeting.
 - i. Region Chairs will be elected by region delegates as defined by the board of directors.
- B. The Region Chair may be elected for a term of two (2) years and shall be eligible to serve a maximum of three terms.
 - i. Terms of office shall begin at the close of the meeting at which delegates are selected or upon appointment.
- C. Any Region Chair may be removed with or without cause by a three-fourths (3/4) vote of the total number of the Council board of directors currently in office.
- D. In the event of a vacancy in the position, the Council board of directors shall appoint a chair to fill the unexpired term.

Section 7. Duties of Region Chair.

The Region Chair shall be responsible for:

- A. Guiding the delegates of the region in their responsibilities.
- B. Serving as a member of the region advisory team.
- C. Regular participation in the region meeting(s).

- D. Convening, as necessary, the delegates elected by the region to inform them about the issues to be considered.
- E. Distributing information on the proposed plans, policies, and other matters referred to the region by the board of directors.
- F. Transmitting information of the region related to the board actions and/or decisions through the Second Vice Chair of the Board of directors.
- G. Carrying out such other duties as may be delegated by the board of directors.

Article XII – NATIONAL COUNCIL DELEGATES

Section 1. Eligibility.

Delegates and alternates to the National Council of the Girl Scouts of the United States of America shall be United States Citizens age 14 years and older. They shall be members of the Girl Scout Movement registered through the Council at the time of election and throughout the term of service.

Section 2. Election.

The delegates and alternates to 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 Article VI of these bylaws in accordance with the time frame established by the Girl Scouts of the United State of America and shall serve a term of three (3) years or until their successors are elected and assume office.

Section 3. Vacancies.

The board of directors 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 voting members of the Council.

Article XIII – CONFLICT OF INTEREST

The board of directors shall maintain a policy regarding conflicts of interest, which shall require all directors and officers to complete and sign an annual disclosure statement indicating any conflict or potential conflict with his or her service on the board.

Article XIV – FINANCE

Section 1. Fiscal Year.

The fiscal year of the Council shall be October 1 through September 30.

Section 2. Contributions.

Any contributions, bequests, devises, and gifts for the purpose of Girl Scouting within the Council shall be accepted or collected only as authorized by the board of directors.

Section 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 of directors.

Section 4. Approved Signatures.

Approvals for signatory authority in the name of the Council and access to funds and securities of the Council shall be authorized by the board of directors and approved by the voting members of the Council.

Section 5. Bonding.

All people having access to or responsibility for the handling of monies, funds, and securities of the Council shall be bonded in the amount authorized by the board of directors.

Section 6. 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 annual budget amounts without prior approval of the board of directors.

Section 7. Property.

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

Section 8. Audits.

An independent certified public accountant shall be retained by the board of directors to perform an annual audit of the financial statements of the Council. A report of the audit shall be submitted to the board of directors and to the Girl Scouts of the United States of America.

Section 9. Financial Reports.

A summary report of the financial condition of the Council shall be presented to the membership at the annual meeting.

Section 10. Investments.

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

Article XV – INDEMNIFICATION

The Council shall indemnify, defend, and hold harmless directors and officers against losses actually and reasonably incurred in connection with the defense of any action, suit, or proceeding relating to the performance of their duties to the extent permitted by law.

Article XVI – PARLIAMENTARY AUTHORITY

The current edition of *Robert's Rules of Order Newly Revised* shall be the parliamentary authority of the Council.

Article XVII – NON-LIABILITY OF MEMBER

A voting member of the Council is not personally liable, solely because of membership, for the debts, obligations, or liabilities of the Council.

Article XVIII – RECORDKEEPING

The Council must keep adequate and correct records of account and minutes of the proceedings of its members, board of directors, and committees of the board of directors. The Council must also keep a record of its members giving their names and addresses. The minutes will be kept in written form. Other books and records will be kept either in written form or in any other form capable of being converted into written form.

Article XIX – ANNUAL REPORT

The board of directors will cause an annual report to be sent to the voting members no later than 120 days after the close of the Council's fiscal year. The report must contain all the information required by Corporations Code Section 6321(a) and be accompanied by any report of independent accountants. If there is no report of independent accountants, the certificate of an authorized officer of the Council that the statements were prepared without audit from the books and records of the Council. The annual report must be furnished to all directors.

Article XX – AMENDMENTS

These bylaws may be amended by a two-thirds vote of Council voting members 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) and voting at a meeting of the Council, provided that the proposed amendments shall have been included with the notice of the meeting.

Original: May 8, 2010

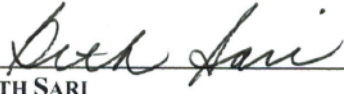
Amended: May 13, 2017, Annual Meeting

CERTIFICATE OF SECRETARY

I HEREBY CERTIFY THAT:

I am the duly elected Secretary of Girl Scouts of San Geronimo Council, a California nonprofit corporation (the “Council”); and attached hereto is a complete and accurate copy of the Amended and Restated Bylaws (“Bylaws”) of the Council, as duly adopted by the Council’s board of directors, and said Bylaws are presently in effect.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the Council
this 23 day of May, 2017.



BETH SARI
Secretary

