

BYLAWS

GIRL SCOUT MISSION:

*Girl Scouting builds girls of courage, confidence, and character,
who make the world a better place.*

THE GIRL SCOUT PROMISE:

On my honor, I will try:
To serve God* and my country,
To help people at all times,
And to live by the Girl Scout Law.

THE GIRL SCOUT LAW:

I will do my best to be
honest and fair,
friendly and helpful,
considerate and caring,
courageous and strong, and
responsible for what I say and do,

and to
respect myself and others,
respect authority,
use resources wisely,
make the world a better place, and
be a sister to every Girl Scout.

The word "God" can be interpreted in a number of ways, depending on one's spiritual beliefs. When reciting the Girl Scout Promise, it is okay to replace the word "God" with whatever word your spiritual beliefs dictate.

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ARTICLE I - NAME

The name of the corporation shall be: "Girl Scouts of Northern Illinois," hereinafter referred to as "the Council," a not-for-profit corporation organized under the laws of the State of Illinois.

ARTICLE II - PURPOSE

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

ARTICLE III - MEMBERS

Individuals age 14 years of age and over who are members of the Girl Scout movement and who are currently registered through the Council, including staff of the Council, are members of the Council.

ARTICLE IV – MEETINGS

Section 1. Annual Meeting.

- A. Scheduling. The Council shall conduct an Annual Meeting of the membership in the Spring of each year at a date, time, and place determined by the Board of Directors.
- B. Notice. Notice of the date, time and place of the Annual Meeting, accompanied by a tentative agenda, the slate of nominees for all positions, and any proposed amendments to these bylaws shall be given personally, or mailed, to each member of the Council not more than 45 days nor less than 30 days prior to the meeting and shall be deemed to have been received when delivered or sent.
- C. Business. At the Annual Meeting, the Council shall:
 - i. Elect officers, directors at large, 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;
 - 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 100 members present in person.
- E. Voting
 - i. Each member of the Council shall be entitled to one (1) vote.
 - ii. No member shall vote in more than one capacity.
 - iii. 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.
 - iv. Unless otherwise designated by statute, the Articles of Incorporation of the Council or these Bylaws, all other matters shall be determined by majority vote.
 - v. Proxy, absentee, and/or email voting shall not be allowed.

F. Nominations from the Floor

Nominations for any of the elected positions may be made from the floor at the Annual Meeting provided:

- i. The individual to be nominated has consented in writing to serve if elected;
- ii. The nomination has been submitted in writing, along with evidence of consent of the person being nominated, to the Chair of the Board Development Committee, or her/his designee, at least seventy-two (72) hours before the convening of the Annual Meeting;
- iii. The prospective nominee meets the qualifications for the office for which she/he is being nominated.

Section 2. Special Meetings

- A. Scheduling. A special meeting of the membership may be called by the Chair of the Board of Directors and shall be called by the Chair of the Board of Directors upon the written request of two-thirds (2/3) of the members of the Board of Directors then in office or by 50 members of the Council. The purpose of the meeting shall be stated in the written request.
- B. Notice. Notice of the date, time, place and specific purpose of the meeting shall be given personally or mailed to each member of the Council at least ten (10) days prior to the meeting and shall be deemed to have been received when delivered or sent.
- C. Quorum. The quorum for a special meeting shall be one hundred (100) members present in person.
- D. Voting. Voting shall be in accordance with Article IV, Section 1.E. of these bylaws.

ARTICLE V – PARTIAL TERMS

A person who has served a partial term in an elected office, as that term is set forth in the Bylaws, shall not 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 VI – BOARD DEVELOPMENT COMMITTEE

Section 1. Membership

The Board Development Committee shall be composed of no more *than nine (9) members, no less than five (5) members, at least two (2) and not more than four (4)* of whom shall be members of the Board of Directors, and the CEO who shall serve as an ex-officio non-voting member. The Committee members shall be geographically representative of the Council.

- A. Election. The committee members shall be elected in accordance with Article IV of these bylaws for a term of three (3) years or until their successors are elected and assume office.
- B. Terms. Terms of office shall begin at the close of the Annual Meeting at which elections are held.
- C. Staggered Terms. The terms of office of one third (1/3) of the members of the Board Development Committee shall expire at each Annual Meeting of the Council.
- D. Term Limit. No individual shall serve more than two (2) consecutive terms as a member of the committee.

- E. Vacancies. 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.
- F. Membership. All board development committee members must maintain membership in Girl Scouts of the U.S.A. during their term in office.

Section 2. Election, Term and Vacancy of Committee Chair

- A. Eligibility. An individual shall have served on the Board Development Committee for at least one (1) year in order to be eligible to serve as the committee chair.
- B. Appointment. The Chair of the Board Development Committee shall be appointed by the Chair of the Board of Directors from among the eligible members, subject to the approval of the Board of Directors.
- C. Term. The term of the Board Development Committee Chair shall be one (1) year.
- D. Term Limit. No individual shall serve more than three (3) consecutive terms as the chair regardless of how many years or terms the individual may be a member of the Board Development Committee.
- E. Vacancy. In the event of a vacancy in the office of Chair of the board Development Committee, the Chair of the Board of Directors shall select a new Board Development Committee Chair from among the eligible members to serve the remainder of the term, subject to the approval of the Board of Directors.
- F. Board Participation. If not already a member of the Council Board of Directors, the Board Development Committee Chair shall serve as an ex officio member of the Council Board of Directors with all the rights and responsibilities of other Board members.

Section 3. Responsibilities

The Board Development Committee shall have the following responsibilities:

- A. Candidates. Solicit and recruit candidates for elected positions in the Council.
- B. Slate. Provide to the membership a single slate for all positions for election including Officers of the Council, members of the Board of Directors and Board Development Committee members.
- C. National Council. Provide to the membership, 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. Board Development. 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 of Directors annual self-assessment materials.
- E. Orientation for New Members. Conduct board orientation and board development training sessions as needed and/or as directed by the Board of Directors.

Section 4. Quorum

The quorum for meetings of the Board Development Committee shall be a majority of the 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 proceedings.

Section 5. Removal

Any member of the Board Development Committee may be removed with or without cause, at any meeting of the Board, by a majority vote of the members of the Board of Directors then serving.

ARTICLE VII – OFFICERS

Section 1. Elected Officers

The elected officers 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. Election. The Officers of the Council shall be elected as a group in accordance with Article IV of these Bylaws for a term of three (3) years or until their successors are elected and assume office.
- B. Terms. Terms of office shall begin at the close of the Annual Meeting at which elections are held.
- C. Term Limit. No individual shall serve more than two (2) consecutive terms in any one or combination of offices, except that an individual shall be eligible to serve two (2) 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. Office Held. No individual shall hold more than one office at a time.

Section 3. Vacancy in Office

- A. In the event of a vacancy in the office of Chair of the Board of Directors, the vacancy shall be filled by the First Vice-Chair of the Board of Directors for the remainder of the term.
- B. In the event of a vacancy in both the Chair of the Board of Directors and First Vice-Chair, the Second Vice-Chair shall fill the position of Chair of the Board of Directors for the remainder of the unexpired term.

Section 4. Ex Officio Officer

- A. CEO. 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 corporation without vote.

Section 5. Duties of Officers

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

- A. The Chair of the Board of Directors shall:
 - i. be the principal officer of the corporation;
 - ii. preside at all meetings of the Council, the Board of Directors, and the Executive Committee;
 - iii. assure support by the Board of Directors for the Council’s strategic direction and appropriate oversight of performance;
 - iv. report to the Council and the Board of Directors as to the conduct and management of the affairs of the corporation; and
 - v. serve as an ex officio member of all committees except the Board Development Committee.

- B. The First Vice-Chair of the Board of Directors 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 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 of Directors 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.

- D. The Secretary of the Board of Directors 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 corporation and ensure its safekeeping.

- E. The Treasurer of the Board of Directors shall:
 - i. provide effective stewardship and oversight of the corporation's finances;
 - ii. execute directives of the Board of Directors
 - iii. serves on Finance and Audit Committees

- F. The CEO of the Council shall:
 - i. be responsible for providing advice and assistance to the Council, the Board of Directors, the Chair of the Board of Directors, other Officers and the committees;
 - ii. be responsible for administering the total operations of the Council;
 - iii. have such other powers and perform such other duties as may be provided by the Board of Directors through the Board Chair; and
 - iv. have the authority to employ and release all employed staff in accordance with policies adopted by the Board of Directors.

Section 6. Removal

An elected Officer may be removed, with or without cause, by a two-thirds (2/3) vote of the members of the Board of Directors then in office.

ARTICLE VIII – BOARD OF DIRECTORS

Section 1. Composition

The members of the Board of Directors shall consist of:

- A. the five (5) elected and one (1) ex officio Officer of the Council

- B. Sixteen (16) adult Directors-at-Large

- C. At least one (1) and no more than three (3) girl members, at least 14 years of age, who shall serve as Associate Directors for a term of one year without vote

- D. The Chair of the Board Development Committee, if not otherwise elected to the Board of Directors, shall serve as a member of the Board of Directors.

Section 2. Terms of Office

- A. Election. The Directors-at-Large shall be elected in accordance with Article IV of these Bylaws for a term of three (3) years or until their successors are elected and assume office.
- B. Terms. Terms of office shall begin at the close of the meeting at which elections are held.
- C. Staggered Terms. The terms of office of one third (1/3) of the Directors-at-Large shall expire at each Annual Meeting of the Council.
- D. Term Limit. No member shall serve more than two (2) consecutive terms as Director-at-Large. No member shall serve more than two (2) consecutive terms as Associate Director.

Section 3. Vacancies

A vacancy occurring in a position of Director-at-Large or Associate Director shall be filled 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 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 applicable regulations;
 - iv. the federal government in matters relating to legislation and regulation affecting not-for-profit, non-stock corporations

Section 5. Regular Meetings

- A. Scheduling. The Board of Directors shall hold at least four (4) regular meetings a year at such time and place as the Board of Directors may determine.
- B. Notice. Notice of the date, time, and place of each Board meeting shall be given personally or mailed to each member of the Board of Directors at least five (5) days prior to the meeting and shall be deemed to have been received when delivered or sent.
- C. Quorum: A majority of the board of Directors then in office, present in person or linked by telecommunication or by other means such that all members participating in the meeting are able to hear one another and participate in proceedings, shall constitute a quorum in the transaction of business; however, a majority of said quorum must consist of those present in person.
- D. Voting
 - i. Each voting member of the Board of Directors shall be entitled to one (1) vote.
 - ii. No member 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 of those present.
 - 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 of Directors and shall be called by the Chair of the Board of Directors upon written request of at least ten (10) members.
- B. Notice. Notice of the date, time, place and specific purpose of the meeting shall be given personally or mailed to each member of the Board of Directors at least 24 hours prior to the meeting, provided that a mechanism for confirming receipt of the notice is part of the notification process selected by the Chair of the Board of Directors.
- C. Quorum: A majority of the members of the Board of Directors then in office, present in person or linked by telecommunication or by other means such that all members participating in the meeting are able to hear one another and participate in proceedings, shall constitute a quorum in the transaction of business.”
- D. Voting.
 - i. Each voting member of the Board of Directors shall be entitled to one (1) vote.
 - ii. No member 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

Any Board member may be removed with or without cause, at any meeting of the Board, by a majority vote of the members of the Board of Directors then serving.

Section 8. Girl Scouts of the U.S.A. Membership

All members of the Board of Directors must maintain membership in Girl Scouts of the U.S.A. during their term in office.

ARTICLE IX – EXECUTIVE COMMITTEE

Section 1. Composition

The Executive Committee shall consist of:

- A. the five (5) elected Officers of the Council currently serving;
- B. the Chair of the Board Development Committee, and
- C. the Chief Executive Officer who shall serve as an ex officio 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 of Directors except that the Executive Committee shall not:
 - i. adopt the budget;
 - ii. amend the bylaws
 - iii. take action which is contrary to, or a substantial departure from, the direction established by the Board of Directors, or which represents a major change in the affairs, business, or policy of the Council

- 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 written request of at least five (5) members of the Executive Committee.
- B. Notice. Notice of the date, time, and place of each meeting shall be given personally or mailed to each member of the Executive Committee at least five (5) days prior to the meeting and shall be deemed to have been received when delivered or sent.

Section 4. Quorum

The quorum for the Executive Committee shall consist of a majority of the members present in person or linked by telecommunication or by other means such that all members participating in the meeting are able to hear one another and participate in proceedings.

ARTICLE X – COMMITTEES OF THE BOARD

Section 1. Establishment

- A. Number and Type. The Board of Directors 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 of Directors.
- B. Duties and Authority. Standing committees, special committees, task groups and/or ad hoc committees shall have such name or names, powers, duties, and existence as may be determined from time to time by action of the Board of Directors.

Section 2. Appointment

- A. Standing Committees. The Chair of each standing committee shall be appointed by the Chair of the Board of Directors, from among the members of the Board of Directors, subject to the approval of the Board of Directors.
- B. Other Committees. Non-Board members may be appointed to chair other committees, task groups, or ad hoc committees and shall be appointed by the Chair of the Board of Directors, subject to the approval of the Board of Directors.
- C. Committee Members. Members of any committee or task group shall be appointed by the Chair of the Board in consultation with the Chair of the respective committee, task group or ad hoc committee, subject to the approval of the Board of Directors.
- D. Board Members on Committees. At least two (2) members of any committee or task group shall be members of the Board of Directors.
- E. Term. Appointments to committees and task groups shall be for a term of one (1) year unless a different term is specified by the Board of Directors at the time of appointment.
- F. Vacancies. Vacancies in any committee, task group or ad hoc committee shall be filled by the Chair of the Board in accordance with Section 2. A., B. or C. of this Article.

Section 3. Quorum

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

ARTICLE XI – 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 Council at the time of election and throughout the term of service.

Section 2. Election

The Delegates and Alternates 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 IV of these bylaws 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 3. Term

Terms of office shall begin at the close of the meeting at which elections are held.

Section 4. Vacancies

The Board of Directors or Executive Committee 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 among the eligible members of the Council.

ARTICLE XII – FINANCIAL/LEGAL

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 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.

Section 5. Bonding

All persons having access to or responsibility for the handling of monies and securities of the Council shall be bonded as provided by resolution of 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 total budgetary appropriations 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. Audit

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.

Section 11. Assets and Earnings

No assets or earnings shall accrue for the benefit of any person.

Section 12. Dissolution

In the event of 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 inclusion of the jurisdiction of the dissolved Girl Scout Council in the jurisdiction of another Girl Scout Council.

Section 13. Legal Counsel

Independent legal counsel shall be retained by the Council and consulted as needed to:

- A. ensure compliance with federal and State requirements;
- B. review and advise on legal instruments the Council executes such as leases, contracts, property purchases or sale; and
- C. review and advise on official statements developed for the press and media.

ARTICLE XIII – INDEMNIFICATION

The Council shall indemnify 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 XIV – PARLIAMENTARY AUTHORITY

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

ARTICLE XV – AMENDMENTS

These bylaws may be amended by a two-thirds vote of those present in person at a meeting of the Council, provided that the proposed amendments shall have been included with the notice of the meeting.

Reviewed and adopted by the Council Realignment Committee April 4, 2009.

Amended by the Council Realignment Committee June 22, 2009.

Amended by the Council Realignment Committee July 11, 2009.

Amended at the GSNI Annual Meeting on April 16, 2011.

Amended at the GSNI Annual Meeting on April 26, 2014.

Amended at the GSNI Annual Meeting on April 25, 2015.

Amended at the GSNI Annual Meeting on April 24, 2016