



BYLAWS

Girl Scouts of Eastern Oklahoma, Inc.

*Amended: November 7, 2009; November 13, 2010;
November 19, 2011; April 27, 2013; April 30, 2016;
April 29, 2017*

ARTICLE I - THE COUNCIL

1. Corporation. The name of this corporation is Girl Scouts of Eastern Oklahoma, Inc. and referred to herein as the "Council".
2. Membership. Members of the Council must be members of the Girl Scout movement, fourteen (14) years of age or over, registered through the Council, including staff of the Council.
3. Responsibilities. The members of the Council shall:
 - a. elect the officers of the Council, the at-large members of the Board of Directors, the members of the Board Development Committee, and the delegates and persons to fill vacancies among delegates, should vacancies occur, to the National Council of Girl Scouts of the United States of America;
 - b. determine the general lines of direction for Girl Scouting locally by receiving and acting upon reports of the Board of Directors and by giving guidance to the Board of Directors;
 - c. amend the Articles of Incorporation and Bylaws;
 - d. take all other action requiring membership vote and conduct other such business as may from time to time come before the members;
 - e. receive the summary report of the financial operation of the Council referenced in Article XII, 10.
4. Annual Meeting. The Annual Meeting of the Council shall be held in April, at such a time and place as may be determined by the Board of Directors. Notice of the time, place and purpose of the meeting together

with the slate of nominees for all offices or positions to be filled pursuant to these Bylaws, shall be given verbally or by mail, hand delivery, facsimile transmission or other written means to each member of the Council not less than twenty-one (21) days before the meeting.

5. Special Meetings. Special meetings of the Council shall be called by the Chair of the Board of Directors upon written request of ten (10) members of the Board of Directors or twenty-five (25) percent of members of the Council for any purpose or purposes at any time. The purpose of such meeting shall be stated in the written request. No business shall be transacted except that for which the meeting has been called. Notice of the time, place, and purpose of the meeting shall be given verbally or by mail, hand delivery, facsimile transmission or other written means to each member of the Council not less than ten (10) days before the meeting.
6. Quorum. The quorum for the annual meeting shall be 100 members present in person, provided that the majority of the Council's Service Units are represented by at least one member.
7. Voting Procedures. Each member of the Council present in person shall be entitled to one (1) vote. Elections shall be by ballot in contested elections and may be by voice or other means in uncontested elections, and a plurality of votes cast shall elect. All other matters before the Council shall be determined by a majority vote of the members of the Council present in person and voting unless otherwise provided by law or these Bylaws.

ARTICLE II - BOARD DEVELOPMENT COMMITTEE

1. Composition. There shall be a Board Development Committee of the Council of nine (9) members, three (3) of whom shall

be members of the Board of Directors, and six (6) of whom shall be non-Board members. The President and CEO shall serve ex-officio, without a vote.

2. Method of Election, Term, Vacancies. Members of the Committee shall be elected by the members of the Council for a term of two (2) years, or until their successors are elected, and shall serve no more than two (2) consecutive terms. A member shall not be eligible again for Board Development Committee membership until after the lapse of one (1) year.
 - a. The term of office shall begin at the conclusion of the Annual Meeting at which elections are held. Four (4) members of the committee will be elected in the even numbered years and five (5) shall be elected in the odd numbered years. The Board of Directors shall have power to fill vacancies in the Committee until the next Annual Meeting of the Council.
3. Selection and Term of Chair. The Chair of the Committee shall be appointed by the Chair of the Board of Directors for a period of one (1) year and may serve as Chair for two (2) years. A Committee member shall have served at least one (1) year on the Committee to be eligible for the chair position. The chair, if not already elected to the Board of Directors, shall be ex-officio a member of the Board of Directors. A vacancy in the office of chair shall be filled by the Committee for the remainder of the unexpired term.
4. Quorum. Five (5) of the members of the Committee must participate, either in person or by other means, to constitute a quorum for the transaction of business.
5. Responsibilities. The Committee shall present to the membership of the Council at the Annual Meeting a single slate of nominees for: (a) officers of the Council; (b) at-large members of the Board of

Directors; and (c) members of the Board Development Committee. At the Annual Meeting of the Council held in the year of the regular meeting of the National Council of Girl Scouts of the United States of America, the Committee shall present to the membership of the Council a single slate of nominees for delegates and alternate delegates to the National Council. In addition, the Committee is responsible for board orientation, board development, and board evaluation in partnership with the Board.

6. Nominations from the Floor. Nominations for any office may be made from the floor provided that the eligibility of the individuals so nominated has been established and their written consent secured and submitted to the Chair of the Board of Directors seven (7) calendar days before such meeting.
7. Unanimous Consent. The Board Development Committee shall have the discretion between committee meetings to take action by unanimous written consent signed by an original facsimile or electronic signature.

ARTICLE III - PARTIAL TERMS

A person who has served more than half a specific term in an office as that specific term is set forth in the 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 IV - OFFICERS

1. Number and Title. The officers of the Council shall be the Chair of the Board of Directors, the first, second, and third Vice Chairs; the Secretary; the Treasurer.
2. Ex-officio Officers
 - a. The President and Chief Executive Officer (CEO) shall serve at the

- pleasure of the Board of Directors as described in Article X, and shall serve ex-officio, without a vote.
- b. The Chief Financial Officer shall be appointed by the President and CEO to serve at her/his pleasure and shall serve ex-officio, without a vote.
3. Election, Term, Vacancies. The officers shall be elected by the members of the Council at its Annual Meeting, for a term of two (2) years or until their successors are elected, and shall serve for no more than two (2) consecutive terms in any one or more of these offices; except that regardless of the number of consecutive terms any person shall have served in any one or more of these offices other than that of the Chair of the Board of Directors, such a person shall be eligible to serve two (2) consecutive terms as the Chair of the Board of Directors. The Chair of the Board of Directors, the Secretary, and the Second Vice Chair shall be elected in odd-numbered years. The Treasurer, First Vice Chair, and Third Vice Chair shall be elected in even-numbered years. Terms shall commence at the end of the Annual Meeting. A vacancy among these offices, other than the Chair of the Board of Directors, shall be filled by the Board of Directors until the next Annual Meeting, at which time the vacancy shall be filled by election of the Council in the manner provided for elections in these Bylaws. In the event of a vacancy in the office of Chair of the Board of Directors occurring by death, resignation, permanent disability as determined by a majority vote of the Board of Directors, removal or otherwise, the Vice Chairs shall succeed to the office of the Chair of the Board in order of their rank.
4. Duties. The duties of the officers shall be as follows:
- a. The Chair of the Board of Directors shall be the Chief Corporate Officer of

- the Council and shall preside at all meetings of the Council, the Executive Committee, and the Board of Directors. The Chair of the Board of Directors shall be responsible for seeing that the lines of direction given by the members of the Council and the action of the Board are carried into effect and for reporting to the membership and the Board on the conduct and management of the affairs of the Council, and shall perform such other duties as are prescribed elsewhere in the Bylaws and as are usual to this office.
- b. The Vice Chairs, in order of their rank, shall perform the duties of the Chair of the Board of Directors in the event of the Chair of the Board of Director's temporary absence of disability and shall assist the Chair of the Board of Directors in such duties as the Chair of the Board of Directors shall assign.
 - c. The Secretary shall be responsible for seeing that the notices of meetings of the Council, the Executive Committee, and the Board of Directors are issued and shall see that minutes of such meetings are kept. The Secretary shall oversee the custody of Council books, records, and files, and shall exercise such other powers and perform such other duties as are usual to the office of the Secretary or as may be assigned by the Chair of the Board of Directors or Board of Directors. The Secretary shall also oversee the Seal of the Corporation and ensure its safekeeping.
 - d. The Treasurer shall be responsible for, among other things, monitoring the control, receipt, and custody of all assets of the Council; monitoring disbursements as authorized by the Board of Directors; reporting receipt, use, and disbursements of all assets of the Council; and preparing an annual

report for the Annual Meeting of the Council. The Treasurer shall exercise the powers and perform such other duties usually incident to the Office of the Treasurer, and shall exercise such other powers and perform such other duties as may be assigned by the Chair of the Board of Directors or Board of Directors.

ARTICLE V – BOARD OF DIRECTORS

1. Responsibilities. The corporate business and affairs of the Council shall be managed under the direction of the Board of Directors, except as may be otherwise provided in these Bylaws or the Articles of Incorporation.
2. Composition. The Board of Directors shall consist of the officers of the Council and twenty-two (22) Directors-at-Large. The Chair of the Board Development Committee, if not already elected to the Board of Directors, shall be ex-officio a Member of the Board.
3. Election and Term. The Directors-at-Large shall be elected by the members of the Council for a term of two (2) years or until their successors are elected and shall serve for no more than two (2) consecutive terms. The term of office of eleven (11) of the Directors-at-Large shall expire at the Annual Meeting of the Council in the even years of the election of the officers and the term of office of eleven (11) of the Directors-at-Large shall expire in the odd years. Regardless of the number of consecutive terms any person shall have served as a Director-at-Large, such person shall be eligible to be a member of the Board of Directors when serving as an officer or as Chair of the Board Development Committee. A person may not serve as a Director-at-Large of the Board for the one-year period immediately following the end of any term served by such person as an Officer of the Council.
4. Vacancies. Except as provided in Article IV, Section 3 of these Bylaws, vacancies in the Board of Directors occurring by death, resignation, creation of new directorships or otherwise, shall be filled until the next Annual Meeting of the Council by affirmative vote of a majority of the remaining Directors then in office, though less than a quorum, at any regular meeting of the Board of Directors or any special meeting called for that purpose.
5. Nonparticipating Board Members. Any Board member who is absent from three (3) consecutive entire Board meetings without explanatory correspondence to the Chair of the Board of Directors shall be considered to have resigned and, upon approval by a majority vote of the members present and voting at any regular meeting of the Board of Directors, shall be notified to this effect.
6. Removal. Any officer of the Council may be removed with or without cause by vote of two-thirds (2/3) of the total membership of the Board of Directors.
7. Regular Meeting. Regular meetings of the Board of Directors shall be held at such time and place as may be determined by the Board of Directors, except that the Board of Directors shall meet no less than three (3) times in each year in addition to the Annual Meeting. Notice of time, place, and purpose of the meeting shall be given verbally or by mail, hand delivery, facsimile transmission or other written means to each member of the Board of Directors not less than five (5) calendar days before the meeting. The Board of Directors may conduct meetings by video conference, teleconference, or other necessary means.
8. Special Meetings. 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 ten (10) members of the Board of Directors, at such place as determined

by the Board of Directors. The purpose of such meetings shall be stated with the request and no other business shall be transacted except that for which the meeting has been called.

- a. Notice of the time, place, and purpose of each special meeting of the Board of Directors shall be given personally or mailed to each member of the Board of Directors not less than five (5) days prior to such meeting.
9. Quorum. A majority of the members of the Board constitutes a quorum for the transaction of business.

ARTICLE VI – BOARD COMMITTEES

1. Establishment. The Board of Directors may establish standing committees, special committees and/or task groups, as it deems necessary. Such committees or task groups shall have such name or names, powers and duties, and terms as may be determined from time to time by action of the Board of Directors.
2. Composition and Appointment. The Chair of the Board of Directors shall appoint the chair and the members of committees with the approval of the Board of Directors.

ARTICLE VII – EXECUTIVE COMMITTEE

1. Composition. There shall be an Executive Committee which shall consist of the officers of the Council and two Directors-at-Large appointed by the Chair of the Board of Directors upon approval of the Board of Directors. The Chair of the Board of Directors shall be the chair of the Executive Committee. The President and CEO shall also serve ex-officio, without a vote.
2. Responsibilities. The Executive Committee shall have and may exercise the powers of the Board of Directors in the interim between meetings of the Board of

Directors, 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 of Directors, or at the Annual Meeting of the Council, or which represents a major change in the affairs, business, or policy of the Council. The Executive Committee shall submit to the Board of Directors reports on actions taken.

3. Meetings. Meetings of the Executive Committee shall be called by the Chair of the Board of Directors at such time and for such purpose, as the Chair of the Board of Directors deems necessary provided that each member is notified of the time, place, and purpose of the meeting with five (5) calendar days prior notice. The Executive Committee may conduct meetings by video conference, teleconference, or other necessary means.
4. Quorum. A majority of the members of the Executive Committee constitutes a quorum for the transaction of business.
5. Unanimous Consent. The Executive Committee shall have the discretion between Board meetings to take action by unanimous written consent signed by an original facsimile or electronic signature.

ARTICLE VIII – REGIONS

1. Geographic Subdivisions: The Board of Directors shall establish within the Council jurisdiction geographic subdivisions called Regions. Within the jurisdiction of each Region there will be operating subunits.
2. Members. Each member of the Girl Scout movement 14 years of age or over registered through the Council and residing or working in the geographic sub-division shall be a member of a Region.
3. Responsibility of Region. It shall be the responsibility of each Region to:

- a. advise on proposed plans, policies and other matters referred to the Region by the Board of Directors;
 - b. make recommendations to the Chair of the Board of Directors of the Council for the appointment of the Region Chair;
 - c. provide input to the strategic planning process as delegated by the Board of Directors;
 - d. perform such other duties as may be delegated by the Board of Directors.
4. Regular Meetings of the Region. Regular meetings of the Region shall be held at least one (1) time each year in the fall. Notice of the time, place, and purpose of the meeting (s) shall be given verbally or by mail, hand delivery, facsimile transmission or other written means to each member of the Region not less than ten (10) calendar days before the meeting.
 5. Special Meetings of the Region. Special meetings shall be called by the Region Chair, or at the request of the Board of Directors, or upon written request of ten (10) percent of the members of the Region. No business shall be transacted except that for which the meeting has been called. Notice of the time, place, and purpose of the meeting shall be given personally or by mail, hand delivery, facsimile transmission or other written means to each member of the Region not less than five (5) calendar days before the meeting.
 6. Appointment, Term, Vacancies of Region Chair. There shall be a Chair for each Region who shall be appointed by the Chair of the Board of Directors, subject to the approval of the Board of Directors. The Chair of the Board of Directors will solicit input from Operating subunit Teams, Region members and council staff. Appointment to the position of the Region Chair shall be approved at the next meeting of the Board of Directors following the

Annual Meeting of the Council in the even-numbered years. Vacancies shall be filled by the Board of Directors. The Region Chair shall be appointed for a term of two years, or until a successor is appointed, and shall serve for no more than two consecutive terms.

7. Duties of Region Chair. The Region Chair shall be a registered member of the Council and will also be a voting member of the Region. The Region Chair shall be responsible for (a) guiding the members of the Region in their responsibilities as set forth in Section 3 of this Article; (b) planning the agenda and presiding at Region meetings; (c) participating in the Council meetings; and (d) carrying out such other duties as may be delegated by the Board of Directors.

ARTICLE IX – REGIONAL ADVISORY COMMITTEES

1. Membership and Meetings. Each Region is permitted to establish a Regional Advisory Committee. Members of the Regional Advisory Committee shall be selected and appointed by the Chair of the Board of Directors, with input from the Region Chair and the President and Chief Executive Officer. The desirability of a Regional Advisory Committee and the number and composition of members on each Regional Advisory Committee may be determined from year to year based on the needs of the Council and of the Region. Meetings of the Regional Advisory Committees may be called and led by any individual selected by the Chair of the Board of Directors, with input from the Region Chair and the President and Chief Executive Officer.
2. Purposes. The purposes of the Regional Advisory Committees include, but are not limited to, (1) addressing issues within the Region and communicating such issues to the Board of Directors and the Council's

staff, (2) increasing the Council's presence and promoting the Council's purposes within the Region, and (3) working in conjunction with the Council's staff and the Board of Directors in identifying potential fund-raising sources and coordinating fund-raising efforts within the Region. The Regional Advisory Committees are based on the "Community Partners" concept that is recommended and endorsed by the Girl Scouts of the United States of America.

ARTICLE X – PRESIDENT AND CHIEF EXECUTIVE OFFICER

1. Appointment. The President and Chief Executive Officer shall be appointed by the Board of Directors on the recommendation of the Chair of the Board of Directors.
2. Responsibilities. The President and Chief Executive Officer shall be the chief administrator of the Council; shall be responsible for providing advice and assistance to the Council, the Board of Directors, the Chair of the Board of Directors and other officers, and committees; and shall be responsible for administering the total operations of the Council. The President and Chief Executive Officer shall have such other powers and perform such other duties as may be provided by the Board of Directors.

The President and Chief Executive Officer shall have the authority to employ and release all employed staff in accordance with policies adopted by the Board of Directors.

ARTICLE XI – 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 a year of the regular meeting of the

National Council. The Board of Directors, or the Chair of the Board of Directors in the absence of a meeting of the Board of Directors, shall fill delegate vacancies from among the persons elected to fill vacancies, which persons shall be elected at the same time and in the same manner as delegates. If there be no such persons, the Board of Directors, or the Chair of the Board of Directors in the absence of a meeting of the Board of Directors, shall have the power to fill vacancies among the delegates until the next meeting of the Council. Delegates shall be citizens of the United States of America; shall be elected from the registered members of the Girl Scout movement in the United States of America who are 14 years of age or over and shall serve for a term of three (3) years from the date of election, or until their successors are elected.

ARTICLE XII – FISCAL RESPONSIBILITY OF THE BOARD OF DIRECTORS

1. Fiscal Year. The fiscal year of the Council shall be October 1 – September 30.
2. Contributions. Any contributions, bequests, and gifts made to the Council shall be accepted or collected only as authorized by the Board of Directors.
3. Depositories. All funds of the Council shall be deposited to the credit of the Council under such conditions and in such banking institutions as shall be designated by the Board of Directors.
4. Approved Signatures. Approvals for signatures necessary on contracts, checks, orders for payment, receipt or deposit of money and access to securities of the Council shall be provided by resolution of the Board of Directors.
5. Bonding. All persons having access to or major responsibility for the handling of monies and securities of the Council shall be bonded as provided by annual resolution of the Board of Directors.

6. Budget. The annual budget of estimated income and expenditures shall be approved by the Board of Directors. No expenses shall be incurred in excess of budgetary appropriations without prior approval of the Board of Directors.
7. Contracts and Debts. Contracts may be entered into or debts incurred only as directed by resolution of the Board of Directors.
8. Audits. A certified public accountant or other independent public accountant shall be retained by the Board of Directors to make an annual examination of the financial accounts of the Council. A report of this examination shall be submitted annually to the Board of Directors and to Girl Scouts of the United States of America.
9. Property. Title to all property, with the exception of troop equipment, shall be held in the name of the Council.
10. Financial Reports. A summary report of the financial operation of the Council shall be made at least annually to the membership and to the public in such form as the Board of Directors shall prescribe.
11. Legal Counsel. Independent legal counsel should be retained by the Board of Directors to: (a) ensure compliance with federal and state requirements; (b) review and advise on any and all legal instruments the Council executes, such as leases, contracts, property purchases, or sale; (c) review and advise on any official statement developed for the media print, television or radio.
12. Investments. The Treasurer of the Council shall invest the funds of the Council in accordance with the direction of the Board of Directors, or any committee of the Board of Directors, appointed for such purpose.

13. 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 inclusion of the jurisdiction of the dissolved Girl Scout Council in the jurisdiction of another Girl Scout Council.

ARTICLE XIII – PARLIAMENTARY AUTHORITY

Robert’s Rules of Order, Newly Revised shall be the parliamentary authority governing the meetings of the Council, the Board of Directors, the Associations, the committees and task groups, subject to state laws, the Articles of Incorporation, and these Bylaws.

ARTICLE XIV – INDEMNIFICATION

The Council may, by action of the Board of Directors, indemnify, or agree to indemnify, any officer, director, or employee of the Council to the fullest extent permitted by the Oklahoma General Corporation Act, or any successor statute, as amended from time to time.

ARTICLE XV – AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) vote of the members of the Council present and voting at any meeting of the Council, provided, that the proposed amendment shall have been included in the notice of the meeting.

First Year Proviso

This proviso relates to the transition to Girl Scouts of Eastern Oklahoma, Inc., to direct the Board Development Committee in determining the staggered terms of the initial Board of Directors.

1. The term of the even numbered year elected first set of officers, directors at large and board development committee members shall be two years commencing June 1, 2008.

2. The odd numbered year elected officers, directors at large and board development committee members' terms shall commence June 1, 2008 and continue for one year, to 2009.