

**BYLAWS
GIRL SCOUTS OF EASTERN MASSACHUSETTS, INC.**

Version 6.0 – 03.24.2020

**ARTICLE 1
THE COUNCIL**

Section 1.01. Corporation.

The corporation shall be known as Girl Scouts of Eastern Massachusetts, Inc., referred to from time to time as "GSEMA" and herein as the "Council."

Section 1.02. Membership.

All adult volunteers and girls fourteen (14) years of age and over who are members of the Girl Scout Movement registered through the Council are eligible to be members of the Council.

The voting members of the Council shall consist of:

- 1.2.1 Regional Delegates (as defined in Article V);
- 1.2.2 Voting members of the Board of Directors (as provided in Article IV, Section 4.02)
- 1.2.3 Members of the Board Nominating and Development Committee ("BNDC") (as defined in Article II); and
- 1.2.4 National Council Delegates (as defined in Article VI).

The total number of voting members of the Council shall be no fewer than fifty-seven (57), and the number of Regional Delegates shall exceed the total number of voting members of the Board of Directors and members of the BNDC.

Section 1.03. Responsibilities.

The voting members of the Council shall:

- 1.3.1 Elect, as set forth in Article III, Section 3.01, of these Bylaws, the officers of the Council (except the Chief Executive Officer) and other officers as provided for in Article III, Section 3.02; the members-at-large of the Board of Directors; the members of the BNDC; and the National Council Delegates and alternate National Council Delegates;
- 1.3.2 Suggest 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;
- 1.3.3 Be authorized to amend the Articles of Incorporation of the Council and these Bylaws, except as stated in Article XI of these Bylaws;
- 1.3.4 Be authorized to take all other actions within the responsibilities of the members of the Council and requiring a vote of the members of the Council;
- 1.3.5 Conduct such other business as may from time to time come before the members.

Section 1.04. Annual Meeting.

A regular meeting of the Council, which shall be known as the Annual Meeting, shall be held in May

at such time and place as shall be determined by the Board of Directors. Notice of the time, place, and purpose of the Annual Meeting, together with the slate of nominees for all positions to be filled pursuant to these Bylaws, shall be communicated to each voting member of the Council not more than forty-five (45) and not less than thirty (30) days before the Annual Meeting.

Section 1.05. Special Meetings of the Council.

Special meetings of the Council may be called by the Chair of the Board at any time and shall be called by the Chair of the Board within fourteen (14) days of written request of two-thirds (2/3) of the members of the Board of Directors or of twenty percent (20%) of the voting members of the Council, provided that a majority of the regions are represented, for any legitimate business of the voting members of the Council. The purpose of such meetings 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 forwarded to each voting member of the Council not more than thirty (30) days and not less than ten (10) days before the meeting.

Section 1.06. Quorum (Council).

Thirty-five percent (35%) of the voting members of the Council shall be present (whether in person or by proxy) to constitute a quorum for the transaction of business, provided that a majority of the regions are represented.

Section 1.07. Voting Procedures: Proxies.

Each voting member of the Council shall be entitled to one (1) vote, no matter how many categories of members of the Council such voting member may represent. All matters shall be determined by a majority of the voting members represented at a meeting, at which a quorum is present, except as may be otherwise provided in these Bylaws or by applicable law. Members may vote either in person or by written proxy dated not more than ten (10) days before the meeting named therein, which proxies shall be filed before voted with the Clerk or other person responsible for recording the proceedings of the meeting. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote at any adjournment of the meeting but the proxy shall terminate after the final adjournment of such meeting. A proxy purporting to be executed by or on behalf of a member shall be deemed valid unless challenged at or prior to its exercise and the burden of proving invalidity shall rest on the challenger.

ARTICLE II: BOARD NOMINATING AND DEVELOPMENT COMMITTEE

Section 2.01. Composition.

The BNDC shall consist of nine (9) members, all of whom shall be elected by the voting members of the Council. Three (3) members of the BNDC shall be elected from among the members of the Board, and six (6) shall be non-board members.

Section 2.02. Elections. Terms. Vacancies.

Members of the BNDC shall be elected by the voting members of the Council for a term of three (3) years or until their successors are elected. Members of the BNDC completing two (2) full terms shall not be eligible again to serve on the BNDC until the expiration of one (1) full term. The term of office of one-third (1/3) of the members of the BNDC shall expire at each Annual Meeting of the Council. In the event of a vacancy, the Board of Directors shall fill unexpired terms until the next Annual Meeting.

The chair of the BNDC shall be appointed by the Chair of the Board of Directors from among the members of the BNDC for a term of one (1) year. The chair of the BNDC shall serve no more than three (3) terms as chair and shall not be eligible again to serve as chair of the BNDC until the expiration of one (1) term. A vacancy in the office of the chair of the BNDC shall be filled by appointment of the Chair of the Board of Directors for the remainder of the unexpired term.

Terms of office shall begin immediately following the Annual Meeting at which the elections are held.

Section 2.03. Quorum.

A majority of the members of the BNDC shall be present in person or by a telephone conference or other electronic conference means to constitute a quorum for the transaction of business, provided that the number of board members present does not exceed the number of non-board members.

Section 2.04. Responsibilities.

The BNDC shall present to the members of the Council at the Annual Meeting a single slate of nominees for openings in the following positions. The final slate requires approval by a majority of the BNDC before the slate can be presented to the voting members of the Council.

2.4.1 Officers of the Council, except with respect to the Chief Executive Officer;

2.4.2 Members-at-large and girl members of the Board of Directors;

2.4.3 Members of the BNDC;

2.4.4 National Council Delegates, at least one (1) of whom shall be a girl member.

2.4.5 Three (3) alternate National Council Delegates, at least one (1) of whom shall be a girl member, to fill vacancies among elected National Council Delegates should vacancies occur.

The BNDC shall undertake such other duties as may be assigned by the Chair of the Board of Directors.

ARTICLE III: OFFICERS

Section 3.01. Number and Title.

The officers of the Council shall be:

3.1.1 The President/Chair;

3.1.2 The first and second Vice Chairs;

3.1.3 The Secretary/Clerk;

3.1.4 The Treasurer;

3.1.5 The Chief Executive Officer, who shall serve on the Board without privilege of vote;

3.1.6 The immediate past President may serve as a member of the Board of Directors for one (1) year without privilege of vote.

Section 3.02. Other Officers.

The Council may have other officers and agents as may be deemed necessary by the Board of Directors. Their appointment, and/or method of election, duties and terms shall be determined by resolution of the Board of Directors.

Section 3.03. Elections, Terms, Vacancies.

At any given time, a person shall be eligible to hold one (1) and only one (1) position as an officer of the Council.

The officers, other than the Chief Executive Officer, shall be elected by the voting members of the Council for a term of three (3) years, or until their successors are elected. They shall serve for no more than two (2) terms. The exception is the President/Chair, who shall be eligible to serve two (2) full terms as Chair despite prior service on the Board. Officers shall not be eligible again as an officer or member-at-large until the expiration of three (3) years.

Terms of office shall begin at the close of the Annual Meeting at which elections are held. A vacancy in an officer position other than the Chair shall be filled by the Board of Directors until the next Annual Meeting of the Council. In the event of a permanent vacancy of the Chair, as determined by the Board of Directors, the Vice Chairs shall succeed in order of their rank until the next Annual Meeting.

The Chief Executive Officer shall be appointed by the Board of Directors to hold office at its pleasure and shall serve on the Board of Directors as an officer without vote.

Section 3.04. Duties.

The duties of the officers shall be as follows:

3.4.1 The President/Chair shall: a) be the chief corporate officer of the Council and shall preside at all meetings of the Council, the Board of Directors and the executive committee; b) be responsible for seeing that the lines of direction suggested by the members of the Council and the actions of the Board of Directors are carried into effect and for reporting to the members of the Council and to the Board of Directors on the conduct and management of the affairs of the Council; and c) be an ex-officio member of all committees and/or task forces established by the Board of Directors and shall perform such other duties as are assigned by the Board or prescribed elsewhere in these Bylaws. The Chair shall have all duties normally associated with the office of President.

3.4.2 The Vice Chairs in order of their rank shall: a) preside at meetings of the Council, the Board of Directors and the executive committee in the temporary absence or disability of the Chair; b) perform all other duties of the Chair until the return of the Chair but no longer; and c) have such other powers and perform such other duties as may be assigned by the Chair.

3.4.3 The Secretary/Clerk shall: a) be a resident of the Commonwealth of Massachusetts to qualify for said office; b) be responsible for seeing that notices of all meetings of the Council, the executive committee and the Board of Directors are issued and shall see that minutes of such meetings are kept; c) be responsible for the custody of corporate books, records and files; d) exercise the powers and perform such other duties usually incident to the office of secretary or clerk; and e) exercise such other powers or duties as may be assigned by the Chair or Board of Directors.

3.4.4 The Treasurer shall: a) be responsible for monitoring the receipt and custody of all monies of the Council and the disbursement thereof as authorized; keeping of accurate accounts of monies received and paid out; the execution of contracts or other instruments authorized by the Board; and for the preparation and issuance of financial statements and reports; b) serve ex-officio as chair of the finance committee and be an ex-officio member of the investment and audit committees if such committees shall be established by the Board of Directors; c) exercise the powers and perform such other duties usually incident to the office of treasurer; and d) exercise such other powers and perform such other duties as may be assigned by the Chair or Board of Directors.

3.4.5 The Chief Executive Officer (CEO) shall: a) be the chief executive officer of the Council; b) be responsible for providing advice and assistance to the Council, the Board of Directors, the

Chair and other officers, and the committees and task forces; c) be responsible for administering the total operations of the Council; d) have the authority to employ and release all employed staff in accordance with policies adopted by the Board of Directors; and e) have such other powers and perform such other duties as may be assigned by the Board of Directors. The CEO may be removed as an officer with or without cause by the Board of Directors.

Section 3.05. Removal of elected officers.

An elected officer may be removed, with or without cause, by a vote of two-thirds (2/3) of the total members of the Board of Directors. An officer may be removed for cause only after reasonable notice and opportunity to be heard before the Board of Directors.

ARTICLE IV: BOARD OF DIRECTORS

Section 4.01. Powers, Responsibilities and Accountabilities.

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.

The Board of Directors is accountable to:

- 4.1.1 The voting members of the Council in managing the affairs of the Council;
- 4.1.2 The Board of Directors of Girl Scouts of the United States of America ("GSUSA") for compliance with the charter requirements;
- 4.1.3 The Commonwealth of Massachusetts for adhering to state corporate and regulatory law and all communities in which the Council owns properties for adhering to local law; and
- 4.1.4 The federal government in matters relating to legislation and regulations affecting non-profit and non-stock organizations.

Section 4.02. Composition.

The Board of Directors shall have a maximum size of twenty-three (23) voting adults and four (4) girl members. Composition shall consist of:

- 4.2.1 The officers of the Council set forth in Article III, Section 3.01, and other officers as provided for in Article III, Section 3.02;
- 4.2.2 No fewer than twelve (12) and no more than eighteen (18) non-officer directors, who shall be herein referred to as members-at-large; and
- 4.2.3 Up to four (4) girl members elected from members of the Council, who shall serve without privilege of vote.
- 4.2.4 The chair of the BNDC, if not already a member of the Board of Directors, shall be an ex-officio member of the Board of Directors without privilege of vote.

Section 4.03. Elections, Terms, Vacancies

The members-at-large shall be elected by the voting members of the Council from among the persons nominated pursuant to Article II for a term of three (3) years or until their successors are elected. They shall serve for no more than two (2) consecutive terms and then shall not be eligible again to serve as a member-at-large until the expiration of one (1) full term. Notwithstanding this, however, members-at-large shall be eligible to move to an officer position and be subject to the term of that category of members of the Board. Terms of office shall begin immediately following the Annual Meeting at which

the elections are held. The term of office of one-third (1/3) of the members-at-large shall expire at each Annual Meeting of the Council.

The girl members of the Board shall be elected by the voting members of the Council from among the persons nominated pursuant to Article II for a term of one (1) year or until their successors are elected.

Section 4.04. Vacancies.

Except as provided in Article III, Section 3.03, of these Bylaws, vacancies in the Board of Directors occurring by death, resignation, creation of new directorship, or otherwise shall be filled according to the laws of the Commonwealth of Massachusetts and, unless state law conflicts, shall be filled until the next Annual Meeting of the Council by the affirmative vote of a majority of the remaining directors then in office, though less than a quorum, at any special meeting called for that purpose or at any regular meeting of the Board. The directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

Section 4.05. Removal of Directors.

A member-at-large may be removed as a director with or without cause by vote of a majority of the total members of the Board of Directors. The Board of Directors may remove a director for cause only after reasonable notice and opportunity to be heard before the Board of Directors.

Section 4.06. Regular Meetings.

The Board of Directors shall hold no fewer than four (4) regular meetings a year at such time and place as the Board shall direct. Notice of time, place and purpose of each meeting shall be provided to each director not less than ten (10) days before the meeting. The Annual Meeting shall be considered to be one of the meetings of the Board.

Section 4.07. Special Meetings.

Special meetings may be called by the Chair and shall be called upon written request of a majority of directors at any time. Said request shall state the purpose of the meeting. No business shall be transacted except that for which the meeting has been called.

Section 4.08. Notice of Special Meetings.

Notice of the time, place and purpose of each special meeting of the Board shall be provided to each director at least twenty-four (24) hours prior to such meeting. Notice shall be deemed to be duly given to a director if given to such director orally (including by telephone) or if such notice be delivered to such director in person, by mail or by electronic communication to such director's address as it appears upon the books of the Council or to the address last made known in writing to the Council by such director as the address to which such notices are to be given.

Section 4.09. Quorum.

A majority of the members of the Board shall be present in person or by telephone or other electronic conference means to constitute a quorum for the transaction of business, except as may be otherwise provided in these Bylaws.

ARTICLE V. REGIONAL DELEGATES

Section 5.01. Elections. Terms. Vacancies.

The Board of Directors shall, from time to time, establish geographic subdivisions within the Council's jurisdiction, which shall be known as and referred to herein as regions, to provide for participation by members of the Council in the policy activities and business of the Council.

Each region shall include all members of the Council (as defined in Section 1.02) residing or

serving within the geographic subdivision.

Each region shall be entitled to a minimum of eight (8) and a maximum of ten (10) Regional Delegates, at least one (1) but no more than two (2) of whom must be girl members, elected from among members of the Council residing in the region.

The total number of Regional Delegates shall be no fewer than thirty-two (32).

Regional Delegates shall be elected by plurality vote at a regular meeting of the Regional Delegates no less than three (3) months before the Annual Meeting.

Regional Delegates shall be elected for a term of three (3) years, or until a successor is elected. Regional Delegates may serve for no more than two (2) consecutive terms and shall not be eligible again for election as a Regional Delegate until a lapse of one (1) year.

Regional Delegates shall serve staggered terms arranged in such a manner that approximately one-third (1/3) of the Regional Delegates from each region are elected each year to serve a three (3) year term.

Should a vacancy occur in a Regional Delegate position, the Board of Directors, or the Chair in the absence of a meeting of the Board, shall fill Regional Delegate vacancies from among Council members (as defined in Section 1.02) until the next meeting of the Regional Delegates.

Section 5.02. Responsibilities.

The Regional Delegates shall:

5.2.1 Elect Regional Delegates as provided in Article V, Section 5.01;

5.2.2 Suggest general lines of direction for Girl Scouting within the jurisdiction of the Council by receiving and responding to reports and information from the Board of Directors;

5.2.3 Initiate and submit to the Board proposals directed toward the fostering and improvement of Girl Scouting within the Council;

5.2.4 Perform such other duties as may be delegated by the Board of Directors.

Section 5.03. Regular Meetings.

Regular meetings of the Regional Delegates shall be held at least once each year no less than three (3) months before the Annual Meeting at such time and place as may be determined by the Regional Delegates. Notice of the time, place, and purpose of the meeting, together with the slate of nominees for Regional Delegate positions to be filled pursuant to these Bylaws, shall be communicated to each Regional Delegate not less than ten (10) days before the meeting.

All members of the Council shall be entitled to attend the regular meetings of the Regional Delegates.

Section 5.04. Special Meetings.

Special meetings of the Regional Delegates may be called by the Chair of the Board at any time and shall be called by the Chair of the Board upon written request of twenty percent (20%) of the Regional Delegates, provided that a majority of the regions are represented. The purpose of the

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 communicated to each Regional Delegate not less than ten (10) days before the meeting.

Section 5.05. Quorum.

Thirty-five percent (35%) of the Regional Delegates shall be present (whether in person or by proxy) to constitute a quorum for the transaction of business, provided that a majority of the regions are represented.

ARTICLE VI: NATIONAL COUNCIL DELEGATES

Section 6.01. Election.

National Council Delegates and alternate National Council Delegates shall be elected by the members of the Council at the Annual Meeting held in the year of the regular session of the National Council of GSUSA, from among members of the Council. The number of National Council Delegates is determined by GSUSA. At least one (1) National Council Delegate and one (1) alternate National Council Delegate shall be a girl member. The BNDC also shall nominate a maximum of three (3) alternate adult National Council Delegates.

Section 6.02. Vacancies.

The Board of Directors, or the Chair in the absence of a meeting of the Board, shall fill National Council Delegate vacancies from those elected as alternate National Council Delegates. If there are no such persons, the Board of Directors, or the Chair in the absence of a meeting of the Board, shall fill vacancies from among Council members until the next meeting of the Council.

Section 6.03. Qualifications and Term.

Qualifications of National Council Delegates are established by Article IV of the Constitution of GSUSA and by the Board of Directors of GSUSA. Alternate National Council Delegates shall conform to the same set of qualifications. The term of each National Council Delegate and alternate National Council Delegate shall be three (3) years. The term shall begin from the date of their election or until their successors are elected.

ARTICLE VII: EXECUTIVE COMMITTEE

Section 7.01. Composition.

There shall be an executive committee, which shall consist of the elected officers of the Council, and two (2) members-at-large elected by the Board of Directors from among its members. The Chair of the Board of Directors shall be chair of the executive committee. The Chief Executive Officer shall serve in an advisory capacity without privilege of vote.

Section 7.02. Election.

Members-at-large shall be elected by the Board of Directors for a term of one (1) year or until successors are elected. Vacancies among the members-at-large shall be filled by the Board of Directors for the remainder of the unexpired term.

Section 7.03. Responsibilities.

The executive committee shall have and may exercise the powers of the Board in the interim between board meetings, except that the executive committee shall not have the power to adopt the budget. The executive committee shall submit reports on actions taken to the Board at the next scheduled board meeting.

Section 7.04. Meetings.

Meetings may be called by the Chair or upon written request of a majority of the members of the executive committee.

Section 7.05. Notice of Meetings.

Notice of time, place and purpose of the meeting shall be communicated to each member of the executive committee at least twenty-four (24) hours prior to such meeting by telephone or in person, by electronic mail, or by telecopier. The purpose of such meeting shall be stated in the communication, and no business shall be transacted except that for which the meeting has been called.

Section 7.06. Quorum.

A majority of the executive committee must be present in person or by telephone or electronic conference to constitute a quorum for the transaction of business.

ARTICLE VIII: BOARD COMMITTEES AND TASK FORCES

Section 8.01. Establishment.

The Board of Directors may establish such standing or special committees or task forces as it deems necessary. Such committees or task forces shall have such name or names, powers, duties and existence as may be determined by the Board.

Section 8.02. Appointment of Chair and Members.

The chair of such committees and task forces shall be appointed by the Chair of the Board of Directors. Committee or task force members shall be appointed by the Chair of the Board of Directors after consultation with the chair of the respective committee or task force.

Section 8.03. Delegated Authority; Removal.

Any committee to which the powers of the Board of Directors are delegated shall consist solely of directors. Except as otherwise provided herein, any committee member may be removed, with or without cause, by a majority of the body that selected or appointed such individual.

ARTICLE IX: MISCELLANEOUS

Section 9.01. Fiscal Year.

The fiscal year of the Council shall be October 1 to September 30, or such other period as established by the Board of Directors or the Commonwealth of Massachusetts.

Section 9.02. Partial Terms.

A person who has served more than one-half (1/2) of a specific term in a given office as determined in these Bylaws shall be considered to have served the equivalent of a full term for the purpose of determining eligibility to serve additional terms in that office or in another position.

Section 9.03. Contributions.

Any contributions, bequests, grants or gifts made to the Council shall be accepted or collected as authorized by the Board of Directors under guidelines established from time to time by the Board.

Section 9.04. Depositories.

All funds of the Council shall be deposited to the credit of the Council under such conditions and in such banks as shall be designated by the Board of Directors.

Section 9.05. Approved Signatures.

Approvals for signatures necessary on contracts, on checks and on orders for the payment, receipt or

deposit of money and necessary for access to securities of the Council shall be provided by resolution adopted from time to time by the Board of Directors.

Section 9.06. 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 resolution of the Board of Directors.

Section 9.07. Indemnification of Directors, Officers, Employees and Other Agents.

9.7.1 Right to Indemnify. The Council shall indemnify and reimburse out of the corporate funds any person (or the personal representative of any person) who at any time serves or shall have served as a director, officer, employee or other agent of the Council, or who serves or shall have served at its request as a director, officer, employee or other agent of another organization in which it has an interest, whether or not in office at the time, against and for any and all claims and liabilities to which he or she may be or become subject by reason of such service, and against and for any and all expenses necessarily incurred in connection with the defense or reasonable settlement of any legal or administrative proceeding to which he or she is made a party by reason of such service, except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Council. In effecting such indemnity and reimbursement, the Council may enter into such agreements and direct the officers of the Council to make such payment or payments and take such other action (including employment of counsel to defend against such claims and liabilities) as may in its judgment be reasonably necessary or desirable. Such indemnification or reimbursement shall not be deemed to exclude any other rights or privileges to which such person may be entitled.

9.7.2 Indemnification in Advance of Final Disposition of Action. Indemnification to the persons specified in Section 9.1 may include payment by the Council of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under these Bylaws or under Section 6 of Chapter 180 of the General Laws of Massachusetts, as the same may be amended ("Chapter 180") and upon receipt of a written affirmation of his or her good faith belief that he or she has met the relevant standard of conduct described in Section 9.1 of this Article and under Section 6 of Chapter 180.

9.7.3 Insurance. The Council shall have authority to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or other agent of the Council, or is or was serving at the request of the Council as a director, officer, employee or other agent of another organization in which it has an interest, against any liability incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Council would have the power to indemnify him or her against such liability.

Section 9.08. Conflicts of Interest.

The Board shall maintain a policy regarding conflicts of interest, which shall require that each Director sign a document indicating any conflict and/or potential conflict with such Director's service on the Board. The executive committee shall be the point of resolution of any conflict or potential conflict of interest. The Conflict of Interest Policy shall be reviewed annually.

Section 9.09. Budget.

The annual budget of estimated income and expenditures shall be approved by the Board of Directors.

Section 9.10. Audits and Financial Reporting.

A certified 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 all examinations shall be submitted to the Board of Directors and to GSUSA.

A summary report of the financial operations of the Council shall be made at least annually to the members of the Council and to the public in such form as the Board of Directors shall prescribe.

Section 9.11. Investments.

Investments shall be monitored by the Board of Directors in accordance with any committee and/or task force of the Board appointed for such purpose.

Section 9.12. Legal Counsel.

Independent legal counsel shall be retained by the Council to handle legal matters on behalf of the Council as necessary or advisable.

Section 9.13. Property.

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

Section 9.14. Manner of Acting.

When there is a quorum present and unless otherwise stated in these Bylaws, the voting procedure shall be by majority. If there is any contradiction, these Bylaws shall govern.

Section 9.15. Reasonable and Sufficient Notice.

Except as otherwise expressly provided in these Bylaws, it shall be reasonable and sufficient notice to a party to send notice of a meeting by mail, by electronic mail, or by telecopier, before the meeting addressed to such party at such party's usual or last known business or residence address given to the convening body in writing, or to give notice to such party in person or by telephone. Notice of a meeting need not be given to any party if a written waiver of notice, executed by the party before or after the meeting, is filed with the records of the meeting, or to any party who attends the meeting without protesting prior thereto or at its commencement the lack of notice. Neither notice of a meeting nor a waiver of notice need specify the purposes of the meeting unless otherwise required by law, these Bylaws, or the charter of the Council.

Section 9.16. Presence through Communications Equipment.

Unless otherwise provided by law, voting members of the Council may participate in a meeting of a convening body under these Bylaws by means of a conference telephone or similar communications equipment by means of which all persons participating in such meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 9.17. Removal.

Except as otherwise provided herein, any person serving in an elected or appointed position may be removed, with or without cause, by a majority of the body that selected or appointed such individual.

Section 9.18. Place.

Place may be a physical location or an electronic format by means of which all persons participating in such a meeting can hear each other at the same time, as determined by the Board of Directors.

ARTICLE X: PROPOSALS TO THE ANNUAL MEETING

Section 10.01. Proposals.

Proposals directed toward the fostering and improvement of Girl Scouting within the Council's jurisdiction which are to be acted upon by the members of the Council may be submitted to the

Secretary/Clerk by the Board of Directors or by the members of the Council.

Section 10.02. Proposal Submission.

Proposals shall be submitted according to the following procedures:

10.2.1 Proposals originated by the Board of Directors shall be sent to the Council members for consideration, together with the recommendations of the Board of Directors, and shall be sent with the notice of the Annual Meeting. Action shall be taken on such proposals at the next Annual Meeting.

10.2.2 Proposals originated by the members of the Council:

- (1) A minimum of twenty-five percent (25%) of the voting members of the Council shall be necessary to support sending a proposal to the Board of Directors for recommended inclusion on the agenda of the next Annual Meeting.
- (2) Such proposals shall be sent to the Board of Directors a minimum of four (4) months in advance of the Annual Meeting.
- (3) The Board of Directors shall determine whether such proposals relate to matters that should properly be acted upon by the members of the Council.
- (4) Proposals which the Board determines relate to matters which should properly be acted upon by the members of the Council shall be sent to the members of the Council for consideration prior to the Annual Meeting, together with the recommendation(s) of the Board of Directors and shall be sent to voting members of the Council with the notice of the Annual Meeting.
- (5) Action shall be taken on such proposals at the Annual Meeting.

Section 10.03. Nominations.

Nominations for any office of the Council may be made by written petition signed by ten (10) voting members of the Council. Such petition shall establish the nominee's eligibility, shall include written consent of the nominee to serve if elected, and shall be filed with the Secretary/Clerk of the Council in care of the Council at least seven (7) days prior to the Annual Meeting.

ARTICLE XI: AMENDMENTS

These Bylaws may be amended upon approval by:

1. Two-thirds (2/3) vote of the Board of Directors, provided that the amendment does not relate to (a) Article I, Section 1.02, or (b) the number of directors, the composition of the Board, the term of office of directors, or the method or way in which directors are elected or selected; or
2. The members of the Council by a two-thirds (2/3) vote of the votes cast, or by vote of a majority of all of the voting members of the Council. A vote on amending these Bylaws by the members of the Council must take place at a meeting of the members of the Council when a quorum is present in person or by a telephone conference or other electronic conference means and the meeting is properly noticed and constituted.