

Article I – Name

The corporation shall be known as the Girl Scouts of Western Ohio (the “Council” or “GSWO”).

Article II – Purpose

The purpose of GSWO shall be:

1. To further the development of the Girl Scout Movement in the United States;
2. To establish local responsibility for leadership, administration, and supervision of the Girl Scout Movement in GSWO’s jurisdiction; and
3. To develop, manage, and maintain Girl Scouting in accordance with the terms of GSWO’s charter granted by Girl Scouts of the USA (“GSUSA”), in accordance with the Blue Book of Basic Documents of GSUSA (“Blue Book”); and
4. To provide the Girl Scout experience to youth members, and to engage and support GSWO’s membership which includes all active youth members, adult members, and lifetime members who are registered in the Girl Scout movement through GSWO (the “Council Members”).

Article III – Voting Council

Section 1. Voting Council. GSWO’s Voting Council shall be comprised of Voting Members defined in Article III Section 2 and with the duties ascribed to it in Article IV.

Section 2. Members. The Members of the Voting Council of GSWO (“Voting Members”) shall be all active adult volunteers and all active youth members 14 years of age and older, who are registered in the Girl Scout Movement through GSWO at the time of a meeting or election announcement. An active adult volunteer is a member of Girl Scouts of the USA who has been appointed or elected, including current Directors and National Council Delegates and Alternates, to serve a specific volunteer position on behalf of GSWO.

Section 3. Voting. Each Voting Member shall be entitled to one vote at meetings of GSWO, and no Voting Member may vote in more than one capacity at GSWO meetings.

Article IV – Voting Council Responsibilities

person is a Voting Member and to maintain a record of any vote.
Attendance at a meeting in person revokes any prior proxy.

Section 5. Notice. Notice of the time, place and purpose shall be given no earlier than January 15 and no later than 30 days before the Annual Meeting and no more than 20 days and no later than 10 days before any specially called meeting of the Voting Council (“Special Meeting”).

Section 6. Majority Consent. Any action that may be authorized or taken at a meeting of the Voting Members may be authorized without a meeting by a majority written consent of the participating Voting Members pursuant to the Act.

Article VI – Board of Directors

Section 1. Members of the Board of Directors (“Directors”) shall be:

- A. Officers of GSWO;
- B. No less than eight Directors-at-large, reflecting the geographic and demographic diversity of GSWO;
- C. The Chair of the BDC (“BDC Chair”), ex-officio without vote, if not otherwise a Director;
- D. One or two girl members, 14 years of age or older, appointed by the elected Directors, ex-officio without vote;
- E. The immediate past Chair, ex-officio without vote; and
- F. The President and Chief Executive Officer of GSWO (“CEO”), ex-officio without vote or right to make motions.

Section 2. Terms of Directors:

- A. Officers – Officers of GSWO shall be elected for a term of two years or until their successors are elected and may serve for no more than two consecutive terms in the same position. After a lapse of one year, such Director shall again be eligible for election to that position. The Chair and Vice Chairs shall be elected in even-numbered years. The Treasurer and Secretary shall be elected in odd-numbered years.
- B. Directors-at-Large – Directors-at-large shall be elected for a term of three years or until their successors are elected and may serve for no more than two consecutive terms. After a lapse of one year, such Director may again be eligible for election as a Director-at-large.
- C. BDC Chair – the BDC Chair shall serve a one-year term.
- D. Girls – girl Directors shall serve a one-year term.

for which the quorum shall be a majority of the Directors entitled to vote remaining in office at that time.

- C. Notice of time, place, and purpose of any meeting shall be given to each Director at least five days prior to the opening of a regular meeting and at least 24 hours before the opening of a Special Meeting. A Director may at any time waive, in writing, notice of a meeting. By attending a meeting without protesting the lack of proper notice before or at the beginning of the meeting, a Director waives notice of the meeting.
- D. Attendance at any Board meeting may be in person or by any electronic means whereby each Director can hear each other Director and participation by such means shall constitute presence at such meeting.
- E. Any action that may be authorized or taken at a Board meeting may be authorized without a meeting by unanimous written consent of the Directors pursuant to the Act.
- F. Special Meetings:
 - a. Purpose: A Special Meeting is intended to provide the Board the opportunity to make necessary decisions in emergency, unplanned, or time sensitive cases where official action must be taken.
 - b. Process: may be called by the Chair and shall be called by the Chair upon written request of 40% of the then serving Directors. Special Meetings shall be held either electronically by Authorized Communication Equipment or at the same place in which regular meetings are held unless determined otherwise by the Board.

Section 5. Vacancies.

- A. Vacancies on the Board may occur through death, resignation, creation of new directorships, or otherwise.
- B. Absence, without prior notification to the Chair, of any Director entitled to vote from two regular Board meetings during any one-year period shall constitute a resignation and the Chair shall notify the Director of this fact and proceed with filling the vacancy. Failure to attend at least three out of six regular meetings with or without notice over a one-year period shall result in removal from the Board.
- C. Any Director may be removed, with or without cause, by a 2/3 vote of the Voting Members present and entitled to a vote at a meeting called for that purpose.
- D. Any Director may be removed, with cause, by a 2/3 vote of the Directors present and entitled to a vote at a meeting called for that purpose.

7. May appoint a professional parliamentarian as adviser and counselor for all GSWO meetings and may appoint a professional parliamentarian to advise and counsel, on request, officers, Board task groups, and committees; and
8. Shall have such other powers and perform such duties as may be assigned by the Board.

B. The Vice Chairs:

1. Shall preside, in the temporary absence or disability of the Chair and in the order of their rank, at meetings of GSWO and the Board; and
2. Shall have such other powers and perform such duties as may be assigned by the Chair or the Board.
3. May have the opportunity to prepare for and develop into a future Chair.

C. The Secretary shall:

1. See that notices of all meetings of GSWO, the Voting Council and the Board are given;
2. See that minutes of GSWO, the Voting Council and the Board are kept;
3. See that the corporate books, records, and files are accurate, maintained, and archived appropriately; and
4. Have such other powers and perform such duties as may be assigned by the Chair or the Board.

D. The Treasurer shall:

1. Assure effective governance of GSWO's financial planning, activities, and conditions;
2. Exercise the powers and perform the duties usually incidental to the office of treasurer; and
3. Have such other powers and perform such duties as may be assigned by the Chair or the Board.

E. The CEO shall:

1. Be GSWO's chief administrator, and consistent with the policies established by the Board of Directors and be deemed the President of GSWO for purposes of the Act;

4. Annually, for Directors-at-Large of the Board whose terms expire in that year, or the number of openings determined by the Board;
5. Annually, for the number of vacancies in Directors-at-Large that has occurred during the first or second year of any current three-year term, to complete the unexpired three-year term or the number of openings determined by the Board;
6. Annually, for the number of vacancies in BDC members that have occurred during the first or second year of any current three-year term, to complete the unexpired three-year term, any BDC members whose terms are expiring, or the number of openings determined by the Board; and
7. As required by the Blue Book or actions of the GSUSA National Council, for each triennium, for National Council Delegates and Alternates.

C. The list of nominees shall be recommended to and approved by the Board no later than the January meeting, for presentation to the Voting Members during the first quarter of the calendar year together with the procedures for the Annual Election.

D. The list of nominees to be presented by the BDC shall be included in the call of the Annual Election and Annual Meeting.

E. The BDC, in conjunction with the Board, shall develop:

1. Board orientation and education materials;
2. Board development materials;
3. Methods of identifying needed skills and talents for the Board and task groups;
4. Methods of succession planning for Directors-at-large, Board officers and BDC Members; and
5. Board annual self-assessment materials.

Section 3. Term. BDC Members shall be elected for three-year terms or until their successors are elected and may each serve two terms, or as appointed by the Board. After a lapse of one year, such person may again be eligible for election as a member of the BDC.

Section 4. Chair. The chair of the BDC (“BDC Chair”) shall be appointed by the Chair, in consultation with the Committee members, from among the members of the BDC, for a one-year term.

- Section 1. Delegates. National Council Delegates whom GSWO is entitled to elect to the National Council shall be elected at the Annual Meeting held within the year preceding the year of the regular meeting of the National Council or as directed by the Blue Book, for a term of three years or until their successors are elected.
- Section 2. Alternates. Persons to fill possible vacancies among the National Council Delegates to the National Council shall be elected at the same time and in the same manner as the National Council Delegates to the National Council.
- Section 3. Vacancies.
- A. Vacancies may occur through death, resignation, creation of new positions or otherwise.
- B. The Board or the Chair of the Council shall fill any vacancies among the National Council Delegates to the National Council from among the Alternates. If no Alternate is available, the Board, or the Chair of the Council, in the absence of a meeting or a written consent of the Board, shall fill the vacancies among the National Council Delegates to serve the unexpired term.
- Section 4. Eligibility. Each National Council Delegate shall be eligible according to the Blue Book and a Voting Member of GSWO or any other adult registered with the Girl Scout Movement through GSWO, who is in good standing with GSWO.

Article XI - Nominations, Terms of Office and Meetings

- Section 1. Nominations.
- A. Candidates for consideration for Directors-at-Large and Officers will be solicited from the BDC and from the Voting Members for the BDC to consider in preparing the slate for the Annual Election.
- B. Nominations for all offices and positions described in these Bylaws shall be made on a single slate by the BDC, as set forth in these Bylaws, and shall be published along with the process for electronic nomination.
- C. Except as otherwise provided herein, electronic nominations prior to the Annual Election period and subsequent to presentation of the slate prepared by the BDC must be received and vetted prior to the Annual Election period in accordance with the procedures adopted by the Board.
- D. Nominations from Voting Members shall be in order only if:
1. They are received at least 5 days prior to the opening of the Annual Election period in compliance with the procedures adopted by the Board,

- Section 2. **Contributions.** Guidelines for accepting contributions shall be established by the Board. Any contributions, bequests and gifts made to GSWO shall be accepted or collected as authorized by the gift acceptance policy of the Board or by Board action.
- Section 3. **Deposit of Funds.** All funds of GSWO shall be deposited to the credit of GSWO, under such conditions and in such banks as shall be designated by the Board.
- Section 4. **Signature Approval.** Approvals for signatures necessary on contracts, checks, and orders for the payment, receipt, or deposit of money and access to securities of GSWO shall be provided by resolution of the Board.
- Section 5. **Bonds.** All persons having access to major responsibility for the handling of monies and securities of GSWO shall be bonded; and the bond shall be purchased and paid for by GSWO.
- Section 6. **Budget.** The annual budget of estimated income and expenditures shall be approved by the Board in compliance with Board policies.
- Section 7. **Annual Audit.** A certified public accountant or other independent public accountant shall be retained by the Board to make an annual examination of the financial accounts of GSWO and a report of this examination shall be submitted to the Board and to GSUSA.
- Section 8. **Financial Report.** A summary report of the financial operations of GSWO shall be made at least annually to Council Members and to the public in such form as the Board shall approve.
- Section 9. **Investments.** The Board shall approve a GSWO investment policy and monitor performance to assure that investments are in compliance with stated policy. The Board may delegate the monitoring function to an investment task group.
- Section 10. **Legal Counsel.** Independent legal counsel retained by the CEO on behalf of the Council Members and Board shall:
- A. Ensure compliance with federal and state legal requirements;
 - B. Review and advise on legal instruments GSWO executes, such as leases and contracts, and real estate property purchases, sales, or leases; and
 - C. Review and advise on any item the Board or CEO deems necessary, in all cases subject to the Board Policy Manual.
- Section 11. **Audit Committee.** The Board shall appoint an audit committee to assure objective review of financial activities in compliance with Board policy and sound fiscal practices. This committee shall determine the scope of the

The Board shall establish the procedures for all meetings of GSWO and all meetings of the Voting Members within its jurisdiction that are not inconsistent with these Bylaws and any special rules of order adopted by the Voting Council.

Article XV – Dissolution

GSWO may be dissolved pursuant to the applicable provisions of the Act. Upon dissolution of GSWO, the Board shall, after paying or making provision for the payment of all the liabilities of GSWO, dispose of all assets of GSWO as provided in GSWO’s Articles of Incorporation.

Article XVI – Regulations

These Bylaws shall constitute the Code of Regulations of GSWO under the Act.

Article XVII – Amendments

Section 1. These Bylaws may be amended by a 2/3 vote of the Board, provided that:

- A. The proposed amendment(s) shall have been included in the notice of the meeting, and
- B. If the amendment(s) affect the powers reserved to the Voting Council, such amendment must be subsequently approved at any meeting of the Voting Council by a 2/3 vote of those present in person, electronically, or by proxy, provided that the proposed amendment shall have been included in the notice of the meeting.

Section 2: The Voting Council has the right to recommend amendments to the Bylaws to the Board, and the Board shall take such recommendations into consideration.

Section 3: Any amendment(s) to the Bylaws that are approved by the Board or the Voting Council shall be communicated to the Voting Council within 30 days of the meeting at which the amendment(s) were adopted.

The foregoing Bylaws were duly approved by the Voting Council and adopted by the Board of Directors of the Corporation effective as of the 2nd day of November 2024.

Signed by: Kimber L. Fender
Name: Kimber L. Fender
Title: Board Secretary

Reviewed by Attorney
Adopted Changes

