Bylaws

Approved by the Membership on April 22, 2021

GIRL SCOUTS–ARIZONA CACTUS-PINE COUNCIL, INC.
119 E Coronado Rd
Phoenix, AZ 85004-1512

Bylaws

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Bylaws

April 22, 2021

ARTICLE I. THE COUNCIL.

1. Corporation**.**

The Corporation shall be known as the "Council."

2. Membership.

The members of the Council shall be those persons residing within the geographic jurisdiction of the Council who are registered members in good standing of the Girl Scouts of the United States of America (GSUSA).

The Council shall be divided geographically into Governing Areas as determined by the Board of Directors. The members of a Governing Area shall consist of girl members, their leaders, and other adult members who reside within or who elect to affiliate with a given Governing Area.

3. Delegates: Election, Term and Vacancies.

(a) Official voting members of the Council shall be called voting members. The members entitled to elect voting members shall consist of adult volunteer members of each Governing Area, together with girl members within the Governing Area who are at least fourteen (14) years of age on September 30 of the year prior to the Annual Council Meeting.

(b) Each Governing Area shall elect two (2) voting members. There shall be one (1) additional voting member for every fifty (50) girl members above 100 girl members who affiliate with the Governing Area. In addition; each Governing Area shall elect at least two (2) alternate voting members.

(c) Voting member vacancies shall be filled from the elected alternates.

(d) Election of voting members and alternates shall be held at least sixty (60) days prior to the Annual Council Meeting. At least eight percent (8%) of the members eligible to vote must vote in the election in person or by electronic means from a Governing Area. The candidates who receive the highest number of votes within a Governing Area shall become the voting members.

(e) Each elected voting member shall serve for a term of one (1) year beginning at the close of the meeting at which the voting member is elected. Terms shall end when the voting member's successor is seated, or end sooner and automatically should the voting member fail to attend a regular annual or any special council meeting.

(f) In addition to elected voting members, all of the following shall automatically be Council voting members:

(1) The voting members of the Board of Directors.

(2) The girl members, fourteen (14) to eighteen (18) years of age, who serve on the Board of Directors as non-voting members.

(3) The members of the Board Development Committee who are not otherwise voting members of the Board of Directors.

(4) The Past Presidents and Chairs-of-the-Board of the Council.

(g) At least two-thirds (2/3) of the Council's voting members must be elected by the Governing Areas.

4. Responsibilities.

The voting members of the Council have the power and authority to:

(a) Elect the officers of the Council, the members-at-large of the Board of Directors, the non-voting girl members of the Board of Directors fourteen (14) to eighteen (18) years of age, the members of the Council Board Development Committee, and the National Council of GSUSA delegates and alternate delegates.

(b) Vote on amendments to the Articles of Incorporation and Bylaws and take all other action requiring a vote of the membership.

(c) Conduct such other business as may, from time to time, come before the voting members.

5. Annual Council Meeting.

The Annual Council Meeting shall be held in April of each year, or at such 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 delivered by mail, electronically, or personally to each voting member of the Council not more than forty-five (45) and not less than thirty (30) days before the meeting.

6. Special Meetings.

The Chair-of-the-Board shall call a special meeting of the Council within thirty (30) days of receiving a written request signed by two-thirds (2/3) of members of the Board of Directors or twenty-five percent (25%) of the voting members. Such special meetings may be for any purpose at any time after at least fourteen (14) days written or electronic notice is delivered by mail, electronically, or personally, to each voting member. The purpose of the special meeting shall be stated within the written request. No business shall be transacted except that for which the special meeting has been called.

7. Quorum.

At least twenty-five percent (25%) of the voting members of the Council shall be present in person to constitute a quorum for the transaction of business, provided that a majority of the Governing Areas shall have at least one (1) of their voting members present at each meeting. Each voting member present in person, or by other methods approved by the Board of Directors, shall be entitled to one (1) vote.

8. Nominations from the Floor.

Nominations of an eligible member may be made from the floor at the meeting of the Council provided that the eligible member's written consent is secured and submitted to the Chair-of-the-Board at least seventy-two

(72) hours prior to the election.

9. Voting Procedures.

Each voting member present in person, or by other methods approved by the Board of Directors, shall be entitled to one (1) vote.

(a) A plurality of votes cast shall elect.

(b) Elections shall be by written ballot when nominations are made from the floor.

(c) All other matters shall be determined by a majority of the voting members present, in person or by any other communication method approved by the Board and voting unless otherwise provided by law, the Articles of Incorporation, these Bylaws or by parliamentary authority as set forth in Article XI hereof.

ARTICLE II. BOARD DEVELOPMENT COMMITTEE.

1. Composition.

The Board Development Committee of the Council shall consist of nine (9) elected members, of whom a minimum of one (1) and a maximum of three (3) shall be Board members and two (2) may be girl members**.** In addition, the Chief Executive Officer of the Council shall serve as an advisory member without voting privileges.

2. Election, Term, and Vacancies.

Members of the Board Development Committee 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 be eligible for two (2) consecutive terms and shall not be eligible again for Board Development Committee membership until the Annual Council Meeting following the expiration of their term. Terms of office shall begin at the close of the Annual Council Meeting at which the elections are held. In the event of a mid-term vacancy on the Board Development Committee, the committee shall submit to the Board of Directors for approval the names of persons who shall serve until the next Annual Council Meeting.

3. Selection and Term of Chair.

The Chair-of-the-Board shall appoint the chair from among the elected committee members for a term of one (1) year. The chair of the committee shall serve for no more than two (2), one (1) year term(s) as chair during the individual's tenure as a committee member. To fill a vacancy the Chair-of-the-Board shall appoint a new chair from the elected committee members to fill the remainder of the unexpired term.

4. Quorum.

A majority of the committee shall be present in person, telephonically, or by any other communication method approved by the Board to constitute a quorum for the transaction of business. In addition, the majority of the quorum shall be non-Board members.

5. Responsibilities.

(a) The Committee shall present to the voting members at the Annual Council Meeting a single slate of nominees that maintains diverse geographic representation for:

(1) Officers of the Council.
(2) Members-at-large of the Board of Directors.

(3) A minimum of two (2) girl members fourteen (14) to eighteen (18) years of age, as non-voting members of the Board.

(4) Members of the Board Development Committee.

(5) Delegates and alternates to the National Council of GSUSA as needed.

(b) The Committee shall also:

(1) Recommend to the Board of Directors names of qualified persons to fill vacancies on the Board of Directors.

(2) Fill any National Council of GSUSA delegate vacancy from the slate of alternate nominees to fill those vacancies.

(3) Search year round for individuals who have the skills to further the work of the Council.

(4) Be responsible for recruiting new Board members.

(5) Be responsible for new Board members' orientation and ongoing Board training.

ARTICLE III. OFFICERS.

1. Composition.

The officers of the Council shall be the Chair-of-the-Board, the First and Second Vice Chairpersons, the Secretary, and the Treasurer.

2. Election, Term and Vacancies.

(a) The Chair-of-the-Board, the two (2) Vice Chairpersons, the Secretary and the Treasurer shall be elected by the voting members of the Council for a term of three (3) years each or until successors are elected.

(b) The Chair-of-the-Board may serve, as follows:

1. No more than three (3) consecutive terms as Chair-of-the-Board.

2. No more than eighteen (18) years in any combination of consecutive terms as a member-at-large and officer.

(c) The two Vice Chairpersons, the Secretary, and/or the Treasurer may serve, as follows:

1. No more than three (3) consecutive terms as an officer.

2. No more than three (3) terms in addition to terms as a member-at-large.

3. No more than eighteen (18) years in any combination of consecutive terms as a member-at-large and officer.

(d) No Vice Chairperson, Secretary and/or Treasurer having served eighteen (18) consecutive years, nor any Chair-of-the-Board having served eighteen (18) consecutive years, shall be eligible for re-election to the Board of Directors until the Annual Council Meeting following the expiration of their term.

(e) Term of office shall begin at the close of the Annual Council Meeting at which elections are held.

(f) A vacancy among the officers, other than that of the Chair-of-the-Board, shall be filled by the Board of Directors. Any such vacancy shall be filled by affirmative vote of a majority of the Board of Directors to serve until the next Annual Council Meeting. In the event of a permanent vacancy in the office of the Chair-of-the-Board, the Vice Chairpersons will succeed in order of rank until the next Annual Council Meeting.

3. Responsibilities.

(a) The Chair-of-the-Board shall:

1. 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.

2. Be responsive to the concerns of the members.

3. Report to the members and to the Board of Directors on the affairs of the Council.

4. Serve as an ex-officio member of all committees established by the Board of Directors.

5. Appoint a parliamentarian to advise the Board, if necessary.

6. Be responsible for the on-going performance evaluation of the Chief Executive Officer.

7. Have other duties as may be assigned by the Board of Directors or as prescribed elsewhere in the Bylaws.

(b) The Vice Chairpersons shall:

1. In order of their rank**,** preside at meetings of the Council and the Board of Directors in the temporary absence or disability of the Chair-of-the-Board.

2. Be responsible for such duties the Chair-of-the-Board or Board of Directors assigns specifically to each of the Vice Chairpersons.

3. Have other responsibilities and duties as assigned by the Chair-of-the-Board, Board of Directors, or as prescribed elsewhere in the Bylaws.

(c) The Secretary shall:

1. Ensure that notice(s) are issued for all meetings of the Council, the Board of Directors and the Executive Committee.

2. Ensure that minutes of such meetings are recorded and maintained.

3. Exercise the responsibilities and perform other such duties usually incidental to the office of Secretary.

4. Have other responsibilities and duties as assigned by the Chair-of-the-Board, Board of Directors, or as prescribed elsewhere in the Bylaws.

(d) The Treasurer shall:

1. Monitor the control, receipt, and custody of all assets of the Council.

2. Monitor disbursements as authorized by the Board of Directors.

3. Report receipt, use and disbursements of all assets of the Council.

4. Exercise the responsibilities and perform such other duties usually incidental to the office of Treasurer.

5. Be an ex-officio member of the Finance Committee.

6. Have other responsibilities and duties as assigned by the Chair-of-the-Board, Board of Directors, or as prescribed elsewhere in the Bylaws.

4. Removal.

An officer of the Council may be removed with or without cause by vote of at least two-thirds (2/3) of the total membership of the Board of Directors.

ARTICLE IV. BOARD OF DIRECTORS.

1. Composition.

The Board of Directors shall consist of the following individuals:

(a) The officers of the Council.

(b) A minimum of eighteen (18) and a maximum of twenty-five (25) members-at-large.

(c) A minimum of two (2) girl members, fourteen (14) to eighteen (18) years of age, in an advisory, non-voting capacity.

(d) The Chair of the Board Development Committee, if not otherwise elected to the Board of Directors, in an advisory, non-voting capacity.

(e) The Chief Executive Officer of the Council in an advisory, non-voting capacity.

2. Election, Term and Vacancies.

The members-at-large shall be elected by the voting members of the Council for a term of three (3) years, or until their successors are elected, and shall serve no more than three (3)consecutive terms. No member-at-large having served three (3) consecutive terms shall be eligible for re-election as a member-at-large until the Annual Council Meeting following the expiration of their term.

The non-voting girl members of the Board shall be elected by the voting members of the Council for a term of one (1) year, or until their successors are elected, and shall serve no more than four (4) consecutive terms.

Terms of office shall begin at the close of the Annual Council Meeting at which elections are held. The term of office of one-half (1/2) of the members-at-large shall expire at each Annual Council Meeting.
Regardless of the number of consecutive terms a person has served as a member-at-large, this person shall be eligible to serve as a member of the Board Development Committee.

Vacancies in the members-at-large shall be filled by affirmative vote of a majority of the Board of Directors from names submitted by the Board Development Committee to serve until the next Annual Council Meeting.

3. Responsibilities.

(a) The Board of Directors shall manage the affairs of the Council.
(b) The Board of Directors is accountable:

(i) To the Board of Directors of GSUSA for compliance with the charter requirements.

(ii) To the state of Arizona for adhering to the state's non-profit corporate law.

(iii) To the federal government in matters relating to federal statutes, regulations, and other laws affecting nonprofit organizations.
(c) The Board shall hire, supervise and release the Chief Executive Officer.

4. Attendance.

Any Board member who is absent from two (2) consecutive Board meetings without explanatory notification to the Chair-of-the-Board may be considered to have resigned and, upon approval by a majority vote of the members of the Board of Directors present in person, telephonically or by any other communication method approved by the Board and voting at any regular meeting of the Board of Directors, shall be notified to this effect.

5. Regular Meetings.

Regular meetings of the Board shall be held at such time and place as may be determined by the Board, except that the Board shall meet no less than five (5) times in each year. Notice of time, place, and purpose of the meeting shall be delivered by mail, electronically, or personally, to each director not less than seven (7) days before the meeting.

6. Special Meetings.

Special meetings may be called by the Chair-of-the-Board. Special meetings shall be called upon written request of twenty-five percent (25%) of the directors. The purpose of such special meeting shall be stated in the written request and no business shall be transacted except that for which the special meeting has been called. Notice of the time, place, and purpose of each special meeting of the Board shall be delivered by mail, electronically, or personally, to each director at least 24-hours prior to such meeting.

7. Quorum.

A majority of the members of the Board shall be present in person, telephonically or by any other communication method approved by the Board, to constitute a quorum for the transaction of business.

8. Removal.

Any member-at-large of the Council may be removed with or without cause by a vote of at least two-thirds (2/3) of the total membership of the Board of Directors.

ARTICLE V. CHIEF EXECUTIVE OFFICER

The Chief Executive Officer shall:

(a) Be responsible for providing advice and assistance to the Council, the Board of Directors, the Chair-of-the-Board and other officers, and the committees, in an advisory, non-voting capacity.

(b) Be responsible for administering the total operation of the Council.

(c) Have the authority to employ and release all employed staff in accordance with policies adopted by the Board of Directors.

ARTICLE VI. BOARD COMMITTEES.

1. Establishment.

The Board of Directors shall establish a Finance Committee and other such committees and/or task forces as it deems necessary. Such committees and/or task force shall have such names, responsibilities, and existence as may be determined by the Board of Directors. The quorum necessary for the transaction of business shall be a majority unless a different number is established as part of the charge to the committee and/or task force.

2. Appointment and Term of Chair.

The chair of each committee and/or task force of the Board shall be appointed by the Chair-of-the-Board, subject to the approval of the Board of Directors, for a term of up to two (2) years and shall serve for no more than three (3) consecutive terms. Appointment to the position of committee chair and/or task force chair should be made at the Board meeting immediately following the Annual Council Meeting or upon establishing the committee and/or task force, except that vacancies may be filled at any regular meeting of the Board.

3. Appointment and Term of Members.

Committee and/or task force members shall be appointed by the chair of the respective committee and/or task force and approved by the Chair-of-the-Board for a term of up to two (2) years, or until their respective successors are appointed.

ARTICLE VII. EXECUTIVE COMMITTEE.

1. Composition.

The Executive Committee shall consist of the officers of the Council, and four (4) members-at-large from the Board of Directors. The Chair-of-the-Board shall be the chair of the Executive Committee.

2. Election, Term and Vacancies of Members-at-Large.

The chair shall appoint four (4) members-at-large for a term of one (1) year, subject to approval by the Board of Directors. Any vacancies shall be filled in the same manner.

3. Quorum.

A majority of the members of the Executive Committee must be present in person, telephonically or by any other communication method provided by the Executive Committee, to constitute a quorum for the transaction of business

4. 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, nor take any action which is contrary to, or a substantial departure from, the direction established by the Board, or which represents a major change in the affairs, business or policy of the Council. The Executive Committee shall submit reports to the Board regarding Executive Committee action(s) taken for the Board's formal ratification.

5. Meetings.

Meetings of the Executive Committee shall be called by the chair. Notice of time, place, and purpose of the meeting shall be delivered by mail, electronically, or personally, to each member of the Executive Committee at least forty-eight (48) hours prior to such meeting.

ARTICLE VIII. NATIONAL COUNCIL DELEGATES.

The National Council Delegates are elected by the Delegates at a meeting in the calendar year preceding the National Council Session of GSUSA at a time to be determined by the Board Development Committee. When time does not allow for the Board Development Committee to convene, the chair of such committee, or, if the chair is unavailable, the Chair-of-the-Board shall fill vacancies among the delegates from the slate of alternate delegates elected to fill those vacancies. Delegates shall be citizens of the United States of America, who are at least fourteen (14) years of age on or before September 30 of the year prior to the National Council Session of GSUSA, members of GSUSA, and residents in the jurisdiction of the Council. The delegates shall be elected for a term of three (3) years beginning at the close of the meeting at which they are elected and ending when their successors are elected or immediately upon non-attendance at the National Council Session of GSUSA.

ARTICLE IX. PARTIAL TERMS.

A person who has served more than half a specific term in any elected position, 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 an elected position.

ARTICLE X. MISCELLANEOUS.

1. Fiscal Year.

   The fiscal year of the Council shall be October 1 to 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 banks as shall be designated by the Board of Directors.

4. Approved Signatures.

   Approvals for signatures necessary on contracts, checks, and orders for the payment, receipt, or deposit of money, and access to securities of the Council shall be provided by resolution of the Board of Directors in accordance with the Council's Financial Policy.

5. Budget.

   The annual budget of estimated income and expenditures shall be approved by the Board of Directors. No expense shall be incurred in excess of the total approved annual budget without prior approval of the Board of Directors.

6. 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 corporation. A report of all examinations shall be submitted to the Board and to GSUSA.

7. Legal Counsel.

   Independent legal counsel may be retained by the Council to:

   (a) Assure compliance with federal and state requirements.

   (b) Review and advise on legal matters pertaining to the Council, including but not limited to, litigation, real estate transactions, and other corporate needs.

(c) Review and advise on official statements developed for the press and media.

8. Property.

Title to all property shall be held in the name of the Council with the exception of equipment belonging to troops and/or service areas.

9. 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 a form approved by the Board of Directors.

10. Indemnification of Directors and Officers.

Indemnification shall be provided by the resolution of the Board of Directors to the full extent permitted by Arizona law.

11. Investment.

The Council shall have the right to retain all, or any part, of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to any class of investments by law, provided, however, that no action shall be taken by, or on behalf of, the Council if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 504 of the Internal Revenue Code and its regulations, as they now exist or as they may hereafter be amended.

12. Seal.

The corporate seal of the Council shall be circular in form with the name of the Council appearing around the border and the year of incorporation in the center thereof.

ARTICLE XI. PARLIAMENTARY AUTHORITY.

Subject to state law, the Articles of Incorporation, and these Bylaws, the parliamentary authority governing the meetings of the Council, Board of Directors, Governing Areas and all committees shall be Robert's Rules of Order, latest edition.

ARTICLE XII. AMENDMENTS.

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

Any amendment to these Bylaws becomes effective at the close of the Annual Council Meeting at which it was approved.

Girl Scouts–Arizona Cactus-Pine, Inc.
Amended/Revision History

DATE	REVISION HISTORY
April 1990	Major article changes
April 1994	Major article changes and clarification of wording
April 1997	Added Region Structure
April 2000	Council Name Change: Articles of Incorporation as well as Arizona Cactus Pine Girl Scout Council changed to Girl Scouts–Arizona Cactus-Pine Council, Inc.
April 2006	Significant legal review with word term changes
April 2009	Changed Articles of Incorporation and sections relating to governing areas, shared interest groups, Regional Representation and other misc. items.
April 2012	Major changes included fiscal year, title change and responsibilities of Nominating Committee to Board Development Committee, change President title to Chair and eliminated bonding requirement.
April 2015	Changes to Article IV - Extended term limits for members-at-large and girl non-voting members.
April 2016	Article I, Section 3(d) – Changed election period of voting members and alternates from 90 days to 60 days. Article II, Section 2 – Increased terms from 2 years to 3 years for Board Development Committee members. Article III, Section 2(a) – Increased terms from 2 years to 3 years for Council Officers Article III, Section 2©(3) and (d) – Increased term limits for the Council Officers, other than the Chair, from 12 to 18 years Article IV, Section 2 – Increased terms from 2 years to 3 years for board members-at-large and increased term limits to 9 years Article IV, Section 3 – the Board shall hire, supervise and release the Chief Executive Officer. Article V(d) - deleted

April 2021	Article VIII. National Council Delegates The National Council Delegates are elected by the Delegates at a meeting ~~at the GSACPC Annual Meeting~~ in the calendar year preceding the National Council Session of GSUSA at a time to be determined by the Board Development Committee. When time does not allow for the Board Development Committee to convene, the chair of such committee, or, if the chair is unavailable, the Chair-of-the-Board shall fill vacancies among the delegates from the slate of alternate delegates elected to fill those vacancies. Delegates shall be citizens of the United States of America, who are at least fourteen (14) years of age on or before September 30 of the year prior to the National Council Session of GSUSA ~~Annual Council Meeting~~, members of GSUSA, and residents in the jurisdiction of the Council. The delegates shall be elected for a term of three (3) years beginning at the close of the ~~Annual Council Meeting~~ meeting at which they are elected and ending when their successors are elected or immediately upon non-attendance at the National Council Session of GSUSA.