

## BYLAWS

### Girl Scouts of Northeastern New York, Inc.

#### ARTICLE I – THE CORPORATION

1. **Corporation.** The term “Council” used herein refers to Girl Scouts of Northeastern New York, Inc.
2. **Membership of the Council.** Only persons who are members of the Girl Scout movement, 16 years of age or over, registered through the Council are eligible to be members of the corporation. Members of the corporation, in meeting assembled, shall consist of:
  - a. delegates elected by service units, as provided for in Article VII; and
  - b. members of the Board and members of the Council's Nominating and Board Development Committee who are not otherwise members of the Council, all of whom shall be *ex-officio* members of the Council.

The total number of members should not be less than eighty-one. At least two-thirds of the members must be elected by service units. All members shall hold membership only for the term to which they have been elected and only for so long as they are registered through the Council.

3. **Member Responsibilities.** The members of the Council shall:
  - a. elect the (i) officers of the Council; (ii) the members-at-large of the Board; (iii) the members of the Council's Nominating and Board Development Committee; and (iv) delegates to the National Council of Girl Scouts of the United States of America;
  - b. determine general lines of direction for Girl Scouting within the jurisdiction of the Council by receiving and responding to reports and information from the Board;
  - c. adopt and, if necessary, amend the articles of incorporation and bylaws;
  - d. take any other action requiring membership vote;
  - e. conduct such other business as may, from time to time, come before the members; and
  - f. provide the Council prompt notice of any changes to their mailing address or email address.
4. **Regular Meetings of the Council.** Regular meetings of the members of the Council shall be held at such time and place as may be determined by the Board and shall be the annual meeting. During the year of 2008 this meeting will be held in October. In 2009, and all years thereafter, the annual meeting will be held in May. 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 personally, mailed or sent by electronic means to each member of the Council not more than 45 days and not less than 30 days before the meeting. Regular meetings of the Council shall be open to any persons registered with the Girl Scouts of the United States of America and residing within the geographic area of the Council.

5. **Special Meetings of the Council.** Special meetings of the Council shall be called by the Board chair, within 14 days, upon written request of two-thirds of the members of the Board or of 25 percent of the members of the Council, provided that at least a majority of the service units are represented for any purpose within the Council, at any time. 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 given personally or mailed to the member's address as it appears in the books of the Council, or to the electronic postal address, or fax number last made known in writing to the Council by the member. Notice must be given not less than 10 days before the meeting.

6. **Waiver of Notice.** The transactions of any meeting of members, either regular or special, however called or noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each person entitled to vote, who was not present in person or by proxy, signs a written waiver of notice or a consent to a holding of the meeting, or an approval of the minutes. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Attendance at a meeting shall also constitute a waiver of notice of that meeting, except when the member objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice.

7. **Quorum.** A quorum to transact business requires (i) the presence of ten percent of the members of the Council and (ii) the presence of elected delegates representing ten percent of the service units.

8. **Proxy voting.** Any voting member of the Council may submit a written proxy appointing the Presiding Officer (the Chair or other elected officer presiding at the meeting) as a person authorized to vote on such voting member's behalf at Council Meetings. The written proxy must instruct the Presiding Officer how to vote on issues coming before the Council, and the Presiding Officer shall vote in accordance with such instructions. A member represented by a valid proxy will count toward the quorum requirement for Council Meetings. At the conclusion of the Council Meeting, all proxies shall expire.

9. **Voting Procedures.** Each Council member present in person or represented by proxy shall be entitled to one vote. Elections shall be by ballot in contested elections and may be by voice or other means in uncontested elections; a plurality of votes cast shall elect. All other matters shall be determined by a majority vote of the members present in person and voting, unless otherwise provided by law or these bylaws or by parliamentary authority pursuant to Article X.

## ARTICLE II – BOARD OF DIRECTORS

1. **Powers, Responsibilities and Accountabilities.** The corporate business and affairs of the Council shall be governed by a board of directors (the "Board"), except as may be otherwise provided in these Bylaws or the articles of incorporation. The Board is accountable to the elected membership for governing the affairs of the Council, to the board of directors of GSUSA for compliance with the charter requirements, to New York State for adhering to state corporate law, and to the federal government in matters relating to legislation affecting nonprofit organizations.

2. **Composition.** The Board shall consist of:

a. *Elected officers.* The elected officers of the Council as determined under Article VI shall be members of the Board.

b. *Members-at-large.* The Board shall have the power to determine the number of members-at-large, but there shall never be fewer than eight nor greater than fourteen Board positions for members-at-large.

c. *The Chair of the Nominating and Board Development Committee.* If not otherwise elected to the Board, the chair of the Nominating and Board Development Committee shall be an *ex-officio* member of the Board.

3. **Eligibility for Board Membership.** As required by New York State law, all Board members must be at least 16 years of age. No person serving a third consecutive term on the Board shall be eligible for election as a member-at-large.
4. **Election and Term.** The members-at-large shall be elected by the members of the Council for a term of two years or until their successors are elected. The terms of office shall begin at the close of the October 2008 annual meeting, and thereafter October 1<sup>st</sup> following the May annual meeting, at which the elections are held. The term of office of approximately half of the members-at-large shall expire each October.
5. **Vacancies.** Vacancies in the Board occurring by death, resignation, the creation of new directorships, or otherwise, shall, unless provided for otherwise by the laws of the State of New York, be filled until the next annual meeting by a vote of the majority of the remaining directors then in office, though less than a quorum at any meeting of the Board called for that purpose.
6. **Regular Meetings of the Board.** Regular meetings of the Board shall be held at such time and place as may be determined by resolution of the Board, except that the Board shall meet no less than five times each year. Notice of the time, place, and purpose of the meeting shall be mailed or sent by electronic means to each Board member not less than fourteen days before the meeting.
7. **Special Meetings of the Board.** Special meetings may be called by the chair. Special meetings also shall be called by the chair upon written request of five Board members. The purpose of such meetings shall be stated with the request, and no business shall be transacted except that for which the meeting has been called. Notice of the time, place and purpose of a special meeting shall be sent to each member of the Board not less than twenty-four hours before the meeting. Notice will be deemed to have been given if transmitted by mail, e-mail, fax, or orally, including by telephone.
8. **Waiver of Notice.** The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each member of the Board not present signs a written waiver of notice or a consent to holding the meeting or approves the minutes. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any member of the Board who attends the meeting without protesting before or at its commencement about the lack of adequate notice.
9. **Quorum.** A majority of the members of the Board shall be present in person to constitute a quorum for the transaction of business.
10. **Electronic Participation in Meetings.** Any one or more members of the Board or any committee thereof may participate in a meeting of such Board or committee by means of a conference call, telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.
11. **Proxy Voting Prohibited.** So long as New York State prohibits proxy voting by members of a board of directors, no board member may vote at a board meeting or board subcommittee meeting by proxy.
12. **Voting Procedures.** Each Board member present in person shall be entitled to one vote. All votes may be by voice or, as determined by the Board, other means. All matters shall be determined by a majority vote of the members present in person and voting, unless otherwise provided by law or these bylaws or by parliamentary authority pursuant to Article X.
13. **Action Without a Meeting.** Any action that may be taken by the Board may be taken without a meeting if all members of the Board consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consent thereto by the members of the Board shall be filed with the minutes of the proceedings of the Board.

14. **Removal.** Any Board member who is absent from two consecutive Board meetings without explanatory correspondence sent to the chair shall be given notice that they have been absent from such meetings and a third unexplained absence may result in their removal from the Board. Any Board member who is absent from three consecutive Board meetings without explanatory correspondence sent to the chair shall, upon a majority vote of the members present and voting at a regular meeting of the Board, be deemed to have resigned and shall be notified to this effect. Any Board member may be removed, with or without cause, by a majority vote of the Board.

15. **Indemnification.** The Girl Scouts of Northeastern New York shall indemnify its directors and officers against judgments, fines, amounts paid in settlement and reasonable expenses and costs, including attorneys fees, in connection with any claim asserted against the director, officer and employees by action in court or otherwise, by reason of the fact that such person was a director or officer of the organization and acting in good faith for a purpose which such person reasonably believed to be in the best interest of the Council, and not unlawful.

16. **Fiscal Responsibilities of the Board.**

- a. Fiscal Year. The Board shall establish, and may change, the fiscal year of the Council.
- b. Contributions. Any contributions, bequests and gifts made to the Council shall be accepted or collected as authorized by resolution of the Board. Guidelines for accepting contributions must be established by the Board.
- c. 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.
- d. 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.
- e. Bonding. All persons having access to, or major responsibility for the handling of moneys and securities of the Council shall be bonded, as provided by resolution of the Board.
- f. Budget. The annual budget of estimated income and expenditures shall be approved by the Board. No expense shall be incurred in excess of the total budgetary appropriation without prior approval of the Board.
- g. Audits. 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 the Council. A report of all examinations shall be submitted to the Board and Girl Scouts of the United States of America.
- h. Financial Reports. A summary report of the financial operations of the Council shall be made at least annually to the membership and the public in such a form as the Board shall provide.
- i. Legal Counsel. Independent legal counsel should be retained by the Board to: (a) ensure compliance with federal and state requirements; (b) review and advise on any legal instrument the Council is to execute, including leases, contracts and property purchases or sales; and (c) review and advise on any official statements developed for print, television, radio, internet or other media.
- j. Investments. The Council shall have the right to retain all or any part of securities or property acquired by it and may invest and reinvest any funds held by it, according to the judgment of the Board, as reflected by the investment policies of the Council. However, no action shall be taken 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 504 of the Internal Revenue Code and its regulations, as they now exist or as they may hereafter be amended.

### ARTICLE III – EXECUTIVE COMMITTEE

1. **Purpose and Powers.** The Council shall have an executive committee (the "Executive Committee") that shall have, and may exercise, the powers of the Board between Board meetings, except that the Executive Committee shall not have the power to adopt the budget or take any action that is contrary to, or a substantial departure from, the direction established by the Board or that represents a major change in the affairs, business, or policy of the Council.
2. **Composition.** The Executive Committee shall consist of (i) the Council's elected officers, **and** (ii) the CEO, who shall serve without privilege of vote.
3. **Chair.** The chair of the Board will be the chair of the Executive Committee.
4. **Meetings.** Meetings of the Executive Committee shall be called by the chair. Notice of the time, place and purpose of meetings shall be sent to each member of the Executive Committee not less than twenty-four hours before the meeting by mail, e-mail, fax, or orally, including by telephone.
5. **Quorum.** A majority of members of the executive committee shall be present in person or by agreed upon electronic means, so as to constitute a quorum for the transaction of business.
6. **Reports.** The Executive Committee shall submit reports to the Board on any actions it takes.

### ARTICLE IV – NOMINATING AND BOARD DEVELOPMENT COMMITTEE

1. **Composition.** There shall be a Nominating and Board Development Committee of the Council of consisting of nine individuals. At least one-third of the members of the Nominating and Board Development Committee shall be members of the Board. To the extent not in conflict with such requirement, a majority of the members of the Nominating and Board Development Committee shall not be members of the Board.
2. **Eligibility for Nominating and Board Development Committee Membership.** Members of the Nominating and Board Development Committee shall not be eligible to be a member of the Nominating and Board Development Committee during the two years after such member stops serving on the committee.
3. **Election and Term.** Members of the Nominating and Board Development Committee shall be elected by the members of the Council for a term of two years or until their successors are elected. Four seats will begin their term in even years and five seats will begin their term in odd years. Terms of office for positions on the Nominating and Board Development Committee shall begin at the close of the October 2008 annual meeting, and thereafter October 1<sup>st</sup> following the May annual meeting at which the elections are held.
4. **Vacancies.** The Board shall have the power to fill vacancies arising between annual meetings of the Council.
5. **Chair of the Nominating and Board Development Committee.** The chair of the Nominating and Board Development Committee shall be appointed by the Board chair from among the members or nominees to the Nominating and Board Development Committee for a term of one year and may serve no more than two terms as chair. A vacancy in the office of the chair shall be filled by the Board chair for the remainder of the unexpired term.
6. **Quorum for the Nominating and Board Development Committee.** A majority of the members of the Nominating and Board Development Committee shall be present in person, or through agreed-upon electronic means, to constitute a quorum for the transaction of business; provided that the number of elected Board members does not exceed the number of non-Board members.

7. **Responsibilities of the Nominating and Board Development Committee.** The Nominating and Board Development Committee shall

- a. Present to the membership at the annual meeting of the Council a single slate of nominees for each of the following:
  - a. officers of the Council;
  - b. members-at-large of the Board;
  - c. members of the Nominating and Board Development Committee;

Nominations may be made from the floor at the annual meeting of the Council, provided the eligibility of the individuals so nominated has been established and is in accordance with these bylaws, and the written consent of such individuals has been secured and submitted, with their qualifications, at least seven days before the beginning of the meeting.

- b. Present to the membership of the Council a single slate of nominees for the following:
  - a. National Council Delegates (this slate to be nominated at a Council meeting occurring prior to the regular meeting of the National Council of Girl Scouts of the United States of America); and
  - b. persons to fill vacancies among National Council Delegates should vacancies occur.

Nominations may be made from the floor at the meeting of the Council, provided the eligibility of the individuals so nominated has been established and is in accordance with these bylaws, and the written consent of such individuals has been secured and submitted, with their qualifications, at least seven days before the beginning of the meeting.

- c. Present candidates to the Board of Directors to fill any vacancies that occur on the Board of Directors or the Nominating and Board Development Committee.
- d. Assure the orientation of new board members and the on-going continuing education program for all board members
- e. Oversee the process of the annual assessment of board performance

8. **Removal.** Any member of the Nominating and Board Development Committee who is absent from three consecutive meetings of the Nominating and Board Development Committee without explanatory correspondence sent to the Chair of the Nominating and Board Development Committee shall, upon a majority vote of the committee members present and voting at a regular meeting of the Nominating and Board Development Committee, be deemed to have resigned and shall be notified to this effect. Any Nominating and Board Development Committee member may be removed, with or without cause, by a majority vote of the Board.

## **ARTICLE V – OTHER BOARD COMMITTEES**

1. **Establishment.** The Board may establish standing committees, special committees, advisory committees, and task groups as it deems necessary.
2. **Composition and Appointment.** The Board chair shall appoint the chair and the members of committees with the approval of the Board.

## ARTICLE VI – OFFICERS

1. **Number and Title.** The elected officers of the Council shall be a chair; a first and second vice chair; secretary; assistant secretary; treasurer; assistant treasurer; and the Chief Executive Officer ("CEO") who shall serve *ex-officio*, without privilege of vote.

2. **Election, Term, and Vacancies of Officers.**

a. Elected officers other than the CEO shall be elected by the members of the Council for a term of two years or until their successors are elected. No such officer shall serve for more than three consecutive terms in any one or more of these offices, except that any person may serve two consecutive terms as chair.

b. In case of a permanent vacancy in the office of chair, the vice chairs will succeed in order of their rank for the remainder of the unexpired term. A vacancy among the other elected officers shall be filled by the Board until the next annual meeting.

a. Terms of office for elected officers shall begin at the close of the October 2008 annual meeting, and thereafter October 1<sup>st</sup> following the May annual meeting, at which elections are held.

b. Officers shall be elected so that there are always two groups of approximately equal size, with the term of each group ending in consecutive years. To achieve the required consecutive year terms, the initial Chair, Second Vice Chair, Treasurer and Assistant Secretary shall be elected for an initial term of two years, and the initial First Vice Chair, Secretary and Assistant Treasurer shall be elected for a term of one year. Officers elected after the initial terms shall be elected for a term of two years.

c. The CEO shall be appointed by the Board and shall hold office at its pleasure.

3. **Duties of Officers.** The duties of the officers shall be as follows:

c. *Chair of the Board.* The chair shall be the chief elected corporate officer of the Council. The chair shall (i) preside at meetings of the Council and of the Board; (ii) be responsible for seeing that directions given by Council or by the Board are effected; and (iii) report to the Council and to the Board on the conduct of the affairs of the Council. The chair shall be an *ex-officio* member of all committees and task groups established by the Board and shall perform such other duties as are assigned by the Board or prescribed by the bylaws.

d. *Chief Executive Officer.* The CEO shall be the chief executive officer of the Council. The CEO shall (i) provide advice and assistance to the Council, the Board, the chair and other officers, committees of the Board and task groups and (ii) manage the total operations of the Council. The CEO shall have the authority to employ and the authority to release all employed staff in accordance with policies adopted by the Board. The CEO also shall have such other powers and perform such other duties as may be provided by the Board.

e. *Vice Chairs of the Board.* The vice chairs shall have such powers and perform such duties as may be assigned by the chair. In the temporary absence or disability of the chair, the vice chairs in order of their rank shall preside at meetings of the Council and of the Board.

f. *Secretary.* The secretary shall (i) ensure proper notice of all Council meetings and all Board meetings is given and (ii) keep the minutes of such meetings. The secretary shall be responsible for the custody of the corporate books, records, and files and shall exercise the powers and perform the duties usually incidental to the office of secretary. The secretary also shall have such powers and perform such duties as may be assigned by the chair or the Board. In the temporary absence or disability of the chair and both vice chairs, the secretary shall preside at meetings of the Council and of the Board.

g. *Assistant Secretary*. The assistant secretary shall fulfill the duties of the secretary's position as requested by the Board chair.

h. *Treasurer*. The treasurer shall (i) monitor the control, receipt, and custody of all assets of the Council; (ii) monitor disbursements as authorized by the Board; (iii) report on the receipt, use, and disbursement of the Council's financial assets; and (iv) exercise the powers and perform the duties usually incidental to the office of treasurer. The treasurer also shall have such powers and perform such duties as may be assigned by the chair or Board. The treasurer shall be an *ex-officio* member of the finance committee, if such committee shall be established by the Board. In the temporary absence or disability of the chair, the vice chairs and the secretary, the treasurer shall preside at meetings of the Council and of the Board.

i. *Assistant Treasurer*. The assistant treasurer shall fulfill the duties of the treasurer's position as requested by the Board chair.

4. **Removal of Officers**. An elected officer may be removed, with or without cause, by a majority vote of the Board.

## ARTICLE VII – SERVICE UNIT DELEGATES

1. **Service Units**. The Board shall recognize geographic subdivisions known as service units, which will be established within the Council's jurisdiction. A review of the geographic subdivisions shall be made annually and changes in the geographic subdivisions may be made upon recommendation of the CEO, subject to approval of the board.

2. **Election and Term of Delegates and Alternate Delegates**. Upon the close of the second annual meeting of Girl Scouts of Northeastern New York, Inc.:

a. Each service unit shall be entitled to elect one delegate and one alternate for every 150 girl members, or partial increment thereof, up to a maximum of 5 delegates per service unit. Additionally each service unit shall be entitled to elect persons to fill vacancies for the unexpired term, should vacancies.

b. Delegates and alternates shall be elected each May for a term of two years beginning June 1.

c. Ten percent of those registered with the Girl Scouts of the United States of America, residing within the geographic area of the service unit, present and voting will be required to elect the delegate for that service unit.

3. **Eligibility to be a Delegate or Alternate Delegate**. A delegate may serve no more than three consecutive terms in office and no more than six consecutive years in office, after which such person may not serve as a delegate again until after a full two-year term has expired. There is no limit to the number of terms a person may serve as alternate delegate.

4. **Vacancies**. In the event a delegate becomes unable or unwilling to perform the duties of the position, then a vacancy shall occur and the service unit shall elect someone to fill the unexpired term of the vacating delegate. If an alternate delegate is elected to fill the position of a vacating delegate, the service unit shall elect a new alternate delegate.

5. **Delegate Meetings**.

a. *Regular Delegate Meetings*. Delegate meetings shall be held at least twice a year within a time cycle determined by the Board. Notice of regular delegate meetings shall be given personally or mailed to each delegate, alternate delegate, service unit manager, Board member and member of the Nominating and Board Development Committee at least ten days before the meeting. The notice shall state the time, place, and purpose of the meeting.

- b. Special Delegate Meetings. Special delegate meetings may be called by the first vice chair or by 25% of the delegates. Written notice of special delegate meetings shall be given personally or mailed to each delegate, alternate delegate, service unit manager, Board member, and member of the Nominating and Board Development Committee at least ten days before the meeting. The notice shall state the time, place, and purpose of the meeting, as well as the names of the person or persons calling such meeting. At special delegate meetings, no business shall be transacted except that for which the meeting has been called.
- c. Every delegate meeting shall be open to any person registered with the Girl Scouts of the United States of America and residing within the geographic area of the Council.

6. **Duties of Delegates.** Every delegate shall:

- a. Attend Council Meetings. Attend the annual meeting of the Council as a voting member.
- b. Attend Delegate Meetings. Delegates shall meet not less than twice per year to present to the Council the policy concerns of the service units.
- c. Attend Other Meetings. Attend meetings as provided for in these bylaws and as necessary to remain informed about local Girl Scout activities and concerns and policy issues of the Board.
- d. Communicate with Council members. Delegates shall communicate to the Board policy matters of concern to Girl Scouts residing in the geographic subdivision assigned to the delegate's service unit.
- e. Communicate with Service Units. After every delegate meeting, each delegate shall hold an informational meeting with the service unit electing such delegate. On an ongoing basis, each delegate shall communicate policy matters the Board is considering to persons registered with the Girl Scouts of the United States of America and residing in the geographic subdivision assigned to the delegate. In addition, the delegates shall meet with their service units as often as necessary to be prepared to vote at Council meetings.
- f. Represent. Represent the interests and concerns of the service unit electing such delegate.
- g. Advise. Advise on proposed plans, policies and other matters referred by the Board.
- h. Planning. Participate in the planning process as delegated by the Board.

7. **Duties of Alternates Delegates.** Every alternate delegate shall:

- a. Attend Meetings. Alternate delegates have a duty to attend all delegate meetings as a non-voting participant so that the alternate delegate will be fully informed in the event a delegate is unable to attend a meeting.
- b. Represent. Represent a delegate from time to time in the event the delegate is unable to attend a meeting due to illness, emergency, or other unforeseen event. When representing a delegate, the alternate delegate will have all the voting rights of the delegate represented.

8. **Removal.** Delegates may be removed, with or without cause, by majority vote of the Board of Directors.

### ARTICLE VIII – NATIONAL COUNCIL DELEGATES

- 1. **General.** The Council is entitled to elect persons ("National Council Delegates") to represent the Council at meetings of the National Council of Girl Scouts of the United States of America (the "National Council").

2. **Eligibility to be a National Council Delegate.** National Council Delegates (and persons nominated to fill vacancies in the National Council Delegate positions) shall be (i) citizens of the United States of America; (ii) active members of the Girl Scout movement in the United States of America; (iii) 16 years of age or over; and (iv) registered through the Council with Girl Scouts of the United States of America.
3. **Election.** At a time within one year of the regular meeting of the National Council, the membership shall elect National Council Delegates and persons to replace National Council Delegates in the event such delegates do not complete their terms.
4. **Term.** National Council Delegates shall serve for a term of three years from the date of their election or until their successors are elected.
5. **Vacancies.** The Board or, in the absence of a meeting of the Board, the Board chair shall fill delegate vacancies from among the persons elected to fill vacancies. If there be no such persons, the Board or, in the absence of a meeting of the Board, the Board chair shall have the power to appoint persons to fill vacancies and such appointed person will serve as a National Council Delegate until the next regular meeting of the Council.
6. **Removal.** Delegates may be removed, with or without cause, by majority vote of the Board of Directors.

#### **ARTICLE X – PARLIAMENTARY AUTHORITY**

The rules contained in Robert’s Rules of Order Newly Revised shall be the parliamentary authority governing the meetings of the Board, service units, and all committees, subject to the laws of the State of New York, the Council’s articles of incorporation, these bylaws, and any special rules of order adopted by the Council or the Board.

#### **ARTICLE XI – PARTIAL TERMS**

A person who has served in an elected or appointed office for more than half the specific term set forth in these bylaws shall be deemed to have served the full term for the purpose of determining eligibility to serve additional terms in that office or another position. A person who has served in an elected or appointed office for less than half the specific term set forth in these bylaws shall be deemed to have not served a full term for the purpose of determining eligibility to serve additional terms in that office or another position.

#### **ARTICLE XII – AMENDMENTS**

These bylaws may be amended by a two-thirds vote of the Council membership present and voting at any meeting of the Council, provided that the proposed amendment shall have been included in the notice of the meeting.

#### **ARTICLE XIII – DISSOLUTION**

In the event of the dissolution or final liquidation of the Council, then after all liabilities and obligations of the Council have been paid, satisfied, and discharged, or adequate provision made thereof, all remaining property and assets of the Council shall be either (1) distributed, conveyed, assigned, or transferred to one or more organizations that are chartered or licensed by Girl Scouts of the U.S.A. and organized and operated exclusively for educational or charitable purposes as contemplated by Section 501(c)(3) of the Internal Revenue Service Code of 1954 or (2) placed in trust with Girl Scouts of the U.S.A. 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.