GIRL SCOUTS - WESTERN OKLAHOMA, INC. BYLAWS

ARTICLE I

THE COUNCIL

1. CORPORATION. The name of the corporation shall be Girl Scouts-Western Oklahoma, Incorporated, hereinafter referred to as “council,” a not-for-profit corporation organized under the laws of the state of Oklahoma.

2. VOTING MEMBERS. Only persons who are members of Girl Scouts, 14 years of age and older, and registered through the council are eligible to be voting members of the council. Voting members of the council are

a. delegates elected by the service units in accordance with Section 3 of this article and b. members of the board of directors, hereinafter referred to as the board, and of the council board

development committee who are not otherwise members of the council, all of whom shall be voting, ex-

officio members of the council.

At least two-thirds of the voting members must be elected by the 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. ELECTION AND TERM OF DELEGATES. Each service unit shall be entitled to elect delegates and alternate delegates as voting members of the council and for unexpired term should vacancies occur. The number of delegates shall be based on the girl membership as of September 30 each year, according to a formula established and administered by the board. Every service unit shall be entitled to elect at least two delegates. Delegates shall be elected for a term of one year or until their successors are elected, whichever is later.

4. RESPONSIBILITIES. The voting members of the council shall have the following responsibilities:

a. electing the officers of the council, the members-at-large of the board, and the delegates and alternate delegate nominees to the National Council of Girl Scouts of the United States of America;

b. determining general lines of direction for Girl Scouting within the council’s jurisdiction by receiving

and responding to reports and information from the board;

c. amending the articles of incorporation and bylaws;

d. taking all other action requiring a membership vote; and

e. conducting other business as may come before the members.

5. ANNUAL MEETINGS. Annual meetings of the council shall be held within 120 days of the end of the fiscal year at such time and place as the board determines. The secretary shall cause notice of time, place, and purpose of the meeting to be given personally, mailed to the member’s address as it appears in the books of the council, or sent to the electronic postal address or fax number last made known in writing to the council by the member. Notice shall be sent at least thirty days before the meeting.

6. SPECIAL MEETINGS. Special meetings of the council shall be called by the president, within fourteen days, upon written request of two-thirds of the board members or twenty-five percent of the service units acting through their delegates. The purpose for requesting a special meeting

shall be stated in the written request. No business shall be transacted except that for which the meeting is called. The secretary shall cause notice of time, place, and purpose of the meeting to be given personally, mailed to the member’s address as it appears in the books of the council, or sent to the electronic postal address or fax number last made known in writing to the council by the member. Notice must be given at least ten days before the meeting.

7. QUORUM. Twenty-five percent of the council’s voting members shall be present to constitute a quorum for the transaction of business, provided that a majority of the service units shall have at least one elected delegate or alternate delegate present at each meeting.

8. VOTING PROCEDURES. Each voting council member as defined in Section 2 of this article who is present in person 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. Unless otherwise designated by law, these bylaws, or parliamentary authority, elections and all other matters shall be determined by a majority vote of the voting members of the council who are present. Voting by proxy is not permitted.

9. NOMINATIONS FROM THE FLOOR. Nominations for council office may be made from the floor at the regular council meeting, provided the nominee is qualified for office in accordance with these bylaws and the nominee’s resume and written consent have been submitted to the president and to the board development committee chair at least seventy-two hours prior to the commencement of the annual meeting.

10. ELECTRONIC PARTICIPATION. If authorized by the board in its sole discretion and subject to such guidelines and procedures as the board may adopt, delegates not physically present at a meeting may

a. participate in a meeting of members by means of remote communication, and

b. be deemed present in person and vote at a meeting of members whether the meeting is to be held at a designated place or solely by means of remote communication.

If the board authorizes participation and voting by means of remote communication, it shall

(1) implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a voting member of the council as defined by Section

2 of this article,

(2) implement reasonable measures to provide voting members reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the meeting concurrently with the proceedings, and

(3) assure that a record of a vote or other action is maintained by the council. ARTICLE II

BOARD DEVELOPMENT COMMITTEE

1. COMPOSITION. There shall be a board development committee of between five members and nine members. The third vice president is an ex officio, voting member of the committee and shall serve as its chair. Approximately one-third of the members shall be board members, and at least a majority of the members shall be non-board members.

2. METHOD OF ELECTION, TERMS, AND VACANCIES. Committee members shall be elected by the board shall serve until the council’s next annual meeting after their election, and shall serve no more than three consecutive terms. As vacancies occur, the board shall fill them for the remainder of a term.

3. VOTING. The committee shall transact its business with simple majority present or linked through telecommunication.

4. RESPONSIBILITIES OF THE BOARD DEVELOPMENT COMMITTEE. The committee’s responsibilities shall

be as follows:

a. to solicit and recruit candidates for elected positions in the council,

b. to present the voting members at the council’s annual meeting with a single slate of nominees for

(1) council offices, and

(2) member-at-large positions on the board,

c. to develop board orientation and education materials, and

d. to present a single slate of nominees for delegates to the National Council and a single slate of nominees to fill vacancies among elected delegates should vacancies occur.

4. RESIGNATION. Any board development committee member may resign at any time by delivering written notice to the president of the council. The resignation is effective when the notice is delivered unless the notice specifies a later effective date.

ARTICLE III PARTIAL TERMS

A person who has served more than one-half of a specific term in an elected or appointed council position, as that specific term is set forth in these bylaws, shall be considered to have served the full

term for the purpose of determining eligibility to serve additional terms in that office or another position.

ARTICLE IV OFFICERS

1. TITLE.
The executive committee shall include the officers of the council, but shall not include the chief executive officer. The council president shall be in the chair of the executive committee.

2. ELECTION, TERM, AND VACANCIES. The officers of the council shall serve for no more than three consecutive terms in any one of these offices. The immediate past president shall remain an officer of the council until the election of a new president. A vacancy among the officers other than the president and immediate past president shall be filled by the board. In case of a permanent vacancy in the office of president, the first vice-president will succeed for the remainder of the unexpired term. In case of a permanent vacancy in the office of the immediate past president, the board in its sole discretion may fill the office with a person who had previously served as immediate past president or allow the office to remain vacant. Terms of office shall begin at the close of the annual meeting at which elections are held.

3. DUTIES. The officers’ duties shall be as follows:

a. The president shall have the following duties:

(1) preside at all meetings of the council, the board, and the executive committee;

(2) assure that the directions given and the actions taken by the council and the board are carried into effect;

(3) report to the council members and the board on council affairs;

(4) be a non-voting, ex-officio member of all committees and task groups established by the board

(5) have such other powers and perform such other duties as may be assigned by the board or prescribed elsewhere in the bylaws.

b. The vice-presidents shall have such powers and perform such duties as may be assigned by the president. Further, the vice presidents shall have specific duties according to their rank:

(1) In the president’s absence, the first vice president shall preside over meetings of the board, the council, and the executive committee. The first vice president shall also serve as a non-voting, ex-officio member of all committees and task groups established by the board.

(2) The second vice president shall serve as the fund development committee chair and shall be responsible for fostering the activities of the Juliette Low Leadership Society as well as the development of other fund raising strategies and activities including the pursuit of grants or gifts. The second vice president, in conjunction with the president, shall work with committees and task groups whose purpose is to achieve the board’s funding goals.

(3) The third vice president shall serve as the board development committee chair.

c. The secretary shall ensure that notices are issued of all meetings of the council, board, and the executive committee and shall ensure that minutes of such meetings are kept. The secretary shall be responsible for the custody of corporate books, records, and files; shall exercise the powers and perform such other duties usually incident to the office of secretary; and shall exercise such other powers and perform such other duties as may be assigned by the president or board.

d. The treasurer shall monitor the control, receipt, and custody of all assets of the council; monitor disbursements as authorized by the board; and report receipt, use, and disbursement of all financial assets of the council. The treasurer shall exercise the power and perform such other duties usually incident to the office of treasurer and shall exercise such other powers and perform such other duties as may be assigned by the president or board. The treasurer shall be the chair of the finance committee

and serve as an ex-officio member of the audit committee.

e. The immediate past president shall advise the other officers and the board, undertake other duties as assigned by the president or board, and facilitate the transition of the new officers after their election.

4. REMOVAL. An elected officer may be removed, with or without cause, by a two-thirds vote of the board members.

ARTICLE V

BOARD OF DIRECTORS

1. POWERS, RESPONSIBILITIES, AND ACCOUNTABILITY. The corporate business and affairs of the council shall be governed under the direction of 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 council’s affairs, to the GSUSA board of directors for compliance with the charter requirements, to the state of Oklahoma for adhering to state corporate law, and to the federal government in matters

relating to legislation affecting nonprofit and non-stock organizations. The board shall be responsible for

(a) employing, supervising, disciplining, evaluating, and removing the chief executive officer of the council;

(b) establishing and monitoring the enforcement of major policy matters;

(c) raising funds for the council’s operations and properties;

(d) preserving the financial integrity of the council; and

(e) with the assistance of the chief executive officer, formulating major strategic thinking, long and short-term goals, and vision statements for the council.

2. COMPOSITION. The board shall consist of the council officers and, in addition, not more than seventeen directors, herein called members-at-large. In addition, two girl members at least fourteen years of age shall be elected as non-voting members. The chief executive officer shall be an ex-officio, non-voting board member.

3. ELECTION AND TERM. The members-at-large shall be elected by the council for a term of two years or until their successors are elected, whichever is later, and shall serve no more than three consecutive

terms. The girl members shall be elected for a term of one year and shall not serve for more than two consecutive terms. Terms of office shall begin at the close of the annual meeting at which elections are held. The terms of office shall be staggered so that approximately one half of the members-at-large terms of office expire at each annual meeting of the council. Regardless of the number of consecutive terms any person shall have served as a member-at-large, such a person shall be eligible to be a board member when serving as an officer.

4. NON-PARTICIPATING MEMBERS. Any board member who is absent from two consecutive board meetings without explanatory notification to the president shall be considered to have resigned and, upon approval by a majority vote of the members present and voting at any regular board meeting, shall be notified to this effect.

5. VACANCIES. Except as provided in Article IV, Section 2, of these bylaws, vacancies on the board shall be filled for the remainder of the unexpired term by a majority vote of the remaining directors present at any regular board meeting.

6. REGULAR MEETINGS. At least five regular board meetings shall be held each year at such time and place as may be determined by resolution of the board. The secretary shall cause notice of time, place, and purpose of the meeting to be sent in a manner approved by the board to each board member not less than ten days before the meeting.

7. SPECIAL MEETINGS. The president may call a special meeting of the board at any time and shall call a special meeting upon written request of two-thirds of the 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 s called. The secretary shall cause notice of time, place and purpose of the meeting to be sent

in a manner approved by the board to each board member not less than five days before the meeting.

8. QUORUM. A majority of the board members shall constitute a quorum for the transaction of business at any meeting. The vote of a majority of the directors present at any meeting at which a quorum is present shall be deemed the action of the board unless otherwise provided by law or by these bylaws. The elected girl members do not count in the majority of members for constituting a quorum or for voting. Voting by proxy is not permitted.

9. BOARD MEETINGS OTHER THAN IN PERSON. Board members may participate in a board meeting by means of telephone conference or similar communications equipment by which all persons participating can hear each other and be heard at the same time. Such participation will constitute presence in

person at the meeting.

Any action required or permitted to be taken at a board meeting may be taken without a meeting. Action is taken under this subsection only if a majority of the board members then seated affirmatively vote in writing for such action. Any action taken under this subsection has the same effect as action taken at a board meeting. Any action taken under this subsection will be effective when the last writing necessary to effect the action is received by the president. The written vote may be delivered by hard copy, electronic facsimile, or digitally. Any action taken under this subsection shall be ratified at the next board meeting and shall be reflected in the minutes. The written votes submitted pursuant to this subsection shall be attached to the minutes. Any member who did not submit a vote in writing may submit an approval or an objection to the action at the meeting and such approval or objection shall be reflected in the minutes. Any signed written instruments executed pursuant to actions taken in conformance with this subsection shall also be filed with the minutes.

10. NO COMPENSATION. Board members may not receive compensation for their services as officers, directors, or as members of a board standing or special committee but may receive reimbursement for expenses incurred on the council’s behalf or in attending meetings on the board of director’s behalf.

11. RESIGNATION. Any board member may resign at any time by delivering written notice to the president. The resignation is effective when the notice is delivered unless the notice specifies a later effective date.

12. PERSONNEL DECISIONS. If, at any regular or special meeting of the board, the board wishes to discuss the performance, discipline, employment, salary, hiring or termination of the Chief Executive Officer, the board may exclude the Chief Executive Officer from that portion of the meeting with or without prior notice to the Chief Executive Officer.

ARTICLE VI

BOARD COMMITTEES

1. ESTABLISHMENT. The board may establish standing committees, special committees, and task groups.

2. COMPOSITION AND APPOINTMENT. The president shall appoint the chair and the members of committees with the approval of the board.

3. COMMITTEE MEETINGS. Committee members may participate in committee meetings by means of telephone conference or other communications equipment by means of which all persons participating in the meeting can hear or otherwise communicate with each other. Participation in a meeting pursuant to the provisions of this section shall constitute presence in person at the meeting.

ARTICLE VII

EXECUTIVE COMMITTEE

1. COMPOSITION. The executive committee shall include the officers of the council, the property committee chair and the special projects committee chair but shall not include the chief executive officer. The council president shall be the chair of the executive committee.

2. RESPONSIBILITIES. The executive committee shall have and may exercise the powers of the board between regular board meetings, except that the executive committee shall not have the power to

adopt the budget or to take any action which is contrary to or a substantial departure from the direction established by the board or which represents a major change in the affairs, business, or policy of the council. The executive committee shall submit minutes to the board reflecting all actions taken.

3. MEETINGS. Meetings of the executive committee shall be called by the president. The secretary shall cause notice of time, place, and purpose of the meeting to be sent to each member of the executive committee not less than five days before the meeting, except that emergency meetings may be called as necessary so long as telephonic or other notice that is reasonable under the circumstances can be given to the members of the executive committee. Inadequate notice shall not be a basis for invalidation of any action of the executive committee if notice to all members of the executive committee was attempted in good faith and a quorum was present in person or electronically when the action was taken. Notice of meeting of the executive committee shall be given in a manner approved by the executive committee members.

4. QUORUM. A majority of the members of the executive committee shall be present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings. If the only business to be transacted is filling vacancies

in committees, the executive committee may conduct its business using e-mail as long as each member

of the executive committee has access to e-mail. ARTICLE VIII

SERVICE UNITS

1. ESTABLISHMENT. The council staff under guidelines established by the board shall establish subdivisions to be known as service units.

2. MEMBERS. The service unit members are adults and girls who are registered as members of that service unit through the council.

3. RESPONSIBILITY OF THE SERVICE UNITS. Each service unit shall be responsible for the following:

a. providing support for its volunteers and girls;

a. electing delegates to the council, presenting the views of the service units to the

delegates, and receiving delegates’ reports;

b. advising on proposed plans, policies, and other matters referred to the service units by the board;

c. responding to requests from the council board development committee;

d. bringing service unit concerns and special knowledge to the attention of the council leadership;

e. participating in strategic planning as delegated by the board; and f. electing the service unit leadership positions.

4. PROPOSALS. A service unit may submit proposals to the board to be considered at the

annual meeting of the council. Such proposals must be received by the president of the council at least

120 days prior to the annual meeting. Proposals shall be reviewed for appropriateness by a committee appointed by the president and shall be presented to the board. Proposals not appropriate for the annual meeting agenda shall otherwise be addressed by the board or staff. The president shall notify

the manager of the service unit submitting the proposal within ten days of any action taken regarding the proposal unless the action is confidential under law.

ARTICLE IX

NATIONAL COUNCIL DELEGATES

1. The voting members of the council shall elect the delegates to the National Council of Girl Scouts of

the United States of America at the regular meeting preceding the National Council’s regular meeting.

2. The board or the president in the absence of a board meeting shall fill delegate vacancies from among persons elected to fill vacancies, which persons shall be elected at the same time and in the same manner as delegates. If there are no such persons, the board or, in the absence of a board meeting, the president shall have the power to fill any remaining vacancies from among the council delegate roster until the next council meeting. Delegates shall be citizens of the United States of America, shall be elected from the active members of Girl Scouts of the USA who are 14 years of age or over and who are registered through the council with Girl Scouts of the United States of America, and shall serve for a term of three years from the date of their election or until their successors are elected whichever is later. A majority of the delegates must be volunteers.

ARTICLE X

FISCAL RESPONSIBILITIES OF THE BOARD OF DIRECTORS

1. FISCAL YEAR. The fiscal year of the council shall be established by the board.

2. CONTRIBUTIONS. Any contributions, bequests, and gifts made to the council shall be accepted or collected as authorized by a board resolution. Guidelines for accepting contributions must be established by the board.

3. DEPOSITORIES. All funds of the council shall be deposited to the credit of the council under such conditions and in such financial institutions with approved Federal insurance as shall be designated by the board.

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 board resolution.

5. BONDING. All persons having access to or major responsibility for the handling of moneys and securities of the council or having signature authority on accounts shall be bonded or covered by an appropriate insurance policy in a manner provided by resolution of the board.

6. BUDGET. The board shall approve annual capital and operating budgets of estimated income and expenditures. No expense shall be incurred in excess of the total budgetary appropriations without prior approval of the board.

7. CONTRACTS AND DEBTS. Contracts may be entered into or debts incurred only as directed by resolution of the board. Upon said board resolution, the chief executive officer or the chief executive officer designee shall sign all contracts. An officer’s signature is also required on contracts over a specified amount as approved by resolution of the board.

8. AUDITS. The board shall retain a certified public accountant or other independent public accountant to make an annual examination of the council’s financial accounts. A report of all examinations shall be submitted to the board and submitted to Girl Scouts of the United States of America.

9. LEGAL COUNSEL. Independent legal counsel should be retained by the board for the following purposes:

a. ensure compliance with the federal and state requirements,

b. review and advise on all legal instruments the council executes, and

c. review and advise on any official statements developed for the media.

10. PROPERTY. Title of all property with the exception of troop equipment shall be held in the council’s

name.

11. FINANCIAL REPORTS. A summary report of the council’s financial operations shall be made at least

annually to the membership and to the public in such form as the board shall provide.

12. INVESTMENTS. The council treasurer shall invest the funds of the council in accordance with board directives or any committee of the board appointed for such purpose.

ARTICLE XI

INDEMNIFICATION OF BOARD OF DIRECTORS, OFFICERS, AND EMPLOYEES

1. COST OF DEFENSE. In its sole discretion, the council may indemnify or agree to indemnify a current or former delegate, board member, officer, employee, or volunteer against expenses actually and necessarily incurred by him/her in connection with the defense of any pending or threatened legal action, suit, or proceeding to which he/she is or may be made a party by reason of being or having been such delegate, director, officer, employee or volunteer, provided:

a. He/she is adjudicated or determined not to have been grossly negligent or guilty of misconduct in the performance of this duty to the council of which he/she is a director, officer, employee or volunteer,

b. He/she is determined to have acted in good faith in what he/she reasonably believed to be the best interest of such, council, and

c. In any matter the subject of a legal action, suit, or proceeding, he/she is determined to have had no reasonable cause to believe that his/her conduct was unlawful.

d. The determination as to (b) and (c) and, in the absence of an adjudication as to (a) above by a court of competent jurisdiction, the determination as to (a) shall be made by the board at a regular meeting at which quorum consisting of directors who are not parties to or threatened with any such action, suit, or proceeding is present. Any director who is a party to or threatened with any such action, suit, or proceeding shall not be qualified to vote and, if for this reason a quorum of directors cannot be obtained to vote on such indemnification, no indemnification shall be made except in accordance with Section 2

or Section 3 of this Article.

2. JUDGMENT AND SETTLEMENT COSTS. The council may indemnify or agree to indemnify such director, officer, employee or volunteer against expenses, judgments, decrees, fines, penalties, or amounts paid in settlement in connection with the defense of any pending or threatened action, suit, or proceeding, criminal or civil, to which he/she is or may be made a party by reason of being or having been such delegate, director, officer, employee or volunteer, provided a determination is made by the directors in the manner set forth in Section 1(d) of this Article or is made pursuant to a written opinion by independent counsel retained by the council that:

a. Such director, officer, employee or volunteer was not, and has not been adjudicated to have been grossly negligent or guilty of misconduct in the performance of his duty to the council of which he/she is a director, officer, or employee, or volunteer,

b. He/she acted in good faith in what he/she reasonably believed to be the best interest of such council, and

c. In any matter the subject of a legal action, suit, or proceeding, he/she had no reasonable cause to believe that his/her conduct was unlawful.

3. OTHER. Such indemnification shall not be deemed exclusive of any other rights to which such director, officer, employee, or volunteer may be entitled under the articles, any applicable laws, any agreement, any insurance or bond purchased by the council or otherwise.

ARTICLE XII

PARLIAMENTARY AUTHORITY

Subject to the laws of the state, the articles of incorporation, these bylaws, and any special rules of

order adopted by the organization; the rules contained in Robert’s Rules of Order Newly Revised shall be

the parliamentary authority governing the meetings of the council, board, service units , and all committees.

ARTICLE XIII AMENDMENTS

These bylaws may be amended by a two-thirds of the voting council members present and voting at any council meeting provided that the proposed amendment(s) shall have been included in the notice of the meeting.

Adopted: March 1, 2008

Amended: November 22, 2008

Amended: January 16, 2010

Amended: January 15, 2011

Amended: January 28, 2012

Amended: January 19, 2013

Amended: January 24, 2015

Amended: January 23, 2021