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|  | BYLAWS | GIRL SCOUTS OF NYPENN PATHWAYS 960 James St., Fl. 2 Syracuse, NY 13203 |
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Original: February 27, 2009
Revised: June 10, 2010, May 12, 2011, and May 14, 2011, April 28, 2012, May 30, 2015,
November 14, 2015, May 21, 2016 and May 5, 2018

ARTICLE I – NAME

The name of the Council shall be "Girl Scouts of NYPENN Pathways, Inc.", hereinafter referred to as the "Corporation", a not-for-profit corporation organized under the laws of the State of New York. References to the Council shall refer to registered members of the Girl Scout Movement within the jurisdiction of NYPENN Pathways, Inc.

ARTICLE II – PURPOSE

The purpose of the Corporation shall be as defined in the Corporation's Certificate of Incorporation and to make available to girls under its jurisdiction the programs, practices, and standards of Girl Scouting as offered by the Girl Scouts of the United States of America. The Corporation shall operate in accordance with the Certificate of Incorporation, these Bylaws and the Not-for-Profit Corporation Law, as amended from time to time (the "N-PCL").

ARTICLE III – MEMBERS OF THE CORPORATION

Section 1. Eligibility

Individuals age 14 years of age and over who are members of the Girl Scout Movement and who are currently registered through the Council are eligible to be members of the Corporation.

Section 2. Composition

- A. Members of the Corporation shall consist of:
 - 1. elected members of the Board of Directors.
 - 2. elected members of the Board Development Committee.
 - 3. delegate(s) if selected by each operational geographic sub-division within the Council, i.e. service units.
- B. The number of members of the Corporation shall be no less than 17.

Section 3. Selection

- A. Procedure.
 - 1. Each service unit may select at least one delegate(s) and one alternate as provided herein and in accordance with policies/procedures as established by the Board.
- B. Number.

1. The number of delegate(s) and alternate which each service unit is entitled to select shall be based on the number of girl members in the service unit as of September 30th of each calendar year. For service units with up to 150 girls registered, one delegate and one alternate may be selected. For service units with 151 to 300 girls registered, two delegates and one alternate may be selected. For service units with 301 to 450 girls registered, three delegates and one alternate may be selected. In accordance with the foregoing, one additional delegate may be selected for service units with any more than 450 registered girls by increments of 150 registered girls. A fewer number of delegates may be selected; however no more delegates than authorized herein may be selected.
 2. Anyone interested in being a delegate or alternate must be willing and able to attend the annual meeting of the Corporation, either in person, or by telecommunications or vote by proxy.
 3. If a service unit chooses to select delegate(s) and the alternate, the selection must occur between October 1 and December 31 each year.
 4. The name(s) of all delegate(s) and the alternate delegates selected by a service unit must be submitted by January 15th. Detailed instructions will be sent to service units no later than September 30th.
- C. Terms.
1. Delegates shall serve for a term of one (1) year.
 2. Terms of office shall begin January 1 of the year after the delegates are selected.

ARTICLE IV – OFFICERS

Section 1. Elected Officers

The elected officers of the Corporation shall be the Chair of the Board of Directors (the "Board"); First Vice Chair of the Board; Second Vice Chair of the Board; Secretary; and Treasurer.

Section 2. Term of Office

- A. The officers shall be elected by ballot in accordance with Article VI of these bylaws for a term of two (2) years or until their successors are elected and assume office. Current officers shall serve out the terms set forth in the bylaws as approved at the time of their election, if different from the terms set forth herein.
- B. If there is only a single candidate for office, the election for such office may be held by acclamation.
- C. Terms of office shall begin at the conclusion of the Annual Meeting.
- D. No individual shall serve more than three consecutive terms in any one or combination of offices, except that an individual shall be eligible to serve three consecutive terms in the office of Chair of the Board regardless of the number of consecutive terms that individual shall have served in any office or offices other than Chair of the Board.
- E. No individual shall hold more than one office at a time.
- F. An officer who shall have served a half term or more in office shall be considered to have served a full term in the office.

- G. No employee of the Corporation shall serve as Chair of the Board or hold any other title with similar responsibilities.

Section 3. Vacancy in Office

- A. In the event of a vacancy in the office of Chair of the Board, the vacancy shall be filled by the First Vice Chair of the Board for the remainder of the Chair's term and the second Vice Chair shall become the First Vice Chair for the remainder of the First Vice Chair's term.
- B. In the event of a vacancy in both the Chair of the Board and the First Vice Chair, the Second Vice Chair shall fill the position of Chair of the Board for the remainder of the Chair's unexpired term.
- C. Except as described in 3.A and 3.B in the event of a vacancy in any office, the board shall fill such vacant office for the remainder of the unexpired term from a list provided and recommended by the Board Development Committee (the "BDC") as defined in Article V, Section 1.

Section 4. Duties of Officers

The officers shall perform the duties prescribed in this Article and such other duties, as are prescribed by action of the members of the Corporation, the Board, the Executive Committee, the Chair of the Board, and the adopted parliamentary authority.

- A. The Chair of the Board shall:
 - i. be the principal officer of the Corporation;
 - ii. preside at all meetings of the Executive Committee, the Corporation, and the Board;
 - iii. lead the Board in setting direction, including strategic goal development, and overseeing the management and affairs of the Council; and assure support by the Board for the Council's strategic direction and appropriate oversight of the Council's performance;
 - iv. report to the Council and the Board as to the conduct and management of the affairs of the Corporation;
 - v. serve as an *ex officio* member of all committees except the Board Development Committee.
- B. The First Vice Chair of the Board shall:
 - i. assist the Chair of the Board as assigned;
 - ii. preside at meetings of the Executive Committee, the Corporation, and the Board; in the absence or inability of the Chair of the board, or when delegated the responsibility of presiding;
 - iii. in the event of the vacancy in the office of Chair of the Board, succeed to the office for the remainder of the unexpired term.
- C. The Second Vice Chair of the Board shall:
 - i. assist the Chair of the Board as assigned;
 - ii. in the event of the vacancy in both the offices of Chair of the Board and First Vice Chair of the board, succeed to the office of Chair of the Board for the remainder of the unexpired term.
- D. The Secretary shall:

- i. ensure that proper notice is given for all meetings of the Corporation, the Board, and the Executive Committee;
 - ii. ensure that minutes of all meetings of the Council, the Board, and the Executive Committee are kept;
 - iii. have responsibility for the seal of the Corporation, if any, and ensure its safekeeping.
- E. The Treasurer shall:
- i. provide effective stewardship and oversight of the Corporation's finances;
 - ii. execute directives of the Board.

ARTICLE V – EX- OFFICIO OFFICER

Section 1. Ex Officio Officer

The Chief Executive Officer (CEO) shall be appointed by the Board of the Corporation to serve at its pleasure and shall serve as an *ex officio* officer of the Corporation without vote.

Section 2. Duties of Ex Officio Officer

The *Ex Officio* officer shall perform the duties prescribed in his/her job description and annual job performance accountabilities and such other duties as are prescribed by the Council, action of the members of the Corporation, the Board, the Executive Committee, the Chair of the Board, and the adopted parliamentary authority.

ARTICLE VI – BOARD DEVELOPMENT COMMITTEE

Section 1. Membership.

The Board Development Committee (the "BDC") shall be composed of seven (7) members, at least two (2) of whom shall be non-members of the Board and at least four (4) of whom shall be members of the Board. The CEO shall serve as an *ex officio* nonvoting member of the BDC. The BDC shall be a Committee of the Corporation and shall have no authority to bind the Board of Directors.

Section 2. Election, Term, and Vacancies

- A. The BDC members shall be elected by ballot in accordance with this Article VI for a term of two (2) years or until their successors are elected and assume office or unless a member is asked by the BDC chair with the approval of the Board Chair to serve one additional one (1) year term. Notwithstanding anything to the contrary herein, if there is only a single candidate for office, the election may be held by acclamation.
- B. Terms of office shall begin at the conclusion of the annual meeting.
- C. No individual shall serve more than three years as a member of the BDC.
- D. An individual who shall have served a half term or more as a member of the BDC shall be considered to have served a full term of the BDC.
- E. The Board may fill any vacancies in the BDC, except for vacancies in the chair of the BDC, and members so appointed will serve for the remainder of the term.

- F. The terms of the BDC shall be as provided in the bylaws as adopted at the time the current BDC members were elected, if different from the terms set forth herein.

Section 3. Election, Term, and Vacancy of Committee Chair

- A. The Board Development Committee Chair shall be appointed by the Board Chair prior to the annual meeting.
- B. An individual shall have served on the BDC for at least one year in order to be eligible for appointment to the position of BDC chair, unless no eligible member of the BDC has served on the BDC for at least one year.
- C. The term of office for chair shall be two (2) years.
- D. No individual shall serve more than one term as BDC chair regardless of how many years or terms the individual may be a member of the BDC.
- E. In the event of a vacancy in the office of the BDC chair, the Board Chair shall select a new BDC chair from the eligible members to serve the remainder of the term.
- F. An individual who shall have served a half term or more as BDC chair shall be considered to have served a full term as BDC chair.
- G. If not already a member of the Corporation Board, the chair shall serve as an *ex officio* member of the Corporation Board with voice but without vote.

Section 4. Responsibilities.

The responsibilities of the BDC shall be:

- A. to solicit and recruit candidates for elected positions in the Corporation.
- B. to provide to the membership a single slate for all elected positions, including officers, directors, and BDC members.
- C. to provide to the membership in accordance with the time frame established by Girl Scouts of the United States of America a single slate of delegates and alternates to the National Council of the Girl Scouts of the United States of America (the "National Council").
- D. to develop in conjunction with the Board:
 - i. board orientation and education materials;
 - ii. board development materials;
 - iii. methods for identifying needed skills and talents for the Board and its committees;
 - iv. methods for succession planning;
 - v. board annual self assessment materials.
- E. to conduct board orientation and board development training sessions as needed and as directed by the Board.

Section 5. Quorum.

The quorum for meetings of the BDC shall be a majority of the members present in person or linked by telecommunication or by such means that all members participating in the meeting are able to hear one another and participate in the proceedings.

ARTICLE VII – ELECTION PROCEDURES

Section 1. Methods of Voting.

The methods of voting that shall be used are:

- A. at the annual meeting by members 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; or
- B. by proxy in accordance with the procedure established by the Board.
 - i. A member of the Corporation who is unable to attend the Annual Meeting in person may execute a written appointment of proxy signed by the member authorizing another named member of the Corporation to act as his or her proxy at the Annual Meeting. The form for the appointment of proxy shall be available through the Council Office. The executed written appointment of proxy must be forwarded to the Secretary of the Corporation by mail or facsimile to the address authorized by the Board at least ten (10) days before the date set for the Annual Meeting. A copy of electronic mail or facsimile of the original written appointment of proxy may be used in lieu of the original writing provided it is a complete reproduction of the original writing.
 - ii. No proxy is valid following the adjournment of the annual meeting.

Section 2. Nominations from the Floor.

- A. Nominations for any of the elected positions may be made from the floor at the Corporation's Annual Meeting provided that:
 - i. the individual to be nominated has consented in writing to serve if elected;
 - ii. the nomination has been submitted to the BDC chair or the BDC's Chair's designee, at least one-hundred and twenty (120) hours before the convening of the Annual Meeting;
 - iii. the prospective nominee meets the qualifications for the office for which such prospective nominee will be nominated.

ARTICLE VIII – MEETINGS

Section 1. Annual Meeting.

- A. Scheduling. The Corporation shall conduct an annual meeting of the Corporation membership in the spring of each year at a date, time, and place determined by the Board. The date for the Annual Meeting shall be communicated to the members of the Corporation by October 1st each year.
- B. Notice. Notice of the date, time, and place of the Annual Meeting, accompanied by a tentative agenda, the slate of nominees for all positions, and any proposed amendments to the Corporation's bylaws shall be given personally or mailed or electronically transmitted to each member of the Corporation not more than thirty (30) days nor less than ten (10) days prior to the meeting. If written and mailed, such notice is given when deposited in the United States mail directed to the member at his or her address as it appears on the record of members. If sent by fax

or mailed electronically, such notice is given when directed to the member's fax number or electronic mail address as it appears on the record of members.

- C. Business. At the Annual Meeting, the members of the Corporation shall:
 - i. elect officers, directors at large, members of the BDC, the chair of the BDC and as appropriate delegates and alternates to the National Council of the Girl Scouts of the United States of America;
 - ii. consider any proposed amendments to the Corporation bylaws;
 - iii. provide input on key issues affecting the Council and the Girl Scout Movement;
 - iv. consider any other business appropriate to come before the Corporation in accordance with the process established by the Board.
- D. Quorum. At all annual and special meetings of the members of the Corporation there shall be present a majority of the total number of votes entitled to be cast as determined by January 15th of each year in accordance with Article III above. When there is less than a quorum the presiding officer may adjourn the meeting from time to time without notice until a quorum is present. The Presiding officer may recall the meeting to order when a quorum exists.
- E. Voting.
 - i. Each member of the Corporation shall be entitled to one (1) vote.
 - ii. No member shall vote in more than one capacity.
 - iii. Unless otherwise designated by statute, the Certificate of Incorporation of the Corporation, or these bylaws, all matters shall be determined by a majority vote.
 - iv. Voting occurs through one of the two methods described in Article VII, Section 1.

Section 2. Special Meetings.

- A. Scheduling. A special meeting of the Corporation membership may be called by the Chair of the Board for any reason and shall be called by the Chair of the Board upon the written request of a majority of the members of the Board then in office or ten percent (10%) of the members of the Corporation as determined by Article III above. The purpose of the meeting shall be stated in the written request. The meeting must be held no later than 45 days following receipt of the request for such meeting.
- B. Notice. Notice of the date, time, place, and specific purpose of the meeting shall be given personally or mailed to each member of the Corporation at least ten (10) days prior to the meeting. Notice of special meetings may be written and mailed or electronically mailed or facsimiled. If written and mailed, such notice is given when deposited in the United States mail directed to the member at his or her address as it appears on the record of members. If sent by fax or mailed electronically, such notice is given when directed to the member's fax number or electronic mail address as it appears on the record of members.
- C. Quorum. At all annual and special meetings of the members of the Corporation there shall be present a majority of the total number of votes entitled to be cast as determined by January 15th of each year in accordance with Article III above. Less

than a quorum may adjourn such a meeting from time to time without notice until a quorum is present.

- D. Voting. Voting shall be in accordance with Article VIII,1.E. of these bylaws.

ARTICLE IX – BOARD OF DIRECTORS

Section 1. Composition.

The Board shall consist of the elected and ex officio officer of the Corporation and not less than ten (10), nor more than fifteen (15) directors-at-large. The BDC chair, if not otherwise elected to the Board, shall serve as an ex-officio member of the Board with voice but without vote.

The CEO shall serve as an ex officio member of the Board with voice but without vote.

Section 2. Term of Office.

- A. The directors-at-large shall be elected by ballot in accordance with Article VI of these bylaws for a term of one (1) year or two (2) years or until their successors are elected and assume office. If there is only a single candidate for each position, the election may be held by acclamation.
- B. Terms of office shall begin at the close of the annual meeting.
- C. The term of office of one-half (1/2) of the directors-at-large shall expire at each annual meeting of the Corporation unless a director is asked to serve an additional one (1) year term.
- D. No individual shall serve more than three (3) consecutive terms as a director-at-large.
- E. A member who shall have served a half term or more in office shall be considered to have served a full term in office.
- F. The terms of the current Board shall be as provided in the bylaws as adopted at the time the current Board were elected, if different from the terms set forth herein.

Section 3. Board of Directors Vacancies.

A vacancy occurring in the position of director-at-large shall be filled by the Board until the next annual meeting. The name of the director-at-large who has filled the vacancy may be presented to the membership at the annual meeting and if elected may fill out the remainder of the term for the vacancy.

Section 4. Board of Directors' Power, Authority, and Accountability.

- A. Power and Authority. The Board shall have full power and authority over the affairs of the Council and Corporation between meetings of the Corporation, except as otherwise provided in these bylaws or by statute.
- B. Accountability. The Board is accountable to:
 - i. the Council and Corporation membership for managing the affairs of the Council including development of a decision-influencing system allowing for members of the Movement, including girl members, have a voice on key issues affecting the Council and the Movement;

- ii. the Board of Girl Scouts of the United States of America for compliance with the charter requirements;
- iii. the State of New York for adherence to New York law;
- iv. the Federal government in matters relating to legislation affecting not-for-profit, non-stock corporations.

Section 5. Regular Meetings.

- A. Scheduling. The Board shall hold at least four (4) regular meetings a year at such time and place as the Board may determine.
- B. Notice. Notice of the date, time, and place of each board meeting shall be given personally, mailed or electronically transmitted to each member of the Board at least ten (10) days prior to the meeting. A Board member's attendance at the Board meeting without objection shall be deemed a waiver of any required notice.
- C. Quorum. A majority of the Board members then in office 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 shall constitute a quorum for the transaction of business.
- D. Voting.
 - i. Each member of the Board shall be entitled to one (1) vote.
 - ii. No member shall vote in more than one capacity.
 - iii. Unless otherwise designated by statute, the Articles of Incorporation of the Corporation, or these bylaws, all matters shall be determined by a majority vote.
 - iv. Proxy and/or absentee voting shall not be allowed.

Section 6. Special Meetings.

- A. Scheduling. Special meetings may be called by the Chair of the Board and shall be called by the Chair of the Board upon the written request of at least ten (10) Board members.
- B. Notice. Notice of the date, time, place, and specific purpose of the meeting shall be given personally, mailed or electronically transmitted to each member of the Board at least five (5) days prior to the meeting.
- C. Quorum. A majority of the Board members then in office 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 shall constitute a quorum for the transaction of business.
- D. Voting.
 - i. Each member of the Board shall be entitled to one (1) vote.
 - ii. No member shall vote in more than one capacity.
 - iii. Unless otherwise designated by statute, the Certificate of Incorporation of the Corporation, or these bylaws, all matters shall be determined by a majority vote.
 - iv. Proxy and/or absentee voting shall not be allowed.

Section 7. Removal.

- A. Any Board member, including an officer, who is entirely absent from three (3) consecutive Board meetings without good cause acceptable to the Chair of the Board or the Chair's designee, may be removed from the Board by a majority vote of the Board members present and voting at any regular meeting of the Board.
- B. Any Board member, including an officer, may be removed with or without cause by a three-fourths vote of the total number of the Board who have been duly elected to the Board.

Section 8. Written Consent.

Whenever a vote of the Board or any of its committees is required or permitted to be taken at a meeting, the action may be taken without a meeting if all the members of the Board or the committee consent in writing to the adoption of the resolution authorizing the action. Such consent may be written or electronic.

Section 9. Waiver.

Any Board member who submits a waiver of notice before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, of the lack of notice to him or her shall constitute a waiver of notice. Such waiver of notice may be written or electronic.

Section 10. Compensation.

- A. The Board may employ such persons to perform such duties and to have such titles as the Board may determine from time to time. The Board shall fix the compensation and other terms of employment.
- B. Notwithstanding the foregoing, no person who may benefit from such compensation may be present at or otherwise participate in any Board or committee deliberation or vote concerning such person's compensation; provided that nothing herein shall prohibit the Board or authorized committee from requesting that a person who may benefit from such compensation present information as background or answer questions at a committee or Board meeting prior to the commencement of deliberations or voting relating thereto.

Section 11. Action by Entire Board.

- A. A vote of a majority of the Entire Board shall be required for the following actions:
 - i. to change the number of Directors;
 - ii. to amend or change the Certificate of Incorporation; or
 - iii. to create a Committee of the Board.
- B. A vote of two-thirds of the Entire Board shall be required for the following actions:
 - i. the purchase, sale, lease exchange or other disposition of all, or substantially all, the assets of the Corporation; or
 - ii. a purchase sale, mortgage or lease of real property.
- C. "Entire Board" means the total number of directors entitled to vote which the Corporation would have if there were no vacancies.

ARTICLE X – EXECUTIVE COMMITTEE

Section 1. Composition.

The Executive Committee shall consist of the elected officers of the Corporation as set forth in Article IV, Section 1, provided that such persons have not been removed from the Board pursuant to Article IX, Section 7. The Chief Executive Officer shall serve as an *ex officio* member with voice but without vote.

Section 2. Duties.

- A. Authority between Meetings of the Board. The Executive Committee shall exercise the authority of the Corporation Board between the meetings of the board, except that the Executive Committee shall not have authority to do any of the acts set forth in Section 712(a)(1)-(5) of the N-PCL, including but not limited to:
 - i. adopt the budget;
 - ii. amend the bylaws;
 - iii. take 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 or Corporation.
- B. Reports. The Executive Committee shall submit to the Board at each board meeting a report of all actions taken since the last board meeting.

Section 3. Meetings.

- A. Scheduling. The Executive Committee shall meet as needed at the call of the Chair or upon written request of at least one-third (1/3) of the members of the Executive Committee.
- B. Notice. Notice of the date, time, and place of each meeting shall be provided at least five (5) days in advance of the meeting. Notice may be written or electronic.

Section 4. Quorum.

A majority of the Executive Committee members then in office 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 shall constitute a quorum for the transaction of business.

ARTICLE XI – COMMITTEES

Section 1. Establishment

There shall be Committees of the Board and Committees of the Corporation. Committees of the Board shall be comprised of members of the Board and shall have no less than three (3) members. Committees of the Corporation may be comprised of persons who are not members of the Board, but in no event shall a Committee of the Corporation have the authority to bind the Board.

Section 2. Appointment

- A. The chair of any committee, task group, or ad hoc committees shall be appointed by the Chair of the Board, subject to confirmation by the Board, and shall be a member of the Board.

- B. Members of any committee, task group, or ad hoc committee shall be appointed by the Chair of the Board in consultation with the chair of the respective committee or task group.
- C. At least three (3) members of any Committee of the Board shall be members of the Board.
- D. Appointments to committees and task groups shall be for one (1) year unless a different term is specified by the Board at the time of appointment. The term for any ad hoc committees will be determined by the Board.
- E. Vacancies in any committee or task group shall be filled by the Chair of the Board in accordance with Section 2.A. or 2.B. of this Article.

Section 3. Quorum

The quorum for meetings of any committee or task group shall be a majority of the committee members then in office 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 shall constitute a quorum for the transaction of business.

Section 4. Audit Committee.

- A. The Directors who qualify as Independent Directors within the meaning of Section 102(21) of the N-PCL shall act as the Audit Committee.
- B. The Audit Committee shall have the duty of:
 - i. overseeing the accounting and financial reporting process of the Corporation;
 - ii. overseeing the audit of the Corporation;
 - iii. annually retaining or renewing the retention of an Independent Auditor;
 - iv. reviewing and approving the results of the audit; and
 - v. performing any other act required of it as prescribed by the N-PCL.
- C. The Audit Committee shall oversee the adoption, implementation of, and compliance with the Conflict of Interest Policy and/or Whistleblower Policy adopted by the Corporation if this function is not otherwise performed by another committee of the Board comprised solely of Independent Directors.

ARTICLE XII – NATIONAL COUNCIL DELEGATES

Section 1. Eligibility.

Delegates and alternates to the National Council of the Girl Scouts of the United States of America shall be United States Citizens age 14 years and older and shall otherwise satisfy the delegate and alternative requirements set forth by the National Council. They shall be members of the Girl Scout Movement registered through the Council at the time of election and throughout the term of service. Any delegate or alternate who ceases to be a member of the Council shall also cease to be a delegate or alternate to the National Council.

Section 2. Election.

The delegates and alternates to whom the Council is entitled to elect to the National Council of the Girl Scouts of the United States of America shall be elected in accordance with Article VII of these bylaws in accordance with the time frame established by the Girl Scouts of the United States of America and shall serve a term of three (3) years or until their successors are elected and assume office.

Section 3. Vacancies.

The Board or executive committee shall fill delegate vacancies from among the elected alternates. If there are not adequate alternates to fill the delegate positions, the vacancies may be filled from amongst the eligible members of the Council.

ARTICLE XIII – FINANCE

Section 1. Fiscal Year.

The fiscal year of the Corporation shall be October 1 through September 30.

Section 2. Contributions.

Any contributions, bequests, devises, and gifts to the Corporation shall be accepted or collected only as authorized by the Board.

Section 3. Depositories.

All funds of the Corporation shall be deposited to the credit of the Corporation under such conditions and in such financial institutions as shall be designated by the Board.

Section 4. Approved Signatures.

Approvals for signatory authority in the name of the Corporation and access to funds and securities of the Corporation shall be authorized by the Board.

Section 5. Bonding.

All persons having access to or responsibility for the handling of monies and securities of the Corporation shall be bonded in the amount authorized by the Board.

Section 6. Budget.

The Board shall approve the annual operational and capital budgets. No expenses shall be incurred in the name of the Corporation in excess of the budgeted amounts without prior approval of the Board.

Section 7. Property.

Title to all property shall be held in the name of the Corporation.

Section 8. Audits.

An independent certified public accountant shall be retained by the Board to perform an annual audit of the financial statements of the Corporation. A report of the audit shall be submitted to the Board and to the Girl Scouts of the United States of America.

Section 9. Financial Reports.

A summary report of the financial condition of the Corporation shall be presented to the membership at the annual meeting.

Section 10. Investments.

The funds of the Corporation shall be invested in accordance with the policy established by the Board or by a committee appointed by the Board for such purpose.

ARTICLE XIV – INDEMNIFICATION

The Corporation shall indemnify directors and officers against losses actually and reasonably incurred in connection with the defense of any action, suit, or proceeding relating to the performance of their duties to the extent permitted by law, except to the extent such losses are caused by such director's or officer's fraud, dishonesty or willful misconduct.

ARTICLE XV – PARLIAMENTARY AUTHORITY

The current edition of *Robert's Rules of Order Newly Revised* shall be the parliamentary authority of the Corporation.

ARTICLE XVI – AMENDMENTS

These bylaws shall be amended by a two-thirds vote, in accordance with the procedures set forth in Article VII of these bylaws, at a meeting of the Corporation. Technical corrections to the bylaws or matters not relating to the terms, positions of those currently serving as an officer or director, or the rights of the members may be made by a two-thirds (2/3) vote of the Board present and voting at any meeting of the Board, provided that the proposed amendments shall have been included with the notice of the Board meeting.