BYLAWS OF THE GIRL SCOUTS OF MICHIGAN SHORE TO SHORE
GIRL SCOUTS OF THE UNITED STATES OF AMERICA

Approved April 26, 2014

ARTICLE I – NAME

The name of the corporation shall be Girl Scouts of Michigan Shore to Shore, hereinafter referred to as the "Corporation", a not-for-profit Corporation organized under the laws of the State of Michigan.

ARTICLE II – PURPOSE

The purpose of the Corporation shall be as defined in the Articles of Incorporation and to make available to girls under its jurisdiction the program, practices, and standards of Girl Scouting as offered by the Girl Scouts of the United States of America.

ARTICLE III – VOTING MEMBERS

Section 1. Eligibility

Individuals 14 years of age and over who are members of the Girl Scout Movement and who are currently registered through and in good standing with the Council are eligible to be voting Members of the Corporation.

Section 2. Composition

A. Voting members of the Corporation shall consist of:
   1. members of the Board of Directors, if not otherwise voting members of the Corporation;
   2. members of the Board Development Committee, if not otherwise voting members of the Corporation; and
   3. delegates elected by Regions as defined by the Board of Directors.

B. The number of members of the Corporation shall be no fewer than sixty-five (65).

C. At least two-thirds of the voting members of the Corporation shall be those elected by Regions.

Section 3. Election

A. **Procedure.** Each Region shall elect delegates and alternates in accordance with policies and procedures established by the Board of Directors.

B. **Number.**
   1. The number of delegates and alternates to which each Region is entitled shall be based on the number of girl members in the Region as of September 30 of each calendar year, according to a formula established and administered by the Board of Directors.

2. Each Service Unit shall be entitled to elect at least one (1) Adult Delegate and one (1) Alternate Delegate as defined by GSMISTS policy.

C. **Term and Vacancies.**

1. Adult Delegates shall serve for a term of two (2) years or until their successors assume office. Adult delegates and Alternate Delegates shall be eligible for reelection for one (1) additional two (2) year term. Delegates and Alternates cannot serve for more than two (2) consecutive terms and shall be eligible for election again after a lapse of one (1) year.
2. Girl Delegates and Girl Alternate Delegates shall serve for a term of one (1) year or until their successors are elected and assume office. They are eligible for one (1) additional term and are eligible for election again after a lapse of one (1) year.
3. Terms of office shall begin at the close of the meeting in which the delegates are elected**.**

ARTICLE IV – BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall consist of the elected and ex officio officers of the Corporation and no less than ten (10) directors at large. The Chair of the Board Development Committee, if not otherwise elected to the Board of Directors, shall serve as a member of the Board of Directors.

Section 2. Term of Office

A. The directors at large shall be elected by ballot in accordance with Article X of these Bylaws for a term of two (2) years, or until their successors are elected and assume office.
B. Terms of office shall begin at the close of the Annual Meeting.
C. No individual shall serve more than three (3) consecutive terms as a director-at-large.
D. A member who shall have served a half term or more in office shall be considered to have served a full term in office.

Section 3. Vacancies

A vacancy occurring in a position of director-at-large shall be filled by the Board of Directors for the remainder of the unexpired term.

Section 4. Power, Authority, and Accountability

A. **Power and Authority.** The Board of Directors shall have full power and authority over the affairs of the Corporation between meetings of the Corporation, except as otherwise provided in these Bylaws or by statute.
B. **Accountability.** The Board of Directors is accountable to:

1. the Corporation membership for managing the affairs of the Corporation including development of a decision-influencing system allowing for members of the Movement, including girl members, to have a voice on key issues affecting the Corporation and the Movement;
2. the Board of Directors of Girl Scouts of the United States of America for compliance with the charter requirements;
3. the state of incorporation for adherence to state corporation law; and
4. the federal government in matters relating to legislation affecting not-for-profit corporations.

Section 5. Regular Meetings

A. **Scheduling.** The Board of Directors 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 of directors at least ten (10) 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.**
1. Each member of the board shall be entitled to one (1) vote.
2. No member shall vote in more than one capacity.
3. Unless otherwise designated by statute, the Articles of Incorporation of the Corporation, or these Bylaws, all matters shall be determined by a majority vote.
4. Proxy and/or absentee voting shall not be allowed.

Section 6. Special Meetings

A. **Scheduling.** Special meetings may be called by the Board Chair and shall be called by the Board Chair upon the written request of at least twenty-five percent (25%) of the 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 seven (7) days prior to the meeting.

C. **Quorum.** A majority of the board 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 shall constitute a quorum for the transaction of business.

D. **Voting.**
1. Each member of the board shall be entitled to one (1) vote.
2. No member shall vote in more than one capacity.

3. Unless otherwise designated by statute, the Articles of Incorporation of the Corporation, or these Bylaws, all matters shall be determined by a majority vote.
4. Proxy and/or absentee voting shall not be allowed.

Section 7. Removal

A. Any board member, including officers, who is absent from three (3) consecutive board meetings in their entirety without good cause acceptable to the Board Chair or designee, shall 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 officers, may be removed with or without cause by a three-fourths (3/4) vote of the total number of the Board of Directors.

ARTICLE V – OFFICERS

Section 1. Elected Officers

The elected officers of the Corporation shall be the Board Chair, First Vice Chair, Second Vice Chair, Secretary, and Treasurer.

Section 2. Term of Office

A. The officers shall be elected by ballot in accordance with Article X of these Bylaws for a term of two (2) years, or until their successors are elected and assume office.

B. Terms of office shall begin at the close of the Annual Meeting.

C. No individual shall serve more than three (3) consecutive terms in any one or combination of offices, except that an individual shall be eligible to serve three (3) consecutive terms in the office of Board Chair regardless of the number of consecutive terms that individual shall have served in any office or offices other than Board Chair.

D. No individual shall hold more than one office at a time.

E. 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.

Section 3. Vacancy in Office

A. In the event of a vacancy in the office of Board Chair, the vacancy shall be filled by the First Vice Board Chair for the remainder of the term.

B. In the event of a vacancy in both the Board Chair and the First Vice Chair, the Second Vice Chair shall fill the position of Board Chair for the remainder of the unexpired term.

C. In the event of a vacancy in any of the offices of the First Vice Chair, Second Vice Chair, Secretary, or Treasurer, the new officer shall be appointed by the Board Chair, subject to approval of the Board of Directors, for the remainder of the unexpired term of that officer.

Section 4. CEO Ex Officio Officer

The Chief Executive Officer (CEO) shall be appointed by the Board of Directors of the Corporation to serve at its pleasure and shall serve as an *ex officio* non-voting officer of the Corporation.

Section 5. 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 of Directors, the Executive Committee, the Board Chair, and the adopted parliamentary authority.

A. The Board Chair shall:
   1. be the principal officer of the Corporation;
   2. preside at all meetings of the Corporation, the Board of Directors and the Executive Committee;
   3. lead the Board of Directors in setting direction and overseeing the management and affairs of the Corporation;
   4. report to the Corporation and the Board of Directors as to the conduct and management of the affairs of the Corporation; and
   5. serve as an *ex officio* member of all committees except the Board Development Committee.

B. The First Vice Chair shall:
   1. assist the Board Chair as assigned;
   2. preside at meetings of the Corporation, the Board of Directors, or the Executive Committee in the absence or inability of the Board Chair, or when delegated the responsibility of presiding; and
   3. in the event of the vacancy in the office of Board Chair, succeed to the office for the remainder of the unexpired term.

C. The Second Vice Chair shall:
   1. assist the Board Chair as assigned; and
   2. in the event of the vacancy in both the offices of Board Chair and First Vice Chair, succeed to the office of Board Chair for the remainder of the unexpired term.

D. The Secretary shall:
   1. ensure that proper notice is given for all meetings of the Corporation, the Board of Directors, and the Executive Committee; and
   2. ensure that minutes of all meetings of the Corporation, the Board of Directors, and the Executive Committee are kept.

E. The Treasurer shall provide effective oversight of the Corporation's finances.

ARTICLE VI – EXECUTIVE COMMITTEE

Section 1. Composition

The Executive Committee shall consist of the elected officers of the corporation and three (3) directors at large. The Chief Executive Officer shall serve as an ex officio, non-voting member. The directors at large shall be appointed by the Board Chair from the members of the Board of Directors.

Section 2. Duties

A. **Authority between Board Meetings.** The Executive Committee shall exercise the authority of the Board of Directors between the meetings of the Board, except that the Executive Committee shall not:

1. adopt the budget;
2. amend the Bylaws; or
3. 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 Corporation.

B. **Reports.** The Executive Committee shall submit to the Board of Directors 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 five (5) members of the Executive Committee.

B. **Notice.** Notice of the date, time, and place of each meeting shall be provided at least twenty four (24) hours in advance of the meeting.

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 VII – BOARD DEVELOPMENT COMMITTEE

Section 1. Membership

The Board Development Committee shall be composed of six (6) voting members, at least two (2) of whom shall be members of the Board of Directors and at least three (3) of whom shall not be members of the Board of Directors, and the CEO of the Corporation who shall serve as an *ex officio* non-voting member.

Section 2. Election, Term, and Vacancies

A. The committee members shall be elected by ballot in accordance with Article X of these Bylaws for a term of two (2) years, or until their successors are elected and assume office.

B. Terms of office shall begin at the close of the Annual Meeting.

C. No individual shall serve more than two (2) consecutive terms as a member of the committee.

D. An individual who shall have served a half term or more in office shall be considered to have served a full term in the office.

E. In the event of a vacancy in any position other than committee chair, the vacancy shall be filled by the Board of Directors for the remainder of the term.

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

A. The Chair of the Committee shall be appointed by the Board Chair, with approval of the Board of Directors, from among the committee members for a term of one (1) year and shall be eligible to serve as Chair for no more than two (2) terms.

B. In the event of a vacancy, the Board Chair, with approval of the Board of Directors shall elect an individual to serve as Chair of the committee.

C. An individual who has served a half term or more in the office shall be considered to have served a full term in the office.

Section 4. Responsibilities

The responsibilities of the Board Development Committee 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 positions for election, including officers, directors, and Board Development Committee 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 Session of Girl Scouts of the United States of America;

D. to develop in conjunction with the Board of Directors:

1. board orientation and education materials;
2. board development materials;
3. methods for identifying needed skills and talents for the Corporation Board of Directors and committees;
4. methods for succession planning;
5. board annual self-assessment materials; and

E. to conduct board orientation and board development training sessions as needed and/or as directed by the Board of Directors.

Section 5. Quorum

The quorum for meetings of the Board Development Committee shall be a majority of the 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.

Section 6. Removal

The Chair of this committee will consult with any member whose absences or failure to participate affects the workings of this committee. Should this effort prove unsuccessful, the person can be removed by a majority vote of the members of the committee present and voting at any meeting of the committee. The Board of Directors will be notified at their next regular meeting of this action.

ARTICLE VIII – BOARD COMMITTEES

Section 1. Establishment

The Board of Directors may establish standing and special committees and/or task groups, and/or ad hoc committees as needed, which shall operate under the general supervision of the Board of Directors.

Section 2. Appointment

A. The chair of any committee, task group, or ad hoc committees shall be appointed by the Board Chair, subject to the approval of the Board of Directors.

B. Members of any committee, task group, or ad hoc committee shall be appointed by the Board Chair in consultation with the chair of the respective committee or task group.

C. Appointments to any Board committees and task groups shall be for one (1) year unless a different term is specified by the Board of Directors at the time of appointment.

D. Vacancies in any committee or task group shall be filled by the Board Chair, subject to the approval of the Board of Directors.

Section 3. Quorum

The quorum for meetings of any committee or task group shall be a majority of the 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.

ARTICLE IX – 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 or older. They shall be members of

the Girl Scout Movement registered through the Corporation at the time of election and throughout the term of service.

Section 2. Election
The delegates and alternates to whom the Corporation 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 X of these Bylaws in accordance with the time frame established by the Girl Scouts of the United State 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 of Directors 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 among the eligible members of the Corporation.

ARTICLE X – ELECTION PROCEDURES

Section 1. Election Procedures
Election of officers, directors at large, Board Development Committee members, and National Council delegates shall occur as follows: 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. If there is only a single candidate for any office, the election may be held by acclamation.

Section 2. Nominations from the Floor
Nominations for any of the elected positions may be made from the floor at the annual meeting provided:

A. the individual to be nominated has consented in writing to serve if elected;
B. the nomination has been submitted to the Chair of the Board Development Committee and to the Board Chair, at least seventy-two (72) hours before the convening of the Annual Meeting; and
C. the prospective nominee meets the qualifications for the office for which she/he is being nominated.

ARTICLE XI – MEETINGS

Section 1. Annual Meeting

A. **Scheduling.** The Corporation shall conduct an Annual Meeting of the Corporation Membership each year, at a date, time, and place determined by the Board of Directors.
B. **Notice.** Notice of the date, time, and place of the Annual Meeting, accompanied by proposed Standard Rules of the Meeting, a tentative agenda, the slate of nominees for all positions, and any proposed

amendments to these Bylaws shall be delivered personally, mailed, or electronically submitted to each voting member of the Corporation not more than sixty (60) days nor less than thirty (30) days prior to the meeting.

C. **Business.** At the Annual Meeting the Corporation shall:

1. elect officers, directors at large, members of the Board Development Committee, and in appropriate years, delegates and alternates to the National Council of the Girl Scouts of the United States of America;
2. consider and vote on any proposed amendments to the Corporation Bylaws;
3. provide input on key policy issues affecting the Corporation and the Movement; and
4. consider any other business appropriate to come before the Corporation in accordance with the process established by the Board of Directors.

D. **Quorum.** A quorum for the Annual Meeting shall be twenty-five percent (25%) of the Corporation 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 and that all participants are advised of the use of the telecommunications equipment and the names of those participating by teleconference are divulged to all participants, provided that a majority of the Corporation's Regions are represented by at least two (2) delegates.

E. **Voting.**

1. Each member of the Corporation shall be entitled to one (1) vote.
2. No member shall vote in more than one capacity.
3. Unless otherwise designated by statute, the Articles of Incorporation of the Corporation, or these Bylaws, all matters shall be determined by a majority vote.
4. Proxy or absentee voting shall not be allowed.

Section 2. Special Meetings

A. **Scheduling.** A special meeting of the Corporation membership may be called by the Board Chair and shall be called by the Board Chair upon the written request of a majority of the members of the Board of Directors then in office or by twenty-five percent (25%) members of the Corporation. The purpose of the meeting shall be stated in the written request.

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.

C. **Quorum.** The quorum for a special meeting shall be twenty-five percent (25%) of the Corporation 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,

provided that a majority of the Corporation's Regions are represented by at least two (2) delegates.

D. **Voting.**

1. Each member of the Corporation shall be entitled to one (1) vote.
2. No member shall vote in more than one capacity.
3. Unless otherwise designated by statute, the Articles of Incorporation of the Corporation, or these Bylaws, all matters shall be determined by a majority vote.
4. Proxy or absentee voting shall not be allowed.

ARTICLE XII – 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 for the purpose of Girl Scouting within the corporation shall be accepted or collected only as authorized by the Board of Directors.

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 of Directors.

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 of Directors.

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 of Directors.

Section 6. Budget
The Board of Directors 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 of Directors.

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 of Directors to perform an annual audit of the financial statements of the corporation. A report of the audit shall be submitted to the Board of Directors 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 of Directors or by a committee appointed by the Board of Directors for such purpose.

ARTICLE XIII – 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 Michigan law.

ARTICLE XIV- PARLIAMENTARY AUTHORITY

The current edition of *Robert's Rules of Order Newly Revised* shall be the parliamentary authority of the Corporation, subject to Michigan State law, the Articles of Incorporation, and these Bylaws.

ARTICLE XV – AMENDMENTS TO BYLAWS

These Bylaws may be amended by two-thirds (2/3) vote of members of the Corporation present and voting at any meeting of the Corporation, provided that the proposed amendment shall have been included in the notice of meeting. Members of the meeting must 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.

Approved by Council Realignment Committee: April 28, 2008
Approved by Michigan Shore to Shore Board of Directors: August 12, 2008
Approved with Revision to Article IV, Section 1 by Members of the Corporation: May 2, 2009
Approved with Revision to:
Article III, Section 3, C 1
Article IV, Section 2, A & D
Article V, Section 2, A & C by Members of the Corporation: April 24, 2010

Approved with Revision to:

Article IV, Section 1
Article IV, Section 2, C
Article VII, Section 1
Article VII, Section 2 A
Article VII, Section 6 by Members of the Corporation: April 30, 2011

Approved with Revision to:

Article III, Section 2, B
Article V, Section 2, A
Article V, Section 3, C
Article VII, Section 1
Article XV by Members of the Corporation: May 4, 2013

Approved with Revision to:

Article III
Article III, Section 1
Article III, Section 2 A
Article III, Section 2 C
Article III, Section 3 B
Article III, Section 3 C
Article XI, Section 1 B by Voting Members of the Corporation: April 26, 2014

Girl Scouts of Michigan Shore to Shore
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