



BYLAWS
OF
GIRL SCOUTS
HEART OF NEW JERSEY, INC.

ARTICLE I - OPERATIONS OF THE CORPORATION

Section 1. Name.

The name of the corporation shall be the Girl Scouts Heart of New Jersey Council, Inc. (hereinafter referred to as "Council" or "Corporation"). The Council shall be a not-for-profit corporation organized under the laws of the State of New Jersey.

Section 2. Registered Agent and Address.

The Corporation shall have and continuously maintain in the State of New Jersey a registered office and a registered agent. The address of the registered agent shall be identical to address of the registered office. The registered agent and office may be changed by resolution of the Board of Directors and filing as required by law. The Board of Directors shall be responsible to see that any change is filed as required by the laws of State of New Jersey.

Section 3. Certificate of Incorporation.

The Corporation is the surviving corporation resulting from the merger of the Girl Scouts of Rolling Hills Council, Inc. and the Girl Scouts of Washington Rock Council, Inc. with and into Girl Scout Council of Greater Essex and Hudson Counties New Jersey, Inc. (the latter being the "Surviving Corporation") pursuant to a Certificate of Merger filed in the Office of the Treasurer of the State of New Jersey on September 8, 2008. All references in these bylaws to the Certificate of Incorporation of the Corporation shall mean the Certificate of Incorporation of the Surviving Corporation, as the same may have been amended prior to the said merger, as further amended by the aforesaid Certificate of Merger, and as the same may be amended in the future.

ARTICLE II - PURPOSE

The Corporation is organized exclusively for one or more of the charitable, educational or scientific purposes as specified in the New Jersey Nonprofit Corporation Act, N.J.S.A. 15A:1-1 et. seq. or any future Nonprofit Corporation Act in the State of New Jersey, and as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code. The purpose of the Corporation shall be as defined in the Certificate of Incorporation in order 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 - MEMBERS

Section 1. Eligibility

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

Section 2. Composition

- A. The Voting Members of the corporation shall consist of:
1. elected members of the Board of Directors, if not otherwise members of the corporation;
 2. members of the Board Development Committee (as set forth in Article V), if not otherwise members of the corporation;
 3. delegates who meet the requirements of Subsection C of this Section 2 to vote at annual or special meetings and who are elected by service units, which service units shall be as defined by the Board of Directors;
 4. persons selected to act as delegates on behalf of the Corporation to the National Council of the Girl Scouts of the United States of America, if not otherwise members of the corporation and who meet the requirements of Subsection C of this Section 2 to vote at annual or special meetings. The CEO shall not serve as a voting member of the corporation yet can serve as a National Council delegate and vote at National Council meetings.
- B. At least fifty-one percent (51%) of the Voting Members of the corporation shall be those elected by service units.
- C. Notwithstanding anything to the contrary in these bylaws or otherwise, members of the Corporation as defined in Section 2, Subsection A of this Article III shall be members of the Corporation as the term "member" is defined in the New Jersey Nonprofit Corporation Act, N.J.S.A. 15A:1.1 et. seq. and as such, they shall be voting members entitled to vote on matters at the annual meeting and any special meetings of the Corporation as more particularly set forth in Article VII of these bylaws. Only delegates or national delegates who are at least eighteen (18) years of age shall be deemed members entitled to vote as any such meetings. Delegates or national delegates who are under eighteen (18) years of age shall, however, be entitled to be present at, and otherwise participate in, such meetings.

Section 3. Election of Delegates by Service Unit

- A. Procedure. Each service unit shall elect delegates in accordance with policies and procedures established by the Board of Directors.

- B. Number. Each service unit shall be entitled to elect two (2) delegates, at least one of whom shall meet the requirements of Article III, Section 2, Subsection C to vote.
- C. Term and Vacancies.
 - 1. Delegates shall serve for a term of two (2) years and for no more than three consecutive terms.
 - 2. Terms shall begin January 1st, following the election in which the delegates are elected.
- D. Duties and Responsibilities of Delegates.
 - 1. Delegates shall attend delegate meetings, all annual meetings and all special meetings of the Council as set forth in Article VII. Delegates must also be knowledgeable about issues affecting the Girl Scouts of the United States of America, Girl Scouts Heart of New Jersey, Inc. Council, and issues particular to that delegate's service unit.
 - 2. Additional duties and responsibilities of delegates shall be defined by the Board of Directors, and set forth in the job description of delegates which shall be adopted by the Board.

ARTICLE IV - OFFICERS

Section 1. Elected Officers

The elected officers of the Corporation shall be the Chair of the Board; First Vice Chair; Second Vice Chair; Secretary; and Treasurer. The elected officers of the Corporation shall be eighteen (18) years of age or older. Elected officers need not be residents of the State of New Jersey. For the purposes of N.J.S.A. 15A:6-15 the title of Chair shall correspond to the title of President and the titles of the Vice Chairs shall correspond to the title of Vice President.

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. If there is only a single candidate for office, the election may be held by acclamation.
- 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

consecutive terms in the office of Chair, regardless of the number of consecutive terms that individual shall have served in any office or offices.

- 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 Chair of the Board

- 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 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 unexpired term.
- C. Vacancies in all other positions shall be filled in the manner set forth by Article VIII, Section 4.

Section 4. Resignation

Any officer may resign at any time by giving written notice to the Chair of the Board or the Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any subsequent date specified in the notice.

Section 5. Ex Officio Officers

- A. 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 officer of the Corporation without vote. The CEO shall be the principal executive officer of the Corporation and shall, in general, oversee all of the business and affairs of the Corporation, and shall coordinate, administer and expedite the program of the Corporation as determined by the Board of Directors. The CEO shall also ensure that the CFO (as defined hereinbelow) is performing his/her stated functions. The CEO shall also perform all duties incident to the office of CEO and such other duties as from time to time may be assigned to the CEO by the Board of Directors.
- B. The Chief Financial Officer (CFO) shall be appointed by the CEO to serve at his/her pleasure and shall serve as an ex officio officer of the Corporation without vote.

Section 6. Duties of Officers

- A. 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 Chair of the Board, and the adopted parliamentary authority.

B. The Chair of the Board 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. be responsible for seeing that the lines of direction given by the members of the Corporation and the actions of the Board of Directors are carried into effect;
5. report to the Corporation and the Board of Directors as to the conduct and management of the affairs of the Corporation; and
6. serve as an ex officio member of all Board committees except the Board Development Committee.

C. The First Vice Chair of the Board shall:

1. assist the Chair of the Board as assigned;
2. preside at meetings of the Corporation, the Board of Directors, or the Executive Committee in the absence or inability of the Chair of the board, or when delegated the responsibility of presiding; and
3. 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.

D. The Second Vice Chair of the Board shall:

1. assist the Chair of the Board as assigned; and
2. 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.

E. The Secretary shall:

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

3. have responsibility for the seal of the Corporation and ensure its safekeeping; and
4. have responsibility for ensuring that the Corporation is properly maintaining its corporate records, books and files.

F. The Treasurer shall:

1. provide effective stewardship and oversight of the Corporation's finances;
2. execute directives of the Board of Directors; and
3. serve as a member of the Finance Committee.

Section 7. Removal

- A. Except as set forth in subsection B, an elected Officer may be removed, with or without cause, only by vote of at least two-thirds of the Voting Members. Also, an elected Officer may be suspended for cause by the Board of Directors by the affirmative vote of a majority of the votes cast by the Board of Directors.
- B. Any elected officer who is absent from three (3) board meetings within one fiscal year without good cause acceptable to the Chair of the Board or the Chair's designee, may be removed from the Board of Directors by a majority vote of the Board of Directors members present and voting at any regular meeting of the Board of Directors. All officers will make reasonable efforts to participate in person at meetings, but may be permitted to be linked telephonically as set forth in Article VIII Section 7C and 8C when necessary. It is expected that all officers, will be present in person for at least 50% of the regular meetings of the Board of Directors unless there is good cause acceptable to the Chair of the Board.

ARTICLE V - BOARD DEVELOPMENT COMMITTEE

Section 1. Membership

The Board Development Committee shall be composed of no more than nine (9) members, and no less than five (5) members. The Board Development Committee shall endeavor to have a majority of members comprised of non-Board members.

Section 2. Qualifications

Members of the Board Development Committee shall be eighteen (18) years of age or older and need not be residents of the State of New Jersey.

Section 3. Election, Term, and Vacancies

- A. The Board Development Committee members shall be elected by ballot in accordance with Article VI.
- B. Elected Board Development Committee Members shall begin at the close of the meeting at which they were elected and shall be for two years.
- C. No individual shall serve for more than two (2) consecutive terms and shall not be eligible again for the Board Development Committee membership until after a lapse of one year.
- 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 on the Board Development Committee other than committee chair, the vacancy shall be filled by the Board of Directors with advice from the Board Development Committee for the remainder of the term.

Section 4. Election, Term, and Vacancy of Committee Chair

- A. At its first meeting following the election, which shall be convened by the Chair of the Board of Directors, the Board Development Committee shall elect from amongst its eligible members an individual to serve as Chair of the committee.
- B. Except for the initial Chair of the Board Development Committee, an individual shall have served on the Board Development Committee for at least one year in order to be eligible for election to the position of Chair.
- C. The term of office for Chair shall be one (1) year.
- D. No individual shall serve more than two consecutive terms as Chair of the committee.
- E. In the event of a vacancy in the office of Chair, the Board Development Committee shall elect a new Chair from its eligible members to serve the remainder of the term.
- F. An individual who shall have served a half term or more in the office shall be considered to have served a full term in the office.
- G. If not already a member of the Board of Directors, the Chair shall serve as an ex officio member of the Board of Directors, with all the rights and responsibilities of other members of the Board of Directors.

Section 5. 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 of Directors' orientation and education materials;
 - 2. Board of Directors' development materials;
 - 3. methods for identifying needed skills and talents for the Corporation's Board of Directors and committees;
 - 4. methods for succession planning; and
 - 5. Board of Directors' annual self assessment materials.
- E. to conduct Board of Directors' orientation and training sessions as needed and/or as directed by the Board of Directors.

Section 6. 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 7. Removal

Members may be recommended to the Board of Directors for removal from the Board Development Committee for non-participation by a majority vote of the other members of the Board Development Committee. In the event of such a recommendation, the matter shall be submitted to the Board of Directors for its action. If the Board of Directors approves the recommendation, the person in question shall be deemed removed from the Board Development Committee upon the completion of the vote by the Board of Directors and shall be notified in writing of such action by the Chair within a reasonable period of time thereafter. For purposes of this section, non-participation shall mean unexcused absences.

ARTICLE VI - VOTING PROCEDURES

Section 1. Elections

- A. At the annual meeting, elections shall be by ballot by Voting Members present in person and voting in contested elections. In uncontested elections votes may be made by voice or other means by voting members present in person and voting. Election of Officers of the Board of Directors, Directors-at-Large, Board Development Committee members, National Delegates and National Delegate alternates will be by a majority of votes cast.
- B. Nominations from the Floor. Nominations for any of the elected positions may be made from the floor at the annual meeting provided:
 - 1. the individual to be nominated has consented in writing to serve if elected;
 - 2. the prospective nominee meets the qualifications for the office for which she/he is being nominated;
 - 3. the nomination has been submitted to the Chair of the Board Development Committee, or her/his designee, at least ten (10) business days before the convening of the annual meeting.

Section 2. Other Matters

For all other matters a majority vote of the members present in person and voting, unless otherwise provided by law or these bylaws or parliamentary authority, shall determine the outcome of all other matters.

ARTICLE VII - 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 a tentative agenda, the slate of nominees for all positions, and any proposed amendments to these bylaws shall be given (i) personally, which shall be deemed completed upon actual delivery, (ii) by regular first class mail, which shall be deemed completed on the third day following the date on which the notice is mailed, or (iii) by email, which shall be deemed completed on the day following the date the email is sent (provided that the person to whom emailed notice is to be given shall have first given written consent to receive notice by email in the manner set forth in sub-section (i) or sub-section (ii), above, at least ten (10) days prior to the date the first emailed notice is given to such person), to each Voting

Member of the Corporation not more than sixty (60) days nor less than ten (10) 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 any proposed amendments to these bylaws;
 3. provide input on key issues affecting the Corporation and the Girl Scout 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. The quorum for the annual meeting shall be thirty-three percent (33%) of the Voting Members of the Corporation provided that at least fifty percent (50%) of the Council's service units are represented by at least one (1) voting delegate.
- E. Voting.
1. Each voting 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 Certificate 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 2. Special Meetings

- A. Scheduling. A special meeting of the Corporation's membership may be called by the Chair of the Board and shall be called by the Chair of the Board upon the written request of two-thirds (2/3's) of the members of the Board of Directors then in office or upon the written request of twenty-five percent (25%) of the Voting Members of the Corporation. Written notice of the date of the special meeting shall be given within fourteen (14) days of such request. 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 by any of the means described in Article VII, Section 1, Subsection B of these bylaws.
- C. Quorum. The quorum for a special meeting shall be thirty-three percent (33%) of the voting members of the Corporation provided that at least fifty percent (50%) of the service units are represented by at least one (1) voting delegate.

D. Voting.

1. Each voting 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 Certificate 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.

ARTICLE VIII - BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall consist of the elected and ex officio officers of the Corporation and eighteen (18) 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. Qualifications

Directors-at-Large shall be age eighteen (18) years of age or older. Directors need not be residents of the State of New Jersey.

Section 3. Term of Office

- A. The Directors-at-Large shall be elected by ballot in accordance with Article VI of these bylaws.
- B. Directors-at-Large shall be elected for a term of (3) years, with such terms to begin at the end of the annual meeting.
- C. The term of office of one-third (1/3) of the Directors-at-Large shall expire at each annual meeting of the Corporation.
- D. No individual shall serve more than two (2) 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.

Section 4. Vacancies

Until an annual meeting is held and a slate presented, a vacancy occurring in all offices except Chair of the Board shall be elected by the Board of Directors from candidates recommended by the Board Development Committee for the remainder of the unexpired

term. In the event of a vacancy that has not yet been filled, the Board may operate with a proportionally reduced quorum.

Section 5. Resignation

Any Director-at-Large may resign at any time by giving written notice to the Chair of the Board or the Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any alternate date specified in the notice

Section 6. 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 Girl Scout Movement, including girl members, to have a voice on key issues affecting the Corporation and the Girl Scout Movement;
 - 2. the Girl Scouts of the United States of America for compliance with its charter requirements;
 - 3. the State of New Jersey for adherence to its law; and
 - 4. the federal government in matters relating to legislation affecting not-for-profit, non-stock corporations.

Section 7. 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 of Directors may determine.
- B. Notice. Notice of the date, time, and place of each Board of Directors meeting shall be given personally or mailed (or electronically transmitted if allowed by statute) to each member of the Board of Directors at least ten (10) days prior to the meeting.
- C. Quorum. For purposes of these bylaws, to achieve quorum, a majority of the Board of Directors members then in office must be present for such meetings. A Board of Directors member will be considered present at a regular meeting if they are linked by telecommunication or by other means such that all members participating in the meeting are able to hear one another and participate in its proceedings.
- D. Voting.

1. Each member of the Board of Directors shall be entitled to one (1) vote.
2. No member shall vote in more than one capacity.
3. Unless otherwise designated by statute, the Certificate 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 8. Special Meetings

- A. Scheduling. Special meetings may be called by the Chair of the Board of Directors or upon the written request of at least four (4) Board of Directors members.
- B. Notice. Notice of the date, time, place, and specific purpose of the special meeting shall be given personally or mailed (or electronically transmitted if permitted by statute) to each member of the Board of Directors at least five (5) days prior to the meeting.
- C. Quorum. For purposes of these bylaws, to achieve quorum, a majority of the Board of Directors members then in office must be present for such meetings. A Board of Directors member will be considered present at a special meeting if they are linked by telecommunication or by means such that all members participating in the meetings are able to hear one another and participate in proceedings.
- D. Voting.
 1. Each member of the Board of Directors shall be entitled to one (1) vote.
 2. No member shall vote in more than one capacity.
 3. Unless otherwise designated by statute, the Certificate 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 9. Waiver of Notice

A Director may waive any notice required by these Bylaws at any time. This waiver must be in writing, signed by the Director entitled to the notice, and filed with the minutes or the corporate records. A Director's attendance at or participation in a meeting waives any required notice of the meeting, unless the Director, at the beginning of the meeting or promptly upon arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 10. Removal

- A. Any Board of Directors member, who is absent from three (3) board meetings within one fiscal year without good cause acceptable to the Chair of the Board or the Chair's designee, may be removed from the Board of Directors by a majority vote of the Board of Directors members present and voting at any regular meeting of the Board of Directors. All Board of Directors members, will make reasonable efforts to participate in person at meetings, but may be permitted to be linked telephonically as set forth in Section 7C and 8C above when necessary. It is expected that all Board of Directors members will be present in person for at least 50% of the regular meetings of the Board of Directors unless there is good cause acceptable to the Chair of the Board.
- B. Any Board of Directors member may be removed with or without cause by a three-fourths (3/4s) vote of the total number of the Board of Directors.

ARTICLE IX - CONFLICTS OF INTEREST

Members of the Board of Directors (including Officers and Directors-at-Large) have an obligation to disclose conflicts of interest which may arise during their tenure as directors and officers of the Corporation in conformance with any and all applicable law and any policies or procedures adopted by the Board of Directors and take such appropriate action as necessary under such laws or policies and procedures.

ARTICLE X - EXECUTIVE COMMITTEE

Section 1. Composition

The Executive Committee shall consist of the elected officers of the Corporation and three (3) Directors-at-Large elected by the Board of Directors. The Chief Executive Officer shall serve as an ex officio member with voice but without vote. The Chief Financial Officer shall serve as an ex officio member with voice but without vote.

Section 2. Duties

- A. Authority between Board Meetings. The Executive Committee shall exercise the authority of the Corporation 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 of Directors 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 of Directors meeting a report of all actions taken since the last Board of Directors 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 three (3) members of the Executive Committee.
- B. Notice. Notice of the date, time, and place of each meeting shall be provided as soon as practicable but no less than twelve (12) 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 XI - COMMITTEES

Section 1. Establishment

The Board of Directors shall establish a Finance Committee and may establish other 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. Nothing in this section shall be interpreted as precluding or limiting the CEO's ability to establish operational committees, task groups, or ad hoc committees as needed to conduct the operations or business of the Council.

Section 2. Appointment

- A. The chair of any board committee, task group, or ad hoc committees shall be appointed by the Chair of the Board, subject to the approval of the Board of Directors.
- B. Members of any board 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 and reported to the Board of Directors.
- C. At least two (2) members of any board committee, task group, or ad hoc committees shall be members of the Board of Directors, one of whom shall serve as chair of the committee.
- D. Appointments to 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.

- 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, task group, or ad hoc 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 4. Removal

Members of any committee or task group may be removed for non-participation by a majority vote of the other members of the committee or task group, with the acceptance of the Chair of the Board. For purposes of this section, non-participation shall mean unexcused absences.

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. 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 VI 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 of Directors or Executive Committee shall fill delegate vacancies from among the elected alternates with the advice of the Board Development Committee. If there are not adequate alternates to fill the delegate positions, the vacancies may be filled from amongst the eligible members of the corporation.

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 for the benefit 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 any budgeted amounts without prior recommendation by the Finance Committee and approval of the Board of Directors.

Section 7. Property

Title to all property shall be held in the name of the Corporation or of a predecessor 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 XIV - INDEMNIFICATION

The Corporation shall indemnify directors and officers and other corporate agents (as defined in N.J.S.A. 15A:3-4.a.(1) to the maximum extent permitted by N.J.S.A. 15A:3-4, et. seq., as the same may be amended from time to time, against losses actually and reasonably incurred in connection with the defense of any bona fide claim, action, suit, or proceeding relating to the performance of their duties. Decisions to provide indemnification by the Corporation in particular cases shall be determined in accordance with N.J.S.A. 15A:3-4.e, as the same may be amended from time to time.

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 may be amended by a two-thirds vote of those present and voting at a meeting of the Corporation in accordance with Article VII, provided that the proposed amendments shall have been included with the written notice of the meeting.

Adopted: 9/6/08

**Revised by
Board of Directors:** 4/13/09

Approved at Annual Meeting: 5/2/09