



Bylaws
of
Girl Scouts
Heart of New Jersey, Inc.

January 2025

ARTICLE I. NAME

The name of the corporation shall be the Girl Scouts Heart of New Jersey, Inc. (“Council”), a not-for-profit corporation organized under the laws of the State of New Jersey.

ARTICLE II. PURPOSE

The purpose of the Council 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 (“GSUSA”).

ARTICLE III. MEMBERSHIP

Section 1. Composition

- A. The members of the Council shall be girl and adult individuals who are members of the Girl Scout Movement and who are currently Girl Scouts registered through and in good standing with the Council (“Members”).
- B. The following individuals shall be the voting members (“Voting Members”) of the Council:
 - 1. members of the Board of Directors (“Board”);
 - 2. members of the Board Development Committee (“BDC”);
 - 3. delegates elected by Service Units; and
 - 4. National Council Delegates.

Section 2. Eligibility

Individuals 14 years of age and older who are Members are eligible to be Voting Members.

Section 3. Delegate Selection

- A. Procedure. Each Service Unit shall elect or select delegates and alternates in accordance with policies and procedures established by the Board.
- B. Number. Each Service Unit shall be entitled to elect or select up to two delegates and one alternate.
- C. Term and Vacancies.
 - 1. Each delegate shall be elected or selected for a term of two years.
 - 2. No delegate may serve more than three consecutive terms.

3. A delegate who has served the maximum number of allowed terms is not eligible to be a delegate until one year after the date that their term expires.
4. Delegate and alternate terms shall begin on October 1 following election.
5. Terms and term limits for alternates shall be determined by the Service Unit.
6. Any mid-term vacancy can be filled at the discretion of the Service Unit.

D. Duties and Responsibilities of Delegates. A delegate must:

1. Attend Council delegate meetings, annual meetings, and special meetings. If unavailable for a meeting, notify their Service Unit's alternate in a manner specified by the Service Unit.
2. Be knowledgeable about issues affecting GSUSA, the Council, and their Service Unit; and
3. Perform additional duties set forth in the delegate job description adopted by the Board.

E. Duties and Responsibilities of Alternates. An alternate must:

1. Attend Council delegate meetings, annual meetings, and special meetings when one of the Service Unit delegates is unavailable.
2. Be knowledgeable about issues affecting GSUSA, the Council, and their Service Unit.

ARTICLE IV. MEMBERSHIP MEETINGS

Section 1. Annual Meeting

- A. The Council shall conduct an annual meeting ("Annual Meeting") prior to the end of each fiscal year at a date, time, and place determined by the Board.
- B. Notice of the date, time, and place of the Annual Meeting, accompanied by a proposed agenda, BDC nominations, and any proposed amendments to these Bylaws shall be given to each Member, or published on the Council website not more than 60 days nor less than 10 days prior to the day of the Annual Meeting. Attendance at the Annual Meeting without objection shall constitute waiver of any notice requirements in this provision.
- C. At the Annual Meeting, the Voting Members shall:
 1. elect Officers, At-Large Directors, BDC members, and in appropriate years, delegates and alternates to the National Council of GSUSA;
 2. consider any proposed amendments to these Bylaws;
 3. provide input on key issues affecting the Council and the Girl Scouts Movement in accordance with the process established by the Board; and

4. consider any other business appropriate to come before the Council in accordance with the process established by the Board.

Section 2. Special Meetings

- A. A special meeting of the Council shall be called by the Chair upon the written request of two-thirds of the Board members or at least 25% of the Voting Members. The purpose of the meeting shall be stated in the written request, and the Chair shall call the meeting within 30 days of receiving the request.
- B. Notice of the date, time, place, and specific purpose of the meeting shall be given to each Member, or published on the Council website at least 10 days prior to the day of the meeting. Attendance at a special meeting without objection shall constitute waiver of any notice requirements in this provision.

Section 3. Quorum

A quorum for all meetings of the Council shall be 33% of the Voting Members of the Council present in person or linked by means such that all members participating in the meeting are able to simultaneously hear the proceedings, provided that a majority of the Service Units that have elected delegates are represented by at least one delegate.

Section 4. Voting

- A. Each Voting Member has one vote, regardless of whether they serve the Council in more than one capacity.
- B. If there is only one nominee for an elected position, the election may be held by acclamation.
- C. Unless otherwise designated by statute, the Articles of Incorporation, or these Bylaws, all matters at the Annual Meeting shall be determined by a majority of the votes cast. Proxy and absentee voting are not permitted.

ARTICLE V. OFFICERS

Section 1. Officers

The officers of the Council shall be the Chair, First Vice Chair, Second Vice Chair, Secretary, Treasurer, and Chief Executive Officer (each an “Officer” and collectively, “the Officers”). The elected officers of the Council shall be the Chair, First Vice Chair, Second Vice Chair, Secretary, and Treasurer (each an “Elected Officer” and collectively, “the Elected Officers”). Officers must be 18 years of age or older at the time of election.

Section 2. Elected Officer Terms

- A. The Elected Officers shall be elected for a term of two years or until their successors are elected.
- B. Elected Officer terms shall begin upon adjournment of the Annual Meeting at which an Elected Officer is elected.
- C. No individual may serve more than three (3) consecutive terms in any one or combination of offices. An individual may serve one, two-year term as Chair regardless of the number of consecutive terms they have already served as Elected Officer. An Elected Officer who has served more than half of a term in office shall be deemed to have served a full term in that office.
- D. When an Elected Officer has served the maximum number of allowed terms, they are not eligible to be an Elected Officer or an At-Large Director until one year after the Annual Meeting at which their term expires.
- E. No individual may hold more than one office at a time.

Section 3. Chief Executive Officer

- A. The Chief Executive Officer (“CEO”) shall be appointed by the Board to serve at its pleasure and direction and shall serve as a non-voting, ex-officio Officer of the Council and member of the BDC.
- B. The CEO shall be the principal executive officer of the Council and shall oversee the business and affairs of the Council in keeping with the direction established by the Board. The CEO shall be the official spokesperson of the Council and shall have all duties and authority incident to the office of CEO, including the authority to (1) employ, release, and direct all employed staff, and (2) direct and release all volunteers.
- C. The CEO shall not be a Voting Member of the Council, even if the CEO is a National Council Delegate.

Section 4. Vacancies

- A. A vacancy in the office of Chair shall be filled by the First Vice Chair for the remainder of the term. If the office of the First Vice Chair is also vacant, the Second Vice Chair shall fill the vacancy in the office of Chair for the remainder of the term.

- B. If there is a vacancy in an Elected Officer position other than the position of Chair, the Board shall appoint an At-Large Director to fill the vacancy for the remainder of the term.

Section 5. Duties of Officers

- A. The Chair shall be the principal officer of the Council; preside at all meetings of the Council, Board, and Executive Committee; lead the Board in setting strategic direction and providing oversight of the management and affairs of the Council; provide reports to the Members regarding the affairs of the Council; and serve as a non-voting, ex-officio member of all committees, except for the BDC.
- B. The First Vice Chair shall assist the Chair with any duties assigned by the Chair, preside at meetings in the absence of the Chair. The First Vice Chair may be appointed by the Board as a non-voting, ex-officio member of any committee.
- C. The Second Vice Chair shall assist the Chair with any duties assigned by the Chair. The Second Vice Chair may be appointed by the Board as a non-voting, ex-officio member of any committee.
- D. The Secretary shall give notice for and keep minutes of all meetings of the Council, the Board, and the Executive Committee.
- E. The Treasurer shall oversee the Council's finances, provide financial reports to the Board at each Board meeting, and provide an annual financial report to the Members. The Treasurer shall Chair the finance committee.

Section 6. Removal

- A. Any Elected Officer who is absent from three consecutive meetings of the Executive Committee or Board in their entirety without prior notification to the Chair, may be removed by the affirmative vote of a majority of the entire Board.
- B. The Board may remove an Elected Officer without cause on the affirmative vote of at least three-fourths of the votes cast by the Board, or for cause by the affirmative vote of at least two-thirds of the votes cast by the Board.

ARTICLE VI. BOARD DEVELOPMENT COMMITTEE

Section 1. Membership

- A. The Board Development Committee (“BDC”) shall consist of between five and nine members, including the BDC Chair. The Chair shall be a voting member of the BDC. The CEO shall be a non-voting, ex-officio member of the BDC.
- B. The BDC may include both Board members and non-Board members, provided that the number of Board members does not exceed the number of non-Board members.

Section 2. Eligibility

BDC members must be 18 years of age or older at the time of election.

Section 3. Election, Term and Vacancies

- A. BDC members shall be elected by the Voting Members of the Council for a term of two years or until their successors are elected. No individual shall serve more than three consecutive terms.
- B. Terms of office begin upon adjournment of the Annual Meeting at which the BDC member is elected.
- C. When a BDC member’s term expires, that BDC member is not eligible for election or appointment to the BDC until one year after the Annual Meeting at which their term expires.
- D. If a vacancy occurs on the BDC, the Board shall appoint an individual to fill the vacancy for the remainder of the term.

Section 4. Selection and Term of BDC Chair and Vice Chair

- A. The Chair and CEO shall propose a BDC Chair from among the BDC members, to be appointed by the Executive Committee.
- B. An individual shall have served on the BDC for at least one year to be eligible for appointment as BDC Chair.
- C. The term of office for the BDC Chair shall be one year. No individual shall serve more than two consecutive terms as BDC Chair.
- D. The BDC Chair, the Chair, and the CEO shall propose a BDC Vice Chair from among the BDC members, to be appointed by the Executive Committee.

- E. The BDC Chair and the BDC Vice Chair shall each be a member of the Board.
- F. A vacancy in the position of the BDC Chair shall be filled by the BDC Vice Chair for the remainder of the BDC Chair's term.

Section 5. Quorum

A majority of the members of the BDC present in person or linked by means such that all members participating are able to simultaneously hear the proceedings shall constitute a quorum for the transaction of business.

Section 6. Voting

Unless otherwise designated by statute, the Articles of Incorporation, or these Bylaws, all matters shall be determined by a majority of the votes cast. Proxy and absentee voting is not permitted.

Section 7. Responsibilities

The BDC shall have the following responsibilities:

- A. Solicit and recruit candidates for elected Officer positions, At-Large Directors and the BDC;
- B. Nominate a single slate of candidates for Officer positions, At-Large Directors, and the BDC;
- C. In appropriate years, nominate a single slate of delegates and alternates to the National Council Session of GSUSA;
- D. Develop the following resources for use by and for the Board:
 - 1. orientation and education materials;
 - 2. development materials;
 - 3. methods for identifying needed skills and talents; and
 - 4. methods for succession planning.
- E. Plan and conduct orientation and development training sessions for the Board.
- F. Facilitate an annual self-assessment of the Board.

Section 8. Nominations from the Floor

- A. Nominations may be made from the floor at the Annual Meeting for any elected position, provided the following conditions are met:

1. The prospective nominee has reviewed and accepted the terms of the Board member agreement and has consented in writing to serve if elected;
 2. The nomination has been submitted to the BDC Chair, or their designee, at least 10 business days before the Annual Meeting is scheduled to convene; and
- B. The prospective nominee meets the eligibility requirements for the position for which he or she is being nominated.
- C. Upon receiving the nomination, the BDC Chair, or their designee, shall notify the CEO, who shall cause notice of the nomination and the name of the prospective nominee to be posted on the Council website.

Section 9. Removal

- A. Any member of the BDC who is absent from three consecutive meetings of the BDC in their entirety without prior notification to the BDC Chair may be removed from the BDC by a majority of the votes cast.
- B. Any BDC member may be removed by the Board by a majority of the votes cast, if removal is first recommended by the affirmative vote of two-thirds of the members of the BDC.

ARTICLE VII. BOARD

Section 1. Powers, Responsibilities, and Accountabilities

- A. The Board shall have full power and authority to supervise and direct the affairs of the Council, except as otherwise provided by statute, the Articles of Incorporation, or these Bylaws.
- B. The Board is accountable to:
1. the state of New Jersey for adherence to New Jersey law;
 2. the federal government in matters, including but not limited to the requirements of the Internal Revenue Service as to Internal Revenue Code Section 501(c)(3) entities;
 3. the Members for managing the affairs of the Council; and
 4. the Board of the GSUSA for compliance with the charter requirements.

Section 2. Composition

The Board shall consist of the Officers and between ten and eighteen at-large Board members (“At-Large Directors”) in addition to the Officers, the BDC Chair, and the BDC Vice Chair.

Section 3. Eligibility

At-Large Directors must be 18 years of age or older at the time of election.

Section 4. Election and Term of Office

- A. The At-Large Directors shall be elected by the Voting Members for a term of three years.
- B. An At-Large Director's term shall begin upon adjournment of the Annual Meeting at which they are elected and shall end upon adjournment of the Annual Meeting three years following their election.
- C. No individual shall serve more than two consecutive terms as an At-Large Director. An individual who has served more than half of a term shall be deemed to have served a full term.

Section 5. Vacancies

If a vacancy occurs in an At-Large Director position, the remaining Board members shall appoint an individual to fill the vacancy for the remainder of the term.

Section 6. Regular Meetings

- A. The Board shall meet a minimum of four times during each fiscal year at such time and place as the Board may determine.
- B. Notice of the date, time, and place of each Board meeting shall be given to each member of the Board at least 10 days prior to the day of the meeting. Attendance at a meeting without objection shall constitute waiver of any notice requirements in this provision.

Section 7. Special Meetings

- A. Special meetings may be called by the Chair and shall be called by the Chair within five days upon the written request of a majority of the Board members. The purpose of the meeting shall be stated in the written request.
- B. The Chair shall determine the location of the meeting.
- C. 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 days prior to the day of the meeting. Attendance at a meeting without objection shall constitute a waiver of any notice requirements in this provision.

Section 8. Quorum

A majority of Board members present in person or linked by means such that all members participating are able to simultaneously hear and participate in the proceeding shall constitute a quorum for the transaction of business.

Section 9. Voting

Unless otherwise designated by statute, the Articles of Incorporation, or these Bylaws, all matters shall be determined by a majority of the votes cast. Proxy and absentee voting is not permitted.

Section 10. Unanimous Written Consent in Lieu of Meeting

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if consent in writing, setting forth such action, is signed by all of the Board members, and such written consent is filed with the minutes of proceedings of the Board. Such consent shall have the same force and effect as a unanimous vote.

Section 11. Removal

- A. Any member of the Board who is absent from three consecutive meetings of the Board in their entirety without prior notification to the Chair may be removed from the Board by a majority of the votes cast.
- B. Any member of the Board may be removed by the Board without cause by three-fourths of the votes cast or removed for cause by two-thirds of the votes cast.

ARTICLE VIII. EXECUTIVE COMMITTEE

Section 1. Composition

The executive committee (“Executive Committee”) shall consist of the Elected Officers and three At-Large Directors. The CEO shall serve as a non-voting, ex-officio member of the Executive Committee.

Section 2. Responsibilities

- A. The Executive Committee shall exercise the authority of the Board between meetings of the Board, except that the Executive Committee shall not have the authority to adopt the budget, amend or revise these Bylaws, or 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.

- B. At each Board meeting, the Executive Committee shall submit a written report of all actions taken by the Executive Committee since the last Board meeting.

Section 3. Meetings

- A. The Executive Committee shall hold a regular meeting at least twice during each fiscal year on a date, time and place determined by the Chair.
- B. The Executive Committee shall also meet for special meetings at the call of the Chair or upon written request of at least three members of the Executive Committee. The purpose of the meeting shall be stated in the written request.
- C. Notice of the date, time, and place of each regular meeting shall be given personally or electronically transmitted to each member of the Board at least two business days prior to the meeting. Notice of the date, time and place of each special meeting shall be given personally or electronically transmitted at least twelve hours prior to the meeting. Attendance at a meeting without objection shall constitute waiver of any notice requirements in this provision.

Section 4. Quorum

A majority of the Executive Committee members present in person or linked by means such that all members are able to simultaneously hear and participate shall constitute a quorum for the transaction of business.

Section 5. Voting

Unless otherwise designated by statute, the Articles of Incorporation, or these Bylaws, all actions taken by the Executive Committee shall be determined by a majority of the votes cast. Proxy and absentee voting is not permitted.

Section 6. Unanimous Written Consent in Lieu of Meeting

Any action required or permitted to be taken at a meeting of the Executive Committee may be taken without a meeting if consent in writing, setting forth such action, is signed by all of the Executive Committee members, and such written consent is filed with the minutes of proceedings of the Executive Committee. Such consent shall have the same force and effect as a unanimous vote.

ARTICLE IX. BOARD COMMITTEES

Section 1. Establishment

The Board may from time to time establish standing committees, special committees, and/or task groups, which shall operate under the general supervision of the Board.

Section 2. Appointment and Term of Committee Chairs

A committee chair shall be recommended by the Chair and appointed by the Board, for a term of no more than one year or until their successor is appointed and assumes office. A committee chair shall serve no more than four consecutive terms.

Section 3. Appointment and Term of Committee Members

Committee members shall be recommended by the BDC and the chair of the respective committee, and appointed by the Chair, for unlimited renewable one-year terms. Committee members may continue to serve as operational volunteers in additional capacities for the Council.

ARTICLE XI. NATIONAL COUNCIL DELEGATES

Section 1. Eligibility

Delegates and alternates to the National Council of the GSUSA (“National Council Delegates”) shall be United States citizens and Members of the Girl Scout Movement registered through the Council at the time of election and throughout their term of service. National Council Delegates and Alternate Delegates registered as youth members shall be in grades 9 through 12 at the time of election. The CEO and the Chair shall be National Council Delegates.

Section 2. Election

National Council Delegates shall be elected in accordance with these Bylaws and within the time frame established by the GSUSA, and shall serve a term of three years or until their successors are elected.

Section 3. Vacancies

The Board or Executive Committee shall fill National Council Delegate vacancies from among the elected alternates. If there is not a sufficient number of alternates to fill the vacant National Council Delegate positions, the Board shall appoint eligible Members to fill the vacancies for the remainder of the term.

ARTICLE XII. ADDITIONAL PROVISIONS

Section 1. Fiscal Year

The fiscal year of the Council shall be established by the Board.

Section 2. Contributions

Guidelines for accepting contributions to the Council shall be established by the Board.

Section 3. Depositories

All funds of the Council shall be held in accounts in the name of the Council and deposited to the credit of the Council, under such conditions and in such banks as shall be designated by the Board.

Section 4. Approved Signatures

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

Section 5. Bonding

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

Section 6. Budget

The annual budget of estimated income and expenditures shall be approved by the Board. No expense shall be incurred in the name of the Council in excess of the total budgetary appropriations without prior approval of the Board.

Section 7. Audits

A certified public accountant or other independent public accountant shall be retained by the Board to make an annual audit (“Audit”) of the financial accounts of the Council. A report of the Audit shall be submitted to and approved by the Board and submitted to the GSUSA.

Section 8. Property

Title to all property (with the exception of equipment owned by a troop) shall be held in the name of the Council.

Section 9. Financial Reports

A summary report of the financial operations of the Council shall be presented at the Annual Meeting.

Section 10. Investments

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

Section 11. Indemnification for Actions, Suits or Proceedings

The Council shall indemnify At-Large Directors and Elected Officers from personal liability 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 fullest extent permitted by law.

Section 12. Legal Counsel

Independent legal counsel may be retained by the Council to:

- A. insure compliance with federal and state requirements;
- B. provide general legal counsel and advice on Council matters;
- C. review and advise on any and all legal documents, instruments and/or agreements that the Council proposes to execute such as leases, contracts, agreements and property purchase and sale agreements; and
- D. review and advise on any official Council statements developed for the press and media.

Section 13. Loans of the Council

No loans shall be contracted on behalf of the Council and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board.

Section 14. Loans to Officers and Directors

The Council may not lend money to or guarantee the obligation of a Director or Officer of the Council.

ARTICLE XIII. CONFLICTS OF INTEREST

The Board shall maintain a policy regarding conflicts of interest, which shall require all Board members to complete and sign an annual agreement and disclosure statement disclosing any actual or potential conflict with their service on the Board. The agreement shall state the procedures to be followed by all Board members for any actual or potential conflict that arises during the Board member's term.

ARTICLE XIV. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Council in all cases to which they are applicable and to the extent they are not inconsistent with these Bylaws and any special rules of order the Council may adopt.

ARTICLE XV. AMENDMENTS

These Bylaws may be amended by two-thirds of the votes cast by the Voting Members at a meeting of the Council, provided notice of the substance of the proposed amendments is given to the Members at least 30 days prior to the date of the meeting at which the proposed amendments are to be considered.

9/6/2008	Adopted
4/13/2009	Revised by Board of Directors
5/2/2009	Approved at Annual Meeting
3/2/2013	Revised and approved at Annual Meeting
3/8/2014	Revised and approved at Annual Meeting
4/28/2021	Revised and approved at Annual Meeting
12/2/2024	Revised by Board of Directors
1/28/2025	Amended and approved at Special Meeting