Girl Scouts of Eastern South Carolina, Inc.
BYLAWS
Approved January 20, 2007

ARTICLE I: NAME
The Name of the Corporation shall be known as Girl Scouts of Eastern South Carolina, Inc. The electoral body will herein be referred to as the "delegate assembly." The total membership will herein be referred to as the "council."

ARTICLE II: PURPOSE
The purpose of the council shall be as defined in the Articles of Incorporation 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: MEMBERSHIP
The members of the council shall be members of the Girl Scout movement and must be registered through the council. The membership of the delegate assembly shall consist of (a) board members, (b) delegates age fourteen (14) years or older who are elected by each service unit and (c) board development committee members. Elected delegates must make up a majority (50% + 1) of the delegate assembly.

ARTICLE IV: ELECTION OF DELEGATES
Each service unit shall be entitled to elect two (2) delegates from among the active members of the service unit plus an additional delegate from each service unit for each one hundred (100) [or majority (50% + 1)thereof] registered girls. The date of the computation shall be September 30th preceding the annual delegate assembly meeting. Delegates shall be elected for a one (1) year term, or until their successors are elected. Delegates must be registered members of the Girl Scouts.

ARTICLE V: RESPONSIBILITIES
The delegate assembly shall [a] elect the officers of the council, the members-at-large of the board of directors, the members of the board development committee and the delegates and persons to fill any vacancies that are among delegates of the council to the National Council of Girl Scouts of the United States of America; [b] determine the general lines of direction for Girl Scouting locally by receiving and acting upon reports of the board of directors; [c] amend the articles of incorporation and the bylaws; and [d] take all other action requiring membership vote.

ARTICLE VI: MEETINGS
SECTION 1. REGULAR MEETING
The annual meeting of the delegate assembly shall be held during the first four (4) months of the calendar year at such time and place as may be determined by the board of directors. Notice of time, place and purpose of the meeting, together with the slate of nominees for all offices or positions to be filled pursuant to these bylaws shall be given personally, or mailed to each member of the delegate assembly not less than thirty(30) days before the delegate assembly.

Each voting delegate present in person shall be entitled to one (1) vote. Elections shall be by ballot only in contested elections and a plurality of votes cast shall elect. All other matters shall be determined by a majority (50% +1) vote of the voting delegates present and voting unless otherwise provided by the bylaws.

SECTION 2. SPECIAL MEETINGS:
Special meetings of the delegate assembly may be called by the board chair, by written request of two-thirds (2/3 or 10 members) of the members of the board of directors or by written request of one-quarter (25%) of the delegates provided that at least a majority of the service areas are represented.

The purpose of such meeting shall be limited to the legitimate business of the membership of the delegate assembly and shall be stated with the request. No other business shall be transacted except that for which the meeting has been called. Notice of time, place, and purpose of the meeting shall be mailed not less than ten (10) days before the meeting to each member of the delegate assembly. Voting at special meetings may be done via email, mail, phone, fax, or in person. The board of directors may adopt rules governing the casting and authentication of votes.

SECTION 3. QUORUM: One-quarter (25%) of the members of the delegate assembly shall be present in person to constitute a quorum for the transaction of business, provided that a majority of the service areas shall have at least one of their elected delegates present at each such meeting.

ARTICLE VII: BOARD DEVELOPMENT COMMITTEE

SECTION 1. COMPOSITION: There shall be a board development committee consisting of nine (9) members, a minimum of two (2) or a maximum of four (4) of whom shall be members-at-large board members.

SECTION 2. METHOD OF ELECTION, TERM, VACANCIES: Members of the committee shall be elected by the delegate assembly for a term of three (3) years or until their successors are elected. Members of the committee may not serve more than two (2) consecutive terms and shall be eligible again for committee membership after the lapse of two (2) years. The board of directors shall have the power to fill vacancies in the committee until the next annual meeting of the delegate assembly.

SECTION 3. SELECTION AND TERM OF CHAIR: The chair of the committee shall be appointed by the board chair from among the committee members for a term of one (1) year and shall serve as chair for no more than two (2) terms. The chair, if not already elected to the board of directors, shall be an ex-officio member of the board without vote.

SECTION 4. QUORUM: A majority (50% + 1) of the members of the committee must be present in person or through agreed upon telecommunications to constitute a quorum for transaction of business. Members who give proper advance notification may attend a meeting via telecommunications. In the event of a required vote, vote by email, mail, phone or fax is permitted.

SECTION 5. ATTENDANCE: A quorum is essential to transact business. Members are expected to notify the Board Development Committee Chair when an absence is necessary. Non-participating members who miss three (3) consecutive meetings without correspondence to the Chair of the BDC may be considered resigned and can be removed by a majority vote of the committee.

SECTION 6. RESPONSIBILITIES:
The council board development committee shall:

A. Solicit and recruit candidates for elected positions in the council.
B. Provide to the membership a single slate for all positions for election, including officers, directors, and Board Development Committee members.
C. Provide to the membership in accordance with the time frame established by the Girl Scouts of the United States of America a single slate of delegates and alternates to the National Council Session of the Girl Scouts of the United States of America.

D. Develop in conjunction with the board of directors:
   i. Board orientation and education materials;
   ii. Board development materials;
   iii. Methods for identifying needed skills and talents for the corporation board of directors and committees;
   iv. Methods for succession planning; and
   v. Board annual self-assessment materials
E. Conduct board orientation and Board Development training sessions as needed and/or as directed by the Board of Directors.

SECTION 7. REMOVAL: A member of the committee may be removed with or without cause by vote of the majority (50% + 1) of the board development committee.

SECTION 8. 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 nomination has been submitted to the chair of the Board Development Committee, or her/his designee, at least seventy-two (72) hours before the time designated for the convening of the annual meeting;
3. The prospective nominee meets the qualifications for the office which she/he is being nominated.

ARTICLE VIII: PARTIAL TERMS

A person who has served more than half of a specific term in an office as that specific term is set forth in the bylaws shall be considered to have served the full term for the purpose of determining eligibility to serve additional terms in that office or in another position.

ARTICLE IX: OFFICERS

SECTION 1. NUMBER AND TITLE: The officers of the delegate assembly, who also serve as officers of the corporation and board of directors shall be the board chair; the first, second, and third vice-chairs; the secretary; and the treasurer.

SECTION 2. ELECTION, TERM, AND VACANCIES: The board chair, vice-chairs, secretary and treasurer shall be elected by the delegate assembly for a term of three(3) years or until their successors are elected, and shall serve for no more than two (2) consecutive terms in any one or more of these offices. Members of the board shall be eligible again for board membership after the lapse of one (1) year. A person shall be eligible to serve two (2) consecutive terms as board chair regardless of the number of consecutive terms that person has served in any one(1) or more offices other than board chair.. Terms of office shall begin at the close of the annual meeting at which elections are held. The board of directors shall fill a vacancy among the offices other than board chair until the next annual meeting of the delegate assembly. In the event of a permanent vacancy in the office of the board chair, as determined by the board of directors, vice-chairs will succeed in order of their rank until the next annual meeting. The chief executive officer shall be appointed by the board of directors to hold office at its pleasure and shall serve as an ex-officio officer of the board without vote.

The term of one-third (1/3 or 2 officers) of the officers shall expire at the conclusion of each annual meeting.

SECTION 3. DUTIES: The duties of the officers shall be as follows:

A. The board chair shall be chief corporate officer and shall preside at all meetings of the delegate assembly, the board of directors and the executive committee. The board chair shall be responsible for seeing that the lines of direction given by the members of the delegate assembly and the actions of the board of directors are carried into effect and for reporting to the membership and the board of directors on the conduct and management of the affairs of the council. The board chair shall be an ex-officio member of all committees established by the board of directors and shall perform such other duties as are assigned by the board of directors or prescribed elsewhere in the bylaws and as are usual to this office.
B. The vice-chairs shall have such other powers and perform such other duties as may be assigned by the board chair. During any absence of the board chair falling short of a permanent vacancy in the office as determined by the board of directors, the duties of the board chair shall temporarily be performed by the first vice chair. In the event that the first vice chair is unable to perform such duties, they shall be performed by one of the remaining vice chairs in order of their rank.
C. The secretary shall be responsible for seeing that notices are issued for all meetings of the delegate assembly, the board of directors, and executive committee, and shall see that minutes of such meetings are kept. The secretary shall be responsible for the custody of corporate books, records, and files and shall perform such duties as are usual of this office or as assigned by the board chair.
D. The treasurer shall be responsible for monitoring the receipt, custody, investment, and distribution of all monies of the council as authorized by the board of directors; for seeing that accurate accounts are kept of monies received and paid out; for executing contracts or other instruments authorized by the board of directors; and for preparing and issuing financial statements and reports. The treasurer shall be an ex-officio member of the finance committee and shall perform such other duties as are usual to this office or as assigned by the board chair.
E. The chief executive officer of the council shall be responsible for providing advice and assistance to the council, the board of directors, the board chair, and other officers and the committees and task groups; and shall be responsible for administering the total operations of the council. The chief executive officer shall have the authority to employ and release all employed staff in accordance with policies adopted by the board of directors. The chief executive officer shall have such powers and perform such other duties as may be provided by the board of directors through the board chair.

SECTION 4. REMOVAL: The board of directors may remove an officer with or without cause by vote of the majority of the total membership of the board of directors.

ARTICLE X: BOARD OF DIRECTORS

SECTION 1. POWER, RESPONSIBILITIES, AND ACCOUNTABILITIES: The corporate business and affairs of the council shall be managed under the direction of the board of directors. The board is accountable: to the elected membership for managing the affairs of the council, and none of its actions shall conflict with the actions taken by the delegate assembly; to the board of directors of GSUSA for compliance with the charter requirements; to the state in which it is incorporated for adhering to state law; and to the federal government in matters relating to legislation affecting nonprofit and non-stock organizations.

SECTION 2. COMPOSITION: The board of directors shall consist of the six (6) officers and nine (9) members-at-large and a chief executive officer who serves without privilege of a vote. The chair of the board development committee, if not already a board member, shall be an ex-officio member of the board of directors without vote.

SECTION 3. ELECTION AND TERM: The members-at-large shall be elected by the delegate assembly for a term of three (3) years or until their successors are elected, and shall serve for not more than two (2) consecutive terms and shall be eligible again for board membership after the lapse of one (1) year. The term of office of one-third (1/3 or 3 members) of the at-large membership of the board shall expire at each annual meeting of the council. The term of office of officers shall expire as provided in Article IV above. Regardless of the number of consecutive terms any person shall have served as a member-at-large of the board of directors, such person shall be eligible to be a voting member of the board when serving as an officer of the board or a non-voting member of the board when serving as chair of the board development committee.

SECTION 4. VACANCIES: The board shall have the power to fill vacancies in members-at-large, until the next annual meeting of the delegate assembly.

SECTION 5. REGULAR MEETINGS: The board of directors shall hold no less than four (4) regular meetings each year at such time and place as the board may direct. Notice of time, place, and purpose of the meeting shall be mailed to each board member not less than ten (10) days before the meeting.

SECTION 6. SPECIAL MEETINGS: Special meetings may be called by the board chair or upon written request of a simple majority of five (5) board members. The purpose of such meetings shall be stated with the request and no other business shall be transacted except that for which the meeting has been called. Notice of time, place, and purpose of the meeting shall be given or sent to each board member not less than three(3) days before the meeting. For the purpose of this section, notice will be duly given to a director if given to him or her orally (by telephone) or if such notice were delivered to such director in person, by mail, or agreed upon telecommunications.

SECTION 7. QUORUM: A majority (50% +1) of the voting members of the board must be present to constitute a quorum for the transaction of business. Board members who give proper advance notification may attend a board meeting via telecommunications. In the event of a required vote, vote by email, mail, phone, or fax is permitted. The board of directors may adopt rules governing the casting and authentication of votes.

SECTION 8. ATTENDANCE: A quorum is essential to transact business. Board members are expected to notify the board chair when absence is necessary. Non-participating board members who miss three (3) consecutive meetings without correspondence to the chair of the board may be considered resigned and can be removed by a majority of the board.

SECTION 9. MINORS: The membership of those members of the board of directors under age eighteen (18) shall be without vote.

ARTICLE XI: EXECUTIVE COMMITTEE

SECTION 1. RESPONSIBILITIES: There shall be an executive committee which shall have and may exercise the powers of the board in the interim between board meetings, except that the executive committee shall not have the power to adopt the budget, or to take any action which is contrary to or a substantial departure from the direction established by the board, or which represents a major change in the affairs, business or policy of the delegate assembly. The executive committee shall inform the board of all action taken within fourteen (14) days of the decision.

SECTION 2. COMPOSITION: The executive committee shall consist of the elected officers. The chief executive officer shall serve as an ex-officio member of the executive committee without a vote.

SECTION 3. MEETINGS: Meetings of the executive committee shall be held at the discretion of the board chair.

SECTION 4. QUORUM: A majority (50%+1) of the voting members of the executive committee must be present to constitute a quorum for the transaction of business. Executive committee members who give proper advance notification may attend an executive committee meeting via telecommunications. In the event of a required vote, vote by email, mail, phone, or fax is permitted. The executive committee may adopt rules governing the casting and authentication of votes.

SECTION 5. ATTENDANCE: A quorum is essential to transact business. Executive committee members are expected to notify the executive committee chair when absence is necessary. Non-participating executive committee members who miss three (3) consecutive meetings without correspondence to the chair of the executive committee may be considered resigned and can be removed by a majority of the executive committee.

ARTICLE XII: BOARD COMMITTEES / TASK GROUPS

SECTION 1. ESTABLISHMENT: The board of directors may establish such committees and/or task groups as it deems necessary. Such groups shall have name, responsibilities, and existence as may be determined by the board of directors.

SECTION 2. APPOINTMENT AND TERM OF CHAIR:
The chair of any committee, task group, and board ad hoc committees shall be appointed by the Chair of the Board, subject to the approval of the board of directors.

A. 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
B. At least one (1) member of any committee or task group shall be a member of the board of directors, one (1) of whom shall serve as chair of the committee.
C. 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. Members may be reappointed for continuity of committee or task group.
D. 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 (50% + 1) 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. ATTENDANCE: A quorum is essential to transact business. Members are expected to notify the Committee/Task Group Chair when absence is necessary. Non-participating members who miss three (3) consecutive meetings without correspondence to the Chair may be considered resigned and can be removed by a majority vote of the committee.

ARTICLE XIII: NATIONAL COUNCIL DELEGATES

The delegates whom the council is entitled to elect to the National Council of Girl Scouts of the United States of America shall be elected by the members of the delegate assembly held in the year of the regular meeting of the National Council. The board of directors, or the board chair in the absence of a meeting of the board, shall fill delegate vacancies from among the persons elected to fill vacancies, which persons shall be elected at the same time and in the same manner as the delegates. Delegates shall be citizens of the United States of America. They

shall be elected from the active members of the council, fourteen (14) years of age or over, registered through the council with Girl Scouts of the USA and shall serve for a term of three (3) years from the date of their election or until their successors are elected.

ARTICLE XIV: FISCAL RESPONSIBILITIES OF THE BOARD OF DIRECTORS

SECTION 1. FISCAL YEAR: The fiscal year of the council shall be October 1st to September 30th.

SECTION 2. CONTRIBUTIONS: Any contributions, bequests, and gifts for the purpose of the council shall be accepted or collected only as authorized by resolution of the board of directors. Guidelines for accepting contributions must be established by the board of directors.

SECTION 3. DEPOSITORIES: All funds of the council shall be deposited to the credit of the council under such conditions, and in such banks, as shall be designated by the board of directors.

SECTION 4. APPROVED SIGNATURES: Approval for signatures necessary on contracts, checks, and orders for payment, receipt or deposit of money, and access to securities of the council shall be provided by resolution of the board of directors.

SECTION 5. BONDING: All persons having access to or major responsibility for the handling of monies and securities of the council shall be bonded as provided by resolution of the board of directors.

SECTION 6. BUDGET: The board of directors shall approve the annual budget of estimated income and expenditures.

SECTION 8. AUDITS: An audit of the council's financial affairs shall be performed annually by a certified public accountant not otherwise involved in or responsible for the council's accounting or financial record-keeping. A report of this examination shall be submitted to the board of directors and shall be made available to the membership upon request.

SECTION 9. PROPERTY: Title to all real property shall be held in the name of the council.

SECTION 10. FINANCIAL REPORTS: A summary report of the financial condition of the council shall be presented to the membership at the annual meeting of the Delegate Assembly.

SECTION 11. LEGAL COUNSEL: Independent legal counsel should be retained by the board of directors to [a] ensure compliance with federal and state requirements; [b] review and advise on any and all legal instruments the council executes, such as leases, contracts, property purchase or sale; and [c] review and advise on any official statements developed for the media.

SECTION 12. DISSOLUTION: In the event of the dissolution of the council, assets of the council remaining after the discharge of all liabilities shall be put in trust with Girl Scouts of the United States of America pending the reorganization of a Girl Scout council in the area.

SECTION 13. INVESTMENTS: The treasurer of the council shall invest the funds of the council in accordance with direction of the board of directors or any committee of the board appointed for such purpose. The Board of Directors shall have the ability to borrow, lease, assign against council securities/investments when the board deems necessary.

SECTION 14. INDEMNIFICATION: Indemnification shall be provided by resolution of the board of directors in accordance with the state code.

ARTICLE XV: MISCELLANEOUS

SECTION 1. PARLIAMENTARY AUTHORITY: Roberts Rules of Order, Revised, shall be the parliamentary authority governing the meetings of the delegate assembly, board of directors, service areas, and all committees.

SECTION 2. AMENDMENTS: These bylaws may be amended by a majority vote of those present and voting at any meeting of the delegate assembly, provided that the full text of the proposed amendment shall have been included in the notice of the meeting.