

# Girl Scouts of Eastern South Carolina, Inc.

## BYLAWS

### ARTICLE I: NAME

The name of the Corporation shall be known as Girl Scouts of Eastern South Carolina, Inc. (GSESC). 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 (GSUSA).

### ARTICLE III: MEMBERSHIP

**SECTION 1. COUNCIL:** The members of the Council shall be members of the Girl Scout movement and must be registered through the Council.

#### SECTION 2. DELEGATE ASSEMBLY:

- A. The delegate assembly shall consist of:
  - 1. Elected officers and members of the Board of Directors, if not otherwise voting members of the Corporation;
  - 2. Delegates age fourteen (14) years or older who are elected by each service unit;
  - 3. Delegates elected or appointed by Service Units;
  - 4. Delegates-at-large appointed by the Board of Directors.
- B. At least a majority of the delegate assembly shall be delegates.

### ARTICLE IV: DELEGATES

**SECTION 1. RESPONSIBILITIES:** The delegate, elected, selected or appointed, represents a Service Unit in the delegate assembly and is accountable to the girl and adult members of that Service Unit.

**SECTION 2. ELECTION AND TERM:** Each service unit shall be entitled to elect or appoint 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) registered girls and one for a remainder of fifty (50) or more registered girls. The date of the computation shall be September 30th preceding the annual delegate assembly meeting.

If 30 days prior to the annual meeting, a Service Unit has not submitted a roster of elected or appointed delegates from their respective Service Unit, the Board of Directors may appoint up to 15 delegates-at-large to ensure that the diversity of the Council is adequately represented, selecting no more than one delegate-at-large from an unrepresented service unit.

Delegates serve for a one (1) year term that shall begin at the close of the meeting at which the delegates are selected or appointed.

**SECTION 3. QUALIFICATIONS:** Delegates should have the following attributes: 1) understanding of the needs of girls and adult volunteers in the Service Unit they represent, 2) demonstrated personal integrity, 3) adaptability, and 4) ability to express ideas and facts clearly and accurately.

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**ARTICLE V: RESPONSIBILITIES**

The delegate assembly shall [a] elect the officers of the Council, the members-at-large of the Board of Directors, 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 six (6) months of the calendar year. The meeting shall be held at such time and place as may be determined by the Board of Directors. Notice of time, place and purpose of the meeting shall be included on the Council calendar to provide proper notification to the membership. Formal notice of time and place of the Annual Meeting, together with the slate of nominees for all offices or positions to be filled pursuant to these Bylaws shall be given personally, by electronic media or mailed to each member of the delegate assembly not less than thirty (30) days before the delegate assembly.

Each voting delegate present shall be entitled to one (1) vote. Elections shall be by ballot only in contested elections and a majority of votes cast shall elect. All other matters also shall be determined by a majority 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) of the members of the Board of Directors or by written request of one-quarter (1/4) 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 given not less than ten (10) days before the meeting to each member of the delegate assembly or, if notice is mailed by other than first class or registered mail, no less than thirty (30) days and no more than sixty (60) days before the meeting.

**SECTION 3. QUORUM:** One-quarter (1/4) of the members of the delegate assembly shall be present in person, by telecommunications, or by electronic media to constitute a quorum for the transaction of business, provided that a majority of the service areas shall have at least one of their delegates present at each such meeting. When telecommunications or electronic media are utilized, a confirmation of each vote must be secured. No member may vote by proxy.

**SECTION 4. 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 Board Chair, or his/her designee, at least seventy-two (72) hours before the time designated for the convening of the annual meeting;
- C. The prospective nominee meets the qualifications for the office for which she/he is being nominated.

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**ARTICLE VII: PARTIAL TERMS FOR OFFICERS AND BOARD MEMBERS**

A person who has served more than half of a specific term on the Board of Directors or as a member and/or as an officer as that specific term as 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 VIII: 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 CEO 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) of the officers, i.e. two (2) officer's terms, 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 sees that financial statements

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and reports are prepared and issued on a timely basis. 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 CEO 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 CEO shall have the authority to employ and release all employed staff in accordance with policies adopted by the Board of Directors. The CEO 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:** Any Board member, including any officer, may be removed, with or without cause, by a two-thirds (2/3) vote of the delegate assembly present at a meeting at which a quorum is present and called for the purpose, or one of the purposes, of removing such Board member and/or officer at which a quorum is present. No Board member and/or officer may be removed at a meeting unless the written notice for such meeting is delivered to all members of the delegate assembly entitled to vote on removal of directors/officers and such notices states that a purpose of the meeting is to vote upon the removal of the named Board member(s)/ officer(s).

**SECTION 5. QUALIFICATIONS:** Officers must have served as a director on at least one nonprofit Board. Officers must meet the qualifications for being on the GSESC Board. Officers should have served in a similar capacity on a nonprofit Board; however, this criterion is not necessary if officers have work or volunteer experience in the duties required of the specific office for which they are being considered.

**ARTICLE IX: BOARD OF DIRECTORS**

**SECTION 1. POWER 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. RESPONSIBILITIES:** It is the responsibility of the Board of Directors to direct and exercise all corporate power and duties, including: legal, governance, strategic, fiduciary and charter requirements, in a manner consistent with the council's Articles of Incorporation and its Bylaws.

**SECTION 3. COMPOSITION:** The Board of Directors shall consist of the six (6) officers and nine (9) to twelve (12) members-at-large and a CEO who serves without privilege of a vote.

**SECTION 4. 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 at least three (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 VIII, Section 2 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.

**SECTION 5. VACANCIES:** The Board shall have the power to fill vacancies in members-at-large, until the next annual meeting of the delegate assembly.

**SECTION 6. 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 given or mailed to each Board member not less than ten (10) days before the meeting.

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**SECTION 7. SPECIAL MEETINGS:** Special meetings of the Board may be called by the Board Chair or upon written request of a simple majority of the Board. 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 to each Board member not less than ten (10) days before the meeting to each member, or, if notice is mailed by other than first class or registered mail, no less than thirty (30) days and more than sixty (60) 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 8. VOTING**

- A. Each member of the Board of Directors (other than ex-officio non-voting members of the Board) shall be entitled to one (1) vote.
- B. No member of the Board of Directors shall vote in more than one capacity.
- C. Unless otherwise designated by statute, the Articles of Incorporation of the Council or these Bylaws, all matters shall be determined by a majority vote of the Board of Directors entitled to vote present at a meeting at which a quorum (majority) is present.

**SECTION 9. QUORUM:** A majority 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 agreed upon telecommunication for those present by phone or in person is permitted. The Board of Directors may adopt rules governing the casting and authentication of votes.

**SECTION 10. 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 two (2) consecutive meetings without correspondence to the chair of the Board will be considered resigned and expected to confirm resignation in writing.

**SECTION 11. MINORS:** The membership of those members of the Board of Directors under age eighteen (18) shall be without vote.

**SECTION 12. QUALIFICATIONS:** Board membership is open to all members of the communities served, regardless of race, color, religion, national origin, sex, disability, age or any other protected status. Board members must be committed to building girls of courage, confidence, and character to make the world a better place. Members should understand fully the legal and other responsibilities of an independent director of a Board of a nonprofit organization. The GSESC Board should constantly strive to achieve the diversity of the communities in which it operates.

The following attributes are considered desirable in any Board member:

- A. **Experience.** Board members should have a proven reputation in one or more of the following areas: business, education, the professions and/or public service.
  - 1. **Business or the Professions.** Is or has been a member of the executive ranks or staff officer of a major public or private sector Corporation. Backgrounds in marketing, finance, government, real estate, land development, legal, housing, and/or insurance are most desirable.
  - 2. **Education.** Does or has held a significant position at an educational institution, such as university or college president, dean of a school within a university or college, department director and/or member of the central administration of a school district. Particular emphasis is given on areas of special education, psychology, clinical therapies, and/or counseling.
  - 3. **Public Service.** Does or has held one or more elected, appointed, or selected senior position in a prominent nonprofit organization or federal, state, or local government.
  - 4. **Volunteer Experience.** Does or has served as a volunteer with the targeted population.
- B. **Education.** Members should hold an undergraduate degree from an accredited college or university. In some cases, it is further desirable for the candidate also to have earned a masters or doctoral degree. These educational criteria are not meant to exclude exceptional individuals who do not meet these educational criteria.

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- C. **Personal.** Should be of the highest moral and ethical character and have a passion and affinity for the Girl Scout mission and purpose. Members must exhibit independence, objectivity, and be capable of serving as a representative of GSESC. Members should have demonstrated personal commitment to areas aligned with GSESC's commitment to the communities in which it operates.
- D. **Individual Characteristics.** Members should have the personal qualities to be able to make a substantial active contribution to committee and Board deliberations. These qualities include being collaborative, intelligent, self-assured, and having a high ethical standard, listening and interpersonal skills, independence, courage, a willingness to ask the difficult question, communication skills, and commitment to a culture of transparency.
- E. **Availability.** Candidates must have and be willing to commit sufficient time available to discharge the duties of Board membership. Members should not have more than one other Board membership. Members should not have any prohibited interlocking relationships.
- F. **Compatibility.** Members should be able to develop good working relationships with other Board members and contribute to the Board's working relationship with the senior management and staff of GSESC.
- G. **Dedication.** Members should be dedicated to active engagement, accountability, and continuous improvement with a belief in innovation as a key success factor.

**SECTION 13. COMPENSATION.** No Board member, officer or committee member shall be compensated for services as a Board member, officer or committee member.

**ARTICLE X: EXECUTIVE COMMITTEE**

**SECTION 1. RESPONSIBILITIES:** There shall be an Executive Committee which shall have and may exercise certain powers of the Board in the interim between Board meetings. The Executive Committee shall submit to the Board at each Board meeting a report of all actions taken since the last Board meeting. The Executive Committee may not adopt a budget, or 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.

**SECTION 2. COMPOSITION:** The Executive Committee shall consist of the elected officers. The CEO shall serve as an ex-officio and non-voting member of the Executive Committee.

**SECTION 3. MEETINGS:** Meetings of the Executive Committee shall be held at the discretion of the Board Chair or majority members of the Executive Committee.

**SECTION 4. QUORUM:** A majority 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 phone or in person 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 two (2) consecutive meetings without correspondence to the chair of the Executive Committee will be considered resigned and expected to confirm resignation in writing.

**ARTICLE XI: BOARD COMMITTEES / TASK GROUPS**

**SECTION 1. ESTABLISHMENT:** The Board of Directors may establish such additional committees as it deems necessary. Such groups shall have name, responsibilities, and existence as may be determined by the Board of Directors. The Board Chair may appoint a task force as it deems necessary for the conduct of its business and is permitted by applicable law. A task force shall be dissolved when the issues have been appropriately addressed or resolved.

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**SECTION 2. APPOINTMENT AND TERM:** The chair of any Board committee or task group shall be appointed by the Chair of the Board, subject to the approval of a majority of the Board of Directors.

- A. 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.
- B. At least two (2) members of any Board committee or task group shall be a member of the Board of Directors, one (1) of whom shall serve as chair of the committee unless otherwise specified in these Bylaws.
- C. Appointments to committees and task groups including chairperson 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. Vacancies shall be filled by the Chair of the Board to serve for the duration of the vacant term.
- D. Council staff shall not be members of a committee or task group but may be invited by the committee or task group chair to attend meetings without vote.
- E. Minutes of all committee or task group meetings shall be delivered, upon approval of the committee/task group, to the GSESC Council Governance Coordinator for distribution to members of the Board of Directors and filing with the minutes of the proceedings of the next Board meeting.

**SECTION 3. QUORUM:** A majority of the voting members of any committee or task group must be present to constitute a quorum for the transaction of business. Committee members and task group members who give proper advance notification may attend a committee meeting or task group meeting via telecommunications such that they 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 two (2) consecutive meetings without correspondence to the committee/task force chair will be considered resigned and expected to confirm resignation in writing.

**SECTION 5. VACANCIES:** By majority of the Board members, the Board may (a) fill any vacancy in any Board committee; (b) appoint one or more persons to serve as alternate members of any committee, to act in the absence or disability of members of such committee with all powers of such absent or disabled members of a committee, if so desired; (c) abolish any committee at its pleasure; (d) remove any members of a committee at any time with or without cause.

**ARTICLE XII: 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 in the year preceding the National Council Session. 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 XIII: FISCAL RESPONSIBILITIES OF THE BOARD OF DIRECTORS**

**SECTION 1. FISCAL YEAR:** The fiscal year of the Council shall be October 1<sup>st</sup> through September 30<sup>th</sup>.

**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.

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**SECTION 3. DEPOSITORIES:** All funds of the Council shall be deposited to the credit of the Council under such conditions and in such financial institutions as shall be designated by the Board of Directors.

**SECTION 4. APPROVED SIGNATURES:** Signatory authority in the name of the Council for, but not limited to, contracts, checks, and orders for payment, receipt or deposit of money, and access to funds and securities of the Council shall be authorized by resolution of the Board of Directors.

**SECTION 5. BONDING:** All persons having access to or 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 operating and capital budgets. No capital expense shall be incurred in the name of the Council in excess of the budgeted amount without prior approval of the Board. Notwithstanding the above, the CEO may authorize capital expenditures outside the approved budget to address significant and immediate health and safety needs. The CEO shall then report such expenditures to the Board for ratification. Such expenditures will be consistent with the signature authority authorized by the Board.

**SECTION 7. RISK MANAGEMENT:** Insurance and other risk management practices shall be in place for protection of assets. All Council activities shall be planned for execution in a manner so as to reasonably safeguard the health, safety and general well-being of participants.

**SECTION 8. CONTRACT AND DEBTS:** The Board, by resolution, shall determine the policy for approval and handling of contracts and obligations.

**SECTION 9. AUDITS:** An audit of the financial statements of the Council shall be performed annually by an independent certified public accountant, not otherwise involved in or responsible for the Council's accounting or financial record-keeping. A report of the audit shall be submitted to the Board of Directors and to GSUSA and shall be made available to the membership upon request.

**SECTION 10. PROPERTY:** Title to all property, with the exception of troop or service unit equipment which shall be in the name of such troop or service unit, shall be held in the name of the Council.

**SECTION 11. 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 12. 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 13. INVESTMENTS:** The funds of GSESC shall be invested in accordance with the Investment Policy Statement established by the Board.

**ARTICLE XIV: DISSOLUTION**

The Council may be dissolved (i) with a two-thirds (2/3) vote of the voting members of the Council at a meeting at which a quorum is present following a resolution by the Board proposing that the Council be dissolved voluntarily and directing that the question of such dissolution be submitted to the vote of the voting members in accordance with applicable laws, or (ii) as otherwise permitted by applicable law. In the event of the dissolution or final liquidation of the Council, after all liabilities and obligations of the Council have been paid, satisfied, and discharged, or adequate provision made therefore, all remaining property and assets of the Council shall be distributed in accordance with applicable law, provided that to the extent permissible such property and



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assets (a) shall be distributed, conveyed, assigned, or transferred to organizations which are (i) chartered or licensed by GSUSA, and (ii) organized and operated exclusively for educational or charitable purposes as contemplated by Section 501 (c)(3) of the Internal Revenue Code of 1985 as amended (the "Code") or (b) shall be placed in trust with Girl Scouts of the United States of America for the benefit of the Girl Scout Council jurisdiction previously served by GSESC Council, pending the inclusion of the jurisdiction of the dissolved Council in the jurisdiction of another Girl Scout Council.

**ARTICLE XV: INDEMNIFICATION**

**SECTION 1. INDEMNIFICATION:** The Council shall indemnify its Directors and officers and against expenses (including attorney fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with any actions or suits brought or threatened against them, including actions by or in the right of the Council, by reason of the fact that such person served as a Director officer of the Council, to the fullest extent and limitations provided by South Carolina law.

**SECTION 2. AUTHORIZATION OF INDEMNIFICATION:** Indemnification shall be made, unless there is a determination that such officer or Director did not act in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Council or that he/she had no reasonable cause to believe his/her conduct was lawful. Further indemnification may not be made if the Director or officer is adjudged liable to the Council, in conjunction with a proceeding charging his/her improper personal benefit in which the Director or officer is liable (whether or not charged in official capacity, or beyond reasonable expenses in connection with the proceedings). Such determination shall be made:

- a. By majority vote of a quorum of Directors who were not parties to such action or suit.
- b. If a quorum of disinterested Directors direct, by written opinion of legal counsel for the Council, or by other independent legal counsel.

**SECTION 3. NON-MANDATORY INDEMNIFICATION:** Other employees, agents, or other non-Director or non-officer volunteers may be indemnified by the Council in accordance with the statutes and laws applicable to South Carolina non-profit corporations.

**SECTION 4. LIABILITY INSURANCE:** The Council may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Council, or is or was serving at the request of the Council as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity or arising out of his/her status as such, whether or not the corporation would have the power to indemnify him/her against such liability under this Bylaw.

**ARTICLE XVI: MISCELLANEOUS**

**SECTION 1. PARLIAMENTARY AUTHORITY:** Roberts Rules of Order, current revision, 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.