

AMENDED AND RESTATED BYLAWS

of

GIRL SCOUTS OF CONNECTICUT, INC.

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Amended and Restated as of April 21, 2021

ARTICLE I THE COUNCIL, MEMBERSHIP AND DELEGATES

1.1 Purpose. These bylaws supplement certain provisions of the certificate of incorporation of Girl Scouts of Connecticut, Inc. (herein referred to as the “Council”) and the Connecticut Revised Nonstock Corporation Act, as amended (the “Act”). References in these bylaws to provisions of the Act shall refer to any corresponding provisions of future state law.

1.2 Offices of the Council. The Council’s board of directors (the “Board of Directors” or “Board”) shall have the power to determine the location of the registered office, in accordance with applicable law, from time to time, and to designate the principal office of the Council and such additional offices as it shall determine in its discretion.

1.3 Members and Voting Members. The Council shall have two (2) classes of members as described herein (“Members” and “Voting Members”). All persons who are members of the Girl Scout movement registered through the Council according to the policies and directives of Girl Scouts of the United States of America (“GSUSA”) shall be considered Members of the Council. Within that group only Members of the Council who are fourteen years of age and older shall be eligible, subject to any additional requirements under the Act and other applicable laws, to be Voting Members of the Council. Voting Members of the Council shall consist of the following:

- a. Delegates elected by Service Units (“Service Unit Delegates”);
- b. Delegates-at-large appointed by the Board of Directors (“Delegates-at-large”);
- c. Voting directors of the Council’s Board of Directors, if not otherwise Voting Members of the Council;

- d. Girl Members of the Council’s Board of Directors (as described in Section 2.2 of these bylaws) if not otherwise Voting Members of the Council); and
- e. Members of the Board Development Committee, if not otherwise Voting Members of the Council.

1.4 Election, Quorum, Terms of Service and Removal of Service Unit Delegates, Alternate Delegates and Delegates-at-large (collectively referred to as “Delegates” in the balance of the bylaws). The Board of Directors shall from time to time establish geographical subdivisions within the Council’s jurisdiction; these shall be known as Service Units. Service Units, which are both operational and policy subdivisions, are units that support the delivery of services to Members of the Council.

- a. Election of Service Unit Delegates and Alternate Delegates. Each Service Unit will elect one Service Unit Delegate and one Alternate Delegate from Members of the Council who are 14 years of age or older, to serve as Voting Members of the Council to represent that Service Unit. Such elections will take place at Service Unit meetings each fall and results reported to the Council no later than December 15 each year to be officially recognized. No quorum is required at the Service Unit meeting where the elections take place.
- b. Appointment of Delegates-at-large. In addition, the Board of Directors may appoint up to five (5) Delegates-at-large to bring the voice of non-traditional girl involvement, non-troop affiliated adults and lifetime Members of the Girl Scouts movement to the Council.

- c. Terms. Each Delegate will serve a one (1) year term from January 1 to December 31 or until their successors are elected or appointed and may serve up to five (5) consecutive terms for a total of five (5) years, and shall not be eligible again until a lapse of one (1) year. A Delegate who has served more than one-half (1/2) of a term shall be considered to have served the full term for the purpose of determining eligibility to serve additional terms in that office or another position.
- d. Vacancies. An Alternate Delegate may vote at the Annual or a Special Meeting in place of the Service Unit Delegate from his/her Service Unit if the Service Unit Delegate cannot attend the meeting. An Alternate Delegate may fill the vacancy of the Service Unit Delegate from his/her Service Unit if such Service Unit Delegate resigns or is removed from his/her position pursuant to Section 1.4.e of these bylaws. In the case of a vacancy of both a Service Unit's Delegate and Alternate Delegate, a special election may be held by the Service Unit to fill the vacant Delegate positions. The term of office of an Alternate Delegate filling a Service Unit Delegate vacancy begins upon notice by the Service Unit or Service Unit Delegate to the Council of such resignation or upon removal by the Board of Directors consistent with Section 1.4.e of these bylaws. The newly elected Service Unit Delegate, or Alternate Delegate, will only be entitled to vote at the Annual Meeting or a Special Meeting, if the Delegate election is held, and results are reported to the Council, no less than twenty (20) days before the applicable meeting of the Council.

- e. Removal of Delegates. Upon a written petition request of 10% of the Members of a Service Unit 14 years of age or older, the Board of Directors may remove the Service Unit Delegate or Alternate Delegate from that Service Unit, with or without cause, by a two-thirds (2/3) vote of directors present at a meeting at which a quorum is present.

1.5 Voting Member Responsibilities. The Voting Members of the Council shall:

- a. Attend the Annual Meeting and Special Meetings of the Council and any additional Membership meetings;
- b. Elect directors-at-large of the Board of Directors, officers of the Council, members of the Board Development Committee, and Delegates to the National Council of GSUSA;
- c. Approve any amendments to the Council's certificate of incorporation and bylaws;
- d. Participate in strategic planning as directed by the Board of Directors;
- e. Initiate and submit proposals to the Board of Directors for improving the quality of Girl Scouting;
- f. Advise on proposed plans, policies and other matters referred to the Membership by the Board of Directors;
- g. Respond to requests by the Board Development Committee;
- h. Bring Membership concerns and special knowledge to the Board of Directors through the Second Vice Chair;
- i. Complete Delegate training; and

- j. Conduct such other business as may, from time to time, come before the Voting Members of the Council.

1.6 Annual Meeting of the Voting Members.

- a. Scheduling and Notice. The Council shall hold an annual meeting of Voting Members at such time and place as determined by the Board of Directors. The Board will issue notice of time, place, and purpose of the meeting, together with the slate of nominees for all offices and/or positions to be filled pursuant to these bylaws to Voting Members, sending it to the electronic postal address or fax number last made known in writing to the Council by the Voting Member, by giving it to the Voting Member personally, or by mailing it to the Voting Member's address as it appears on the books of the Council, no more than sixty (60) and no fewer than fifteen (15) days before the meeting.

After the board of directors has issued the notice for the annual meeting of the Voting Members, the secretary shall prepare an alphabetical list of the names and addresses of all of the Voting Members who are entitled to notice of the meeting. The Voting Members' list shall be made available for inspection by any Voting Member entitled to vote at the meeting, beginning two business days after the notice of the meeting is given for which the list was prepared and continuing through the meeting, at the Council's principal office or at a place identified in the meeting notice in the city where the meeting will be held.

- b. Quorum. The quorum for the annual meeting shall be at least one-fourth (1/4) of the Voting Members of the Council present in person. If a quorum shall not be present at any meeting of Voting Members, a majority of the Voting Members present at such meeting may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.
- c. Voting Procedures. Each Voting Member present in person shall be entitled to one vote. No Voting Member shall vote in more than one capacity. Elections shall be by ballot in contested elections and may be by voice or other means in uncontested elections; a plurality of votes cast shall elect directors. All other matters shall be determined by a majority vote of the Voting Members present in person and voting, unless otherwise provided by law, the certificate of incorporation, these bylaws or by parliamentary authority. Proxy and/or absentee voting shall not be allowed.
- d. Additional Nominations. Nominations may be made from the floor and subsequently voted on by the Voting Members, provided that the eligibility of the individuals so nominated has been established and is in accordance with these bylaws, and the written consent of such individuals has been secured and submitted to the Chair of the Board Development Committee, with their qualifications, at least ten (10) days prior to the meeting at which the election occurs.

1.7 Special Meetings of the Voting Members. Special meetings of the Voting Members may be called by the Chair of the Board of Directors, for any purpose at any time, and the Chair shall call a special meeting upon written request of two-thirds (2/3) of the voting directors of the Board of Directors or of one-fourth (1/4) of the Voting Members of the Council. The purpose of the meeting shall be stated in the written notice. The Chair has fourteen (14) days to respond to the request for a Special Meeting. No 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 Voting Member by sending it to the electronic postal address or fax number last made known in writing to the Council by the Voting Member, by giving it to the Voting Member personally, or by mailing it to the Voting Member's address as it appears in the books of the Council, no more than sixty (60) and no fewer than fifteen (15) days before the meeting. The quorum, voting and adjournment procedures for special meetings of the Council shall be the same as those which apply to annual meetings of the Council.

1.8 Membership Meetings. At least twice a year, the Chair of the Board of Directors shall call meetings of the general Membership to be held at a time and location to be determined by the Chair. Such meetings shall not require a quorum and no official voting shall take place. Membership meetings shall be used to discuss Girl Scout matters for the purpose of seeking advice and giving feedback and guidance to the Board of Directors for use in making policy decisions.

1.9 National Council Delegates. Consistent with the requirements and processes established by GSUSA, the Voting Members shall elect delegates and alternate delegates to attend the National Council meeting in accordance with the requirements and number of delegates established by GSUSA. The Chair shall fill delegate vacancies from among the

alternate delegates so elected. If there be no such persons, the Chair shall have the power to fill vacancies from among the Council's adult Membership. Each delegate shall be a citizen of the United States of America, shall be elected from the active Members of the Council, fourteen (14) years of age and older, and shall serve for a term of three (3) years from the date of her election, and until his/her successor is elected.

ARTICLE II BOARD OF DIRECTORS

2.1 Authority, Composition and Responsibilities. Except as otherwise provided for in these bylaws and subject to any limitations set forth in the certificate of incorporation, all corporate powers shall be exercised by or under the authority of, and the activities, property and affairs of the Council shall be managed by or under the direction of, the Board.

In addition to those responsibilities otherwise required or authorized under the Council's certificate of incorporation or bylaws, Charter issued to the Council by GSUSA, or applicable law, the duties of the Board of Directors include, but are not limited to, the following:

- a. exercise responsibility and authority for major strategic planning, long and short term goals, policy-making, and ensuring the Council is achieving its vision, goals and mission;
- b. establish appropriate systems and/or processes that support communication between the Board of Directors and other Members of the Council;
- c. establish and participate in raising funds for the Council;
- d. preserve the financial and ethical integrity of the Council; and
- e. employ, supervise, evaluate and remove, if necessary, the CEO of the Council.

2.2 Number. The voting directors of the Council's Board of Directors (Voting Directors) shall consist of the elected officers of the Council (as described in Article IV) and no fewer than twelve (12) and no more than (18) directors-at-large. The number of directors-at-large shall be fixed within the foregoing range by the Voting Directors of the Councils at each annual meeting of the Council.

In addition, the Board shall be further comprised of the following who shall not be entitled to vote nor be counted toward a quorum, except as noted herein: (i) four (4) girl directors, (ii) the chair of the Board Development Committee (unless elected as a Voting Director), and (iii) any duly elected Emeritus Director, being an individual who previously served on the Board in good standing or who meets the qualifications as determined by the Board. Notwithstanding the foregoing, girl directors shall be permitted to vote on specific issues affecting the strategic direction of the Girl Scout Movement and proposals for improving the quality of Girl Scouting, subject to the following limitations: the vote of the girl directors shall be restricted to issues, activities and decisions that have no contractual binding effect on the Council, including expenditure of funds, contracts or similar undertakings that involve binding the Council to legal obligations. Each girl director shall be either a rising Junior or rising Senior at the time of her election to the Board, a member of the Girl Scout Movement registered through the Council and nominated with due regard to geographic diversity.

2.3 Election and Terms of Office of Directors-at-large and Girl Directors. Each director-at-large shall be elected in accordance with Article I of these bylaws to a term of three (3) years, and until his or her successor is elected. Such terms shall be staggered. The total number of elected voting directors shall be divided into three (3) classes, with each class containing approximately the same percentage of the total, as near as may be. The terms of each

class will expire every three (3) years on successive years, so that in any year approximately one-third of all elected directors' terms shall expire. Voting directors shall serve for no more than two (2) consecutive terms, and shall not be eligible again until the lapse of one (1) year, except that service of a partial term of less than eighteen months by a director shall not count toward the two (2) consecutive term limitation. Notwithstanding the foregoing, the Chair shall be eligible to serve up to one additional term in addition to the consecutive terms of service permitted above if elected to serve as Chair during such additional term.

Each girl director shall be elected for a term of one (1) year and until her successor is duly elected. Each girl director shall serve for no more than two (2) consecutive terms.

Terms of office shall begin at the close of the annual meeting of the Council at which a director is elected.

2.4 Vacancies. A vacancy occurring on the Board by death, resignation, creation of new directorships, or otherwise, shall be filled until the next Annual Meeting by a vote of the majority of the remaining Voting Directors then in office, though such remaining Voting Directors are fewer than a quorum, or by the Voting Members.

2.5 Board Meetings and Notices. The Board shall meet at least five (5) times annually, including immediately following the Annual Meeting of the Voting Members. Notice of the time, place, and purpose of meetings of the Board of Directors shall be in writing and shall be transmitted by regular mail, hand delivery, electronic means or facsimile, or made available to all directors via a posting on the official Council website at least seven (7) days before the meeting.

Special meetings of the directors shall be held whenever called by the Chair. Special meetings shall also be called by the Chair upon the written request of one-half of the voting

directors. At least twenty-four (24) hours' written or oral notice stating the purpose, date, time and place of special meetings shall be given to each director. No business shall be transacted except for that which the meeting is called.

2.6 Quorum, Action by Board of Directors and Adjournment. A majority of the Voting Directors then serving shall constitute a quorum for the transaction of business, and the act of a numerical majority of the Voting Directors present at a meeting at which a quorum shall be the act of the Board, unless the presence of or act of a greater number is specifically required by these bylaws, the Council's certificate of incorporation, or the Act. Girl directors shall be counted toward a quorum for only those issues or matters on which they are permitted to vote pursuant to Section 2.2 herein.

2.7 Action Without a Meeting. Any action which may be taken at a meeting of the Board or of a committee of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, or to be taken, shall be signed by all of the directors or all of the committee members entitled to vote with respect to the subject matter of such meeting. Such consent shall be filed with the minutes of the directors' or committee's meetings.

2.8 Meeting by Conference Telephone. A director or a member of a committee of the Board may participate in a meeting of the Board or of such committee by means of conference telephone or similar communications equipment enabling all directors or all committee members participating in the meeting to hear one another, and participation in such a meeting shall constitute presence in person at such meeting.

2.9 Resignations. The resignation of any director shall be in writing and shall be effective immediately upon receipt by the Council if no time is specified, or at such later time as the resigning director may specify and the Council shall accept. Failure of a director to attend

three consecutive Board meetings over a one year period without proper excuse may in the Chair's discretion be deemed a resignation.

2.10 Removal of Directors. Any director-at-large may be removed with or without cause by a vote of the Voting Members of the Council. The meeting notice shall state the purpose, or one of the purposes, of the meeting is removal of the director.

2.11 Compensation. No director shall receive compensation for services rendered to the Council in his or her capacity as a director.

2.12 Conflict of Interest. The Council has a conflict of interest policy to assure that any potential “directors’ conflicting interest transaction,” as that term is defined in Section 33-1127 of the Connecticut Revised Nonstock Corporation Act, or any potential “excess benefit transaction” involving a “disqualified person,” (including a director or officer of the Council) as those terms are defined in Section 4958 of the Internal Revenue Code, shall only be undertaken after the requisite disclosure, determinations and voting by directors as provided in Sections 33-1129 and 33-1130 of the Connecticut Revised Nonstock Corporation Act and under any relevant regulations of the Internal Revenue Service.

2.13 Disclosure; Annual Review of Policy. The conflict of interest policy shall be reviewed by the board at least annually. At the time of their election or appointment, each director or officer of the Council may be asked to complete a disclosure statement identifying all related parties of the director or officer who have a conflicting interest with respect to any transaction between such person and the Council. These statements shall be kept on file at the Council's office. These statements shall be updated annually and any additions or other changes shall be made by the director or officer in writing as they occur.

ARTICLE III COMMITTEES OF THE BOARD

3.1

a. **General.** The Board shall elect a Board Development Committee in accordance with these bylaws. In addition, the Board shall elect an Executive Committee and may elect additional standing committees, special committees, and/or task groups as the Board from time to time may consider necessary or advisable. Except as otherwise provided herein, the Chair of the Board shall appoint the chair of each committee with the approval of the Board. Except for the Board Development Committee, the membership and duties of each committee shall be set forth and determined by the Board.

Except as specifically authorized by a majority of the entire Board or as specifically outlined in these bylaws, all committees except the Executive Committee shall be advisory in nature and shall not have authority to act on behalf of the Council. Non-board members may be appointed to any committee that does not have authority to act on behalf of the Council. Each committee shall meet with sufficient frequency to accomplish its assigned functions, reasonable notice thereof having been provided. Each committee shall report its actions, if any, to the Board at each Board meeting.

b. **Authority of Committees.** To the extent specified by the Board, any committee may exercise the power of the board, provided all the voting members of such committee are directors of the Council. Otherwise, all committees shall be advisory only. In no event may a committee do any of the following:

- (i) approve or recommend to members action that the Act requires to be approved by members;
- (ii) fill vacancies on the Board or, except as provided in this section, on any of its committees;

- (iii) adopt, amend or repeal these bylaws;
- (iv) approve a plan of merger;
- (v) approve a sale, lease, exchange or other disposition of all, or substantially all, of the property of the Council, other than (A) in the usual and regular course of affairs of the Council or (B) a mortgage, pledge or other encumbrance described in Section 33-1165(2) of the Act; or
- (vi) approve a proposal to dissolve the Council.

3.2 Quorum and Action. At all committee meetings except for meetings of the Board Development Committee as provided for in Section 3.4 herein, a quorum for the transaction of business shall consist of a majority of members of the committee, and the vote of a majority of those members present when a quorum is present shall constitute the act of the committee. Except as provided herein, ex-officio members of any committee and non-board members shall each be counted in determining a committee quorum and shall each have the right to vote at committee meetings.

3.3 Executive Committee. The Executive Committee shall consist of the Chair, First Vice Chair, Second Vice Chair, Third Vice Chair, Secretary and Treasurer of the Council, and three (3) additional members-at-large elected by the Board from among a slate of its voting directors proposed by the Chair. Each such person shall have the right to vote on, and be counted toward a quorum of, the Executive Committee. Each member-at-large of the Executive Committee shall be elected annually by the Board for a one (1) year term and until his or her successor is elected. Members-at-large of the Executive Committee shall serve no more than three (3) consecutive terms and shall not be eligible again until the lapse of one (1) year. In

addition, the Chief Executive Officer shall serve as an ex-officio member of the Executive Committee, without the right to vote or being counted toward a quorum.

The Chair of the Board shall serve as the chair of the Executive Committee.

Subject to any prior limitations imposed by the Board, the Executive Committee shall have the power to transact all regular business of the Council during the interim between the meetings of the Board, and its actions shall have the same force and effect of action of the Board, subject to the limitations set forth in Section 3.1(a) of these Bylaws. The Executive Committee shall report any actions and recommendations to the Board at each Board meeting.

3.4 Board Development Committee. The Board Development Committee shall consist of nine (9) members. The number of the Board members, not counting the Chair of the Board Development Committee, shall be less than a majority, but at least one-third (1/3) of the members of the Board Development Committee shall also be members of the Board.

- a. Elections and Terms. Members of the Board Development Committee shall be elected by the Voting Members of the Council in accordance with Article I of these bylaws. A Board Development Committee member's term of office shall commence upon election at the annual meeting of the Council. Each member of the Board Development Committee shall be elected for a three (3) year term and until his or her successor is elected. Such terms shall be staggered. The total number of members of the Board Development Committee shall be divided into three (3) classes, with each class containing approximately the same percentage of the total, as near as may be. The terms of each class will expire every three (3) years in successive years so that in any year approximately one-third of all

committee members' terms shall expire. Members of the Board Development Committee shall serve no more than two (2) three (3) year terms and shall not be eligible again until the lapse of one (1) year, except that service for a partial term of less than eighteen months as a committee member shall not be counted toward the term limitation.

- b. Board Development Committee Chair. The members of the Board Development Committee shall elect a chair from amongst its members for a term of one (1) year and such Chair may serve no more than two (2) terms as Chair. The Chair of the Board Development Committee, if not already a director on the Board, shall be an ex-officio member of the Board who shall not be counted toward a quorum nor have the right to vote.
- c. Quorum. At all meetings of the Board Development Committee, a quorum for the transaction of business shall consist of a majority of members of the committee, and a vote of a majority of those members present when a quorum is present shall constitute the act of the committee; provided however, for such quorum purposes the number of committee members who are directors on the Board does not exceed the number of committee members who are not directors on the Board.
- d. Responsibilities. The Board Development Committee shall:
 - (1) Present to the Voting Members at the annual meeting of the Council single slates of nominees for Chair, Vice Chairs, Treasurer and Secretary of the Council, nominees for directors-at-large of the Board, nominees for members of the Board Development Committee, and nominees for four (4) girl directors of the Board;

- (2) Present candidates to the Board to fill any vacancies that occur on the Board or the Board Development Committee;
- (3) Present to the Voting Members in accordance with the requirements and processes of GSUSA a single slate of nominees for Delegates, and Alternate Delegates in the event of one or more vacancies, to the National Council;
- (4) Evaluate the performance of the members of the Board and share such evaluations with the Board;
- (5) Train directors on the Board; and
- (6) Perform such other duties as may be assigned by the Board.

ARTICLE IV OFFICERS

4.1 Officers, Appointment, Term and Vacancies. The officers of the Council shall consist of a Chair, a First Vice Chair, Second Vice Chair, a Third Vice Chair, a Secretary, a Treasurer and a Chief Executive Officer. The following officers shall be voting members of the Board and the elected officers as referred to under these bylaws: Chair, the Vice Chairs, Treasurer and Secretary.

The Chief Executive Officer shall be hired by the Board of Directors and shall hold office at its pleasure.

The Chair, Vice Chairs, Secretary and Treasurer shall be elected by the Voting Members of the Council in accordance with Article I of these bylaws. Each such officer's term of service shall commence upon election at the annual meeting of the Council. Each of the Chair, Vice Chairs, Secretary and Treasurer shall be elected to a term of three (3) years and until his or successor is duly elected. Such terms shall be staggered. The total number of such elected officers shall be divided into three classes, with each class containing approximately the same percentage of the total, as near as may be. The terms of each class will expire every three (3)

years on succeeding years, so that in any year approximately one-third (1/3) of all such elected officers' terms shall expire.

Any vacancy or vacancies occurring in any office of the Council, except for that of the Chair, may be filled by the concurring vote of a majority of the remaining directors. In the event of a vacancy of the office of the Chair, the Vice Chairs shall succeed in order of their rank for the remainder of the unexpired term.

4.2 Chair. The Chair shall be the chief elected officer of the Council and shall preside at each meeting of the directors and shall have such powers and duties as usually pertain to the office of Chair. The Chair shall have general supervision over the affairs of the Council, subject to the duties and responsibilities of the Board and the Voting Members of the Council. The Chair shall also perform such other duties as may be assigned to him or her by the Board. The Chair shall be responsible for seeing that the actions of the Board of Directors are carried into effect, and for reporting to the Voting Members and Board of Directors on the conduct of the affairs of the Council. The Chair shall be ex-officio a member of all committees and task groups established by the Board of Directors, and shall perform such other duties as may be assigned by the Board of Directors or prescribed elsewhere in the bylaws.

4.3 Vice Chairs. It shall be the duty of the Vice Chairs, in the absence of the Chair, to perform the Chair's duties. Each Vice Chair shall also perform such other duties as may be assigned to him or her by the Board or the Chair. If there is more than one Vice Chair, the Board shall determine which of them shall so perform the duties of the Chair under some circumstances. The vice-chair(s) shall perform such other duties and have such other powers as the Board may from time to time prescribe by standing or special resolution, or as the Chair may from time to time provide, subject to the powers and the supervision of the Board.

4.4 Secretary. The Secretary shall be responsible for seeing that notices are issued of all meetings of the Council and the Board of Directors, and shall see that minutes of such meeting are kept. The Secretary shall be responsible for the custody of corporate books, records, and files, and shall exercise the powers and perform such other duties usually incident to the office of the Secretary, and shall exercise such other powers and perform such other duties that may be assigned by the Board of Directors.

4.5 Treasurer. The Treasurer shall be responsible for the control, receipt, and custody of all assets of the Council; monitoring disbursements as authorized by the Board of Directors, and reporting receipt, use, and disbursement of all financial assets of the Council. The Treasurer shall exercise the power and perform such other duties usually incident to the office of treasurer, and shall exercise such other power and perform such other duties as may be assigned by the Chair or Board of Directors. The Treasurer shall be an ex-officio member of the Finance Committee if such committee is established by the Board.

4.6 Chief Executive Officer. The Chief Executive Officer shall be the chief executive of the Council, subject to the control and direction of the Board. The Chief Executive Officer shall submit regular reports to the Board on the operations of the Council. The compensation and terms of employment of the Chief Executive Officer shall be reviewed and determined at least annually by the Board. The Chief Executive Officer shall be responsible for providing advice and assistance to the Council, the Board of Directors, the Chair and other officers, and the committees and task groups; and shall be responsible for managing the total operations of the Council. The Chief Executive Officer shall have such other powers and perform such other duties as may be assigned by the Board of Directors. 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.

4.7 Removal of Officers. Any elected officer of the Council may be removed at any time with or without cause by a majority of the Board or by the officer or member who appointed such officer, unless the bylaws provide otherwise.

4.8 Resignation of Officers. Any officer may resign at any time by delivering written notice to the Council. Unless the written notice specifies a later effective time, the resignation shall be effective when the notice is delivered to the board of directors, its chair, or the secretary of the Council.

ARTICLE V FISCAL RESPONSIBILITIES OF THE BOARD OF DIRECTORS

5.1 Contributions. Any contributions, bequests, and gifts made to the Council shall be accepted or collected as authorized by resolution of the Board of Directors. Guidelines for accepting contributions shall be established by the Board of Directors.

5.2 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.

5.3 Approved Signatures. Approvals for signatures necessary on contracts, checks, and orders for the payment, receipt, or deposit of money, and access to securities of the Council shall be provided by resolution to the Board of Directors.

5.4 Bonding. All persons having access to or major responsibility for, the handling of moneys and securities of the Council shall be appropriately bonded, as provided by resolution of the Board of Directors.

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

5.6 Audits. A certified public accountant or other independent public accountant shall be retained by the Board of Directors to make an annual examination of the financial accounts of the Council. A report of all examinations shall be submitted to the Board of Directors and to Girl Scouts of the United States of America.

5.7 Financial Reports. A summary of the financial operations of the Council shall be made at least annually to the Membership, and to the public, in such form as the Board of Directors shall provide.

5.8 Legal Counsel. Independent legal counsel shall be retained by the Board of Directors to:

- a. Ensure compliance with the federal and state requirements;
- b. Review and advise on such legal instruments the Council executes, such as leases, contracts, property purchase, or sale, such official statements developed for the media (print, television, radio, Internet), and such other matters as the Board of Directors or the Chief Executive Officer determines appropriate.

5.9 Investments. The Treasurer of the Council shall see that the funds of the Council are invested in accordance with the direction of the Board of Directors, or any committee of the Board of Directors appointed for such purpose.

5.10 Property. Title to all property shall be held in the name of the Council.

ARTICLE VI RULES OF PROCEDURE.

The Chair shall preside at each meeting of Members and of the Board of Directors. The Chair shall determine the order of business and shall have the authority to establish rules for the conduct of the meeting. Meetings shall be conducted in accordance with Connecticut law, these Bylaws and general principles of fairness and good faith.

ARTICLE VII GENERAL PROVISIONS

7.1 Gender. All references in these bylaws to the masculine, feminine or neuter gender shall be deemed to apply equally to one or more of such gender-specific references as may be appropriate.

7.2 Fiscal Year. The fiscal year of the Council shall be determined by the Board.

7.3 Written Notice. Any written notice required hereunder may, without limitation, be issued by regular mail, hand delivery, electronic means or facsimile.

7.4 Waiver of Notice. Written waiver signed at any time by a director or committee member entitled to notice shall be equivalent to the giving of notice. The attendance by any director or committee member at a meeting without protesting the lack of proper notice prior to the commencement of, at the beginning of, or promptly upon the director's or committee member's arrival to the meeting shall be deemed to be a waiver by such person of notice of the meeting.

7.5 Written Signature. Any written signature required under these bylaws or the Council's certificate of incorporation or by Connecticut law may be evidenced by manual, facsimile or electronic signature, any of which shall have the same legal effect as the manual signature of the signing party.

7.6 Amendment. Consistent with the Council's certificate of incorporation, these bylaws may be amended by the affirmative vote of a majority of all directors present at a duly

held meeting of the Board at which a quorum is present, provided notice of such proposal shall have been included in the notice of the meeting, and subject however to the approval by the vote of 2/3 of the Voting Members present at a meeting of Voting Members at which a quorum is present.

7.7 Transitional Rule. Notwithstanding the foregoing, immediately following adoption of these bylaws, the Board of Directors, Chair, Vice Chairs, Treasurer, Secretary, Board Development Committee, and the Delegates and alternates to the GSUSA National Council, shall consist of those persons in such capacities preceding such adoption. All such persons shall continue to serve in such capacities until their replacements are duly elected under these bylaws. The assignment of such persons to staggered terms, and the length of such persons' service for term limit purposes, as applicable under the bylaws in effect prior to such adoption, shall apply equally for purposes of applying these bylaws. The Delegates serving prior to the adoption of these bylaws shall cease serving as such effective December 31, 2011.

7.8 Books and Records. The Council shall keep at its office correct and complete books and records of the accounts, activities and transactions of the Council, the minutes of the proceedings of the Voting Members, the board of directors and any committee of the Council, and a current list of the members, directors and officers of the Council and their business addresses. Any of the books, minutes and records of the Council may be in written form or in any other form capable of being converted into written form within a reasonable time.

7.9 References. Reference in these bylaws to a provision of the Internal Revenue Code is to such provision of the Internal Revenue Code of 1986, as amended, or the corresponding provision(s) of any subsequent federal income tax law. Reference in these bylaws to a provision of the Connecticut Revised Nonstock Corporation Act or any provision of

Connecticut law set forth in such statutes is to such provision of the General Statutes of Connecticut, Revision of 1958, as amended, or the corresponding provision(s) of any subsequent Connecticut law.