



BYLAWS

Amended and Restated Bylaws
Revised from motion – Board Meeting
October 22, 2022

ARTICLE I – CORPORATE IDENTITY

Section 1.1. Statement of Mission/Purpose.

To build girls of courage, confidence and character who make the world a better place.

Section 1.2. Name of Corporation.

The name of this corporation shall be Girl Scouts-Diamonds of Arkansas, Oklahoma and Texas. The Girl Scouts-Diamonds of Arkansas, Oklahoma and Texas is a non-profit corporation organized under the statutes of the State of Arkansas and recognized as tax-exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 as from time to time revised.

ARTICLE II – CORPORATE STRUCTURE

Section 2.1. Corporate Structure.

The Girl Scouts – Diamonds of Arkansas, Oklahoma and Texas (“Council”) is a non-profit corporation and all corporate rights of the Council rest with the Board of Directors of the Council (the “Board”).

Section 2.2. Membership in the Girl Scout Movement.

The Council shall register members of the Girl Scout Movement according to the policies and directives of the Girl Scouts of the United States of America (“GSUSA”). Notwithstanding the foregoing, the Council is not required to have members, as provided in the Arkansas Nonprofit Corporation Act, Arkansas Code Annotated Section 4-33-603.

Section 2.3. Annual Meeting.

Within each fiscal year there shall be an Annual Meeting of the Council held for the purpose of electing members of the board of directors and board development committee members.

- a. A quorum for conducting business of the annual meeting will be considered to be one quarter of the voting delegation, which is comprised of the Board of Directors, Council Advisory Team (CAT), National Delegates and Board Development Committee members. The voting delegation elects members and officers of the Board of Directors and Board Development Committee members.
- b. The Board of Directors can, at its discretion, elect to host a virtual convening of the Annual Meeting, which may be held with these conditions:
 - i. The Board or its delegate must determine in advance of said meeting the mechanics of holding such a meeting and dealing specifically with how security issues will be handled and the procedure for establishing a quorum and recording votes.
 - ii. These mechanics must allow for a hosting via interactive telephone, internet, satellite audio or video conferencing or any other technological tool that enables all participants to be clearly audible to one another, and to be heard at the same time. Such participation will constitute presence in person at the meeting.
 - iii. Participating members must engage in the full meeting’s agenda, as their role mandates, via these channels stated above.

- iv. Any members participating remotely must log their participation by a means determined by the Board, whether by email signification or other technological means of sign up and record.
 - v. A system for voting must be available and accessible to all voting members via electronic means.
 - vi. The rules of quorum will apply to this virtual Annual Meeting and are to be determined by the Board.
- c. The slate of candidates for Board Membership and Board Development Committee members to be presented at the annual meeting shall be sent to the voting members no later than 30 days prior to the annual meeting. A request to remove a name from the slate and/or add a name to the slate must be sent via facsimile, email, other electronic transmission or any other form of wire or wireless communication; by mail or private carrier; to the Board Development Committee Chair and the President/CEO. It must be received by the Board Development Committee Chair and the President no later than 10 days prior to the Annual Meeting for consideration of removal and/or addition to the slate. A called meeting of the Board Development Committee members will take place to consider the request and make a determination of the request. A response will be provided to the member requesting the removal and/or addition prior to the Annual Meeting.
- d. There will not be motions accepted from the floor to nominate Board Members and Board Development Committee members.

ARTICLE III – BOARD OF DIRECTORS

Section 3.1. Members of the Board of Directors.

There shall be a Board of Directors of the Council that shall consist of no fewer than 15 and no more than 19 members (each such member, a “Director”), including Board Officers (as defined below). The composition of the board of directors will be structured to reflect the geographical diversity as well as the girl membership of the Council.

Section 3.2. General Powers and Responsibilities.

The Board shall have the ultimate responsibility for the Council. The Board shall be responsible for the oversight of Council’s adherence to:

- a. The Girl Scout Mission;
- b. Employing, supervising, evaluating and removing the President/Chief Executive Officer (“President/CEO”) of the Council;
- c. Establishing major policy;
- d. Periodically evaluating and approving revisions to the by-laws
- e. Raising funds for the Council’s operations, properties and mission delivery.
- f. Monitoring the financial integrity of the Council;
- g. With the assistance of the President/CEO, formulating major strategic thinking, long and short-term goals, and vision statements for the Council as a whole.

Section 3.3. Qualifications.

All Directors shall be elected from a slate of nominees prepared by the Board Development Committee in accordance with the process described in Section 7.2 (Board Development Committee) of these bylaws.

- a. All Directors shall be members of the Girl Scout Movement.
- b. All Directors shall reside in or have an affiliation with one of the following areas: Arkansas, less and except Crittenden County; Oklahoma, counties of Adair, Sequoyah or and Leflore; and Texas, counties of Bowie or Cass.
- c. Board members are not allowed to serve in any council operational position concurrently with board term.

Section 3.4. Term of Office.

The term of office for a Director shall be three years, or until his or her earlier death, resignation or removal. The term of office shall begin at the close of the annual meeting of the Council. A Director shall not serve more than three consecutive terms. Upon serving three consecutive terms, a Director may not be reelected to the Board for a period of at least one year before being considered for election to another term.

Section 3.5 Board Giving and Attendance Expectations.

Members of the Girl Scouts - Diamonds of Arkansas, Oklahoma and Texas Board of Directors play an important role in supporting the council in three key areas: governance, financial and as an ambassador.

- a. **GOVERNANCE:** It is the policy of Girl Scouts - Diamonds for each board member to commit to the following: As a Girl Scout - Diamonds board member, in partnership with the President\CEO, define the vision, plan the strategy and monitor the outcomes to assure a healthy organization. This is done through the board member's commitment to: each board member is required to attend 80% of board meetings, either in person or via conference call, and be a member of at least one committee.
- b. **FINANCE:** Board members are expected to make donating to Girl Scouts - Diamonds a priority in their personal charitable giving. They are required to donate to the Annual Board Appeal. In addition to the board appeal, a board member is expected to secure donations from others, sponsor an event, secure in-kind donations or give additional gifts throughout the year.
- c. **AMBASSADOR:** Board members are the representatives of Girl Scouts in the community. They are also supporters of the mission we deliver to the girls. To represent the mission of Girl Scouts with firsthand experience, our board members will do the following: attend a minimum of one girl participation Girl Scout event annually. For example, attend the Gold and Silver Ceremony, or the annual Cookie Kick-Off, or visit a troop meeting.

Section 3.6. Vacancies.

Any vacancy on the Board that occurs prior to the end of an elected term or are not filled at the annual meeting, may be filled by holding a mid-year election.

- a. The candidate(s) for any vacancy shall be nominated by the Board Development Committee.
- b. The process of slating and election of board members through a mid-term election will adhere to the rules of board member election outline in the Girl Scouts – Diamonds By-laws Section 2.3
- c. Any Director so elected shall begin his or her term upon election by the Board and shall hold office for the remaining fiscal year and then be put on the Slate for the Annual Meeting to start the first of their 3-year term.

Section 3.7. Resignation.

Any Director of the Council may resign at any time by giving written notice to the Chairperson or Secretary of the Board. The resignation of any Director shall take effect at the time specified therein and the acceptance of such resignation shall not be necessary to make it effective.

Section 3.8. Compensation of the Board of Directors.

Directors shall serve without compensation except that reasonable out-of-pocket expenses may be reimbursed according to the policies and guidelines for expense reimbursement as established by the Executive Committee. Compensation for the Board of Directors is limited to reasonable travel expenses incurred for annual and special called meetings, trainings and National Convention. Regularly scheduled meetings are not included in the compensation. Tax letters will be provided to board members for their travel expenses when the board member incurs this as a personal expense.

Section 3.9. Regular Meetings.

There shall be at least four meetings of the Board each year, one of which may be the annual meeting. The meetings shall be held at such time and place as the Board may determine.

Section 3.10. Special Meetings

Special meetings of the Board may be called by the Board Chairperson, or upon written request of any three members of the Board.

Section 3.11. Notices.

Any notices required by law or by these bylaws to be given may be given in person; by telephone, facsimile, email, other electronic transmission or any other form of wire or wireless communication; by mail or private carrier; or by any other means permitted by the Arkansas Nonprofit Corporation Act.

- a. Notice stating the place, date, and hour of any regular meeting shall be given not less than 14 days prior to any regular meeting date.
- b. Notice stating the place, date, hour, and purpose of a special meeting shall be given
 - (i) in the case of notice provided in person or by telephone, facsimile, email, other electronic transmission or any other form of wire or wireless communication electronic means, not less than 24 hours prior to any such special meeting date, and
 - (ii) in the case of notice provided by mail or private carrier, not less than five days prior to any such special meeting date.
- c. Notice stating the place, date, and hour of the Annual Meeting shall be given not less than 30 days prior to any such annual meeting date.

Section 3.12. Quorum.

Except as otherwise provided by statute or by these bylaws, a simple majority of the Directors elected shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a simple majority of the Directors present at any meeting, at which a quorum is present, shall be deemed the action of the Board.

Section 3.13. Board Meetings Other than in Person.

- a. Members of the Board may participate in a meeting by means of conference telephone or similar communications equipment by which all persons participating can hear each other and be heard at the same time. Such participation will constitute presence in person at the meeting.
- b. The Board of Directors can conduct official voting by its members through conference call or electronic medium, by which each member will cast his or her vote through roll call on a conference call or by email. Girl Scouts - Diamonds communicates day-to-day care, operation and direction of matters by phone and electronically as a matter of both convenience and practicality. This body recognizes the need to further allow voting through the same means.
- c. Any member may submit a motion through electronic mail. If the motion receives a second during business hours between 7am-7pm, the Chair will call for a vote. These votes require a "yes" or "no" reply only. It is at the Chair's discretion as to the duration the voting period will remain open, not to exceed twenty-four (24) hours from the initial call for vote.
- d. During the electronic voting procedure, any member may submit via email a motion to table the matter and request an in-person meeting. The Board will address the motion to table prior to finalizing the original motion vote. The Chair will declare the motion failed if not seconded within two hours of the motion to table. Upon second of the motion to table, the Chair must call for a vote, allowing no less than two (2) hours, for each member to cast their vote.
- e. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board. The action must be evidenced by one or more written consents describing the action taken and included in the minutes filed with the corporate records reflecting the action taken. Any action taken under this Section 3.13 shall be effective when the last Director has signed the consent, unless the consent specifies a different effective date, which effective date shall control. A consent delivered by facsimile transmission or electronic mail shall constitute a valid signed consent. A consent signed under this Section 3.13 has the effect of a meeting vote and may be described as such in any document.
- f. Members of the Board of Directors, or any committee designated by the Board, may participate in

a meeting of such Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can simultaneously hear each other, and participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

Section 3.14. Removal of Directors and Board Officers.

Any Director or Board Officer may be removed with or without cause at any time by a 2/3 vote of all duly qualified and seated Directors at a special meeting of the Directors called for that purpose. Notice of such special meeting shall be given in accordance with the procedures set forth in Section 3. 11(Notices) of these bylaws.

- a. When any Director fails to attend two meetings in a Board membership year of the Board and such absences are unexcused, the Board shall declare the directorship vacant.
- b. If a Director who is also serving as a Board officer is removed as provided in this Section, the Director shall also be removed from such Board office by virtue of his or her removal from the Board.
- c. Vacancies in the Board that are created pursuant to this Section shall be filled according to the provisions of Section 4.4 (Vacancies) of these bylaws.
- d. Removal of Directors. A Director may be removed with cause by the vote of a majority of the Directors present at a meeting which is called for the purpose of removing a Director and for which the meeting notice states that the purpose, or one of the purposes, of the meeting is removal of a Director. The Director shall be entitled to appear before and be heard at such meeting.

Section 3.15. Proxies.

Voting by proxies shall not be permitted.

ARTICLE IV – BOARD OFFICERS

Section 4.1. Board Officers.

The Board shall have the following officers selected from among its members pursuant to Section 4.2 (Election of Board Officers) of these bylaws: Chairperson of the Board, First Vice Chairperson of the Board, Second Vice Chairperson of the Board, Secretary of the Board, and Treasurer of the Board, hereinafter referred to as “Board Offices” and “Board Officers.”

Section 4.2. Election of Board Officers.

The Chairperson, First Vice Chairperson, Second Vice Chairperson, Secretary, and Treasurer, who shall all be members of the Board and served a minimum of one year as a board member before being elected as a board officer, shall be elected annually by the sitting board members.

Section 4.3. Term of Board Officers.

Board officer terms are the same as a board member sighted in Section 3.4. If a board officer is not reelected to their office, they remain on the board as a member at large to complete their remaining term(s).

Section 4.4. Vacancies.

If a vacancy occurs in any Board office, other than that of Chairperson, a replacement shall be nominated and elected by the Board to serve the unexpired term. In the case of a vacancy in the office of the Chairperson, the First Vice Chairperson shall succeed as Chairperson to serve the unexpired term.

Section 4.5. Removal of a Board Officer.

A Board Officer may be removed from office with or without cause according to the provisions in Section 3.14 (Removal of Directors and Board Officers) of these bylaws.

Section 4.6. Duties of the Board Officers.

- a. The Chairperson shall

1. Preside at all meetings of the Board and the Executive Committee;
 2. Be responsible for ensuring that the direction and the actions given by the Board are carried into effect;
 3. Appoint a secretary pro-tem in the absence of the Secretary;
 4. Be an ex-officio member, without vote, of all Board-appointed committees and task groups with the exception of the Board Development Committee;
 5. Perform other related duties as are prescribed by these bylaws or the parliamentary authority, and/or assigned by the Board; and
 6. Supervise and evaluate the work of the President/Chief Executive Officer.
- b. The First Vice Chairperson shall
1. Assist the Chairperson in duties as assigned;
 2. Perform the duties of the Chairperson in the event of temporary absence or disability;
 3. In the case of a vacancy in the office of the Chairperson, the First Vice Chairperson shall succeed as Chairperson to serve the unexpired term, and
 4. Perform other related duties as are prescribed by these bylaws or the parliamentary authority, and/or assigned by the Chairperson or the Board.
 5. Oversees and solicits all board members for the annual board giving and monitors and reports board attendance at board meetings and girl events.
 6. The First Vice Chair is the mission delivery chair.
- c. The Second Vice Chairperson shall
1. Be assigned as Chairperson of the Council Advisory Team (CAT) as described in Section 7.3 Council Advisory Team (CAT) of these bylaws; and
 2. Perform other related duties as are prescribed by these bylaws or the parliamentary authority, and/or assigned by the Chairperson or the Board.
- d. The Secretary shall
1. Be responsible for ensuring that all notices of the meetings of the Board and the Executive Committee are sent;
 2. Be responsible for ensuring that the minutes of all such meetings are kept;
 3. Perform other related duties as are prescribed by these bylaws or the parliamentary authority, and/or assigned by the Chairperson or the Board.
- e. The Treasurer shall
1. Be responsible for establishment of fiscal controls, receipt, and custody of all assets of the Council;
 2. Be responsible for monitoring the disbursements as authorized by the Board;
 3. Be responsible for reporting the receipt, use, and disbursement of all assets of the Council;
 4. Be assigned Ex Officio on the Audit Committee;
 5. Be assigned as Chair of the Finance Committee; and
 6. Perform other related duties as are prescribed by these bylaws or the parliamentary authority, and/or assigned by the Chairperson or the Board.

Section 4.7. Resignation of Board Officers.

Any Board Officer may resign from such office at any time by giving written notice to the Chairperson or Secretary of the Board. The resignation of any Board Officer shall take effect at the time specified therein and the acceptance of such resignation shall not be necessary to make it effective. The resignation of any board officer does not constitute a resignation from the board of directors as a member at large as long as they have remaining term(s) to serve.

ARTICLE V- CORPORATE OFFICERS

Section 5.1. President/Chief Executive Officer.

- a. The Board shall employ a President/CEO who shall have the right to speak at any meeting and address the Board.
- b. The President/CEO shall have the responsibility for the operational functions of the Council and

be responsible for administering the total operations of the Council; have other powers and perform other related duties as from time to time assigned, through the Chairperson, by the Board; and have the authority to employ and release all employed staff of the Council in accordance with the policies adopted by the Board.

Section 5.2. Other Corporate Officers.

- a. The President/CEO may appoint such other officers, staff members and agents of the Council as he or she deems advisable, who shall hold their office for such terms and shall exercise and perform such powers and duties as shall be determined from time to time by the President/CEO. Such officers may include a Chief Financial Officer, Vice Presidents, or any other officers the President/CEO deems appropriate.
- b. Such officers, staff members and agents shall report to the President/CEO or to such other person(s) as may be designated by the President/CEO.

ARTICLE VI – NATIONAL COUNCIL DELEGATES

Section 6.1. Purpose.

National Delegates are selected from the Council Advisory Team and Service Unit Leadership team to represent their council at the National Convention and perform other duties requested by GSUSA.

Section 6.2. Selection Criteria.

One year prior to GSUSA National Convention, National Delegates and National Girl Ambassadors shall be selected from:

- a. Girls who will be 14 years of age or older by the time of the National Convention and who are currently serving on the Council Advisory Team and will not be graduating from high school prior to the upcoming National Convention.
- b. Volunteers who are currently serving in a Service Unit leadership role or as a Council Advisory Team member representative.
- c. All candidates must be approved by their service unit.

Section 6.3. Duties of the National Delegates.

- a. Required to attend the National Council Session at the National Convention.
- b. Attend any applicable trainings or meetings leading up to the session.
- c. Vote on proposals and constitutional changes
- d. Be a voice for Girl Scouts-Diamonds Council membership.
- e. Help set the strategic direction for GSUSA

ARTICLE VII – COMMITTEES

Section 7.1. Committee Information – General

The below requirements pertain to all committees.

- a. A majority of committee members shall be present in person or by telephone conference call or similar communications equipment by which all persons participating can hear each other and be heard at the same time to constitute a quorum (Sec. 3.12) for the transaction of business.
- b. The vote of a majority of all duly qualifies committee members is required to constitute a decision or action by the committee.
- c. The committee shall elect its own chairperson each year.
- d. Vacancies in the committee may be filled by appointment by the chairperson of the committee with approval of the committee for unexpired portions of vacated terms if membership drops below the minimum number.
- e. An appointed member of a committee who has served less than one half of a term shall be eligible for election to a full-term following completion of the partial term.
- f. All committee members are highly encouraged to be a Girl Scout member

- g. All committee members will adhere to the code of conduct and confidentiality agreement provided by the Council.
- h. The term of office for committee members is three years. The term of office shall begin at the close of the Annual Meeting of the Council.
- i. Committee Members shall not serve more than two consecutive terms
- j. Upon serving two consecutive terms, a committee member may not be reappointed to the committee for a period of at least one year.
- k. A simple majority must be present in person or on the phone to conduct business of the committee.
- l. Members will be asked to make a donation of financial resources according to their means.
- m. Individual votes will not be solicited out of the scope of the meeting
- n. There may not be an action of committees without a meeting.

Section 7.2 Executive Committee.

There shall be an Executive Committee, which shall consist of the Board Officers.

- a. The Chairperson shall be the Chair of the Executive Committee.
- b. The President/CEO shall serve on the Executive Committee as an ex-officio member without vote.
- c. The responsibilities of the Executive Committee include, but are not limited to, the following: To exercise the powers of the Board in the interim between Board meetings, except that the Executive Committee shall not have the power to adopt a budget, or to take any action which is contrary to, or a substantial departure from, existing Board policies or procedures, or which represents a major change in the affairs, business, or policy of the Council.
- d. The Executive Committee shall submit minutes of all actions taken by the Executive Committee to the Board at next board meeting following each Executive Committee meeting.
- e. The Executive Committee shall meet at the call of the Chairperson at such times when it is not feasible for the entire Board to convene.
- f. Notice of the time, place and purpose of the meeting shall be provided in the same manner as a special meeting of the board as set forth in Section 3.11 (Notices).

Section 7.3. Board Development Committee.

Members of the Board Development Committee will be elected each year at the Annual Meeting of the Council from a single slate of nominees prepared by the Board Development Committee. The Board Development Committee shall consist of the following:

- a. The number of Board Development Committee members shall be no fewer than seven members and no greater than nine members. Effort shall be made to ensure geographical representation on the Board Development Committee.
- b. At least two and no more than four of the members of the Board Development Committee shall be current members of the Board.
- c. Terms of the Board Development Committee shall be divided, as equally as possible, into staggered terms.
- d. Each member of the Board Development Committee shall serve for three years. Board Development Committee members may not be elected to successive terms.
- e. The role of the Board Development Committee may from time to time be altered or assigned by the Board, but shall include:
 - 1. Soliciting and recruiting candidates for all elected positions of the Council.
 - 2. Providing a slate of candidates for Board Member, and Board Development Committee positions.
 - 3. Collaborating with the Board on:
 - a. Orientation and continuing education;
 - b. Identification of prospects Board and committee members;
 - c. Succession planning; and
 - d. Assessment of Board performance

Section 7.4. Finance Committee.

There shall be a standing Finance Committee of the Board, composed of registered members, chaired by a Board Member appointed by the Chairperson of the Board.

- a. The members of the Finance Committee shall be appointed by the Chairperson of the Board. The Chairperson will appoint members to fill any vacancies for the un-expired portion of the term.
- b. The number of Finance Committee members shall be no fewer than five members and no more than nine.
- c. At least two but not more than three of the members of the Finance Committee must be members of the Board.
- d. The roles of the Finance Committee may be from time to time altered or assigned by the Board but shall include:
 1. Review and monitor financial actions and results of the Council;
 2. Review and recommend to the Board for approval the annual budget of the Council; and
 3. Approve and review at least annually the investment policy of the Council.
 4. Review at least quarterly the investment results and recommend any appropriate changes.
- e. A simple majority must be present in person or on the phone to conduct business of the committee.
- f. Members will be asked to make a donation of financial resources according to their means.

Section 7.5. Audit Committee.

There shall be a standing Audit Committee of the Board, composed of registered members, chaired by a Board Member, who is also a Certified Public Accountant.

- a. The members of the Audit Committee shall be appointed by the Chairperson of the Board.
- b. The number of Audit Committee members shall be no fewer than three members and no more than five.
- c. A majority, but no more than two-thirds, of the Audit Committee members shall be members of the Board.
- d. The Treasurer of the Board shall serve on the Audit Committee as an ex-officio member without vote and shall not chair the Audit Committee.
- e. The roles of the Audit Committee may from time to time be altered or assigned by the Board but shall include:
 1. Hire independent auditors annually and other consultants as necessary;
 2. Review the annual audit of the Council;
 3. Monitor the management letter comments provided by the auditor and ensure corrective actions are taken by the management of the Council;
 4. Conduct executive sessions at least annually with the outside auditor and with key members of the Council management; and
 5. Ensure that internal control policies and procedures are in place in the Council.
- f. The Audit Committee will annually review its actions against generally accepted audit and development standards and make recommendations to correct any deficiencies.

Section 7.6. Properties Development Committee.

There shall be a standing Properties Development Committee of the Board, composed of registered members, chaired by a Board Member appointed by the Chairperson of the Board. The function of the Property Development Committee is to review and assess all physical assets of the council and provide timely recommendations for the Board of Directors.

- a. The Committee shall be composed of a maximum of eleven (11) and not less than seven (7) members.
- b. The Chair and at least one other member will be members of the Board of Directors.
- c. Major functions of committee are:

1. Develop and maintain a long-range plan for acquisition, development and disposition of critical resources.
2. Maintain an inventory of current land, buildings, equipment and other physical assets of the council.
3. Review and evaluate the property of the council for:
 - a. appropriate program/membership needs of council;
 - b. fiscal viability; and
 - c. legal/safety compliance issues.

Section 7.7. Heritage Committee

There shall be a standing Heritage Committee of the Board, composed of registered members, chaired by a Board Member appointed by the Chairperson of the Board. The committee's primary responsibility is to oversee the process and procedure for the collection of archives and artifacts of Girls Scouts-Diamonds of Arkansas, Oklahoma, and Texas and its comprised legacy councils (Arkansas Post, Conifer, Mt. Magazine, Ouachita, Crowley's Ridge, and NOARK Councils)

- a) The number of Heritage Committee members shall be no fewer than five members and no more than nine.
 - b) It is encouraged that committee members should be comprised of at least one representative from each regional area (Northwest Arkansas, Fort Smith Area (including Oklahoma), Central Arkansas, Texarkana Pine Bluff, and Jonesboro)
 - c) At least two, but not more than three of the members of the Heritage Committee must be members of the Board
 - d) The roles of the Heritage Committee may be altered or assigned at any time by the Board, but shall include:
 1. Develop a collection process to receive archives and artifacts from the Diamonds Council and its legacy councils.
 2. Develop a process for the storage and dissemination of archives and artifacts from the Diamonds Council and its legacy councils.
 3. Work closely with Mission Delivery Department and/or Mission Delivery Committee to create heritage programming to educate membership on the legacy of Girl Scouting.
4. Provide updated reports at each meeting of the board.

Section 7.8. Diversity, Equity, Inclusion, & Accessibility (DEIA) Committee

There shall be a standing DEIA committee of the Board, composed of registered members, chaired by a Board Member appointed by the Chairperson of the Board. Council staff may serve as ex-officio (non-voting) members as determined by the Council President/CEO or Chairperson of the Board.

1. The committee shall meet at least monthly, on a date based on availability of current committee members.
2. When issues require a vote by the committee, a simple majority is required. Voting may be conducted during regular meetings if a quorum is reached, or may be conducted electronically.
3. The committee's responsibilities shall include but not be limited to:
 - a. Supporting the implementation of the Council inclusion policy to ensure every Girl Scout has an inclusive, equitable, accessible experience across Council programming.
 - b. Providing advisory feedback upon request or recommendations as needed to Council staff on DEIA issues.
 - c. Participating in continuing education and assisting the Board or Council in providing educational opportunities to participants on DEIA issues.
 - d. Working with other Board committees, Council staff, and the Board to develop and implement inclusive and accessible programming and activities.
 - e. Providing an annual report, summary, or assessment of the progress of both the committee and the Council's DEIA strategies and activities.
 - f. Providing regular committee updates at each meeting of the Board.

4. The committee shall elect a Vice-chair and Secretary to serve annual terms. Together with the Chair, the committee officers will be primarily responsible for conducting meetings and regular business of the committee, including generation of the annual reports and Board updates.
 - a. The role of the Vice-chair is to support the Chair in carrying out committee business and act as a backup to conduct committee meetings.
 - b. The role of the Secretary will be to take meeting minutes and serve as communication liaison between the DEIA committee, other committees, and Council staff as needed.
 - c. In the case that any of the committee officers cannot attend a scheduled meeting, that officer shall solicit a designee from the committee or ex-officio representatives to perform the officer duties for that meeting.
5. The committee shall consist of a minimum of eleven (11) members and a maximum of twenty-one (21) members. An odd number of committee members is encouraged to avoid tie votes.
 - a. It is encouraged that committee members should be comprised of at least one representative from each regional area (Northwest Arkansas, Fort Smith Area (including Oklahoma), Central Arkansas, Texarkana Pine Bluff, and Jonesboro).
 - b. It is encouraged that committee members should be comprised of representatives with varied lived experiences and from various communities and demographic groups to ensure diverse perspectives. Examples might include persons from different cultural backgrounds; persons with different ethnic and racial identities; persons with physical, mobility, or other impairments or disabilities; persons with different gender identities or gender expression; active Troop members or Troop leaders; persons from varying age groups and socioeconomic statuses; or Council volunteers.
 - c. At least four, but not more than six of the members of the Committee should be members of the Board.
 - d. Community advocates and members-at-large may be recruited or invited to participate in meetings based on committee needs.
 - e. New committee members shall be recruited in a consistent fashion and approved by a two-thirds majority.

Section 7.9. Other Committees/Ad-Hoc

The Board may designate such other standing committees, special committees, and/or ad-hoc as the Board shall deem necessary or appropriate.

- a. Once formed, the Chairperson shall appoint one or more Directors and/or other registered council members to serve any such committee.
- b. Any such committee shall have the authority designated in the resolution establishing such committee. Notwithstanding the foregoing, no committee shall have the authority to:
 1. authorize distributions;
 2. elect, appoint, or remove any Director;
 3. amend the Articles of Incorporation;
 4. adopt, amend or rescind these bylaws;
 5. approve a plan of merger; or
 6. approve a sale, lease, exchange, or other disposition of any of the Council's property.
- c. The Board shall establish any requirements/charges for the development of such committees that comply with these bylaws and applicable law.

ARTICLE VIII – FUND DEVELOPMENT AUXILIARY

The fund development auxiliaries will serve in place of the previously established Fund Development Committee. Their purpose is to carry out dedicated projects and duties in support of council operations, impacting such areas as fund development, membership and volunteer recruitment, mission delivery, business development and marketing.

Each auxiliary's leadership structure will consist of a chair, vice chair, secretary and treasurer with operational committees devoted to such tasks as: projects, recruitment, strategic alignment,

membership, public relations and outreach and troop support. Operational committees will be led by a chair and have no limit to the number of working members.

Each auxiliary will operate on a calendar that coincides with our membership year, beginning on October 1 and ending on September 30. Each auxiliary will have annual membership dues that will be determined by its chartering members. Membership dues will be split among the Council and the auxiliary for operational purposes.

ARTICLE IX COUNCIL ADVISORY TEAM (CAT)

Section 9.1. Purpose.

The Council Advisory Team (CAT) are a select group of volunteers and girls who will be the voice from their regional areas, sharing/discussing information and issues with the Girl Scouts – Diamonds President/CEO and the 2nd Vice-Chair of the Board of Directors, and will be responsible for taking information back to their respective service units and sharing with the other members. The selection process for Council Advisory Team members is retained in the Council procedure files.

Section 9.2. Duties of the CAT Members.

- a. CAT members will officially start their term October 1 of each year. Members may serve two (2) - two (2) year terms with a roll-off for a minimum of one year.
- b. New CAT members may join throughout the year as long as their Service Unit has not reached their maximum capacity of members.
- b. CAT members will meet a minimum of three (3) times a year. The 2nd Vice President of the Board of Directors and the President/CEO will schedule a fall and spring CAT meeting in each region. The CAT will also convene during the Annual Meeting each year. CAT members are required to attend two (2) of the three (3) meetings.
- c. CAT members will be the voice from their regional areas, sharing/discussing information and issues with the Girl Scouts – Diamonds President/CEO and the 2nd Vice-Chair of the Board of Directors.
- d. CAT members will be responsible for taking information back to their respective service units and sharing with the other members.

National Delegate Information has been moved and updated to Article VI

e.. A CAT member may be removed from their position by a vote of the Service Unit they represent. The 2nd Vice President of the Board of Directors and/or the President/CEO of the Girl Scouts - Diamonds Council can recommend to the Service Unit to remove the CAT member for not meeting the requirements and/or not performing the duties of their position. They may also be removed for not representing the Service Unit and/or the Council in a positive manner.

ARTICLE X – BOOKS OF RECORD, AUDIT, FISCAL YEAR

Any number of amendments, or an entire revision or restatement of the Articles of Incorporation or bylaws, may be submitted and voted upon at a regular meeting of the Board of Directors. and be adopted at such meeting, a quorum being present upon receiving the affirmative vote of a simple majority of certified voting members present.

Section 10.1. Contracts and Debts.

Contracts may be entered into or debts incurred only as directed by resolution of the Board of Directors. However, the Board by resolution may authorize the President/Chief Executive Officer and/or the Board Chair to enter into contracts for the Council.

Section 10.2. Books and Records.

All records of the Council shall be open for Directors at any reasonable time. The Board shall cause to be kept:

- a. Records of all proceedings of the Board, and committees thereof;
- b. All financial statements of the Council;
- c. Articles of Incorporation and bylaws of the Council and all amendments or restatements thereof; and
- d. Such other records and books of account as shall be necessary and appropriate regarding the conduct of the corporate business.

Section 10.3. Audit and Publication.

The Board shall cause the records and books of account of the Council to be audited at least once in each fiscal year and made public in such a manner as may be deemed necessary or appropriate. The Board also shall make such inquiry as the Board deems necessary or advisable into the condition of all trusts and funds held by any Director, agent, or custodian for the benefit of the Council, and shall retain such person or firm for such purposes as it may deem appropriate.

Section 10.4. Fiscal Year.

The fiscal year of the Council shall end on September 30 of each year.

ARTICLE XI- INDEMNIFICATION

Section 11.1. Indemnification.

Pursuant to A.C.A. § 4-33-851, and except as provided in Section 2 below, the Corporation may indemnify a Director or officer made a party to a proceeding by virtue of his or her status as a Director or officer, against liability incurred in the proceeding if the following conditions are met:

- a. The Director or officer conducted himself or herself in good faith;
- b. With respect to conduct in his or her official capacity, the Director or officer had reason to believe that his or her conduct was in the best interests of the Corporation; and
- c. In cases of conduct not in his or her official capacity, the director or officer had reason to believe that his or her conduct was at least not opposed to the best interests of the Corporation.

Section 11.2. Prohibition of Indemnification in Certain Cases.

The Corporation shall not indemnify a Director or officer in connection with any proceeding by or in the right of the Corporation in which the Director or officer was adjudged liable to the Corporation, or in connection with any other proceeding charging improper personal benefits to the Director or officer, whether or not involving action in his or her official capacity, in which the Director or officer was adjudged liable on the basis that personal benefit was improperly received by the Director or officer.

Section 11.3. Procedures for Authorizing Indemnification of Directors.

Before the Corporation may indemnify any Director pursuant to Section 11.1 above, a determination must be made that indemnification of a Director is initially permissible because the Director has met the standards of conduct set forth in Section 11.1 of this Article XI. The Board of Directors shall make that determination by a majority vote of a quorum consisting of Directors who are not at the time parties to the proceeding; provided, however, that if such a quorum cannot be obtained, then determination shall be made either by a committee designated by the Board of Directors or by special legal counsel in accordance with A.C.A. § 4-33-855(b) (1) (2) and (3). Furthermore, the Corporation may not indemnify a Director until twenty (20) days after the effective date of the written notice of the proposed indemnification to the Attorney General of the State of Arkansas. The Corporation may pay for or reimburse the reasonable expenses incurred by a Director or officer who is a party to a proceeding in advance of final disposition of the proceeding upon authorization made in accordance with A.C.A. § 4-33-855 and upon satisfaction of all the conditions prescribed in A.C.A. § 4-33-853. The board may withdraw indemnification at any time upon learning of information that causes it to believe Director is ineligible for indemnification pursuant to section 11.1.

Section 11.4. Insurance.

The Corporation shall purchase and maintain insurance on behalf of its Directors and officers to insure against liabilities asserted against or incurred by the Corporation's directors and officers in that capacity or arising from their status as Directors and officers, whether or not the Corporation would have the power to indemnify them against the same liability under the proceeding Sections of this Article IX.

Section 11.5. Definitions.

The following definitions apply to the indemnification provisions of this Article IX:

- a. Proceeding – "Proceeding" means any threatened, pending or completed civil action, suit or proceeding, whether judicial, administrative, or investigative, and whether formal or informal.
- b. Liability – "Liability" means the obligation to pay a judgment, settlement penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses actually incurred with respect to a proceeding.
- c. Expenses – Indemnification against expenses which is mandated or permitted under this Article IX is limited to reasonable expenses, including attorneys' fees, incurred in connection with a proceeding.
- d. Ar. Code Ann. – All citation in these Bylaws to "Ark. Code Ann." or "A.C.A." shall refer to the Arkansas Code of 1987 Annotated, as amended from time to time by the Arkansas Legislature.

ARTICLE XII– PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order Newly Revised shall be the parliamentary authority of the council for all its meetings.

ARTICLE XIII– INSURANCE

The Council shall purchase and keep current at all times appropriate insurance to protect the interests of the Council to include its operations and potential liability. The Council shall insure each person who is, or was, a Director, officer, volunteer or employee of the Council against liability incurred or asserted against such person or persons while serving in such capacity on official business of the Council.

ARTICLE XIV – GENERAL STANDARDS OF CONDUCT FOR DIRECTORS AND OFFICERS

Section 14.1. Discharge of Duties.

Each director or officer shall discharge his or her duties in good faith, with the care a prudent person in a like position would exercise under similar circumstances and in a manner the director or officer reasonably believes to be in the best interests of the Council. Each director and officer must also conform to Conflict of Interest/Confidentiality Policies established by the Council.

Section 14.2. Reliance of Information, Reports, Etc.

In discharging duties, a Director or officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by (a) one or more officers or employees of the Council whom the Director or officer reasonably believes to be reliable and competent in the matters presented; (b) legal counsel, a public accountant, or another person as to matters the Director or officer reasonably believes are within such person's professional or expert competence; or (c) in the case of a Director, a committee of the Board of which the Director is not a member if the Director reasonably believes the committee merits confidence.

Section 14.3. Unwarranted Reliance.

A Director or officer is not acting in good faith if the Director or officer has knowledge concerning the matter in question that makes otherwise permitted reliance unwarranted.

Section 14.4. Conflicts of Interest/Confidentiality.

The Board shall maintain a policy regarding conflicts of interest and confidentiality, which shall require that at the first regular meeting after the Annual Meeting each year Directors and members of standing committees sign a Conflict of Interest/Confidentiality Agreement. The Executive Committee shall be the point of resolution of any conflict or potential conflict of interest/confidentiality issues.

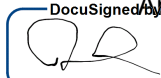
ARTICLE XV- AMENDMENTS

The Board shall have the sole authority to amend the Council's Articles of Incorporation and these bylaws to include or omit any provision that could be lawfully included or omitted. Any number of amendments, or an entire revision or restatement of the Articles of Incorporation or bylaws, may be submitted and voted upon at a regular meeting of the Board of Directors and be adopted at such meeting, a quorum being present, upon receiving the affirmative vote of a simple majority of voting members present. Any proposed amendments shall be presented to the Directors, not less than 30 days prior to the Annual Meeting of the Council.

ARTICLE XVI- SEVERABILITY

If any provision of these bylaws is declared invalid and of no further force and effect by a court of competent jurisdiction, the other provisions of these bylaws shall remain in full force and effect.

Adopted: November 2008 Amended: January 28, 2023 Effective: January 28, 2023

DocuSigned by:

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Juli Dorrrough: _____
Secretary, Girl Scouts-Diamonds of Arkansas, Oklahoma and Texas