



Amended and Restated Bylaws

Revised from motion –
Board Meeting October 26, 2024

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 “Council”). The Council is a nonprofit 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 Council is a nonprofit 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 Board Members, Board officers, and Board Development Committee members.
- b. The Board can, at its discretion, elect to host a virtual convening of the Annual Meeting, which may be held with these conditions:
 - i. The Board must determine the mechanics of holding such meeting, how security issues will be handled, the procedures for establishing a quorum, and recording votes through a tool accessible to all voting members.
 - ii. These mechanics must allow for hosting the meeting electronically with a tool that enables all participants to be clearly audible to one another and 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 to all voting members via electronic means.
- v. 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. The Board will not accept motions 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.

The Board shall consist of no fewer than 15 and no more than 19 members (each such member, a “Board Member”), including Board Officers (as defined below). Efforts will be made to structure the composition of the Board to reflect the geographical diversity as well as the girl membership of the Council. There may be, in addition to the President and Chief Executive Officer (“President/CEO”), up to two (2) ex-officio members of the Board that represent other non-profit organizations in the Council’s jurisdiction.

Section 3.2. General Powers and Responsibilities.

The Board shall be responsible for the Council and the oversight of Council’s adherence to:

- a. The Girl Scout Mission;
- b. Hiring, employing, supervising, evaluating, and removing the President/CEO of the Council;
- c. Establishing major policy;
- d. Periodically evaluating and approving revisions to the bylaws
- 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 Board Members 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 Board Members shall reside in or have an affiliation with one of the following areas:
 - i. All of Arkansas excluding Crittenden County;
 - ii. Oklahoma counties of Adair, Sequoyah and Leflore; or
 - iii. Texas counties of Bowie or Cass.

Section 3.4. Term of Office.

The term of office for a Board Member shall be three (3) years, or until his or her earlier death, resignation, or removal. Board Members are voted into office at the Annual Meeting of the Council, and their term of office shall begin on the first day of the upcoming fiscal year. A Board Member shall not serve more than three (3) consecutive terms. Upon serving three (3) consecutive terms, a Board Member may not be reelected to the Board for a period of at least one (1) year before being considered for election to another term.

Section 3.5. Board Giving and Attendance Expectations.

Members of the Board play an important role in supporting the Council in three key areas: governance, finance, and community engagement.

- a. **GOVERNANCE:** Each Board Member, in partnership with the President\CEO, is expected to work together to define the Council's vision, plan the strategy, and monitor the outcomes to assure a healthy organization. This is done through each Board Member's commitment to:
 - i. attend 80% of all board meetings, either in person or via conference call;
 - ii. serve as a member of at least one committee; and
 - iii. adhere to the current Bluebook of Basic Documents from GSUSA.

Board Members are not allowed to serve in any paid Council positions, as troop leaders, or as service unit Director, Service Unit Product Manager, or Service Unit Treasurer. All Board Members will adhere to the Council's code of conduct and confidentiality agreement provided by the Council.

- b. **FINANCE:** Board Members are expected to prioritize donating to Girl Scouts - Diamonds 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. **COMMUNITY ENGAGEMENT:** Board Members are the representatives of Girl Scouts in their communities. They are also supporters of the Council's stated mission. To represent the mission of Girl Scouts with firsthand experience, Board Members will attend a minimum of one Council or GSUSA girl or adult activity annually. Board Members are required to be a registered member during their term(s) of office.

Section 3.6. Vacancies.

Any vacancy on the Board that occurs prior to the end of an elected term or is 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 nominees and the election of Board Members through a mid-year election will follow to the rules set forth in Section 2.3.
- c. Any Board Member 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 terms.

Section 3.7. Resignation.

Any Board Member may resign at any time by giving written notice to the Chairperson or Secretary of the Board. The resignation of any Board Member 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.

Board Members 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 Board Members is limited to reasonable travel expenses incurred for annual and called meetings, trainings, and National Convention. Regularly scheduled meetings are not included in this reimbursement. The Council will provide appropriate tax documents to Board Members to reflect their travel expenses incurred in the course of their service.

Section 3.9. Regular Meetings.

The Board shall hold at least four(4) 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. Called Meetings.

A called meeting is a Board meeting outside of the regularly scheduled meetings for the year. Called meetings of the Board may be requested by the Board Chairperson, or upon written request of any three (3) 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 called 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 5 days prior to any such special meeting date.
- c. Notice stating the place, date, and time of the Annual Meeting shall be given not less than 30 days prior to any such annual meeting date. If such place, date, or time must change after the initial notice is sent, the CEO, on behalf of the Board Chair, will provide written notice of such change with as much advanced notice as possible.

Section 3.12. Quorum.

Except as otherwise provided by statute or by these bylaws, a simple majority of the Board shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a simple majority of the Board Members 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. Remote Participation in Board Meetings
 - i. Board Members, or members of any committee designated by the Board, may participate in a meeting by means of conference telephone, video conference, 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.
 - ii. Any official vote taken with remote participants must be taken by roll call.
- b. Motions and Actions Outside a Scheduled Meeting.

- i. Any Board Member may at any time submit a motion through electronic mail, copying all other Board Members. If the motion receives a second via electronic mail during business hours between 7am-7pm, the Chair will call for a vote, specifying the duration that the voting period will remain open, not to exceed twenty-four (24) hours from the initial call for vote. These votes require a "yes" or "no" reply only.
- ii. During the electronic voting procedure, any Board 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 it is not seconded within two (2) 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 Board Member to cast their vote.
- iii. Any action required or permitted to be taken at a meeting of the Board 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. Any action taken under this Section 3.13 shall be effective when the last Board Member 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.

Section 3.14. Removal of Board Members and Board Officers.

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

- a. When any Board Member fails to attend two (2) meetings in a board membership year and such absences are unexcused, the Board shall declare the board membership position vacant.
- b. If a Board Member who is also serving as a Board officer is removed as provided in this Section, the Board Member 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. A Board member may be removed with cause by the vote of a majority of the Board Members present at a meeting which is called for the purpose of removing a Board Member and for which the meeting notice states that the purpose, or one of the purposes, of the meeting is removal of a Board Member. The Board Member 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, herein referred to as "Board Officers."

Section 4.2. Election of Board Officers.

All Board officers must serve a minimum of one (1) year as a Board Member at any time in the past before being elected as a Board Officer.

Section 4.3. Term of Board Officers.

All Board Officers are elected to three-year terms. Some Board Officer positions may serve multiple terms. Board Officers are divided into two groups to have staggered terms.

- a. Board Officer Group One consists of the Board Chair and the First Vice Chair. These two positions are elected simultaneously with the understanding that after three (3) years the First Vice Chair will be slated to serve as the Board Chair. The Board Chair position is held for one (1) three-year term.
- b. Board Officer Group Two consists of Second Vice Chair, Secretary, and Treasurer. These positions are elected simultaneously the year after Group One is elected. These three positions may serve up to three (3) consecutive terms.

Any Board Officer who completes their term of office may remain on the Board as a member at large to fulfill any remaining years of service they have in their Board Member term.

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 out 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 out 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 Board Members and Board Officers) of these bylaws.

Section 4.6. Duties of the Board Officers.

- a. The Chairperson shall:
 - i. Serve one (1) three-year term;
 - ii. Preside at all meetings of the Board and the Executive Committee;
 - iii. Be responsible for ensuring that the direction given and the actions taken by the Board are carried into effect;
 - iv. Appoint a secretary pro tem to serve in the absence of the Secretary;
 - v. Be an ex-officio member, without vote, of all Board-appointed committees and task groups with the exception of the Board Development Committee;
 - vi. Perform other related duties as are prescribed by these bylaws or the parliamentary authority, and/or assigned by the Board; and
 - vii. Supervise and evaluate the work of the President/CEO, report such observations to the Executive Committee, and lead the Executive Committee in completing an annual written evaluation of the President/CEO.
- b. The First Vice Chairperson shall:
 - i. Serve one (1) three-year term and be slated to serve as the Board Chair for one (1) three-year term immediately following the term as First Vice Chair;
 - ii. Assist the Chairperson in duties as assigned;
 - iii. Perform the duties of the Chairperson in the event of temporary absence or disability;
 - iv. 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;

- v. Perform other related duties as are prescribed by these bylaws or the parliamentary authority, and/or assigned by the Chairperson or the Board; and
 - vi. Support staff efforts in soliciting all Board Members for annual board giving and monitor and report board attendance at board meetings and Council events.
- c. The Second Vice Chairperson shall:
- i. Be assigned as Chairperson of the Council Advisory Team (CAT) as described in Section 7.3 Council Advisory Team (CAT) of these bylaws; and
 - ii. 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:
- i. Work with staff to ensure that all notices of the meetings of the Board and the Executive Committee are sent;
 - ii. Be responsible for ensuring that the minutes of all such meetings are kept;
 - iii. Be the signature on record for the bylaws; and
 - iv. 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:
- i. Work with the Chief Financial Officer to monitor fiscal controls, receipt, and custody of all assets of the Council;
 - ii. Work with staff to monitor the disbursements as authorized by the Board;
 - iii. Be responsible for reporting the receipt, use, and disbursement of all assets of the Council;
 - iv. Be assigned Ex Officio on the Audit Committee;
 - v. Be assigned as Chair of the Finance Committee; and
 - vi. 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 as a member at large so long as the individual has remaining time left in their 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 corporate officers, staff members, and agents of the Council as he or she deems advisable, who shall hold their position 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 his or her designee.

ARTICLE VI – NATIONAL COUNCIL DELEGATES

Section 6.1. Purpose.

National Delegates are selected from the Council Advisory Team (“CAT”) 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 (1) year prior to GSUSA National Convention, National Delegates and National Girl Ambassadors shall be selected from:

- a. Girls who are currently serving on the CAT; and
- b. Volunteers who are currently serving in a service unit leadership role or as a CAT member representative.

All candidates for National Delegate and Ambassador must be approved by their service unit.

Section 6.3. Duties of the National Delegates and Ambassadors.

A National Delegate and Ambassador position is three-year term. The term starts one (1) year prior to the National Council Session and concludes two (2) years after the National Council Session. An individual may serve multiple terms.

All National Delegates and Ambassadors must:

- a. Attend the National Council Session at the National Convention;
- b. Attend any applicable trainings or meetings leading up to and following the session;
- c. Vote on proposals and constitutional changes;
- d. Be a voice for Council membership;
- e. Help set the strategic direction for GSUSA; and
- f. Maintain Girl Scout membership throughout their term.

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, video conference, 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 qualified 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 if membership drops below the maximum 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 Council's code of conduct and confidentiality agreement.
- h. The term of office for committee members is (3) 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 (2) 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 (1) year.
- k. All committee members will be asked to make a donation of financial resources according to their means.
- l. Committee members will not solicit individual votes on any issue of Council business and will not be solicited outside of the scope of a scheduled meeting.
- m. Committees may not take official actions outside of a scheduled meeting.
- n. Committee membership is comprised of board members and non-board members with the exception of the succession committee and the bylaws committee which are only comprised of Board members.

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 a 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 the 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).
- g. Led by the Board Chairperson, the Executive Committee will do an annual evaluation of the President/CEO. The evaluation will be reported at the upcoming board meeting for approval and input by the Board. Subsequently, the Board Chairperson will meet with the President/CEO to discuss the Board's evaluation. The Board's evaluation will be included in the President/CEO's personnel file.

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 (7) members and no greater than nine (9) members. Effort shall be made to ensure that membership reflects the geographical representation of the Council.
- b. At least two (2) and no more than four (4) 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 (3) 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:
 - i. Soliciting and recruiting candidates for all elected positions of the Council;
 - ii. Providing a slate of candidates for Board Member, and Board Development Committee positions; and
 - iii. Collaborating with the President/CEO on:
 - A. Annual orientation of new board members and Board Development committee members has been completed;
 - B. Identification of prospective Board and committee members; and
 - C. Assessment of Board performance.

Section 7.4. Finance Committee.

There shall be a standing Finance Committee of the Board chaired by the Treasurer of the Board.

- a. The members of the Finance Committee shall be appointed by the Chairperson of the Board.
- b. The Chairperson of the Board will appoint members to fill any vacancies for the unexpired portion of the term.
- c. The number of Finance Committee members shall be no fewer than five (5) members and no more than nine (9) members.
- d. At least two (2) but not more than three (3) of the members of the Finance Committee must be members of the Board.
 - i. The roles of the Finance Committee may be from time to time altered or assigned by the Board but shall include: Review and monitor financial actions and results of the Council;
 - ii. Review and recommend to the Board for approval the annual budget of the Council;
 - iii. Approve and review at least annually the investment policy of the Council; and
 - iv. Review at least quarterly the investment results and recommend any appropriate changes.

Section 7.5. Audit Committee.

There shall be a standing Audit Committee of the Board, chaired by a Board Member, who is also a Certified Public Accountant appointed by the Board chairperson at the first meeting of the fiscal year or as vacancies occur.

- 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 (3) members and no more than five (5) members.
- 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 a 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:
 - i. Hire independent auditors annually and other consultants as necessary;
 - ii. Review the annual audit of the Council;
 - iii. Monitor the management letter comments provided by the auditor and ensure corrective actions are taken by the management of the Council;
 - iv. Conduct executive sessions at least annually with the outside auditor and with key members of the Council management; and
 - v. 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, chaired by a Board Member appointed by the Chairperson of the Board at the first board meeting of the fiscal year or as vacancies occur. 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.

- 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 (1) other member will be members of the Board.
- c. Major functions of committee include:
 - i. Develop and maintain a long-range plan for acquisition, development and disposition of critical resources.
 - ii. Maintain an inventory of current land, buildings, equipment and other physical assets of the council.
 - A. Review and evaluate the property of the council for appropriate program/membership needs of council;
 - B. fiscal viability;
 - C. legal/safety compliance issues; and
 - D. annual review of insurance and liability coverage.

Section 7.7. 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 Board Members 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:
 - i. authorize distributions;
 - ii. elect, appoint, or remove any Board Member;
 - iii. amend the Articles of Incorporation;
 - iv. adopt, amend or rescind these bylaws;
 - v. approve a plan of merger; and
 - vi. approve the 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 Committees

The Fund Development Committees are regional committees comprised of both volunteers and Board Members who have an established interest in promoting and expanding fund development activities across the Council's service area. Membership will be active in their respective regions and will regularly report to the Chief Strategy Officer. Each regional Fund Development Committee will coordinate with committees in other regions to ensure that there is at least one active fund development event in progress at all times. There will be no limitations on the number of any committee's members, and there will be no limit to the number of committees across the Council's service area. Participation in Fund Development Committee activities may satisfy Board Members' requirements for committee. Fund development activities will include, but are not limited to: hosting fundraising events; soliciting annual fundraising support from individuals, businesses, and foundations; and networking to identify and cultivate philanthropic support for the Council. All activities for this Committee will be conducted in coordination with the Fund Development Team.

ARTICLE IX COUNCIL ADVISORY TEAM (CAT)

Section 9.1. Purpose.

The CAT is a select group of volunteers and girls who are the voice from their regional areas, sharing/discussing information and issues with the Council President/CEO and the Second Vice Chair of the Board, and are responsible for taking information back to their respective service units and sharing with the other members. The selection process for CAT members is retained in the Council procedure files.

Section 9.2. Duties of the CAT Members.

- a. CAT members will officially start their term on October 1 of each year. Members may serve two (2) two-year terms with a roll-off for a minimum of one (1) year.
- b. New CAT members may join throughout the year so long as their service unit has not reached their maximum capacity of members.
- c. CAT members will meet a minimum of three (3) times a year. The Second Vice Chair of the Board and the President/CEO will schedule a fall and spring CAT. The CAT will also convene during the Annual Meeting each year. CAT members are required to attend two (2) of the three (3) meetings.
- d. A CAT member may be removed from their position by a vote of the service unit they represent. The 2nd Vice Chair of the Board and/or the President/CEO of the Council can recommend to the service unit removal of the CAT member for not meeting the requirements and/or not performing the duties of their position. A CAT member may also be removed for not representing the service unit and/or the Council in a professional 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 and be adopted at such meeting, provided that a quorum is present, upon receiving the affirmative vote of a simple majority of 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. However, the Board by resolution may authorize the President/CEO 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 the Board to review at any reasonable time. The Board shall keep:

- a. Records of all proceedings of the Board and committees;
- b. All financial statements of the Council;
- c. Articles of Incorporation;
- d. Bylaws of the Council and all amendments or restatements thereof; and
- e. Other records and books of account that are necessary and appropriate for 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 Board Member, 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 11.2 below, the Council may indemnify a Board Member or Board Officer made a party to a proceeding by virtue of his or her status as a Board Member or Board Officer against liability incurred in the proceeding if the following conditions are met:

- a. The Board Member or Board Officer conducted himself or herself in good faith with respect to conduct in his or her official capacity;
- b. The Board Member or Board Officer had reason to believe that his or her conduct was in the best interests of the Council; and
- c. In cases of conduct not in his or her official capacity, the Board Member or Board Officer had reason to believe that his or her conduct was at least not opposed to the best interests of the Council.

Section 11.2. Prohibition of Indemnification in Certain Cases.

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

Section 11.3. Procedures for Authorizing Indemnification of Board Members or Board Officers.

Before the Council may indemnify any Board Member or Board Officer pursuant to Section 11.1 above, a determination must be made that indemnification of a Board Member or Board Officer is initially permissible because the Board Member or Board Officer has met the standards of conduct set forth in Section 11.1 of this Article XI. The Board shall make that determination by a majority vote of a quorum consisting of Board Members who are not at the

time parties to the proceeding; provided, however, if such a quorum cannot be obtained, then determination shall be made either by a committee designated by the Board Chair or by special legal counsel in accordance with A.C.A. § 4-33-855(b) (1) (2) and (3). Furthermore, the Council may not indemnify a Board member or Board Officer 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 Council may pay for or reimburse the reasonable expenses incurred by a Board Member or Board 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 the Board Member or Board Officer is ineligible for indemnification pursuant to section 11.1.

Section 11.4. Insurance.

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

Section 11.5. Definitions.

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

- 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 XI is limited to reasonable expenses, including attorneys' fees, incurred in connection with a proceeding.
- d. Ark. 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 Board Member, Board 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 BOARD MEMBERS AND BOARD OFFICERS

Section 14.1. Discharge of Duties.

Each Board Member or Board 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 Board Member or Board Officer reasonably believes to be in the best interests of the Council. Each Board Member and Board 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 Board Member or Board 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 Board Member or Board 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 Board Member or Board Officer reasonably believes are within such person's professional or expert competence; or (c) in the case of a Board Member, a committee of the Board of which the Board Member is not a member if the Board Member reasonably believes the committee merits confidence.

Section 14.3. Unwarranted Reliance.

A Board Member or Board Officer is not acting in good faith if the Board Member or Board 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 Board Members and members of standing committees shall 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 and be adopted at such meeting, a quorum being present, upon receiving the affirmative vote of a simple majority of voting members present.

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 Revised: Effective: __10/26/2024_____



Donna Carter:
Secretary, Girl Scouts-Diamonds of Arkansas, Oklahoma and Texas