

**BYLAWS
GIRL SCOUTS OF EASTERN MASSACHUSETTS, INC.**

Version 8.0 – Effective as of Annual Meeting 05.18.22

**ARTICLE I
THE CORPORATION**

Section 1.1. Corporation.

The name of the corporation is Girl Scouts of Eastern Massachusetts, Inc., which may be referred to from time to time as “GSEMA”. References herein to the “Council” shall mean the corporation.

Section 1.2. Membership.

1.2.1 The membership of the Council shall consist of all adult volunteers and girls fourteen (14) years of age and over who are members of the Girl Scout Movement and registered through the Council.

1.2.2 Members of the Council with privilege of vote (“Voting Council Members”) shall consist of:

- (a) Members of the Board Nominating and Development Committee (“BNDC”) (as defined in Article II);
- (b) Members of the Board of Directors (the “Board”) with privilege of vote (“Voting Board Members”) (as defined in Article IV);
- (c) Regional Delegates (as defined in Article V); and
- (d) National Council Delegates (as defined in Article VI).

There shall be no fewer than fifty-seven (57) Voting Council Members, and the number of Regional Delegates shall exceed the total number of Voting Board Members plus members of the BNDC not also serving on the Board.

Section 1.3. Responsibilities.

The Voting Council Members shall:

1.3.1 Elect the Elected Officers (as defined in Article III); the non-officer adult members of the Board (“Members-at-Large”); girl members of the Board; the members of the BNDC; and the National Council Delegates and alternate National Council Delegates;

1.3.2 Suggest general lines of direction for Girl Scouting locally by receiving and acting upon reports of the Board and by giving guidance to the Board;

1.3.3 Be authorized to amend the Articles of Incorporation of the Council and these Bylaws, except as stated in Article XI of these Bylaws;

1.3.4 Be authorized to take all other actions within the responsibilities of the Council and requiring a vote; and

1.3.5 Conduct such other business as may from time to time come before the Council.

Section 1.4. Annual Meeting, Notice.

A regular meeting of the Council shall be held annually (the “Annual Meeting”) at such date, time and place as shall be determined by the Board.

Notice of date, time, place and purpose of the Annual Meeting, together with the slate of nominees for all positions to be filled pursuant to these Bylaws, shall be given to each Voting Council Member not less than thirty (30) days prior to the Annual Meeting.

All members of the Council shall be entitled to attend the Annual Meeting.

Section 1.5. Special Meetings, Notice.

Special meetings of the Council may be called by the Chair of the Board (as defined in Article III) at any time and shall be called by the Chair of the Board within fourteen (14) days of the written request of two-thirds (2/3) of the Voting Board Members or twenty percent (20%) of the Voting Council Members, provided that a majority of the Regions (as defined in Article V) are represented, for any legitimate business of the Council. The purpose of the meeting shall be stated in the written request.

Notice of date, time, place and purpose of each special meeting of the Council shall be given to each Voting Council Member not less than ten (10) days prior to the meeting. No business shall be transacted except that for which the meeting has been called.

Section 1.6. Quorum.

Thirty-five percent (35%) of the Voting Council Members must be present, in person or its equivalent or by written proxy, to constitute a quorum for the transaction of business, provided that a majority of the Regions are represented.

Section 1.7. Voting Procedures; Proxies.

Each Voting Council Member shall be entitled to one (1) vote, no matter how many categories of members of the Council such Voting Council Member may represent. All matters shall be determined by a majority of the Voting Council Members represented at a meeting at which a quorum is present, except as may be otherwise provided in these Bylaws or by applicable law. A Voting Council

Member may vote in person or its equivalent or by written proxy dated not more than ten (10) days prior to the meeting named therein, which proxy shall be filed pursuant to proxy instructions with the Clerk or other person responsible for recording the proceedings of the meeting. Unless otherwise specifically limited by its terms, a written proxy shall entitle the holder thereof to vote at any adjournment of the meeting but such proxy shall terminate after the final adjournment of such meeting. A written proxy purporting to be executed by or on behalf of a Voting Council Member shall be deemed valid unless challenged at or prior to its exercise and the burden of proving invalidity shall rest on the challenger.

ARTICLE II BOARD NOMINATING AND DEVELOPMENT COMMITTEE

Section 2.1. Composition.

The BNDC shall consist of nine (9) members, three (3) of whom shall be elected from among the members of the Board, and six (6) of whom shall be non-board members.

Section 2.2. Responsibilities.

The BNDC shall approve by majority vote a single slate of nominees to be presented by the BNDC to the Voting Council Members at the Annual Meeting for openings in the following positions:

2.2.1 Elected Officers;

2.2.2 Members-at-Large and girl members of the Board;

2.2.3 Members of the BNDC;

2.2.4 National Council Delegates, at least one (1) of whom shall be a girl member; and

2.2.5 Alternate National Council Delegates, at least one (1) of whom shall be a girl member.

The BNDC shall undertake such other duties as may be assigned by the Chair of the Board.

Section 2.3. Elections, Terms, Vacancies.

2.3.1 Members of the BNDC shall be elected by the Voting Council Members for a term of three (3) years or until their successors are elected. Each member of the BNDC shall serve for no more than two (2) consecutive full terms and then shall not be eligible again to serve on the BNDC until the expiration of one (1) full term.

Terms of office shall begin at the close of the Annual Meeting at which the elections are held. The term of office of one-third (1/3) of the members of the BNDC shall expire at each Annual Meeting.

Vacancies shall be filled until the next Annual Meeting by vote of the Board.

2.3.2 The chair of the BNDC shall be appointed by the Chair of the Board from among the members of the BNDC for a term of one (1) year. The chair of the BNDC shall serve for no more than three (3) consecutive full terms as chair and then shall not be eligible again to serve as chair of the BNDC until the expiration of one (1) full term. A vacancy in the office of chair of the BNDC shall be filled for the remainder of the unexpired term by appointment by the Chair of the Board.

Section 2.4. Quorum.

A majority of the members of the BNDC must be present to constitute a quorum for the transaction of business, provided that the number of BNDC members present who are also members of the Board does not exceed the number of non-board members present.

ARTICLE III OFFICERS

Section 3.1. Officers of the Council.

The officers of the Council shall consist of:

3.1.1 The Elected Officers, who shall consist of:

- (a) The President/Chair of the Board (herein referred to from time to time as the “Chair” or the “Chair of the Board”);
- (b) The First and Second Vice Chairs;
- (c) The Secretary/Clerk; and
- (d) The Treasurer; and

3.1.2 The Chief Executive Officer (“CEO”), who shall serve without privilege of vote.

Section 3.2. Other Officers.

The Council may have other officers and agents as may be deemed necessary by the Board. Their appointment or method of election, duties and terms shall be determined by resolution of the Board.

Section 3.3. Duties.

The officers shall exercise the powers and perform the duties customarily associated with or incident to the respective office, as prescribed by action of the

Voting Council Members or the Voting Board Members, and as prescribed elsewhere in these Bylaws and herein as follows:

3.3.1 The Chair shall: a) be the chief corporate officer of the Council and shall preside at all meetings of the Council, the Board and the Executive Committee; b) be responsible for seeing that the lines of direction given by the Voting Council Members and the actions of the Board are carried into effect, and for reporting to the members of the Council and to the Board on the conduct and management of the affairs of the Council; and c) be an ex officio member of all committees and/or task forces established by the Board.

3.3.2 The Vice Chairs in order of their rank shall: a) in the temporary absence or disability of the Chair, perform the duties of the Chair; and b) exercise such other powers and perform such other duties as may be assigned by the Chair.

3.3.3 The Secretary/Clerk shall: a) be a resident of the Commonwealth of Massachusetts to qualify for said office; b) be responsible for seeing that proper notice is given for all meetings of the Council, the Executive Committee and the Board and shall see that minutes of such meetings are kept; c) ensure the safekeeping of corporate books, records and files; and d) exercise such other powers and perform such other duties as may be assigned by the Chair.

3.3.4 The Treasurer shall: a) provide effective stewardship and oversight of the Council's finances; b) execute, in the name of the Council, all contracts or other instruments authorized by the Board; c) serve ex officio as chair of the finance committee and a member of the investment committee, and as a member of the audit committee ex officio without privilege of vote, if such committees shall be established by the Board; and d) exercise such other powers and perform such other duties as may be assigned by the Chair.

3.3.5 The CEO shall: a) be the chief executive officer of the Council; b) be responsible for providing advice and assistance to the Council, the Board, the Chair and other officers, and the committees and task forces; c) be responsible for administering the total operations of the Council; and d) have the authority to employ and release all employed staff in accordance with policies adopted by the Board.

Section 3.4. Elections, Terms, Vacancies.

At any given time, a person shall be eligible to hold one (1) and only one (1) position as an officer of the Council.

The Elected Officers shall be elected by the Voting Council Members for a term of three (3) years or until their successors are elected. Each Elected Officer shall serve for no more than two (2) consecutive full terms in any one or any combination of Elected Officer positions and then shall not be eligible again to serve on the Board until the expiration of one (1) full term. Notwithstanding the

foregoing, an Elected Officer shall be eligible to serve as the Chair for two (2) full terms despite prior service on the Board.

Terms of office shall begin at the close of the Annual Meeting at which the elections are held.

Vacancies in Elected Officer positions other than the Chair shall be filled until the next Annual Meeting by vote of a majority of the remaining Voting Board Members then in office, though less than a quorum, at any special meeting called for that purpose or at any regular meeting of the Board. In the event of a permanent vacancy of the Chair, as determined by the Board, the Vice Chairs shall succeed in order of their rank until the next Annual Meeting.

The CEO shall be appointed by the Board to hold office at its pleasure.

Section 3.5. Removal of Officers.

An Elected Officer may be removed, with or without cause, by vote of two-thirds (2/3) of the Voting Board Members. The Board may remove an Elected Officer for cause only after reasonable notice and opportunity to be heard before the Board.

The CEO may be removed, with or without cause, by the Board.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1. Composition.

The Board shall consist of:

4.1.1 The Elected Officers, and other officers as provided for in Article III, Section 3.2;

4.1.2 No fewer than twelve (12) and no more than eighteen (18) Members-at-Large;

4.1.3 Up to four (4) girl members elected from members of the Council;

4.1.4 The chair of the BNDC, if not already a member of the Board, who shall serve ex officio without privilege of vote; and

4.1.5 The CEO, who shall serve ex officio without privilege of vote.

References herein to a “director” or “directors” shall refer to any one or more elected members of the Board.

Section 4.2. Powers, Responsibilities and Accountabilities.

4.2.1 The corporate business and affairs of the Council shall be managed under the direction of the Board, except as may be otherwise provided in these Bylaws or the Articles of Incorporation.

4.2.2 The Board is accountable to:

(a) The Voting Council Members in managing the affairs of the Council;

(b) The Board of Directors of Girl Scouts of the United States of America (“GSUSA”) for compliance with the charter requirements;

(c) The Commonwealth of Massachusetts for adhering to state corporate and regulatory law and all communities in which the Council owns properties for adhering to local law; and

(d) The federal government in matters relating to legislation and regulations affecting non-profit and non-stock organizations.

4.2.3 Girl members of the Board shall not be counted toward a quorum of the Board or factored into the numerator or denominator of any calculation to determine whether certain numerical or percentage thresholds are met under these Bylaws but shall be permitted to vote on specific issues affecting the strategic direction of the Council and the Girl Scout Movement and proposals for improving the quality of Girl Scouting; provided, however, that the vote of girl members of the Board shall be restricted to issues, activities and decisions that have no contractual binding effect on the Council, including budgets, expenditure of funds, contracts or other undertakings that involve binding the Council to financial commitments or legal obligations.

Section 4.3. Elections, Terms, Vacancies.

Members-at-Large shall be elected by the Voting Council Members for a term of three (3) years or until their successors are elected. Each Member-at-Large shall serve for no more than two (2) consecutive full terms and then shall not be eligible again to serve on the Board until the expiration of one (1) full term. Notwithstanding the foregoing, a Member-at-Large shall be eligible to serve as an Elected Officer and be subject to the terms applicable to Elected Officers.

Girl members of the Board shall be elected by the Voting Council Members for a term of one (1) year. Whether a member of the Board qualifies as a girl member shall be determined at the time of election, and classification as a girl member shall continue until completion or expiration of the term for which such girl member was elected.

Terms of office shall begin at the close of the Annual Meeting at which the elections are held. The term of office of one-third (1/3) of the Members-at-Large shall expire at each Annual Meeting.

Except as provided in Article III, Section 3.4, vacancies on the Board shall be filled according to the laws of the Commonwealth of Massachusetts and, unless state law conflicts, shall be filled until the next Annual Meeting by vote of a majority of the remaining Voting Board Members then in office, though less than a quorum, at any special meeting called for that purpose or at any regular meeting of the Board. The directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

Section 4.4. Removal of Directors.

Except as provided in Article III, Section 3.5, a director may be removed, with or without cause, by vote of a majority of the Voting Board Members. The Board may remove a director for cause only after reasonable notice and opportunity to be heard before the Board.

Section 4.5. Regular Meetings, Notice.

The Board shall hold no fewer than four (4) regular meetings annually at such date, time and place as shall be determined by the Board.

Notice of date, time, place and purpose of each regular meeting of the Board shall be given to each member of the Board not less than ten (10) days prior to the meeting. The Annual Meeting shall be considered to be one of the regular meetings of the Board.

Section 4.6. Special Meetings, Notice.

Special meetings of the Board may be called by the Chair at any time and shall be called by the Chair within fourteen (14) days of the written request of a majority of the Voting Board Members. The purpose of the meeting shall be stated in the written request.

Notice of date, time, place and purpose of each special meeting of the Board shall be given to each member of the Board not less than twenty-four (24) hours prior to the meeting. Notice of special meetings may be given orally (including by telephone). No business shall be transacted except that for which the meeting has been called.

Section 4.7. Quorum.

A majority of the Voting Board Members must be present to constitute a quorum for the transaction of business, except as may be otherwise provided in these Bylaws.

ARTICLE V REGIONAL DELEGATES

Section 5.1. Qualifications, Composition.

The Board shall, from time to time, establish geographic subdivisions within the Council's jurisdiction ("Regions") to provide for participation by members of the Council in the policy activities and business of the Council.

Each Region shall include all members of the Council fourteen (14) years of age and over residing or serving within the Region.

Each Region shall be entitled to a minimum of eight (8) and a maximum of ten (10) representatives ("Regional Delegates"), at least one (1) but no more than two (2) of whom must be girl members, elected from among members of the Council residing or serving in the Region. Whether a Regional Delegate qualifies as a girl member shall be determined at the time of election, and classification as a girl member shall continue until completion or expiration of the term for which such girl member was elected. Each Region shall be entitled to elect two (2) alternate Regional Delegates, one of whom shall be a girl member.

There shall be no fewer than thirty-two (32) Regional Delegates.

One (1) facilitator ("Regional Delegate Facilitator") shall be appointed by the Chair of the Board from among the Regional Delegates.

A steering committee ("Regional Delegate Steering Committee") shall be appointed by the Chair of the Board and shall consist of the Regional Delegate Facilitator, one (1) adult Regional Delegate from each Region and one (1) girl Regional Delegate from any of the Regions.

Section 5.2. Responsibilities.

The Regional Delegates:

5.2.1 Are Voting Council Members;

5.2.2 Suggest general lines of direction for Girl Scouting within the jurisdiction of the Council by receiving and responding to reports and information from the Board;

5.2.3 Initiate and submit to the Board proposals directed toward the fostering and improvement of Girl Scouting within the Council's jurisdiction;

5.2.4 Represent the members of their Region, solicit feedback on current issues and proposals, and keep members informed of policy changes; and

5.2.5 Perform such other duties as may be delegated by the Board.

The Regional Delegate Facilitator shall:

5.2.6 Convene the regular meeting of the Regional Delegates;

5.2.7 Follow the established process for submitting volunteer-originated proposals to the Board and;

5.2.8 Maintain direct communication between Regional Delegates and the Board.

The Regional Delegate Steering Committee shall:

5.2.9 Nominate a single slate of Regional Delegates and two (2) alternate Regional Delegates from each Region, one of whom shall be a girl member;

5.2.10 Support the regular meeting of the Regional Delegates; and

5.2.11 Convene other Regional meetings as needed.

Section 5.3. Elections, Terms, Vacancies.

Regional Delegates shall be elected by plurality vote at the regular meeting of the Regional Delegates. Regional Delegate shall serve for a term of three (3) years or until their successors are elected. Each Regional Delegate shall serve for no more than two (2) consecutive terms and then shall not be eligible again to serve as a Regional Delegate until a lapse of one (1) year.

Terms of office shall begin at the close of the regular meeting at which the elections are held. Regional Delegates shall serve staggered terms arranged in such a manner that the term of office of approximately one-third (1/3) of the Regional Delegates from each Region shall expire at each regular meeting of the Regional Delegates. Vacancies shall be filled until the next regular meeting of the Regional Delegates from among the elected alternate Regional Delegates by appointment of the Regional Delegate Steering Committee. In the absence of alternate Regional Delegates, vacancies shall be filled until the next regular meeting of the Regional Delegates by appointment by the Regional Delegate Steering Committee from among the members of the Region.

The Regional Delegate Facilitator shall be appointed by the Chair of the Board for a term of one (1) year. The Regional Delegate Facilitator shall serve no more than three (3) consecutive terms and then shall not be eligible again to serve as Regional Delegate Facilitator until the expiration of one full term. A vacancy in the Regional Delegate Facilitator role shall be filled for the remainder of the unexpired term by appointment of the Chair of the Board.

The Regional Delegate Steering Committee members shall be appointed by the Chair of the Board for a term of one (1) year. Regional Delegate Steering Committee members shall serve no more than three (3) consecutive terms and

then shall not be eligible again to serve on the committee until the expiration of one full term. A vacancy in the Regional Delegate Steering Committee shall be filled for the remainder of the unexpired term by appointment of the Chair of the Board.

Section 5.4. Regular Meetings, Notice.

A regular meeting of the Regional Delegates shall be held annually not less than three (3) months prior to the Annual Meeting at such date, time and place as shall be determined by the Regional Delegate Facilitator.

Notice of date, time, place and purpose of the regular meeting together with the slate of nominees for Regional Delegate positions to be filled pursuant to these Bylaws, shall be given to each Regional Delegate not less than ten (10) days prior to the meeting.

All members of the Council shall be entitled to attend the regular meeting of the Regional Delegates.

Section 5.5. Special Meetings, Notice.

Special meetings of the Regional Delegates may be called by the Regional Delegate Facilitator or Chair of the Board at any time and shall be called within fourteen (14) days of the written request of twenty percent (20%) of the Regional Delegates, provided that a majority of the Regions are represented. The purpose of the meeting shall be stated in the written request.

Notice of date, time, place and purpose of each special meeting shall be given to each Regional Delegate not less than ten (10) days prior to the meeting. No business shall be transacted except that for which the meeting has been called.

Section 5.6. Quorum.

Thirty-five percent (35%) of the Regional Delegates must be present, in person or its equivalent or by written proxy, to constitute a quorum for the transaction of business, provided that a majority of the Regions are represented.

Section 5.7. Voting Procedures; Proxies.

All matters shall be determined at a meeting of the Regional Delegates at which a quorum is present, except as may be otherwise provided in these Bylaws or by applicable law. A Regional Delegate may vote in person or its equivalent or by written proxy dated not more than ten (10) days prior to the meeting named therein, which proxy shall be filed before voted with the Clerk or other person responsible for recording the proceedings of the meeting. Unless otherwise specifically limited by its terms, a written proxy shall entitle the holder thereof to vote at any adjournment of the meeting but such proxy shall terminate after the final adjournment of such meeting. A written proxy purporting to be executed by or on behalf of a Regional Delegate shall be deemed valid unless challenged at or

prior to its exercise and the burden of proving invalidity shall rest on the challenger.

ARTICLE VI NATIONAL COUNCIL DELEGATES

Section 6.1. Qualifications.

Qualifications of National Council Delegates are established by Article IV of the Constitution of GSUSA and by the Board of Directors of GSUSA. Alternate National Council Delegates shall conform to the same set of qualifications.

Section 6.2. Elections, Terms, Vacancies.

National Council Delegates and alternate National Council Delegates shall be elected from among members of the Council by the Voting Council Members in accordance with the timeframe established by GSUSA. The number of National Council Delegates is determined by GSUSA. The BNDC shall also nominate a reasonable number of alternate National Council Delegates as shall be determined by the BNDC.

At least one (1) National Council Delegate and one (1) alternate National Council Delegate shall be a girl member. Whether a National Council Delegate or alternate National Council Delegate qualifies as a girl member shall be determined at the time of election, and classification as a girl member shall continue until completion or expiration of the term for which such girl member was elected.

National Council Delegates shall be elected for a term of three (3) years or until their successors are elected. Terms of office shall begin at the close of the Annual Meeting at which the elections are held.

Vacancies shall be filled for the remainder of the unexpired term by vote of the Board, or by appointment by the Chair in the absence of a meeting of the Board, from those elected as alternate National Council Delegates. If there are no alternate National Council Delegates, vacancies shall be filled until the next Annual Meeting by vote of the Board, or by appointment by the Chair in the absence of a meeting of the Board, from among members of the Council.

ARTICLE VII EXECUTIVE COMMITTEE

Section 7.1. Composition.

There shall be an Executive Committee, which shall consist of:

7.1.1 The Elected Officers;

7.1.2 Two (2) members from among the Members-at-Large; and

7.1.3 The CEO, who shall serve in an advisory capacity without privilege of vote.

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

Section 7.2. Responsibilities.

The Executive Committee shall have and may exercise the powers of the Board in the interim between board meetings, except that the Executive Committee shall not have the power to adopt the budget. The Executive Committee shall submit reports on actions taken to the Board at the next board meeting.

Section 7.3. Elections, Terms, Vacancies.

Members-at-Large shall be elected to the Executive Committee by the Voting Board Members for a term of one (1) year or until their successors are elected.

Vacancies in the Member-at-Large positions on the Executive Committee shall be filled for the remainder of the unexpired term by vote of the Board.

Section 7.4. Meetings, Notice.

Meetings of the Executive Committee may be called by the Chair at any time and shall be called by the Chair upon the written request of a majority of the members of the Executive Committee. The purpose of the meeting shall be stated in the written request.

Notice of date, time, place and purpose of each meeting shall be given to each member of the Executive Committee not less than twenty-four (24) hours prior to the meeting. Notice of meetings may be given orally (including by telephone). No business shall be transacted except that for which the meeting has been called.

Section 7.5. Quorum.

A majority of the members of the Executive Committee must be present to constitute a quorum for the transaction of business.

**ARTICLE VIII
BOARD COMMITTEES AND TASK FORCES**

Section 8.1. Establishment.

The Board may establish such standing, advisory or special committees or task forces as it deems necessary. Such committees or task forces shall have such name or names, powers, duties and existence as may be determined by the Board.

Section 8.2. Appointment of Chair and Members.

The chair of such committees and task forces shall be appointed by the Chair of the Board. Committee or task force members shall be appointed by the Chair of the Board after consultation with the chair of the respective committee or task force.

Section 8.3. Delegated Authority; Removal.

Any committee to which the powers of the Board are delegated shall consist solely of Voting Board Members. Except as otherwise provided herein, any person may be removed as a committee or task force member, with or without cause, by a majority of the body that elected or appointed such person.

**ARTICLE IX
MISCELLANEOUS**

Section 9.1. Fiscal Year.

The fiscal year of the Council shall be October 1 to September 30, or such other period as established by the Board or the Commonwealth of Massachusetts.

Section 9.2. Terms.

The term of service in a given office shall be the number of years specified in these Bylaws with respect to such office. A person who has served more than one-half (1/2) of the specified term shall be considered to have served the equivalent of a full term for the purpose of determining eligibility to serve additional terms in such office or in another position.

Section 9.3. Contributions.

Any contributions, bequests, grants or gifts made to the Council shall be accepted or collected as authorized by the Board under guidelines established from time to time by the Board.

Section 9.4. Depositories.

All funds of the Council shall be deposited to the credit of the Council under such conditions and in such banks as shall be designated by the Board.

Section 9.5. Approved Signatures.

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

Section 9.6. Bonding.

All persons having access to or major responsibility for the handling of monies and securities of the Council shall be bonded as provided by resolution of the Board.

Section 9.7. Indemnification of Directors, Officers, Employees and Other Agents.

9.7.1 Right to Indemnify. The Council shall indemnify and reimburse out of the corporate funds any person (or the personal representative of any person) who at any time serves or shall have served as a director, officer, employee or other agent of the Council, or who serves or shall have served at its request as a director, officer, employee or other agent of another organization in which it has an interest, whether or not in office at the time, against and for any and all claims and liabilities to which the person may be or become subject by reason of such service, and against and for any and all expenses necessarily incurred in connection with the defense or reasonable settlement of any legal or administrative proceeding to which the person is made a party by reason of such service, except with respect to any matter as to which the person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that the person's action was in the best interests of the Council. In effecting such indemnity and reimbursement, the Council may enter into such agreements and direct the officers of the Council to make such payment or payments and take such other action (including employment of counsel to defend against such claims and liabilities) as may in its judgment be reasonably necessary or desirable. Such indemnification or reimbursement shall not be deemed to exclude any other rights or privileges to which such person may be entitled.

9.7.2 Indemnification in Advance of Final Disposition of Action. Indemnification to the persons specified in Section 9.7.1 may include payment by the Council of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by the person indemnified to repay such payment if the person shall be adjudicated to be not entitled to indemnification under these Bylaws or under Section 6 of Chapter 180 of the General Laws of Massachusetts, as the same may be amended ("Chapter 180"), and upon receipt of a written affirmation of the person's good faith belief that the person has met the relevant standard of conduct described in Section 9.7.1 of this Article and under Section 6 of Chapter 180.

9.7.3 Insurance. The Council shall have authority to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or other agent of the Council, or is or was serving at the request of the Council as a director, officer, employee or other agent of another organization in which it has an interest, against any liability incurred by such person in any such

capacity, or arising out of the person's status as such, whether or not the Council would have the power to indemnify the person against such liability.

Section 9.8. Conflicts of Interest.

The Board shall maintain a policy regarding conflicts of interest, which shall require that each director sign a document indicating any conflict and/or potential conflict with such director's service on the Board. The Executive Committee shall be the point of resolution of any conflict or potential conflict of interest. The Conflict of Interest Policy shall be reviewed annually.

Section 9.9. Budget.

The annual budget of estimated income and expenditures shall be approved by the Board.

Section 9.10. Audits and Financial Reporting.

A certified public accountant shall be retained by the Board to make an annual examination of the financial accounts of the Council. A report of all examinations shall be submitted to the Board and to GSUSA.

A summary report of the financial operations of the Council shall be made at least annually to the members of the Council and to the public in such form as the Board shall prescribe.

Section 9.11. Investments.

Investments shall be monitored by the Board in accordance with any committee and/or task force of the Board appointed for such purpose.

Section 9.12. Legal Counsel.

Independent legal counsel shall be retained by the Council to handle legal matters on behalf of the Council as necessary or advisable.

Section 9.13. Property.

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

Section 9.14. Manner of Acting.

When there is a quorum present, the voting procedure shall be by majority unless otherwise provided in these Bylaws.

Section 9.15. Notice.

Except as otherwise provided in these Bylaws, notice of a meeting shall be given to a party by written communication sent prior to the meeting by mail, delivery service, electronic mail or telecopier to such party at such party's physical, electronic or virtual address as it appears on the books of the Council or

last made known in writing to the convening body as the address to which notice is to be given. Notice provided in accordance with the foregoing shall be deemed reasonable and sufficient. Notice of a meeting need not be given to any party if a written waiver of notice, executed by the party before or after the meeting, is filed with the records of the meeting, or to any party who attends the meeting without protesting prior thereto or at its commencement the lack of notice. Neither notice of a meeting nor a waiver of notice need specify the purposes of the meeting unless otherwise required by law, these Bylaws, or the charter of the Council.

Section 9.16. Presence.

Unless otherwise provided by law, members of a convening body may participate in a meeting of such convening body under these Bylaws in person or by conference telephone or other communications equipment by means of which all persons participating in such meeting can hear each other at the same time, and participation by such means shall constitute presence in person.

Section 9.17. Removal.

Except as otherwise provided herein, any person serving in an elected or appointed position may be removed, with or without cause, by a majority of the body that elected or appointed such person.

Section 9.18. Place.

Place may be a physical location or an electronic, digital, virtual or other format, application, space or platform by means of which all persons participating in the meeting can hear each other at the same time, as determined by the Board.

Section 9.19. Governance Review.

The governance documents of the Council, including these Bylaws, shall be reviewed by the Board or its designee whenever there is a known change in the law that might affect the governance of the Council and, at a minimum, every three (3) years.

**ARTICLE X
PROPOSALS AND NOMINATIONS TO THE ANNUAL MEETING**

Section 10.1. Proposals.

Proposals directed toward the fostering and improvement of Girl Scouting within the Council's jurisdiction that are to be acted upon by the members of the Council may be submitted to the Secretary/Clerk by the Board or by members of the Council.

Section 10.2. Proposal Submission.

Proposals shall be submitted according to the following procedures:

10.2.1 Proposals originated by the Board shall be sent to the Voting Council Members for consideration prior to the Annual Meeting, together with the recommendations of the Board, and shall be sent with the notice of the Annual Meeting. Action shall be taken on such proposals at the Annual Meeting.

10.2.2 Proposals originated by members of the Council:

(a) The support of at least twenty-five percent (25%) of the Voting Council Members shall be necessary to send a proposal to the Board for recommended inclusion on the agenda of the next Annual Meeting.

(b) Such proposals shall be sent to the Board not less than four (4) months prior to the Annual Meeting.

(c) The Board shall determine whether such proposals relate to matters that should properly be acted upon by the members of the Council.

(d) Proposals that the Board determines relate to matters that should properly be acted upon by the members of the Council shall be sent to the Voting Council Members for consideration prior to the Annual Meeting, together with the recommendations of the Board, and shall be sent with the notice of the Annual Meeting.

(e) Action shall be taken on such proposals at the Annual Meeting.

Section 10.3. Nominations.

Nominations for any elected office of the Council may be made by written petition signed by ten (10) Voting Council Members. Such petition shall establish the nominee's eligibility, shall include written consent of the nominee to serve if elected, and shall be filed with the Secretary/Clerk of the Council in care of the Council not less than seven (7) days prior to the Annual Meeting.

ARTICLE XI AMENDMENTS

These Bylaws may be amended upon approval by:

(1) Two-thirds (2/3) vote of the Voting Board Members, provided that the amendment does not relate to (a) Article I, Section 1.2, or (b) the number of directors, the composition of the Board, the term of office of directors, or the method or way in which directors are elected or selected; or

(2) Two-thirds (2/3) vote of votes cast by Voting Council Members, or vote of a majority of the Voting Council Members. A vote on amending these Bylaws by the Voting Council Members must take place at a meeting of the Council when a quorum of the Voting Council Members is present and the meeting is properly noticed and constituted.