

Girl Scouts of Western New York, Inc.

BYLAWS

Amended: May 18, 2023

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At the end of the Bylaws, list each year that Bylaws were amended, when, and by whom; e.g.,

May 18, 2023	Bylaws were amended by the Voting Members of the Council at the Council Annual Meeting
May 19, 2022	Bylaws were amended by the Voting Members of the Council at the Council Annual Meeting
May 13, 2021	Bylaws were amended by the Voting Members of the Council at the Council Annual Meeting
May 23, 2019	Bylaws were amended by the Voting Members of the Council at the Council Annual Meeting
March 5, 2014	Bylaws were amended by the Voting Members of the Council at the Council Annual Meeting

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BYLAWS OF THE GIRL SCOUTS OF WESTERN NEW YORK COUNCIL OF GIRL SCOUTS OF THE UNITED STATES OF AMERICA

ARTICLE I – NAME

The name of the corporation is Girl Scouts of Western New York, Inc. hereinafter referred to as “council” or “corporation”, a not-for-profit corporation per state statute organized under the laws of the state of New York.

ARTICLE II – PURPOSE

The purpose of the council shall be as defined in the Articles of Incorporation and to make available to girls under its jurisdiction the program, practices, and standards of Girl Scouting as offered by the Girl Scouts of the United States of America.

ARTICLE III – VOTING MEMBERS

Section 1. Eligibility

Individuals age 14 years of age and over who are members of the Girl Scouts of Western New York, Inc. (Movement) and who are currently registered through and in good standing with the council are eligible to be voting members of the council.

Section 2. Composition

- A. Voting members of the corporation shall consist of:
 - i. elected members of the Board of Directors, if not otherwise voting members of the corporation;
 - ii. members of the Board Development Committee, if not otherwise voting members of the corporation;
 - iii. delegates elected by Service Units as defined by the Board of Directors;
 - iv. delegates-at-large appointed by the Board of Directors.
- B. The number of members of the corporation shall be no less than sixty (60) nor more than ninety (90).
- C. At least two-thirds of the voting members of the corporation shall be those delegates elected by Service Units.

Section 3. Election

- A. Procedure. Each Service Unit shall select delegates and alternates in accordance with policies and procedures established by the Board of Directors.
- B. Number.
 - i. The number of delegates and alternates to which each Service Unit is entitled shall be based on the number of girl members in the Service Unit as of March 31.
 - ii. Service Units shall be entitled to at least two (2) delegates (one delegate and one alternate delegate).
- C. Term and Vacancies.

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- i. Delegates shall serve for a term of three (3) years or until their successors are elected and assume office.
- ii. Terms of office shall begin at the close of the meeting at which delegates are elected or upon appointment.
- iii. Delegates may not serve more than two (2) consecutive three (3) year terms.

ARTICLE IV – OFFICERS

Section 1. Elected Officers

The elected officers of the council shall be the Board President; First Vice President; Second Vice President; Secretary; and Treasurer (each an “Elected Officer” and collectively, “the Elected Officers”).

Section 2. Term of Office

- A. The Elected Officers shall be elected by ballot in accordance with Article VI of these bylaws for a term of two (2) year(s) or until their successors are elected and assume office. If there is only a single candidate for office, the election may be held by acclamation.
- B. Terms of office shall begin upon adjournment of the annual meeting at which an Elected Officer is elected.
- C. Elected Officers must be at least 18 years of age at the beginning of the first term of office.
- D. An individual is not eligible to be an Elected Officer until he or she has served as an At-Large Director for at least one year, unless otherwise approved by a majority of the entire membership of the Board of Directors.
- E. No individual shall serve more than two consecutive terms as an Elected Officer, except that an individual may serve two consecutive terms as President regardless of the number of consecutive terms that individual has already served as an Elected Officer. When an Elected Officer has served the maximum number of allowed terms, he or she is not eligible to be an Elected Officer or At-Large Director until two years after the Annual Meeting at which his or her term expires.
- F. No individual shall hold more than one Elected Officer position at a time.

Section 3. Vacancy in Office

- A. In the event of a vacancy in the office of President, the vacancy shall be filled by the First Vice President for the remainder of the term, unless the office of First Vice President is also vacant, in which case the vacancy shall be filled by the Second Vice President for the remainder of the term. If the office of the Second Vice President is also vacant, the Board of Directors shall appoint a member of the Board of Directors to fill the vacancy in the office of President for the remainder of the term.
- B. If any office of an Elected Officer, other than the President, is vacant, the board of directors shall appoint an At-Large Director to fill the vacancy for the remainder of the term.

Section 4. Ex Officio Officers

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- A. The Chief Executive Officer (CEO) shall be appointed by the Board of Directors of the council to serve at its pleasure and shall serve as an ex officio officer of the corporation without vote.

Section 5. Duties of Officers

The officers shall perform the duties prescribed in this Article and such other duties as are prescribed by action of the voting members of the council, the Board of Directors, the Executive Committee and Board President.

- A. The President who shall have the working title of Board President shall:
 - i. be the principal officer of the corporation;
 - ii. preside at all meetings of the corporation, the Board of Directors, and the Executive Committee;
 - iii. lead the Board of Directors in setting strategic direction and providing oversight of the management and affairs of the corporation;
 - iv. report to the voting members of the corporation as to the conduct of the affairs of the corporation; and
 - v. serve as an ex officio member of all committees except the Board Development Committee.
- B. The First Vice President shall:
 - i. assist the Board President as assigned;
 - ii. preside at meetings of the corporation, the Board of Directors, or the Executive Committee in the absence or inability of the Board President, or when delegated the responsibility of presiding; and
 - iii. in the event of the vacancy in the office of Board President, succeed to the office for the remainder of the unexpired term.
- C. The Second Vice President shall:
 - i. assist the Board President as assigned;
 - ii. preside at meetings of the corporation, the board of directors, or the Executive Committee in the absence or inability of the Board President, or First Vice President when delegated the responsibility of presiding;
 - iii. in the event of the vacancy in the office of Board President where by the First Vice President is unable to or unwilling to succeed to the office of President, the Second Vice President shall succeed to the office of Board President for the remainder of the unexpired term.
- D. The Secretary shall:
 - i. see that proper notice is given for all meetings of the corporation, the Board of Directors, and the Executive Committee;
 - ii. see that minutes of all meetings of the corporation, the Board of Directors, and the Executive Committee are kept; and
 - iii. ensure that elections ballots are secured, counted and that results are reported to membership.
- E. The Treasurer shall:
 - i. provide effective stewardship, control and oversight of the corporation's finances;
 - ii. execute directives of the Board of Directors

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- iii. provide reports, financial statements and other documents pertaining to the use of disbursement of assets of the Council.

ARTICLE V – BOARD DEVELOPMENT COMMITTEE

Section 1. Membership and Relationship to Board

The Board Development Committee shall be composed of five to seven (5–7) committee members, at least three (3) of whom shall be members of the Board of Directors and at least two (2) of whom shall not be members of the Board of Directors, and the CEO of the council who shall serve as an ex officio nonvoting member (and accordingly, shall not be counted toward any quorum requirements). Between meetings of the council, the Board Development Committee shall work in partnership with and report to the Board of Directors.

Section 2. Election, Term, and Vacancies

- A. The committee members shall be elected by ballot in accordance with Article VI of these bylaws for a term of three (3) year(s) or until their successors are elected and assume office. If there is only a single candidate for office, the election may be held by acclamation.
- B. Terms of office shall begin at the conclusion of the Annual Meeting at which they are elected.
- C. No individual shall serve more than two (2) consecutive terms as a member of the committee.
- D. An individual who shall have served a half term or more in office shall be considered to have served a full term in the office.
- E. In the event of a vacancy in any position, including the Board Development committee chair, the vacancy shall be filled by the Board of Directors for the remainder of the term.

Section 3. Election and Term of Committee Chair

- A. The chair of the Board Development Committee shall be appointed by the Board President from amongst the elected members of the Board Development Committee, but such appointment shall be subject to the approval/ratification of the Board of Directors.
- B. An individual shall have served on the Board Development Committee for at least one year in order to be eligible for appointment to the position of chair.
- C. The term of office for the committee chair shall be two (2) year(s).
- D. No individual shall serve more than two (2) terms as chair of the committee regardless of how many years or terms the individual may be a member of the Board Development Committee.
- E. An individual who shall have served a half term or more in the office shall be considered to have served a full term in the office.
- F. If not already a member of the council Board of Directors, the chair shall serve as an ex officio member of the council Board of Directors, with all rights and responsibilities (including, but not limited to, voting rights and counting toward any quorum requirements).

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Section 4. Responsibilities.

The responsibilities of the Board Development Committee shall be:

- A. to solicit and recruit candidates for elected positions in the council.
- B. to provide to the membership a single slate for all positions for election, including Officers, Directors, and Board Development Committee members.
- C. to provide to the membership in accordance with the time frame established by Girl Scouts of the United States of America a single slate of delegates and alternates to the National Council Session of Girl Scouts of the United States of America.
- D. to develop in conjunction with the Board of Directors:
 - i. board orientation and education materials;
 - ii. board development materials;
 - iii. methods for identifying needed skills and talents for the Board of Directors and committees;
 - iv. methods for board succession planning; and
 - v. board self-assessment process.

Section 5. Nominations from the Floor.

- A. Nominations for any of the elected positions may be made from the floor at the annual meeting provided:
 - i. the individual to be nominated has consented in writing to serve if elected;
 - ii. the nomination has been submitted to the Chair of the Board Development Committee, or her/his designee, at least fourteen (14) days before the convening of the Annual Meeting;
 - iii. the prospective nominee meets the qualifications for the office for which she/he is being nominated.

Section 6. Quorum.

A majority of members of the committee shall be present in person or linked by telecommunication or by means such that all members participating in the meeting are able to contemporaneously hear one another and participate in the proceedings to constitute a quorum for the transaction of business.

ARTICLE VI – MEETINGS

Section 1. Annual Meeting.

- A. Scheduling. The corporation shall conduct an Annual Meeting of the corporation in May of each year at a date, time, and place determined by the Board of Directors.
- B. Notice. Notice of the date, time, and place of the Annual Meeting, accompanied by a tentative agenda, the slate of nominees for all positions, and any proposed amendments to these bylaws shall be given personally, mailed or electronically transmitted to each member of the corporation not more than forty-five (45) days nor less than thirty (30) days) prior to the meeting. Attendance at a meeting without objection shall be considered a waiver of any notice requirements.
- C. Business. At the Annual Meeting, the corporation shall:
 - i. elect Officers, At-Large Directors, Members of the Board Development Committee, and in appropriate years, delegates and alternates to the National

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- Council of the Girl Scouts of the United States of America. The results of the election shall be announced at the Annual Meeting.
- ii. consider any proposed amendments to the council bylaws;
 - iii. provide input on key issues affecting the council and the Movement; and
 - iv. consider any other business appropriate to come before the corporation in accordance with the process established by the Board of Directors.
- D. Quorum. The quorum for the Annual Meeting shall be at least 25 members of the corporation present in person. At least 2/3 of the voting members of the corporation shall be those delegates elected by Service Units.
- E. Voting.
- i. Each member of the corporation shall be entitled to one (1) vote.
 - ii. No member shall vote in more than one capacity.
 - iii. Unless otherwise designated by statute, the Articles of Incorporation of the council, or these bylaws, all matters shall be determined by a majority vote.

Section 2. Special Meetings.

- A. Scheduling. A special meeting of the corporation membership may be called by the Board President and shall be called by the Board President upon the written request of a majority of the members of the Board of Directors then in office or by fifteen (15) members of the corporation. The purpose of the meeting shall be stated in the written request.
- B. Notice. Notice of the date, time, place, and specific purpose of the meeting shall be given personally, or electronically transmitted to each member of the corporation at least two (2) days prior to the meeting. Attendance at a meeting without objection shall be considered a waiver of any notice requirements.
- C. Quorum. The quorum for a special meeting shall be at least twenty (20) members of the corporation present in person or linked by telecommunication or by means such that all members participating in the meeting are able to contemporaneously hear one another and participate in the proceedings.
- D. Voting. Voting shall be in accordance with Article VI, Section 1.E. of these bylaws.

ARTICLE VII – ACTION BY WRITTEN OR ELECTRONIC BALLOT

Section 3. Action by Written or Electronic Ballot

- A. Unless prohibited or limited by state statute, the articles of incorporation or the bylaws, any action that may be taken at any annual, regular, or special meeting of members may be taken without a meeting if the council [corporation] delivers a written or electronic ballot to every member entitled to vote on the matter.
- B. A written or electronic ballot shall:
- i. set forth each proposed action;
 - ii. provide an opportunity to vote for or against each proposed action
- C. Voting by written or electronic ballot pursuant to this section is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of affirmative votes equals or exceeds the number of votes that would be required to adopt the matter at a meeting

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at which the total number of votes cast was the same as the number of votes cast by ballot.

- D. All solicitations for votes by written or electronic ballot shall:
 - i. indicate the number of responses needed to meet the quorum requirements;
 - ii. state the percentage or number of affirmative votes necessary to adopt each matter other than election of directors;
 - iii. specify the date and time by which a ballot must be received by the council in order to be counted.
- E. Except as otherwise provided in the articles or bylaws, a written or electronic ballot may not be revoked.

ARTICLE VIII – BOARD OF DIRECTORS

Section 1. Composition.

The Board of Directors shall consist of between twelve (12) and fifteen (15) At-Large Directors in addition to the Elected Officers and the Board Development Chair. One or more At-Large Directors may be a Girl Scout (“Youth Directors”), subject to the recommendation of the Board Development Committee. The Chief Executive Officer shall be an ex officio member of the board without vote.

Section 2. Term of Office.

- A. The At-Large Directors or Youth Directors shall be elected by ballot in accordance with Article VI of these bylaws. At-Large Directors shall be elected for a term of three (3) year(s) or until their successors are elected and assume office, and Youth Director shall be elected for a term of one (1) year or until their successor is elected and assumes office. If there is only a single candidate for each position, the election may be held by acclamation.
- B. Terms of office shall begin upon adjournment of the Annual Meeting at which an At-Large or Youth Director is elected.
- C. No individual shall serve more than two (2) consecutive terms as an At-large or Youth Director.
- D. An At-Large Director who has served a half term or more in the office shall be considered to have served a full term in the office.

Section 3. Vacancies.

If a vacancy occurs in an At-Large or Youth Director position, the Board Development Committee may submit an individual to the Board of Directors for a vote to fill the vacancy for the remainder of the term.

Section 4. Power, Authority, and Accountability.

- A. Power and Authority. The Board of Directors shall have full power and authority to supervise and direct the affairs of the council, except as otherwise provided in the Articles of Incorporation, these bylaws, or by statute.
- B. Accountability. The Board of Directors is accountable to:
 - i. the state of incorporation for adherence to state corporation law;
 - ii. the federal government in matters relating to legislation affecting nonprofit/not-for-profit/non-stock corporations (including, but not limited to,

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the requirements of the Internal Revenue Service as to 501 (c)(3) public charities).

- iii. the council membership for managing the affairs of the council including development of a decision-influencing system allowing for members of the Movement, including girl members, to have a voice on key issues affecting the council and the Movement;
- iv. the Board of Directors of Girl Scouts of the United States of America for compliance with the charter requirements.

Section 5. Regular Meetings.

- A. Scheduling. The Board of Directors shall hold at least five (5) regular meetings a year at such time and place as the board may determine.
- B. Notice. Notice of the date, time, and place of each board meeting shall be given personally, mailed or electronically transmitted to each member of the Board of Directors at least five (5) days prior to the meeting. Attendance at a meeting without objection shall be considered a waiver of any notice requirements.
- C. Quorum. A majority of the board members then in office shall be present in person or linked by telecommunication or by means such that all members participating in the meeting are able to contemporaneously hear one another and participate in the proceedings to constitute a quorum for the transaction of business.
- D. Voting.
 - i. Each member of the board shall be entitled to one (1) vote.
 - ii. Unless otherwise designated by statute, the Articles of Incorporation of the council, or these bylaws, all matters shall be determined by a majority vote.
 - iii. Email voting shall be allowed for votes of the Board of Directors.

Section 6. Special Meetings.

- A. Scheduling. Special meetings may be called by the Board President and shall be called by the Board President upon the written request of at least ten (10) board members.
- B. Notice. Notice of the date, time, place, and specific purpose of the meeting shall be given personally, mailed or electronically transmitted) to each member of the board at least five (5) days prior to the meeting. Attendance at a meeting without objection shall be considered a waiver of any notice requirements.
- C. Quorum. Ten (10) board members present in person or linked by telecommunication or by means such that all members participating in the meeting are able to contemporaneously hear one another and participate in the proceedings shall constitute a quorum for the transaction of business.
- D. Voting.
 - i. Each member of the board shall be entitled to one (1) vote.
 - ii. Unless otherwise designated by statute, the Articles of Incorporation of the council, or these bylaws, all matters shall be determined by a majority vote of the Board of Directors present at any meeting at which a quorum is present.
 - iii. Email voting shall be allowed.

Section 7. Unanimous Written Consent in Lieu of Meeting.

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Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing or electronically setting forth such action, is signed by all of the Directors, and such written consent is filed with the minutes of proceedings of the board. Such consent shall have the same force and effect as a unanimous vote.

Section 8. Removal.

- A. Any board member, including officers, who is absent from three (3) consecutive board meetings in their entirety without good cause acceptable to the Board President or designee, shall be removed from the board by a majority vote of the board members present and voting at any regular meeting of the board at which a quorum is present.
- B. Any board member, including officers, may be removed with or without cause by a three-fourths vote of the total number of the council Board of Directors.

ARTICLE IX – EXECUTIVE COMMITTEE

Section 1. Composition.

The Executive Committee shall consist of the President, First Vice President, Second Vice President, Treasurer, Secretary and up to two (2) At-Large Directors. The Chief Executive Officer shall serve as an ex officio member with voice but without vote. The At-Large Directors shall be appointed by the Board President from the members of the Board of Directors.

Section 2. Duties.

- A. Authority between Board Meetings. The Executive Committee shall exercise the authority of the corporation Board of Directors between the meetings of the board, except that the Executive Committee shall not have the authority to:
 - i. adopt the budget;
 - ii. amend or revise the articles of incorporation or bylaws;
 - iii. take action which is contrary to, or a substantial departure from, the direction established by the board or which represents a major change in the affairs, business, or policy of the council.
- B. Reports. The Executive Committee shall submit to the Board of Directors at each board meeting a report of all actions taken since the last board meeting.

Section 3. Meetings.

- A. Scheduling. The Executive Committee shall meet only as needed at the call of the President or upon written request of at least three members (3) of the Executive Committee.
- B. Notice. Notice of the date, time, and place of each meeting shall be provided at least two (2) days in advance of the meeting.

Section 4. Quorum.

A majority of the Executive Committee members then in office shall be present in person or linked by telecommunication or by means such that all members participating in the meeting are able to contemporaneously hear one another and participate in the proceedings to constitute a quorum for the transaction of business.

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ARTICLE X – COMMITTEES

Section 1. Establishment

The Board of Directors may establish standing and special committees and/or task groups and ad hoc committees as needed, which shall operate under the general supervision of the Board of Directors.

Section 2. Appointment

- A. The chair of any standing committee, task group, or ad hoc committees shall be appointed by the Board President, subject to the approval of the Board of Directors.
- B. Members of any standing committee, task group, or ad hoc committee shall be appointed by the Board President in consultation with the chair of the respective committee or task group.
- C. At least three (3) members of any committee or task group shall be members of the Board of Directors, one of whom shall serve as chair of the committee.
- D. Appointments to committees and task groups shall be for one (1) year unless a different term is specified by the Board of Directors at the time of appointment.
- E. Vacancies in any committee or task group shall be filled by the Board President in accordance with Section 2.A. or 2.B. of this Article.

Section 3. Quorum

A majority of committee or task group members shall be present in person or linked by telecommunication or by means such that all members participating in the meeting are able to contemporaneously hear one another and participate in the proceedings to constitute a quorum.

ARTICLE XI – NATIONAL COUNCIL DELEGATES

Section 1. Eligibility.

Delegates and alternates to the National Council of the Girl Scouts of the United States of America shall be United States Citizens age 14 years and older. They shall be members of the Girl Scout Movement registered through the council at the time of election and throughout the term of service.

Section 2. Election.

The delegates and alternates to whom the council is entitled to elect to the National Council of the Girl Scouts of the United States of America shall be elected in accordance with Article VI of these bylaws in accordance with the time frame established by the most recent version of the Blue Book of Basic Documents by the Girl Scouts of the United States of America and shall serve a term of three (3) years or until their successors are elected and assume office.

Section 3. Vacancies.

The Board of Directors shall fill delegate vacancies from among the elected alternates. If there are not adequate alternates to fill the delegate positions, the vacancies may be filled from amongst the eligible members of the council until the next Annual Meeting.

ARTICLE XII – FINANCE

Section 1. Fiscal Year.

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The fiscal year of the council shall be October 1 through September 30.

Section 2. Depositories.

All funds of the council shall be deposited to the credit of the council under such conditions and in such financial institutions as shall be designated by the Board of Directors.

Section 3. Approved Signatures.

Approvals for signatory authority in the name of the council and access to funds and securities of the council shall be authorized by the Board of Directors.

Section 4. Bonding.

All persons having access to or responsibility for the handling of monies and securities of the council shall be bonded in the amount authorized by the Board of Directors.

Section 5. Budget.

The Board of Directors shall approve the annual operational and capital budgets. No expenses shall be incurred in the name of the council in excess of the budgeted amounts without prior approval of the Board of Directors.

Section 6. Property.

Title to all property shall be held in the name of the council.

Section 7. Audits.

An independent certified public accountant shall be retained by the Board of Directors to perform an annual audit of the financial statements of the council. A report of the audit shall be submitted to the Board of Directors and to the Girl Scouts of the United States of America.

Section 8. Financial Reports.

A summary report of the financial condition of the council shall be presented to the membership at the Annual Meeting.

Section 9. Investments.

The funds of the council shall be invested in accordance with the policy established by the Board of Directors or by a committee appointed by the Board of Directors for such purpose.

ARTICLE XIII – CONFLICT OF INTEREST

The board shall maintain a policy regarding conflicts of interest, which shall require all directors and officers to complete and sign an annual disclosure statement indicating any conflict or potential conflict with their service on the board.

ARTICLE XIV – PARLIAMENTARY AUTHORITY

Robert's Rules of Order, in its most current revision, shall be the parliamentary authority of the council, subject to the laws of the State of New York, the articles of incorporation and these bylaws and any special rules of order adopted by the corporation or Board of Directors.

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ARTICLE XV – AMENDMENTS

These bylaws may be amended by a two-thirds votes of those present (in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings) and voting at a meeting of the council, or present and voting at any meeting of the Board of Directors, provided that the materials of the proposed amendments shall have been included with the notice of the meeting.