



**GIRL SCOUT COUNCIL OF TROPICAL FLORIDA, INC.**  
*(SERVING MIAMI-DADE AND MONROE COUNTIES)*

## **AMENDED AND RESTATED BYLAWS**

### **ARTICLE I - NAME**

The name of the corporation shall be Girl Scout Council of Tropical Florida, Inc., hereinafter referred to as "council" a nonprofit corporation organized under the laws of the State of Florida.

### **ARTICLE II – PURPOSE**

The purpose of the council shall be as defined in the Article 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 United States of America.

### **ARTICLE III - MEMBERS OF THE COUNCIL**

Individuals fourteen (14) years of age and over who are members of the Girl Scout movement (the "Movement") and who are currently registered through, and in good standing with, the council are members of the council.

### **ARTICLE IV – ANNUAL MEETING**

There shall be an annual meeting of the council each year at a date, time, and place determined by the Board of Directors. The annual meeting may occur concurrently with one of the regular meetings of the Board of Directors, as described in Article VI, Section 6.

### **ARTICLE V - OFFICERS**

#### **Section 1. Elected Officers and Ex Officio Officers**

The elected officers of the council shall be the Chair of the Board; First Vice Chair; Second Vice Chair; Secretary; and Treasurer. The ex officio officers shall be CEO and Immediate Past Chair.

## **Section 2. Term of Office**

- A. The Chair of the Board serves one, two-year term with an additional term under extraordinary circumstances. Extraordinary circumstances may include, but are not limited to, the first vice chair/second vice chair are not available to succeed the sitting board chair, or to complete significant business that is underway;
- B. all Vice Chairs serve one, two-year term per office (e.g. one term as Second Vice Chair, followed by one term as Vice First Chair, and so forth).

## **Section 3. Election**

The officers shall be elected by the voting members of the council in accordance with Article VI, Section 6 or until their successors are elected and assume office.

- A. Terms of office shall begin at the conclusion of the annual meeting at which they are elected and continue until a successor is elected or assumes office. Officers must be at least eighteen (18) years of age.
- B. No individual shall serve more than three (3) consecutive terms in any combination of offices.
- C. No individual shall hold more than one office at a time.
- D. An officer who shall have served a half term or more in office shall be considered to have served a full term in the office.
- E. The terms of office of approximately one-third (1/3) of the members shall expire at each annual meeting.

## **Section 4. Vacancy in Office**

- A. In the event of a vacancy in the office of Chair of the Board, the vacancy shall be filled by the First Vice Chair of the Board for the remainder of the unexpired term. If the First Vice Chair is unwilling or unable to serve as Chair of the Board, then the vacancy shall be filled by the Second Vice Chair.
- B. A vacancy among the officers, other than the Chair of the Board, shall be filled via vote by the Board of Directors until the next annual meeting.

## **Section 5. Ex Officio Officers**

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 council with vote. The Immediate Past Chair shall also serve as an ex officio officer of the council with vote.

## **Section 6. 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, or Chair-of the Board.

A. The Chair of the Board shall:

- i. be the principal officer of the council;
- ii. preside at all meetings of the council and the Board of Directors;
- iii. lead the Board of Directors in setting strategic direction and providing oversight of the management and affairs of the council;
- iv. report to the voting members of the council as to the conduct of the affairs of the council;
- v. serve as an ex officio member of all committees; and
- vi. perform other duties as assigned by the board or prescribed elsewhere in the bylaws.

B. The Vice Chairs of the Board shall:

- i. assist the Chair of the Board as assigned;
- ii. preside at meetings of the council or the Board of Directors in the absence or inability of the Chair of the Board, or when delegated the responsibility of presiding in order of their rank;
- iii. in the event of a vacancy in the office of Chair of the Board, the Vice-Chairs shall succeed to the office in order of their rank and serve for the remainder of the unexpired term; and
- iv. exercise the powers and perform such other duties usually incident to the office of the Vice Chair of the Board and shall exercise such other powers and perform such other duties as may be assigned by the Chair of the Board or the board of directors.

C. The Secretary shall:

- i. see that proper notice is given for all meetings of the council and the Board of Directors;
- ii. see that minutes of all meetings of the council and the board of directors are kept;
- iii. have responsibility for the seal of the council and ensure its safekeeping;
- iv. preside at meetings of the council or the board of directors in the absence or inability of the Chair of the Board, or Vice Chair of the Board, or when delegated the responsibility of presiding;
- v. be responsible for ensuring the safekeeping of council books, records, and files; and
- vi. exercise such other powers and perform such other duties usually incident to the office of the secretary and shall exercise such other powers and perform such other duties as may be assigned by the Chair of the Board or the Board of Directors.

D. The Treasurer shall:

- i. provide effective stewardship, control and oversight of the council's finances;
- ii. execute directives of the Board of Directors;
- iii. conduct or oversee all financially related procedures and/or transactions in accordance with the current Girl Scout Council of Tropical Florida, Inc. Accounting Policies and Procedures Manual;
- iv. chair the finance committee;
- v. exercise the powers and perform such other duties usually incident to the office of the treasurer and shall exercise such other powers and perform such other duties as may be assigned by the Chair of the Board or the Board of Directors.

E. The CEO shall:

- i. be responsible for providing advice and assistance to the council, Board of Directors, the Chair of the Board and other officers, and the committees and task groups;
- ii. be responsible for managing the total operations of the council, and shall have such other powers and perform such other duties as may be provided by the Board of Directors through the Chair of the Board;
- iii. submit an annual budget showing the expected revenue and expenditures for approval by the Board. Maintain all business affairs and ensure that all funds are collected and expended to the best possible advantage;
- iv. have the authority to employ and release all employed staff in accordance with policies adopted by the board of directors; and
- v. prepare a plan for the achievement of the Council's specified objectives including fundraising and make progress reports as to the achievement of such objectives.

## **ARTICLE VI - BOARD OF DIRECTORS**

### **Section 1. Composition**

The Board of Directors shall consist of the officers listed in Article V and no less than ten (10) and no more than eighteen (18) directors-at-large. It is encouraged that at least one (1) of the board members shall be from the Florida Keys. The CEO and Immediate Past Chair shall serve as ex officio members of the Board of Directors with vote. The Board of Directors should be reflective of Girl Scouts membership and the communities represented in terms of diversity, inclusivity, and equitability.

### **Section 2. Term of Office**

A. The directors-at-large shall be elected by the voting members of the council in accordance with

Article VI.5.D of these bylaws for a term of two (2) years or until their successors are elected and assume office.

- B. Terms of office shall begin at the conclusion of the annual meeting at which they are elected and continue until a successor is elected and assumes office.
- C. The term of office of approximately one-third (1/3) of the directors-at-large shall expire at each annual meeting of the council.
- D. No individual shall serve more than three (3) consecutive terms as a director-at-large; provided, however, that after a lapse of one year, any such person shall be eligible for election to the board again. Additionally, regardless of the number of consecutive terms any person shall have served as a director-at-large, such person shall be eligible to be a member of the Board of Directors when serving as an officer.
- E. A member who shall have served a half term or more in office shall be considered to have served a full term in office.

### **Section 3. Vacancies**

A vacancy occurring in any position of director-at-large shall be filled via vote by the Board of Directors until the annual meeting.

### **Section 4. Power, Authority, and Accountability**

- A. Power and Authority. The Board of Directors shall have full power and authority over 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 Florida 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, 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 four (4) regular meetings each year at such time and place as the board may determine. One regular meeting of the board may also be designated the council's annual meeting.

- B. Notice. Notice of the date, time, and place of each board meeting shall be electronically transmitted to each member of the Board of Directors not less than seven (7) calendar 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 of the Board of Directors present at any meeting at which a quorum is present.
  - iii. Proxy voting shall not be allowed for votes of the Board of Directors.
  - iv. Email voting must come from the email that is registered on file.

**Section 6. Annual Meeting**

- A. Scheduling. An Annual Meeting or a Regular Meeting concurrently designated as the Annual Meeting of the council shall take place no later than six (6) months after the end of the council's then-current fiscal year. Any individual 14 years of age and over who is a member of the Girl Scout Movement by being a currently registered member of the Girl Scouts of the United States of America (hereinafter "GSUSA") and affiliated with the council, including staff of the Council, is invited to attend.
- B. Notice. Notice of the date, time, and place of the annual meeting, accompanied by a tentative agenda, the slate of nominees for all offices or positions to be filled, and any proposed amendments to these bylaws, shall be posted electronically for members of the council to review no less than 7 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 or Regular Meeting concurrently designated as the Annual Meeting, the council shall:
  - i. elect officers, members of the Board of Directors, members of the Board Development Committee, and in appropriate years, delegates and alternates to the National Council Session of the Girl Scouts of the United States of America;
  - ii. consider any proposed amendments to the Council Bylaws;
  - iii. provide input on key issues affecting the Council and the Girl Scout Movement; and

- iv. consider any other business appropriate to come before the Council in accordance with the process established by the Board of Directors.

### **Section 7. Special Meetings**

- A. Scheduling. Special meetings may be called by the Chair of the Board and shall be called by the chair of the board upon the written request of the majority of board members.
- B. Notice. Notice of the date, time, place, and specific purpose of the meeting shall be electronically sent to each member of the board at least three (3) business days prior to the meeting. An effort should be made that 2/3 of Board must acknowledge receipt of the email. Attendance at a meeting without objection shall be considered a waiver of any notice requirements.
- C. Quorum. A majority of board 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 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. Proxy voting shall not be allowed for votes of the board of directors.
  - iv. Email voting must come from the email that is registered on file.

### **Section 8. Unanimous Written Consent in Lieu of Meeting**

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, 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. In lieu of a meeting, electronic voting is permitted at the recommendation of the Board Chair and at his/her discretion.

### **Section 9. Removal**

- A. Any board member, including officers, who is absent from two (2) consecutive board meetings in their entirety without good cause acceptable to the Chair of the Board or designee, may be removed from the board by a majority vote of the board members present and voting at any regular or special 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 two-thirds (2/3) vote of the total number of the board of directors.

## **ARTICLE VII - COMMITTEES**

### **Section 1. Establishment**

In addition to the Standing Committees, the Chair and the Board of Directors may establish 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 chair of the board, 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 chair of the board in consultation with the chair of the respective committee or task group.
- C. 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.
- D. Vacancies in any committee or task group shall be filled by the chair of the board 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.

### **Section 4. Standing Committees**

The standing committees of the board shall include, with exception of the Executive Committee, a chair and at least three individuals comprising of board and non-board members:

- Executive - The officers of the Board of Directors and the CEO, with one member at large. The member at large shall be appointed by the Chair of the Board. The Executive Committee shall review and approve, by a majority vote, the employment agreement of the CEO and any bonuses to be awarded. The CEO will abstain from this deliberation.
- Finance - A committee of 3-5 individuals who assist the Board of Directors in fulfilling its oversight responsibilities with respect to monitoring and oversight of the organization's financial resources. The Treasurer shall be chair of this committee.
- Fundraising - A committee of individuals who work closely with the Director of Development to secure long-term and short-term donations, gifts, and endowments to support the organization. Gifts may be monetary, gifts-in-kind, or tangible gifts.



- Property & Facilities - A committee of individuals who assess each property owned or operated by the council and advise on liabilities, insurance requirements, compliance issues, and maintenance/improvements.
- Audit - A committee responsible for reviewing the external, independent audit process and overseeing the organization's financial position and operational processes.
- Board Development Committee – A committee responsible for identifying needed skills and talents for the board of directors and committees, conducting board self-assessment process, soliciting and recruiting candidates for elected positions in the council, and providing a single slate for all positions for elections in advance of the annual meeting. Either the First or Second Vice Chair will chair this committee.

**Section 5. Other Committees**

Other committees may include or meet ad hoc: Marketing, Governance, and Volunteer Recognition.

**ARTICLE VIII – NATIONAL COUNCIL DELEGATES**

**Section 1. Eligibility**

Delegates and alternates to the National Council of the Girl Scouts of the United States of American 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, Section 6 of these bylaws, and in accordance with the time frame established by the Girl Scouts of the United State of America and shall serve a term length as determined by Girl Scouts of the United States of America, 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 alternatives to fill the delegate positions, the vacancies may be filled from amongst the eligible members of the council.

**ARTICLE IX – EMERITUS BOARD MEMBERS**

The Board of Directors may bestow the designation of Emeritus Board Member to a previous board member or a member who is terming off the Board. This designation should be reserved for exceptional leadership and distinguished service over many years as well as philanthropic support and continued interest in the Girl Scouts of Tropical Florida.

## **Section 1. Requirements**

Emeritus Board Member Requirements include: previous board service for at least one term; providing advice to the Board Chair and CEO; an annual give/get of at least \$1,000 per year is encouraged, and encouraged participation in Juliette Gordon Low (JGL) planned giving society.

## **Section 2. Benefits**

Emeritus Board members will be invited to join to select board meetings and events; receive invitations to all council wide events; be recognized on all council materials as Emeritus Board Member

## **Section 3. Nomination and Approval Process**

The Board Development Committee will submit the names(s) of nominees to the Board of Directors for approval at the meeting prior to the Annual Meeting. Except for the inaugural year, no more than 2 names will be submitted each year. The Board Development committee shall have no obligation to submit a name each year for consideration. The designation of Emeritus Board Member will require a two-thirds vote of the board.

# **ARTICLE X - FINANCE**

## **Section 1. Fiscal Year**

The fiscal year of the council shall be as established by the Board of Directors.

## **Section 2. Contributions**

Any contributions, bequests, devises, and gifts for the purpose of Girl Scouting within the council shall be accepted or collected only as authorized by the Board of Directors.

## **Section 3. 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 4. 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 5. 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 6. 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 7. Property**

No sale, purchase, lease, mortgage or financing of real property shall be approved except upon affirmative vote of two-thirds (2/3) of all of the members of the Board of Directors. Title to all property shall be held in the name of the council. The name of Camp Wesumkee shall always remain the same.

**Section 8. 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 9. Financial Reports**

A summary report of the financial condition of the council shall be presented to the membership at the annual meeting in such form as the Board of Directors shall provide.

**Section 10. Legal Counsel**

The Board of Directors shall have the right to retain independent legal counsel as it deems necessary or appropriate.

**Section 11. Investments**

The council shall have the right to retain all, or any part, of any securities or properties acquired by it in whatever manner, and to invest and reinvest any funds held by it in accordance with the policy established by the board of directors or by a committee appointed by the board of directors for such purpose, without being restricted to any class of investments by law, provided, however, that no action shall be taken by, or on behalf of the council if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 504 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

**ARTICLE XI - CONFLICT OF INTEREST**

The board of directors 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 his/her service on the board.

**ARTICLE XII - INDEMNIFICATION**

The council shall indemnify and defend directors and officers to the extent permitted by law from and against, and reimburse them for all claims, damages, losses, costs and expenses, including, without limitation, interest, penalties, court costs and reasonable attorneys' fees and expenses actually and reasonably incurred in connection with the defense of any action, suit, or proceeding relating to the performance of their duties if such director or officer acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the council and, with respect to any criminal action

or proceeding, had no reasonable cause to believe such conduct was unlawful.

### ARTICLE XIII- 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 Florida, the articles of incorporation and these bylaws and any special rules of order adopted by the council or board of directors.

### ARTICLE XIV - AMENDMENTS

These bylaws may be amended by a two-thirds (2/3) vote of:

- A. those present in person and voting at any meeting of the council; or
- B. those present and voting at a meeting of the board of directors.

Provided that the proposed amendments shall have been included with the notice of the meeting at which the proposed amendments are to be considered.

**Adopted by the Council on October 13, 1984**

**Amended:** *approved by Council Membership*

- 1. November 8, 1986
- 2. November 20, 1993
- 3. November 4, 2000
- 4. November 4, 2003
- 5. Reviewed by council's attorney on October 16, 2006, *no change recommended*
- 6. Reviewed by council's attorney on July 14, 2009, *no change recommended*
- 7. December 8, 2012
- 8. December 5, 2015; Amended and Restated in their Entirety
- 9. February 23, 2019; Amended and Restated in their Entirety
- 10. January 24, 2024; Amended and Restated in their Entirety, approved by Board of Directors

### CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

- 1. That I am the duly elected and acting Secretary of the GIRL SCOUTS OF TROPICAL FLORIDA, INC. a Florida corporation; and
- 2. That the foregoing new By-Laws comprising twelve (12) pages constitute the Bylaws of GIRL SCOUTS OF TROPICAL FLORIDA, INC., duly amended at the Board of Directors meeting held on January 24, 2024.

In WITNESS WHEREOF, I have hereunto subscribed my name Eliza Fendell.

*Eliza A. Fendell*

1/24/2024

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Secretary

\_\_\_\_\_  
Date