

GIRL SCOUTS 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 – VOTING MEMBERS

Section 1. Eligibility

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 eligible to be voting members of the council.

Section 2. Composition

- A. Voting members of the council shall consist of:
- i. elected members of the board of directors, if not otherwise voting members of the council;
 - ii. members of the board development committee, if not otherwise voting members of the council;
 - iii. delegates elected by communities as defined by the board of directors; and
 - iv. delegates elected to serve as National Council Delegates, if not otherwise voting members of the council.
- B. The number of voting members of the council shall be no less than eighty (80).
- C. The majority of the voting members of the council shall be those delegates elected by the communities.

Section 3. Elections

- A. Procedure. Each community 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 community is entitled shall be based on the number of girl members in the community as of the last day of the council’s then current fiscal year according to a formula established and administered by the board of directors.
 - ii. each community shall be entitled to at least one delegate.

Section 4. Terms and Vacancies

- A. Delegates shall serve for a term of one (1) year or until their successors are selected and assume office.
- B. Terms of office shall begin at the close of the meeting at which delegates are selected or upon appointment.

Section 5. Responsibilities

The voting members of the council shall:

- A. Elect the officers of the council, the members-at-large of the board of directors, the members of the board development committee and, in appropriate years, delegates and alternates to the National Council of the Girl Scouts of the United States of America.
- B. Consider any proposed amendments to the council's articles of incorporation and/or bylaws, as appropriate, subject to any applicable requirement of the articles of incorporation, as the same may have been, or may in the future, be amended.
- C. Influence the general lines of direction for the Movement within the jurisdiction of the council by receiving and responding to reports and information from the board of directors.
- D. Conduct any other business appropriate to come before the council in accordance with the process established by the board of directors.
- E. The board of directors, in its' sole discretion shall determine whether items proposed for placement on the annual meeting agenda relate to matters which should properly be acted upon by the council.

Section 6. Annual Meeting

- A. Scheduling. There shall be an annual meeting of the council each year at a date, time, and place determined by the board of directors; provided, however, that such meeting shall take place no later than six (6) months after the end of the council's then-current fiscal year.
- 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 given personally, electronically transmitted or mailed to each member of the council at the member's address as it appears in the council's records not less than thirty (30) days before the meeting. Attendance at a meeting without objection shall be considered a waiver of any notice requirements.

Section 7. Special Meetings

- A. Scheduling. A special meeting of the council shall be called by the Chair of the Board within fourteen (14) days, upon written request of two-thirds of the members of the board of directors then in office or by twenty-five percent (25%) of the voting members of the council, provided that at least a majority of the communities are represented. The purpose of the meeting shall be stated in the written request.
- B. Notice. Notice of date, time and place and specific purpose of the meeting shall be given personally, electronically transmitted or mailed to the voting member's address as it appears in the council records not less than ten (10) days before the meeting. Attendance at a meeting without objection shall be considered a waiver of any notice requirements.

Section 8. Quorum

The quorum for any meeting of the council shall be twenty five percent (25%) of the voting members of the council present in person or linked by telecommunication by means such that all members participating in the meeting are able to contemporaneously hear one another and participate in the proceedings, provided that a majority of the council's communities are represented by at least one (1) delegate.

Section 9. Voting Procedures

- A. Each voting member present shall be entitled to one (1) vote.
- B. No member shall vote in more than one capacity.
- C. Elections may be by voice or other means in uncontested elections and shall be by ballot in contested elections. A plurality of votes cast shall elect.
- D. All other matters shall be determined by a majority vote of the members present and voting, unless otherwise required by statute, the articles of incorporation of the council, or these bylaws.
- E. Proxy voting is prohibited.
- F. Nominations for any elected position may be made from the floor at the annual meeting provided that:
 - 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 his/her designee, at least seventy-two (72) hours prior to the convening of the annual meeting; and
 - iii. the individual meets the qualifications for the office for which she/he is being nominated.

ARTICLE III – BOARD DEVELOPMENT COMMITTEE

Section 1. Membership and Relationship to Board

The board development committee shall be composed of at least five (5) committee members, at least two (2) of whom shall be members of the board of directors and at least three (3) of whom shall not be members of the board of directors. It is encouraged that at least one member shall be elected from the Florida Keys. The CEO of the council will 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 in accordance with Article II 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.
- C. No individual shall serve more than one (1) term as a member of the committee, and shall not be eligible again until after a lapse of two (2) years.
- D. The term of office of approximately one-third (1/3) of the members shall expire at each annual meeting of the council.

- E. 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.
- F. 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 until the next annual meeting.-

Section 3. Election and Term of Committee Chair

- A. The chair of the committee shall be appointed by the Chair of the Board from amongst the elected members of the board development committee.
- B. The term of office shall be one (1) year.
- C. 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.
- D. 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.
- E. If not already a member of the council board of directors, the chair of the board development committee 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).

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.
- E. To plan board orientation and board development training sessions as needed and/or as directed by the board of directors.

Section 5. Quorum

To constitute a quorum for the transaction of business, a majority of the members of the committee shall be present in person or linked by telecommunications by such means that all members participating in the meeting are able to hear and speak to one another.

ARTICLE IV – OFFICERS

Section 1. Elected Officers

The elected officers of the council shall be the Chair of the Board; First Vice Chair; Second Vice Chair; Third Vice Chair; Secretary; and Treasurer.

Section 2. Term of Office

- A. The officers shall be elected by the voting members of the council in accordance with Article II 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 or assume office. Officers must be at least eighteen (18) years of age.
- C. No individual shall serve more than three (3) consecutive terms in any one or combination of offices, except that an individual shall be eligible to serve three (3) consecutive terms in the office of Chair of the Board regardless of the number of consecutive terms that individual shall have served in any office or offices other than Chair of the Board.
- D. No individual shall hold more than one office at a time.
- E. 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.
- F. The terms of office of approximately one-third (1/3) of the members shall expire at each annual meeting

Section 3. 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 or Third Vice Chair in order of their rank.
- B. A vacancy among the officers, other than the Chair of the Board, shall be filled by the board of directors until the next annual meeting.

Section 4. 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 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, 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 except the board development committee; 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 the 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. preside at meetings of the council or the board of directors in the absence or inability of the Chair of the Board, the Vice Chair of the Board, or the Secretary, or when delegated the responsibility of presiding
 - 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; and

- iii. have the authority to employ and release all employed staff in accordance with policies adopted by the board of directors.

ARTICLE V – BOARD OF DIRECTORS

Section 1. Composition

The board of directors shall consist of the Chair; First Vice Chair; Second Vice Chair; Third Vice Chair, Secretary, Treasurer 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 chair of the board development committee, if not otherwise elected to the board of directors, shall serve as an ex officio member of the board of directors with full voting rights. The CEO shall serve as an ex officio member of the board of directors without vote. The Board of Director's should be reflective of Girl Scouts membership and the communities we 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 II 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 or as chair of the board development committee.
- 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 by the board of directors until 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.
- 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 not less than seven (7) 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.

Section 6. 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 given personally, mailed or electronically sent to each member of the board at least five (5) 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 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.
 - iv. Email voting must come from the email that is registered on file.

Section 7. 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 8. 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 VI – 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 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. Types

The standing committees of the board should include: Executive, Finance, Fundraising, and Facilities. Additional committees may include: Audit, Marketing, Governance and Volunteer Recognition.

ARTICLE VII – 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 II of these bylaws in accordance with the time frame established by the Girl Scouts of the United State of America and shall serve a term of two (2) 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.

ARTICLE VIII – 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; provide advice to the Board Chair and CEO; an annual give/get of at least \$1,000 per year 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 on 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 IV – 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 X – 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 XI – 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 XII – 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 XIII – 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