

PLAN AND AGREEMENT TO MERGE

THIS PLAN OF MERGER is made this __ day of _____, 2008, by and between the Girl Scouts of Genesee Valley, Inc., Girl Scouts of Niagara County, Inc., Girl Scout Council of Buffalo and Erie County, Inc. and Girl Scouts of Southwestern New York, Inc., all New York nonprofit corporations.

1. The respective boards of directors of each of the councils mentioned above deem it advisable to merge into a single corporation as hereinafter specified. Each of the corporations is recognized as tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and is a nonprofit corporation with members.

2. The names and states of incorporation of each constituent corporation are:

<u>Name</u>	<u>State of Incorporation</u>
Girl Scouts of Genesee Valley, Inc.	New York
Girl Scouts of Niagara County, Inc.	New York
Girl Scout Council of Buffalo and Erie County, Inc.	New York
Girl Scouts of Southwestern New York, Inc.	New York

3. The terms and conditions of the merger are as follows:

(a) The 1st day of July, 2008 at 12:01 a.m., shall be the Effective Date.

(b) Upon the Effective Date, Girl Scouts of Genesee Valley, Inc., Girl Scout Council of Buffalo and Erie County, Inc. and Girl Scouts of Southwestern New York, Inc., and shall be merged into Girl Scouts of Niagara County, Inc. and Girl Scouts of Niagara County, Inc. shall be the surviving corporation. The merger shall in all respects have the effect provided for a statutory merger of nonprofit corporations under the laws of the State of New York

(c) On and after the Effective Date, the surviving corporation shall change its name to "Girl Scouts of Western New York, Inc." The surviving corporation is referred to hereinafter as "Girl Scouts of Western New York."

(d) On and after the Effective Date, the Certificate of Incorporation of Girl Scouts of Niagara County, as amended and restated, shall be and remain the Certificate of Incorporation of Girl Scouts of Western New York. On or immediately after the Effective Date, the Certificate of Incorporation of Girl Scouts of Western New York shall be amended, as necessary, to conform to the provisions of this Plan of Merger and the bylaws of Girl Scouts of Western New York attached hereto as Exhibit A.

(e) On and after the Effective Date, the bylaws of Girl Scouts of Niagara County shall be amended, and the bylaws attached hereto as Exhibit B shall become the bylaws of Girl Scouts of Western New York.

(f) As of the Effective Date, the number of directors which shall constitute the entire board of Girl Scouts of Western New York shall be twenty (20) members. On and

after the Effective Date, the individuals who will serve as the initial directors, officers and Board Development Committee of Girl Scouts of Western New York shall be as designated in Exhibit C. The individuals so designated shall become the directors of Girl Scouts of Western New York as of the Effective Date, and any existing directors of the constituent corporations who are not so designated shall be deemed to have resigned. The initial members shall be appointed to staggered terms in which approximately one third (1/3) of the terms of members shall end in each of the next three years.

(g) Prior to the Effective Date, the Council Realignment Committee (CRC) currently in place that represents all the constituent corporations to this Agreement will conduct a search process to find candidates for a new Chief Executive Officer of Girl Scouts of Western New York. The CRC shall retain and offer a contract for that position. Payment of the salary and benefits of a new Chief Executive Officer shall be shared by all constituent corporations to this Agreement if a candidate is agreed upon and hired prior to the Effective Date. Such contract shall be considered binding on the Board of Directors of Girl Scouts of Western New York upon and after the Effective Date.

(h) Girl Scouts of Genesee Valley, Inc., Girl Scouts of Niagara County, Inc., Girl Scout Council of Buffalo and Erie County, Inc. and Girl Scouts of Southwestern New York, Inc., shall take all necessary or appropriate action in order to effectuate the merger. At any time after the Effective Date, in the event that Girl Scouts of Western New York shall consider any assignments, conveyances, assurances, or other acts to be necessary or desirable in order to carry out the provisions hereof, the successor responsible persons of Girl Scouts of Genesee Valley, Inc., Girl Scouts of Niagara County, Inc., Girl Scout Council of Buffalo and Erie County, Inc. and Girl Scouts of Southwestern New York, Inc. shall execute and deliver any and all documents and do all things necessary or proper to carry out the provisions hereof.

(i) There are members of Girl Scouts of Genesee Valley, Inc., Girl Scouts of Niagara County, Inc., Girl Scout Council of Buffalo and Erie County, Inc. and Girl Scouts of Southwestern New York, Inc. and on and after the Effective Date, Girl Scouts of Western New York will remain a membership corporation.

(j) Upon the Effective Date:

(i) Girl Scouts of Genesee Valley, Inc., Girl Scouts of Niagara County, Inc., Girl Scout Council of Buffalo and Erie County, Inc. and Girl Scouts of Southwestern New York, Inc. will merge into Girl Scouts of Niagara County, the survivor corporation, whose name shall be changed to Girl Scouts of Western New York and the separate existence of those corporations will cease.

(ii) Title to all real estate and other property owned by Girl Scouts of Genesee Valley, Inc., Girl Scouts of Niagara County, Inc., Girl Scout Council of Buffalo and Erie County, Inc. and Girl Scouts of Southwestern New York, Inc. is transferred to and vested in Girl Scouts of Western New York without reversion or impairment; and such transfer to and vesting in Girl Scouts of Western New

York shall be deemed to occur by operation of law, and no consent or approval of any other person shall be required in connection with any such transfer or vesting unless such consent or approval is specifically required in the event of merger by law or by express provision in any contract, agreement, decree, order, or other instrument to which Girl Scouts of Genesee Valley, Inc., Girl Scouts of Niagara County, Inc., Girl Scout Council of Buffalo and Erie County, Inc. and/or Girl Scouts of Southwestern New York, Inc. is a party or by which they are bound.

- (iii) Girl Scouts of Western New York is intended to and shall succeed to the rights of Girl Scouts of Genesee Valley, Inc., Girl Scouts of Niagara County, Inc., Girl Scout Council of Buffalo and Erie County, Inc. and Girl Scouts of Southwestern New York, Inc. to any gifts or bequests and all other sources of income.
- (iv) All funds held by Girl Scouts of Western New York which are attributable to Girl Scouts of Genesee Valley, Inc., Girl Scouts of Niagara County, Inc., Girl Scout Council of Buffalo and Erie County, Inc. and/or Girl Scouts of Southwestern New York, Inc. will continue to be used in conformity with the express written intent of the donors of such funds, if any such intent has been so expressed.
- (v) Girl Scouts of Western New York will assume all liabilities of Girl Scouts of Genesee Valley, Inc., Girl Scouts of Niagara County, Inc., Girl Scout Council of Buffalo and Erie County, Inc. and Girl Scouts of Southwestern New York, Inc.
- (vi) A proceeding pending by or against Girl Scouts of Genesee Valley, Inc., Girl Scouts of Niagara County, Inc., Girl Scout Council of Buffalo and Erie County, Inc. and/or Girl Scouts of Southwestern New York, Inc. may be continued as if the merger did not occur or Girl Scouts of Western New York may be substituted in the proceeding for the corporation whose existence ceased.
- (vii) Girl Scouts of Western New York shall continue, as appropriate, the charitable work currently being performed, pursuant to the authorized purposes, by Girl Scouts of Genesee Valley, Inc., Girl Scouts of Niagara County, Inc., Girl Scout Council of Buffalo and Erie County, Inc. and Girl Scouts of Southwestern New York, Inc.
- (viii) No member of the board of directors of Girl Scouts of Genesee Valley, Inc., Girl Scouts of Niagara County, Inc., Girl Scout Council of Buffalo and Erie County, Inc. and Girl Scouts of Southwestern New York, Inc. shall receive or keep anything of

monetary value owned by the former divisions as a result of the merger.

4. This Plan of Merger either has been or shall be approved by Girl Scouts of Genesee Valley, Inc., Girl Scouts of Niagara County, Inc., Girl Scout Council of Buffalo and Erie County, Inc. and Girl Scouts of Southwestern New York, Inc. in the manner provided by the applicable laws of the State of New York, and in accordance with their respective Certificate of Incorporation and Bylaws.

5. After approval by Girl Scouts of Genesee Valley, Inc., Girl Scouts of Niagara County, Inc., Girl Scout Council of Buffalo and Erie County, Inc. and Girl Scouts of Southwestern New York, Inc. in accordance with the manner set forth above, a Certificate of Merger shall be filed as required by the laws of the State of New York.

6. At any time prior to filing the Certificate of Merger, the respective boards of directors Girl Scouts of Genesee Valley, Inc., Girl Scouts of Niagara County, Inc., Girl Scout Council of Buffalo and Erie County, Inc. and Girl Scouts of Southwestern New York, Inc. are authorized to amend this Plan of Merger as permitted by law or to abandon this Plan of Merger. Non-substantive modifications to the Plan may be made by the Officers of Girl Scouts of Genesee Valley, Inc., Girl Scouts of Niagara County, Inc., Girl Scout Council of Buffalo and Erie County, Inc. and/or Girl Scouts of Southwestern New York, Inc. in order to effect the merger as intended.

7. Girl Scouts of Genesee Valley, Inc., Girl Scouts of Niagara County, Inc., Girl Scout Council of Buffalo and Erie County, Inc. and Girl Scouts of Southwestern New York, Inc. authorize the CRC and or committees formed by the CRC to proceed with the integration of programs activities and service prior to the effective date if deemed necessary and appropriate for the furthering of the mission activities of the constituent corporations.

8. All the properties buildings, offices and service centers of the constituent corporations to this agreement shall be in existence upon the Effective Date. All such properties shall be transferred to the Girl Scouts of Western New York for the use of all the Girl Scouts in the combined jurisdictions. As part of its strategic responsibility, the Board of Directors of the Girls Scouts of Western New York will evaluate all the properties and service centers to determine what will best serve all the girls in the newly defined jurisdiction.

9. The corporate address of the Girl Scouts of Western New York shall be: 500 Cambria Road, Lockport, New York 14094.

Form of Certificate of Incorporation to be adopted upon the filing of the Certificate of Merger for Girls Scouts of Niagara County, Inc. (the “surviving corporation”)

1. The name of the corporation is GIRL SCOUTS OF WESTERN NEW YORK, INC.

2. The purposes for which it is to be formed are to help girls to realize the ideals of womanhood, as a preparation for their responsibilities in the hope and service to the community, in the realization of this service, the fixing and maintenance of standards which will inspire the rising generation with the higher ideals of character, conduct and attainment; to emphasize the out-of-door life and to impart to girls a practical knowledge of health, home-making first aid work and handicraft; to promote activities which, through comradeship, will develop initiative, self-control, self-reliance and unselfish service to others.

3. The corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law and the corporation is a Type B corporation under Section 201 of the Not-For-Profit Corporation Law.

4. The office of the corporation is to be located in Niagara County, New York.

5. The following provisions are inserted for the regulation and conduct of the affairs of the corporation:

The corporation shall have and exercise any and all powers, rights and privileges which a corporation organized under the New York Not For Profit Corporation Law may now or hereafter have or exercise by law; provided, however, that:

- i. No part of the net earnings of the corporation shall inure to the benefit of any non-charitable member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no non-charitable member, trustee or officer of the corporation shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.
- ii. No part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall it in any manner participate or intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office; nor shall it engage in any transaction defined as “prohibited” under Section 503 of the Code.
- iii. Notwithstanding any other provision of this Certificate, the corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific or education purposes, as specified in

Section 501(c)(3) of the Code and shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code and by an organization, contributions to which are deductible under the Code.

- iv. In the event of termination, dissolution, or winding up of the corporation, its remaining assets, if any, shall be distributed only to the Girl Scouts of the United States of America, Inc., or its successors and assigns, or to one or more organizations described in Section 501(c)(3) of the Code. None of the income, property or assets of the corporation shall ever be distributed to or divided among any non-charitable member, officer, director, trustee, creator, organizer of or contributor to the corporation, nor ever be used for or inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Code.
- v. Notwithstanding any other provision of this Certificate, if at any time or times the corporation is a private foundation within the meaning of Section 509 of the Code, then during such time or times:
 - A. The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the corporation to tax under Section 4942 of the Code;
 - B. The corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code;
 - C. The corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Code;
 - D. The corporation shall not make any investments in such a manner as to subject the corporation to tax under Section 4944 of the Code; and
 - E. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.
- vi. Any references herein to any provision of the "Code" shall be deemed to mean such provision of the Internal Revenue Code of 1986 as now or hereafter existing, amended or superseded, as the case may be.

6. The management of the affairs of the corporation shall be vested in its board of directors, except as otherwise provided in this Certificate or in the By laws of the corporation.

7. Upon liquidation or dissolution of the corporation, whether voluntary or involuntary, after payment of all debts and liabilities of the corporation of whatsoever kind or nature, its remaining funds and other property and rights shall be distributed, granted, conveyed

and assigned to the Girl Scouts of the United States of America, Inc., or its successors and assigns, or to one or more organizations exempt from taxation under Section 501(c)(3), or any successor section, of the Code, such organization or organizations to be selected by the directors of the Corporation. In the event the directors fail to so select, the New York Supreme Court, Eighth Judicial District, shall select such organization or organizations.

8. The Secretary of State of the State of New York is designated as the agent of the corporation upon whom process against the corporation may be served, and the post office address to which the Secretary of State shall mail a copy of any such process served upon him is: 5000 Cambria Road, Lockport, New York 14094

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Girl Scouts of Western New York, Inc.

BYLAWS

July 1, 2008

Article 1 – THE COUNCIL

1.1 COUNCIL

The Council shall be known as the “Girl Scouts of Western New York”, Inc. and referred to herein as “the Council” a not-for-profit Council organized under the laws of the state of New York.

1.2 PURPOSE

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 (GSUSA) as stated in the Certificate of Incorporation.

1.3 MEMBERSHIP

1.3.1 All voting members shall be fourteen (14) years of age or older and be registered members of the Girl Scout movement.

1.3.2 Voting members of the Council shall consist of:

- a. Council Delegates from Representative Area;
- b. Members of the board of directors;
- c. Members of the Council Board Development Committee;
- d. National Council Delegates;
- e. Past Council Presidents of Girl Scouts of Western New York.

1.3.3 The Council shall have no greater than seventy-five (75) delegates based on a fair and equitable representation.

1.3.4 At no time may a voting member of the Council have more than one vote.

1.4 ELECTION, TERM AND VACANCIES

1.4.1 Each Representative Area shall be responsible for the election of Delegates and Alternates. Alternates may replace any Delegate within their Representative Area. Elections shall take place between January 1 and March 31. A roster of all Delegates and Alternates must be submitted to the Council by April 1.

1.4.2 Council Delegates must be registered members in good standing of the Girl Scouts of Western New York, Inc.

1.4.3 Council Delegates and Alternates shall be elected for a term of three (3) years. Delegates may serve two (2) consecutive terms of three (3) years or until their successors are elected and assume office. Delegates and Alternates are not eligible for re-election until one year has passed after their second term. If a vacancy occurs during a term, another Council Delegate or Alternate shall be elected to serve for the unexpired term.

1.4.4 Terms of office shall begin as of April 1.

1.5 RESPONSIBILITIES

- 1.5.1 The voting members of the Council shall elect:
 - a. The Officers of the Council;
 - b. The Directors-at-Large of the Council;
 - c. The Members of the Council Board Development Committee;
 - d. The National Council Delegates and Alternates.
- 1.5.2 Determine the general lines of direction for Girl Scouting locally by receiving and responding to reports of the board of directors and by giving guidance to the board.
- 1.5.3 Amend the Bylaws as needed.
- 1.5.4 Take all other action requiring membership vote.
- 1.5.5 Attend and participate in Council meetings and conduct such other business as may, from time to time, come before the members.

1.6 MEETINGS

- 1.6.1 Annual
The annual meeting of the Council shall be held in the month of May. Notice of time, place and purpose of the meeting, together with the slate of nominees for all offices or positions to be filled, pursuant to these Bylaws, shall be personally given or mailed to the address last made known in writing of each voting member of the Council not more than forty-five (45) days and not less than thirty (30) days before the meeting.
- 1.6.2 Special
 - a. Special meetings of the Council shall be called by the Chair of the Board within thirty (30) days from receipt of a written request by two-thirds (2/3) of the members of the board of directors, or by twenty-five percent (25%) of the voting members of the Council.
 - b. The purpose of such meetings shall be stated in the request. No business shall be transacted except that for which the meeting has been called.
 - c. Notice of time, place, and purpose of the meeting shall be sent to each voting member at the address last made known to the Council by the member. Notice must be given not more than thirty (30) days and not less than ten (10) days before the meeting.

1.7 NOMINATIONS FROM THE FLOOR

Nominations for any of the elected positions may be made from the floor at the annual meeting provided:

- a. the individual to be nominated has consented in writing to serve if elected;
- b. the nomination has been submitted to the Board Secretary at least seven (7) days before the convening of the annual meeting;
- c. the prospective nominee meets the qualifications for the office for which she/he is being nominated.

1.8 QUORUM

The quorum for the annual meeting shall be thirty-five (35) % of the voting members of the Council present in person or linked by telecommunications or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings.

Article 2 –ELECTION AND VOTING PROCEDURES

- 2.1 All matters shall be determined by a majority vote of the members unless otherwise provided by New York State Law or these Bylaws.
- 2.2 Election of officers, directors at large, Board Development Committee members, and National Council Delegates and Alternates shall occur by one of the methods listed below. Only one method may be used for an election; there shall not be a combination of voting methods used during an election.
- 2.3 The method of voting to be used during a particular election cycle shall be determined by the board of directors. The methods which may be used are:
 - a. at the annual meeting by members present in person or linked by telecommunications or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings; or
 - b. by mail ballot in accordance with the procedure established by the board of directors;
 - c. members shall be notified that the election will be held by mail ballot at least forty five (45) days prior to the annual meeting at which time the election results will be announced;
 - d. A majority of ballots cast by mail shall elect, provided that at least the number of members required for a quorum at the annual meeting shall have cast a ballot.

Article 3– PARTIAL TERMS

A person who has served more than half a specific term in an office, as that specific term is set forth in these Bylaws, shall be considered to have served the full term for the purpose of determining eligibility to serve additional terms in that office or other positions.

Article 4 – OFFICERS

- 4.1 The elected officers of the Council shall be the Chair, First Vice Chair, Second Vice Chair, Secretary and Treasurer.
- 4.2 **TERM OF OFFICE**
 - 4.2.1 The officers shall be elected in accordance with Article 2 of these Bylaws for a term of three (3) years or until their successors are elected and assume office.
 - 4.2.2 Terms of office shall begin at the close of the annual meeting.
 - 4.2.3 No individual shall serve more than two (2) consecutive terms in any one or combination of offices, except that an individual shall be eligible to serve two (2) consecutive terms in the office of Chair of the Board regardless of the number of consecutive terms the individual has served in any office or offices other than Chair of the Board.
 - 4.2.4 An officer who shall have served a half term or more in office shall be considered to have served a full term in office.
 - 4.2.5 No individual shall hold more than one office at a time.
- 4.3 **VACANCY IN OFFICE**
 - 4.3.1 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 term.

- 4.3.2 In the event of a vacancy in both the Chair of the Board and the First Vice Chair, the Second Vice Chair shall fill the position of Chair of the Board for the remainder of the unexpired term.

4.4 RESPONSIBILITIES 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, the Chair of the Board, and the adopted parliamentary authority.

- 4.4.1 The Chair of the Board shall:
- a. be the principal officer of the Council;
 - b. preside at all meetings of the Council, the board of directors, and the Executive Committee;
 - c. assure support by the board of directors for the Council's strategic direction and assure that the actions of the board of directors are implemented;
 - d. report to the Council and the board of directors as to the conduct and management of the affairs of the Council;
 - e. serve as ex officio member of all committees and task groups except the Board Development Committee;
 - f. appoint, under recommendation of the Board Development Committee, two (2) Senior Girl Scouts at least sixteen (16) years of age to participate in board of directors meetings. These appointees will have the privilege of the floor but not the privilege of the vote, and will serve for a term of one (1) year. The appointment shall occur at the Annual Meeting of the Council;
 - g. develop ad-hoc or special committees as needed, however, such committees shall cease to exist at the end of the term of the person who created them;
 - h. execute contracts and other instruments of authority as authorized by the board of directors
- 4.4.2 The First and Second Vice Chairs of the Board shall:
- a. have such powers and perform such duties as may be assigned by the Chair of the Board;
 - b. preside at meetings of the Council and board of directors in the case of vacancy, temporary absence or disability of the Chair of the Board, in order of rank.
- 4.4.3 The Secretary shall:
- a. ensure that proper notice is given for all meetings of the Council, the board of directors, and the executive committee;
 - b. ensure that minutes of all meetings of the Council, the board of directors, and the executive committee are kept;
 - c. have responsibility for the seal of the Council and ensure its safekeeping in a place designated by the board;
 - d. ensure that election ballots are secured, counted, and that results are reported to the membership;
 - e. execute contracts and other instruments of authority as authorized by the board of directors.
- 4.4.4 The Treasurer shall:
- a. provide effective stewardship and oversight of the Council's finances;
 - b. execute directives of the board of directors;
 - c. be an ex officio voting member of the finance committee;

- d. provide reports, financial statements, and other documents pertaining to the use and disbursement of assets of the Council;
- e. execute contracts and other instruments of authority as authorized by the board of directors.

Article 5 – BOARD OF DIRECTORS

5.1 COMPOSITION

The board of directors shall consist of the elected and ex officio officers of the Council and fifteen (15) directors-at-large. The board may, at its discretion, add any number of non-voting directors to assist the board in its deliberations. The terms of office, duties and method of selection of any non-voting directors shall be established by the board. The Chair of the Board Development Committee, if not already elected to the board of directors, shall be an ex officio voting member of the board of directors.

5.2 TERM OF OFFICE

- 5.2.1 The directors-at-large shall be elected in accordance with Article 2 of these Bylaws for a term of three (3) years or until their successors are elected and assume office.
- 5.2.2 Terms of office shall begin at the close of the annual meeting.
- 5.2.3 The term of office of one-third (1/3) of the directors-at-large shall expire at each annual meeting of the Council.
- 5.2.4 No individual shall serve more than two (2) consecutive terms as a director-at-large.
- 5.2.5 A member who shall have served a half term or more in office shall be considered to have served a full term in office.

5.3 CONFLICT OF INTEREST

The board of directors shall create and maintain a Conflict of Interest Policy covering disclosures required of Officers and Directors as to direct conflicts and potential conflicts of interest between individual Officers and Directors and the Council. The policy also must contain a method to reach a remedy for any conflicts. The board shall cause such policy to be reviewed annually and each Officer and Director shall sign a copy of the current policy along with any disclosures.

5.4 VACANCY IN OFFICE

A vacancy occurring in a position of director-at-large shall be filled by the board of directors for the remainder of the unexpired term.

5.5 POWER, AUTHORITY AND ACCOUNTABILITY

- 5.5.1 The board of directors shall have full power and authority over the affairs of the Council between meetings of the Council, except as otherwise provided in these Bylaws or by state statute.
- 5.5.2 The board of directors is accountable to:
 - a. 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;
 - b. the board of directors of GSUSA for compliance with the charter requirements;

- c. New York State for adherence to state law;
- d. the federal government in matters relating to legislation affecting not-for-profit, non-stock Councils.

5.5.3 The board of directors shall engage legal counsel to advise the Council on legal matters.

5.5.4 The board of directors shall set the agenda for annual and special meetings of the Council.

5.6 REMOVAL

Any Director may be removed, with or without cause at any time. Removal requires a vote of a majority of the board of directors at a special meeting called for that purpose. Proper notice must be given in writing ten (10) days prior to any meeting. The resulting vacancy will be filled in the manner specified in Section 5.4 of these Bylaws.

5.7 REGULAR MEETINGS

5.7.1 The board of directors shall hold at least four (4) regular meetings a year at such time and place as the board may determine.

5.7.2 Notice of the date, time, and place of each board meeting shall be given or mailed to each member of the board of directors at least ten (10) days prior to the meeting.

5.7.3 A majority of the board members then in office and present in person or linked by telecommunications or by means that all members participating in the meeting are able to hear one another and participate in the proceedings shall constitute a quorum for the transaction of business.

5.7.4 Each member of the board shall be entitled to one (1) vote, no members shall vote in more than one capacity.

5.7.5 Unless otherwise designated by state statute, the Certificate of Incorporation of the Council or these Bylaws, all matters shall be determined by a majority vote.

5.7.6 Proxy and/or absentee voting shall not be allowed.

5.8 SPECIAL MEETINGS

5.8.1 Special meetings will be called by the Chair of the Board when needed or by the Chair of the Board upon written request of at least twenty-five percent (25%) of the board members.

5.8.2 Notice of the date, time, place, and specific purpose of the meeting shall be given or mailed to each member of the board of directors at least five (5) business days prior to the meeting.

5.8.3 No business shall be transacted except for that which the special meeting has been called.

5.8.4 A majority of the board members then in office and present in person or linked by telecommunications or by means that all members participating in the meeting are able to hear one another and participate in the proceedings shall constitute a quorum for the transaction of business.

- 5.8.5 Each member of the board shall be entitled to one (1) vote, no members shall vote in more than one capacity.
- 5.8.6 Unless otherwise designated by state statute, the Certificate of Incorporation of the Council or these Bylaws, all matters shall be determined by a majority vote.
- 5.8.7 Proxy and/or absentee voting shall not be allowed.

Article 6 – COMMITTEES OF THE BOARD

The board of directors shall establish the following standing committees; Finance, Audit, Board Development, and CEO Performance. The board of directors or Executive Committee may establish standing committees, special committees and task groups as it deems necessary. Such committees shall have such name or names and responsibilities as determined by the board. Task groups and Ad-hoc committees formed by the Chair or Executive Committee will cease to exist at the end of the term of the person or committee that created them.

6.1 APPOINTMENT

- 6.1.1 The Chair of any committee shall be appointed by the Chair of the Board, subject to the approval of the board of directors.
- 6.1.2 Members of any 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.
- 6.1.3 At least two (2) members of any committee or task group shall be members of the board of directors.
- 6.1.4 Vacancies in any committee or task group shall be filled by the Chair of the Board.

6.2 EXECUTIVE COMMITTEE

6.2.1 COMPOSITION

The Executive Committee shall consist of the five (5) elected officers and two (2) directors-at-large who are appointed by the Chair. The Chief Executive Officer and the Chief Financial Officer shall serve as ex officio members with voice but without vote.

6.2.2 RESPONSIBILITIES

The Executive Committee shall exercise the authority of the Council board of directors between the meetings of the board, including developing ad-hoc or special committees as needed, however, such committees shall cease to exist at the end of the term of the person or committee who created them. The Executive Committee shall not:

- a. adopt the budget
- b. amend the Bylaws
- c. 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.

6.2.3 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.

6.2.4 MEETINGS

The Executive Committee shall meet as needed at the call of the Chair or upon written request of at least three (3) members of the Executive Committee. Notice of the date, time, and place of each meeting shall be provided two (2) days in advance of the meeting. In the case of an emergency, the notice requirement may be waived.

6.2.5 QUORUM.

A majority of the Executive Committee members then in office 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 shall constitute a quorum for the transaction of business.

6.3 BOARD DEVELOPMENT COMMITTEE

6.3.1 COMPOSITION

There shall be a Board Development Committee consisting of nine (9) members of whom two (2) shall be elected from the members of the board of directors and seven (7) shall be non-board members elected by the members. The CEO shall serve as an ex officio non-voting member of the committee.

6.3.2 ELECTION, TERM AND VACANCIES

- a. Members of the Board Development Committee shall be elected by the voting members of the Council for a term of three (3) years. No person shall be eligible for re-election to the Board Development Committee until after the lapse of one term (3 years) from the end of his/her previous term.
- b. Terms of office shall begin and expire at the close of the Annual Meeting of the Council at which the elections are held.
- c. The board of directors shall have the power to fill vacancies on the Board Development Committee. Members appointed by the board of directors shall serve until the next annual meeting.
- d. Any Board Development Committee member who is absent from three (3) entire meetings during a twelve (12) month period shall, at the discretion of the Chair in conjunction with the Officers of the Council, be considered to have resigned their position and the position shall be considered vacant.

6.3.3 SELECTION AND TERM OF CHAIR

- a. At its first meeting following the election, the committee shall elect from amongst its eligible members an individual to serve as Chair of the committee.
- b. An individual shall have served on the Board Development Committee for at least one (1) year In order to be eligible for election to the position of Chair.
- c. The term of office for Chair shall be one (1) year.
- d. No individual shall serve more than two (2) consecutive 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. In the event of a vacancy in the position of Chair, the committee shall elect a new Chair from its eligible members to serve the remainder of the term.
- f. An individual who shall have served a half term or more in the position shall be considered to have served a full term in the position.
- g. If not already a member of the board of directors, the Chair shall serve as an ex officio voting member of the board of directors with all the rights and responsibilities of other board members.

6.3.4 RESPONSIBILITIES

- 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, to include officers, directors-at-large, Board Development Committee members, and National Delegates and Alternates in accordance with time frames established.
- c. To develop in conjunction with the board of directors the following:
 - i. board orientation and education materials;
 - ii. board development materials;
 - iii. methods of identifying needed skills and talents for the Council board of directors and committees;
 - iv. methods for succession planning;
 - v. board annual self-assessment materials.
- d. To conduct board orientation and board development training sessions as needed and/or as directed by the board of directors.
- e. To provide the names of two (2) Senior Girl Scouts sixteen (16) years of age or older to the Chair for appointment to the board of directors. The appointment shall take place at the annual meeting and shall be for a term of one (1) year.

6.4 QUORUM

The quorum for meetings of any committee or task group shall be a majority of the members 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

Article 7– NATIONAL COUNCIL DELEGATES

7.1 ELIGIBILITY

Delegates and Alternates to the National Council of the GSUSA 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.

7.2 ELECTION, TERM AND VACANCIES

- 7.2.1 The Delegates and Alternates to whom the Council is entitled to elect to the National Council of GSUSA shall be elected in accordance with Article 2 of these Bylaws in agreement with the time frame established by GSUSA and shall serve a term of three (3) years or until their successors are elected and assume office.
- 7.2.2 The board of directors or executive committee shall fill National Council Delegate vacancies from among the elected Alternates. If there are not adequate Alternates to fill the National Council Delegate positions, the vacancies may be filled from amongst the eligible members of the Council.

7.3 RESPONSIBILITIES

- 7.3.1 National Council Delegates shall:
 - a. attend regular and special meetings of the Council and National Council;
 - b. be voting members of the Council and the National Council;
 - c. inform the Council of agenda items before and after the National Council;
 - d. any other duties as assigned.

Article 8 – CHIEF EXECUTIVE OFFICER

8.1 APPOINTMENT

The Chief Executive Office (CEO) shall be appointed by the board of directors of the Council to serve at its pleasure and shall attend all board meetings.

8.2 RESPONSIBILITIES

- 8.2.1 Provide leadership for developing a vision and strategy that focuses on the continued growth and effectiveness of the Council.
- 8.2.2 Act as the chief administrator for the Council and manage all operations.
- 8.2.3 Provide advice and assistance to the Council, board of directors, Chair, Officers, committees and task groups.
- 8.2.4 Administer the policies as set forth by the board of directors and GSUSA.

Article 9 – INDEMNIFICATION

A Council, by action of its board of directors, may indemnify or agree to indemnify any board member, officer, or employee of the Council against expenses, judgments, decrees, fines, penalties, or amounts paid in settlement in connection with defense of any pending or threatened action, suit, or proceeding, criminal or civil, to which any of the above-named individuals is or may be made a party by reason of being or having been such board member, officer, or employee. The indemnification may be agreed to, provided a determination is made by counsel for the Council or, in the absence of such a determination, by an impartial quorum of the board of directors that:

- a. the board member, officer, or employee in question was not, and has not been, adjudicated to have been negligent or guilty of misconduct in the performance of duty to the Council in which the position of the board member, officer, or employee was held;
- b. that such individual acted in good faith in what that person reasonably believed to be in the best interest of the Council;
- c. that in any matter the subject of a criminal action, suit, or proceeding, such individual had no reasonable cause to believe that her/his conduct was unlawful.

Article 10 – WAIVER OF NOTICE

Whenever any notice is required to be given by these Bylaws or any of the corporate laws of the State of New York, such notice may be waived in writing, signed by the person or persons entitled to said notice, whether before, at, or after the time stated therein, or before, at, or after the meeting.

Article 11 – FIDUCIARY RESPONSIBILITY

It shall be the policy of the Council that the board of directors shall assume and discharge full responsibility with respect to all funds held or administered by the Council.

11.1 CONTRIBUTIONS

Any contributions, bequests, and gifts made to the Council shall be accepted or rejected consistent with policies established by the board of directors.

11.2 FISCAL AGENTS

The Council may designate such fiscal agents, investment advisors and custodians as the board of directors may select by resolution. The board of directors may at any time, with or without cause, discontinue the use of the services of any such fiscal agent, investment advisor, or custodian.

11.3 INVESTMENTS

The Council will assure that no funds, whether owned by the Council or vested in a trust for the benefit of the Council, are invested or reinvested in such a manner that jeopardizes carrying out the purpose or mission for which the Council is organized.

11.4 FINANCIAL POLICIES

The board of directors shall establish financial policies and parameters which shall be applied:

- a. by the CEO in budgeting for and administering Council operations,
- b. by the board of directors in monitoring the budgeted and actual income and expenditures of the Council.

11.5 BUDGET RESPONSIBILITY

Through its board of directors and CEO, the Council will create and adopt an annual budget. No expenditures will be incurred in excess of the total budget appropriations without prior approval of this body.

11.6 BOOKS OF RECORD, AUDIT AND PUBLICATION

11.6.1 Not later than six (6) months after the close of each fiscal year of the Council the records and books of account will be audited by an independent certified public accountant retained by the board of directors in such a manner as may be deemed necessary or appropriate.

11.6.2 The Council will keep at its corporate headquarters:

- a. records of all proceedings of the board of directors, and committees
- b. all financial statements of the Council
- c. the Certificate of Incorporation and Bylaws of the Council and all amendments; and
- d. other records and books of account necessary and appropriate to the conduct of the corporate business

11.7 FISCAL YEAR

The fiscal year of the Council will be from October 1 to September 30 of each year.

11.8 BONDING

The Council will obtain bond on such people and in such amounts as may from time to time be deemed necessary by the board of directors.

11.9 PROPERTY

Title to all property shall be held in the name of the Council, Girl Scouts of Western New York, Inc.

Article 12 – PARLIMENTARY AUTHORITY

Roberts Rules of order shall be the parliamentary authority of the Council.

Article 13 – AMENDMENTS

13.1 BYLAWS

The Bylaws may be amended:

- a. by the voting members of the Council by a two-thirds (2/3) vote of the votes cast or by a majority (51%) of all members of the Council. A vote on amending the Bylaws by the members of the Council must take place at a meeting of the members of the Council when a quorum is present in person or linked by telecommunications or other electronic conference means and the meeting is properly noticed and constituted; or
- b. by the Board of Directors by a two-thirds (2/3) vote at any regular or special meeting, a quorum being present in person or linked by telecommunications or other electronic conference means and the meeting is properly noticed and constituted, and further provided that any such amendment to these Bylaws so considered may not alter the governance structure of the Corporation.

13.2 CERTIFICATE OF INCORPORATION

The Certificate of Incorporation may be amended by the Board of Directors by a two-thirds (2/3) vote of the whole number of directors at any regular or special meeting a quorum being present in person or linked by telecommunications or other electronic conference means and the meeting is properly noticed and constituted, and further provided that any such amendment to the Certificate of Incorporation so considered may not alter the governance structure of the Corporation.

The Girl Scouts of Western New York, Inc

PROCEDURE FOR IMPLEMENTATION OF BOARD POSITIONS

Election procedures to accomplish transition beginning July 1, 2008

	<u>FIRST TERM</u>	<u>SECOND TERM</u>
Chair	July 2008 / May 2011	May 2011 / May 2014
1st Vice Chair	July 2008 / May 2010	May 2010 / May 2013
2nd Vice Chair	July 2008 / May 2009	May 2009 / May 2012
Treasurer	July 2008 / May 2011	May 2011 / May 2014
Secretary	July 2008 / May 2010	May 2010 / May 2013
Members at Large:		
Five (5) Members	July 2008 / May 2011	May 2011 / May 2014
Five (5) Members	July 2008 / May 2010	May 2010 / May 2013
Five (5) Members	July 2008 / May 2009	May 2009 / May 2012

Girl Scouts of Western New York

Officers, Directors-at-Large and Board Development Committee

Effective on July 1, 2008

OFFICERS:

Chair	Mary Worboys-Turner- Term- July 2008 / May 2011
1st Vice Chair	Kevin Connor- Term- July 2008 / May 2010
2nd Vice Chair	Bette Stonebraker – Term- July 2008 / May 2009
Treasurer	Michael Osika- Term- July 2008 / May 2011
Secretary	Lisa Yaggie -Term - July 2008 / May 2010

DIRECTORS-AT-LARGE:

Monique Crawford	Term-July 2008/May 2009
Patricia Metz	Term-July 2008/May 2011
Olivia Robinson	Term-July 2008/May 2010
Patrice Sampson-Bouchard	Term-July 2008/May 2010
Georgiana Prince	Term-July 2008/May 2010
Laura Mullin	Term-July 2008/May 2011
Paula Snyder	Term-July 2008/May 2010
Lisa Lane-Gniewecki	Term-July 2008/May 2011
Howard Morgan	Term-July 2008/May 2010
Judy Maness	Term-July 2008/May 2011
Judy Penzotti	Term-July 2008/May 2011
Doug Sosnowski	Term-July 2008/May 2009
John Giardino	Term-July 2008/May 2009
Sharon D. Randaccio	Term-July 2008/May 2009
Don Erb	Term-July 2008/May 2009

BOARD DEVELOPMENT COMMITTEE:

Jan Ferry Axman
 Kathleen Conklin
 Evelyn L Kerney
 Karen Langdon
 Valerie E. Pillo
 Andrew W. Goodell
 Sylvia Stenander

Note: On or after the effective date, the Board of Directors will select two (2) individuals to serve on the Board Development Committee for a total of nine (9) members.