



## AMENDED AND RESTATED BYLAWS

### ARTICLE I – CORPORATE IDENTITY

Section 1.1. Name. The name of this corporation shall be Girl Scouts of California's Central Coast (hereinafter the "Council," "GSCCC," or the "Corporation"). The Girl Scouts of California's Central Coast is a nonprofit corporation organized under the statutes of the State of California and recognized as tax-exempt under Section 501(c)(3) of the Internal Revenue Code.

Section 1.2. Mission. Girl Scouting builds girls of courage, confidence and character, who make the world a better place. Girl Scouts of California's Central Coast makes it easy, meaningful and fun for girls and volunteers to grow as leaders.

Section 1.3. Purpose. The Council purpose shall be defined in the Articles of Incorporation and to make available the girls under its jurisdiction within the state of California the program, practices, and standards of Girl Scouting as offered by the Girl Scouts of the United States of America, referred to as GSUSA.

### ARTICLE II – CORPORATE STRUCTURE

Section 2.1. Corporate Structure. The Council is a directorship corporation and all corporate rights of the Council rest with the Board of Directors of the Council (the "Board"). The Board is self-perpetuating in the manner provided for in these bylaws ("Bylaws").

Section 2.2. Principal Place of Operations and Business Office. The principal place of operations and business office is the Corporate Headquarters, 1500 Palma Drive, Suite 110, Ventura, CA 93003. The Corporation may have other offices in California as the Board may designate or as the affairs of the Corporation may require from time to time.

Section 2.3. Fiscal Year. The fiscal year of the Council shall end on September 30 of each year.

Section 2.4. Membership in the Girl Scout Movement. The Council shall register members of the Girl Scout Movement according to the policies and directives of the Girl Scouts of the United States of America ("GSUSA").

### ARTICLE III – BOARD OF DIRECTORS

Section 3.1. Members of the Board of Directors. There shall be a Board of Directors that shall consist of no fewer than 10 and no more than 15 members (each such member, a “Director”), including Board Officers (as defined below).

Section 3.2. General Powers and Responsibilities. The Board shall have power over and control and ultimate responsibility for the business affairs and all matters of the Council, including:

- a. **Governance Accountability:** provide strategic leadership and direction, stewardship of Girl Scouting in California’s Central Coast; prepare for and attend all Board and assigned Committee meetings; and carry out the duties assigned to the Board pursuant to these Bylaws.
- b. **Executive Leadership:** employ, supervise, evaluate and remove the Chief Executive Officer (“CEO”) of the Council.
- c. **Stewardship:** promote the Girl Scouts mission and brand and ensure the achievement of the Girl Scout Mission.
- d. **Policy Development and Oversight:** establishes and monitors the enforcement of major policy matters.
- e. **Financial Oversight:** preserve the financial integrity of the Council by reviewing financial records; adopting policies and guidelines that govern the acquisition and allocation of resources to support strategic priorities; approving the annual budget; develop internal controls over financial transactions and approve and support fund development plans.
- f. **Strategic Leadership:** provide strategic leadership and direction; with the assistance of the CEO, formulate major strategic thinking, long and short-term goals, and vision statements for the council as a whole.
- g. **Fundraising:** raise funds for the Council’s operations and properties.

Section 3.3. Qualifications. All Directors shall be members of the Girl Scout Movement and residents of or work within California’s Central Coast.

Section 3.3.1. Elected from Slate. All Directors shall be elected from a slate of nominees prepared by the Board Development Committee in accordance with the process prescribed in Section 8.2, BOARD DEVELOPMENT COMMITTEE of these Bylaws.

Section 3.4. Terms of Office. The term of office for a Director shall be two years, or until his or her successor is elected and assumes office or until his or her earlier death, resignation or removal. The term of office shall begin at the Annual Meeting of the Board as defined in Article IV, Section 4.1, ANNUAL MEETING. The election of new Directors to fill open seats shall take place at the board meeting in the first quarter of the fiscal year to provide sufficient time for new Directors to complete an orientation process prior to beginning their term of office at the Annual Meeting. Incumbent Directors shall be re-elected at the Annual Meeting.

Section 3.4.1. Staggered Terms. Terms of office shall be staggered so that approximately one-half of the terms expire each year.

Section 3.4.2. Consecutive Terms. Director shall not serve more than three consecutive terms. Upon serving three consecutive terms, a Director may not be reelected to the Board for a period of at least one year before being considered for election to another term, unless elected to an Officer position.

Section 3.4.3. Full Term. For purposes of this Section, a Director who has served more than one-half of a term shall be considered to have served a full term.

Section 3.5. Vacancies. Any vacancy on the Board that occurs prior to the end of an elected term shall be filled for the remaining portion of that term by a majority vote of the Board then in office, except as follows. If the Board determines it is in the best interests of GSCCC not to fill a vacancy, a vacancy will not be filled; provided, the total number of unfilled Board vacancies does not exceed the minimum number of Directors (10) required by these Bylaws, and the Board records this decision at a Board meeting. The candidate(s) for any vacancy shall be nominated by the Board Development Committee. Any Director so elected shall begin his or her term upon election by the Board and shall hold office for the remaining portion of the term of that directorship or until his or her successor is elected and assumes office in accordance with the process prescribed in Section 8.1 BOARD DEVELOPMENT COMMITTEE of these Bylaws.

Section 3.6. Resignations. Any Director may resign at any time by giving written notice to the Chairperson or Secretary of the Board. A resignation sent via E-Mail to either the Chairperson or Secretary of the Board is effective written notice. The resignation of any Director shall take effect at the time specified therein and the acceptance of such resignation shall not be necessary to make it effective.

Section 3.7. Compensation of the Board of Directors. Directors shall serve without compensation except that out-of-pocket expenses may be reimbursed according to the policies and guidelines for expense reimbursement as established by the Board of Directors.

Section 3.8. Removal of Directors. Any Director may be removed with or without cause at any time by a vote of a majority of the Directors then in office at a special meeting of the Directors called for that purpose. Notice of such special meeting shall be given in accordance with the procedures set forth in Section 4.4 NOTICES of these Bylaws.

Section 3.8.1. Declaration of Vacancy. When any Director fails to attend three consecutive meetings of the Board and such absences are unexcused, the Board shall declare the directorship vacant.

Section 3.8.2. Removal from Office. If a Director who is also serving as a Board Officer is removed as provided in this Section, the Director shall also be removed from such Board Office by virtue of his or her removal from the Board.

#### **ARTICLE IV – MEETINGS AND QUORUM OF THE BOARD**

Section 4.1. Annual Meeting. Within the third quarter of the fiscal year, the Annual Meeting of the Board shall be held for the purpose of installation of new Directors, re-election of incumbent Directors, election of Board Officers of the Council and any other business or transactions as shall come before the Board.

Section 4.2. Regular Meetings. There shall be at least four meetings of the Board each year, one of which may be the Annual Meeting. The meetings shall be held at such time and place as the Board may determine. From time to time, meeting sites shall be moved throughout the six counties comprising the council at the discretion of the Board.

Section 4.3. Special Meetings. Special meetings of the Board may be called by the Board Chairperson or upon written request of 8 (eight) Directors pursuant to these Bylaws.

Section 4.4. Notices.

Section 4.4.1. Regular Meetings. Written notice stating the place, date, and hour of any Annual or regular meetings shall be given not less than 14 days prior to any such Annual or regular meeting date.

Section 4.4.2. Special Meetings. Notice stating the place, date, hour, and purpose of a special meeting shall be given (i) in the case of notice provided in person or by telephone, facsimile, email, other electronic transmission or any other form of wire or wireless communication electronic means, not less than 48 hours prior to any such special meeting date, and (ii) in the case of notice provided by mail or private carrier, not less than five days prior to any such special meeting date.

Section 4.4.3. Manner of Notice. Any notice not otherwise required to be written pursuant to subsection (a) of this Section but required by law or by these Bylaws to be given may be given in person; by telephone, facsimile, E-mail, other electronic transmission or any other form of wire or wireless communication; by mail or private carrier.

Section 4.5. Quorums.

Section 4.5.1. Regular Meetings. Except as otherwise provided by statute or by these Bylaws, a majority of the Directors shall be required to constitute a quorum for the transaction of business at any regular Board meeting, and the act of a majority of the Directors present at any meeting, at which a quorum is present, shall be deemed the action of the Board.

Section 4.5.2. Special Board Meetings. Special board meetings require a quorum of two-thirds of all duly qualified and seated Directors.

Section 4.5.3. Amendments of the Bylaws. Amendments to these Bylaws require a vote of not less than two-thirds of all duly qualified Directors.

Section 4.6. Board Meetings Other than in Person.

Section 4.6.1. Meetings by Telephone. Directors of the Board may participate in a meeting by means of conference telephone or similar communications equipment by which all persons participating can hear each other and be heard at the same time. Such participation will constitute presence in person at the meeting.

Section 4.6.2. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if each Director, in writing, either (i) votes for such action, (ii) votes against such action, or (iii) abstains from voting and waives the right to demand that notice of a meeting be given or that a meeting be held. E-Mail transmission of such actions constitutes "in writing" for purposes of this section. Action is taken under this subsection only if two-thirds of the Directors then in office affirmatively vote for such action. Any action taken under this subsection has the same effect as action taken at a meeting of the Board and may be described as such in any document. Any action taken under this subsection will be effective when the last writing necessary to effect the action is received by the Chairperson unless the writings describing the action taken set forth a different date. Any writing described in this subsection may be delivered by hard copy or electronic facsimile. Any signed written instruments pursuant to actions with regard to this subsection shall be filed with the minutes of the Board.

Section 4.6.3. Presumption of Assent. A Director who is present at a meeting of the Board at which action on any Board matter is taken shall be presumed to have assented to the action taken unless:

- a. such Director's dissent shall be entered in the minutes of the meeting;
- b. the Director files a written dissent to the action with the person acting as the Secretary of the meeting before the adjournment of the meeting or forwards such dissent by registered mail to the Board Secretary within 24 hours of adjournment of the meeting.

Section 4.7. Proxies. Voting by proxies shall not be permitted.

## **ARTICLE V – BOARD OFFICERS**

Section 5.1. Board Officers. The Board shall have the following officers selected from among its members pursuant to Section 5.2 ELECTION OF BOARD OFFICERS of these Bylaws: Chairperson of the Board, Vice Chairman, Vice Chairman of Membership, Secretary of the Board, and Treasurer of the Board, hereinafter referred to as “Board Offices” and “Board Officers.”

Section 5.2. Election of Board Officers. The Chairperson, Vice Chair, Vice Chairman of Membership, Secretary, Treasurer, shall all be members of the Board and elected by the members of the Board at the Annual Meeting from a single slate of candidates provided by the Board Development Committee.

Section 5.3. Terms of Board Officers.

Section 5.3.1. Full Terms. The term of office of each Board Officer shall be two years, or until his or her successor is elected and assumes office or until his or her earlier death, resignation or removal. A Board Officer may serve no more than three consecutive terms of any single office. The Chairperson may serve a maximum of three consecutive terms in the office of Chair, regardless of the number of consecutive terms served in other offices. Terms of office shall begin at the close of the Annual Meeting of the Board.

Section 5.3.2. Partial Terms. A person who has served more than one-half of a term as a Board Officer shall be considered to have served a full term for the purpose of determining eligibility to serve additional terms.

Section 5.4. Vacancies. If a vacancy occurs in any Board Office, other than that of Chairperson, a replacement shall be nominated by the Board Development Committee and elected by the Board to serve from the time of election until the next Annual Meeting. The election shall occur at the next regular Board meeting following the vacancy; or, in the case of exigent circumstances, before the next regular Board meeting. In the case of a vacancy in the office of Chairperson, the Vice Chair shall succeed to serve the unexpired term.

Section 5.5. Removal of a Board Officer. A Board Officer may be removed from office with or without cause at any time by a vote of a majority of the Directors then in office at a special meeting of the Directors called for that purpose. Notice of such special meeting shall be given in accordance with the procedures set forth in Section 4.4 NOTICES of these Bylaws.

Section 5.5.1. Declaration of Vacancy. When any Officer fails to attend three consecutive meetings of the Board and such absences are unexcused, the Board shall declare the office vacant.

Section 5.6. Duties of the Board Officers.

Section 5.6.1. Chairperson. The Chairperson shall preside at all meetings of the Board; be responsible for ensuring that the direction and the actions given by the Board are carried into effect; appoint a secretary pro-tem in the absence of the Secretary; an *ex-officio* member, with vote, of all Board-appointed committees and task groups with the exception of Board Development Committee; and perform other related duties as are prescribed by these bylaws or the parliamentary authority, and/or assigned by the Board.

Section 5.6.2. Vice Chair. The Vice Chair shall assist the Chairperson in duties as assigned; perform the duties of the Chairperson in the event of temporary absence or disability; succeed to the Chairperson upon completion by the Chairperson of his/her term; and in the event of a vacancy in the office of Chairperson occurring before expiration of the Chairperson's full term, succeed upon that event or vacancy; and perform other related duties as are prescribed by these Bylaws or the parliamentary authority, and/or assigned by the Chairperson or the Board.

Section 5.6.3. Vice Chairperson of Membership. The Vice Chairperson of Membership shall be assigned Chairperson of the Membership Connection Committee as described in Section 8.2 MEMBERSHIP CONNECTION COMMITTEE of these Bylaws; and perform other related duties as are prescribed by these Bylaws or the parliamentary authority, and/or assigned by the Chairperson or the Board.

Section 5.6.4. Secretary. The Secretary will be responsible for ensuring that (i) all notices of the meetings of the Board; (ii) the minutes of all such meetings are kept; (iii) for the custody of the corporate books, records, and files; and (iv) perform other related duties as are prescribed by these Bylaws or the parliamentary authority, and/or assigned by the Chairperson or the Board.

Section 5.6.5. Treasurer. The Treasurer will create, implement and monitor a set of fiscal and budgetary policies designed to protect the financial health of the Council. The Treasurer will be (i) ensure the care and custody of all the funds, securities, evidence of indebtedness and property of the Council; (ii) monitor disbursements as authorized by the Board; (iii) report on the receipt, use, and disbursement of all assets of the Council; (iv) serve as Chairperson of the Finance

Committee; and (v) perform other related duties as are prescribed by these Bylaws or the parliamentary authority, and/or assigned by the Chairperson or the Board.

Section 5.7. Resignation of Board Officers. Any Board Officer may resign from such office at any time by giving written notice to the Chairperson or Secretary of the Board. A resignation when composed and sent via E-Mail to the Chairperson or Secretary of the Board constitutes written notice for purposes of this provision. The resignation of any Board Officer shall take effect at the time specified therein and the acceptance of such resignation shall not be necessary to make it effective.

## **ARTICLE VI - CORPORATE OFFICERS**

Section 6.1. Chief Executive Officer ("CEO"). The Board shall employ a CEO. The CEO is an invited guest, without vote, of the Board of Directors and shall have the right to speak at any meeting and address the Board.

Section 6.2. Duties. CEO shall have the responsibility for the operational functions of the Council and be responsible for administering the total operations of the Council; have other powers and perform other related duties as from time to time assigned, through the Chairperson, by the Board; and have the authority to employ and release all employed staff of the Council in accordance with council policies.

Section 6.3. Other Corporate Officers. The CEO may appoint such other officers, staff members and agents of the Council as he or she deems advisable, who shall hold their office for such terms and shall exercise and perform such powers and duties as shall be determined from time to time by the CEO. Such officers may include a Chief Financial Officer, Vice Presidents, or any other officers the CEO deems appropriate. Such officers, staff members and agents shall report to the CEO or to such other person(s) as may be designated by the CEO.

## **ARTICLE VII – NATIONAL COUNCIL DELEGATES**

Section 7.1. Delegates, whom the Council is entitled to elect to the National Council of the GSUSA, shall be elected by the Board as soon as possible after GSUSA notifies the council of the official membership number and formula for determining the number of National Council Delegates to which the council is entitled. The Board Development Committee shall submit a slate of names to the Board for consideration in the number of Delegates allowed by GSUSA. The Board shall have the power to fill vacancies in Delegates until the next meeting at which Delegates are to be elected. Delegates shall be citizens of the United States of America; shall be elected from the active members of the Girl Scout Movement who are 14 years of age or over and who are registered through the corporate registration process and are in good standing with GSUSA;



and shall serve for a term of three years from the date of their election, or until their successors are elected. Delegates may, if elected, serve successive terms without limitation.

## **ARTICLE VIII – COMMITTEES**

Section 8.1. Board Development Committee. The Board shall elect members to the Board Development Committee, which is a Standing Committee of the Board each year at the Annual Meeting of the Board from a slate of nominees prepared by the Board Development Committee (“BDC”). Additional nominees may be presented to the Secretary of the Board no later than three days prior to the date of the meeting at which the Board Development Committee is to be elected. The BDC shall consist of the following:

Section 8.1.1. Members and Terms. The number of BDC members shall be no fewer than five and no more than nine members. Effort shall be made to ensure geographical representation on the BDC, and the following:

- a. The CEO shall serve as a non-voting member of the BDC.
- b. The term of office for BDC members shall be two years, not to exceed three consecutive terms. Terms of BDC members shall be divided, as equally as possible, into staggered terms.
- c. The BDC Chairperson shall be nominated by the BDC and elected by the Board at the Annual Meeting to a two-year term.

Section 8.1.2. Vacancies. Vacancies on the BDC shall be filled by appointment by the Chairperson of the Board with Board approval for the unexpired portion of the vacated term. An appointed member of the BDC who has served less than one-half of a term shall be eligible for election to a full term following completion of the partial term. The council region representation on the BDC shall be preserved as much as possible when vacancies are filled by appointment.

Section 8.1.3. Role. The role of the BDC may be from time to time altered or assigned by the Board but may include: soliciting and recruiting candidates for all elected positions of the Council; providing a slate of candidates for available seats and Board Officer positions; providing a slate of candidates for the National Delegates of the Council; and collaborating with the Board on Board orientation and education, Board development; identifying talent for Board and committee members; succession planning; and assessment of Board functioning.

Section 8.2. Membership Connection Committee. There shall be a standing Membership Connection Committee (“MCC”) appointed by the Board of Directors. The Chairperson shall be a

Director, nominated by the BDC and elected by the Board at the Annual Meeting. The MCC Chairperson shall serve as an Officer of the Corporation. The Chairperson will be responsible for facilitating strategic and operational input to the Council, and providing the stakeholders of the Council with access to the Council's decision makers. The MCC shall serve as the Board's connection to the members of the Girl Scout Movement.

Section 8.2.1. Obligations to the Board. The MCC shall serve as an advisory team providing strategic input to the Board and operational input to the CEO; seek input from throughout the jurisdiction of the Council in developing, monitoring and evaluating the Council's strategic plan; ensure that two-way communication with active feedback mechanisms between the Board and appropriate staff and constituents are in place and to provide opportunities for the Council's stakeholders to give input to the decision makers regarding the Council's strategic plan and to celebrate achievements.

Section 8.2.2. Members. The MCC shall be comprised of the following members:

- a. No fewer than three adult representatives from each of the six counties of the Council (the "MCC Members-at-Large"), who shall be appointed by the Directors at the Annual Meeting. Efforts may be made to ensure that MCC representation reflects the distinct communities within each region, age diversity and all racial/ethnic and socio-economic populations within the state.
- b. A staff liaison, appointed by the CEO, to serve as the staff liaison to the MCC.
- c. No fewer than two and no more than six girls, determined by the Board, and who shall be appointed by the Board (the "Girl MCC Members").
- d. the CEO, who shall be a non-voting member of the MCC.

Section 8.2.3. Terms & Qualifications. The MCC Members-at-Large shall serve three-year terms beginning at the Annual Meeting in which they were appointed or until their resignation from the MCC, if earlier. As much as possible, terms shall be staggered so that one-third of the MCC's terms expire each year.

- a. MCC Members-at-Large may serve three consecutive terms as MCC Members at-Large, and may be re-appointed to the MCC as an MCC Member-at-Large following any one-year absence from the MCC.
- a. Girl MCC Members must be at least 14 years of age.

- d. At least 20% of National Council Delegates shall be nominated by the Board Development Committee from among Members-at-Large of the Membership Connection Committee.

Section 8.2.4. Duties. The MCC shall provide input, direction and influence over major policy issues; receive a report of actions from meetings of the Board; submit to the BDC, for consideration, nominees for the MCC, for the BDC, for National Council Delegates, and for the Board.

Section 8.3. Board Committees. The Board may establish standing committees, special committees, and/or task groups, as the Board shall deem necessary or appropriate, which will operate under the general supervision of the Board of Directors. Once formed, the Chairperson shall appoint one or more Directors and/or others to serve any such committee. Any such committee shall have the authority designated in the charter establishing such committee. Notwithstanding the foregoing, no committee shall have the authority to: (a) authorize distributions; (b) elect, appoint, or remove any Director; (c) amend the Articles of Incorporation; (d) adopt, amend or rescind these bylaws; (e) approve a plan of merger; or (f) approve a sale, lease, exchange, or other disposition of any of the Council's property. The Board may establish any requirements for the governance of such committees that comply with these Bylaws and applicable law.

#### Section 8.3.1. Appointment to Board Committees

- a. The chair of any standing committee, task group, or ad-hoc committee shall be appointed by the Chair of the Board, subject to 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. At least one(1) member of any committee or task group shall be members of the Board of Directors, one of whom will serve as Chair of the committee.
- d. Appointments to committees and task groups shall be for the time specified in the committee charter approved by the Board of Directors.
- e. Vacancies in any committee or task group shall be filled by the Chair of the Board and approved by the Board of Directors.

#### Section 8.4. Committee Meetings Other Than In Person.

Section 8.4.1. Meetings by Telephone. Committee members may participate in a meeting by means of conference telephone or similar communications equipment by which all persons

participating can hear each other and be heard at the same time. Such participation will constitute presence in person at the meeting.

Section 8.4.2. Action Without a Meeting. Any action required or permitted to be taken at a committee meeting may be taken without a meeting if each committee member, in writing, either (a) votes for such action, (b) votes against such action, or (c) abstains from voting and waives the right to demand that notice of a meeting be given or that a meeting be held. Action is taken under this subsection only if two-thirds of the committee members affirmatively vote for such action. Any action taken under this subsection has the same effect as action taken at a committee meeting and may be described as such in any document. Any action taken under this subsection will be effective when the last writing necessary to effect the action is received by the committee Chairperson unless the writings describing the action taken set forth a different date. Any writing described in this subsection may be delivered by hard copy, electronic facsimile or by E-mail transmission. Any signed written instruments pursuant to actions with regard to this subsection shall be filed with the minutes of the committee.

Section 8.5. Committee Quorum. A majority of the members of each Committee shall constitute a quorum of the Committee for purposes of transacting Committee business.

Section 8.6. Committee Appointments. Committee appointments and re-appointments shall be done at the time of the Annual Meeting.

## **ARTICLE IX – FINANCE**

Section 9.1. Fiscal Year. The Fiscal Year of the council shall be October 1 through September 30.

Section 9.2. Contributions. Any contributions, bequests, devises, and gifts for the purpose of Girl Scouting within the council shall be accepted and collected by the Chief Executive Officer as authorized by the Board of Directors.

Section 9.3. 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 9.4. 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 9.5. Insurance. The council shall carry such insurance as the council board shall deem appropriate to protect the council from loss due to employee and/or volunteer dishonesty or negligence.

Section 9.6. Budget. The council board shall approve the annual operational and capital budgets. No expenses in excess of \$10,000 or 10% of budgeted line item, shall be incurred in the name of the council in excess of the budgeted amount without prior approval of the council board.

Section 9.7. Property. Title to all property shall be held in the name of the council.

Section 9.8. Annual Report. The annual report shall be made available to attendees of the Council's Annual Meeting, and posted on the council's website for public review. Copies of the report shall be kept on file in the principal office of the Council for examination by others with valid purpose. The report shall include: assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year; the principal changes in assets and liabilities, including trust funds, funding the fiscal year; the revenue or receipt of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year; the expenses or disbursements of the organization, for both general and restricted purposes, for the fiscal year; and other information required by the California Nonprofit Public Benefit Corporation Law. A summary report of the financial condition of the council shall be presented to the membership at the Annual Meeting.

Section 9.9. Audits. An independent certified public accountant shall be retained by the Council Board to perform an annual audit of the financial statements of the Council. A report of the audit shall be submitted to the Council Board and to GSUSA.

Section 9.10. Legal Counsel. Upon request of the Council Board or the Chair of the Board, or any officer acting in the place of the Chair, independent counsel shall be consulted with respect to federal and state requirements any contracts or other business of the Council, any official statements developed for the press or media, or any other issues deemed appropriate.

Section 9.11. Investments. The funds of the Council shall be invested in accordance with the policy established by the Council Board or by a duly authorized Board Investment Committee appointed by the Council Board for such purpose. The duly authorized Board Committee may oversee Council investments so long as periodic reports are consistently made to the Council Board of Directors for review and approval.

Section 9.12. 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.

## **ARTICLE X – BOOKS OF RECORD, AUDIT, FISCAL YEAR**

Section 10.1. Books and Records. All records of the Council shall be open for Directors at any reasonable time. The Board shall cause to be kept:

- a. Records of all proceedings of the Board, and committees thereof;
- b. All financial statements of the Council;
- c. Articles of Incorporation and bylaws of the Council and all amendments or restatements thereof; and
- d. Such other records and books of account as shall be necessary and appropriate to the conduct of the corporate business.
- e. All such other records as required by law.

Section 10.2. Audits and Publication. The Board shall cause the records and books of account of the Council to be audited at least once in each fiscal year and made public in such a manner as may be deemed necessary or appropriate. The Board also shall make such inquiry as the Board deems necessary or advisable into the condition of all trusts and funds held by any Director, agent, or custodian for the benefit of the Council, and shall retain such person or firm for such purposes as it may deem appropriate.

## **ARTICLE XI – SEVERABILITY**

Section 11.1. If any provision of these Bylaws is declared invalid and of no further force and effect by a court of competent jurisdiction, the other provisions of these Bylaws shall remain in full force and effect.

## **ARTICLE XII – PARLIAMENTARY AUTHORITY**

Section 12.1. The current edition of *Robert's Rules of Order Newly Revised* shall be the parliamentary authority governing the meetings of the Board, except as may otherwise be provided by law or these Bylaws.

## **ARTICLE XIII – INDEMNIFICATION AND INSURANCE**

Section 13.1. Provision of Insurance. The council shall purchase and maintain insurance, with such coverage and in such amounts as the Board deems appropriate, on behalf of any person who is or was a Director, Officer, employee, fiduciary or agent of GSCCC, or who, while a Director,

Officer, employee, fiduciary or agent of GSCCC, against any liability asserted against, or incurred by, him or her in that capacity or arising out of his status as such, whether or not GSCCC would have the power to indemnify him or her against such liability under the provisions of the articles of incorporation, these Bylaws or applicable law.

Section 13.2. Indemnification. GSCCC shall, to the maximum extent permitted by the California Non-Profit Public Benefit Corporation Law, indemnify and advance expenses to any person who is or was an agent of the council, and who is made a party to a proceeding because such person is or was an agent of the council. For purposes of this section, an “agent” of the council includes any person who is or was a director, officer, employee, or other agent of the council or is or was serving at the request of the council as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or was a trustee, director, officer, employee or agent of a copirtation which was a predecessor corporation of the council or of another enterprise at the request of such a predecessor corporation. No amendment to or repeal of this Article shall adversely affect the rights of any person who is or was a Director, Officer, agent or employee of GSCCC in respect of acts or omissions occurring prior to the effective date of the amendment or repeal.

Section 13.3. Limitation on Director’s Liability. No Director of GSCCC shall have any personal liability for monetary damages to GSCCC or its members for breach of his or her fiduciary duty as a Director, except that this provision shall not eliminate or limit the personal liability of a director to GSCCC or its members for monetary damages for: (a) any breach of the Director's duty of loyalty to GSCCC or its members; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) voting for or assenting to a distribution in violation of applicable law or the articles of incorporation if it is established that the Director did not perform his or her duties in compliance with applicable law, provided that the personal liability of a Director in this circumstance shall be limited to the amount of the distribution which exceeds what could have been distributed without violation of applicable law or the Articles of Incorporation; or (d) any transaction from which the Director directly or indirectly derives an improper personal benefit. Nothing contained in these Bylaws shall be construed to deprive any Director of his or her right to all defenses ordinarily available to a Director nor shall anything in these Bylaws be construed to deprive any Director of any right he or she may have for contribution from any other Directors or other person.

#### **ARTICLE XIV – GENERAL STANDARDS OF CONDUCT FOR DIRECTORS AND OFFICERS**

Section 14.1. Discharge of Duties. Each Director or Board Officer shall discharge his or her duties in good faith, with the care a prudent person in a like position would exercise under similar circumstances; and in a manner the Director or Board Officer reasonably believes to be in the best interests of the Council.

Section 14.2. Reliance on Information, Reports, Etc. In discharging duties, a Director or Board Officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by (a) one or more Board Officers or employees of the Council whom the Director or Board Officer reasonably believes to be reliable and competent in the matters presented; (b) legal counsel, a public accountant, or another person as to matters the Director or Board Officer reasonably believes are within such person's professional or expert competence; or (c) in the case of a Director, a committee of the Board of which the Director is not a member if the Director reasonably believes the committee merits confidence.

Section 14.3. Unwarranted Reliance. A Director or Board Officer is not acting in good faith if the Director or officer has knowledge concerning the matter in question that makes otherwise permitted reliance unwarranted.

Section 14.4. Nondiscrimination Policy. The Corporation is an equal opportunity employer and adopts a policy of nondiscrimination as recognized by the federal laws and laws of the State of California.

Section 14.5. Conflicts of Interest. The Board shall maintain a policy regarding conflicts of interest, which shall require that each Director sign a document indicating any conflict and or potential conflict with his or her service on the Board. Conflicts of Interest will be reviewed and presented to the Board for approval by the Audit Committee.

## **ARTICLE XV – AMENDMENTS**

Section 15.1. Amendments. The Board may amend the Council's Articles of Incorporation and these Bylaws to include or omit any provision that could be lawfully included or omitted. Any number of amendments, or an entire revision or restatement of the Articles of Incorporation or Bylaws, either may be submitted and voted upon at a single meeting of the Board and be adopted at such meeting, a quorum being present, upon receiving the affirmative vote of not less than two-thirds of all duly qualified Directors. Any proposed amendments shall be presented to the Directors not less than 30 days prior to the meeting at which action to amend the Articles of Incorporation or Bylaws is to be taken by the Board. The Board shall also post all proposed amendments to the Articles of Incorporation or Bylaws on its website and/or provide through any other means of communication, to the Board's Standing Committees at least seven (7) days prior to the meeting at which action to amend the Article of Incorporation or Bylaws is to be taken by the Board.