BY-LAWS

GIRL SCOUTS OF NEW MEXICO TRAILS, INC.

Approved November 12, 2017

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*Name*

**Article I - THE NAME**

The name of the corporation shall be Girl Scouts of New Mexico Trails, Inc., as defined in the Articles of Incorporation, and referred to herein as the "Council", a nonprofit corporation organized pursuant to the laws of the state of New Mexico.

*Purpose*

**Article II - PURPOSE**

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

*Representatives*

**Article III - COUNCIL REPRESENTATIVES**

*Eligibility*

Section 1. Eligibility

To be eligible to be a Representative of the Council, an individual shall be

A. Fourteen (14) years of age or over

B. A member of the Girl Scout movement

i. Currently registered through the Council OR

ii. A Lifetime Member residing within the geographic boundaries of the Council.

*Composition*

Section 2. Composition

A. Representatives of the Council shall consist of:

i. Elected Directors-at-Large (Directors) and Officers of the Board of Directors (Officers), if not otherwise Representatives of the Council;

ii. Members of the Board Development Committee, if not otherwise Representatives of the Council;

iii. Delegates elected by Service Units as defined by the Board of Directors (Board);

iv. Delegates-at-large appointed by the Board, as needed to reflect the diversity in the Council jurisdiction.

*Number of Council Representatives*

B. The number of Representatives of the Council shall be no less than sixty (60) and no more than two hundred forty (240).

C. At least two-thirds (2/3) of the Representatives of the Council shall be those elected by Service Units.

*Service Unit Delegates*

Section 3. Service Unit Delegates

*Delegate Elections*

A. Each Service Unit shall elect Delegates and Delegate Alternates in accordance with policies and procedures established by the Board.

*Number of Delegates*

B. The number of Delegates and Delegate Alternates that each Service Unit is entitled to elect shall be based on the number of girls in the Service Unit as of September 30 of the calendar year ending prior to the election of the Delegates and Delegate Alternates according to the formula established and administered by the Board. Each Service Unit shall be entitled to at least one delegate.

*Delegate Terms*

C. Delegate terms are as follows:

i. Delegates shall serve for a term of one (1) year;

ii. Terms of office shall begin at the conclusion of the Service Unit meeting at which the Delegates or the Delegate Alternates are elected.

*Vacancies*

D. The Service Unit Manager shall fill vacancies in the position of Delegate immediately with an elected Delegate Alternate.

E. If no Delegate Alternate remains available to fill a vacancy in a Delegate position, the Service Unit Manager shall fill the position by appointment of another qualified individual from the Service Unit.

*At-large Delegates*

Section 4. Delegates-at-large

A. The Board shall appoint Delegates-at-large, as needed to reflect the diversity in the Council jurisdiction.

B. Delegates-at-large shall serve for a term of two (2) years.

*Council Meetings*

**Article IV - COUNCIL MEETINGS**

*Annual Meetings*

Section 1. Annual Meetings

A. The Council shall conduct an Annual Meeting of the Council Representatives within seven (7) months following the end of the fiscal year.

B. The Board shall set the time, date, agenda and location of the Annual Meeting.

C. The Annual Meeting may be held at any location in the Council jurisdiction.

D. Notice of the date, time, agenda and place of the Annual Meeting, and supporting documents, shall be given to each Representative of the Council at least ten (10) but not more than fifty (50) days prior to the Annual Meeting date.

E. Notice provisions shall apply. (See Article XII -

*Tentative Agenda*

F. The agenda shall include, but not be limited to:

i. Voting on the slate of nominees for all positions;

ii. Voting on proposed amendments to these By-laws;

iii. Reporting of Council financial condition;

iv. Additional voting or discussion as needed.

*Agenda*

G. At the Annual Meeting, the Representatives of the Council shall:

i. Consider proposed amendments to these By-laws;

ii. Provide input on key issues affecting the Council and requested by GSUSA;

iii. Consider other business appropriate to come before the Council in accordance with the process established by the Board;

iv. Elect Directors, and Board Development Committee members and, in appropriate years, National Council delegates and alternates to the National Council of GSUSA.

*Special Meetings*

Section 2. Special Meetings

A. A special meeting of the Council Representatives

May be called by the Board Chair, OR

Shall be called by the Board Chair upon the written request of a majority of the Board members then in office or by twenty-five percent (25%) of the Representatives of the Council. The written request for a special meeting shall include the specific purpose for the meeting.

B. A special meeting may be held at any location within the Council.

C. Notice of the date, time, place and the specific purpose of the special meeting shall be given to each Representative of the Council at least ten (10) but not more than fifty (50) days prior to the meeting.

D. Notice provisions shall apply. (See Article XII)

*Quorum*

Section 3. Quorum

A. The quorum for any Council Meeting shall be one-third (1/3) of the Representatives of the Council then in office.

B. To be counted in a quorum, a voting Representative shall be present in person or shall have submitted a proxy, provided that a majority of the Council's Service Units are represented by at least one (1) in-person Delegate or Delegate Alternate. Any permitted proxy voting shall be consistent with applicable law and otherwise on such terms and conditions as may be established by the board of directors.

*Voting Procedures*

Section 4. Voting Procedures

Voting at each Council Meeting shall be conducted as follows:

A. Each Representative of the Council shall be entitled to one (1) vote;

B. No Representative shall vote in more than one capacity;

C. Unless otherwise designated by statute, the Articles of Incorporation of the Council, or these By-laws, all matters shall be determined by a majority vote of the Representatives present or voting by proxy;

D. Absentee voting shall not be allowed.

*Board of Directors*

**Article V - BOARD OF DIRECTORS**

*Composition*

Section 1. Composition

Members of the Board shall be comprised of no less than nine (9) and no more than twenty – two (22) total board members comprised as follows:

A. Four (4) elected Officers;

B. Up to two (2) nonvoting ex officio Officers of the Council – The CEO and immediate Past Board Chair;

C. Up to fourteen (14) Directors-at-large (Directors);

D. Up to two (2) girl members age 14 or older.

*Eligibility*

Section 2. Eligibility

Board members shall meet the eligibility requirements for Council Representatives.

*Terms of Office*

Section 3. Terms of Office

A. The Directors shall be elected in accordance with the Election Procedures stated in these By-laws for a term of three (3) years, staggered to allow for one-third (1/3) of the Directors to be elected at each Annual Meeting.

B. The term of office of a Director shall begin at the conclusion of the Annual Meeting at which the Director is elected.

C. No individual shall serve more than two (2) consecutive terms as a Director.

D. Girl members shall be elected in accordance with the Election Procedures stated in these By-laws for a term of two (2) years, staggered to allow one new girl member to assume a position each year. Girl members shall fully participate in Board Development and mentorship activities, and serve as voting members except on limited sensitive matters at the discretion of the Board Chair.

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

F. The Immediate Past Chair may be invited to serve as an ex officio, nonvoting member of the Board for one year upon completion of term as Chair.

G. The Immediate Past Chair is eligible to be elected to vacant Director at large positions if she/he has not served more than 12 years total on the board.

H. A board member having served twelve (12) years on the board is not eligible for additional board membership prior to being off the board for at least one year (12 months).

*Vacancies*

Section 4. Vacancies

The Board shall fill any vacancy occurring in a position of Director and Officer for the remainder of a vacant term with an appropriate candidate.

A person who has served one-half or more of a term in the same position shall be considered to have served a full term in that position.

*Power and Authority*

Section 5. Power and Authority

The Board shall have full power and authority over the affairs of the Council between meetings of the Council, except as otherwise provided in these By-laws or by statute.

*Accountability*

Section 6. Accountability

The Board is accountable to:

A. The Council -- for managing the affairs of the Council including, but not limited to,
   i. Development of an interactive Delegate communication process; the process may include any combination of in-person and communications technology methods, such that all participants are able to participate in discussion (hear and be heard);
   ii. Development of a decision-influencing system allowing for girl and adult members to have a voice on key issues affecting the Council and the Girl Scout movement;
   iii. Establishment of policies and procedures for Service Unit election of Delegates and Delegate Alternates;
   iv. Establishment and administration of a formula that defines allotted Delegates based on the number of girls in the Service Unit as of September 30 of the calendar year ending prior to the election.

B. The Board of Directors of GSUSA -- for compliance with the charter requirements;

C. The state of incorporation -- for adherence to state corporation law;

D. The federal government -- in matters of compliance with federal law or regulations, or relating to legislation affecting non-profit and non-stock organizations.

*Removal*

Section 7. Resignation/Removal

A. A Board member (including an Officer), who is absent from three (3) consecutive Board meetings in their entirety, shall automatically be considered as immediately resigning from the board.

B. A Board Member (including an Officer) may be removed with cause by a vote of three-fourths (3/4) of the total number of Board members then in office at a regular board meeting.

*Officers*

**Article VI - OFFICERS**

*Elected Officers*

Section 1. Elected Officers

A. The elected Officers of the Council shall be the Board Chair, Vice Chair, Secretary and Treasurer.

B. Officers are elected by the Board of Directors at the board meeting immediately following the end of the annual meeting.

C. The term of officers begins and ends at the Annual Meeting

D. The Officers shall be elected in accordance with the Election Procedures stated in these By-laws.

*Eligibility*

Section 2. Eligibility

The elected Officers shall meet the eligibility requirements for Council Representatives.

*Term of Office*

Section 3. Term of Office

A. The Board Chair and Treasurer shall be elected in odd-numbered years for a term of two (2) years.

B. The Vice Chair and Secretary shall be elected in even-numbered years for a term of two (2) years.

C. An Officer's term of office shall begin at the conclusion of the annual meeting at which the Officer is elected.

D. No individual shall serve more than two (2) consecutive terms in any one office.

E. No individual shall hold more than one (1) office at a time.

*Vacancies*

Section 4. Vacancies

A. In the event of a vacancy in the office of Board Chair, the Vice Chair shall serve as Chair for the remainder of the term.

B. In the event of a vacancy in Officers other than Board Chair, the Board shall fill the position from among the Directors for the remainder of the unexpired term.

*Ex-Officio Officers*

Section 5. Ex Officio Officers

A. The Chief Executive Officer (CEO) shall be employed by the Board to serve at its pleasure and shall serve as an ex officio, nonvoting Officer of the Board.

B. The Immediate Past Board Chair shall be invited to serve as an ex officio, nonvoting Officer of the Board or could be elected as an at large director in the event the maximum 12 years on the board had not occurred.

*Duties of Officers*

Section 6. Duties of Officers

The Officers shall perform the following duties and other duties required by action of the members of the Council, the Board, the Executive Committee, or the Board Chair, or required by the most current version of *Robert's Rules of Order, Newly Revised*:

*Board Chair*

A. The Board Chair:

i. Shall be the principal officer of the Council;

ii. Shall preside at all meetings of the Council, the Board, and the Executive Committee;

iii. Shall facilitate alignment between Board actions and the Council's strategic direction and appropriate oversight of performance;

iv. Shall report to the Council and the Board about the conduct and management of the affairs of the Council;

v. May serve as an ex officio, voting member of all committees or may delegate membership on some committees to the Vice Chair;

vi. Appoints Chairs for all committees;

vii. May call a closed session of the voting Board members or the Executive Committee as deemed necessary by a majority of the Board or the Board Chair;

*Vice-Chair*

B. The Vice Chair:

i. Shall assist the Board Chair as assigned by the Board Chair or the Board;

ii. Shall preside at meetings of the Council, the Board, or the Executive Committee in the absence of the Board Chair, the inability of the Board Chair to preside or when delegated the responsibility of presiding by the Board Chair;

iii. Shall succeed to the office of Board Chair for the remainder of the unexpired term, in the event of vacancy in the office of Board Chair.

*Secretary*

C. The Secretary:

i. Shall ensure proper notice to be given for all meetings of the Council, the Board, and the Executive Committee;

ii. Shall arrange for the minutes of meetings and all significant actions of the Council, the Board, and the Executive Committee to be kept and made easily accessible;

iii. Shall ensure responsible safekeeping of the seal of the Council.

*Treasurer*

D. The Treasurer:

i. Shall provide effective stewardship and oversight of the corporation's finances;

ii. Shall report the Council's current financial status to the Board of Directors;

iii. Shall monitor and approve variances in expenditures compared with budgeted amounts as reflected in the approved Council budget. Reports of such expenses shall be included in the financial status report at Board meetings.

*Board Meetings*

## Article VII - BOARD MEETINGS

*Regular Meetings*

Section 1. <u>Regular Meetings</u>

A. The Board shall hold at least five (5) regular meetings each year at times and locations and on dates determined by the Board.

B. The Board may hold meetings at any location within the Council.

*Regular Meetings (cont'd)*

C. Notice of the date, time, location, and tentative agenda of each Board meeting shall be given to each Board member at least ten (10) days prior to a meeting.

D. Notice provisions shall apply. (See Article XII)

*Special Meetings*

Section 2. Special Meetings

A. A special meeting of the Board

May be called by the Board Chair, OR

Shall be called by the Board Chair upon the written request of at least twenty-five percent (25%) of the Board members then in office. The written request for the special meeting shall include the specific purpose for the meeting.

B. Notice of the date, time, place and the specific purpose of the special meeting shall be given to each Board member at least ten (10) days prior to the meeting.

C. Notice provisions shall apply. (See Article XII)

*Quorum*

Section 3. Quorum

A. A quorum for the transaction of business shall be a majority of the voting Board members then in office.

B. Quorum provisions shall apply. (See Article XIV))

*Voting Procedures*

Section 4. Voting Procedures

The process for voting is:

A. Each Board member shall be entitled to one (1) vote;

B. No member shall vote in more than one (1) capacity;

C. All matters shall be determined by a majority vote, unless otherwise designated by statute, the Articles of Incorporation of the Council, or these By-laws;

Proxy or absentee voting shall not be allowed.

*Executive Committee*

**Article VIII - EXECUTIVE COMMITTEE**

*Composition*

Section 1. Composition

A. The Executive Committee shall consist of the elected officers of the Council and up to three (3) Directors.

B. The CEO and the Immediate Past Chair shall serve as an ex officio, non-voting member of the Executive Committee.

C. The Board Chair shall appoint the Directors to serve on the Executive Committee.

*Duties*

Section 2. Duties

A. The Executive Committee shall exercise the authority of the Board between meetings of the Board, except that the Executive Committee shall not:

i. Adopt the budget;

ii. Amend the By-laws;

iii. Take action that is contrary to, or a substantial departure from, the direction established by the Board or that represents a major change in the affairs, business, or policy of the Council.

B. The Executive Committee shall submit to the Board at the next Board meeting a written report of all action taken since the last Board meeting. The Board shall consider for ratification all actions approved or taken by the Executive Committee, as it deems necessary.

*Meetings*

Section 3. Meetings

A. The Executive Committee shall meet as needed at the call of the Board Chair or upon written request of at least three (3) voting members of the Executive Committee.

B. Notice of the date, time, location, and tentative agenda of each Executive Committee meeting shall be provided at least twenty-four (24) hours prior to the meeting.

C. Notice provisions shall apply. (See Article Xll)

*Quorum*

Section 4. Quorum

A. A quorum of the Executive Committee shall be a majority of the voting members then in office.

B. Quorum provisions shall apply. (See Article XlV)

*Committees*

## Article IX - COMMITTEES

*Establishment*

Section 1. Establishment

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

*Appointment*

Section 2. Appointment

A. The Board Chair shall appoint the chair of a committee or task group,

B. The Board Chair, in consultation with the chair of the respective committee or task group, shall appoint members of the committee or task group.

C. At least one member of a committee or task group shall be a Board member.

D. Appointments to a committee or task group shall be for a period of one (1) year, unless another period of time is specified at the time the committee or task group is created.

E. The Board Chair shall fill vacancies in membership of a committee or task group, in accordance with this Section.

*Quorum*

Section 3. Quorum.

A. The quorum for meetings of a committee or task group for purposes of conducting business shall be a majority of the members then in office.

B. Quorum provisions shall apply. ( See Article XIV)

*Board Development Committee*

## Article X - BOARD DEVELOPMENT COMMITTEE

*Membership*

Section 1. Membership

A. The Board Development Committee shall be comprised of 7 voting members of which 4 are board members and 3 are non board members.

B. The CEO shall serve as an ex officio, nonvoting member.

*Member Election*

Section 2. Member Election

The Board Development Committee members shall be elected in accordance with the Election Procedures contained in these By-laws.

*Member Term*

Section 3. Member Term

A. Board Development Committee members shall serve for a term of two (2) years.

B. The term of a member of the Board Development Committee shall begin at the conclusion of the Annual Meeting at which the member is elected.

C. No individual shall serve more than two (2) consecutive terms as a member of the committee.

*Member Vacancy*

Section 4. Member Vacancy

In the event of a vacancy in any position, including the Board Development committee chair, the vacancy shall be filled by the Board of Directors for the remainder of the term.

*Chair Election*

Section 5. Chair Appointment

The chair of the Board Development Committee shall be appointed by the Chair of the Board from the current members of the Board of Directors.

*Chair Term*

Section 6. Chair Term

A. The term of office shall be two (2) years;

B. No individual shall serve more than two (2) consecutive terms as Board Development Committee Chair;

C. An individual shall have served on the Board Development Committee for at least one year in order to be eligible for appointment to the position of chair.

*Chair Responsibilities*

Section 7. Chair Responsibilities

The Board Development Chair shall:

A. Conduct the business of the Board Development Committee;
Ensure slate of nominees is presented at the Board meeting prior to the annual meeting for Board approval.

*Committee Responsibilities*

Section 8. Committee Responsibilities

The responsibilities of the Board Development Committee shall be to:

A. Solicit and recruit candidates for elected positions in the Council;

B. Provide to the membership of the Council a single slate for all positions for election, including Officers, Directors, Girl members, and Board Development Committee members;

C. Provide to the Council Representatives, in accordance with the time frame established by GSUSA, a single slate of National Council delegates and National Council delegate alternates who will attend the next National Council Session of GSUSA;

D. Develop in conjunction with the Board:

i. Board orientation and education materials;

ii. Methods for identifying needed skills and talents for the Board and committees;

iii. Methods for succession planning; and

iv. Board annual self-assessment materials.

E. Conduct Board orientation and Board Development Committee training sessions as needed or as directed by the Board.

*Meetings*

Section 9. Meetings

The Board Development Committee may meet at any location within the Council.

*Quorum*

Section 10. Quorum

A. The quorum for meetings of the Board Development Committee shall be a majority of the voting members of the Board Development Committee then in office.

Quorum provisions shall apply. (See Article XIV)

*National Council Delegates*

**Article XI - NATIONAL COUNCIL DELEGATES/ALTERNATES**

*Eligibility*

Section 1. Eligibility

A. 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.

*Election*

Section 2. Election

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

*Term*

Section 3. Term

National Council delegates and alternates shall serve a term of three (3) years.

*Vacancies*

Section 4. Vacancies

A. The Board Chair shall fill National Council delegate vacancies from among the elected alternates. If there are not adequate alternates to fill the delegate positions, the vacancies may be filled from amongst the eligible members of the council until the next annual meeting.

*Notice Provisions*

**Article XII - NOTICE PROVISIONS**

Unless otherwise stated, meeting notices shall be distributed directly to the intended participant in at least one of the following ways:

A. Personally;

B. By paper mail; and

C. Electronically through email.

Posting of a notice may occur, but shall not suffice for direct distribution of personal notices to participants.

*Election Procedures*

**Article XIII - ELECTION PROCEDURES**

*Acclamation*

Section 1. Acclamation

If there is only a single candidate for each position, an election may be held by acclamation.

*Proxy procedures*

Section 2. Proxy

A. When allowed, a Representative shall execute a proxy:

i. In writing or electronically; and

ii. At least forty-eight (48) hours prior to the convening of the meeting.

B. Proxy votes shall be counted in the same manner as in-person votes.

*Floor Nominations*

Section 3. Floor Nominations.

Nominations for any of the elected positions with the exception of officers may be made from the floor at the Annual Meeting provided:

i. The individual to be nominated has consented in writing to serve if elected;

ii. The nomination has been submitted to the Board Chair and the Board Development Committee Chair, at least seventy-two (72) hours before the convening of the Annual Meeting;

iii. The prospective nominee meets the qualifications for the position for which the nominee is being nominated as determined by the executive committee in consultation with the board development committee.

*Quorum Provisions*

**Article XIV - QUORUM PROVISIONS**

Unless otherwise stated, to be counted in a Quorum, a Representative shall:

i. Be present in person, or

ii. Participate through communications technology such that all participants are able to hear one another and participate in the proceedings.

*Term Provisions*

**Article XV - TERM PROVISIONS**

*Partial Terms*

Section 1. Partial Terms

A person who has served one-half (1/2) or more of a term in the same position shall be considered to have served a full term in that position.

*Vacancies*

Section 2. Vacancies

Should a position become open, prior to the end of a term, the position shall be considered to be vacant. The vacant position shall be filled in accordance with the terms and conditions of these By-laws.

*Fiscal Responsibilities*

**Article XVI - FISCAL RESPONSIBILITIES**

*Fiscal Year*

Section 1. Fiscal Year

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

*Contributions*

Section 2. Contributions

Contributions, bequests, and gifts made to the Council for the purpose of Girl Scouting within the Council shall be accepted or collected only as authorized by the Board of Directors.

*Depositories*

Section 3. Depositories

All funds of the Council shall be deposited to the credit of the Council under conditions and in financial institutions designated by the Board.

*Approved Signatures*

Section 4. Approved Signatures

Annually, the Board shall approve the Directors and Officers to be given signatory authority in the name of the Council and to be given access to funds and securities of the Council.

*Bonding*

Section 5.Crime Coverage

All persons, volunteers, and staff, having access to or major responsibility for the handling of monies and securities of the Council shall be covered through a crime policy in the amount authorized by the Board.

*Budget*

Section 5. Budget

The Board 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 review of the finance committee.

*Property*

Section 6. Property

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

*Audits*

Section 7. Audits

An independent certified public accountant shall be retained by the Board to perform an annual audit of the finances of the Council. A report of the audit and its findings shall be submitted to the Board and to GSUSA.

*Financial Reports*

Section 8. Financial Reports

A summary report of the financial condition of the Council shall be presented at the Annual Meeting.

*Investments*

Section 9. Investments

The funds of the Council shall be invested in accordance with the policy adopted by the Board for that purpose.

*Indemnification*

**Article XVII - INDEMNIFICATION**

The Council shall indemnify Directors and Officers against losses actually and reasonably incurred in connection with the defense of an action, suit, or proceeding relating to the performance of their duties to the extent permitted by law.

*Parliamentary Authority*

**Article XVIII - PARLIAMENTARY AUTHORITY**

The current edition of *Robert's Rules of Order, Newly Revised* shall be the parliamentary authority governing the meetings of the Council, the Board, and all other committees designated in or created pursuant to these By-laws, subject to the laws of New Mexico, the Articles of Incorporation, these By-laws and any special rules of order adopted by the Council.

*Amendments*

**Article XIX - AMENDMENTS**

These By-laws may be amended by a majority vote of the Members of the Council then in office, provided that the proposed amendments shall have been included with the notice of the meeting. Voting on proposed amendments shall be in accordance with Annual Meeting Voting Procedures.