BYLAWS
OF
Girl Scouts of Kansas Heartland, Inc.

Adopted at Annual Council Meeting, November ~~1, 2025~~ DATE

ARTICLE I: THE COUNCIL

Section 1. Corporation

The name of this corporation shall be GIRL SCOUTS OF KANSAS HEARTLAND, INC. (Council).

Section 1.2. Purposes

The Council is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision or provisions of any subsequent United States revenue law (Code). The Council shall carry out these purposes by, among other things, providing leadership building services to girls according to the Girl Scouts of the United States of America (GSUSA) Blue Book of Basic Documents.

Section 1.3. Powers

The Council is a nonprofit corporation and shall have all of the powers, duties, authorizations and responsibilities as provided by the State of Kansas; provided, however, the Council shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income tax as an organization described in Section 501(c)(3) of the Code.

Section 1.4. Offices

The Council may have, in addition to its registered office, offices at such places, both within and without the State of Kansas, as the Board of Directors may from time to time determine or as the activities of the Council may require.

Section 2. Membership

The members of the Council shall be members of the Girl Scout Movement (as described in the Constitution of GSUSA), fourteen (14) years of age or over, registered through the Council. Employees of the Council shall be non-voting members of the Council.

Section 3. Annual Meeting

A. Annual Meeting. The Council shall conduct an annual meeting of the membership.

B. Notice. Notice of the date, time, and place of the annual meeting, accompanied by a tentative agenda, the slate of nominees for all positions, and any proposed amendments to these bylaws shall be made available to all members of the Council not more than sixty (60) days nor less than ten (10) days prior to the meeting.

C. Quorum. The quorum for the annual meeting shall be met if the following conditions are met:
   i. There are fifty (50) members present in person, linked by telecommunication, or by means such that all members participating in the meeting are able to effectively communicate and participate in the proceedings.
   ii. A majority of service delivery areas, as defined by the Council's current geographic boundaries, are represented.
   iii. The majority of participants are non-Board members and non-Board Development Committee members.

D. Business. For purposes of the annual meeting, the Council shall:
   i. elect officers, directors-at-large, members of the Board Development Committee, and in appropriate years, delegates and alternates to the National Council of GSUSA. (If the election has been held by an electronically transmitted ballot, the results of the election shall be announced at the annual meeting);
   ii. consider any proposed amendments to the Council bylaws;
   iii. provide input on key issues affecting the Council and the Movement;
   iv. receive a summary report of the financial condition of the Council; and
   v. consider any other business appropriate to come before the Council in accordance with the process established by the Board of Directors.

E. Nominations from the Floor. Nominations for any of the elected positions 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 chair of the Board Development Committee, or the Committee Chair's designee, at least seventy-two (72) hours before the convening of the annual meeting;

iii. The prospective nominee meets the qualifications for the office for which the nominee is being nominated.

F. Voting.
   i. Each member of the Council participating in the annual meeting shall be entitled to one (1) vote.
   ii. No member shall vote in more than one (1) capacity.
   iii. Unless otherwise designated by statute, the Articles of Incorporation of the Council, or these bylaws, all matters shall be determined by the majority vote.
   iv. Proxy and absentee voting shall not be allowed.

Section 4. Special Meetings

A. Calling a Special meeting
Special meetings of the membership may be called by the Chair of the Board of Directors (Board Chair) at any time and shall be called by the Board Chair within fourteen (14) days upon receiving a written request signed by (a) two-thirds (2/3) of the members of the Board of Directors or (b) twenty-five percent (25%) of the members of the Council provided that at least a majority of service delivery areas are represented.

The purpose of such meetings shall be stated in the written request. No business shall be transacted except for that for which the meeting has been called. Notice of the time, place, and purpose of the meeting shall be given personally, mailed or electronically transmitted not less than ten (10) days before the meeting, to each member of the Council at the address last made known to the Council by such member.

B. Quorum
A quorum shall consist of fifty (50) members of the Council (as identified in Article I Section 2.).

C. Voting Procedures
Each member of the Council participating in the special meeting shall be entitled to one (1) vote. Votes may be cast in person (by voice or by ballot) or by ballot submitted electronically. The method of voting shall be determined by the Board of Directors in advance of the special meeting of the members of the Council, except that the vote may only be by ballot in contested elections. The act of a majority of the members of the Council present at any special meeting at which a quorum is present shall be an act of the members of the Council, unless the act of a greater number is required by law, the Articles of Incorporation, these bylaws or parliamentary authority.

ARTICLE II: BOARD DEVELOPMENT COMMITTEE

Section 1. Composition

There shall be a Board Development Committee consisting of no more than nine (9) members, of whom approximately one half (1/2) may be elected from the members of the Board. In addition, the Chief Executive Officer ("CEO") of the Council serves as an ex-officio nonvoting member. The chair of the Board Development Committee shall be an ex-officio voting member of the Board, if not already a member of the Board. All duly elected Board Development Committee members must establish and maintain membership in GSUSA.

Section 2. Election, Terms, Vacancies

Members of the committee shall be elected by the members of the Council for a term of three (3) years or until their successors are elected, and shall serve no more than two (2) consecutive terms. A member serving two (2) consecutive terms shall not be eligible again for Board Development Committee membership until after the lapse of three (3) years. Terms of office shall begin immediately following the annual meeting at which the elections are held, and shall expire when their successors are elected. The Board of Directors shall have the power to fill vacancies in the committee until the next annual meeting of the Council.

Section 3. Chair Selection and Term

The chair of the Board Development Committee shall be appointed by the Board Chair, from among the members or nominees to the Board Development Committee for a term of one (1) year and may serve no more than three (3) terms as chair. A vacancy in the office of the chair shall be appointed by the Board Chair for the remainder of the unexpired term.

Section 4. Responsibilities

A. Solicit and Recruit candidates for elected positions in the Council

i. Work closely with the Board of Directors and the CEO in determining the skills, background, influence and experience that the Board needs to carry out the organization's strategic priorities and move the Council to high capacity/high performance.
ii. The Board of Directors composition shall represent the jurisdiction of the Council.
iii. Identify, cultivate, and recruit individuals to serve on the Board of

Directors and the Board Development Committee, and provide a single slate of candidates to the membership.

iv. Provide to the membership in accordance with the time frame established by GSUSA a single slate of delegates and alternates to the National Council Session of GSUSA.

B. Orientation, Development and Board Evaluation

i. Develop in conjunction with the Board of Directors education materials and conduct training sessions as needed on Board orientation and Board development.

ii. Recommend and/or develop with the Board of Directors tools for the annual Board self-assessment; report results of the assessment and identify areas for improvement.

iii. Work in conjunction with key Board leadership to identify needed skills and talents for the Council Board of Directors and committees.

iv. Develop in conjunction with the Board of Directors methods for succession planning.

Section 5. Quorum

A majority of the members of the Board Development Committee then in office present in person, or linked by telecommunication, or by means such that all members participating in the meeting are able to effectively communicate and participate in the proceedings shall constitute a quorum for the transaction of business; provided that the number of elected Board members does not exceed the number of non-Board members.

Section 6. Removal

A member of the Board Development Committee may be removed, with or without cause, by a two-thirds (2/3) vote of the total membership of the Board of Directors.

ARTICLE III: OFFICERS

Section 1. Title

The officers of the Council shall be the Board Chair; First Vice Chair; Second Vice Chair; Secretary; Treasurer; Immediate Past Board Chair; and the Chief Executive Officer. The offices of Secretary and Treasurer may be held by one person. All officers shall be members of the Board during their terms of office.

Section 2. Election, Term, Vacancies

A. The officers, except the CEO, shall be elected by the members of the Council at the annual meeting.

B. The officers shall serve for a term of two (2) years, or until their successors are elected, and shall serve for no more than two (2) consecutive terms in any one office.

C. A vacancy among the elected officers, other than the Board Chair and the Immediate Past Board Chair, shall be filled by the Board of Directors. In case of a permanent vacancy in the office of the Board Chair, the Vice Chairs will succeed in order of their rank for the unexpired term. Terms of office shall begin at the close of the annual meeting at which elections are held.

D. The Chief Executive Officer shall be appointed by the Board of Directors of the Council to serve at its pleasure and shall serve as an ex-officio officer of the Council without vote.

Section 3. Responsibilities

A. **Chair of the Board**. The Board Chair shall be the chief elected corporate officer of the Council and shall preside at all meetings of the Council, the Board of Directors, and the Executive Committee. The Board Chair shall assure support by the Board of Directors for the Council's strategic direction and appropriate oversight of performance. Report to the Council and to the Board of Directors on the conduct and management of the affairs of the Council. The Board Chair shall be an ex-officio voting member of all committees and ad hoc groups, except the Board Development Committee, and shall perform such other duties as are assigned by the Board or prescribed elsewhere in the Bylaws.

B. **Vice Chairs.** In the temporary absence or disability of the Board Chair, the Vice Chairs, in order of their rank, followed by the Secretary or Treasurer, shall preside at meetings of the Council and of the Board. They shall have such other powers and perform such other duties as may be assigned by the Board Chair or Board of Directors.

C. **Secretary.** The Secretary shall be responsible for seeing that notices are issued and voting is within compliance for all meetings of the Council, the Board of Directors and the Executive Committee; and shall see that minutes of such meetings are kept.

D. **Treasurer.** The Treasurer shall provide effective stewardship, control, and oversight of the Council's finances. The Treasurer shall exercise the power and perform such other duties usually incident to the office of Treasurer, and

shall exercise such other powers and perform such other duties as may be assigned by the Board Chair or Board of Directors. The Treasurer shall be the Committee Chair of the Finance and Audit committees.

E. **Chief Executive Officer.** The Chief Executive Officer (CEO) shall be responsible for providing advice and assistance to the Council, the Board of Directors, Board Chair and other officers, and committees and task groups; and shall be responsible for managing the total operations of the Council. The CEO shall have such other powers and perform such other duties as may be provided by the Board of Directors. The CEO shall have the authority to employ and release all employed staff in accordance with policies adopted by the Board of Directors.

Section 4. Removal

An elected officer may be removed, with or without cause, by a two-thirds (2/3) vote of the total membership of the Board of Directors.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall consist of no fewer than twelve (12) persons, including the elected officers of the Council, as outlined in Article III, Section 1, and the Chair of the Board Development Committee, as outlined in Article II, Section 1. All duly elected Board members must establish and maintain membership in GSUSA.

The following persons are prohibited from serving on the Board of Directors: paid staff of the Council; spouses, children, parents, or siblings of paid staff of the Council; and any person who resides in the household of paid staff of the Council.

Section 2. Election, Term and Vacancies

The members-at-large shall be elected by the members of the Council for a term of three (3) years unless otherwise specified, or until their successors are elected, and shall serve for no more than two (2) consecutive terms. Terms of office shall begin at the close of the annual meeting at which elections are held. The Immediate Past Board Chair who has already served two consecutive terms as a member of the Board of Directors may remain on the Board of Directors at the officer's option until the officer is no longer the Immediate Past Board Chair or until the officer's resignation or removal in accordance with Article IV, Section 7.

Regardless of the number of consecutive terms any person shall have served as a member-at-large, such person shall be eligible to be a member of the Board of Directors while serving as an officer or as Chair of the Board Development Committee.

Vacancies in the Board of Directors occurring by death, resignation, creation of new directorships, or otherwise, shall, according to the laws of the State of Kansas for filling vacancies, be filled for the remainder of the unexpired term by a vote of the majority of the remaining directors then in office. Those directors may elect a replacement to serve until the next annual meeting at which time the unexpired term will be filled by the Council election process.

Section 3. Powers, Responsibilities, and Accountabilities

The corporate business and affairs of the Council shall be governed under the direction of the Board of Directors, except as may be otherwise provided in these bylaws or the articles of the Council. The Board of Directors is accountable: to the membership for governing the affairs of the Council; to the Board of Directors of GSUSA for compliance with the charter requirements; to the State of Kansas for adhering to state corporate law; and to the federal government in matters relating to legislation affecting nonprofit and non-stock organizations.

Section 4. Regular Meetings

Regular meetings of the Board shall be held at such time and place as may be determined by the Board of Directors, except that the Board shall meet a minimum of four (4) times each year. Notice of time, place, and purpose of the meeting shall be given personally, mailed or electronically transmitted to each director not less than seven (7) days before the meeting to the address last made known to the Council by such member.

Section 5. Special Meetings

A. Special meetings may be called by the Board Chair. Special meetings also may be called by the Board Chair upon written request of one- third (1/3) of the directors. The purpose of such meetings shall be stated with the request, and no business shall be transacted except that for which the meeting has been called. Notice of the date, time, place and purpose of each special meeting of the Board of Directors shall be given to each member of the Board of Directors at least forty-eight (48) hours prior to such meeting. For the purpose of this section, notice will be deemed to be duly given to a member of the Board of Directors if given personally, mailed or electronically transmitted to the address last made known to the Council by such member.

B. Voting Procedures. Votes may be cast by voice or by ballot; in person, submitted electronically, or by mail. The method of voting shall be determined by the Board Chair and provided to the Board of Directors with the meeting notice.

Section 6. Quorum

A majority of the Board 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.

Section 7. Attendance

Members are expected to attend all Board meetings. Absence from three (3) consecutive meetings in their entirety without good cause acceptable to the Board Chair or designee shall result in the member's removal from the Board by a majority vote of the Board members present and voting at any regular meeting of the Board. Any Board member, including officers, may be removed with or without cause by a three-fourths (3/4) vote of the total number of the Council Board of Directors.

Section 8. Major Transactions

Notwithstanding any other provision of these bylaws, the Council shall not enter into or consummate any merger, consolidation, acquisition, reorganization, sale of all or substantially all of the assets of the Council, or any other transaction having a similar effect, including any restructuring or arrangement that would result in the Council (i) ceasing to operate as an independent Girl Scout council or (ii) transferring or consolidating its operations, programs, or territory with another council (each, a "Major Transaction"), unless:

A. at a regular or special meeting of the Board of Directors at which a quorum is present, at least two-thirds (2/3) of the members of the Board of Directors present and voting (i) approve the Major Transaction and (ii) vote to recommend the Major Transaction to the members of the Council for approval at an annual or special meeting of the members; and

B. following such approval and recommendation by the Board of Directors, at least two-thirds (2/3) of the members of the Council present and voting at an annual or special meeting of the members at which a quorum is present approve the Major Transaction.

ARTICLE V: PARTIAL TERMS

A person who has served more than half a specific term in an office, whether ~~(~~elected or appointed~~),~~ ~~as that specific term is set forth in the bylaws,~~ shall be considered to have served the full term for ~~the~~ purposes of determining eligibility to serve additional terms in that office or in another position; ~~.~~ **provided, however, that the Board of Directors may, by majority vote, waive the application of this Article V if it determines that such waiver is in the best interests of the Council.**

ARTICLE VI: BOARD AND ADVISORY COMMITTEES

Section 1. Establishment

The Board of Directors and/or the Executive Committee may establish Board committees, advisory committees, task groups, and /or ad-hoc committees as deemed necessary by a majority vote of members of the Board of Directors. Board Committees are established to meet the goals and objectives of the Council with a duration of one (1) year or more. Advisory committees, task groups, and ad-hoc committees are designed to complete their Board of Director's defined objective in less than one (1) year.

Section 2. Composition and Appointment

The Board Chair shall be authorized by the Board of Directors to appoint the chair and the members of any committees.

Section 3. Duties

These committees shall provide research and analysis of topics assigned to them by the Board of Directors and/or Executive Committee. The committee shall then be responsible for recommending courses of action to the Board of Directors or Executive Committee based upon the research, knowledge and general business and community experience. However, the Board of Directors and/or Executive Committee may not delegate any of its authority to any committee or task group.

Section 4. Meetings

Meetings of the committees or task groups shall be called by the chair of such committee or task group.

Section 5. Quorum

The quorum for the transaction of business of any committee, ad hoc or task group shall be a majority of the 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 effectively communicate and participate in the proceedings.

ARTICLE VII: STANDING COMMITTEES

The Council shall have three (3) standing committees: the Executive Committee; the Finance Committee; and the Audit Committee.

Section 1. Executive Committee

A. Composition. There shall be an Executive Committee which shall consist of the officers of the Council, Board Development Chair, the Immediate Past Board Chair, the Chief Executive Officer ex-officio without vote, and any other Board members at large as deemed necessary. The Board Chair shall be the chair of the Executive Committee.

B. Responsibilities. The Executive Committee shall have, and may exercise, the powers of the Board of Directors in the interim between Board of Directors meetings, except that the Executive Committee shall not have the power to take any action that is contrary to, or a substantial departure from, the direction established by the Board of Directors, or that represents a major change in the affairs, business, or policy of the Council. The Executive Committee shall submit to the Board reports on action taken.

Section 2. Finance Committee

The Treasurer of the Council shall be the Chair of the Finance Committee. The Finance Committee shall assist the Board of Directors in discharging and performing its responsibilities with respect to the financial affairs of the Council.

Regular meetings of the Finance Committee shall be called by the Chair of such committee. Notice of the date, time, place and purpose of the meeting shall be given personally, mailed or electronically transmitted to each member of such committee not less than forty-eight (48) hours before the meeting to the address last made known to the Council by such member.

Section 3. Audit Committee

The Treasurer of the Council shall be the chair of the Audit Committee. The Audit Committee shall assist the Board of Directors in discharging and performing its responsibilities with respect to the auditing functions of the Council.

Regular meetings of the Audit Committee shall be called by the Chair of such committee. Notice of the date, time, place and purpose of the meeting shall be given personally, mailed or electronically transmitted to each member of such committee not less than forty-eight (48) hours before the meeting to the address last made known to the Council by such member.

Section 4. Quorum

The quorum for the transaction of business of any standing committee shall be a majority of the members then in office present at the meeting in person or linked by

telecommunication or by means such that all members participating in the meeting are able to effectively communicate and participate in the proceedings.

ARTICLE VIII: NATIONAL COUNCIL DELEGATES

Section 1. Eligibility

Delegates and alternates to the National Council of GSUSA shall meet the criteria established in the GSUSA Blue Book of Basic Documents at the time of election and throughout the term of service. The Council's currently seated Board Chair and CEO, if otherwise eligible, shall fill two of the Council's total voting delegate allocation.

Section 2. Election

The delegates and alternates to whom the Council is entitled to elect to the National Council of GSUSA shall be elected in accordance 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.

Section 3. Vacancies

The Board of Directors or Executive Committee shall fill delegate vacancies from among the elected alternates. If there are not adequate alternates to fill the delegate positions, the vacancies may be filled from amongst the eligible members of the Council.

ARTICLE IX: FISCAL RESPONSIBILITIES OF BOARD OF DIRECTORS

Section 1. Fiscal Year

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

Section 2. Contributions

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

Section 3. Depositories

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

Section 4. Approved Signatures

Approvals for signatory authority in the name of the Council and access to funds and securities of the Council shall be authorized by the Board of Directors.

Section 5. Bonding

All persons having access to or responsibility for the handling of monies and securities of the Council shall be bonded in the amount authorized by the Board of Directors.

Section 6. Budget

The Board of Directors shall approve the annual operational and capital budgets. No expenses shall be incurred in the name of the Council in excess of the budgeted amounts without prior approval of the Board of Directors.

Section 7. Property

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

Section 8. Audits

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

Section 9. Financial Reports

A summary report of the financial condition of the Council shall be presented to the membership at the annual meeting.

Section 10. Legal Counsel

Independent legal counsel may be retained by the Board of Directors as may be deemed necessary.

Section 11. Investments

The funds of the Council shall be invested in accordance with the policy established by the Board of Directors or any committee appointed by the Board of Directors for such purpose.

Section 12. Indemnification of Directors, Officers, and Employees

Each person who is or was a director, officer or employee of the Council or is or was serving at the request of the Council as a director, trustee, officer or employee of another Council (including the heirs, executors, administrators or estate of such person) (indemnitee) shall be indemnified by the Council as of right to the full extent permitted or authorized by the laws of the State of Kansas, as now in effect and as hereafter amended, against any liability, judgment, fine, amount paid in settlement, cost and expense (including attorneys' fees) asserted or threatened against or incurred by such person or arising out of the person's status as a director, officer or employee of the Council, or as a director, trustee, officer or employee of such other Council with which the person is then serving at the request of this Council.

The indemnification provided by this bylaw provision shall not be exclusive of any other rights to which those indemnified may be entitled under any other bylaw or under any agreement, vote of members or disinterested directors or otherwise, and shall not limit in any way any right which the Council may have to make different or further indemnifications with respect to the same or different persons or classes of persons. The Board of Directors shall be required to purchase liability insurance for its directors, officers, and employees.

Section 13. Non-Discrimination

There shall be no discrimination in the selection of officers, members of the Board of Directors, or any other representative of the Council on the basis of race, sex, creed, national origin, or socioeconomic status, and such members shall be selected so that the group can reflect the spread of points of view of various community resources within the territory covered by the Council charter, such as ethnic, racial, educational, civic, religious and socioeconomic, and, in all respects, comply with the requirements of the laws of the State of Kansas.

Section 14. Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation according to the following enumerated priorities: (1) Where specific instructions have been given by a donor for the distribution of a specific gift, devise, or bequest in the event the Corporation is dissolved, such instructions must be followed by the Board of Directors unless such instructions are contrary to law; (2) All other assets shall pass, in trust, to Girl Scouts of the United States of America, if it is then qualified as exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), for the benefit of Girl Scouting, pending future determination by that organization as to the appropriate use and disposition of the assets so they will be used to serve the best interests of Girl Scouting in the territory over which the Corporation has jurisdiction at the time of the dissolution; and (3) Any assets not disposed of pursuant to the foregoing priorities shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively to such organization or

organizations, as the court shall determine, most closely satisfy the purpose or purposes for which such assets were originally donated.

ARTICLE X: ROBERT'S RULES OF ORDER NEWLY REVISED

The current edition of Robert's Rules of Order Newly Revised shall be the parliamentary authority of the Council.

ARTICLE XI: AMENDMENTS

These bylaws may be amended by a majority vote of those members present in person, or linked by telecommunication or by means such that all members of the Council participating in the meeting are able to effectively communicate and participate in the proceedings and voting at a meeting of the Council provided that the proposed amendments have been included in the notice of the meeting.