

BYLAWS OF Girl Scouts Heart of Michigan

ARTICLE I – CORPORATE IDENTITY

The name of this corporation shall be Girl Scouts Heart of Michigan (hereinafter the “Council” or the “Corporation”). The Girl Scouts Heart of Michigan is a non-profit corporation organized under the statutes of the State of Michigan and recognized as tax-exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 as from time to time revised.

ARTICLE II – CORPORATE STRUCTURE

Section 2.1 CORPORATE STRUCTURE:

The Council is organized under the Michigan Nonprofit Corporation Act on a directorship basis and the business, property, and affairs of the Council shall be managed by the Board of Trustees (the “Board”).

Section 2.2 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 TRUSTEES

Section 3.1 MEMBERS OF THE BOARD OF TRUSTEES:

There shall be a Board of Trustees of the Council that shall consist of no fewer than 15 and no more than 29 members (each such member, a “Trustee”), including Board Officers (as defined below).

Section 3.2 GENERAL POWERS AND RESPONSIBILITIES:

The Board shall have the ultimate responsibility for the Council. The Board shall be responsible for:

- Ensuring the achievement of the Girl Scout Mission;
- Establishing and monitoring the enforcement of major policy matters;
- Establishing and participating in fund development for the Council;
- Preserving the financial integrity of the Council;

Employing, supervising, evaluating and removing the President/Chief Executive Officer ("President/CEO") of the Council; and
With the assistance of the President/CEO, formulating major strategic thinking, long and short-term goals, and vision statements for the council as a whole.
Considering and responding to issues brought to the Board by the MAC (see Section 7.3).

Section 3.3 QUALIFICATIONS:

- (a) All Trustees shall be elected from a slate of nominees prepared by the Board Development Committee in accordance with the process prescribed in Section 7.2 BOARD DEVELOPMENT COMMITTEE of these bylaws.
- (b) All Trustees shall be members of the Girl Scout Movement.
- (c) At least 75% of the Trustees shall maintain a permanent residence in Michigan.
- (d) A former staff member must wait at least two years before becoming eligible for the board.

Section 3.4 TERM OF OFFICE:

- (a) The term of office for a Trustee 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 close of the annual meeting of the Board.
- (b) Terms of office shall be staggered so that approximately one-half of the terms expire each year.
- (c) A Trustee shall not serve more than three consecutive terms unless that Trustee is also a Board Officer serving subject to the terms set forth in Section 4.3 TERM OF BOARD OFFICERS of these bylaws.
- (d) Upon serving three consecutive terms, except in the case of a Trustee who is also a Board Officer, a Trustee may not be reelected to the Board for a period of at least one year before being considered for election to another term.
- (e) A Trustee who serves as a Board Officer shall have his or her term extended by the number of years he or she serves as a Board Officer.
- (f) Excluding years served as an officer, no individual shall serve on the Board for more than ten total years.

(g) For purposes of this Section, a Trustee 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. The candidate(s) for any vacancy shall be nominated by the Board Development Committee. Any Trustee 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 Trusteeship or until his or her successor is elected and assumes office in accordance with the process prescribed in Section 7.2 BOARD DEVELOPMENT COMMITTEE of these bylaws.

Section 3.6 RESIGNATION:

Any Trustee may resign at any time by giving written notice to the Chairperson or Secretary of the Board. The resignation of any Trustee 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 TRUSTEES:

Trustees 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 Executive Committee.

Section 3.8 ANNUAL MEETING:

Between March 1 and April 30, the annual meeting of the Board shall be held for the purpose of election of Trustees and Board Officers of the Council and any other business or transactions as shall come before the Board.

Section 3.9 REGULAR MEETINGS:

There shall be at least five 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 may be moved throughout the Girl Scouts Heart of Michigan jurisdiction.

Section 3.10 SPECIAL MEETINGS:

Special meetings of the Board may be called by the Board Chairperson, or upon written request of any five members of the Board.

Section 3.11 NOTICES:

- (a) 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.
- (b) 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.
- (c) 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, email, other electronic transmission or any other form of wire or wireless communication; by mail or private carrier; or by any other means permitted by the Michigan Nonprofit Corporation Act or any successor statute.

Section 3.12 QUORUM:

Except as otherwise provided by statute or by these bylaws, a majority of the duly elected Trustees shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the Trustees present at any meeting, at which a quorum is present, shall be deemed the action of the Board. Trustees present at any meeting at which there was originally a quorum, may continue to conduct business, notwithstanding the withdrawal of trustees which leaves less than a quorum.

Section 3.13 BOARD MEETINGS OTHER THAN IN PERSON:

- (a) **Meetings by Telephone:** Members of the Board may participate in a scheduled 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.
- (b) **Action Without a Meeting:** Any action required or permitted to be taken at a scheduled meeting of the Board may be taken without a meeting if each Board member, 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. Action may be taken under this subsection only if two-thirds of the Board members 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 must be signed by the trustee and may be delivered by hard copy or facsimile or in an electronic communication displaying the trustee's written signature. Any signed written instruments pursuant to actions with regard to this subsection shall be filed with the minutes of the Board.

Section 3.14 REMOVAL OF TRUSTEES AND BOARD OFFICERS:

- (a) Any Trustee or Board Officer may be removed with or without cause at any time by a vote of a majority of the Trustees then in office at a special meeting of the Trustees called for that purpose. Notice of such special meeting shall be given in accordance with the procedures set forth in Section 3.11 NOTICES of these bylaws.
- (b) When any Trustee fails to attend three consecutive meetings of the Board and such absences are unexcused, the Board shall declare the Trusteeship vacant.
- (c) If a Trustee who is also serving as a Board Officer is removed as provided in this Section, the Trustee shall also be removed from such Board Office by virtue of his or her removal from the Board.

- (d) Vacancies in the Board that are created pursuant to this Section shall be filled according to the provisions of Section 3.5 VACANCIES of these bylaws.

Section 3.15 PROXIES:

Voting by proxies shall not be permitted.

ARTICLE IV – BOARD OFFICERS

Section 4.1 BOARD OFFICERS:

The Board shall have the following officers selected from among the Trustees pursuant to Section 4.2 ELECTION OF BOARD OFFICERS of these bylaws: Chairperson of the Board, First Vice Chairperson of the Board, Second Vice Chairperson of the Board, Secretary of the Board, and Treasurer of the Board, hereinafter referred to as "Board Offices" and "Board Officers."

Section 4.2 ELECTION OF BOARD OFFICERS:

The Chairperson, First Vice Chairperson, Second Vice Chairperson, Secretary, and Treasurer, who shall all be members of the Board, shall be elected by the members of the Board at the annual meeting of the Board from a single slate of candidates provided by the Board Development Committee. If a vacancy occurs in the slate, the rest of the slate may be elected and the vacancy filled according to Section 4.4 Vacancies.

Section 4.3 TERM OF BOARD OFFICERS:

- (a) **Term:** 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 two consecutive terms of any single office. Terms of office shall begin at the close of the annual meeting of the Board.
- (b) **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 4.4 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. In the case of a vacancy in the office of Chairperson, the First Vice Chairperson shall succeed to the Chairpersonship to serve the unexpired term.

Section 4.5 REMOVAL OF A BOARD OFFICER:

A Board Officer may be removed from office with or without cause according to the provisions in Section 3.14 REMOVAL OF TRUSTEES AND BOARD OFFICERS of these bylaws.

Section 4.6 DUTIES OF THE BOARD OFFICERS:

- (a) The Chairperson shall:
 - (1) Preside at all meetings of the Board and the Executive Committee;
 - (2) Be responsible for ensuring that the direction and the actions given by the Board are carried into effect;
 - (3) Appoint a secretary pro-tem in the absence of the Secretary;
 - (4) Be an ex-officio member, without vote, of all Board-appointed committees and task groups with the exception of Board Development Committee; and
 - (5) Perform other related duties as are prescribed by these bylaws or the parliamentary authority, and/or assigned by the Board.
- (b) The First Vice Chairperson shall:
 - (1) Assist the Chairperson in duties as assigned;
 - (2) Perform the duties of the Chairperson in the event of temporary absence or disability;
 - (3) Succeed to the Chairperson in the event of a vacancy in the office of Chairperson; and
 - (4) Perform other related duties as are prescribed by these bylaws or the parliamentary authority, and/or assigned by the Chairperson or the Board.
- (c) The Second Vice Chairperson shall:
 - (1) Be assigned as Chair of the Membership Advisory Committee as described in Section 7.3 MEMBERSHIP ADVISORY COMMITTEE of these bylaws; and
 - (2) Perform other related duties as are prescribed by these bylaws or the parliamentary authority, and/or assigned by the Chairperson or the Board.

- (d) The Secretary shall:
 - (1) Be responsible for ensuring that all notices of the meetings of the Board and the Executive Committee are sent;
 - (2) Be responsible for ensuring that the minutes of all such meetings are kept; and
 - (3) Perform other related duties as are prescribed by these bylaws or the parliamentary authority, and/or assigned by the Chairperson or the Board.
- (e) The Treasurer shall:
 - (1) Be assigned as Chair of the Finance Committee;
 - (2) Report to the Board on the financial status of the Council; and
 - (3) Perform other related duties as are prescribed by these bylaws or the parliamentary authority, and/or assigned by the Chairperson or the Board.

Section 4.7 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. 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 V- CORPORATE OFFICERS

Section 5.1 PRESIDENT/CHIEF EXECUTIVE OFFICER:

- (a) The Board shall employ a President/CEO who shall have the right to speak at any meeting and address the Board.
- (b) The President/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 the policies adopted by the Board.

Section 5.2 OTHER CORPORATE OFFICERS:

- (a) The President/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 President/CEO. Such officers may include a Chief Financial Officer, Vice Presidents, or any other officers the President/CEO deems appropriate.

- (b) Such officers, staff members and agents shall report to the President/CEO or to such other person(s) as may be designated by the President/CEO.

ARTICLE VI – NATIONAL COUNCIL DELEGATES

Delegates, whom the Council is entitled to elect to the National Council of the GSUSA, shall be elected by the Board at a meeting held in the year of the regular meeting of the National Council. 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, or the Executive Committee in the absence of a meeting of 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 two successive terms. The CEO/President and Board Chair are exempt from the term limits.

ARTICLE VII – COMMITTEES

Section 7.1 EXECUTIVE COMMITTEE:

- (a) There shall be an Executive Committee which shall consist of the Board Officers, the chairperson of the Board Development Committee, and two additional Trustees elected by the Board from among its members. The Chairperson shall be the Chair of the Executive Committee. The President/CEO shall serve on the Executive Committee as an ex-officio member without vote.
- (b) The responsibilities of the Executive Committee include, but are not limited to, the following: To exercise the powers of the Board in the interim between Board meetings, except that the Executive Committee shall not have the power to adopt a budget, or to take any action which is contrary to, or a substantial departure from, existing Board policies or

procedures, or which represents a major change in the affairs, business, or policy of the Council. The Executive Committee shall submit reports of all actions taken by the Executive Committee to the Board within five business days following each Executive Committee meeting.

- (c) The Executive Committee shall meet at the call of the Chairperson at such times when it is not feasible for the entire Board to convene. Notice of the time, place and purpose of the meeting shall be provided in the same manner as a special meeting of the board as set forth in Section 3.11(b) and (c) NOTICES of these bylaws.
- (d) A majority of the Executive Committee members shall be present in person or by telephone conference call to constitute a quorum for the transaction of business. The vote of a majority of all duly qualified Executive Committee members is required to constitute a decision or action by the Executive Committee.

Section 7.2 BOARD DEVELOPMENT COMMITTEE:

The Board shall elect a Board Development Committee each year at the annual meeting of the Board from a slate of nominees prepared by the Board Development Committee. 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 Board Development Committee shall consist of the following:

- (a) The number of Board Development Committee members shall be no fewer than nine. There shall be no more than fifteen members. Effort shall be made to ensure geographical representation on the Board Development Committee to include both urban and rural areas.
- (b) At least three and no more than five of the members of the Board Development Committee shall be current members of the Board. At no time may Board members make a majority of the committee.
- (c) Each member of the Board Development Committee shall serve for three years. Board Development Committee members may not be elected to successive terms. Terms of Board Development Committee members who are also Trustees shall be divided, as equally as possible, into staggered terms.

- (d) The Board Development Committee shall elect its own Chair each year.
- (e) Vacancies in the Board Development Committee 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 Board Development Committee 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 role of the Board Development Committee may be from time to time altered or assigned by the Board but shall include:

- (a) Soliciting and recruiting candidates for all elected positions of the Council.
- (b) Providing a slate of candidates for available seats and Board Officer positions.
- (c) Providing a slate of candidates for the National Delegates of the Council.
- (d) Collaborating with the Board on:
 - (1) Board orientation and education;
 - (2) Board development;
 - (3) Identifying talent for Board and committee members;
 - (4) Succession planning; and
 - (5) Assessment of Board functioning.

Section 7.3 MEMBERSHIP ADVISORY COMMITTEE:

- (a) There shall be a standing Membership Advisory Committee ("MAC") elected by the Board and chaired by the Second Vice Chairperson with the responsibility of facilitating strategic and operational input to the Council, and providing the members of the Girl Scout Movement with access to the Council's decision makers. The MAC shall serve as the connection to the members of the Girl Scout Movement. The MAC shall:
 - (1) determine from time to time the optimal method to do its work;
 - (2) serve as an advisory team providing policy input to the Board and operational input to the President/CEO;
 - (3) seek input from throughout the jurisdiction of the Council in developing, monitoring and evaluating the Council's strategic plan;

- (4) ensure that two-way communication with active feedback mechanisms between the Board and appropriate constituents are in place; and
 - (5) annually provide one or more council wide forums that will provide opportunities for the Council's stakeholders to give input to the decision makers regarding the Council's strategic plan, and to celebrate achievements.
- (b) The MAC shall be comprised of the following members, in a manner to be determined by the Board:
- (1) 18 to 24 persons (the "MAC Members-at-Large"), who shall be elected by the Board of Trustees, ensuring representation from both urban and rural areas;
 - (2) 5 members of the Board, which shall include the Second Vice Chairperson (the "MAC/Board Members");
 - (3) the National Council Delegates described in Article VI;
 - (4) between six and ten girls, from throughout the council, as may be determined by the Board and who shall be elected by the Board (the "Girl MAC Members"); and
 - (5) the President/CEO.
- (c) The MAC Members-at-Large shall serve until the earliest of
- (i) the third anniversary of their appointment to the MAC, or
 - (ii) their resignation from the MAC. MAC Members-at-Large may not serve consecutive terms as MAC Members-at-Large, but may be reappointed to the MAC as an MAC Member-at-Large following any one-year absence from the MAC.
- (d) The Board shall have the power to designate the MAC/Board Members as the Board shall deem appropriate. Any MAC/Board Member who ceases to be a member of the Board shall also cease to be a member of the MAC.
- (e) The National Council Delegates shall serve terms on the MAC coinciding with their terms as National Council Delegates.
- (f) Girl MAC Members must be at least 14 years of age, and may serve a maximum of two one-year terms.
- (g) The MAC and its members:
- (1) shall provide input, direction and influence over major policy issues;
 - (2) shall receive a report of actions from meetings of the Board;
 - (3) shall receive the Stewardship Report;
 - (4) may submit to the Board Development Committee, for consideration, nominees for the MAC;

- (5) may submit to the Board Development Committee, for consideration, nominees for the Board Development Committee;
- (6) may submit to the Board Development Committee, for consideration, nominees for National Council Delegates;
- (7) may submit to the Board Development Committee, for consideration, nominees for the Board; and
- (8) will be provided an opportunity to review and comment on a preliminary single slate of nominees for each of the Board Development Committee, the National Council Delegates, and the Board before such slate is submitted by the Board Development Committee to the Board of Trustees for election.

Section 7.4 FINANCE COMMITTEE:

There shall be a standing Finance Committee of the Board, chaired by the Treasurer of the Board.

- (a) The number of Finance Committee members shall be no fewer than five members and no more than nine.
- (b) At least one-third but not more than two-thirds of the members of the Finance Committee must be members of the Board.
- (c) Each member of the Finance Committee shall serve for a term of two years. Approximately one half of the members' terms shall expire each year.
- (d) The members of the Finance Committee shall be appointed by the Chairperson of the Board at the annual meeting. The Chairperson will appoint members to fill any vacancies for the un-expired portion of the term.
- (e) The roles of the Finance Committee may be from time to time altered or assigned by the Board but shall include:
 - (1) Review and monitor financial actions and results of the Council;
 - (2) Review and recommend to the Board for approval the annual budget of the Council; and
 - (3) Approve and review at least annually the investment policy of the Council. Review at least quarterly the investment results and recommend any appropriate changes.

Section 7.5 AUDIT COMMITTEE:

There shall be a standing Audit Committee of the Board.

- (a) The Chair of the Audit Committee will be a member of the Board and will be appointed by the Chairperson of the Board.
- (b) The members of the Audit Committee shall be appointed by the Chairperson of the Board at the annual meeting. The Chairperson will appoint members to fill any vacancies for the un-expired portion of the term.
- (c) A majority, but no more than two-thirds, of the Audit Committee members shall be members of the Board.
- (d) All members of the Audit Committee must be independent in the meaning of generally recognized audit standards.
- (e) The members of the Audit Committee shall have access to financial expertise in the form of single individual member or collectively among the Committee. The Chair of the Audit Committee shall be a CPA.
- (f) The number of Audit Committee members shall be no fewer than five members and no more than nine.
- (g) Each member of the Audit Committee shall serve for a term of two years. Approximately 1/2 of the members' terms shall expire each year. A member of the Audit Committee shall serve no more than four consecutive terms, with the exception of the Treasurer, who shall serve on the Audit Committee as provided below.
- (h) The Treasurer of the Board shall serve on the Audit Committee as an ex-officio member without vote and shall not chair the Audit Committee.
- (i) The Audit Committee will annually review its actions against generally accepted audit and governance standards and make recommendations to correct any deficiencies.
- (j) The roles of the Audit Committee may be from time to time altered or assigned by the Board but shall include:
 - (1) Hire independent auditors and other consultants as necessary;
 - (2) Review the annual audit of the Council;
 - (3) Monitor the management letter comments provided by the auditor and ensure corrective actions are taken by the management of the Council;
 - (4) Conduct executive sessions at least annually with the outside auditor and with key members of the Council management; and
 - (5) Ensure that internal control policies and procedures are in place in the Council.

Section 7.6 OTHER COMMITTEES:

The Board may designate such other standing committees, special committees, and/or task groups as the Board shall deem necessary or appropriate. Once formed, the Chairperson shall appoint one or more Trustees and/or others to serve any such committee. Any such committee shall have the authority designated in the resolution establishing such committee. Notwithstanding the foregoing, no committee shall have the authority to: (a) authorize distributions; (b) elect, appoint, or remove any Trustee; (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.

Ad-Hoc committees of the Board may be appointed by the Chairperson of the Board as from time to time deemed appropriate for any duration so desired. The Chairperson shall designate the responsibility and charge of such committees. In the appointment of any such committee the Chairperson shall designate the Chair of the committee or serve in that role. Ad-Hoc committee members need not be members of the Board.

Section 7.7 COMMITTEE MEETINGS OTHER THAN IN PERSON:

Committee meetings may be held in the same manner as Board meetings described in Section 3.13 above.

ARTICLE VIII – BOOKS OF RECORD, AUDIT, FISCAL YEAR

Section 8.1 BOOKS AND RECORDS:

All records of the Council shall be open for Trustees at any reasonable time. The Board shall cause to be kept:

- (a) Records of all proceedings of the Board, and committees thereof;
- (b) Annual audited financial statement 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) The Articles of Incorporation and bylaws of the Council shall be available online. A Board report will be periodically available.

Section 8.2 AUDIT 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 as well as available online. 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 Trustee, agent, or custodian for the benefit of the Council, and shall retain such person or firm for such purposes as it may deem appropriate.

Section 8.3 FISCAL YEAR:

The fiscal year of the Council shall end on September 30 of each year.

ARTICLE IX – SEVERABILITY

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 X – PARLIAMENTARY AUTHORITY

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 XI – INSURANCE

The Council shall purchase and keep current at all times appropriate insurance to protect the interests of the Council to include its operations and potential liability. The Council shall insure each person who is, or was, a Trustee, officer, volunteer or employee of the Council against liability incurred or asserted against such person or persons while serving in such capacity on bone-fide business of the Council.

ARTICLE XII – GENERAL STANDARDS OF CONDUCT FOR TRUSTEES AND OFFICERS

Section 12.1 DISCHARGE OF DUTIES:

Each Trustee or 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 Trustee or officer reasonably believes to be in the best interests of the Council.

Section 12.2 RELIANCE ON INFORMATION, REPORTS, ETC.:

In discharging duties, a Trustee or 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 officers or employees of the Council whom the Trustee or 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 Trustee or officer reasonably believes are within such person's professional or expert competence; or (c) in the case of a Trustee, a committee of the Board of which the Trustee is not a

member if the Trustee reasonably believes the committee merits confidence.

Section 12.3 UNWARRANTED RELIANCE:

A Trustee or officer is not acting in good faith if the Trustee or officer has knowledge concerning the matter in question that makes otherwise permitted reliance unwarranted.

Section 12.4 CONFLICTS OF INTEREST:

The Board shall maintain a policy regarding conflicts of interest, which shall require that each Trustee sign a document indicating any conflict and or potential conflict with his or her service on the Board. The Executive Committee shall be the point of resolution of any conflict or potential conflict of interest.

ARTICLE XIII – 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 elected Trustees. Any proposed amendments shall be presented to the Trustees 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.