



BYLAWS OF THE GIRL SCOUTS OF THE NORTHWESTERN GREAT LAKES COUNCIL, INC.

ARTICLE I – NAME

The name of the corporation shall be Girl Scouts of the Northwestern Great Lakes, Inc. hereinafter referred to as “council” or “corporation”, a not-for-profit corporation organized under Chapter 181 of the laws of the State of Wisconsin.

ARTICLE II – PURPOSE

The council’s purpose shall be as defined in the Articles of Incorporation: to make available to girls under its jurisdiction the program, practices, and standards of Girl Scouting as offered by the Girl Scouts of the USA.

ARTICLE III – VOTING MEMBERS

The members of the voting body shall:

- A. Ensure that all areas are represented at the corporation’s Membership meetings.
- B. Elect Officers of the Council, the Directors-at-Large of the Board of Directors, the Girl Members-at-Large, the members of the Council Board Development Committee and the National Delegates and Alternates to the National Council of Girl Scouts of the United States of America.
- C. Influence general lines of direction of Girl Scouting within the jurisdiction of the Council by receiving and responding to reports and information from the Board of Directors.
- D. Amend the Certificate of Incorporation, as the same may have been, or may in the future be, amended.
- E. Take all other action requiring a vote of the Members of the Corporation; and
- F. Conduct such other business as may, from time to time, come before the members.

1. Board of Directors

Eligibility

Individuals 18 years of age and over who are members of the Girl Scout Movement and who are currently registered through the council are eligible for election or appointment as voting members of the corporation’s board of directors.

Composition

The board of directors shall consist of the elected and ex officio officers of the corporation and at least two (2) directors-at-large from each operational region, as defined by the board of directors, not to exceed a total of 19 voting members. In addition, up to two (2) girls ages 16-18 may serve as non-voting members.

Election

1. Procedure

The directors-at-large shall be elected by ballot in accordance with Article IV of these bylaws for a term of two (2) years or until their successors are elected and assume office. If there is only a single candidate for each position, the election for the board of directors may be held by acclamation.

2. Terms of Office

- a. Terms of office shall begin October 1, following the annual meeting.
- b. The term of office of one-half (1/2) of the directors-at-large shall expire September 30, following the annual meeting of the council.
- c. A member who shall have served a half term or more in office shall be considered to have served a full term in office.
- d. No Individual shall serve more than three consecutive (full) terms as a director-at-large. After serving three consecutive terms they shall not be eligible to serve on the board of directors for the year immediately following unless they serve as an officer of the board.

3. Vacancies

A vacancy occurring in a position of director-at-large shall be appointed by the board chair for the remainder of the unexpired term, by way of referral of the board development committee.

4. Power, Authority, and Accountability

- a. Power and Authority. The board of directors shall have full power and authority over the affairs of the corporation between meetings of the corporation, except as otherwise provided in these bylaws or by statute.
- b. Accountability. The board of directors is accountable to:
 - i. the council membership for managing the affairs of the council including development of a decision-influencing system allowing for members of the Girl Scout Movement, including girl members, to have a voice on key issues affecting the council and the Girl Scout Movement;
 - ii. the board of directors of Girl Scouts of the USA for compliance with the charter requirements;
 - iii. the state of incorporation for adherence to its laws and the laws of states in which the council operates;
 - iv. the federal government in matters relating to legislation affecting not-for-profit, non-stock corporations.

5. Meetings

a. Regular Meetings

- i. Scheduling. The board of directors shall hold at least quarterly regular meetings each year, in addition to the annual meeting, at such time and place as the board may determine.
- ii. Notice. Notice of the date, time, and place of each board meeting shall be given personally, mailed, or electronically transmitted to each member of the board of directors at least ten (10) days prior to the meeting.
- iii. Quorum. A majority of the board members then in office that are present in person or linked by telecommunication or by means such that all members participating in the meeting are able to simultaneously hear or read and participate in each other's communications during the proceedings shall constitute a quorum for the transaction of business.
- iv. Voting.
 1. Each member of the board shall be entitled to one (1) vote.
 2. Unless otherwise designated by statute, the Articles of Incorporation of the council, or these bylaws, all matters shall be determined by a majority vote.
 3. Proxy and/or absentee voting shall not be allowed.

b. Special Meetings

- i. Scheduling. Special meetings may be called by the board chair. Special meetings also shall be called by the board chair upon written request of fifty (50) percent or more of the directors. The purpose of such meetings shall be stated in the request, and no business shall be transacted except that for which the meeting has been called.
- ii. Notice. Notice of the time, place, and purpose of each special meeting of the board shall be given personally, mailed, or electronically transmitted to each member of the board, at least twenty-four (24) hours prior to such meeting.
- iii. Quorum. Majority of board members in office, that are present in person or linked by telecommunication or by means such that all members participating in the meeting are able to simultaneously hear or read and participate in each other's communications during the proceedings shall constitute a quorum for the transaction of business.
- iv. Voting.
 1. Each voting member of the board shall be entitled to one (1) vote.
 2. Unless otherwise designated by statute, the Articles of Incorporation of the council, or these bylaws, all matters shall be determined by a majority vote.
 3. Proxy and/or absentee voting shall not be allowed.

6. Resolutions by Written Consent

In lieu of a meeting, the board of directors may act as a board by resolution, as follows:

- a. The resolution shall be adopted by the written consent of two-thirds (2/3) or more of the directors then in office.
- b. The resolution shall be transmitted by mail or by electronic means to all directors, who shall be able to vote on the resolution in writing or by transmitting their vote back electronically. Any electronic votes shall adhere to the electronic signature standards required under Wisconsin law.
- c. For any resolution sent electronically, the sender shall request an oral or electronic return receipt and shall keep a copy of said receipt (either electronically or on paper). If the sender does not receive a return receipt within a reasonable period of time, the sender shall resend the message or use other means to ensure the delivery of the resolution. If a vote is received in writing or electronically, that will also be considered a return receipt.
- d. If the resolution is adopted, all directors, including those who did not vote, shall be notified of the approval. Such notification may be sent electronically.
- e. All notices required to be sent by mail or other means may be sent electronically.
- f. Records of any action taken by written consent shall be made a part of the minutes of the next board of directors meeting.

7. Removal

- a. Any board member, including an officer, who is absent from three (3) consecutive board meetings in their entirety without good cause acceptable to the board chair or designee, shall be considered resigned.
- b. Any board member, including an officer, may be removed with or without cause by a three-fourths (3/4) vote of the total number of the council board of directors.

Officers

1. Elected Officers
 - a. The elected officers of the council shall be the board chair; vice chair; secretary; and treasurer.
2. Term of Office
 - a. The officers shall be elected by ballot in accordance with Article IV of these bylaws for a term of two (2) years or until their successors are elected and assume office. If there is only a single candidate for office, the election may be held by acclamation.
 - b. Terms of office shall begin October 1, following the annual meeting at which the elections are held.
 - c. The terms of office shall be staggered such that the board chair and vice chair shall be selected at the annual meeting of the council held in even numbered years. The secretary and treasurer shall be selected at the annual meeting of the council held in odd numbered years.
 - d. No individual shall hold more than one office at a time.
 - e. An officer who shall have served a half term or more in office shall be considered to have served a full term in the office.
 - f. After serving two (2) consecutive terms in an office an individual shall be eligible to serve on the board of directors unless they have met the term limitations as a director-at-large or taken another officer position. However, no individual can serve more than 14 consecutive years on the board as a director-at-large and/or officer.
3. Vacancy in Office
 - a. In the event of a vacancy in the office of the board chair, the vacancy shall be filled in the interim by the vice chair of the board pending election of the board chair by the Board.
 - b. In the event of a vacancy in the any office other than board chair, the vacancy shall be appointed by the board chair for the remainder of the unexpired term, by way of referral of the board development committee.
4. Ex Officio Officers
 - a. The chief executive officer (CEO) shall be employed by the board of directors and shall serve as an ex officio non-voting officer of the corporation. The CEO shall not be subject to terms of office or election procedures.
 - b. The board chair may be invited to serve an additional year in an ex officio non-voting capacity following his/her term of office.
5. Duties of Officers

The officers shall perform the duties prescribed in this article and such other duties that are prescribed by action of the voting members of the council, the board of directors and the board chair. The board chair may convene officers as needed in an advisory capacity to make recommendations to the board of directors. It is intended that all officer positions are leadership positions and that all officers may stand for election for board chair with the recommendation of the board development committee.

 - a. The board chair shall:
 - i. be the principal officer of the corporation;
 - ii. preside at all meetings of the council and board of directors;
 - iii. develop support of the board of directors for the council's strategic direction and appropriate oversight of performance;
 - iv. report to the council and the board of directors as to the conduct and management of the affairs of the corporation; and
 - v. serve as an ex officio, non-voting member of all committees except the board development committee.

- vi. perform such duties as may be assigned by the board of directors or prescribed elsewhere in the bylaws.
- b. The vice chair of the board shall:
 - i. assist the board chair as assigned;
 - ii. serve as chair and voting member of the board development committee;
 - iii. preside at meetings of the council and board of directors in the absence or inability of the board chair, or when delegated the responsibility of presiding; and
 - iv. in the event of the vacancy in the office of the board chair, succeed to the office for the remainder of the unexpired term.
 - v. perform other duties as may be assigned by the board chair.
- c. The secretary shall:
 - i. in conjunction with the board chair ensure that proper notice is given for all meetings of the council and the board of directors;
 - ii. ensure that minutes of all meetings of the council and the board of directors are kept and accurately reflect the proceedings; and
 - iii. ensure the safekeeping of the corporate documents.
 - iv. perform other duties as may be assigned by the board chair.
- d. The treasurer shall:
 - i. provide effective stewardship, control, and oversight of the corporation's finances;
 - ii. serve as chair and voting member of the finance committee;
 - iii. perform other duties as may be assigned by the board chair.

2. Board Development Committee

Eligibility

Individuals 18 years of age and over who are members of the Girl Scout Movement and who are currently registered through the council are eligible for election or appointment as voting members of the corporation's board development committee.

Composition

The board development committee shall be composed of 7-9 members, at least three (3) of whom shall be members of the board of directors and at least three (3) of whom shall not be members of the board of directors, and the CEO of the council who shall serve as an ex-officio, non-voting member. The board chair shall deliver the charge to the Board Development Committee at its first meeting each year and may attend subsequent meetings only upon invitation, and with voice and no vote.

Election

1. Procedure

- a. The committee members shall be elected in accordance with Article IV of these bylaws for a term of two (2) years or until their successors are elected and assume office. If there is only a single candidate for each open position, the election may be held by acclamation.

2. Terms and vacancies

a. Committee Members

- i. Terms of office shall be staggered so that no more than one half shall be elected at one election.
- ii. No individual shall serve more than three (3) consecutive terms as a member of the committee.

- iii. An individual who shall have served a half term or more in office shall be considered to have served a full term in the office.
- iv. In the event of a vacancy in any position other than committee chair, the vacancy shall be filled by the board of directors for the remainder of the term.
- b. Committee Chair
 - i. The vice chair of the board shall serve as chair and voting member of the board development committee.
- 3. Responsibilities
 - a. To solicit and recruit candidates for elected positions in the council with the intent to have a diverse board that reflects the demographics of the council.
 - b. To ensure that all regions are represented on the board of directors;
 - c. To provide to the Board a single slate for all positions for election, including officers, directors, and board development committee members at least forty-five (45) days prior to the election. This may be revised, and an electronic vote completed by Board up to 11 days prior to the Annual Meeting.
 - d. To provide to the membership, in accordance with the time frame established by Girl Scouts of the USA, a single slate of delegates and alternates to the National Council Session of Girl Scouts of the USA.
- 4. Nominations from the Membership

Nominations for any of the elected positions may be made to the board development committee at least forty-five (45) days prior to the annual meeting provided (via email to board@gsnwgl.org or to the attention of CEO, GSNWGL, 4693 N. Lynndale Drive, Appleton, WI 54913):

 - the individual to be nominated has consented in writing to serve if elected.
 - the prospective nominee meets the qualifications for the nominated office.
- 5. Quorum

The quorum for meetings of the board development committee shall be a majority of the committee members present in person or linked by telecommunication or by means such that all committee members are able to simultaneously hear or read and participate in each other's communications during the proceedings.

3. Service Area Delegates

Eligibility

Individuals 16 years of age and over who are members of the Girl Scout Movement and who are currently registered through the council are eligible for election or appointment as voting members of the corporation's service area delegates.

Composition

Each Service Area shall be entitled to select one or more delegates and alternates that will be submitted to the council, based on girl membership as of September 30 each year, with one delegate up to two hundred twenty-five (225) girl members and then one (1) additional per every one hundred and fifty (150) girl members thereafter, or a major fraction thereof, as illustrated below:

Girl Members	Number of Service Area Delegates
1 to 225	1
226 to 375	2
376 to 525	3

Election

1. Procedure

Service Area Delegates are selected or appointed.

2. Terms and Vacancies

Service Area Delegates shall serve for a term of two years or until their successors are elected and assume office. In the event of a vacancy, the vacancy shall be filled by the Service Area for the remainder of the term. Terms shall begin October 1, following the annual meeting at which the Service Area Delegates are selected or appointed.

Responsibilities

1. Bring service area concerns and special knowledge to the attention of the council leadership.

4. National Delegates

Eligibility

Delegates and alternates to the National Council of the Girl Scouts of the USA must 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

The delegates and alternates shall be elected by the voting members of the corporation in accordance with Article IV of these bylaws in accordance with the time frame established by the Girl Scouts of the USA and shall serve a term of three (3) years or until their successors are elected and assume office.

Vacancies

The board of directors 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 Girl Scout Movement registered through the council and appointed by the board chair.

ARTICLE IV – ELECTION PROCEDURES

Section 1. Election of board officers, directors-at-large, board development committee members, and National Council delegates and alternates shall occur by one of the methods listed. Only one (1) method may be used during an election; there shall not be a combination of voting methods during an election.

Section 2. The method of voting to be used during a particular election cycle shall be determined by the board of directors. The methods which may be used are:

- A. at the annual meeting by voting members of the corporation present in person, linked by telecommunication, and/or by means such that all voting members of the corporation participating in the meeting are able to simultaneously hear or read and participate in each other's

- communications during the proceedings; or
- B. by mail or electronic ballot in accordance with the procedure established by the board of directors.
- i. If this method is utilized, voting members of the corporation shall be notified that election will be held by mail or electronic ballot at least thirty (30) days prior to the annual meeting at which election results will be announced.
 - ii. A majority of ballots cast by mail or by electronic ballot shall elect, provided that at least the number of voting members of the corporation required for a quorum at the annual meeting shall have cast a ballot.
 - iii. Any electronic ballots shall adhere to the electronic signatures' standards required under Wisconsin law.
 - iv. If there is only a single candidate for each position, the election may be held by acclamation.

ARTICLE V – COMMITTEES

1. Executive Committee

Composition

The Executive Committee, a standing committee of the Board of Directors, shall consist of the Chair of the Board, Vice Chair, Secretary, Treasurer and 1-3 directors-at-large. The Chief Executive Officer shall serve as an ex officio member with voice but without vote. The directors-at-large shall be appointed by the Chair of the Board from the members of the board of directors, subject to the approval by the Board of Directors.

Responsibilities

- A. Authority between Board Meetings. The Executive Committee shall exercise the authority of the corporation board of directors between the meetings of the board, except that the Executive Committee shall not have the authority to:
- i. adopt the budget;
 - ii. amend or revise the articles of incorporation or bylaws;
 - iii. take action, which is contrary to, or a substantial departure from, the direction established by the board or which represents a major change in the affairs, business, or policy of the council.
- B. Reports. The Executive Committee shall submit to the board of directors at each board meeting a report of all actions taken since the last board meeting.

Meetings

- A. Scheduling. The Executive Committee shall meet only as needed at the call of the Chair or upon written request of at least 3 members of the Executive Committee.
- B. Notice. Notice of the date, time, and place of each meeting shall be provided 24 hours in advance of the meeting.

Quorum

A majority of the Executive Committee members then in office shall be present in person or linked by telecommunication or by means such that all members participating in the meeting are able to contemporaneously hear one another and participate in the proceedings to constitute a quorum for the transaction of business.

Voting

- A. Each member of the Executive Committee shall be entitled to one (1) vote.
- B. Unless otherwise designated by statute, the Articles of Incorporation of the Council, or these

Bylaws, all matters shall be determined by a majority vote of the executive committee members present at any meeting at which a quorum is present.

C. Proxy and email voting shall not be allowed.

2. Finance Committee

Composition

The Finance Committee, a standing committee of the Board of Directors, has been established by the Board of Directors (Board) of Girl Scouts of the Northwestern Great Lakes, Inc. (GSNWGL) to assist the Board in discharging and performing the duties and responsibilities of the Board with respect to the financial affairs of the Council (the “Corporation” or the “Council”). The finance Committee Chair shall be the current Board Treasurer.

Quorum

A majority of committee members shall be present in person or linked by telecommunication or by means such that all members participating in the meeting are able to contemporaneously hear one another and participate in the proceedings to constitute a quorum.

3. Audit Committee

Composition

The audit committee is a standing committee of the Board of Directors who are not compensated for their service and do not have a financial interest in or any other conflict of interest with any entity doing business with the corporation. The audit committee chair is a board member, appointed by the board chair, and voted on by the board of directors.

Responsibility

The audit committee is directly responsible for hiring, setting the compensation, and overseeing the auditor’s activities. It sets rules and processes for complaints concerning accounting and internal control practices.

Quorum

A majority of committee members shall be present in person or linked by telecommunication or by means such that all members participating in the meeting are able to contemporaneously hear one another and participate in the proceedings to constitute a quorum.

4. Other Committees

Establishment

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

Appointment

- A. The chair of any standing and special committees and/or task groups, or ad hoc committees shall be appointed by the Chair of the Board, subject to the approval of the board of directors, with the exception of the Board Development Committee and Finance Committee.
- B. Members of any standing and special committees and/or task group, or ad hoc committee shall be appointed by the Chair of the Board in consultation with the chair of the respective committee or task group.
- C. At least 2 members of any committee or task group shall be members of the board of

- directors, one of whom shall serve as chair of the committee.
- D. Appointments to committees and task groups shall be for one (1) year, beginning October 1 after review at the board meeting following the annual meeting, unless a different term is specified by the board of directors at the time of appointment.
 - E. Vacancies in any committee or task group shall be appointed by the Chair of the Board in accordance with Section 4.A. or 4.B. of this Article.
 - F. A majority of committee or task group members shall be present in person or linked by telecommunication or by means such that all members participating in the meeting are able to contemporaneously hear one another and participate in the proceedings to constitute a quorum.

ARTICLE VI – MEETINGS

Annual Meeting

- A. Scheduling. The corporation shall conduct an annual meeting of the voting members of the corporation at a date, time, and place determined by the board of directors.
- B. Notice. Notice of the date, time, and place of the annual meeting, accompanied by a tentative agenda and the slate of nominees for all positions, shall be given personally or mailed or electronically transmitted to each voting member of the corporation not more than sixty (60) days nor less than ten (10) days prior to the meeting.
- C. Business. At the annual meeting, the corporation shall:
 - i. Elect board officers, board directors-at-large, and members of the board development committee. If the election has been held by mail ballot the results of the election shall be announced at the annual meeting.
 - ii. provide input on key issues affecting the council and the Girl Scout Movement; and consider any other business appropriate to come before the corporation in accordance with the process established by the board of directors.
- D. Quorum. No less than thirty (30) percent of the voting members and a minimum of forty (40) percent of the service areas shall have a least one representative present in person or linked by telecommunication or by means such that all voting members of the corporation participating in the meeting are able to simultaneously hear or read and participate in each other's communications during the proceedings.
- E. Voting.
 - i. Each voting members of the corporation shall be entitled to one (1) vote.
 - ii. Unless otherwise designated by statute, the Articles of Incorporation of the council, or these bylaws, all matters including elections, shall be determined by a majority vote.
 - iii. Proxy and/or absentee voting shall not be allowed.

Special Meetings

- A. Scheduling. A special meeting of the voting members of the corporation shall be called by the board chair upon written request of a majority of the members of the board of directors then in office or by twenty-five percent (25%) of the voting members of the corporation. The purpose of the meeting shall be stated in the written request.
- B. Notice. Notice of the date, time, place, and specific purpose of the meeting shall be given personally, mailed, or electronically transmitted to each voting member of the corporation no more than sixty (60) and no fewer than ten (10) days prior to the meeting.
- C. Quorum. No less than thirty (30) percent of the voting members and a minimum of forty (40) percent of the service areas shall have a least one representative present in person or linked by telecommunication or by means such that all members participating in the meeting are able to simultaneously hear or read and participate in each other's communications during the proceedings.

D. Voting. Voting shall be in accordance with Article VI, Section E of Annual Meeting.

ARTICLE VII – ACTION BY WRITTEN MAIL OR ELECTRONIC BALLOT

In lieu of a meeting, the board of directors may act as a board by resolution, as follows:

- A. The resolution shall be adopted by the written consent of two-thirds (2/3) or more of the directors then in office.
- B. The resolution shall be transmitted by mail or by electronic means to all directors, who shall be able to vote on the resolution in writing or by transmitting their vote back electronically. Any electronic votes shall adhere to the electronic signature standards required under Wisconsin law.
- C. For any resolution sent electronically, the sender shall request an oral or electronic return receipt and shall keep a copy of said receipt (either electronically or on paper). If the sender does not receive a return receipt within a reasonable period of time, the sender shall resend the message or use other means to ensure the delivery of the resolution. If a vote is received in writing or electronically, that will also be considered a return receipt.
- D. If the resolution is adopted, all directors, including those who did not vote, shall be notified of the approval. Such notification may be sent electronically.
- E. All notices required to be sent by mail or other means may be sent electronically.
- F. Records of any action taken by written consent shall be made a part of the minutes of the next board of directors meeting.

ARTICLE VIII – FINANCE

Section 1. Fiscal Year.

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

Section 2. Contributions

Any contributions, bequests, and gifts for the purpose of Girl Scouting within the council shall be accepted or collected may be declined 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.

In addition to any powers provided herein or by law, the board of directors may authorize one or more officers of the corporation to execute and deliver instruments; open bank accounts; execute checks and drafts in the name of the corporation; make or obtain loans; sell, assign, or pledge securities; and act in accordance with generally accepted accounting principles (GAAP).

Section 5. Bonding

All persons having access to or major responsibility for the handling of monies and securities of the corporation 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 overall annual budget without prior approval of the board of directors.

Section 7. Property

Title to all property shall be held in the name of the council. Capitalized assets of the council shall be acquired and disposed of in accordance with the policy established by the board of directors or by a committee appointed by the board of directors for such purpose.

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 corporation. A report of the audit shall be submitted to the board of directors and to the Girl Scouts of the USA.

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. Investments

The funds of the council shall be invested in accordance with the policy established by the board of directors or by a committee appointed by the board of directors for such purpose.

ARTICLE IX – CONFLICT OF INTEREST

The board shall maintain a policy regarding conflicts of interest, which shall require all board and committee members to complete and sign an annual disclosure statement indicating any conflict or potential conflict with service on the board.

ARTICLE X – INDEMNIFICATION

Indemnification shall be provided to directors and officers by resolution of the board of directors, in accordance with the Wisconsin Non-Stock Corporation Law (Chapter 181, Wis. Stats.) and through an appropriate insurance instrument.

ARTICLE XI – PARLIAMENTARY AUTHORITY

Robert's Rules of Order, in its most current revision, shall be the parliamentary authority of the council, subject to the laws of the State of Wisconsin, the articles of incorporation and these bylaws and any special rules of order adopted by the corporation or board of directors.

ARTICLE XII – AMENDMENTS

Section 1. These bylaws may be amended by a two-thirds (2/3) vote of all board members, except as noted in Section 2 of this Article. Amendments by the board will be presented at the next annual meeting.

Section 2. Any modifications to the required number of regions and/or minimum number of board members would require two-thirds (2/3) vote of the voting members of the corporation eligible to vote at the annual meeting.

*Adopted April 2008
Revised April 2019
Revised April 2021
Adopted April 24, 2021
Revised/Adopted July 12, 2021
Revised November 2023
Revised/Adopted March 11, 2024*

History: 2019_Amend Article IV, Sec 2C, Sec 5Av; Article V, Sec 1; Article VI, Sec 3Bi, Sec 3Ci. 2016_Amend Article IV, Sec. 3 C, Sec. 5 Eii, Article V, Sec. 4 C; 2013_Add Article VI Sec.3 C. iii; 2012_Amend Article III Section7, Article VI Sec. 3 C. ii and Article X Sec2; 2011_Amended Article IV Sec. 2 D and Article XI Sec. 1; 2010_Amended Article III, Sec. 1, Sec. 3, Removed Article XV

New Bylaws 2021: Article III now titled Voting Members, Article IV now titled Election Procedures, Article V now titled Meetings, Article VI now titled Board of Directors, Article VII now titled Officers, Article VIII now titled Board Development Committee, Article IX now titled Action by Written Mail or Electronic Ballot, Article X now titled Executive Committee, Article XI now titled Finance Committee, Article XII now titled Audit Committee, Article XIII now titled Committees, Article XIV now titled National Council Delegates. Article XV titled Finance was old Article XII. New Article XVI is titled Conflict of Interest. Article XVII titled Indemnification was old Article XIII. New Article XVIII is titled Parliamentary Authority. Article XIX titled Amendments is old Article XIV. Old Article VII Regions is now absorbed into new Articles III, IV and V.

Revision 7.12.2021: Article XI – Finance Committee, remove statement to detach Investment Committee as a sub-committee of the Finance Committee.

Revision 11.2023: Amend Article III, Sec. 3.A., Sec. 3.B., Article IV, Sec. 1, Article V, Sec. 1.C., Sec. 1.D., Sec. 2.A, Sec. 2.B., Sec. 2.C., Article VI, Sec. 1, Sec. 2.B., Sec. 2.C., Sec. 3, Article VII, Sec. 1, Sec. 2.A., Sec. 2.B., Sec. 2.C., Sec. 2.F., Sec. 3.A., Sec. 3.B., Sec. 4.A., Sec. 4.B., Sec. 5.B., Sec. 5.C., Article VIII, Sec. 1, Sec. 2.E., Sec. 2.F. Remove Article VIII, Sec. 3. Amend Article VIII, Sec. 4, Sec. 5, Article X, Sec. 1, Sec. 2, Article XII, Article XIII, Sec. 2.A., Sec. 2.D., Sec. 2E., Article XV, Sec. 6, Sec. 7, Article XVI. Reorder the flow of the document.

Revision 03.2024: Amend Article III, Sec. 1, Sec. 3.