

Blue Book OF BASIC DOCUMENTS 2009

Constitution and Bylaws of Girl Scouts of the United States of America

This edition supersedes all previous editions of the *Blue Book*.

Girl Scouts of the USA
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CONSTITUTION¹

OF GIRL SCOUTS OF THE UNITED STATES OF AMERICA

Founded by Juliette Low, March 12, 1912
Chartered by special act of Congress
(Public Law 460; approved March 16, 1950)
Congressional Charter subsequently revised under Public Law 105-225;
approved August 12, 1998

PREAMBLE

PROMISE

THE PROMISE

On my honor, I will try:
To serve God and my country,
To help people at all times,
And to live by the Girl Scout Law.

LAW

THE LAW

I will do my best to be
honest and fair,
friendly and helpful,
considerate and caring,
courageous and strong, and
responsible for what I say and do,
and to
respect myself and others,
respect authority,
use resources wisely,
make the world a better place, and
be a sister to every Girl Scout.

BELIEFS AND PRINCIPLES
OF THE G.S. MOVEMENT
IN THE U.S.A.

BELIEFS AND PRINCIPLES

We, the members of Girl Scouts of the United States of America, united by a belief in God, hold that the Girl Scout Promise and Law is the cornerstone of our Movement,

FOUNDERS' NAMES

And inspired by the Founder of the Girl Scout Movement in the United States, Juliette Low, and by the aims of the Founder of the Scout Movement, Lord Baden-Powell, attest to the following:

MISSION

MISSION

Girl Scouting builds girls of courage, confidence, and character, who make the world a better place.

SPIRITUAL FORCE

SPIRITUAL FORCE

The motivating force in Girl Scouting is spiritual. The ways in which members identify and fulfill their spiritual beliefs are personal and private.

OPEN MEMBERSHIP

OPEN MEMBERSHIP

The Girl Scout Movement is open to all girls and adults who accept the Girl Scout Promise and Law and meet membership requirements.

PATRIOTISM, CITIZENSHIP,
AND COMMUNITY SERVICE

PATRIOTISM, CITIZENSHIP, AND COMMUNITY SERVICE

Local, national, and global service and action are core elements of the Girl Scout experience.

1. Major revision adopted by the National Council, November 1957. Amended November 1960, October 1972, October 1975, October 1978, October 1981, October 1984, October 1990, October 1996, October 1999, October 2002, October 2005, November 2008.

DIVERSITY AND PLURALISM

Girl Scouts advance diversity and pluralism in our Movement and in the communities in which we live.

DIVERSITY AND PLURALISM

RESPONSIBILITY FOR THE MOVEMENT AND THE DEMOCRATIC PROCESS

The ultimate responsibility for the Girl Scout Movement rests with its members. We govern by an efficient and effective democratic process that demonstrates our leadership in a fast-changing world.

RESPONSIBILITY FOR MOVEMENT/DEMOCRATIC PROCESS

GIRL/ADULT PARTNERSHIP

Adults partner with girls to guide and inspire growth and achievement. Volunteers are essential to the strength and capacity of our Movement.

GIRL/ADULT PARTNERSHIP

WORLD ASSOCIATION OF GIRL GUIDES AND GIRL SCOUTS (WAGGGS)

We are active partners in a worldwide sisterhood through our affiliation with WAGGGS. We work with WAGGGS to address the needs of girls and to build a network of global citizens.

WORLD ASSOCIATION

COMMUNITY PARTNERS

We take an active leadership role and are collaborative partners in the community.

COMMUNITY PARTNERS

VOICE

We are a premier voice for girls and an expert on their growth and development.

VOICE FOR GIRLS

ARTICLE I NAME OF THE CORPORATION

The name of this corporation is Girl Scouts of the United States of America.

CORPORATION

NAME

ARTICLE II PURPOSE OF THE CORPORATION

The purpose of the corporation is to promote the Girl Scout Movement in the United States of America, which includes the United States, its territories, and possessions, by directing and coordinating the Movement and by providing and administering the Girl Scout program in accordance with the purposes set forth in its Congressional Charter.

PURPOSE OF CORPORATION

PURPOSE JURISDICTION

ARTICLE III THE GIRL SCOUT PROGRAM

Grounded in the Girl Scout Promise and Law, Girl Scouting is a nonformal, experiential, and cooperative education program that promotes girls’ personal growth and leadership development. Partnering with caring adults, girls design fun and challenging activities that empower them and raise their voices within a local, national, and global sisterhood.

GIRL SCOUT PROGRAM

ARTICLE IV THE NATIONAL COUNCIL

- 1. The membership of this corporation shall consist of the members of the National Council of Girl Scouts of the United States of America, and the corporation in meeting assembled shall be known as the National Council.
- 2. The National Council shall have all the powers conferred by the Congressional Charter and by other applicable laws, and shall exercise these powers with due regard for its position as the coordinating head of the Girl Scout Movement in the United States.
- 3. Only citizens of the United States who are members of the Girl Scout Movement in the United States and who are 14 years of age or over may be members of the National Council.

NATIONAL COUNCIL

CORPORATION MEMBERSHIP

POWERS

ELIGIBILITY FOR MEMBERSHIP

MEMBERSHIP

- 4. The membership of the National Council shall consist of:
 - a. delegates elected by Girl Scout councils who are registered through such local councils;
 - b. delegates from USA Girl Scouts Overseas;
 - c. members of the National Board;
 - d. members of the National Board Development Committee;
 - e. Past Presidents of Girl Scouts of the United States of America; and
 - f. such other persons as may be elected by the National Council.

The total membership of the National Council shall not exceed 1,500, and at least four-fifths of the entire membership shall consist of delegates from local councils and from USA Girl Scouts Overseas.²

FORMULA FOR DELEGATES

Each local council to which a charter has been issued and remains in force shall be entitled to the following delegates based on the number of girls under its jurisdiction who are members of the Girl Scouts of the United States of America as of September 30 of the year preceding the regular session of the National Council:

- a. two (2) delegates;
- b. one (1) additional delegate for up to 3,500 girls;
- c. one (1) additional delegate for every 3,500 girls thereafter.

USA Girl Scouts Overseas collectively shall be entitled to the number of delegates according to the same formula prescribed for local councils.³

The prescribed figure of 3,500 girls may be adjusted when necessary to keep the total membership of the National Council no larger than 1,500.⁴

EXECUTIVE STAFF MEMBERS

- 5. Executive staff members employed by any local council shall be eligible for election as delegates to the National Council, provided that the number of such executive staff members from any local council shall not exceed the number of volunteers elected for the same period as delegates from that local council.

TERM FOR DELEGATES

- 6. Subject to the requirements of the preceding sections of this article, delegates elected by local councils shall serve as members of the National Council for three years from the date of their election or until their successors are elected, provided they remain the delegates of the local council which elected them; delegates from USA Girl Scouts Overseas shall serve as members for three years from the date of their selection or until their successors are selected, provided they remain delegates from USA Girl Scouts Overseas; members of the National Board of Directors and National Board Development Committee shall be members of the National Council during their term of office; those persons elected by the National Council shall serve until the next regular session of the National Council.

NATIONAL COUNCIL SESSIONS
REGULAR SESSIONS

ARTICLE V SESSIONS OF THE NATIONAL COUNCIL

- 1. There shall be a regular session of the National Council held triennially at such time and place as determined by the National Board of Directors. Notice of the time, place, and purpose of such session shall be mailed not less than 60 days before the session to each local council, to each USA Girl Scouts Overseas committee, and to each member of the National Board of Directors and National Board Development Committee.

RESPONSIBILITIES

- 2. The National Council at its sessions shall hold elections, amend the Constitution, establish requirements for credentials, and shall determine the general lines of policy of the Girl Scout Movement and program by considering and acting upon proposals directed toward the fostering and improvement of Girl Scouting, by receiving and acting upon reports of its National Board of Directors, and by giving guidance to the National Board upon general lines of direction of the Movement and program.

SPECIAL SESSIONS

- 3. Special sessions of the National Council shall be called by the President upon written request of a majority of the members of the National Board of Directors or twenty percent (20%) of the membership of the National Council, which shall represent at least twenty-five percent (25%) of the councils chartered by GSUSA. The purpose of the session shall be stated in the written request.

²This action becomes effective for the 2011 National Council Session.

³“Overseas” is a designation for the Girl Scouts of the USA program delivered outside the jurisdiction of a chartered Girl Scout council.

⁴This action becomes effective for the 2011 National Council Session.

The purpose of the special session shall be limited to legitimate business of the National Council, and no other business shall be transacted except that for which the session has been specifically called.

Notice of the special session, stating the time, place, and specific purpose, shall be mailed not less than 30 days before the session to each local council, each delegate from USA Girl Scouts Overseas, each member of the National Board of Directors and the National Board Development Committee, each Past President, and each member elected by the National Council who is entitled to vote at such session.

4. Two hundred members of the National Council present in person shall constitute a quorum for the transaction of business at sessions of the National Council, provided, however, that delegates are present from one or more local councils in a majority of the geographical areas of the country as defined in the Bylaws. In the absence of a quorum, a majority of those present at the time and place set for a session may take an adjournment from time to time until a quorum shall be present.
5. Each member present in person at the National Council shall be entitled to one (1) vote. Decision on annual membership dues shall require a majority of votes cast. All matters shall be determined by a majority vote of the members present and voting, unless otherwise provided by this Constitution.

QUORUM

VOTING

ARTICLE VI PROPOSALS TO THE NATIONAL COUNCIL

PROPOSALS

1. Proposals directed toward the fostering and improvement of Girl Scouting that are to be acted upon by the National Council may be originated (a) by the National Board of Directors and (b) by local councils. Proposals shall be submitted according to the following procedures:
 - a. Proposals originated by the National Board of Directors: (1) such proposals shall be sent to local councils for consideration prior to the next session of the National Council, together with the recommendations of the National Board of Directors; (2) action shall be taken on such proposals by the National Council at its next session.
 - b. Proposals originated by local councils: (1) such proposals shall be sent to the National Board of Directors by such date as shall be determined by the National Board of Directors; (2) the National Board of Directors, in its sole discretion, shall determine whether such proposals relate to matters which should properly be acted upon by the National Council, except that a proposal submitted by a minimum of 15 percent of all Girl Scout councils holding a charter issued by the National Board of Directors of Girl Scouts of the USA as of September 30 of the year preceding the regular session of the National Council shall be determined by the National Board of Directors to relate to matters which should properly be acted upon by the National Council; (3) proposals which the National Board determines relate to matters which should properly be acted upon by the National Council shall be sent to local councils for consideration prior to the next session of the National Council, together with the recommendations of the National Board of Directors; (4) action shall be taken on such proposals by the National Council at its next session.
2. Any proposal involving a constitutional amendment shall be governed by the provisions of the article on amendments.

ORIGIN OF

BY NATIONAL BOARD OF DIRECTORS

BY LOCAL COUNCILS

ARTICLE VII LOCAL GIRL SCOUT COUNCILS

LOCAL COUNCILS

Local Girl Scout councils shall be organized to further the development of the Girl Scout Movement in the United States; to establish local responsibility for leadership, administration, and supervision of the program; and to develop, manage, and maintain Girl Scouting in accordance with the terms of their charters.

ARTICLE VIII CREDENTIALS

CREDENTIALS

1. The National Council shall establish requirements for certificates of membership, local council charters, and all other credentials.

REQUIREMENTS

ADMINISTRATION

2. The National Board of Directors shall administer the requirements for the credentials established by the National Council, and may establish standards and issue standards, procedures, and interpretations regarding such requirements provided such standards, procedures, and interpretations are consistent with the requirements established by the National Council.

ISSUANCE
REVOCATION

3. The National Board of Directors, in its sole discretion, shall have the power to issue these credentials subject to the requirements established by the National Council, and to revoke them when, in its opinion, the terms and conditions thereof or requirements therefor are being violated or when the best interests of Girl Scouting are not being furthered.

DURATION

4. Charters and other credentials shall be issued for no more than six years. Certificates of membership shall be issued for no more than one year, except for lifetime membership. All credentials shall bear the name of Juliette Low.

MEMBERSHIP DUES

ARTICLE IX MEMBERSHIP DUES

Every person accepting the principles of the Girl Scout Movement and desiring to be a member of the Girl Scout Movement in the United States of America shall pay annual or lifetime membership dues to Girl Scouts of the United States of America.

NATIONAL BOARD OF
DIRECTORS
MANAGEMENT OF
CORPORATION
EXECUTIVE COMMITTEE

ARTICLE X NATIONAL BOARD OF DIRECTORS

1. The affairs of the corporation between sessions of the National Council shall be managed by a National Board of Directors, except that the Bylaws may provide for an Executive Committee to exercise the powers of the National Board in the interim between its meetings.

COMPOSITION

2. The National Board of Directors shall consist of the President, the Vice Presidents, the Secretary, and the Treasurer; and 25 members-at-large. The Chair of the National Board Development Committee, if not already elected to the National Board, shall be ex officio a member of the National Board. The Chief Executive Officer and the Chief Financial Officer shall be ex officio members without vote. The National Board shall at all times be representative of the various geographical areas of the country.

ELECTION OF MEMBERS
TERMS

3. All members-at-large of the National Board of Directors shall be elected by the National Council at each regular session to serve a three-year term beginning at the time of their installation at the session when elected and ending upon the installation of their successors at the next regular session of the National Council except that National Board members elected also as members of the National Board Development Committee shall have a three-year term to coincide with the term of National Board Development Committee members.

Of those nominated by the National Board Development Committee at least one-third shall be serving at the time of their nomination either a first or second term as members of the National Board of Directors.

NUMBER OF TERMS

Members of the National Board of Directors shall serve for no more than three consecutive terms, except that, regardless of the number of terms any person shall have served as a member of the National Board of Directors, such person may be eligible to be a member of the National Board when serving as an officer of the corporation elected by the National Council or as Chair of the National Board Development Committee.

NONPARTICIPATING
MEMBERS

4. Any National Board member who is absent from two consecutive National Board meetings in their entirety without good cause, acceptable to the President or designee, shall be removed from the National Board by a majority vote of the National Board members present and voting at any regular meeting of the National Board of Directors.

Further, a National Board member may be removed with or without cause by a three-fourths vote of the total number of the National Board of Directors.

5. The National Board of Directors shall have the power to fill vacancies in its own membership until the next regular session of the National Council, including any vacancy created by the election of a member-at-large to another capacity on the National Board and installation in such capacity. In filling vacancies, the National Board shall conform to the requirement of Section 2 of this article.
6. In the event of an emergency which makes it impossible for the National Council to meet, all the powers of the National Council, except the conducting of elections, shall, to the extent permissible by law, be automatically conferred on the National Board of Directors until such time as a session of the National Council can be held. Action taken by the National Board of Directors under these emergency powers shall be reported to the National Council at its next session. In such an emergency, the term of office of all members of the National Board of Directors and National Board Development Committee shall be extended until elections are held and successors installed at the next regular session of the National Council. Such an extended term shall be considered to be one term of office.

VACANCIES

EMERGENCY POWERS
TERM OF MEMBERS
IN EMERGENCY

ARTICLE XI OFFICERS

1. The officers of the corporation shall be the President, who shall have the working title Chair of the National Board of Directors; the First and Second Vice Presidents, who shall have the working titles of Vice Chairs; the Secretary; the Treasurer; the Chief Executive Officer; the Chief Financial Officer; and such other officers as the Bylaws may provide.
2. The President, the Vice Presidents, the Secretary, and the Treasurer shall be elected by the National Council at each regular session to serve a three-year term beginning at the time of the installation at the session when elected and ending upon the installation of their successors at the next regular session of the National Council. Each person shall serve no more than three consecutive terms in any one or any combination of these offices. Regardless of the number of consecutive terms any person shall have served in any one or any combination of these offices other than that of President, such person shall be eligible for two consecutive terms as President.
3. The Chief Executive Officer and the Chief Financial Officer shall be appointed by the National Board of Directors to hold office at its pleasure. Such other officers as the National Board of Directors may deem necessary may be elected or appointed by the National Board as provided in the Bylaws.
4. A vacancy among the officers of the corporation shall be filled by the National Board of Directors for the remainder of the unexpired term.
5. In recognition of distinguished service, all Past Presidents of Girl Scouts of the United States of America shall be honorary officers and members of the National Council with full voting rights. The Past Presidents shall be members ex officio of the National Board of Directors without vote except during any period when they may be serving as duly elected members of the National Board of Directors.
6. The National Council may elect distinguished citizens as honorary officers of the National Council.

OFFICERS

OF THE CORPORATION

ELECTION
TERM

MAXIMUM NUMBER
OF TERMS

CHIEF EXECUTIVE OFFICER,
CHIEF FINANCIAL OFFICER,
OTHER OFFICERS

VACANCIES

PAST PRESIDENTS

HONORARY OFFICERS

ARTICLE XII NATIONAL BOARD DEVELOPMENT COMMITTEE, NOMINATIONS, AND ELECTIONS

1. The National Board Development Committee shall consist of seven (7) members, including the chair of the committee; the CEO of Girl Scouts of the United States of America shall serve as an ex officio nonvoting member. Between meetings of the National Council, the National Board Development Committee shall work in partnership with and report to the National Board of Directors.
2. At least two (2) members shall be members of the National Board of Directors and at least three (3) members shall be non-National Board members.
3. Members shall be elected by the National Council.

NATIONAL BOARD
DEVELOPMENT COMMITTEE

MEMBERSHIP
RELATIONSHIP TO
NATIONAL BOARD

COMPOSITION

ELECTION

TERMS OF OFFICE	4. The term of office shall commence at the adjournment of the National Council Session when elected, and shall end at the adjournment of the next regular session, or until successors are elected and assume office.
TERM LIMITS	5. At least two (2) members, but no more than three (3), shall serve a second consecutive term. No individual shall serve more than two (2) consecutive terms as a member of the committee.
APPOINTMENT AND APPROVAL OF CHAIR	6. The chair of the committee shall be appointed by the President from amongst the members of the National Board Development Committee and approved by either the Executive Committee or the National Board. Individual(s) shall serve no more than one (1) term as chair of the National Board Development Committee. ⁵
VICE CHAIR ELECTION	7. The committee shall elect a Vice Chair from amongst its membership.
VACANCIES	8. A vacancy in any position, including the chair, shall be filled by the National Board for the unexpired term.
SINGLE SLATE OF NOMINEES	9. The committee shall present at each regular session of the National Council a single slate of nominees for: a) the President; b) the Vice Presidents; c) the Secretary; d) the Treasurer; e) members-at-large of the National Board of Directors; and f) members of the National Board Development Committee. No member of the National Board Development Committee shall be eligible to be nominated for any officer position. A nominee for President shall be a current member of the National Board of Directors.
NOMINATIONS FROM FLOOR	10. Nominations may be made from the floor of the National Council Session provided that notice of such nomination and written consent to serve by the nominee(s) shall have been provided to the President and the Chair of the National Board Development Committee at least forty-eight (48) hours prior to the published time for the convening of the meeting at which the election shall be held.
VOTES REQUIRED FOR ELECTION	11. Election to any position on the National Board or the National Board Development Committee shall require a majority of votes cast by those present and voting at the National Council Session.
BALLOTS	12. Elections shall be by ballot, including electronic balloting, except if there is only one nominee for a position, the election may be held by acclamation.
REMOVAL FROM COMMITTEE	13. Any National Board Development Committee member who is absent from two (2) consecutive National Board Development Committee meetings in their entirety without good cause, acceptable to the National Board Development Committee Chair, upon recommendation of the National Board Development Committee to the National Board of Directors, shall be removed from the National Board Development Committee by a majority vote of the National Board members present and voting at any regular meeting of the National Board of Directors. Further, upon recommendation of the National Board Development Committee to the National Board of Directors, a National Board Development Committee member may be removed with or without cause by a three-fourths vote of the total number of the National Board of Directors.

PARTIAL TERMS

ARTICLE XIII PARTIAL TERMS

A person who has served more than half of a specific term, as that specific term is set forth in the Constitution or Bylaws, shall be considered to have served the full term.

FINANCE

ARTICLE XIV FINANCE

CONTRIBUTIONS

1. Contributions for the purposes of this corporation shall be collected only as authorized by the National Council or the National Board of Directors.

DEBTS

2. Debts of the corporation shall be incurred only as directed by resolution of the National Council or the National Board of Directors.

⁵Section 6 is in regard to appointment of the Chair of the National Board Development Committee and will become effective for the 2011–2014 triennium.

3. The corporation shall not be liable for the debts of any local council or other unit holding a credential or any group of members of the Movement, or any representative of any such unit or group, or any representative of this corporation unless incurred by resolution of the National Council or National Board of Directors.

ARTICLE XV INSIGNIA

The official emblem of the Girl Scout Movement in the United States is the trefoil. The badges, insignia, and uniforms of Girl Scouts of the United States of America shall be protected to the fullest extent possible and shall be made available to and used only by members registered with Girl Scouts of the United States of America, or persons authorized by the National Board of Directors.

ARTICLE XVI BYLAWS

The National Council or the National Board of Directors shall have power to adopt Bylaws not inconsistent with this Constitution, the Congressional Charter, or other applicable laws.

ARTICLE XVII AMENDMENTS

This Constitution may be amended by a two-thirds vote of those present and voting at any session of the National Council, provided that the National Board of Directors, in its sole discretion, shall have deemed the proposed amendment appropriate as an amendment and provided that it shall have been included in the call of the session together with the National Board's recommendation thereon. An amendment to an amendment properly before any session of the National Council may be made by a majority vote of those present and voting in accordance with the rules governing the session, provided the proposed amendment thereto does not alter the intent or increase the scope of the amendment acted upon by the National Board of Directors.

LIMITATIONS OF LIABILITY

INSIGNIA

TREFOIL
BADGES, INSIGNIA,
AND UNIFORMS

BYLAWS

ADOPTION

AMENDMENTS

VOTE BY
NATIONAL COUNCIL

RECOMMENDATION
BY NATIONAL BOARD

AMENDMENT TO AN
AMENDMENT

BYLAWS⁶

OF GIRL SCOUTS OF THE UNITED STATES OF AMERICA

NATIONAL BOARD OF
DIRECTORS
REGULAR MEETINGS

ARTICLE I MEETINGS OF THE NATIONAL BOARD OF DIRECTORS

1. The National Board of Directors (hereinafter referred to as the “National Board”) shall hold at least two regular meetings a year. Meetings shall be held at such date, time, and place as the National Board may direct. Notice of date, time, and place of each meeting shall be provided to each member of the National Board not less than 10 days before the meeting.

SPECIAL MEETINGS

2. Special meetings may be called by the President and shall be called by the President upon the request of at least 10 members of the National Board. Notice of date, time, place, and purpose of a special meeting shall be provided in advance to each member of the National Board.

QUORUM

3. A majority of the National Board members must be present (in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another) to constitute a quorum.

OFFICERS

ARTICLE II OFFICERS

DUTIES OF OFFICERS

1. The officers shall perform the duties prescribed in this Article and such other duties as are prescribed for the office in the Constitution or Bylaws of GSUSA, by the National Board, the Executive Committee, the National Council, the President, and in the adopted parliamentary authority, as well as such other duties as are usual to this office.

PRESIDENT

A. The President, who shall have the working title of Chair of the National Board, shall:

- i. be the principal officer of the corporation;
- ii. preside at all meetings of the National Council, the National Board, and the Executive Committee, except at such meetings for which the duty of presiding is delegated to the First Vice President, the Second Vice President, the Secretary, the Treasurer, or any member-at-large of the National Board of Directors.
- iii. see that the lines of direction given by the National Council and the action of the National Board are carried into effect;
- iv. report to the National Council and the National Board as to the conduct and management of the affairs of the corporation; and
- v. serve ex officio as a member of all committees established by the National Board.

FIRST VICE PRESIDENT

B. The First Vice President, who shall have the working title of First Vice Chair, shall:

- i. assist the President with any and all duties assigned by the President;
- ii. preside at meetings of the National Council, the National Board, or the Executive Committee in the absence or inability of the President, or when delegated the responsibility of presiding; and
- iii. in the event of the vacancy in the office of President, succeed to the office for the unexpired term.

<p>C. The Second Vice President, who shall have the working title of Second Vice Chair, shall:</p> <ul style="list-style-type: none"> i. assist the President with any and all duties assigned by the President; ii. preside at meetings of the National Council, the National Board, or the Executive Committee in the absence of the President and First Vice President or in the President’s and First Vice President’s inability to preside or when delegated the responsibility of presiding; and, iii. in the event of the vacancy in both the offices of President and First Vice President, succeed to the office of President for the unexpired term. 	<p>SECOND VICE PRESIDENT</p>
<p>D. The Secretary shall:</p> <ul style="list-style-type: none"> i. ensure that proper notice is given for all meetings of the National Council, the National Board, and the Executive Committee; ii. ensure that minutes of all meetings of the National Council, the National Board, and the Executive Committee are kept; iii. have responsibility for the seal of the corporation and ensure its safekeeping; and iv. preside at meetings of the National Council, the National Board, or the Executive Committee when delegated the responsibility of presiding. 	<p>SECRETARY</p>
<p>E. The Treasurer shall:</p> <ul style="list-style-type: none"> i. provide effective stewardship, control, and oversight of the corporation’s finances; ii. execute directives of the National Board in connection with all financial issues including, but not limited to: <ul style="list-style-type: none"> a. the receipt, custody, disbursement, and borrowing of money; b. the receipt, custody, and disposal of securities; iii. execute, in the name of the corporation, all contracts or other instruments authorized by the National Board; iv. serve as a member, but not chair, of the Finance Committee; and v. preside at meetings of the National Council, the National Board, or the Executive Committee, when delegated the responsibility of presiding. 	<p>TREASURER</p>
<p>F. The Chief Executive Officer, hereinafter referred to as the “CEO,” shall:</p> <ul style="list-style-type: none"> i. be responsible to the National Board; ii. serve ex officio without vote as a member of the National Board; and iii. perform such duties as prescribed by the National Board. 	<p>CHIEF EXECUTIVE OFFICER</p>
<p>G. The Chief Financial Officer, hereinafter referred to as the “CFO,” shall:</p> <ul style="list-style-type: none"> i. be responsible to the National Board and to the CEO; 	<p>CHIEF FINANCIAL OFFICER</p>

- ii. maintain budgetary control of the finances of the corporation, ensuring that no obligations are incurred in the name of the corporation, except for the purpose of the corporation pursuant to proper authorization;
- iii. manage the accounts and all financial records;
- iv. prepare and issue financial statements and reports;
- v. serve ex officio without vote as a member of the National Board; and
- vi. perform such other duties as prescribed by the National Board or the CEO.

INTERNATIONAL
COMMISSIONER

ARTICLE III INTERNATIONAL COMMISSIONER

The President shall appoint from among the members of the National Board the International Commissioner, who shall assist the President in the work with the World Association of Girl Guides and Girl Scouts.

EXECUTIVE COMMITTEE

ARTICLE IV EXECUTIVE COMMITTEE

COMPOSITION

1. Composition. The Executive Committee shall consist of no more than 11 members, as follows:

- A. The President, the First Vice President, the Second Vice President, the Secretary, and the Treasurer;
- B. The Chair of the National Board Development Committee;
- C. The International Commissioner;
- D. Up to four members-at-large, appointed by the President;
- E. The CEO and CFO, who shall serve as ex officio members without vote.

DUTIES

2. Duties.

- A. Authority Between Board Meetings. The Executive Committee shall exercise the authority of the National Board between meetings of the National Board, except that the Executive Committee shall not:
 - i. determine what reports and proposals are to be submitted to the National Council;
 - ii. approve the budget;
 - iii. adopt or amend the Bylaws of GSUSA;
 except in the case of an emergency when these powers are deemed to be delegated.
- B. Reports. The Executive Committee shall submit to the National Board reports of all actions taken between meetings of the National Board.

MEETINGS

3. Meetings. The Executive Committee shall meet as needed. Notice of date, time, and place of such meetings shall be provided in advance to each member of the Executive Committee. Such meetings shall be called by the Chair. Special meetings may be called by either the Chair or upon the written request of at least four members. Notice of date, time, place, and purpose of a special meeting shall be provided in advance to each member of the Executive Committee.

QUORUM

4. Quorum. A majority of the Executive Committee members then in office must be present (in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another) to constitute a quorum for transaction of business.

ARTICLE V COMMITTEES

1. The National Board has the authority to establish standing and other committees. The National Board shall establish the functions of these committees, which shall operate under the general supervision of the National Board.
2. Except where otherwise provided in the Constitution and Bylaws, the chairs of committees established by the National Board shall be appointed by the President from members of the National Board, and approved by either the Executive Committee or the National Board, for a term beginning at the time of the approval of the appointment and ending at the close of the next regular session of the National Council. No individual shall serve as the chair of the same committee for more than two consecutive terms.
3. Members of committees established by the National Board shall be appointed by the President, in consultation with the chair of the respective committee, for a term beginning at the time of the approval of the appointment and ending at the close of the next regular session of the National Council. No individual shall serve as a member of the same committee for more than three consecutive terms. Members of committees need not be members of the National Board.

ARTICLE VI FINANCE

1. The fiscal year of the corporation shall begin on October 1 and shall end on September 30.
2. Certified public accountants shall be retained by the National Board to make an annual examination of the financial accounts of the corporation. The certified public accountants shall submit a report of this examination to the National Board.
3. All persons having access to or responsibility for the handling of monies and securities shall be bonded.
4.
 - a. The National Board shall designate the monetary limit at which transactions as defined in 4c, in amounts equal to or in excess of the limit, shall require the signature/approval of the Treasurer, or one of the Treasurer's nominees, and the signature/approval of the CFO, or one of the CFO's nominees, such nominees having been approved by either the Executive Committee or the National Board.
 - b. Transactions as defined in 4c and in an amount less than the monetary limit designated by the National Board shall require the signature/approval of the Treasurer, or one of the Treasurer's nominees, or the signature/ approval of the CFO, or one of the CFO's nominees, such nominees having been approved by either the Executive Committee or the National Board.
 - c. Transactions shall include checks, drafts, notes, orders, sales of securities, electronic funds transactions, and other forms of electronic commerce that the National Board may deem appropriate.
 - d. The National Board shall approve means other than original signatures by which approval is effected.
 - e. Access to securities held by the corporation shall be by two persons, namely the Treasurer or President, or their approved nominees, and by the CFO or the CFO's nominees, such nominees having been approved by either the Executive Committee or the National Board.

ARTICLE VII INDEMNIFICATION

This corporation shall indemnify directors and officers against losses actually and reasonably incurred in connection with the defense of any action, suit, or proceeding relating to the performance of their duties to the extent permitted by law.

COMMITTEES

ESTABLISHMENT

APPOINTMENT OF CHAIRS
TERM

APPOINTMENT OF MEMBERS
TERM

FINANCE

FISCAL YEAR

EXAMINATION OF
ACCOUNTS

BONDING

APPROVED SIGNATURES

ACCESS TO SECURITIES

INDEMNIFICATION

ARTICLE VIII BLUE BOOK OF BASIC DOCUMENTS

A *Blue Book of Basic Documents* shall be published and distributed, which shall contain the Congressional Charter, the Constitution and Bylaws, requirements for credentials as established by the National Council, and such other material as the National Board shall direct.

ARTICLE IX GEOGRAPHICAL AREAS

Geographical areas, as referenced in the Constitution of GSUSA, shall consist of the following:

Geographical Area 1: Connecticut, Maine, Massachusetts, New Hampshire, New Jersey, New York, Rhode Island, Vermont, Puerto Rico, and the United States Virgin Islands

Geographical Area 2: Delaware, District of Columbia, Kentucky, Maryland, Ohio, Pennsylvania, Virginia, and West Virginia

Geographical Area 3: Alabama, Florida, Georgia, Louisiana, Mississippi, North Carolina, South Carolina, and Tennessee

Geographical Area 4: Illinois, Indiana, Michigan, Minnesota, North Dakota, South Dakota, and Wisconsin

Geographical Area 5: Arkansas, Colorado, Iowa, Kansas, Missouri, Nebraska, New Mexico, Oklahoma, Texas, and Wyoming

Geographical Area 6: Alaska, Arizona, California, Hawaii, Idaho, Montana, Nevada, Oregon, Utah, Washington, American Samoa, Guam, and Northern Mariana Islands

ARTICLE X PARLIAMENTARY AUTHORITY

The current edition of *Robert's Rules of Order Newly Revised* shall be the parliamentary authority of Girl Scouts of the USA.

ARTICLE XI AMENDMENTS

These Bylaws may be amended by a majority of those present (in person or linked by telecommunication as described under Article I, Section 3, of the Bylaws) and voting at any meeting of the National Board, or present and voting at any meeting of the National Council, provided that the proposed amendment shall have been included in the call for the meeting.