

BYLAWS



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1 **Article I | The Corporation**

2 1. **Name.** The Corporation will be known as Girl Scouts of Eastern Pennsylvania, Inc.
3 (GSEP) and referred to as “Council.” The Council is legally bound by the governing
4 authority of the Pennsylvania Nonprofit Corporation Law of 1988, as amended.

5 **Article II | Delegate Council**

6 1. **Delegate Council.** The members of the Delegate Council constitute the voting
7 members of the Council within the meaning of the Pennsylvania Nonprofit
8 Corporation Law of 1988, as amended. The Members of the Delegate Council must
9 be members of Girl Scouts of the USA (GSUSA), age 14 or older at the time of
10 election and currently registered through the Council. Members are permitted to
11 hold only one Delegate Council position at a time with the exception of Members
12 of the Board of Directors who are also on the Board Development Committee.
13 Members have one vote per person.

14 2. **Elected Members of the Delegate Council.** The Council must have
15 a Delegate Council consisting of the following:

- 16 a. Service Unit Delegates;
- 17 b. Board of Directors;
- 18 c. Board Development Committee;
- 19 d. Girl Advisors to the Board of Directors;
- 20 e. Girl Delegates; and
- 21 f. Additional Delegates, as determined annually by the Board of Directors.

22 3. **Composition.**

- 23 a. The ratio of Service Unit Delegates plus Additional Delegates
24 to Members of the Board of Directors plus Non-Board Members
25 of the Board Development Committee must be 5:1.
- 26 b. The ratio of Girl Delegates to Members of the Board of Directors plus Non-Board
27 Members of the Board Development Committee must be 1:1.

28 4. **Election, Quorum, Terms, and Vacancies of Service Unit Delegates.** Service Units
29 are geographically defined operational units determined annually by Council to
30 support delivery of services. Each Service Unit is to elect one Service Unit Delegate
31 and one Service Unit Alternate Delegate from its Members, age 14 or older at the
32 time of election, to serve on the Delegate Council.

- 33 a. **Election and Quorum.** Service Unit Delegates and Service Unit Alternate
34 Delegates must be elected annually at a Service Unit meeting with at least
35 one representative from a minimum of 25% of troops or groups that make

up the Service Unit. All participants must be present in person or linked electronically such that all members are able to actively participate in the proceedings.	36 37 38
b. Terms. Service Unit Delegates and Service Unit Alternate Delegates must be elected for a term of one Governance Year. The Governance Year is defined as from the close of one Annual Meeting to the close of the next Annual Meeting. The Delegates are permitted to serve no more than six consecutive terms in the same position. After a lapse of one year a person who reached term limits is eligible for election to the same position. An individual who has served more than half a term in an elected position will be considered to have served the full term for the purpose of determining eligibility to serve additional terms in that position.	39 40 41 42 43 44 45 46 47
c. Vacancies. A Service Unit Alternate Delegate may vote at the Annual Meeting or Special Meeting in place of a Service Unit Delegate from the same Service Unit who cannot attend. A Service Unit Alternate Delegate may fill the vacancy of a Service Unit Delegate who cannot complete their term. In the case of a vacancy, a special Service Unit election may be held to fill the vacant Service Unit Delegate or Service Unit Alternate Delegate position, provided the election is held, and results are reported, more than 30 days before a meeting of the Delegate Council. The term of office runs until the end of the Governance Year. The Governance Year is defined as from the close of one Annual Meeting to the close of the next Annual Meeting.	48 49 50 51 52 53 54 55 56 57
5. Girl Delegate Terms. Girl Delegates, age 14 or older at the time of their election, must be elected for a term of one Governance Year. The Governance Year is defined as from the close of one Annual Meeting to the close of the next Annual Meeting. They are permitted to serve no more than three consecutive terms in the same position. An individual who has served more than half a term in an elected position will be considered to have served the full term for the purpose of determining eligibility to serve additional terms in that position.	58 59 60 61 62 63 64 65
6. Duties and Responsibilities. The duties of the Delegate Council are to:	66
a. attend the Delegate Council meetings, Annual Meeting, and any Special Meetings of the Delegate Council;	67 68
b. represent the entire Council;	69
c. elect Members of the Board of Directors, Officers of the Board of Directors, Board Development Committee Chair, Board Development Committee	70 71

- 72 Members-at Large, Girl Advisors to the Board of Directors, Girl Delegates, and
73 the Delegates and Alternates to the National Council;
- 74 d. vote on Amendments to the Bylaws and to the Articles of Incorporation;
- 75 e. take all other actions requiring a vote of the Delegate Council and conduct other
76 business which may come before the Delegate Council; and
- 77 f. influence the general direction of Girl Scouting within the jurisdiction of the
78 Council by responding to reports and information from the Board of Directors.
- 79 7. **Annual Meeting.** The Annual Meeting is a meeting of the Delegate Council where
80 a quorum is present to conduct business. The Annual Meeting of the Delegate
81 Council must be held at such time and place
82 as determined by the Board of Directors between April 1 and June 1.
- 83 8. **Notice of the Annual Meeting.** Notice must be given no later than 30 days before
84 the meeting. Notice is required to be given to each person in writing personally,
85 by mail, or by electronic communication to the address supplied to the Council by
86 that person for that purpose. Such notice must specify the purpose, place, date
87 and time of the meeting and any other information required by the Pennsylvania
88 Nonprofit Corporation Law of 1988, as amended, including the slate of nominees
89 for all positions.
- 90 9. **Special Meetings.** Special meetings of the Delegate Council may
91 be called at the discretion of the Chair of the Board of Directors.
92 Special meetings of the Delegate Council must be called by the Chair
93 of the Board of Directors within 30 days upon receipt of written request
94 of 10% of the members of the Delegate Council. Written request may
95 be given in writing personally, by mail, or by electronic communication.
- 96 a. **Purpose.** The request for a Special Meeting of the Delegate Council must
97 specify the reason for the meeting, and only that business
98 may be conducted at the meeting.
- 99 b. **Notice.** Notice must be given no later than 14 days before the meeting.
100 Notice is required to be given to each person in writing personally, by mail,
101 or by electronic communication to the address supplied to the Council by
102 that person for that purpose. Such notice must specify the purpose, place,
103 date and time of the meeting and any other information required by the
104 Pennsylvania Nonprofit Corporation Law of 1988, as amended.
- 105 10. **Quorum.** 40% of the Delegate Council must be present at any Annual Meeting or
106 Special Meeting of the Delegate Council to constitute
107 a quorum to transact business. However, at the discretion of the Chair
108 of the Board, persons may be linked electronically such that all members are

able to actively participate in the proceedings of the Annual Meeting or Special Meetings.	109 110
11. Voting Procedures. Each Delegate Council member present is permitted one vote. Election must be by ballot in contested elections, and may be by voice or other methods in uncontested elections. In contested elections, a plurality of votes cast determines election. All other matters are determined by a majority vote of the Delegates present and voting, unless otherwise provided for in these Bylaws or by parliamentary authority (see Article VIII).	111 112 113 114 115 116
Article III BOARD OF DIRECTORS	117
1. Membership. The Board of Directors must consist of at least 20 members and no more than 25 members and must include each of the Officers and the Board Development Committee Chair. The remaining members of the Board of Directors are called Directors-at-Large. All Members of the Board of Directors must be age 18 or older according to the Pennsylvania Nonprofit Corporation Law of 1988, as amended.	118 119 120 121 122 123
2. Election, Terms, and Vacancies.	124
a. Election. The Board of Directors must be elected by the Delegate Council at the Annual Meeting.	125 126
b. Terms. They must be elected for a term of two Governance Years. The Governance Year is defined as from the close of one Annual Meeting to the close of the next Annual Meeting. They are permitted to serve no more than three consecutive terms in the same position. After a lapse of one year a person who reached term limits is eligible for election to the same position. Regardless of the number of consecutive terms any person has served as a Director-at-Large, such person is eligible to be elected an Officer of the Board of Directors. An individual who has served more than half a term in an elected position will be considered to have served the full term for the purpose of determining eligibility to serve additional terms in that position.	127 128 129 130 131 132 133 134 135 136
c. Vacancy. Should a vacancy occur in any position other than the Board Chair, the Chair of the Board of Directors must request that the Board Development Committee identify a candidate for that position and then the Board of Directors must vote to fill the position for the remainder of the term.	137 138 139 140 141
3. Duties and Responsibilities. The Board of Directors must:	142
a. exercise responsibility and authority for planning, policy making, and ensuring that the Council is achieving its goals and mission;	143 144

- 145 b. oversee the affairs of the Council according to the general direction
146 set by the Delegate Council;
- 147 c. hire the CEO;
- 148 d. ensure communication between the Delegate Council
149 and the Board of Directors;
- 150 e. develop and maintain a decision-influencing system allowing for members of
151 the Council, including girl members, to have a voice
152 on key issues affecting the Council;
- 153 f. ensure compliance with all state, federal, and other laws and regulations
154 applicable to nonprofit organizations in Pennsylvania;
- 155 g. maintain a policy regarding conflict of interest. The Board of Directors must
156 complete and sign an annual disclosure statement indicating
157 any conflict or potential conflict with their service on the Board;
- 158 h. establish such standing committees, special committees, or task force groups
159 as it deems necessary. Standing committees must include but not be limited to
160 Finance and Audit;
- 161 i. ensure that the Council meets the Charter requirements of GSUSA; and
- 162 j. recommend amendments of these Bylaws and the Articles
163 of Incorporation to the Delegate Council for its action.
- 164 4. **Attendance at Meetings.** If a member of the Board of Directors
165 is absent for three consecutive meetings, the member's term must automatically
166 lapse, unless their absence is excused by the Board Chair.
- 167 5. **Regular Meetings.**
- 168 a. **Number.** The Board of Directors must hold no fewer than five regular meetings
169 per Governance Year.
- 170 b. **Notice.** Notice must be given no later than 7 days before the meeting. Notice is
171 required to be given to each person in writing personally,
172 by mail, or by electronic communication to the address supplied
173 to the Council by that person for that purpose. Such notice must
174 specify the purpose, place, date and time of the meeting and any
175 other information required by the Pennsylvania Nonprofit Corporation
176 Law of 1988, as amended.
- 177 6. **Special Meetings.** Special Meetings of the Board of Directors may
178 be called by the Board Chair. Special Meetings of the Board of Directors must be
179 called by the Board Chair upon written request of the majority of members of the
180 Board of Directors.

a. Purpose. The purpose of the Special Meeting must be stated	181
in the request, and no other business may be conducted except	182
that for which the meeting has been called.	183
b. Notice. Notice must be given no later than 48 hours before the meeting. Notice	184
is required to be given to each person in writing personally, by mail, or by	185
electronic communication to the address supplied to the Council by that person	186
for that purpose. Such notice must specify the purpose, place, date and time	187
of the meeting and any other information required by the Pennsylvania Nonprofit	188
Corporation Law of 1988, as amended.	189
7. Quorum. A majority of the Board of Directors must be present	190
to constitute a quorum to transact business. All participants must	191
be present in person or linked electronically such that all members	192
are able to actively participate in the proceedings.	193
8. Removal. The Board of Directors may, by a majority vote of all of the Board	194
Members, remove any Member of the Board of Directors,	195
with or without cause, at any time.	196
9. Voting Procedures. Each Board Member present is permitted	197
to have one vote.	198
10. Liability. A Board Member shall not be personally liable, as such,	199
for monetary damages for any action taken or any failure to take	200
action as a Board Member unless:	201
a. the Board Member has breached or failed to perform the duties of their office	202
as set forth under Subchapter B of Chapter 57 of the Pennsylvania Nonprofit	203
Corporation Law of 1988, as amended; and	204
b. the breach or failure to perform constitutes self-dealing,	205
willful misconduct, or recklessness.	206
c. This Section will not apply to the responsibility or liability of a Board Member	207
pursuant to any criminal statute or the liability of a Board Member for	208
the payment of taxes pursuant to federal, state, or local law. Any repeal or	209
amendment of this Section will be prospective only and will not increase,	210
but may decrease, a Board Member's liability with respect to actions or	211
failures to act occurring prior to such change.	212
11. Chief Executive Officer. The Chief Executive Officer (CEO) must:	213
a. be an employee and officer of the Council as appointed	214
by the Board of Directors to serve at its pleasure;	215
b. be accountable to the Board of Directors;	216

- 217 c. perform such duties as assigned by the Board of Directors,
218 through the Board Chair;
- 219 d. be responsible for all operations of the Council;
- 220 e. have the authority to employ and release all employed staff in accordance with
221 the policies adopted by the Board of Directors;
- 222 f. provide advice and support to the Board of Directors, the Delegate Council, and
223 other committees;
- 224 g. receive notice of and, except for Executive sessions, have the right
225 to attend the meetings of the Board of Directors, Executive Committee, Board
226 Development Committee and Delegate Council;
- 227 h. Serve as a Delegate to the National Council Session
- 228 i. be an ex officio non-voting member of the Board of Directors, Executive
229 Committee, Board Development Committee and Delegate Council.
- 230 12. **Girl Advisors to the Board of Directors.** A minimum of two and
231 a maximum of three girl members of the Council age 14 or older
232 at the time of election must serve as non-voting Girl Advisors to the Board of
233 Directors and therefore are Delegate Council members.
- 234 a. **Election, Terms, and Vacancies.**
- 235 i. **Election.** The Girl Advisors to the Board of Directors must be elected by the
236 Delegate Council members at the Annual Meeting.
- 237 ii. **Terms.** The Girl Advisors to the Board of Directors must be elected for a
238 term of one Governance Year. The Governance Year is defined as from the
239 close of one Annual Meeting to the close of the next Annual Meeting.
240 They are permitted to serve no more than two consecutive terms. An
241 individual who has served more than half a term in an elected position will
242 be considered to have served the full term for the purpose of determining
243 eligibility to serve additional terms in that position.
- 244 iii. **Vacancy.** Should a vacancy occur in a Girl Advisor position,
245 the vacancy may be filled for the remainder of the term at
246 the discretion of the Board Chair.
- 247 b. **Duties and Responsibilities.** Girl Advisors are expected to attend meetings of
248 the Board of Directors, meetings of the Delegate Council, and may be invited to
249 participate in committees and task forces.

Article IV OFFICERS OF THE BOARD OF DIRECTORS	250
1. Elected Officers. The Officers of the Board of Directors will be a Chair of the Board of Directors (Board Chair), First Vice Chair, Secretary, and Treasurer. One or more additional Vice Chairs may be elected.	251 252 253
2. Election, Terms, and Vacancies.	254
a. Election. All Officers must be elected in the same year by the Delegate Council at the Annual Meeting.	255 256
b. Terms. Officers must be elected for a term of two Governance Years. The Governance Year is defined as from the close of one Annual Meeting to the close of the next Annual Meeting. Each is permitted to serve no more than three consecutive terms in the same office. After a lapse of one year, a person who reached term limits is eligible for election to the same office. An individual who has served more than half a term in an elected office will be considered to have served the full term for the purpose of determining eligibility to serve additional terms in that office.	257 258 259 260 261 262 263 264
c. Vacancies. Should a vacancy occur in any position other than the Board Chair, the Chair of the Board of Directors must request that the Board Development Committee identify a candidate for that position and then the Board of Directors must vote to fill the position for the remainder of the term. In the event of a vacancy in the position of the Board Chair, the First Vice Chair must complete the unexpired term of the Board Chair.	265 266 267 268 269 270
3. Duties and Responsibilities.	271
a. Chair. The Chair of the Board of Directors must:	272
i. be the principal elected officer of the Council;	273
ii. preside at all meetings of the Delegate Council, the Board of Directors, and the Executive Committee;	274 275
iii. lead the Board of Directors in setting strategic direction and providing oversight of the management and affairs of the Council;	276 277
iv. ensure that the directions given by the Board of Directors and the general direction established by the Delegate Council are put into effect;	278 279 280
v. report to the Delegate Council and the Board of Directors on the conduct and management of the affairs of the Council;	281 282
vi. serve as an ex officio non-voting member of all committees established by the Board of Directors except the Board Development Committee;	283 284



vii. Serve as a Delegate to the National Council Session; and	286
viii. be responsible for performing other duties as assigned by the Board of Directors or prescribed in other places in the Bylaws.	287 288
b. First Vice Chair. The First Vice Chair must:	289
i. act as Board Chair in meetings of the Delegate Council, the Board of Directors, and the Executive Committee in the absence or inability of the Board Chair to do so or when delegated the responsibility of presiding;	290 291 292 293
ii. become Board Chair for the remainder of the unexpired term in the event of a vacancy in the office of the Board Chair; and	294 295
iii. perform duties as assigned by the Board Chair.	296
c. Secretary. The Secretary must:	297
i. ensure that proper notice is given for all meetings of the Delegate Council, the Board of Directors, and the Executive Committee;	298 299
ii. ensure that minutes of all meetings of the Delegate Council, the Board of Directors, and the Executive Committee are kept; and	300 301
iii. perform other duties as assigned by the Board Chair.	302
d. Treasurer. The Treasurer must:	303
i. provide effective stewardship and oversight of the Council's finances and assets;	304 305
ii. execute directives of the Board of Directors;	306
iii. not chair any standing committee; and	307
iv. perform such other duties as assigned by the Board Chair.	308
4. Removal. The Board of Directors may, by a majority vote of all of the Board Members, remove any Officer of the Board of Directors with or without cause at any time.	309 310 311
Article V BOARD DEVELOPMENT COMMITTEE	312
1. Membership. There must be a Board Development Committee of the Council consisting of one Board Development Committee Chair and eight other members referred to as Board Development Committee Members-at-Large. The Board Development Committee Chair is also a voting member of the Board of	313 314 315 316

317 Directors. Of the Board Development Committee Members-at-Large, three must
318 be members of the Board of Directors and five must be non-Board Members.

319 **2. Election, Terms, and Vacancies.**

320 **a. Election.** The Board Development Committee Chair and the Board
321 Development Committee Members-at-Large must be elected by
322 the Delegate Council members at the Annual Meeting.

323 **b. Terms.** The Board Development Committee must be elected for a term of
324 two Governance Years. The Governance Year is defined as from the close of
325 one Annual Meeting to the close of the next Annual Meeting. Each member
326 of the Board Development Committee is permitted to serve no more than
327 three consecutive terms in the same position. After a lapse of one year a
328 person who reached term limits is eligible for election to the same position.
329 An individual who has served more than half a term in an elected position
330 will be considered to have served the full term for the purpose of determining
331 eligibility to serve additional terms in that position.

332 **c. Vacancies.** In the event of a vacancy in any position, the vacancy must be
333 filled by the Board of Directors for the remainder of the term.

334 **3. Duties and Responsibilities.**

335 **a. Single Slate.** At the Annual Meeting, the Board Development Committee must
336 present a single slate of nominees for Officers and Directors-at-Large of the
337 Board of Directors, Girl Advisors to the Board of Directors, Board Development
338 Committee Chair, Board Development Committee Members-at-Large, and
339 Girl Delegates to the Delegate Council for election.

340 **b. National Council Delegates.** After notice of GSUSA's intention to hold a
341 meeting of the National Council, the Board Development Committee must
342 present a single slate of nominees for Delegates and Alternates to the National
343 Council. The Delegate Council must vote on this slate at the Annual Meeting or
344 a Special Meeting.

345 **c.** The Board Development Committee is responsible for working with the Board
346 Chair to perform functions necessary to support a high performing Board
347 including:

- 348 i. identifying, cultivating, soliciting, and recruiting candidates
349 for elected positions in the Council in a strategic and intentional manner;
350 identifying needed skills and talents for the Board
351 of Directors and committees;

ii.	orienting and educating new Board Members to ensure they know their responsibilities, capitalize on the talents of all Board Members, and engage in a continuous learning process;	352 353 354
iii.	evaluating Board Members and candidates using a disciplined assessment process for recruitment, development and education;	355 356
iv.	planning for future succession consistent with the strategic needs of the Board of Directors and of the Council.	357 358
4.	Quorum. A majority of members of the Board Development Committee must be present to constitute a quorum to transact business. All participants must be present in person or linked electronically such that all members are able to actively participate in the proceedings.	359 360 361 362
5.	Attendance at Meetings. If a member of the Board Development Committee is absent for three consecutive meetings, the member's term must automatically lapse, unless excused by the Board Development Committee Chair.	363 364 365
6.	Removal. The Board of Directors may, by a majority vote of all of the Board Members, remove any Member of the Board Development Committee, with or without cause, at any time.	366 367 368
7.	Nominations from the Floor. Nominations may be made from the floor at the Annual Meeting, provided the eligibility of the individual nominated has been established as set forth below:	369 370 371
a.	the individual is a registered member of Girl Scouts of Eastern Pennsylvania;	372
b.	written consent of such individual has been secured; and	373
c.	the Nomination / Self-nomination Form of the person to be nominated has been submitted to the Board Development Committee Chair, at the Council Office, at least 7 days before the Annual Meeting.	374 375 376

ARTICLE VI | EXECUTIVE COMMITTEE 377

1.	Membership. The Executive Committee must include the Officers of the Board of Directors and two Board of Directors-at-Large recommended by the Board Chair and approved by the Board of Directors for a term of one Governance Year. The Governance Year is defined as from the close of one Annual Meeting to the close of the next Annual Meeting.	378 379 380 381 382
2.	Duties and Responsibilities. The Executive Committee has the authority of the Board of Directors between meetings of the Board of Directors, except that the Executive Committee does not have the authority to take any action which	383 384 385

388 is contrary to or a substantial departure from the direction established by the
389 Board of Directors. The Executive Committee must report actions taken to the
390 Board of Directors at its next Board Meeting.

391 3. **Meetings and Notice.** The Board Chair, as deemed necessary, or upon written
392 request of at least 3 members of the Executive Committee, may call meetings
393 of the Executive Committee. Notice must be given no later than 24 hours before
394 the meeting. Notice is required to be given to each person in writing personally,
395 by mail, or by electronic communication to the address supplied to the Council
396 by that person for that purpose. Such notice must specify the purpose, place,
397 date and time of the meeting and any other information required by the
398 Pennsylvania Nonprofit Corporation Law of 1988, as amended.

399 4. **Quorum.** A majority of the Executive Committee will constitute
400 a quorum to transact business. All participants must be present
401 in person or linked electronically such that all members are able
402 to actively participate in the proceedings.

403 **Article VII | FINANCE AND CONTROL OF ASSETS**

404 1. **Fiscal Year.** The Board of Directors must establish the fiscal year
405 of the Council.

406 2. **Contributions.** Any contributions, bequests, devises, and gifts
407 made to the Council must be accepted or collected as authorized
408 by the policies established by the Board of Directors.

409 3. **Financial Resources.** All funds of the Council must be deposited
410 to the credit of the Council under such conditions and in such financial
411 institutions as are designated by the Board of Directors.

412 4. **Budget.** The Board of Directors must approve the annual operational and
413 capital budgets. No expenses or debts can be incurred in excess of budgetary
414 appropriations without the approval of the Board of Directors.

415 5. **Audits.** An independent certified public accounting firm must be retained
416 by the Board of Directors to conduct an annual examination and audit of the
417 financial accounts of the Council. A report of such examination and audit must
418 be submitted to the Board of Directors.

419 An annual financial report and copy of the audit must also be submitted to
420 GSUSA and must be available to the membership and the public as
421 prescribed by Pennsylvania Nonprofit Corporation Law of 1988, as amended.

422 6. **Financial Reports.** A summary of the financial conditions of the Council must be
423 presented to the Membership at the Annual Meeting and made available to the
424 public as prescribed by law.

7. Property. Except for troop/group property, all property must be titled in the name of the Council.	425 426
8. Signatory Authority. Approvals for signatory authority in the name of the Council and access to funds and securities of the Council must be authorized by the Board of Directors.	427 428 429
9. Insurance. The Council will maintain appropriate insurance, including but not limited to Directors and Officers insurance, to safeguard the Council's assets, in accordance with the policies established by the Board of Directors.	430 431 432 433
10. Legal Counsel. Independent legal counsel must be retained by the Council to ensure compliance with federal and state requirements and to review and revise any and all legal instruments that the Council executes as deemed necessary.	434 435 436
11. Investments. The funds of the Council must be invested in accordance with the policies established by the Board of Directors.	437 438
Article VIII PARLIAMENTARY AUTHORITY	439
The current edition of Robert's Rules of Order must be the parliamentary authority governing the meetings of the Delegate Council and Board of Directors.	440 441
ARTICLE IX AMENDMENTS	442
1. Board of Directors. The Board of Directors has the authority, by a majority vote, to recommend amendments to the Bylaws and the Articles of Incorporation to the Delegate Council.	443 444 445
2. Delegate Council. The Delegate Council has the authority to amend, alter, or repeal the Bylaws and Articles of Incorporation and to adopt new Bylaws and Articles of Incorporation. The Bylaws and Articles of Incorporation may be repealed in their entirety and newly adopted Bylaws or Articles of Incorporation may be enacted in their entirety without the necessity of individual action section by section, provided notice of such proposal has been included with the notice of the meeting at which the vote is to occur. These amendments must pass with a vote of two-thirds of the Delegate Council members who are present and voting.	446 447 448 449 450 451 452 453 454
ARTICLE X STANDARD OF CARE: JUSTIFIABLE RELIANCE	455
1. A Board Member must stand in a fiduciary relation to the Council and must perform their duties as a Board Member, including duties as a member of any committee of the Board of Directors upon which the Board Member may serve, in good faith, in a manner the Board Member reasonably believes to be in the best interests of the	456 457 458 459

- 460 Council and with such care, including reasonable inquiry, skill, and diligence, as a
461 person of ordinary prudence would use under similar circumstances.
- 462 2. In performing their duties, a Board Member will be entitled to rely in good faith
463 on information, opinions, reports or statements, including, without limitation,
464 financial statements and other financial data, in each case prepared or
465 presented by any of the following:
- 466 a. one or more officers or employees of the Council whom the Board Member
467 reasonably believes to be reliable and competent in the matters presented;
 - 468 b. counsel, public accountants or other persons as to matters which
469 the Board Member reasonably believes to be within the professional
470 or expert competence of such person; or
 - 471 c. a committee of the Board of Directors upon which the Board Member does
472 not serve, duly designated in accordance with law, as to matters within its
473 designated authority, which committee the Board Member reasonably believes
474 to merit confidence.
- 475 3. A Board Member will not be considered to be acting in good faith
476 if the Board Member has knowledge concerning the matter in question that would
477 cause their reliance to be unwarranted.

478 **ARTICLE XI | INDEMNIFICATION**

- 479 1. **Representative Defined.** For purposes of this Article, “representative” means any
480 Member of the Board of Directors or Officer of the Board of Directors but does
481 not include any individual who is compensated by the Council for services as an
482 Officer of the Council.
- 483 2. **Mandatory Indemnification.** The Council shall indemnify any representative
484 who was or is a party or is threatened to be made a party to any threatened, pending
485 or completed action or proceeding, whether civil, criminal, administrative or
486 investigative (including an action by or in the right of the Council, provided the
487 Council shall have consented to such action on its behalf), by reason of the fact
488 that the individual is or was a representative of the Council, or is or was serving
489 at the request of the Council as a director or officer of another domestic or
490 foreign corporation for profit or not-for-profit, partnership, joint venture, trust, or
491 other enterprise (including an employee benefit plan), against expenses (including
492 attorneys’ fees), judgments, fines, and amounts paid in settlement actually and
493 reasonably incurred by them in connection with the action or proceeding
494 if they acted in good faith and in a manner they reasonably believed to be in, or not
495 opposed to, the best interests of the Council and, with respect

to any criminal proceeding, had no reasonable cause to believe their conduct	495
was unlawful. Notwithstanding the foregoing, the Council shall indemnify	496
any representative seeking indemnification in connection with an action	497
or proceeding (or part thereof) initiated by that person only if that action or	498
proceeding (or part thereof) was authorized by the Board of Directors or the	499
Council is ordered to indemnify that person by a court of law. Furthermore, no	500
indemnification shall be made under this Article in respect of any claim, issue, or	501
matter as to which the representative has been adjudged to be liable to the Council	502
unless and only to the extent that the court of common pleas of the judicial district	503
embracing the county in which the registered office of the Council	504
is located or the court in which the action was brought determines that	505
the representative is fairly and reasonably entitled to indemnity.	506
3. Procedure for Effecting Indemnification. Unless ordered by a court, any	507
indemnification under Section 2 shall be made by the Council only as	508
authorized in the specific case upon a determination that indemnification of	509
the representative is proper in the circumstances because they have met the	510
applicable standard of conduct set forth in that Section. The determination	511
shall be made:	512
a. by the Board of Directors by a majority vote of a quorum consisting	513
of Directors who were not parties to the action or proceeding; or	514
b. by the Delegate Council.	515
4. Advancing Expenses. If authorized by the Board of Directors, the Council shall	516
pay expenses (including attorneys' fees) incurred in defending any action or	517
proceeding referred to in Section 2 in advance of the final disposition of the	518
action or proceeding upon receipt of any undertaking, satisfactory in form and	519
substance to the Board, by or on behalf of the representative to repay the amount	520
if it is ultimately determined that he or she is not entitled to be indemnified by the	521
Council as authorized in this Article or otherwise.	522
5. Coverage Exclusions. No indemnification may be made by the Council under this	523
Article or otherwise to or on behalf of any person to the extent that:	524
a. the act or failure to act giving rise to the claim for indemnification is	525
determined by a court to have constituted self-dealing, willful misconduct, or	526
recklessness; or	527
b. the Board of Directors determines that, under the circumstances and upon	528
the advice of independent legal counsel, indemnification would constitute an	529
excess benefit transaction under section 4958 of the Internal Revenue Code or	530
an act of self-dealing under section 4941 of the Internal Revenue Code,	531
if applicable.	532

533 **6. Duration and Extent of Coverage; Reliance and Modification.**

534 The indemnification and advancement of expenses provided by
535 or granted pursuant to this Article shall, unless otherwise provided when
536 authorized or ratified, continue as to a person who has ceased to be a
537 representative of the Council and shall inure to the benefit of the heirs and
538 personal representatives of that person. Each person who shall act as a
539 representative of the Council shall be deemed to be doing so in reliance upon
540 the rights provided by this Article. The duties of the Council to indemnify
541 and to advance expenses to a representative provided in this Article shall be
542 in the nature of a contract between the Council and the representative. No
543 amendment or repeal of any provision of this Article shall alter, to the detriment
544 of the representative, their right to the advance of expenses or indemnification
545 related to a claim based on an act or failure to act which took place prior to such
546 amendment or repeal.



SEVEN REGIONAL LOCATIONS

1. Shelly Ridge 
Miquon (headquarters)

2. Valley Forge
Valley Forge

3. Jane Seltzer
Philadelphia

4. Laughing Waters
Gilbertsville

5. Mountain House
Allentown

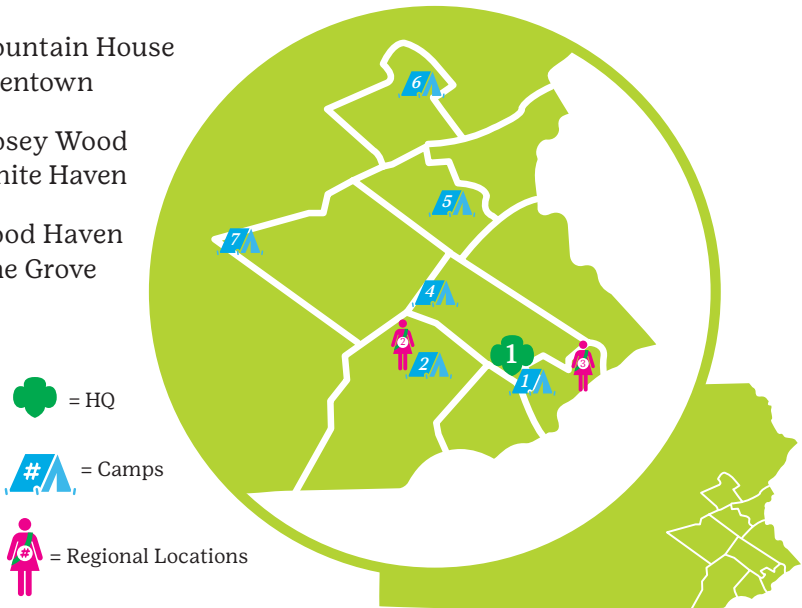
6. Mosey Wood
White Haven

7. Wood Haven
Pine Grove

CONTACT

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membershipservices@gsep.org



Girl Scouts of Eastern Pennsylvania is committed to a strong, vibrant and accessible Council governance model built on an outstanding partnership between our Board of Directors, Delegate Council, members, and staff.

For more information about our governance, go to gsep.org and click on “Volunteer” to see the link to the Governance page.



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and character who make the world a better place.

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