



Girl Scouts of Silver Sage Council, Inc.

By-Laws

April 21, 1964, approved by the Board of Directors
April 23, 1974, amended
April 24, 1979, amended
April 23, 1982, amended
April 22, 1988, amended
April 24, 1992, amended
April 24, 1993, amended
April 19, 1997, amended
April 25, 1998, amended
April 24, 2004, amended
April 12, 2008, amended
April 25, 2009, amended
May 1, 2010, amended
April 30, 2011, amended
April 21, 2012, amended
April 18, 2015, amended
April 8, 2017, amended
April 28, 2018, amended
April 25, 2020, amended
April 30, 2021, amended

A handwritten signature in black ink, appearing to read "Julia Hilton", written over a horizontal line.

Julia Hilton

Secretary of the Board of Directors



Table of Contents

ARTICLE II – GIRL SCOUTS OF SILVER SAGE COUNCIL, INC.	5
ARTICLE II – PURPOSE	5
ARTICLE III – MEMBERS	5
Section 1. Eligibility	5
Section 2. Composition of the Corporation	5
Section 3. Election of Delegates	5
ARTICLE IV – OFFICERS	5
Section 1. Elected Officers	5
Section 2. Term of Office	6
Section 3. Vacancy in Office	6
Section 4. Ex-Officio Officers	6
Section 5. Responsibilities of Officers	6
ARTICLE V – BOARD DEVELOPMENT COMMITTEE	7
Section 1. Membership	7
Section 2. Election, Term and Vacancies	7
Section 3. Removal	7
Section 4. Selection, Term and Vacancy of Committee Chair	7
Section 5. Responsibilities	8
Section 6. Nominations from the Floor	8
Section 7. Quorum	8
ARTICLE VI – MEETINGS	9
Section 1. Annual Meeting	9
Section 2. Special Meetings	
ARTICLE VII – BOARD OF DIRECTORS	10
Section 1. Composition	10
Section 2. Term of Office	10
Section 3. Vacancies	10
Section 4. Power, Authority, and Accountability	10
Section 5. Regular Meetings	10
Section 6. Special meetings	11
Section 7. Removal	11
ARTICLE VIII – EXECUTIVE COMMITTEE	12
Section 1. Composition	12
Section 2. Duties	12
Section 3. Meetings	12
Section 4. Quorum	12
ARTICLE IX – COMMITTEES	12
Section 1. Establishment	12
Section 2. Appointment	12
Section 3. Quorum	13

ARTICLE X - NATIONAL COUNCIL DELEGATES	13
ARTICLE XI – MISCELLANEOUS	13
Section 1. Fiscal Year	13
Section 2. Contributions	13
Section 3. Depositories	13
Section 4. Approved Signatures	13
Section 5. Insurance.	13
Section 6. Budget	13
Section 7. Audits	14
Section 8. Legal Counsel	14
Section 9. Property	14
Section 10. Financial Reports	14
Section 11. Investments	14
ARTICLE XII – INDEMNIFICATION	14
ARTICLE XII – PARLIAMENTARY AUTHORITY	14
ARTICLE XIV – AMENDMENTS	14

Bylaws of Silver Sage Council of Girl Scouts of the USA

ARTICLE I – GIRL SCOUTS OF SILVER SAGE COUNCIL, INC.

The name of the Corporation shall be Silver Sage Girl Scout Council, Inc., hereinafter referred to as “Council”, a not-for-profit corporation organized under the laws of the state of Idaho.

ARTICLE II – PURPOSE

The purpose of the Council shall be as defined in the Articles of Incorporation and 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 – MEMBERS

Section 1. Eligibility

Individuals age eighteen (18) years of age and over who are members of the Girl Scout Movement and who are currently registered through the Council are eligible to be members of the Council.

Section 2. Composition of the Corporation

1. Members of the Council with voting authority shall consist of:
 - a. elected members of the Board of Directors, if not otherwise members of the Council;
 - b. members of the Board Development Committee, if not otherwise members of the Council;
 - c. delegates elected by Service Units. (SU).
2. At least two-thirds (2/3) of the members of the Council shall be those elected by the SU.

Section 3. Election of Delegates

Procedure:

1. Each SU elects one (1) delegate to represent it.
2. For every fifty (50) girls, each SU will elect an additional delegate.
3. Each SU will elect one (1) alternate per delegate in case a delegate is unable to perform his/her duties.

Term and Vacancies:

- a. Delegates shall serve for a term of one (1) year or until their successors are elected and assume office no later than 30 days prior to the Annual Business Meeting.

ARTICLE IV – OFFICERS

Section 1. Elected Officers

The elected officers of the Council shall be the Chair of the Board; First Vice-Chair; Second Vice-Chair; Secretary and Treasurer.

Section 2. Term of Office

1. The Officers shall be elected by ballot in accordance with Article VI of these Bylaws for two (2) years or until their successors are elected and assume office.
2. Terms of the office shall begin at the close of the annual meeting at which elections are held.
3. No individual shall serve more than three (3) consecutive terms in any one or combination of offices, except an individual shall be eligible to serve three (3) consecutive terms in the

office of the Chair of the Board regardless of the number of consecutive terms that individual shall have served in any officer or offices other than Chair of the Board.

4. No individual shall hold more than one office at a time.
5. An officer who shall have served a half-term or more in office shall be considered to have served full-term in the office.

Section 3. Vacancy in Office

1. In event of a vacancy in the Office of Chair of the Board, the vacancy shall be filled by the First Vice-Chair of the Board for the remainder of the term.
2. In the event of a vacancy in both the Chair of the Board and the First Vice-Chair, the Second Vice-
3. Chair shall fill the position of the Chair of the Board for the remainder of the unexpired term.
4. A vacancy among the Officers, other than the Chair of the Board, shall be filled by the Board of Directors until the next annual meeting.

Section 4. Ex-Officio Officers

1. The Chief Executive Officer (CEO) shall be appointed by the Board of Directors of the Council to serve at its pleasure and shall serve as an Ex-Officio Officer of the Council without vote.
2. The Chief Financial Officer (CFO) shall be appointed by the CEO to serve at her/his pleasure and shall serve as an Ex-Officio Officer of the Council without vote.

Section 5. Responsibilities of Officers

The Officers shall perform the responsibilities described in this Article and such other duties as are prescribed by action of the members of the Council, the Board of Directors, the Executive Committee, the Chair of Board, and the Adopted Parliamentary Authority.

1. The Chair of the Board shall:
 - a. be the principal officer of the Council;
 - b. preside at all meetings of the Council, the Board of Directors, and the Executive Committee;
 - c. assure support by the Board of Directors for the Council's strategic direction and appropriate oversight of performance;
 - d. report to the Council and the Board of Directors as to the conduct and management of the affairs of the Council; and serve as an Ex-Officio member of all committees except the Board Development Committee.
2. The First Vice-Chair of the Board shall:
 - a. assist the Chair of the Board as assigned;
 - b. preside at meetings of the Council, the Board of Directors, or the executive committee in the absence or inability of the Chair of the Board, or when delegated the responsibility of presiding; and
 - c. in the event of the vacancy in the office of Chair of the Board, succeed to the office for the remainder of the unexpired term.
3. The Second Vice-Chair of the Board shall:
 - a. assist the Chair of the Board as assigned;

- b. in the event of the vacancy in both the offices of Chair of the Board and First Vice-Chair of the Board, succeed to the office of Chair of the Board for the remainder of the unexpired term.
- 3. The Secretary shall:
 - a. ensure that proper notice is given for all meetings of the Council, the Board of Directors and the executive committee;
 - b. ensure that minutes of all meetings of the Council, the Board of Directors, and the executive committee are kept; and
 - c. have responsibility for the seal of the Council and ensure its safekeeping.
- 4. The Treasurer shall:
 - a. provide effective stewardship and oversight of the Council's finances; and
 - b. execute directives of the Board of Directors.

ARTICLE V - BOARD DEVELOPMENT COMMITTEE

Section 1. Membership

The Board Development Committee shall be composed of five to seven (5-7) members, at least one (1) of whom shall be members of the Board of Directors, and at least three to five (3-5) of whom shall not be members of the Board of Directors, and the CEO of the Council who shall serve as the Ex-Officio non-voting member. The Board Development Committee is not a Board of Directors' committee but is a committee of the larger Council.

Section 2. Election, Term, and Vacancies

- 1. The committee members shall be elected by ballot in accordance with Article VI of these Bylaws for a term of two (2) years or until their successors are elected and assume office.
- 2. Terms of office shall begin at the close of the annual meeting at which the elections are held.
- 3. No individual shall serve more than two (2) consecutive terms as a member of the committee.
- 4. 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.
- 5. In the event of a vacancy in any position other than Committee Chair, the vacancy shall be filled by the Committee Chair until the next annual meeting of the Council.

Section 3. Removal

- 1. Any Board Development Committee member who is absent for two (2) consecutive Board Development Committee meetings in their entirety without good cause acceptable to the Chair of the committee shall be removed from the Board Development Committee by a majority vote of the Board Development Committee members present and voting at any regular meeting of the Board Development Committee.
- 2. Any Board Development Committee member, including the Chair, may be removed with or without cause by three-fourths (3/4) vote of the total number of the Board Development Committee.

Section 4. Selection, Term and Vacancy of Committee Chair

- 1. The Chair of the committee shall be elected by the Voting Membership by ballot in accordance with Article VI of these Bylaws for up to three (3) consecutive one (1) year terms, elected annually, or until her/his successor is elected and assumes office., regardless of how many years or terms the individual may be a member of the Board Development Committee.

2. In the event of a vacancy in the office of Chair, the elected members of the Board Development Committee shall appoint an interim-Chair, by majority vote, from among the remaining Committee Members until the next Annual Meeting.
3. An individual who shall have served a half-term or more in the office shall be considered to have served a full-term in the office.
4. If not already a member of the Council Board of Directors, the Chair shall serve as an ex-officio member of the Council Board of Directors, with all the rights and responsibilities of other ex-officio board members.

Section 5. Responsibilities

1. The responsibilities of the Board Development Committee shall be:
2. To solicit and recruit candidates for elected positions in the Council.
3. Provide to membership a single slate for all positions for election, including officers, directors and Board Development Committee members.
4. Provide to 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.
5. Develop in conjunction with the Board of Directors:
6. board orientation and education materials;
7. board development materials;
8. methods for identifying needed skills and talents for the Council's Board of Directors and committees;
9. methods for succession planning; and
10. board annual self-assessment materials.
11. To conduct board orientation and board development training sessions as needed and/or as directed by the Board of Directors.

Section 6. Nominations from the Floor

Nominations for any of the elected positions may be made from the floor at the annual meeting provided:

1. the individual to be nominated has consented in writing to serve if elected;
2. the nomination has been submitted to the Chair of the Board Development Committee, or her/his designee, at least seventy-two (72) hours before the convening of the annual meeting; and
3. the prospective nominee meets the qualification for the office for which she/he is being nominated.

Section 7. Quorum

The quorum for meetings of the Board Development Committee shall occur when a majority of the members then in office are present either in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings.

ARTICLE VI – MEETINGS

1. **Scheduling.** The Council shall conduct an annual meeting of the Council membership in spring of each year at a date, time, and place determined by the Board of Directors.
2. **Notice.** Notice of the date, time and place of the annual meeting, shall be given personally or mailed (or electronically transmitted if allowed by state statute) to each member of the Council not more than sixty (60) days nor less than thirty (30) days prior to the meeting.

The tentative agenda, the slate of nominees for all positions, and any proposed amendments to these Bylaws shall be given personally or mailed (or electronically transmitted if allowed by statute) to each member of the Council not more than sixty (60) days nor less than ten (10) days prior to the meeting.

3. **Business.** At the annual meeting, the Council shall:
 - a. elect Officers, directors-at-large, members of the Board Development Committee, and in appropriate years, delegates and alternates to the National Council of the Girl Scouts of the USA;
 - b. consider any proposed amendments to the Council Bylaws;
 - c. provide input on key issues affecting the Council and the Girl Scout Movement; and
 - d. consider any other business appropriate to come before the Council in accordance with the process established by the Board of Directors.
4. **Quorum.** The quorum for the annual meeting shall be twenty-five percent (25%) of the members of the Council present either in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings.
5. **Voting Procedures:**
 - a. each member of the Council shall be entitled to one (1) vote;
 - b. no members shall vote in more than one capacity;
 - c. unless otherwise designated by statute, the Articles of Incorporation of the Council, or these
 - d. Bylaws, all matters shall be determined by a majority vote;
 - e. proxy and/or absentee voting shall not be allowed.

Section 2. Special Meetings

1. **Scheduling.** A special meeting of the Council membership may be called by the Chair of the Board and shall be called by the Chair of the Board upon the written request of a majority of the members of the Board of Directors then in office or by twenty-five percent (25%) of the members of the Council. The purpose of the meeting shall be stated in the written request.
2. **Notice.** Notice of the date, time, place, and specific purpose of the meeting shall be given personally or mailed (or electronically transmitted if allowed by statute) to each member of the Council at least fourteen (14) days prior to the meeting.
3. **Quorum.** The quorum for a special meeting shall be twenty-five percent (25%) of the members of the Council present either in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings.
4. **Voting Procedures.** Voting shall be in accordance with Article VI Section 1.5 of these Bylaws.

ARTICLE VII – BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall consist of the elected and ex-officio officers of the Council, up to ten (10) directors-at-large and two (2) non-voting Senior or Ambassador Girl Scouts elected without regard to age limitations heretofore stated. The Chair of the Board Development Committee, if not elected to the Board of Directors otherwise, shall be ex-officio a member of the Board of Directors.

Section 2. Term of Office

1. The directors-at-large shall be elected by ballot in accordance with Article VI of these Bylaws for a term of two (2) years or until their successors are elected and assume office.
2. Terms of office shall begin at the close of annual meeting at which the elections are held.
3. The term of office of one-half (1/2) of the directors-at-large shall expire at each annual meeting of the Council.
4. No individual shall serve more than three (3) consecutive terms as a director-at-large.
5. A member who shall have served a half (1/2) term or more in office shall be considered to have served a full-term in office.
6. Regardless of the number of consecutive terms any person shall have served as a director-at-large, such persons shall be eligible to be a member of the Board of Directors when serving as an officer or as chair of the Council.
7. Non-voting Senior or Ambassador Girl Scouts shall be elected by the members of the Council for a term of one (1) year or until such time that their successors are elected and shall serve for no more than two (2) consecutive terms.

Section 3. Vacancies

A vacancy occurring in a position of the director-at-large shall be filled by the Board of Directors until the next annual meeting of the council by majority vote of the remaining directors.

Section 4. Power, Authority, and Accountability

1. **Power and Authority.** The Board of Directors shall have full power and authority over the affairs of The Council between meetings of the Council, except as otherwise provided in these Bylaws or by statute.
2. **Accountability.** The Board of Directors is accountable to:
 - a. 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;
 - b. the Board of Directors of Girl Scouts of the USA for compliance with the charter requirements;
 - c. the state of incorporation for adherence to state corporation law; and
 - d. the federal government in matters relating to legislation affecting not-for-profit, non-stock corporations.

Section 5. Regular Meetings

1. **Scheduling.** The Board of Directors shall hold at least six (6) regular meetings a year at such time and place as the board may determine.
2. **Notice.** Notice of the date, time, and a place of each board meeting shall be given personally or mailed (or electronically transmitted if allowed by statute) to each member of the Board of Directors at least ten (10) days (check state statute for requirements) prior to meeting.
3. **Quorum.** A majority of the board members then in office are present either in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings shall constitute of a quorum for the transaction of business.
4. **Voting.**
 - a. each member of the board shall be entitled to one (1) vote;
 - b. no member shall vote in more than one capacity;
 - c. unless otherwise designated by statute, the Articles of Incorporation of the Council, or these Bylaws, all matters shall be determined by a majority vote; and
 - d. proxy and /or absentee voting shall not be allowed.

Section 6. Special Meetings

1. **Scheduling.** Special meetings may be called by either the Chair of the Board or by the Chair of the Board upon the written request of at least four (4) Board members.
2. **Notice.** Notice of the date, time, place, and specific purpose of the meeting shall be given personally or mailed (or electronically transmitted if permitted by statute) to each member of the board at least five (5) days prior to the meeting.
3. **Quorum.** The quorum for meeting of the board shall occur when a majority of the board members then in office are either in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings.
4. **Voting.**
 - a. Each member of the board shall be entitled to one (1) vote;
 - b. No member shall vote in more than one capacity;
 - c. Unless otherwise designated by statute, the Articles of Incorporation of the Council, or these Bylaws, all matters shall be determined by a majority vote; and
 - d. Proxy and/or absentee voting shall not be allowed.
5. **Action without Meeting.**
 - a. Action may be taken Board of Directors without a meeting if:
 - a. The matter raised is routine or has already been discussed and widely agreed upon
 - b. The action is taken by all Members of the Board
 - c. The action must be evidenced by one (1) or more written consents describing the action taken, signed physically or electronically by each director, and included in the Minutes filed with the corporate records reflecting the action taken.
 - b. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date.
 - c. An Action signed under this section has the effect of a meeting vote and may be described as such in any document.

Section 7. Removal

1. Any board member, including officers, who is absent from two (2) consecutive board meetings in their entirety without good cause acceptable to the Chair of the Board or Designee, shall be removed from the board by a majority vote of the board members present and voting at any regular meeting of the board.
2. Any board member, including officers, may be removed with or without cause by a three-fourths (3/4) vote of the total number of the Council Board of Directors.

ARTICLE VIII - EXECUTIVE COMMITTEE

Section 1. Composition

The Executive Committee shall consist of the elected officers of the Council and two (2) 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. The Board Chair shall be the chair of the executive committee.

Section 2. Responsibilities

1. Authority between board meetings. The executive committee shall exercise the authority of the Council's Board of Directors between the meetings of the board, except that the executive committee shall not:

- a. adopt the budget;
 - b. amend the Bylaws; or
 - c. 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.
2. 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.

Section 3. Meetings

1. **Scheduling.** The executive committee shall meet as needed at the call of the Chair or upon written request of at least two (2) members of the executive committee.
2. **Notice.** Notice of the date, time, and place of each meeting shall be provided not less than five (5) days in advance of the meeting.

Section 4. Quorum

The quorum for meetings of the executive committee shall be occur when a majority of the Executive Committee members then in office are present either in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings.

ARTICLE IX - COMMITTEES

Section 1. Establishment

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

Section 2. Appointment

1. The chair of any committee, task group, or ad hoc committees shall be appointed by the Chair of the
2. Board, subject to the approval of the Board of Directors.
3. Members of any committee, task group, or ad hoc committee shall be appointed by the Chair of the
4. Board in consultation with the Chair of the respective committee or task group.
5. At least one (1) member of any committee or task group shall be members of the Board of Directors.
6. Appointments to committees and task groups shall be for one (1) year unless a different term is specified by the Board of Directors at the time of appointment and shall serve for no more than six (6) consecutive years.
7. Vacancies in any committee or task group shall be filled by the Chair of the Board in accordance with Section 2.1. or 2. 2. of this Article.

Section 3. Quorum

The quorum for meetings of any committee or task group shall occur when a majority of the members then in office are present either in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings.

ARTICLE X – NATIONAL COUNCIL DELEGATES

The delegates whom the Council is entitled to elect to the National Council of Girl Scouts of the USA shall be elected by the members of the Council at a meeting held in the year preceding the regular meeting of the National Council. The Board of Directors, or the Chair of the Board in the absence of a regular meeting of the board, shall appoint vacancies from among the persons elected to fill vacancies, which persons shall be elected at the same time and in the same manner as delegates. If there be no such persons, the Board of Directors, or the Chair of the Board in the absence of a meeting of the board, shall have the power to fill vacancies among the delegates until the next meeting of the council. Delegates shall be citizens of the United States of America; shall be elected from the active members of the Girl Scout Movement of the United States of America who are fourteen (14) years of age or over and who are registered through the Council with Girl Scouts of the USA; and shall serve for the term of three (3) years from the date of their election or until such time that their successors are elected, provided that they remain eligible for such position as described above.

ARTICLE XI – MISCELLANEOUS

Section 1. Fiscal Year

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

Section 2. Contributions

Any contributions, bequests, and gifts made to the Council shall be accepted or collected as authorized by resolution of the Board of Directors. Guidelines for accepting contributions must be established by the Board of Directors.

Section 3. Depositories

All funds of the Council shall be deposited to the credit of the Council, under such conditions and in such banks or other depositories as shall be designated by the Board of Directors.

Section 4. Approved Signatures

Approvals for signatures necessary on contracts, checks, and money orders for the payment, receipt, or deposit of money and access to securities of the Council shall be provided by resolution of the Board of Directors.

Section 5. Insurance All persons having access to or major responsibility for the handling of monies and securities of the Council shall be covered under the individual and organization insurance policy, including the Employment Practices Liability Insurance held by council.

Section 6. Budget

The Board of Directors shall approve the Council’s budget of estimated income and expenses annually.

Section 7. Audits

A certified public accountant or other independent public accountant shall be retained by the Board of Directors to make annual examination of the financial accounts of the corporation. A report of all examinations shall be submitted to the Board of Directors and to Girl Scouts of the USA.

Section 8. Legal Counsel

Independent legal counsel should be retained by the Council to:

1. ensure compliance with federal and state requirements;

2. review and advise on any, and all, legal instruments the Council executes, such as leases, contracts, property purchases or sale; and
3. review and advise on any official statements developed for the press and media.

Section 9. Property

Title of all property (with exception of troop equipment) shall be held in the name of the Council.

Section 10. Financial Reports

A summary report of the financial operations of the Council shall be made at least annually to the membership, and to the public, in such form as the Board of Directors shall provide.

Section 11. 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 XII – INDEMNIFICATION

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

ARTICLE XIII – PARLIAMENTARY AUTHORITY

The parliamentary authority governing the meetings of the Council, Board of Directors, associations and committees is Robert’s Rules of Order in its most recent revision. The Council is also subject to the Laws of the State, the Articles of Incorporation and these Bylaws.

1. These Bylaws may be amended by a two-thirds (2/3) votes of those present (in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings) and voting at a meeting of the Council, provided that the tentative agenda, the slate of nominees for all positions, and any proposed amendments to these Bylaws shall be given personally or mailed (or electronically transmitted if allowed by statute) to each member of the Council not more than sixty (60) days nor less than ten (10) days prior to the meeting.