



## **BYLAWS OF GIRL SCOUTS OF THE DESERT SOUTHWEST – SOUTHERN NEW MEXICO & WEST TEXAS, INC.**

### **ARTICLE I THE CORPORATION**

Girl Scouts of the Desert Southwest – Southern New Mexico & West Texas, Inc., a non-profit corporation organized under the laws of the State of Texas, is hereinafter referred to as the “Corporation.”

### **ARTICLE II PURPOSE**

The purpose of the Corporation is:

- A. To offer girls Kindergarten through 12<sup>th</sup> grade the opportunity to participate in the Girl Scout program, in accordance with the purpose of the Girl Scout movement to build girls of courage, confidence and character who make the world a better place.
- B. To develop, manage, and maintain Girl Scouting throughout the area of jurisdiction of the Corporation.

### **ARTICLE III BOARD OF DIRECTORS**

#### **Section 1. Composition.**

The Board of Directors will consist of 16 to 20 Directors including four Elected Officers and 12 to 14 directors-at-large, with such number of directors-at-large as determined by the Board Development Committee from time to time. The chair of the Board Development Committee, if not otherwise elected to the Board of Directors, shall serve as an ex officio member of the Board of Directors with all the rights and responsibilities of other voting members of the Board of Directors. The Chief Executive Officer serves as an ex-officio member of the board without vote.

## **Section 2. Election and Term of Office.**

- A.** The Board of Directors shall be elected by ballot by the Board of Directors. The terms of the elected directors-at-large shall be staggered insofar as possible. Members of the Board of Directors shall serve for a term of two years and until their successors are elected and qualified, or until their earlier death, resignation, or removal. An uncontested election may be held by acclamation. If a board member's two (2) terms will expire before completing the two (2) year officer term for which they have been duly elected, their term may be extended for one (1) year to complete the term of office.
- B.** Terms of office shall begin at the close of the Annual Meeting of the Board of Directors which the individual was elected.
- C.** No individual, other than the Ex Officio Officer, shall serve more than three (3) consecutive, two-year terms as a member of the Board of Directors, but shall again be eligible for election after the lapse of two years.
- D.** An individual who shall have served a half term or more in office shall be considered to have served a full term in office.

## **Section 3. Vacancies.**

In the event of a vacancy occurring by death, resignation, removal, or otherwise in a position of director-at-large, the Board Development Committee may present nominees to the Board of Directors to fill the vacancy. At the next meeting of the Board of Directors, the Board of Directors shall appoint an individual to fill the vacancy from the recommendations presented until the next Annual Meeting of the Board of Directors, at which time the Board of Directors shall elect an individual to fill such vacancy for the remainder of the unexpired term provided that such unexpired term would not otherwise expire at the end of such Annual Meeting.

Notwithstanding the foregoing, if a vacancy occurs by reason of an increase in the number of directors-at-large, such vacancy shall be filled by election at the Annual Meeting or regular meeting of the Board of Directors.

## **Section 4. Power, Authority, and Accountability.**

- A.** The Board of Directors shall have full power and authority over the affairs of the Corporation, except as otherwise provided in these bylaws or by statute.
- B.** The Board of Directors is accountable to:
  - 1.** The Corporation for managing the affairs of the Corporation, 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 Corporation and the Girl Scout movement;

2. The board of directors of GSUSA for compliance with the charter requirements;
3. The state of incorporation for adherence to state corporation law; and
4. The federal government in matters relating to legislation affecting non-profit, non-stock corporations.

### **Section 5. Regular Meetings.**

- A. The Board of Directors shall hold at least six (6) regular business meetings, one of which will be held the day of the annual meeting, during each fiscal year at such time and place as the Board of Directors may determine.
- B. Notice of the date, time, and place of each meeting of the Board of Directors shall be given personally, by facsimile transmission, mailed, or electronically transmitted to each member of the Board of Directors at least 72 hours prior to the meeting.

### **Section 6. Special Meetings.**

- A. Special meetings may be called by the Chair of the Board at any time and shall be called by the Chair of the Board within seven days upon the written request of at least five voting members of the Board of Directors.
- B. Notice of the date, time, place, and specific purpose of the meeting shall be given personally, mailed, or electronically transmitted to each member of the Board of Directors at least 72 hours prior to the meeting.

### **Section 7. Removal.**

- A. Any member of the Board of Directors, including an officer, who is absent from two consecutive board meetings in their entirety without good cause may be removed from the Board of Directors by a majority vote of the members of the Board of Directors present in person or linked by a suitable communications system as provided in Article VI at any meeting of the Board of Directors at which a quorum is present.

- B. Any member of the Board of Directors, including an officer, may be removed with or without cause by a three-fourths vote of the total number of members of the Board of Directors.

### **Section 8. Quorum.**

A majority of the members of the Board of Directors then in office (but in no event less than three), who must be present in person or linked by a suitable communications system as provided in **Article VI**, shall constitute a quorum for the transaction of business.

### **Section 9. Voting.**

- A. Each member of the Board of Directors, other than the Ex Officio Officers, shall be entitled to one vote on each matter submitted to a vote of the members of the Board of Directors.
- B. No member of the Board of Directors shall vote in more than one capacity.
- C. Unless otherwise designated by statute, the Articles of Incorporation, or these bylaws, all matters shall be determined by a majority vote of the members of the Board of Directors present in person or linked by a suitable communications system as provided in **Article VI** at a meeting at which a quorum is present.
- D. Proxy or absentee voting shall not be allowed.

## **ARTICLE IV OFFICERS**

### **Section 1. Elected Officers.**

The elected officers of the Corporation shall be the Chair of the Board, Vice Chair of the Board, Secretary, and Treasurer (the "Elected Officers").

### **Section 2. Term of Office.**

- A. The Elected Officers shall be elected by ballot by the Board of Directors for staggered years. The office of Chair and Vice Chair will be elected in even years. The office of Secretary and Treasurer will be elected in odd years. The Elected Officers shall serve for a term of two years and until their successors are elected and qualified, or until their earlier death, resignation, or removal. An uncontested election may be held by acclamation.

- B. Terms of office shall begin at the close of the Annual Meeting of the Board of Directors at which the individual was elected.
- C. No individual shall serve more than two consecutive terms in any one or combination of offices. An individual shall again be eligible for election after the lapse of two years.
- D. No individual shall hold more than one office at a time.
- E. An Elected Officer who shall have served a half term or more in office shall be considered to have served a full term in the office.

### **Section 3. Vacancy in Office of Elected Officers.**

- A. In the event of a vacancy in the office of Chair of the Board, the vacancy shall be filled by the Vice Chair of the Board for the remainder of the unexpired term.
- B. When a vacancy of an Elected Officer other than as addressed in **Sections 3.A. and 3.B. of this Article IV** occurs by death, resignation, removal, or otherwise, the Board Development Committee may present nominees to the Board of Directors to fill the vacancy. At the next meeting of the Board of Directors, the Board of Directors shall appoint an individual to fill the vacancy from the recommendations presented until the next Annual Meeting of the Board of Directors, at which time the members of the Board of Directors shall elect an individual to fill such vacancy for the remainder of the unexpired term provided that such unexpired term would not otherwise expire at the end of such Annual Meeting. Notwithstanding the foregoing, if a vacancy occurs by reason of an increase in the number of Elected Officers, such vacancy shall be filled by election at an Annual Meeting or regular meeting of the Board of Directors.

### **Section 4. Ex Officio Officers.**

The Chief Executive Officer (the "CEO"), shall be appointed by the Board of Directors of the Corporation to serve at its pleasure and shall serve as an ex officio member of the Board of Directors of the Corporation without a vote.

### **Section 5. Duties of Officers.**

The Elected Officers shall perform the duties described in this Article, and such other duties as are prescribed by action of the Board of Directors, the Executive Committee, the Chair of the Board, and the adopted parliamentary authority set forth in **Article XII**.

A. The Chair of the Board shall:

1. Be the principal officer of the Corporation;
2. Preside at all meetings of the Board of Directors, and the Executive Committee;
3. Seek support by the Board of Directors for the Corporation's strategic direction and appropriate oversight for performance;
4. Report to the Corporation and the Board of Directors as to the conduct and management of the Corporation;
5. Serve as the Chair of the Executive Committee;
6. Serve as, or designate another individual, to serve as an ex officio member with a vote of all committees and task groups except the Board Development Committee;
7. Exercise the powers and perform such other duties usually incident to the office of Chair; and
8. Perform all other duties associated with the office of Chair of the Board.

B. The Vice Chair of the Board shall:

1. Assist the Chair of the Board as assigned;
2. Preside at meetings of the Board of Directors, and the Executive Committee in the absence or inability of the Chair of the Board, or when delegated the responsibility of presiding;
3. In the event of a vacancy in the office of Chair of the Board, succeed to the office for the remainder of the unexpired term; and
4. Perform all other duties associated with the office of Vice Chair of the Board.

C. The Secretary shall:

1. Supervise the process for giving proper notice for all meetings of the Board of Directors, the Executive Committee, and other committees, or task groups;

2. Manage the keeping of the minutes of all meetings of the Board of Directors, the Executive Committee, and other committees, or task groups;
  3. Be responsible for the custody of corporate books, records, and files; and
  4. Perform all other duties associated with the office of Secretary.
- D. The Treasurer shall:
1. Provide effective stewardship and oversight of the Corporation's finances;
  2. Execute directives of the Board of Directors; and
  3. Perform all other duties associated with the office of Treasurer.
- E. An Elected Officer may be removed, with or without cause, by a majority of the members of the Board of Directors present in person or linked by a suitable communications system as provided in **Article VI** at a meeting at which a quorum is present.

## **ARTICLE V BOARD DEVELOPMENT COMMITTEE**

### **Section 1. Membership.**

The Board Development Committee shall be composed of five to seven voting members, at least three of whom shall be members of the Board of Directors, and at least two that shall not be members of the board, and the CEO of the Corporation, who shall serve as an ex officio member without a vote.

### **Section 2. Election, Term, and Vacancies.**

- A. The members of the Board Development Committee shall be elected by ballot by the Board of Directors. The terms of the elected Board Development Committee members shall be staggered insofar as possible. The Board Development Committee members shall serve for a term of two years and until their successors are elected and qualified, or until their earlier death, resignation, or removal. An uncontested election may be held by acclamation.
- B. Terms of office shall begin at the close of the Annual Meeting of the Board of Directors at which the individual was elected.

- C. No individual shall serve more than three consecutive terms as a member of the Board Development Committee. An individual shall again be eligible for election after the lapse of two years.
- D. 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.
- E. In the event of a vacancy in any position other than chair of the Board Development Committee, the vacancy shall be filled by the Board of Directors for the remainder of the unexpired term. The Board Development Committee may present nominees to the Board of Directors to fill the vacancies. At the next meeting of the Board of Directors, the Board of Directors shall appoint an individual to fill the vacancy from the recommendations presented until the next Annual Meeting of the Board of Directors, at which time the members of the Board of Directors shall elect an individual to fill such vacancy for the remainder of the unexpired term provided that such unexpired term would not otherwise expire at the end of such Annual Meeting.

**Section 3. Election, Term, and Vacancy of Chair of the Board Development Committee.**

- A. At its first meeting in any given year following the Annual Meeting of the Board of Directors, the Board Development Committee shall elect from amongst its eligible members an individual to serve as chair of the committee.
- B. An individual shall have served on the Board Development Committee for at least one year in order to be eligible for election to the position of chair.
- C. The term of office for chair of the Board Development Committee shall be one year and until the chair's successor is elected and qualified, or until the chair's earlier death or resignation.
- D. No individual shall serve more than two consecutive terms as chair of the Board Development Committee regardless of how many years or terms the individual may be a member of the Board Development Committee. An individual shall again be eligible for election after the lapse of two years.
- E. In the event of a vacancy in the office of the chair, the Board Development Committee shall elect a new chair from amongst its eligible members to serve the remainder of the unexpired term.
- F. An individual who shall have served a half term or more in the office of chair of the Board Development Committee shall be considered to have served a full term in the office.



- G. If not already a member of the Board of Directors, the chair of the Board Development Committee shall serve as an ex officio member of the Board of Directors, with all the rights and responsibilities of other voting members of the Board of Directors.

#### **Section 4. Responsibilities.**

The responsibilities of the Board Development Committee shall be to:

- A. Solicit and recruit candidates for elected positions in the Corporation;
- B. Verify prospective nominee meets the qualifications for the office for which she/he is being nominated as determined by the Board Development Committee process for vetting nominees.
- C. Provide to the Board of Directors a single slate for the positions of Elected Officers, directors-at-large, and Board Development Committee members to be voted on at the Annual Meeting of the Board of Directors;
- D. Provide to the Board of Directors in accordance with the time frame established by GSUSA a single slate of delegates and alternates to the National Council of GSUSA;
- E. Develop in conjunction with the Board of Directors:
  - 1. Board of Directors orientation and education materials;
  - 2. Board of Directors development materials;
  - 3. Methods for identifying needed skills and talents for the Board of Directors, committees, and task groups;
  - 4. Methods for succession planning; and
  - 5. Annual assessment materials for the performance of members of the Board of Directors; and for meeting procedures.
- F. Conduct Board of Directors orientation and Board of Directors development training sessions as needed or as directed by the Board of Directors; and
- G. Assist the Board of Directors in filling vacancies of the Board Development Committee and the Board of Directors.

**Section 5. Quorum.**

The quorum for meetings of the Board Development Committee shall be a majority of the members of the Board Development Committee, who must be present in person or linked by a suitable communications system as provided in **Article VI**.

**Section 6. Absenteeism.**

Any member of the Board Development Committee who is absent for two consecutive committee meetings in their entirety without explanatory communication to the chair of the Board Development Committee shall be considered to have resigned at the call of order at the following meeting.

**ARTICLE VI  
MEETING PROCEDURES**

Any one or more members of the Board of Directors, the Board Development Committee, the Executive Committee, or any other committee or task group may participate in a meeting of the Board of Directors, the Board Development Committee, the Executive Committee, or any other committee or task group by means of **(a)** a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other or **(b)** by other suitable electronic communications system, including videoconferencing technology or the Internet, if each member entitled to participate in the meeting consents to the meeting being held by means of that system and the system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant. Participation by any such means shall constitute presence in person at the meeting, including the right to vote, except where a person participates in a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

**ARTICLE VII  
EXECUTIVE COMMITTEE**

**Section 1. Composition.**

The Executive Committee shall consist of the Elected Officers and four directors-at-large. The Ex Officio Officers shall serve as ex officio members of the Executive Committee without a vote. The four directors-at-large on the Executive Committee shall be appointed by the Chair of the Board and ratified by the Board of Directors.

## **Section 2. Duties.**

- A. The Executive Committee shall exercise the authority of the Board of Directors between the meetings of the Board of Directors, except that the Executive Committee shall not:
1. Adopt the budget;
  2. Amend the bylaws;
  3. Adopt a plan of merger or plan of consolidation with another entity;
  4. Authorize the sale, lease, exchange, or mortgage of the property and assets of the Corporation;
  5. Authorize the voluntary dissolution of the Corporation or revoke proceedings for dissolution;
  6. Adopt and confirm a plan for the distribution of the assets of the Corporation; or
  7. Take action that is contrary to, or a substantial departure from, the direction established by the Board of Directors or that represents a major change in the affairs, business, or policy of the Corporation.
- B. The Executive Committee shall submit for ratification to the Board of Directors at each meeting of the Board of Directors a report of all actions taken since the last meeting of the Board of Directors.

## **Section 3. Meetings.**

- A. A meeting of the Executive Committee may be called by the Chair of the Executive Committee at any time and shall be called by the Chair of the Executive Committee within seven days upon the written request of at least three voting members of the Executive Committee.
- B. Notice of the date, time, and place of each meeting of the Executive Committee shall be given personally, by facsimile transmission, mailed, or electronically transmitted to each member of the Executive Committee at least 72 hours in advance of the meeting except in the event of a catastrophic emergency.

#### **Section 4. Quorum.**

A majority of the members of the Executive Committee then in office, who must be present in person or linked by a suitable communications system as provided in Article VI, shall constitute a quorum for the transaction of business.

### **ARTICLE VIII BOARD AND ADVISORY COMMITTEES AND TASK GROUPS**

#### **Section 1. Standing Committees**

The Corporation shall have standing committees which shall assist the Board of Directors in carrying out the management of the Corporation: The Audit Committee, Board Development Committee, Finance Committee, Fund Development Committee, Investment Committee and Property Committee. The Board of Directors appoints the Committee Chairs. The Chair of the Board of Directors and Committee Chair shall appoint the members of each committee. All committee members shall serve one-year terms and may be reappointed for additional terms. Each standing committee shall have at least two Directors as members. Employees of the Corporation and members of the community may also be appointed to serve as committee members. Committees shall meet upon call of the Board of Directors or the chair of the Committee, review the activities of the Corporation in the Committee's respective areas, and make recommendations to the Board of Directors for the Board's final approval. The Treasurer of the Corporation shall serve as the Chair of the Finance Committee. The Chair of each committee shall ensure that minutes of the committee meetings are taken and present a copy of the minutes to the Secretary within the two weeks following the meeting. Committee meetings shall be open to all members of the Board of Directors with the exception of the Board Development Committee.

- A. Audit Committee: The Audit Committee, working under the supervision of the Board, oversees proper external review of audited financial statements, as well as the organization's risk management to include:
1. Monitoring the internal control environment;
  2. Compliance with the conflict-of-interest policy and the Corporation's whistleblower policy.

Each member shall be free of any relationship that, in the opinion of the board, would interfere with her or his individual exercise of independent judgment.

- B. Board Development Committee: **See Article IV**

- C. Finance Committee: The Finance Committee assists the Board in fulfilling its fiduciary responsibilities, including:
1. Safeguarding the Corporation's assets;
  2. Providing guidance about developing and applying financial policies decisions and plans;
  3. Bringing expertise regarding appropriate financial benchmarks, trends, and changes; and
  4. Advising the Board with respect to making significant financial decisions.
- D. Fund Development Committee: The Fund Development Committee ensures the advancement and future security of the Corporation by:
1. providing oversight and leadership for fundraising efforts;
  2. partnering with the Board of Directors, CEO, and fund development staff in raising significant financial resources and building strong connections to key external audiences; and
  3. reviewing strategies for achieving the corporation's fundraising goals.
- E. Investment Sub-Committee: The Investment Sub-Committee provides oversight and recommendations for investment-related actions, as a sub-committee of the Finance Committee.
- F. Property Committee: The Property Committee oversees proper management of the corporation's real estate, its usage for corporation and revenue-producing purposes, and its related capital and operating accounts.

## **Section 2. Additional Committees**

The Board of Directors may from time to time designate and appoint additional standing committees or task forces by majority vote of the Board of Directors. Such committees shall have and exercise such prescribed authority as is designated by the Board of Directors. The Directors may authorize these committees to exercise any powers, responsibilities, and duties consistent with the Certificate of Formation and these bylaws.

### **Section 3. Quorum.**

The quorum for meetings of any committee or task force shall be a majority of the members, who must be present in person or linked by a suitable communications system as provided in Article VI.

## **ARTICLE IX NATIONAL COUNCIL DELEGATES**

### **Section 1. Eligibility.**

Delegates and alternates to the National Council of GSUSA shall be United States citizens age 14 years and older. They shall be members of the Girl Scout movement registered through the Corporation at the time of election and throughout the term of service.

### **Section 2. Election.**

The delegates and alternates whom the Corporation is entitled to elect to the National Council of GSUSA shall be elected by ballot by the Board of Directors of the Corporation at the Annual Meeting the year prior to The National Council of GSUSA convening. The National Council delegates and alternates shall serve a term of three years and until their successors are elected and qualified, or until their earlier death or resignation.

### **Section 3. Vacancies.**

The Board of Directors or Executive Committee shall fill National Council delegate vacancies from among the elected alternates. If there are not adequate alternates to fill the National Council delegate positions, the vacancies may be filled with any individual eligible pursuant to Section 1 of this Article.

## **ARTICLE X FINANCE**

### **Section 1. Fiscal Year.**

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

## **Section 2. Contributions.**

Any contributions, bequests, devises, and gifts for the purpose of Girl Scouting within the Corporation shall be accepted or collected only as authorized by the Board of Directors.

## **Section 3. Depositories.**

All funds of the Corporation shall be deposited to the credit of the Corporation under such conditions, and in such financial institutions as shall be designated by the Board of Directors.

## **Section 4. Approved Signatures.**

Approvals for signatory authority in the name of the Corporation and access to funds and securities of the Corporation shall be authorized by the Board of Directors.

## **Section 5. Bonding.**

All persons having access to or responsibility for the handling of monies and securities of the Corporation shall be bonded in the amount authorized by the Board of Directors.

## **Section 6. Budget.**

The Board of Directors shall approve the annual operational and capital budgets. No expenses shall be incurred in the name of the Corporation in excess of the budgeted amounts without prior approval of the Board of Directors.

## **Section 7. Property.**

Title to all property shall be held in the name of the Corporation or a Corporate body controlled by the Corporation.

## **Section 8. Audits.**

An independent certified public accountant shall be retained by the Board of Directors to perform an annual audit of the financial statements of the Corporation. The report of the audit shall be submitted to the Board of Directors and to GSUSA.

## **Section 9. Financial Reports.**

A summary report of the financial condition of the Corporation shall be made at least annually to the Board of Directors and shall be made available to the public. In such form as the Board of Directors shall provide.

## **Section 10. Investments.**

The funds of the Corporation 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 XI INDEMNIFICATION**

The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law, any person who was, is, or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, including any and all appeals, whether civil, criminal, administrative, arbitrative, or investigative (hereinafter, a “proceeding”), because such person is or was a director or officer of the Corporation, or while a director or officer of the Corporation is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise (hereinafter, an “indemnitee”), against all judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses actually and reasonably incurred by such person in connection with such proceeding; provided, however, that except with respect to proceedings brought by an indemnitee to enforce rights granted by this Article XI, the Corporation shall indemnify an indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized or ratified by the Board of Directors of the Corporation. An indemnitee shall, to the fullest extent permitted by applicable law, also have the right to be paid by the Corporation the expenses (including attorneys’ fees) incurred in defending a proceeding in advance of its final disposition upon receipt of a written affirmation by such indemnitee of such indemnitee’s good faith belief that he or she has met the standard of conduct necessary for indemnification under applicable law and an undertaking by or on behalf of such indemnitee to repay the amount advanced if it is ultimately determined in a final, non-appealable adjudication that he or she has not met that standard or that indemnification of such indemnitee is prohibited by applicable law. To the extent an indemnitee is successful in whole or in part in a suit against the Corporation to enforce such indemnitee’s rights hereunder or in a suit brought by the Corporation to recover an advancement of expenses, the indemnitee shall be entitled to be paid any expenses actually and reasonably incurred in connection with bringing or defending such claim. The rights provided in this Article XI shall be contract rights,



shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the indemnitee's heirs, executors, and administrators. Any amendment, alteration, or repeal of this Article XI that adversely affects any right of an indemnitee or his or her successors shall be prospective only and shall not limit or eliminate any such right with respect to any proceeding involving any occurrence or alleged occurrence of any action or omission to act that took place prior to such amendment, alteration, or repeal. The rights provided in this Article XI shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any provision of the bylaws, action of the Board of Directors, an agreement, or otherwise. For purposes of this Article XI, references to the "Corporation" includes any domestic or foreign predecessor entity of the Corporation in a merger, consolidation, or other transaction in which the liabilities of the predecessor are transferred to the Corporation by operation of law and in any other transaction in which the Corporation assumes the liabilities of the predecessor but does not specifically exclude liabilities related to indemnification and advancement of expenses.

## **ARTICLE XII PARLIAMENTARY AUTHORITY**

The current edition of Robert Rules of Order Newly Revised shall be the parliamentary authority of the Corporation.

## **ARTICLE XIII CONFLICTS OF INTEREST**

All Directors-At-Large, Elected Officers, Ex Officio Officers, members of any committee or task group and employees of the Corporation shall, as a condition of qualifying and continuing to qualify for such a position within the Corporation, abide by any conflict of interest policy as the Board of Directors may adopt from time to time, and shall execute any statement as the Board of Directors may require evidencing such individual's receipt and review of the conflict of interest policy and agreement to abide by the same.

## **ARTICLE XIV AMENDMENTS**

These bylaws may be amended, altered or repealed, and new bylaws made, upon the affirmative vote of two-thirds of the members of the Board of Directors present in person or linked by a suitable communications system as provided in Article VI at any meeting of Board of Directors, provided that the proposed amendments have been submitted in writing to each member of the Board of Directors no less than 14 days prior to the meeting.

Amended 4/28/2019  
Amended 5/13/2021