



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

Girl Scouting builds girls of courage, confidence and character who make the world a better place. All references in these Bylaws to "Members of the Movement" means adult and girl members who are presently registered as Members of the Girl Scout Movement through Girl Scouts of the USA (GSUSA).

ARTICLE I THE CORPORATION NAME, OFFICES

Section 1.1 The Corporation Name.

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. Corporation can also be referred to as Council.

Section 1.2 Principal Place of Business.

The principal place of business of the Girl Scouts of the Desert Southwest (GSDSW or Council) shall be 9700 Girl Scout Way, El Paso, TX 79924. The Corporation may change this place of business and/or have other offices in West Texas or Southern New Mexico as the Board may designate or as the affairs of the Corporation may require from time to time.

Section 1.3 Registered Office.

The registered office of GSDSW shall be the Corporation's principal place of business.

ARTICLE II PURPOSE

Section 2.1 Purposes.

The purpose of the Corporation is:

- A. To offer girls Kindergarten through 12th 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 the jurisdiction of the Council.

ARTICLE III BOARD OF DIRECTORS

Section 3.1 Structure.

The Corporation shall be governed by a Board of Directors hereinafter referred to as the Board. The Board is self-perpetuating in the manner provided for in these Bylaws.

Section 3.2. Composition.

The Board will consist of 16 to 20 board members including four elected officers and 12 to 16 directors, with such number of directors-at-large as determined by the Board Development Committee from time to time. The directors-at-large hereinafter will be

referred to as Directors. The Chair of the Board Development Committee, if not otherwise elected to the Board, shall serve as an ex-officio member of the Board with all the rights and responsibilities of other voting members of the Board. The Chief Executive Officer (CEO) serves as an ex-officio member of the Board without vote.

Section 3.3. Election and Term of Office.

- A. The Director's slate shall be elected by the current Board. An uncontested election may be held by acclamation.
 - a) Members of the Board shall serve for a term of two years and until their successors are elected.
 - b) Directors shall serve for no more than three consecutive terms and shall not be eligible for reelection until after a lapse of two years.
 - c) If a board member's three terms will expire before completing the two-year officer term for which they have been duly elected, their term may be extended for one year to complete the term of office.
 - d) The terms of the elected directors shall be staggered so that approximately one- half of the terms expire each year.
- B. Terms of office shall begin at the close of the Annual Meeting of the Board at which the individual was elected.
- C. No non-officer, other than the ex-officio officer, shall serve more than three consecutive, two-year terms as a member of the Board, but shall again be eligible for election after the lapse of two years.
- D. An individual who shall have served a half term (1 full year) or more as a member of the Board shall be considered to have served a full term in office.

Section 3.4. 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 to fill the vacancy. At the next meeting of the Board, the Directors shall appoint an individual to fill the vacancy from the recommendations presented until the next Annual Meeting of the Board, at which time the 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, such vacancy shall be filled by election at the Annual Meeting or regular meeting of the Board.

Section 3.5. Power, Authority, and Accountability.

The Board of Directors, acting as a collective body, shall have full power and authority to govern the affairs of the Council **as provided by law, the Articles of Incorporation, and these Bylaws.**

No individual director shall have the authority to act or speak on behalf of the Council or the Board of Directors except as expressly authorized by resolution of the Board. **All authority of the Board resides with the Board as a whole, and individual directors shall exercise their powers only as members of the collective governing body.**

The Board shall provide:

- A. Governance Accountability:
- Provide strategic leadership, direction, and stewardship of the Council;
 - Create standing Committees, Sub-Committees, and task forces;
 - Create charges and direction for standing Committees, Sub-Committees, and task forces to follow;
 - Prepare for and attend all Board and assigned Committee meetings;
 - Carry out the duties assigned to the Board pursuant to these Bylaws;
 - Ensure compliance with the GSUSA charter requirements;
 - Ensure adherence to state corporation law; and
 - Ensure adherence to federal legislation affecting non-profit, non-stock corporations.
- B. Executive Leadership: employ, supervise, evaluate, and remove the Chief Executive Officer of the Council.
- C. Stewardship: promote the brand and ensure the achievement of the Girl Scout Mission.
- D. Policy Development and Oversight: establish and monitor the enforcement of major policy matters.
- E. Financial Oversight: preserve the financial integrity of the Council by reviewing financial records; adopt policies and guidelines that govern the acquisition and allocation of resources to support strategic priorities; approve the annual budget; and support fund development plans.
- F. Strategic Oversight: provide strategic leadership and direction; with the assistance of the CEO, formulate major strategic thinking, long and short-term goals, and vision statements for the Council as a whole.
- G. Fundraising: raise funds to support the Council's mission and charitable purposes.

**ARTICLE IV
MEETINGS AND QUORUM OF THE BOARD**

Section 4.1. Regular Meetings.

- A. The Board shall hold at least six 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 may determine.
- B. Notice of the date, time, and place of each meeting of the Board shall be given personally, mailed, or electronically transmitted to each member of the Board at least 72 hours prior to the meeting.

Section 4.2. Special Meetings.

- A. Special meetings may be called by the Chair of the Board at any time or 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.

- B. Notice of the date, time, place, and specific purpose of the meeting shall be electronically transmitted to every member of the Board at least 72 hours prior to the meeting.
- C. In the event of an emergency requiring immediate attention, the Chair of the Board is authorized to call an emergency meeting of the Board with a minimum notice of 24 hours. The notice shall be provided to all board members via electronic communication or other rapid means of communication.

The emergency meeting may be conducted electronically, through teleconference, video conference, or any other suitable electronic platform, ensuring that all participants can simultaneously communicate.

The purpose of the emergency meeting shall be clearly stated in the notice, and no other business shall be transacted at the meeting unless all board members consent to the additional matters.

Section 4.3. Removal.

- A. Any member of the Board, including an officer, who is absent from two consecutive board meetings in their entirety without good cause may be removed from the Board by a majority vote of the members of the Board at any meeting of the Board at which a quorum is present.
- B. Any member of the Board, including an officer, may be removed with or without cause by a three-fourths vote of the total number of members of the Board.

Section 4.4. Quorum.

A majority of the members of the Board then in office (but in no event less than eight), shall constitute a quorum for the transaction of business.

Section 4.5. Voting.

- A. Each member of the Board, other than the CEO, shall be entitled to one vote on each matter submitted to a vote of the members of the Board.
- B. No member of the Board 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 at a meeting at which a quorum is present.
- D. Proxy or absentee voting shall not be allowed.

ARTICLE V OFFICERS

Section 5.1. Elected Officers.

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

Section 5.2. Term of Office.

- A. The elected officers shall be elected by the Board 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 at which the individual was elected.
- C. No individual shall serve more than two consecutive terms in any one or combination of offices. However, if no successor is identified or if adjustments are required to align the timing of officer transitions, an officer may continue to serve for an additional partial term, extending their tenure to a maximum of three years. After the lapse of two years, the individual will be eligible for election again. No individual shall hold more than one office at a time.
- D. An elected officer who shall have served a half term (1 full year) or more in office shall be considered to have served a full term in the office.

Section 5.3. 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 **Section 5.3.A. of this Article V** occurs by death, resignation, removal, or otherwise, the Board Development Committee may present nominees to the Board to fill the vacancies. At the next meeting of the Board, the Board may then appoint an individual from the recommendation of the Board Development Committee to fill the vacancy until the next Annual Meeting of the Board, at which time the members of the Board 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 the Annual Meeting or regular meeting of the Board.

Section 5.4. Ex-Officio Officer.

The CEO shall be appointed by the Board to serve at its discretion. The CEO shall serve as an ex-officio member of the Board. The CEO as an ex-officio officer will have no voting rights within the Board or any Committees.

Section 5.5. 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, the Executive Committee, the Chair of the Board, and the adopted parliamentary authority set forth in **Article XIII**.

- A. The Chair of the Board shall:
 - 1. Be the principal officer of the Corporation;
 - 2. Preside at all meetings of the Board, and the Executive Committee;
 - 3. Seek support by the Directors for the Council's strategic direction and appropriate oversight for performance;
 - 4. Report to the Council and the Board as to the conduct and management of the Council;
 - 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 forces except the Board Development Committee;

7. Exercise the authority and fulfill any additional responsibilities typically associated with the role 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 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, the Executive Committee, and other Committees, or task forces;
 2. Manage the keeping of the minutes of all meetings of the Board, the Executive Committee, and other Committees, or task forces;
 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 Council's finances;
 2. Execute directives of the Board; 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 at a meeting at which a quorum is present.

ARTICLE VI BOARD DEVELOPMENT COMMITTEE

Section 6.1. 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, and at least two that shall not be members of the Board, and the CEO of the Council, who shall serve as an ex-officio member without a vote.

Section 6.2. Election, Term, and Vacancies.

- A. The members of the Board Development Committee shall be elected by the Board. 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 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 (1 full year) 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 for the remainder of the unexpired term. The Board Development Committee may present nominees to the Board to fill the vacancies. At the next meeting of the Board, the Board may then point an individual from the recommendation of the Board Development Committee to fill the vacancy until the next Annual Meeting of the Board, at which time the members of the Board 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 6.3. 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, 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 (1 full year) 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, the Chair of the Board Development Committee shall serve as an ex-officio member of the Board, with all the rights and responsibilities of other voting members of the Board.

Section 6.4. Responsibilities.

The responsibilities of the Board Development Committee shall be to:

- A. Actively solicit and recruit qualified candidates for elected positions within the Council. This process will ensure a diverse and skilled slate of candidates for the annual meeting and will also be used to fill any open vacancies that arise throughout the year.

- B. Verify prospective nominee meets the qualifications for the office for which their being nominated as determined by the Board Development Committee process for vetting nominees.
- C. To maintain the integrity and independence of our Board, individuals serving as potential board members must not hold the position of troop leader, service unit team member, or be employed by GSDSW or GSUSA. Additionally, immediate relatives of GSDSW or GSUSA staff members are ineligible to hold a Board position.
- D. Provide to the Board a single slate for the positions of Elected Officers, Directors, and Board Development Committee members to be voted on at the Annual Meeting of the Board;
- E. Provide to the Board in accordance with the time frame established by GSUSA a single slate of delegates and alternates to the National Council of GSUSA;
- F. Develop in conjunction with the Board:
 - 1. Board orientation and educational materials;
 - 2. Board development materials;
 - 3. Methods for identifying needed skills and talents for the Board, Committees, and task forces;
 - 4. Methods for succession planning; and
 - 5. Annual assessment materials for the performance of members of the Board; and for meeting procedures.
- G. Conduct Board orientation and Board development training sessions as needed or as directed by the Board.

Section 6.5. Quorum.

A majority of the members of the Board Development Committee shall constitute a quorum for the transaction of business.

Section 6.6. Absenteeism.

Any member of the Board Development Committee who is absent from two consecutive Committee meetings in their entirety without good cause may be removed from the Board Development Committee by a majority vote of the members of the Board Development Committee at any meeting at which a quorum is present.

ARTICLE VII MEETING PROCEDURES

All meetings of the Board and any Committees shall be closed to the public, unless otherwise specified by the Board. Attendance is restricted to board members, invited guests, and any other individuals whose presence is deemed necessary by the Board, Board Chair, or the Committee Chair.

Directors may participate in a meeting in person or by means of electronic video/voice systems by which all persons participating can hear each other and be heard at the same time or a combination of these methods. Such participation will constitute presence in person at the meeting.

ARTICLE VIII EXECUTIVE COMMITTEE

Section 8.1. Composition.

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

Section 8.2. Duties.

- A. The Executive Committee shall exercise the authority of the Board between the meetings of the Board, 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 Council;
 - 5. Authorize the voluntary dissolution of the Council or revoke proceedings for dissolution;
 - 6. Adopt and confirm a plan for the distribution of the assets of the Council; or
 - 7. Take action that is contrary to, or a substantial departure from, the direction established by the Board or that represents a major change in the affairs, business, or policy of the Council.
- B. The Executive Committee shall submit for ratification to the Board at each meeting of the Board a report of all actions taken since the last meeting of the Board.

Section 8.3. Meetings.

- A. A meeting of the Executive Committee may be called by the Chair of the Executive Committee at any time or 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 electronically transmitted to every member of the Executive Committee at least 72 hours prior to the meeting except in the event of a catastrophic emergency.

Section 8.4. Quorum.

A majority of the members of the Executive Committee then in office shall constitute a quorum for the transaction of business.

ARTICLE IX BOARD AND ADVISORY COMMITTEES, SUB-COMMITTEES, AND TASK FORCES

Section 9.1. Standing Committees

The Council shall have standing Committees which shall assist the Board in carrying out the management of the Council including but not limited to: The Audit Committee, Board Development Committee, Finance Committee, Fund Development Committee, Properties Committee, and Investment Sub-Committee.

- The Board appoints the Committee Chairs, excluding the Board Development Committee Chair.
 - The Board is responsible for creating charges for standing Committees, Sub-Committees, and task forces to follow.
 - The Chair of the Board and Committee Chair shall appoint the members of each Committee, excluding the Board Development Committee. All Committee members shall serve a one-year term and may be reappointed for additional terms in accordance with the charges for each Committee or Sub-Committee.
 - Each standing Committee shall have at least two Directors as members.
 - Employees of the Council and members of the community may also be appointed to serve as Committee members.
 - Committees shall convene at the request of the Board or the Committee Chair, review activities within their respective areas, and provide recommendations to the Board for final approval.
 - The Treasurer of the Council 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 three weeks following the meeting.
 - Committee meetings shall be open to all members of the Board with the exception of the Audit Committee and the Board Development Committee.
 - The standing Committees are responsible for following the charges given.
- 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 Council's risk management to include:

1. Monitoring the internal control environment;
2. Compliance with the Conflict-of-Interest policy and the Council's Whistleblower policy.

Each member of the Committee shall be free of any relationship that, in the opinion of the Board, would interfere with her/his/their individual exercise of independent judgment.

B. Board Development Committee: **See Article VI**

C. Finance Committee: The Finance Committee assists the Board in fulfilling its fiduciary responsibilities, including:

1. Safeguarding the Council'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 Council by:
1. Providing governance oversight to and leadership for fundraising efforts;
 2. Partnering with the Board, 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 Council's fundraising goals.
- E. Properties Committee: The Properties Committee oversees proper management of the Council's real estate, its usage for the Council, any revenue-producing purposes, and its related capital and operating accounts.
- F. Investment Sub-Committee: The Investment Sub-Committee provides oversight and recommendations for investment-related actions, as a Sub-Committee of the Finance Committee.

Section 9.2. Additional Committees

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

Any such standing Committees and task forces shall terminate after one year from the date of their creation unless renewed by the Board. The Board may vote to discontinue any such standing Committee or task force once its charge has been completed.

Section 9.3. Quorum.

A majority of the members of each Committee or task force, shall constitute a quorum for the transaction of business.

ARTICLE X NATIONAL COUNCIL DELEGATES

Section 10.1. Eligibility.

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

Section 10.2. Election.

The Chief Executive Officer (CEO) of the Council shall automatically serve as a delegate to the National Council of GSUSA by virtue of holding this position. The delegate structure shall include:

1. The CEO (automatic appointment);
2. A current member of the Board of Directors (required appointment); and
3. A currently registered Girl Scout between the ages of 14 and 17.

As additional delegate opportunities become available from GSUSA, priority shall be given to adding:

1. A volunteer of the Council, followed by
2. Additional currently registered Girl Scouts between the ages of 14 and 17.

The allowed alternates shall include at least one current member of the Board of Directors. Alternates must be nominated in rank order and sufficiently numerous to fill any unexpected delegate vacancies. The Council should elect **at least half as many alternates as delegates**, with a minimum of three alternates, ensuring a reasonable pool of replacements. All National Council delegates and alternates shall be elected by the Board of the Council during the calendar year preceding the National Council Session. Delegates and alternates shall serve a term of three (3) years and until their successors are elected and qualified, or until their earlier death or resignation.

Section 10.3. Vacancies.

The Board or Executive Committee shall fill National Council delegate vacancies from among the elected alternates in rank order. If there are no adequate alternates to fill the National Council delegate positions, the vacancies may be filled with any individual eligible pursuant to **Section 10.1 of this Article** to complete the remaining term.

ARTICLE XI FINANCE

Section 11.1. Fiscal Year.

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

Section 11.2. Contributions.

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

Section 11.3. Depositories.

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

Section 11.4. Approved Signatures.

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

Section 11.5. Bonding.

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

Section 11.6. Budget.

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

Section 11.7. Property.

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

Section 11.8. Audits.

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

Section 11.9. Financial Reports.

A summary report of the financial condition of the Council shall be made at least annually to the Board and shall be made available to the public.

Section 11.10. Investments.

The funds of the Council shall be invested in accordance with the policy established by the Board or by a Committee appointed by the Board for such purpose.

**ARTICLE XII
INDEMNIFICATION**

The Council 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, arbitral, or investigative (hereinafter, a "proceeding"), because such person is or was a director or officer of the Council, or while a director or officer of the Council is or was serving at the request of the Council 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 XII, the Council 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 the Council. An indemnitee shall, to the fullest extent permitted by applicable law, also have the right to be paid by the Council 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 they have 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 they have 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 Council to enforce such indemnitee's rights hereunder or in a suit brought by the Council 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 XII 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 XII that adversely affects any right of an indemnitee or their 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 XII 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, an agreement, or otherwise. For purposes of this Article XII, references to the "Corporation" includes any domestic or foreign predecessor entity of the Council in a merger, consolidation, or other transaction in which the liabilities of the predecessor are transferred to the Council by operation of law and in any other transaction in which the Council assumes the liabilities of the predecessor but does not specifically exclude liabilities related to indemnification and advancement of expenses.

**ARTICLE XIII
PARLIAMENTARY AUTHORITY**

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

**ARTICLE XIV
CONFLICTS OF INTEREST**

All Directors, Elected Officers, ex-officio officers, members of any Committee or task force and employees of the Council shall, as a condition of qualifying and continuing to qualify for such a position within the Council, abide by any Conflict of Interest Policy as the Board may adopt from time to time, and shall execute any statement as the Board may require evidencing such individual's receipt and review of the conflict of interest policy and agreement to abide by the same.

**ARTICLE XV
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 present as provided in Article VII at any meeting of the Board, provided that the proposed amendments have been submitted in writing to each member of the Board no less than 14 days prior to the meeting.

Approved by the Board: September 11, 2025