



Bylaws of
Girl Scouts of Greater Chicago
and Northwest Indiana, Inc.

Adopted July 1, 2008

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ARTICLE I	NAME	1
ARTICLE II	PURPOSE	1
ARTICLE III	MEMBERS	1
	Section 3.1 Members.....	1
	Section 3.2 Girl Members	1
	Section 3.3 District Members.....	1-2
	Section 3.4 Voting Members.....	2
ARTICLE IV	BOARD OF DIRECTORS.....	2
	Section 4.1 Composition	2
	Section 4.2 Girl Representatives	2
	Section 4.3 Eligibility.....	2
	Section 4.4 Election and Term of Office.....	2
	Section 4.5 Vacancies	2
	Section 4.6 Power and Authority	3
	Section 4.7 Regular Meetings	3
	Section 4.8 Special Meetings	3
	Section 4.9 Quorum	3
	Section 4.10 Voting.....	3
	Section 4.11 Action Without a Meeting.....	3
	Section 4.12 Removal	4
ARTICLE V	OFFICERS	4
	Section 5.1 Officers.....	4
	Section 5.2 Election, Term of Office and Vacancies	4
	Section 5.3 Chief Executive Officer	4
	Section 5.4 Responsibilities of the Officers	4-5
ARTICLE VI	EXECUTIVE COMMITTEE.....	5
	Section 6.1 Composition	5
	Section 6.2 Duties	5-6
	Section 6.3 Meetings.....	6
	Section 6.4 Quorum	6
ARTICLE VII	ASSOCIATE BOARD.....	6
ARTICLE VIII	COMMITTEES.....	6
	Section 8.1 Establishment	6-7
	Section 8.2 Appointment.....	7
	Section 8.3 Quorum	7

Section 8.4	Audit and Finance Committee.....	7
Section 8.5	Board Development Committee.....	7
Section 8.6	Philanthropic Engagement Committee.....	7
Section 8.6	Investment Committee.....	7
Section 8.7	Retention and Engagement Committee.....	7
Section 8.8	Property Committee	7
ARTICLE IX	MEETINGS OF VOTING MEMBERS AND VOTING.....	8
Section 9.1	Annual Council Meeting	8
Section 9.2	Special Meetings	8
Section 9.3	Quorum	9
Section 9.4	Voting.....	9
ARTICLE X	NATIONAL COUNCIL DELEGATES.....	9
Section 10.1	Eligibility.....	9
Section 10.2	Election.....	9
Section 10.3	Responsibilities	9
Section 10.4	Vacancies	9
ARTICLE XI	DISSOLUTION	10
ARTICLE XII	INDEMNIFICATION	10
ARTICLE XIII	AMENDMENTS AND CHANGES TO THE BYLAWS	10-11
ARTICLE XIV	MISCELLANEOUS PROVISIONS	11
Section 14.1	Legislative or Political Activity	11
Section 14.2	Operational Limitations.....	11
Section 14.3	Investments.....	11

ARTICLE I

NAME

The name of the corporation shall be Girl Scouts of Greater Chicago and Northwest Indiana, Inc., hereinafter referred to as the “Council,” a not-for-profit corporation organized under the laws of the State of Illinois and the council corporate body chartered by Girl Scouts of the United States of America (“GSUSA”).

ARTICLE II

PURPOSE

The purpose of the Council shall be to direct and coordinate the Girl Scout Movement in its area as defined in the Articles of Incorporation as amended and/or restated from time to time and as depicted on the map attached hereto as Exhibit A and incorporated herein by this reference, and to make available to girls under its jurisdiction the program, practices, and standards of Girl Scouting as offered by GSUSA.

ARTICLE III

MEMBERS

Section 3.1 Members. Each individual, who currently is registered through the Council or who is a lifetime member of GSUSA and resides within the Council jurisdiction, is a “Member” of the Council. Members include: 1) Girl Members, 2) District Members, and 3) Voting Members. Members shall have no rights with respect to the Council except as set forth herein.

Section 3.2 Girl Members. A Girl Member is a Member who is registered as a Girl Scout Daisy through Girl Scout Ambassador.

Section 3.3 District Members.

- a) **District Members.** A District Member is a Member who is 14 years of age and older who resides, attends school, is employed, or volunteers in one of the Council’s geographic Districts as determined by the Council’s Board of Directors (“the Board”). Currently, the Council has five geographic Districts. An individual may be a District Member of only one District.
- b) **District Delegates.** A District Delegate is a District Member who is selected as a District Delegate for that District. Delegates must be Members at the time of selection and throughout the term of their service. Each Service Unit is entitled to select from among its Members two (2) Delegates, including one (1) adult and one (1) girl Delegate whenever possible, excluding the Directors of the Board. Council employees are ineligible to be District Delegates. Each District may select no more than ten (10) Delegates-at-large. Each District shall establish its own procedures for selecting Delegates-at-large and for filling vacant Delegate positions with alternates, when and if necessary. The District Delegates attend the Council’s Annual Meeting or Delegate quarterly meetings when applicable and elect the Board and the Council’s National Delegates. Each District Delegate shall serve for a term of two (2) years or until a successor is selected. Each Delegate’s term of office shall begin on March 1. There are no limits to the number of terms that a District Delegate can serve.

- c) **District Chair.** The District Delegates for each District elect a District Chair for that District from among the District Delegates for that District. The District Chair's responsibility is to communicate information to and from the Council and the District Delegates and District Members, to direct each Service Unit within that District to select Delegates and alternates, and to organize and coordinate the Delegate-at-Large and District Chair selection process for that District. Each District Chair must be elected or reelected every two years.

Section 3.4 **Voting Members.** The Voting Members of the Council shall consist of the District Delegates, National Council Delegates and the Directors of the Board.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1 **Composition.** The Board shall consist of at least thirty (30) and not more than thirty-five (35) Directors (excluding ex-officio nonvoting members of the Board.)

Section 4.2 **Girl Representatives to the Board.** A Girl Representative to the Board is a Girl Member who has been selected under the procedures in existence at the time to be a Girl Representative to the Board. A Girl Representative to the Board may attend and participate in those portions of Board meetings that the Board determines are appropriate, but shall not be considered a member of the Board and shall have no right to vote at Board meetings.

Section 4.3 **Eligibility.**

- (a) Members of the Board must be or become registered Members when taking office and shall remain Members throughout their term of service.
- (b) To remain in good standing, annually, a Director must meet the stated Board participation guidelines in existence at the time. Annually, the Retention and Engagement Committee shall review each Director's participation.

Section 4.4 **Election and Term of Office.**

- (a) The nominated Directors shall be elected by a majority vote of the Voting Members of the Council at an Annual Meeting or Delegate Quarterly Meetings at which a quorum is present for a term of three (3) years or until their successors are elected and assume office.
- (b) The Girl Representatives to the Board shall serve for a term of one (1) year. Girl Representatives shall serve no more than one (1) term.
- (c) Each Director's term of office shall begin immediately following the Annual Meeting or Delegate Quarterly Meeting at which such Director is elected and qualified. Term renewal coincides with the Director start date.

Section 4.5 **Vacancies.** A vacancy occurring in a position of Director shall be filled by the Board, upon recommendation of the Board Development Committee, until the next Annual Meeting of the Council, at which time a replacement shall be elected by the Voting Members to fill such position for the remainder of the unexpired term of such person's predecessor.

Section 4.6 **Power and Authority.** The Board shall have full power and authority over the affairs of the Council, except as otherwise provided in these Bylaws or by applicable law.

Section 4.7 Regular Meetings.

- (a) **Scheduling.** The Board shall hold, at a minimum, quarterly meetings (four times per year) at such time and place as the Board may determine.
- (b) **Notice.** Notice of the place, day and hour of, together with the tentative agenda for, each Board meeting shall be delivered (i) in person, (ii) by depositing notice in the United States mail addressed to the person at his or her address as it appears on the records of the Council, with sufficient first-class postage prepaid thereon, (iii) by certified, registered or overnight mail or courier or (iv) by electronic means to the address that appears on the records of the Council to each member of the Board at least seven (7) calendar days prior to the meeting.

Section 4.8 Special Meetings.

- (a) **Scheduling.** Special meetings may be called by the President or by the vote of twenty percent (20%) of the Directors then in office.
- (b) **Notice.** Notice of the place, day and hour, and specific purpose of any special meeting shall be delivered (i) in person, (ii) by depositing notice in the United States mail addressed to the person at his or her address as it appears on the records of the Council, with sufficient first-class postage prepaid thereon, (iii) by certified, registered or overnight mail or courier or (iv) by electronic means to the address that appears on the records of the Council to each member of the Board at least three (3) calendar days prior to the meeting. No business shall be conducted at a special meeting except the business for which purpose the special meeting has been called.

Section 4.9 Quorum. The presence (including by teleconference) of a majority of the Directors entitled to vote shall constitute a quorum for the transaction of business.

Section 4.10 Voting.

- (a) Each Director (other than ex-officio nonvoting members of the Board) shall be entitled to one (1) vote.
- (b) No Director 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 of the Directors entitled to vote present at a meeting at which a quorum is present.
- (d) Proxy and/or absentee voting shall not be allowed.

Section 4.11 Action Without a Meeting. Action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent in writing to the action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be delivered to the Secretary and filed with the minutes of the proceedings of the Board.

Section 4.12 Removal. Any Board member, including any Officer, may be removed with or without cause by a two-thirds (2/3) vote of the Voting Members at a meeting called for the purpose of removing such Board member at which a quorum is present. No Board member may be removed at a meeting unless the written notice for such meeting is delivered to all Voting Members entitled to vote on removal of

Directors and such notice states that the purpose of the meeting is to vote upon the removal of the named Director(s).

ARTICLE V

OFFICERS

Section 5.1 Officers. The Officers of the Board shall be the President, First Vice-President, Second Vice-President, Secretary, and Treasurer.

Section 5.2 Election, Term of Office and Vacancies.

- (a) The President, First Vice-President, Second Vice-President, Secretary and Treasurer shall be elected from the Board of Directors by a majority vote of the Voting Members of the Council present at a meeting at which a quorum is present for a term of two (2) years, or until their successors are elected and assume office, and shall serve no more than two (2) consecutive terms in any one or more of these offices, except that regardless of the number of consecutive terms any person shall have served in any one or more of these offices, other than that of the President, such person shall be eligible to serve two (2) consecutive terms as President. The elections of the Officers will be staggered so that the President, Second Vice-President, and Treasurer are elected in the same year, and the First Vice-President and Secretary are elected the following year. A person who has served more than half of a specific term in an office shall be considered to have served the full term. No individual shall hold more than one office at a time.
- (b) A vacancy among the Officers, other than the President, shall be filled by the Board for the remainder of the unexpired term of such person's predecessor. In case of a permanent vacancy in the office of President, the Vice-Presidents will succeed in order of their rank and shall serve until the next Annual Meeting. Terms of office shall begin at the close of the Annual Meeting at which elections are held.

Section 5.3 Chief Executive Officer. The Chief Executive Officer ("CEO") of the Council shall be appointed by the Board to serve at its pleasure and shall serve as an ex-officio nonvoting member of the Board. The CEO shall be responsible for providing advice and assistance to the Council, the Board, the President and other Officers, and Committees and task groups, and shall be responsible for managing the day-to-day operations of the Council. The CEO shall have such other powers and perform such other duties as may be directed by the Board. The CEO shall report to the Board and its Executive Committee.

Section 5.4 Responsibilities of the Officers.

- (a) **President.** The President shall be the Chairperson of the Board and shall have the working title of "Chair of the Board" and in addition, shall:
 - 1) be the principal Officer of the Board; preside at the Annual Meeting and all meetings of the Board, and the Executive Committee; provide leadership to the Board in supporting the Council's strategic direction and overseeing performance;
 - 2) report to the Council and the Board as to the conduct and management of the affairs of the Council; and
 - 3) serve as an ex-officio nonvoting member of all Committees and task groups, except that the President shall be a voting member of the Executive Committee.

(b) **Vice-Presidents**. The First Vice-President and Second Vice-President shall:

- 1) assist the President as requested by the President or the Board;
- 2) preside at the Annual Meeting of the Council, and meetings of the Board, or the Executive Committee in the absence or inability of the President or a higher Vice-President of the Board, or when delegated the responsibility of presiding; and
- 3) in the event of the vacancy in the office of President and a higher Vice-President of the Board, succeed to the office and serve until the next Annual Meeting.

(c) **Secretary**. The Secretary shall:

- 1) ensure that proper notice is given for the Annual Meeting of the Council and meetings of the Board and Executive Committee
- 2) ensure that minutes of the Annual Meeting of the Council and all meetings of the Board and Executive Committee, and any Committees are kept; and
- 3) certify the Bylaws and resolutions of the Voting Members and Board and Committees thereof and other documents of the Council as true and correct copies thereof.

(d) **Treasurer**. The Treasurer shall provide effective stewardship, control and oversight of the Council's finances.

ARTICLE VI

EXECUTIVE COMMITTEE

Section 6.1 **Composition**. The Executive Committee shall consist of the Board President (who shall act as Chairperson of the Executive Committee), First Vice-President, Second Vice-President, Secretary, Treasurer, and the Chairpersons of each Standing Committee. The CEO shall serve as an ex-officio, non-voting member of the Executive Committee.

Section 6.2 **Duties**.

(a) **Authority Between Board Meetings**. 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) adopt a plan of merger or adopt a plan of consolidation with another corporation, or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the Council;
- 3) adopt a plan for the distribution of the assets of the Council, or for dissolution;
- 4) fill vacancies on the Board;
- 5) elect, appoint, or remove any Officer or Director;

- 6) approve or recommend to Voting Members any act required to be approved by Voting Members by applicable law (except for recommendations relating to the election of Directors);
 - 7) adopt, amend, or repeal the Articles of Incorporation of the Council or these Bylaws; or
 - 8) amend, alter, repeal, or take action inconsistent with any resolution or action of the Board when the resolution or action of the Board provides by its terms that it shall not be amended, altered, or repealed by action of a Committee.
- (b) **Reports.** The Executive Committee shall submit to the Board at each Board meeting a report of all significant actions taken since the last Board meeting.

Section 6.3 Meetings.

- (a) **Scheduling.** The Executive Committee shall meet as needed at the call of the President or at least two-thirds of the members of the Executive Committee.
- (b) **Notice.** Notice of the place, day and hour of each meeting of the Executive Committee shall be provided twenty-four (24) hours in advance of such meeting.

Section 6.4 Quorum. The presence (including by teleconference) of a majority of the members of the Executive Committee then in office and entitled to vote shall constitute a quorum for the transaction of business. The members of the Executive Committee may not vote by proxy.

ARTICLE VII

ASSOCIATE BOARD

The Board may establish an Associate Board. The role of the Associate Board is to elevate the Mission, develop future Board members, and provide engagement opportunities for non-Board volunteers. The Associate Board operates under the oversight of, and is subject to the guidelines set forth by, the Board of Directors. Two (2) members of the Associate Board shall be entitled to notice of and permission to attend meetings of the Board of Directors as may be specified by the Board in creating such positions. The Associate Board Members shall not be entitled to vote at Board meetings and shall not be counted for purposes of determining if a quorum is present. The Board may, in its discretion, appoint Associate Board Members to Board Committees.

ARTICLE VIII

COMMITTEES

Section 8.1 Establishment. The Council shall have the following Standing Committees: Audit and Finance, Board Development, Investment, Philanthropic Engagement, Property, and Retention and Engagement, and such other Standing Committees as the Board may establish. The Board also may form task groups, which shall perform such functions as are delegated to them.

Section 8.2 Appointment. The President shall appoint the Chairperson of each Standing Committee and task group, subject to Board approval, other than the Chairperson of the Retention and Engagement Committee who will be elected by the Committee Members. The Chairperson of each Standing Committee

and task group, other than the Retention and Engagement Committee, shall select the respective Committee and task group members, subject to Board approval. Notwithstanding the authority of the Chairperson of each Standing Committee and task group, the Executive Committee can require the appointment or removal of any member of a Committee or task group, other than the Retention and Engagement Committee. A majority of the members of all Standing Committees (and in any event no fewer than two (2) members of such Committee) shall be Directors, except that all members of the Audit and Finance, and Retention and Engagement Committees shall be Directors. At least one (1) member of any task group shall be a Director.

Section 8.3 **Quorum.** A majority of the members of each Standing Committee or task group entitled to vote shall constitute a quorum.

Section 8.4 **Audit and Finance Committee.** The Audit and Finance Committee shall (i) coordinate the annual audit of the Council with the outside auditors, (ii) review the annual budget of the Council, (iii) submit the annual budget to the Board of Directors for approval, (iv) review the fiscal operations of the Council; (v) establish procedures regarding bank accounts and transfers of cash; and (vi) perform such other oversight and investigation functions as directed by the Board.

Section 8.5 **Board Development Committee.** The Board Development Committee shall solicit, recruit, and recommend to the Executive Committee and the Board candidates to serve as Directors, Officers of the Board and National Delegates to be elected at the Annual Meeting, following consensus with and recommendation of the Retention and Engagement Committee.

Section 8.6 **Philanthropic Engagement Committee.** The Fund Development Committee shall work with the CEO, Council Staff, the Executive Committee, and the Board to develop, establish, and implement plans and programs to raise funds for the Council.

Investment Committee. The Investment Committee shall work with the Board, CEO, Council Staff, and the Executive Committee, to develop, establish, and implement policies and plans for the Council's investments.

Section 8.7 **Retention and Engagement Committee.** The Retention and Engagement Committee shall be composed of not less than three (3) nor more than seven (7) members, appointed by the Executive Committee. At least one (1) member of the Retention and Engagement Committee shall be a Board member serving on the Board Development Committee. The Retention and Engagement Committee members will select its Chairperson. The Retention and Engagement Committee's responsibilities are (i) prior to each Annual Meeting, to review the list of Directors whose terms will expire, determine whether they have met the good standing expectations set forth in Section 4.3 above, and, in consensus with the Board Development Committee, recommend to the Executive Committee and the Board that they be re-elected, or not re-elected to another three-year term; and (ii) in consensus with the Board Development Committee, recommend to the Executive Committee and the Board the Officers of the Board and National Delegates to be elected at the Annual Meeting.

Section 8.8 **Property Committee.** The Property Committee shall work with the CEO, Council Staff, the Executive Committee, and the Board to develop, establish, and implement plans and programs for the Council's property.

ARTICLE IX

MEETINGS OF VOTING MEMBERS AND VOTING

Section 9.1 Annual Council Meeting.

- (a) **Scheduling.** The Board shall conduct an Annual Meeting of the Voting Members at the place, day, and hour determined by the Board, and which will take place after the Council receives the final audited financial statements for the immediately preceding fiscal year.
- (b) **Notice.** Not earlier than sixty (60) calendar days or later than five (5) calendar days prior to the Annual Meeting, written notice (through delivery defined below) of the place, day, and hour of the Annual Meeting shall be delivered to each Voting Member of the Council. In addition to the foregoing, written notice of the tentative agenda, the slate of nominees for all positions up for election, any proposed amendments to be voted on by the Voting Members and any other matters to be considered at the meeting shall be delivered (i) in person, (ii) by depositing notice in the United States mail addressed to the person at his or her address as it appears on the records of the Council, with sufficient first-class postage prepaid thereon, (iii) by certified, registered or overnight mail or courier or (iv) by electronic means to the address that appears on the records of the Council to each Voting Member of the Council.
- (c) **Business.** At the Annual Meeting, the Council, through its Voting Members, shall:
 - 1) elect Officers, Directors, and, in appropriate years, Delegates and alternate delegates to the National Council of the GSUSA;
 - 2) receive a report of the activities and financial condition of the Council; and
 - 3) consider any other business appropriate to come before the Voting Members in accordance with the process established by the Board.
- (d) **Quorum.** The quorum for the Annual Meeting shall be the presence in person, by teleconference, or by proxy, of twenty-five percent (25%) of all current Voting Members of the Council.

Section 9.2 Special Meetings.

- (a) **Scheduling.** A special meeting of the Voting Members may be called by the President or the Board and shall be called by the President upon the written request of ten percent (10%) of the Voting Members of the Council. The purpose of the meeting shall be stated in the written request. The special meeting shall be held within sixty (60) calendar days of the President's receipt of the written request. No business shall be transacted at a special meeting except that business for which purpose the special meeting has been called.
- (b) **Notice.** Written notice of the place, day, hour and specific purpose of a special meeting shall be delivered (i) in person, (ii) by depositing notice in the United States mail addressed to the person at his or her address as it appears on the records of the Council, with sufficient first-class postage prepaid thereon, (iii) by certified, registered or overnight mail or courier or (iv) by electronic means to the address that appears on the records of the Council to each Voting Member of the Council at least ten (10) calendar days prior to such special meeting or within such other time period as may be required by applicable law.

Section 9.3 Quorum. The quorum for a special meeting of the Voting Members shall be the presence in person, by teleconference, or by proxy of twenty-five percent (25%) of all current Voting Members of the Council.

Section 9.4 **Voting.**

- (a) Each Voting Member of the Council shall be entitled to one (1) vote on all matters to be decided by Voting Members.
- (b) No Voting 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 of the Voting Members present in person, by teleconference, or by proxy and entitled to vote on such matter at a meeting at which a quorum is present.

ARTICLE X

NATIONAL COUNCIL DELEGATES

Section 10.1 **Eligibility.** National Council Delegates and alternate delegates to the National Council of the GSUSA (“National Council”) shall be District Members at the time of election and throughout the term of service, and shall be United States citizens. Executive staff members employed by the Council shall be eligible for election as National Council Delegates, provided that the number of executive staff members shall not exceed the number of volunteers elected for the same period as delegates.

Section 10.2 **Election.** The National Council Delegates and alternate delegates shall be elected by a majority of the Voting Members of the Council at the Annual Meeting and shall serve a term of three (3) years or until their successors are elected and assume office.

Section 10.3 **Responsibilities.** National Council Delegates and alternate delegates shall attend regular and special meetings of the National Council. National Council Delegates and alternate delegates shall prepare for these meetings by reviewing the proposals to be presented and by attending meetings held in the Council to aid in this preparation. National Council Delegates shall report National Council actions to the Council and the Board.

Section 10.4 **Vacancies.** The Board or the Executive Committee shall fill National Council Delegate vacancies from among the elected alternate delegates. If there are not adequate alternate delegates to fill the vacant National Council Delegate positions, the vacancies may be filled from amongst the Voting Members of the Council.

ARTICLE XI

DISSOLUTION

The Council may be dissolved (i) with a two-thirds (2/3) vote of the Voting Members of the Council at a meeting at which a quorum is present following a resolution by the Board proposing that the Council be dissolved voluntarily (either with or without the recommendation of the Board) and directing that the question of such dissolution be submitted to a vote of the Voting Members in accordance with applicable law or (ii) as otherwise permitted by applicable law. In the event of the dissolution or final liquidation of the Council, after all liabilities and obligations of the Council have been paid, satisfied, and discharged, or adequate provision made therefore, all remaining property and assets of the Council shall be distributed in accordance with applicable law; provided that to the extent permissible such property and assets (a) shall be distributed, conveyed, assigned, or transferred to organizations which are (i) chartered or licensed by GSUSA, and (ii) organized and operated exclusively for educational or charitable purposes as contemplated by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or (b) shall be placed in trust with GSUSA for the benefit of Girl Scouting, pending the inclusion of the jurisdiction of the dissolved Council in the jurisdiction of another Girl Scout council.

ARTICLE XII

INDEMNIFICATION

The Council shall indemnify Directors and Officers to the fullest extent permitted by applicable law, as in effect from time to time.

Expenses (including reasonable attorney's fees) incurred by an Officer or Director in defending a civil or criminal action, suit, or proceeding shall be paid by the Council in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board in the specific case, upon receipt of an undertaking by or on behalf of the Director or Officer to repay such amount, unless it shall ultimately be determined that such person is entitled to be indemnified by the Council. Such expenses (including attorney's fees) incurred by former Directors and Officers or other employees and agents may be so paid on such terms and conditions, if any, as the Council deems appropriate.

The Council shall purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Council against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Council would have the power to indemnify such person against such liability under the provisions of this Article XII and applicable law.

ARTICLE XIII

AMENDMENTS AND CHANGES TO THE BYLAWS

These Bylaws may be amended by a recommendation of a Bylaws subcommittee appointed by the President, followed by a majority approval of the Board and an approval by a two-thirds (2/3) vote of the Voting Members present and entitled to vote on such matter at a meeting at which a quorum is present, provided that the proposed amendments shall have been included with the notice of the meeting.

Notwithstanding the foregoing, the Board may, without a vote of the Voting Members, (i) amend the Bylaws to maintain conformity with any law applicable to the Council and (ii) correct typographical and grammatical errors in the Bylaws as long as the meaning and intent of the content is unchanged. Any such changes made by the Board shall be brought to the attention of the Voting Members at the next Annual Meeting.

ARTICLE XIV

MISCELLANEOUS PROVISIONS

Section 14.1 Legislative or Political Activities. No part of the activities of the Council shall be the carrying on of propaganda or otherwise attempting to influence legislation in a manner which contravenes the laws governing the Council's tax-exempt status. The Council shall not participate in, authorize anyone on its behalf to, or intervene, directly or indirectly, in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 14.2 Operational Limitations. The Council shall not carry on any other activities not permitted to be carried on:

- (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or
- (b) by a corporation, contributions of which are deductible under Section 170(c)(2) of the Code.

Section 14.3 Investments. The funds of the Council shall be invested in accordance with the policy established by the Board for such purpose.