



**FORM OF AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

of

GIRL SCOUTS OF OHIO'S HEARTLAND COUNCIL, INC.

FIRST. The name of the corporation is: Girl Scouts of Ohio's Heartland Council, Inc.

SECOND. The place in the State of Ohio where its principal office is located is the City of Columbus, Franklin County.

THIRD. Girl Scouts of Ohio's Heartland Council, Inc. (the "Council") is organized and will be operated for the exclusive purpose of engaging in charitable, educational and scientific activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue law) (the "Code"), including for the specific purpose of making available to girls under its jurisdiction the program, practices and standards of Girl Scouting as offered by the Girl Scouts of the United States of America, and in accordance with the provisions of the Non-Profit Corporation Law of the State of Ohio.

The Council will only carry on such activities as are constant with the purposes set forth in this Article THIRD. No part of the net earnings of the Council will inure to the benefit of any incorporator, member, or director of the Council, or of any other private individual, except that the Council is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article THIRD. No substantial part of the activities of the Council will consist of carrying on propaganda or otherwise attempting to influence legislation; and no activity of the Council will consist of participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

It is intended that the Council will have the status of an organization: (i) that is exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code and that is other than a private foundation by qualifying as an organization described in Section 509(a) of the Code; (ii) to which contributions are deductible for federal income tax purposes under Section 170(c)(2) of the Code; and (iii) to which bequests and gifts are deductible for federal estate and gift tax purposes so long as such taxes will apply. These Articles will be construed, and all authority and activities of the Council will be limited, accordingly.

FOURTH. The members of the Council will be those individuals designated as such in the Council's Code of Regulations.

FIFTH. 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 thereof, all remaining property and assets of the Council will be distributed, conveyed, assigned, or transferred to organizations which comply with the following conditions: such organizations must be chartered or licensed by Girl Scouts of the U.S.A., and will be organized and operated exclusively for educational or charitable purposes as described by Section 501(c)(3) and Section 170(c)(2) of the Code, or such remaining assets will be placed in trust with Girl Scouts of the U.S.A. for the benefit of Girl Scouting pending the inclusion of the jurisdiction of the dissolved Council in the jurisdiction of another Girl Scout council organized and operated exclusively for educational or charitable purposes as described by Section 501(c)(3) and Section 170(c)(2) of the Code.

SIXTH. These Articles of Incorporation may be amended by a 2/3 vote of members of the Council present and voting at any meeting of the Council, provided that the proposed amendments will have been included in the notice of the meeting.

CODE OF REGULATIONS
OF
GIRL SCOUTS OF OHIO'S HEARTLAND COUNCIL, INC.

ARTICLE I – THE COUNCIL

1. **CORPORATION.** The corporation, Girl Scouts of Ohio's Heartland Council, Inc., will be known as and referred to as "the Council."
2. **MEMBERSHIP.** Only persons who are members of the Girl Scout movement, 14 years of age and older, and registered through the Council, are eligible to be members of the Council. Members of the Council, in meeting assembled, will consist of elected Council Delegates, Girl Scout Delegate Advisory Council members, and members of the Board of Directors (including officers), and the Board Development Committee (who are not otherwise members of the Council) (the foregoing collectively referred to herein as the "Corporate Members").
3. **ELECTION OF DELEGATES.** Delegates and Delegate Alternates will be elected from the members of the Council. They must be 14 years of age or over, and registered with troops, groups, or as non-troop affiliated members within the service unit.

Each service unit is entitled to elect two (2) Delegates and two (2) Delegate Alternates no later than October 1 of each year.

Service Units with girl membership exceeding 300 registered girls as of September 30 of the prior year are entitled to elect one (1) more Delegate and one (1) more Delegate Alternate.

4. **TERM OF DELEGATES.** Delegates elected by the Service Units will serve a term of two (2) years from the date of their election or until their successors are elected.
5. **VACANCIES OF DELEGATES.** Upon verification that a Delegate is unable or unwilling to serve, a Delegate Alternate elected by the Service Unit will fill the vacancy for the remainder of the term.
6. **RESPONSIBILITIES.** The Corporate Members of the Council will:
 - a. Elect Officers of the Council, Members-at-Large of the Board of Directors, two (2) Girl Members of the Board of Directors and one (1) Girl Alternate, members of the Board Development Committee, Girl Scout Delegate Advisory Council representatives and two (2) Girl Alternates, and the National Council of Girl Scouts of the United States of America Delegates and Delegate Alternates;

- b. Determine direction for Girl Scouting within the jurisdiction of the Council by receiving and responding to reports and information from the Board of Directors;
 - c. Amend Articles of Incorporation and/or this Code of Regulations; and
 - d. Take all other actions requiring a membership vote, within the responsibilities of the Council.
7. **REGULAR MEETINGS.** The regular meeting of the Corporate Members will be held annually at such time and place as determined by the Board of Directors. Notice of the time, place and purpose of the meeting, together with the slate of nominees for all the offices or positions to be filled, and any revisions to the Code of Regulations will be provided to each Corporate Member not more than 20 business days and not less than 10 business days before the meeting.
8. **SPECIAL MEETINGS.** Special meetings of the Corporate Members will be called by the Chair for any purpose upon written request of 2/3 of the members of the Board of Directors or 1/3 of the Corporate Members. The purpose of such meetings will be stated in the written request. No business will be transacted except that for which the meeting has been called. Notice of time, place and purpose of the meeting will be made by written (electronic or otherwise) notice to the Corporate Member's address as it appears in the Council database, or to the address last made known in writing to the Council by the Corporate Member. Notice must be given not less than 15 business days prior to the meeting.
9. **QUORUM.** The quorum for regular and special meetings will be 25 percent of the Corporate Members provided that no less than a majority of service units have at least one (1) elected Delegate or Delegate Alternate present.
10. **VOTING PROCEDURES.** Each member of the Corporate Members present will be entitled to one (1) vote. Elections will be by ballot in contested elections and may be by voice or other means in uncontested elections; a plurality of votes cast will elect. All other matters will be determined by a majority of the Corporate Members present in person and voting, unless otherwise provided by law, the Articles of Incorporation, the Code of Regulations, or parliamentary authority. The Chair may, at their discretion at times other than during a regular or special meeting, call for a vote via electronic means on any matter other than approval of the annual budget or any other matter otherwise subject to explicit voting protocols (e.g., election of the Board slate at the special meeting). The matter will be worded as a motion consistent with those presented in-person and sent to all Directors simultaneously by electronic means. Directors shall have 24 hours between the call for a vote to engage in related discussions and to submit their vote. When tallying the vote, a lack of response from a Director shall be counted as if the Director were absent. There must be enough voting responses to constitute a quorum.

ARTICLE II – BOARD DEVELOPMENT COMMITTEE

1. **COMPOSITION.** There will be a Board Development Committee of the Council consisting of five (5) to seven (7) members, of which three (3) will be elected from among the members of the Board of Directors, reflective of the geographic and demographic diversity of the Council. The Chair of the Board Development Committee, if not already a member of the Board of Directors, will be an ex officio member of the Board of Directors.
2. **METHOD OF ELECTION, TERMS, VACANCIES.** Members of the committee will be elected by the Corporate Members for a term of two (2) years and will serve no more than two (2) consecutive terms.

The Board of Directors has the power to fill vacancies, subject to approval, at the next regular meeting of the Corporate Members. In the event of a vacancy of the Chair of the committee, the Chair of the Board of Directors will appoint a successor from the seated committee for the remainder of the unexpired term.

3. **SELECTION AND TERM OF THE BOARD DEVELOPMENT COMMITTEE CHAIRPERSON.** The Chair of the Board Development Committee will be appointed by the Chair of the Board of Directors from among the committee members for a one-year term.
4. **QUORUM FOR THE BOARD DEVELOPMENT COMMITTEE.** A majority of the members of the Board Development Committee will be present in person or through simultaneous communication in such a way that all participants are able to hear and speak with one another and participate.
5. **RESPONSIBILITIES OF THE BOARD DEVELOPMENT COMMITTEE.** The Board Development Committee will present to the Corporate Members at the regular meeting of the Council a single slate of nominees for (a) Officers of the Council; (b) Members-at-Large of the Board of Directors, (c) two (2) Girl Members and one (1) Girl Alternate of the Board of Directors, (d) Members of the Board Development Committee, (e) Delegates and Delegate Alternates to the National Council in appropriate years, or vacancies in these positions should vacancies occur, and (f) 10 Girl Scout Advisory Council members and two (2) Girl Alternates.

The Board Development Committee will develop in conjunction with the Board of Directors:

- a. Board of Directors orientation and education materials;
- b. Board of Directors development materials;
- c. Methods for identifying needed skills and talents for the Council, Board of Directors and Committees;
- d. Board of Directors succession planning; and
- e. Board of Directors annual self-assessment materials.

The Board Development Committee will conduct the Board of Directors orientation and development training sessions as needed and/or as directed by the Board of Directors.

Nominations may be made from the floor at the regular meeting, provided the eligibility has been established, and written consent (electronic or otherwise) with qualifications has been received by the Council headquarters at least five (5) business days prior to the regular meeting.

6. **ABSENTEEISM.** Any Board Development Committee member that is absent for two (2) consecutive meetings may be considered to have resigned, and upon majority vote of those Board Development Committee members present and voting at any regular meeting of the Board Development Committee, said Board Development Committee member will be notified to this effect.

ARTICLE III – PARTIAL TERMS

A person who has served more than 1/2 of a specific term in any office, as that specific term is set forth in this Code of Regulations, will be considered to have served a full term for the purpose of determining eligibility to serve additional terms in that office or another position.

ARTICLE IV – OFFICERS

1. **NUMBER AND TITLE.** The Officers of the Council will be comprised of a Chair, Immediate Past Chair, First Vice Chair, Second Vice Chair, Secretary, Treasurer, and the President & Chief Executive Officer who will serve in an ex officio capacity without privilege of vote.
2. **ELECTION, TERM, VACANCIES.** The Chair, First Vice Chair, and Treasurer will be elected by the Corporate Members for a term of two (2) years, in odd-numbered years.

The Second Vice Chair and Secretary will be elected by the Corporate Members for a term of two (2) years, in even-numbered years.

The Immediate Past Chair will serve a one-year term as an ex officio member of the Board of Directors, commencing immediately upon completion of their term as Chair.

Officers' terms will commence at the end of the Council's regular meeting and will terminate at the end of the Council's regular meeting two (2) years later. No person may serve as Chair for more than two (2) consecutive terms. No person may serve as an Officer for more than three (3) consecutive terms (with the exception of the Immediate Past Chair).

A vacancy among the Officers, other than the Chair or Immediate Past Chair, will be filled by the Board of Directors until the next regular meeting of the Council. In a case of a vacancy in the office of the Chair, the Vice Chairs will succeed in

order of their rank for the remainder of the unexpired term. A vacancy in the office of Immediate Past Chair will remain unfilled.

3. **DUTIES.** The Immediate Past Chair will provide continuity and support to the new Chair and Board of Directors during the transition of leadership.

The Chair will be the Chief Corporate Officer of the Council and will preside at all meetings of the Corporate Members and the Board of Directors. The Chair will be responsible for seeing the lines of direction given by Corporate Members and that actions of the Board of Directors are carried into effect, will report to the membership and the Board of Directors on conduct of management affairs of the Council, will be an ex-officio member of all committees, with the exception of the Board Development Committee, and will have other powers and perform such other duties as assigned by the Board of Directors.

The Vice Chairs, in the event of a vacancy in the office of the Chair, will succeed to the office of Chair in order of their rank. In temporary absence or disability of the Chair, the Vice Chairs in order of their rank will assume all responsibilities of the Chair. They will have such other powers and perform such other duties as assigned by the Chair.

The Secretary is responsible for seeing that notices of all meetings of the Corporate Members, Board of Directors, and committees of either are issued and will see that the minutes of all meetings of the Corporate Members, Board of Directors, and committees are kept. The Secretary is responsible for the custody of corporate books, records, and files, will exercise the powers and perform such other duties usually incident to the office of Secretary, and will exercise such other powers and perform such other duties as may be assigned by the Chair.

The Treasurer is responsible for the receipt and custody of all monies of the Council and for the disbursement thereof as authorized, for the keeping of accurate accounts of monies received and paid out, for the periodic review of contracts and other instruments signed on behalf of the Council, and for the preparation and issuance of financial statements and reports. The Treasurer will be an ex-officio member of the Finance Committee, will exercise the powers and perform such other duties usually incident to the office of Treasurer, and will exercise such other powers and perform other duties as assigned by the Chair.

The President & Chief Executive Officer is responsible for providing advice and assistance to the Council, Corporate Members, Board of Directors, Chair and other Officers, committees and task groups, and is responsible for administering the work delegated to the staff and operational volunteers for the total operations of the Council. The President & Chief Executive Officer has the authority to employ and release all employed staff in accordance with policies adopted by the Board of Directors and will have such other powers and perform such other duties as may be determined by the Board of Directors.

4. **REMOVAL.** An elected Officer may be removed, with good cause, at a special or a regular Board Meeting called for that purpose by 2/3 vote of the Board of Directors. The meeting may be called by the Chair or by a majority of the members of the Board of Directors. Notice must be provided to the Officer in question prior to the meeting. The Officer must be given the opportunity to be heard at the meeting before the members of the Board of Directors call for a vote. The Officer in question must abstain from the vote.

ARTICLE V – BOARD OF DIRECTORS

1. **AUTHORITY AND ACCOUNTABILITIES.** Council business and affairs will be managed under the direction of the Board of Directors. The Board of Directors is accountable to the elected membership for governing the affairs of the Council, to the Board of Directors of Girl Scouts of the United States of America for charter requirements, to the State of Ohio pursuant to corporate statutes affecting non-profit organizations, and to the Federal government in matters related to legislation.
2. **COMPOSITION.** The Board of Directors will be comprised of six (6) Officers and 10 to 16 Members-at-Large, reflective of the geographic and demographic diversity of the Council. The President & Chief Executive Officer of the Council and two (2) Girl Members, 14 years of age or older, will each serve as ex officio members of the Board of Directors, without privilege of vote.
3. **ELECTION AND TERM.** The Members-at-Large will be elected by the Corporate Members for a term of two (2) years. The terms will commence at the end of the Council's regular meeting and will terminate at the end of the Council's regular meeting two (2) years later. No person may serve more than three (3) consecutive terms as a Member-at-Large of the Board of Directors.

Girl Members-at-Large will be elected by the Corporate Members for a term of one (1) year. No Girl Member may serve more than one (1) term as a Girl Member-at-Large of the Board of Directors.

4. **VACANCIES.** Vacancies on the Board of Directors may be filled until the next regular meeting of the Corporate Members by majority vote of the remaining members of the Board of Directors.
5. **REMOVAL.** Any Member-at-Large who is absent from two (2) consecutive meetings of the Board of Directors, or for other good cause, and/or three (3) meetings in one membership year, may be removed from their position by a majority vote of the Board of Directors present and voting at any regular meeting of the Board of Directors. Notice must be provided to the Member-at-Large in question prior to the meeting. The Member-at-Large must be given the opportunity to be heard at the meeting before the members of the Board of Directors call for a vote. The Member-at-Large in question must abstain from the vote.

6. **REGULAR MEETINGS.** Regular meetings will be held at such time as determined by resolution of the Board of Directors, except that the Board of Directors will meet no fewer than six (6) times a year. Notice will be provided at least seven (7) calendar days before each meeting.
7. **SPECIAL MEETINGS.** Special meetings may be called by the Chair of the Board of Directors and will be called by the Chair of the Board of Directors upon the written request of at least five (5) Directors. The purpose of such meeting will be stated in the request for the meeting and no other business will be transacted except for that which the meeting was called. Written (electronic or otherwise) or oral notice will be given at least 48 hours before the meeting.
8. **QUORUM.** A majority of the Board of Directors then in office, present in person or through simultaneous communication in such a way that all participants are able to hear and speak with one another and participate in the proceedings, will constitute a quorum for the transaction of business.
9. **VOTING.** Each Director will be entitled to one (1) vote. No Director will vote in more than one capacity. Unless otherwise designated by statute, the Articles of Incorporation of the Council, or this Code of Regulations, all matters will be determined by a majority vote. Proxy and absentee voting will not be allowed.

ARTICLE VI – BOARD COMMITTEES

1. **ESTABLISHMENT.** The Board of Directors may establish standing committees, special committees, and task groups as it deems necessary. The committees and task groups will have such names, responsibilities, and existences as may be determined by action of the Board of Directors.
2. **COMPOSITION AND APPOINTMENT.** The chair of any committee or task group appointed by the Chair of the Board of Directors, shall be a member of the Board of Directors, with the exception of the Board Development Committee as defined in Article II, Section 3 and is subject to the approval of the Board of Directors.

ARTICLE VII – EXECUTIVE COMMITTEE

1. **COMPOSITION.** The Executive Committee will be composed of the Elected Officers of the Council as noted in Article IV Section 1, two (2) Members-at-Large elected by the Board of Directors from among its members, and the President & Chief Executive Officer serving in an ex-officio capacity without privilege of vote. The Chair will serve as chair of the committee.
2. **RESPONSIBILITIES.** The Executive Committee will have/may exercise powers of the Board of Directors in the interim between meetings of the Board of Directors, except that it will not have the power to adopt the budget, or take any action which is contrary to, or a substantial departure from the direction established by the Board of Directors which represents a major change of affairs, business or policy of the Council. The committee will submit to the Board of Directors reports on action taken.

3. **MEETINGS.** Meetings of the Executive Committee will be held at the call of the Chair of the board and/or two or more Executive Committee members. The purpose of the meeting will be stated in the request for the meeting. Notice will be given at least seven (7) days before the meeting. This requirement may be waived in case of emergency.
4. **QUORUM.** A majority of members of the Executive Committee, either present in person or through simultaneous communication in such a way that all participants are able to hear and speak with one another and participate in the proceedings, will constitute a quorum for the transaction of business.

ARTICLE VIII – POLICY INFLUENCING STRUCTURE

1. **GEOGRAPHIC SUBDIVISIONS.** For the purpose of election of delegates, the Board of Directors, in consultation with the President & Chief Executive Officer, will establish contiguous geographic subdivisions and the subdivisions will be called service units.
2. **SERVICE UNIT ELECTION OF DELEGATES.** Those registered Service Unit Members present at the meeting constitute a quorum. A majority vote is required for the election of delegates.
3. **DELEGATE FORUMS.** Delegate Forums may be held twice a year as established by the Board of Directors at the beginning of each fiscal year. The purpose of these meetings will be to provide a forum for communication between the Corporate Members and the Board of Directors and to perform such other duties as may be delegated by the Board of Directors. The Board of Directors will ensure, within reason, that satellite sites are established to provide access for all areas of the Council, ideally requiring no delegate to drive more than two hours to attend a delegate forum.
4. **TERM OF SERVICE FOR 10 GIRL SCOUT REPRESENTATIVES.** Ten Girl Members, 14 years of age or older, will each serve as a member of the Girl Scout Delegate Advisory Council. The term of service will be one (1) year. Girls may serve more than one (1) term as a Girl Scouts Delegate Advisory Council Representative.

ARTICLE IX – NATIONAL COUNCIL DELEGATES

1. **ELECTION.** The National Council Delegates and National Council Delegate Alternates, whom the Council is entitled to elect to the National Council, will be elected by the Corporate Members at a meeting held in the year prior to the regular meeting of the National Council. The Chair of the Board of Directors will serve as a National Council Delegate by virtue of the office. The President & Chief Executive Officer will attend the National Council meeting as the staff liaison to the Council's delegation.

2. **ELIGIBILITY.** National Council Delegates must be:
 - a. Citizens of the United States of America;
 - b. Active members of the Girl Scout movement in the United States of America;
 - c. 14 years of age or over; and
 - d. Registered through the Council.
3. **TERM.** The National Council Delegates will serve for a three-year term from the date of their election or until their successors are elected.
4. **RESPONSIBILITIES.** The National Council Delegates are responsible for completing training for their position, attending Council meetings at the Chair of the Board of Director's request, attending National Council meetings, and submitting timely reports.
5. **VACANCIES.** The Board of Directors will fill National Council Delegate vacancies from among the elected National Council Delegate Alternates. If there are not adequate National Council Delegate Alternates to fill vacancies, the Board of Directors or the Chair, (in the absence of a meeting of the Board of Directors) will have the power to fill vacancies from among Council Delegates until the next meeting of the Board of Directors.

ARTICLE X – FINANCE

1. **FISCAL YEAR.** The fiscal year of the Council will be October 1 through September 30.
2. **CONTRIBUTIONS.** Any contributions, bequests, devises, and gifts for the purpose of Girl Scouting within the Council will be accepted or collected according to the Gift Acceptance Policy approved by the Board of Directors.
3. **DEPOSITORIES.** All funds of the Council will be deposited in the name of the Council and access to funds and securities of the Council will be authorized by the Board of Directors.
4. **APPROVED SIGNATURES.** Approval for signatory authority in the name of the Council and access to funds and securities of the Council will be authorized by the Board of Directors.
5. **FIDELITY COVERAGE.** All persons having access to or responsibility for the handling of monies and securities of the Council will be covered under the crime provisions of the Council's insurance policy, in the amount of coverage determined sufficient at the annual review with the Council's insurance broker, at the time of renewal.
6. **BUDGET.** The Board of Directors will approve the annual operational and capital budgets. No expenses will be incurred in the name of the Council in excess of the budgeted amounts without prior approval of the Board of Directors.

7. **AUDITS.** An independent certified public accountant will be retained by the Board of Directors to perform an annual audit of the financial statements of the Council. A report of the audit will be submitted to the Board of Directors and to the Girl Scouts of the United States of America.
8. **PROPERTY.** The title of property, real estate and motor vehicles will be held in the name of the Council.
9. **FINANCIAL REPORTS.** A summary report of the financial condition of the Council will be presented to the Corporate Members at the regular meeting of the Corporate Members.
10. **INVESTMENTS.** The funds of the Council, not currently needed in conduct of its activities, will be invested in accordance with the policy established Investment Policy Statement approved by the Board of Directors or by a committee appointed by the Board of Directors for such purpose.

ARTICLE XI – INDEMNIFICATION AND DEFENSE

The Council will indemnify Directors and Officers against losses actually and reasonably incurred in connection with the defense of any action, suit, or proceeding relating to the performance of their duties to the extent permitted by law.

ARTICLE XII – PARLIAMENTARY AUTHORITY

The current edition of Robert’s Rules of Order Newly Revised will be the parliamentary authority of the Council.

ARTICLE XIII – AMENDMENTS

The Code of Regulations may be amended by 2/3 vote of those Corporate Members present, in person, or through simultaneous communication in such a way that all participants are able to hear and speak with one another and participate in the proceedings.

Adopted by the three merging councils, Heart of Ohio, Heritage Trails, and Seal of Ohio, November 2008.

Amended by the Corporate Members April 23, 2009

Amended by the Corporate Members May 11, 2010

Amended by the Corporate Members May 5, 2012

Amended by the Corporate Members April 12, 2014

Amended by the Corporate Members April 25, 2015

Amended by the Corporate Members April 22, 2017

Amended by the Corporate Members April 21, 2018

Amended by the Corporate Members April 27, 2019

Amended by the Corporate Members April 24, 2021

Amended by the Corporate Members April 15, 2023