



Amended and Restated Bylaws

Approved at Annual Meeting Held April 29, 2023

Article I – The Corporation

A. Name

The name of the corporation is Girl Scouts of Oregon and Southwest Washington, Inc., hereinafter referred to as “council” or “corporation,” a not-for-profit corporation organized under the laws of the state of Oregon.

B. Purpose

The purpose of the council is as defined in the articles of incorporation and to make available to girls under its jurisdiction the program, practices, and standards of Girl Scouting as offered by the Girl Scouts of the United States of America.

C. Members

Individuals 14 years of age and older who are members of the Girl Scout Movement and who are currently registered through the council are eligible to be members of the corporation and to serve as delegates.

1. Composition

Members of the corporation shall consist of:

- a. Elected members of the board of directors, including elected officers.
- b. Members of the board development committee, if not otherwise members of the corporation.
- c. Delegates elected by service units.
- d. Individuals elected to serve as national council delegates who are not employees of the corporation.

2. Election and Term of Service Unit Delegates

a. Procedure

Each service unit of the council, as defined by the board of directors, shall be entitled to elect delegates, as well as alternates to serve as delegates for the unexpired term should vacancies occur, in accordance with policies and procedures established by the board of directors. Only individuals 14 years of age or older who are currently registered through the council and are part of the service unit may vote in the

election of delegates for that service unit. Individuals numbering twice the number of delegates the service unit is entitled to elect plus one shall constitute a quorum for the election of delegates.

b. Number

The number of delegates will be based on the membership of the council as of the previous September 30, in accordance with a formula established and administered by the board of directors. The total number of delegates that may be elected by the service units shall be at least three times the total number of other members of the corporation entitled to vote at the next annual meeting. Each service unit shall be entitled to elect at least two delegates.

c. Terms and Vacancies

- i. Terms of office shall begin at the close of the meeting at which the delegates are elected.
- ii. Each delegate shall serve for a term of one year and until they cease to be registered through the council or until their successor is elected, whichever first occurs. A vacancy shall be filled with an alternate or, if no alternate is available, through an interim election by the service unit.

3. Responsibilities

The members of the corporation shall:

- a. Attend the annual meeting, each special meeting, if any, and at least one regular policy meeting per term. If a delegate fails to satisfy the minimum attendance requirement, the service unit may release the delegate and fill the vacancy with an alternate or, if no alternate is available, through an interim election by the service unit.
- b. Elect the elected officers of the council, the directors-at-large, the members of the council board development committee, and the delegates to the National Council of Girl Scouts of the United States of America, as well as alternates to fill vacancies among such delegates, should vacancies occur.
- c. Vote on proposed amendments to the articles of incorporation and bylaws.
- d. Vote on all other actions requiring a membership vote.
- e. Provide general lines of direction for Girl Scouting within the jurisdiction of the council by receiving and responding to reports and information from the board of directors.
- f. Gather information on policy-related issues and report back to the registered members of the Girl Scout Movement in their jurisdiction at least once per term of service for the purpose of decision-making input.
- g. Conduct such other business as may, from time to time, come before the members.

D. Meetings

1. Regular meetings

a. Scheduling

The corporation shall conduct an annual meeting of the corporation membership between March 1 and May 31 of each year at a date, time and place determined by the board of directors.

b. Notice

Notice of the date, time, and place of the annual meeting, accompanied by a tentative agenda, the slate of nominees for all positions and any proposed amendments to these bylaws shall be given in person, by mail, or electronically to each member of the corporation not more than 45 nor less than 30 days prior to the meeting.

c. Business

At the annual meeting, the members of the corporation shall:

- i. Elect officers, directors-at-large, members of the board development committee and, in appropriate years, delegates and alternates to the National Council of the Girl Scouts of the United States of America. If the election has been held by mail ballot, the results of the election shall be announced at the annual meeting.
- ii. Vote on any proposed amendments to the council articles of incorporation and bylaws.
- iii. Provide input on key issues affecting the council and the Movement.
- iv. Vote on any other business determined to be appropriate to come before the corporation by the board of directors or in accordance with Section D.3 below.

2. Special Meetings

a. Scheduling

A special meeting of the corporation membership may be called by the board chair and shall be called by the board chair upon the written request of a majority of the members of the board of directors then in office or by 60 members of the corporation that represent a majority of service units. The purpose of the meeting shall be stated in the written request.

b. Notice

The date, time, place, and specific purpose of the meeting shall be given in person, by mail, or electronically to each member of the corporation at least 10 days prior to the meeting.

3. Policy-Related Proposals to Be Acted on at the Annual Meeting

Policy-related proposals directed toward the fostering and improvement of Girl Scouting that are to be acted on by the members of the corporation shall be submitted according to the following procedures:

a. Policy-related proposals originated by the board of directors:

Such proposals shall be sent together with the recommendations of the board of directors with the notice of the annual meeting of the corporation. Action shall be taken on the proposals at the annual meeting.

b. Policy-related proposals originated by policy-influencing groups:

Policy-influencing groups may include, without limitation, (i) a task force established by the CEO or the board of directors or (ii) a group representing at least five service units. Proposals submitted for potential action at an annual meeting shall be received by the board chair not less than 120 days prior to the next annual meeting of the corporation, or such shorter time as the board chair deems appropriate. The board of directors will consider each such proposal and determine whether to submit the proposal for discussion or a vote at the annual meeting.

4. Quorum

The quorum for regular and special meetings shall be 25 percent of the members of the corporation, present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings; provided that a majority of the council's service units shall have at least one elected delegate present or linked by telecommunication at each meeting.

5. Voting

- a. Each member of the corporation shall be entitled to one vote.
- b. No member shall vote in more than one capacity.
- c. Unless otherwise designated by statute, the articles of incorporation of the council or these bylaws, all matters shall be determined by a majority vote.
- d. Proxy and/or absentee voting shall not be allowed.

6. Elections

Election of officers, directors-at-large, board development committee members and national council delegates shall occur by one of the methods listed below. Only one method may be used for an election; there shall not be a combination of voting methods during an election.

- a. The method of voting to be used during a particular election cycle shall be determined by the board of directors. The methods which may be used are:
 - i. At the annual meeting by members present, in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings.
 - ii. By mail ballot in accordance with the procedure established by the board of directors consistent with the requirements of the Oregon Nonprofit Corporation Act or its successor. If this method is used, members shall be notified that the election will be held by mail ballot at least 45 days prior to the annual meeting at which election results will be announced. Written ballots received by the corporation may not be revoked.

- b. A majority of ballots cast by mail in favor of an individual for a given position shall elect that individual, provided that at least the number of members required for a quorum at the annual meeting as specified in Section D.4 above shall have cast a ballot.

E. Notice

For all purposes under these bylaws, notice by mail or private carrier shall be deemed effective at the earlier of:

1. Three days after the notice is deposited in the United States mail with first class postage affixed and addressed to the most recent address that the member or director provided for receiving notice from the corporation.
2. On the date shown on the return receipt, if the notice is sent by registered or certified mail, return receipt requested, or by private carrier, and the receipt is signed by or on behalf of the addressee.

Article II – National Council Delegates

A. Eligibility

Delegates and alternates to the National Council of the Girl Scouts of the United States of America 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.

B. Election

The delegates and alternates that the council is entitled to elect to the National Council of the Girl Scouts of the United States of America shall be elected by ballot in accordance with Article I of these bylaws within the time frame established by the Girl Scouts of the United States of America and shall serve a term of three years or until their successors are elected and assume office. If the number of delegates elected at a meeting of the members exceeds the number of delegates entitled to serve on behalf of the council at the following National Council Session, the board development committee shall select from among the elected delegates the required number to be designated as alternates. If the number of delegates elected at a meeting of the members is fewer than the number of delegates entitled to serve on behalf of the council at the following National Council Session, the delegate vacancies shall be filled from the alternates as specified in Section C below.

C. Vacancies

The board of directors or executive committee shall fill delegate vacancies from among the elected alternates. If there are not adequate alternates to fill the delegate positions, the vacancies may be filled from among the eligible members of the council.

Article III – Board Development Committee

A. Composition

The board development committee shall be composed of at least seven and not more than nine members, at least three of whom shall be members of the board of directors and a majority of whom shall not be members of the board of directors. The board chair shall not be a member of the board development committee. The CEO of the council shall serve as an ex officio member of the board development committee without vote.

B. Election, Term and Vacancies

1. The committee members shall be elected by ballot in accordance with Article I of these bylaws for a term of two years or until their successors are elected and assume office. If there is only a single candidate for office, the election may be held by acclamation.
2. Terms of office shall begin at the close of the annual meeting at which they are elected.
3. No individual shall serve more than two consecutive terms as a member of the committee.
4. An individual who shall have served a half-term or more in office shall be considered to have served a full term in the office.
5. In the event of a vacancy in any position other than committee chair, the vacancy shall be filled by the board of directors. The appointee shall serve until the next annual meeting, at which time a permanent successor shall be elected to serve the remainder of the unexpired term.

C. Election, Term and Vacancy of Committee Chair

1. At its first meeting following the election, the committee shall elect from among its eligible members an individual to serve as chair of the committee.
2. The term of office for chair shall be two years.
3. No individual shall serve more than one term as chair of the committee regardless of the number of years or terms the individual may be a member of the board development committee.
4. In the event of a vacancy in the office of chair, the committee shall elect a new chair from its eligible members.

D. Responsibilities

The responsibilities of the board development committee shall be:

1. To solicit and recruit candidates for elected positions in the council.
2. To provide to the membership a single slate for all positions for election, including officers, directors-at-large and board development committee members.
3. To provide to the membership in accordance with the time period established by Girl Scouts of the United States of America a single slate of delegates and alternates to the National Council Session of Girl Scouts of the United States of America.
4. To verify nominations from the floor; nominations for any of the elected positions may be made from the floor at the annual meeting provided:

- a. The individual to be nominated has consented in writing to serve if elected;
 - b. The nomination has been submitted to the chair of the board development committee, or her/his designee, at least seven days before the convening of the annual meeting for in-person elections or at least seven days prior to distribution of ballots for a mail election; and
 - c. The prospective nominee meets the qualifications for the office for which she/he is being nominated.
5. To recommend a maximum of two girl members, age 14 or older, to the board of directors to serve as advisors to the board at any one time.
 6. To develop in conjunction with the board of directors:
 - a. Board orientation and education materials;
 - b. Board development materials;
 - c. Methods for identifying needed skills and talents for the board of directors and board committees;
 - d. Processes for succession planning; and
 - e. Board annual self-assessment materials.
 7. To assist in conducting board orientation and board development training sessions as needed or as directed by the board of directors.

E. Quorum

The quorum for meetings of the board development committee shall be a majority of the members present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings.

Article IV – Officers

A. Number and Title

The elected officers of the council shall be the board chair, vice chair, secretary, treasurer, and past chair.

B. Election, Term and Vacancies

1. The officers shall be elected by ballot in accordance with Article I of these bylaws for a term of two years or until their successors are elected and assume office. If there is only a single candidate for office, the election may be held by acclamation.
2. Terms of office shall begin at the close of the annual meeting at which they are elected.
3. No individual shall serve more than two consecutive terms in any one office, except that an individual shall be eligible to serve three consecutive terms in the office of board chair regardless of the number of consecutive terms that individual shall have served in any office or offices other than board chair.
4. No individual shall hold more than one office at a time.
5. An officer who has served a half-term (one year) or more in office shall be considered to have served a full term in the office.

6. In the event of a vacancy in the office of board chair, the vacancy shall be filled by the vice chair until the next annual meeting, at which time a permanent successor (which may include the current office holder) shall be elected to serve the remainder of the unexpired term.
7. In the event of a vacancy in both the board chair and the vice chair, or if the vice chair is unwilling or unable to serve as board chair, another officer or board member, selected by the board of directors by a vote of at least two-thirds of the members in office, shall fill the position of board chair until the next annual meeting, at which time a permanent successor (which may include the current office holder) shall be elected to serve the remainder of the unexpired term.
8. A vacancy among the elected officers, other than the board chair and past chair, shall be filled by the board of directors by a majority vote of the members in office. The officer shall serve until the next annual meeting, at which time a permanent successor (which may include the current office holder) shall be elected to serve the remainder of the unexpired term.

C. Ex Officio Officer

The chief executive officer (CEO) shall be appointed by the board of directors of the council to serve at its pleasure and shall serve as an ex officio member of the board of directors without vote.

D. Duties of Officers

The officers shall perform the duties prescribed in this article and such other duties as are prescribed by action of the members of the council, the board of directors, the executive committee, the board chair, and the adopted parliamentary authority.

1. The board chair shall:

- a. Be the principal officer of the corporation as contemplated by ORS 65.371(1) or its successor.
- b. Preside at all meetings of the council, the board of directors and the executive committee.
- c. Lead the board of directors in setting direction and overseeing the management and governance affairs of the corporation.
- d. Report to the council and the board of directors as to the conduct and management of the affairs of the corporation.
- e. Serve as an ex officio member of all committees except the board development committee.

2. The vice chair shall:

- a. Assist the board chair as assigned.
- b. Preside at meetings of the council, the board of directors, or the executive committee in the absence or inability of the board chair, or when delegated the responsibility of presiding.

- c. In the event of a vacancy in the office of board chair, succeed to the office for the remainder of the unexpired term.
3. The past chair shall:
 - a. Be the director-at-large who most recently served as board chair. If that person is no longer serving on the board or is not willing to serve as past chair, the position may be filled by another director who previously served as board chair. Otherwise, the position will remain vacant until there is a past chair serving on the board of directors who is willing and able to serve.
 - b. Assist the board chair as assigned.
4. The secretary shall:
 - a. Ensure that proper notice is given for all meetings of the council, the board of directors and the executive committee.
 - b. Ensure that minutes of all meetings of the council, the board of directors and the executive committee are kept.
 - c. Have responsibility for the seal of the corporation and ensure its safekeeping.
5. The treasurer shall:
 - a. Provide effective stewardship and oversight of the corporation's finances.
 - b. Execute directives of the board of directors.

Article V – Board of Directors

A. Powers, Responsibilities and Accountabilities

1. Power and Authority

The board of directors shall have full power and authority over the affairs of the council between meetings of the council, except as otherwise provided in these bylaws or by the Oregon Nonprofit Corporation Act or its successor.

2. Accountability

The board of directors is accountable to:

- a. The council membership for managing the affairs of the council, including providing opportunities for members of the Movement, including girl members, to have a voice on key issues affecting the council and the Movement.
- b. The Board of Directors of Girl Scouts of the United States of America for compliance with the charter requirements.
- c. Adherence to the requirements of the Oregon Nonprofit Corporation Act and regulations governing the activities of charitable organizations in Oregon and Washington.

- d. The federal government in matters relating to legislation affecting not-for-profit, non-stock corporations.

B. Composition

1. The voting members of the board of directors shall consist of the elected officers of the corporation and directors-at-large. The number of director-at-large positions may range from 11 to 15, with the exact number to be fixed by the board of directors by resolution. No more than two-thirds of the total number of voting members of the board of directors shall reside or work in any single Metropolitan Statistical Area within Oregon.
2. Nonvoting Members
 - a. The Chief Executive Officer of the council shall serve as an ex officio member of the board of directors without vote.
 - b. A maximum of two girl members, age 14 or older, may be appointed by the board of directors, upon recommendation of the board development committee, to serve as nonvoting advisors to the board. Girl members shall serve for a one-year term and may be reappointed for one additional term.

C. Election and Term

1. The directors-at-large shall be elected by ballot as provided in Article I of these bylaws, for terms of two years, or one year if filling an unexpired term, in accordance with Section C.3 below, or until their successors are elected and assume office. If there is only a single candidate for each position, the election may be held by acclamation.
2. Terms of office shall begin at the conclusion of the annual meeting at which they are elected.
3. The term of office of approximately one-half of the directors-at-large shall expire at each annual meeting of the council.
4. No individual shall serve more than 12 consecutive years as an elected member of the board of directors, including years served as an elected officer, except that an individual may complete the term of office to which the individual was elected if at least one year of the term had been completed before the expiration of the 12th consecutive year. Thereafter, following an absence of at least two years, an individual may be reelected or reappointed as a voting member of the board of directors, whether as a director-at-large or an officer.

D. Vacancies

A vacancy occurring in a director-at-large position shall be filled by the board of directors. The board member filling a vacancy shall serve until the next annual meeting, at which time a permanent successor (which may include the current office holder) shall be elected to serve the remainder of the unexpired term.

E. Regular Meetings

1. Scheduling

The board of directors shall hold at least four regular meetings a year at such time and place as the board may determine.

2. Notice

Notice of the date, time and place of each regular board meeting shall be given in person, by telephone, by mail or private carrier, or electronically to each member of the board of directors at least 10 days prior to the meeting.

F. Special Meetings

1. Scheduling

Special meetings may be called by the board chair and shall be called by the board chair upon the written request of at least a majority of the board members.

2. Notice

Notice of the date, time, place, and specific purpose of the meeting shall be given in person, by telephone, by mail or private carrier (see Section I.E above), or electronically to each member of the board at least 48 hours prior to the meeting.

G. Quorum

A majority of board members then in office, present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings, shall constitute a quorum for the transaction of business.

H. Voting

1. Each member of the board shall be entitled to one vote.

2. No member shall vote in more than one capacity.

3. Unless otherwise designated by statute, the articles of incorporation of the council or these bylaws, all matters shall be determined by a majority vote at a meeting at which a quorum is present.

4. Proxy and/or absentee voting shall not be allowed.

I. Action Without Meeting

1. Any action required or permitted to be taken at a board meeting may be taken without a meeting if all the directors take the action. Any action taken without a meeting shall be evidenced by one or more written consents signed by each director (which signature may occur electronically in the manner described in ORS 65.001(44)) and shall be maintained with the minutes of the board.

2. Alternatively, the board of directors may, without a meeting, use electronic mail or other electronic means to take action that is otherwise required or permitted to be taken at a meeting if the corporation complies with ORS 65.343 or a successor provision; in that event, the board's action will have the effect of a meeting vote.

J. Removal

1. Any board member, including officers, who is absent from three consecutive board meetings in their entirety without good cause acceptable to the board chair, may be removed from the board by vote of a majority of the board members then in office at any regular meeting of the board and shall be notified of that removal within 48 hours following such vote.
2. Any board member, including officers, may be removed with or without cause by a majority vote of the members of the corporation present at a special meeting called for that purpose at which a quorum is present.
3. A board member elected by the board to fill the vacancy of a board member elected by the members may be removed by the members or the directors by a majority vote at a meeting called for the purpose at which a quorum is present.

Article VI – Executive Committee

A. Composition

The executive committee shall consist of the elected officers of the corporation, together with the CEO as an ex officio member without vote.

B. Responsibilities

1. Authority between board meetings

The executive committee shall exercise the authority of the board of directors between the meetings of the board, except that the executive committee shall not:

- a. Adopt the budget.
- b. Amend or repeal the articles of incorporation or bylaws.
- c. Take action that is contrary to, or a substantial departure from, the direction established by the board or which represents a major change in the affairs, business, or policy of the council.
- d. Authorize a distribution.
- e. Approve or recommend to members dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets.
- f. Elect, appoint, or remove directors or fill vacancies on the board or on the executive committee.

2. Report

The executive committee shall submit to the board of directors at each board meeting a report of all actions taken since the last board meeting.

C. Meetings

1. Scheduling

The executive committee shall meet as needed at the call of the board chair or upon written request of at least two members of the executive committee.

2. Notice

Notice of the date, time and place of each meeting shall be provided at least 48 hours in advance of the meeting.

D. Quorum

A majority of the executive committee members then in office, present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings, shall constitute a quorum for the transaction of business.

Article VII – Chief Executive Officer

A. Appointment

There shall be a chief executive administrator known as the chief executive officer. The chief executive officer shall be appointed by the board of directors.

B. Responsibilities

The chief executive officer shall be the chief administrator of the council and shall be responsible for providing advice and assistance to the council, the board of directors, the board chair and other officers, and the board committees. The chief executive officer shall be responsible for administering the overall operations of the council. The chief executive officer shall have such other powers and perform such other duties as may be specified by the board of directors.

The chief executive officer shall have the authority to employ and release all employed staff in accordance with policies adopted by the board of directors.

Article VIII – Board Committees

A. Establishment

The board of directors may establish standing and special committees, task groups, and ad hoc committees as needed, which shall operate under the general supervision of the board of directors, to advise and make recommendations regarding the subject matter of their purview.

B. Appointment

1. The chair of any committee, task group or ad hoc committee shall be appointed by the board chair, subject to the approval of the board of directors.
2. Members of any committee, task group or ad hoc committee shall be appointed by the board chair in consultation with the chair of the respective committee or task group.
3. At least one member of any committee or task group shall be a member of the board of directors.

4. Appointments to committees and task groups shall be for one year unless a different term is specified by the board of directors at the time of appointment.
5. Vacancies in any committee or task group shall be filled by the board chair in accordance with Section B.1 or B.2 above.

C. Quorum

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

Article IX – Fiscal Responsibilities of the Board of Directors

A. Fiscal Year

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

B. 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 of directors.

C. 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 of directors.

D. 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 of directors.

E. Bonding

All persons having access to or responsibility for the handling of monies and securities of the council shall be bonded or covered by an appropriate insurance policy in the amount authorized by the board of directors.

F. Budget

The board of directors shall approve the annual operational and capital budgets. No expense may be incurred in the name of the council that would cause the total approved expenses included in either the operational budget or the capital budget to be exceeded without the board's prior approval.

G. Property

Title to all property shall be held in the name of the council.

H. Audits

An independent certified public accountant shall be retained by the board of directors to perform an annual audit of the financial statements of the council. A report of the audit shall be submitted to the board of directors and to the Girl Scouts of the United States of America.

I. Financial Reports

A summary report of the financial condition of the council shall be presented to the membership at the annual meeting.

J. Investments

The funds of the council shall be invested in accordance with the policies established by the board of directors.

K. Legal Counsel

Independent legal counsel shall be retained as deemed necessary by the board of directors or the Chief Executive Officer to:

1. Ensure compliance with federal and state requirements.
2. Review and advise on legal instruments the council executes, including leases, contracts, and property purchase or sale agreements.
3. Review and advise on other issues that may have legal implications for the council.

Article X – Indemnification

A. Indemnification

The corporation shall defend, indemnify and hold harmless to the fullest extent permitted by the Oregon Nonprofit Corporation Act each uncompensated director or officer of the corporation now or hereafter serving as such, against any and all claims and liability to which such officer or director has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by such officer or director in such capacity.

B. Expenses

The corporation shall further defend, indemnify and hold harmless each uncompensated director or officer from any and all loss and expense, including amounts paid in settlement before or after suit is commenced, and reasonable attorney's fees, court costs, litigation expenses, witness fees, expert witness fees and all other costs or expenses actually and necessarily incurred as a result of any claim, demand, action, proceeding or judgment that may be asserted against any such director or officer whether or not litigation is commenced.

C. Limitations on Indemnification and Expense Reimbursement

The amount paid to any director or officer by way of indemnification shall not exceed the person's actual, reasonable, and necessary expenses incurred in connection with the matter involved, together with any such additional amount as may be fixed by the board of directors, and any determination so made shall be binding on the indemnified director or officer.

D. Nonexclusivity

The rights of indemnification and reimbursement for expenses provided for in this Article X shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law or impose any limitations on the authority of the corporation to provide indemnification to individuals under ORS 65.387 through 65.414 or any successor statutes.

Article XI – Parliamentary Authority

The current edition of *Robert's Rules of Order Newly Revised* shall be the parliamentary authority of the council.

Article XII – Amendments

These bylaws may be amended by a two-thirds vote of those members present, in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings, and voting at a meeting of the council at which a quorum is present, provided that the proposed amendments shall have been included with the notice of the meeting.