ARTICLE I: Name
The name of this organization is the WORLD FOUNDATION FOR GIRL GUIDES AND GIRL SCOUTS, INC. (hereinafter, the “World Foundation”). It was established in 1971 under the auspices of the World Association of Girl Guides and Girl Scouts (“WAGGGS”) and the Girl Scouts of the USA (“GSUSA”) and is incorporated in the State of New York.

ARTICLE II: Purpose
II.1: Charitable and Educational Purposes
The World Foundation is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

II.2: Mission
The World Foundation’s mission is to support projects and programs undertaken by the World Association of Girl Guides and Girl Scouts, including the Girl Scouts of the USA, “to enable girls and young women to develop their fullest potential as responsible citizens of the world.” The World Foundation is an independent organization to promote in all lawful ways for charitable and educational purposes, the success of the World Association of Girl Guides and Girl Scouts and of Girl Guiding and Girl Scouting in any and all countries of the world.

ARTICLE III: Foundation Office
The office of the World Foundation, at which its general business shall be transacted and where its records shall be kept, shall be the offices of the Girl Scouts of the USA.
ARTICLE IV: Members and Meetings

IV.1: Members
The Members of the World Foundation shall be WAGGGS and GSUSA. The Members, in turn, nominate a Board of Directors (“World Foundation Board”) composed of no less than nine (9) and no more than fifteen (15) Directors. At all times the majority of Directors of the World Foundation Board shall be residents of the United States of America and shall be nominated by GSUSA. The remaining Directors shall be nominated by WAGGGS. A Director may be nominated by only one of the Members.

IV.2: Meetings of Members
The Annual Meeting of the Members shall be held within the first quarter of the calendar year for the purpose of electing Directors, considering financial reports from the World Foundation Board and transacting such other business as may come before the Annual Meeting of Members. Directors shall be elected by unanimous vote of the Members. Written notice of the date, time, place, and Director nominees for the Annual Meeting of Members shall be given by the President (or in her/his absence, any other officer of the World Foundation) to each Director via letter, fax, or electronic mail at least ten (10) but not more than thirty-five (35) business days before the date of such meeting at the designated contact location.

The President is responsible for chairing meetings of Members and appointing a Secretary for these meetings. In the absence of the President, a Vice President will chair the meeting and if both are absent, Members may appoint any Director or officer of the Corporation to chair the meeting.

Special meetings of Members shall be held by resolution of the World Foundation Board, the President, or the written demand to the Secretary by one or both Members. Written notice of the date, time, place, and agenda of such meeting shall be given by the Secretary (or in her/his absence, any other officers of the World Foundation) to each Director via letter, fax, or electronic mail at least five (5) but not more than fifteen (15) business days before the date of such meeting at the designated contact location.
IV.3: Taking Action

Both WAGGGS and GSUSA must be present in person, by proxy, or by special means in order to conduct business at the Annual Meeting. “Special means” includes conference calls, video conferences, or similar communication equipment as long as all participants can hear each other at the same time and can participate in all matters, including proposing, objecting to, and voting on actions to be taken.

Actions may be taken in the absence of a meeting by unanimous written consent, which includes electronic mail.

Each Member may vote in person, by proxy executed in writing and filed with the Secretary of the meeting, or by special means.

Actions taken outside of Annual Meetings will be reported at the next Annual Meeting of Members.
ARTICLE V: Directors and Meetings

V.1: Directors
As World Foundation Board members, Directors are responsible for assuring the organization’s fiduciary conformance related to fiscal management in the receiving, managing, and administering of gifts received by the World Foundation. Directors are expected to be actively engaged in three fundamental ways: (1) as donors, (2) as participants in board meetings and committee meetings and (3) as advocates on behalf of the World Foundation and fundraising activities.

Directors shall hold office for three-year terms or until their successors are elected and assume office and may serve a maximum of two (2) terms. A person who has served more than one half (1/2) of a specific term in a given office as determined in the Bylaws shall be considered to have served the equivalent of a full term for the purpose of determining eligibility to serve additional terms in that office or in another position. Terms of office shall begin the day following the Annual Meeting of Members at which elections are held. The World Foundation Board shall be divided, as nearly as possible, into three (3) equal groups such that the terms of one-third of the Foundation Board expires each year.

V.2: Meetings of Directors
Regular meetings of the World Foundation Board shall be held at least twice a year at a date, time, and place designated by the President. Written notice of the date, time, place, and agenda of such meeting shall be given by the Secretary (or in her/his absence, any other officer of the World Foundation) to each Director via letter, fax, or electronic mail at least ten (10) but not more than thirty-five (35) business days before the date of such meeting at the designated contact location.

Special meetings may be called at any time by the President or upon written demand of not less than one-fifth of the entire World Foundation Board. Written notice of the date, time, place, and agenda of such meeting shall be given by the Secretary (or in her/his absence, any other officer of the World Foundation) to each Director via letter, fax or electronic mail at least five (5) but not more than
fifteen (15) business days before the date of such meeting at the designated contact location.

The World Foundation Board shall manage the affairs and property of the World Foundation and have the exclusive power to expend, disburse, apply, grant, assign or contribute to the World Foundation’s property in such ways and for such things as may further the purpose of the World Foundation.

In addition, the World Foundation Board shall have the power to establish and regulate World Foundation support groups deemed necessary to carry out the mission of the World Foundation. These support groups may operate in an advisory capacity but have no approval authority.

In all instances, the World Foundation Board shall observe the limitations upon its activities set forth in the World Foundation’s Certificate of Incorporation.

V.3: Taking Action
A majority of World Foundation Board present in person or by special means constitutes the quorum required to conduct business at regular or special meetings as long as at least one Director nominated by WAGGGS and one Director nominated by GSUSA are present. “Special means” includes conference calls, videoconferences, or similar communication equipment as long as all participants can hear each other at the same time and can participate in all matters, including proposing, objecting to, and voting on actions to be taken.

Each Director may vote in person or by special means.

Actions may be taken in the absence of a meeting by unanimous participation and written consent, which includes electronic mail.

Actions taken outside of regular meetings will be reported at the next regular meeting of the World Foundation Board.

V.4: Vacancies
A vacancy shall be deemed to exist in the case of the death, resignation, or removal of any Director. Any Director may be removed, either with or without cause, by the Members or, with cause, by vote of a majority of the World Foundation Board then in office. Any Director may resign at any time by giving written notice to the World Foundation Board, to the President or to the Secretary. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Vacancies on the World Foundation Board shall be filled by a majority vote of the remaining Directors then in office, in accordance with Article IV, Section 1. Each Director so elected shall hold office until the next Annual Meeting of the Members.

V.5: Director Contact Information and Compensation
Each Director shall provide the Secretary with her/his preferred contact address (i.e.: electronic mail, US mail) as well as current phone numbers. Changes to any contact information must be provided to the Secretary in writing on a timely basis. Directors shall not receive compensation from the World Foundation for services rendered in such capacities.

V.6: Directors Emeritae
Directors of the World Foundation who have provided valuable service during their tenure and who possess skills and experiences that advance the mission of the World Foundation may be invited by the Nominating Committee to serve as an emerita member of the World Foundation Board of Directors for a three-year term following the conclusion of their term of service. This three-year term may be renewed at the conclusion of the term if both the Nominating Committee and the emerita mutually agree to the benefit of the appointment.

Emeritae members serve in an advisory capacity and do not have voting rights. Emeritae members may serve on committees and task forces but may not serve as a chair. Emeritae members are invited to all World Foundation Board meetings and events during their term, including the National Council Meeting.
ARTICLE VI: Officers, Employees and Agents

VI.1: Officers
Officers are elected by the World Foundation Board by majority vote of those Directors present. Only Directors on the World Foundation Board are eligible to serve as its officers. The officers of the World Foundation shall be a President, at least one Vice President, a Treasurer and a Secretary. The Nominating Committee is responsible for recommending candidates for these positions for consideration by the full World Foundation Board. The President, Vice President(s), Treasurer and Secretary shall be elected by the World Foundation Board. Effective upon election as officers, officers shall serve three-year terms for a maximum of two (2) terms. The President may serve a third term of up to three years in that office. Terms shall commence at the end of the World Foundation Board meeting at which the Officers are elected and are in addition to those referred to in Article V, Section 1. A person who has served more than one half (1/2) of a specific term in a given office as determined in the Bylaws shall be considered to have served the equivalent of a full term for the purpose of determining eligibility to serve additional terms in that office or in another position. Officers shall not be eligible again as an Officer or Director until the expiration of three (3) years.

VI.2: President
The President shall preside at all meetings and shall perform other duties to fulfill the mission of the World Foundation. S/he shall appoint such committees as s/he deems necessary. Committee member shall be members of the World Foundation Board and other supporters of the World Association of Girl Guides and Girl Scouts and the Girl Scouts of the USA.

VI.3: Vice President(s)
The Vice President(s) shall, in the absence or disability of the President, have all the power of, and act for, the President. If there is more than one Vice President, the rank of vice-presidents shall be determined by the order of their election or, if more than one is elected in the same voting, by the number of votes received by each.

VI.4: Treasurer
The Treasurer shall be the chair of the Finance Committee, which shall monitor the World Foundation staff’s role to receive and safely keep all funds and investments of the corporation. The Treasurer shall provide oversight of the World Foundation’s financial functions, shall work with staff to ensure that the World Foundation Board is receiving appropriate financial reports, and shall be available to consult with World Foundation staff regarding the World Foundation’s finances. In the absence or disability of the Treasurer, the President may appoint an Interim Treasurer to act temporarily in her/his place.
VI.5: Secretary
The Secretary shall keep full and complete record of the proceedings of all World Foundation Board meetings and ensure records are kept of all committee meetings. The Secretary shall sign such routine papers and instruments as may be required in the regular course of business, serve such notices as may be necessary or proper, supervise the keeping of the records of the corporation, and shall discharge such other duties as pertain to the office or as prescribed by the World Foundation Board or the President. In the absence or disability of the Secretary, the President may appoint an Interim Secretary to act temporarily in her/his place.

VI.6: Employees and Other Agents
The World Foundation Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the World Foundation Board. Employees shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the World Foundation Board may determine. To the fullest extent allowed by law, the World Foundation Board may delegate to any employee or agent any powers possessed by the World Foundation Board and may prescribe their respective title, terms of office, authorities and duties.

VI.7: Vacancies
Any officer, employee or agent may be removed, with or without cause, by the World Foundation Board by vote of the majority of the entire World Foundation Board. A vacancy or vacancies shall be deemed to exist in the case of the death, resignation or removal of any officer and shall be subject to Article V, Section 4 governing Director vacancies.
ARTICLE VII: Committees

With the exception of an Executive Committee, Finance and Audit Committee, and the Nominating Committee, the President shall have the discretion to establish and appoint such committees as necessary, including but not limited to those committees enumerated in this section. Both Directors and non-Board members are eligible to serve on committees. Each committee is governed by its own charter outlining purpose, composition and key duties.

In addition, the World Foundation Board may provide for such other special committees, affiliate committees and/or working groups as it deems advisable and may establish or discontinue all such committees or groups at its pleasure. Every Committee, however composed, shall perform such work as provided for by the World Foundation Board. Any committee member may be removed, either with or without cause, by vote of a majority of the World Foundation Board then in office.

VII.1: Friends Committees

Friends Committees may be formed in support of World Centers and for other WAGGGS projects and/or GSUSA global initiatives, as appropriate. Friends Committee members are expected to be actively engaged in three fundamental ways: (1) as donors, (2) as participants in the work of the committee and committee meetings and (3) as advocates on behalf of the World Foundation and fundraising activities. Friends Committee members shall be appointed for a term that begins at the date of appointment until the World Foundation Board meeting held in the first quarter of the calendar year following the end of the triennium. Members of Friends Committees may be reappointed for subsequent three-year terms without regard to term limits.

The World Foundation Board, upon recommendation of each Friends Committee, shall appoint the leadership team (i.e. Chair/Co-Chair(s), President/Vice-President(s), or Chair/Vice Chair(s)) of each Friends Committee.

Leadership team members shall hold office for three-year terms or until their successors are appointed and assume office and may serve a maximum of two (2) consecutive terms as Vice Chair(s)/Vice President(s) and two (2) additional
consecutive terms in a combination of the offices of Chair/President or Co-Chairs/Co-Presidents.

Terms of office shall begin upon appointment. Vacancies in the Friends Committee leadership teams shall be filled by the World Foundation President upon recommendation of each Friends Committee, for a term that begins at the date of appointment until the next World Foundation Board meeting held in the first quarter of the calendar year following the end of the triennium. Such appointment shall not be considered the equivalent of a full term for the purpose of determining eligibility to serve additional terms in that office or in another position.

VII.2: World Foundation Board Standing Committees
World Foundation Board Standing Committees shall consist of the following: Executive, Finance and Audit, and Nominating.

The World Foundation Board may delegate to a Standing Committee any of the powers and authority of the World Foundation Board in the management of the business and affairs of the World Foundation, except the following:

a. The approval of any action for which the Corporation Law of the State of New York also requires the approval of members of a corporation.

b. The filling of vacancies on the World Foundation Board or on a committee.

c. The submission to the Members any action requiring Members’ approval.

No Ad Hoc Committee shall have any of the powers of the World Foundation Board.

VII.3 World Foundation Board Committee Responsibilities
A. Executive Committee

Subject to such limitations as may be imposed by the World Foundation Board, the Executive Committee shall be possessed of all the powers of the World Foundation Board, except those which applicable laws specifically reserve to the full World Foundation Board, such as review and approval of the Form 990 tax returns and the annual audit. The Executive Committee serves
as a consultative body to the President and World Foundation staff and, from
time to time, may be required to take action between World Foundation Board
meetings to facilitate prompt handling of business matters.

B. Finance and Audit Committee
The Finance and Audit Committee shall assist the World Foundation Board in
fulfilling its fiduciary responsibilities related to the financial stability of the World
Foundation. This includes providing guidance on all policy decisions
pertaining to financial plans and investment of funds and recommending the
hire, retention or termination of the independent auditor and that firm’s
compensation.

C. Nominating Committee
The Nominating Committee shall support the Members in the selection of
World Foundation Board candidates and the World Foundation Board in the
selection of officers in order to meet the leadership, governance, and strategic
needs of the World Foundation. It shall assist in identifying desired talents,
skills, and qualities of individuals qualified to become new World Foundation
Board members and identifying, assessing, and recruiting prospective World
Foundation Board members as appropriate. In addition, the Committee is
responsible for presenting a slate of officers for election by the World
Foundation Board. Written notice of the officer slate to be filled pursuant to
these Bylaws shall be given by the Secretary (or in her/his absence, any other
officer of the World Foundation) to each Director via letter, fax, or electronic
mail at least ten (10) but not more than thirty-five (35) business days before
the date of such meeting at the designated contact location.

ARTICLE VIII: Miscellaneous
VIII.1: Fiscal Year
The fiscal year shall be October 1 through September 30.

VIII.2: Inspection of Corporate Records
The books of account and minutes of proceedings of Members and Directors,
and committees of the World Foundation Board, shall be open to inspection at
any reasonable time upon the written demand of any Member or Director. Such
inspection may be made in person or by an agent or attorney, and shall include the right to make photocopies.

VIII.3: Contracts
The World Foundation Board may authorize any officer or officers, agent or agents, to enter into any contract or execute any contract or execute any instrument in the name of and on behalf of the corporation; and such authority may be general or confined to specific instances. Unless so authorized by the World Foundation Board, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or any amount.

VIII.4: Checks, Drafts, Etc.
Any checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the corporation and any and all securities owned by or held by the corporation requiring signature for transfer shall be signed or endorsed by such person or persons and in such manner as shall be determined by the World Foundation Board.

VIII.5: Corporate Loans, Guarantees and Advances
The corporation shall not make any loan of money or property to or guarantee the personal obligation of any Director or officer.

VIII.6: Liability
No World Foundation Board member shall be personally liable for the debts, liabilities, or obligations of this organization except as provided in Not-for-Profit Corporate Law section 720-a et seq. The World Foundation will maintain Directors’ and Officers’ Liability Insurance at all times.

VIII.7: Indemnification
Any person made a party to any action, suit or proceeding, civil or criminal, by reason of the fact s/he is or was a Director, officer, or employee of the corporation, or at its request served as such of another corporation, may, in the discretion of the World Foundation Board and upon such terms and conditions as it may choose to impose, be indemnified by the Foundation against the
reasonable expenses, including attorneys’ fees, actually and necessarily incurred by her/him in connection with the defense of such action, suit or proceeding, whether or not such defense shall be successful in whole or in part, or in connection with any appeal therein or any settlement thereof, except in relation to matters as to which s/he shall be adjudged liable for negligence or misconduct in the performance of a duty. Such a right of indemnification shall not be deemed exclusive of any other rights which such Director, officer or employee may be entitled apart from this Section. This Section shall not be deemed to limit any power to exclude any right of the World Foundation to provide additional or other indemnity or right for any Director, officer, or employee.

ARTICLE IX: Parliamentary Authority
The current edition of Robert’s Rules of Order, Newly Revised, shall be the parliamentary authority and shall govern any and all proceedings of the World Foundation unless otherwise specified by these Bylaws.

ARTICLE X: Amendment of Bylaws
The Members shall have power by the affirmative vote of both WAGGGS and GSUSA to amend or rescind the Bylaws at any duly convened meeting as long as notice of the amendment shall have been provided with the notice of the meeting.

Amended: February 1, 2001
    February 8, 2006
    September 24, 2007
    February 27, 2008
    March 21, 2014
    March 24, 2017