

**AMENDED AND RESTATED BYLAWS
OF
GIRL SCOUTS, HORNETS' NEST COUNCIL**

**ARTICLE I
Offices**

Section 1. Name. The name of the corporation shall be Girl Scouts, Hornets' Nest Council (the "**Council**").

Section 2. Principal Office. The principal office of the Council shall be located in Charlotte, Mecklenburg County North Carolina, or at such other place as the Board of Directors (the "**Board**") may designate.

Section 3. Registered Office. The registered agent and office of the Council shall be determined from time to time by the Board.

Section 4. Other Offices. The Council may have offices at such other places, either within or without the State of North Carolina, as the Board may from time to time determine, or as the affairs of the Council may require.

**ARTICLE II
Purpose**

Section 1. Purposes. The purposes for which the Council is organized are described in the Council's Articles of Incorporation (the "**Articles**").

**ARTICLE III
Members**

Section 1. Members. The Council will have members ("**Members**"). In order to become a Member, a person must register through the Council to become a member of the Girl Scout movement and pay such dues and take such other steps as may be determined from time to time by the Board. The Board shall determine from time to time the rights and benefits of Members. Except as expressly set forth in these Bylaws and except as may be determined by the Board from time to time, Members shall have no right to vote.

**ARTICLE IV
Service Units**

Section 1. Service Units. The Board shall establish, within the Council's jurisdiction, geographic subdivisions ("**Service Units**") to provide for participation by Members in the activities and business of the Council. Members of a Service Unit will give input and reaction to plans, reports, and policy proposals being considered by the Board through their Delegates (as defined below).

Section 2. Appointment of Delegates and Lead Delegate. Each Service Unit will appoint its delegates (“**Delegates**”), and a Delegate to serve as the lead delegate of such Service Unit (the “**Lead Delegate**”), in each case in a manner determined by such Service Unit.

ARTICLE V

Delegates

Section 1. Delegates. The number of Delegates each Service Unit may appoint will be based on the girl membership of such Service Unit as of the official registration recording date and according to a formula established by the Board, provided that every Service Unit will be entitled to appoint at least three Delegates. In order to qualify to serve as a Delegate of a Service Unit, a person must (a) be a Member and at least 18 years of age at the time of his or her appointment as a Delegate, and (b) reside in, or be involved through the Council with, such Service Unit. A person residing in one Service Unit and affiliated within another Service Unit may be a member of only one Service Unit within a single year.

Section 2. Term. Each Delegate shall be appointed for a term of one year and shall hold office until his or her death, resignation, disqualification, or removal or until his or her successor shall have been appointed and qualified. No Delegate shall serve more than three consecutive one year terms. If a person is appointed to fill a Delegate vacancy for a portion, but not all, of a one year term, serving such partial term will not count toward that person’s three consecutive term limit for a Delegate. A Delegate who has completed three consecutive terms shall not be eligible to serve again as a Delegate until one year after the end of his or her third consecutive term. Any Delegate may resign at any time by delivery of written notice to the Chief Executive Officer or the Chair (as defined below).

Section 3. Alternate Delegates. Service Units may appoint one or more alternates (“**Alternate**”) to fill vacancies for any Delegate who resigns or is otherwise no longer qualified to serve as a Delegate. The Lead Delegate will notify an Alternate of any change in his or her status. Serving as an Alternate will not count toward the term limits for a Delegate.

Section 4. Responsibilities of the Delegates. Delegates will elect Directors (as defined below) at the Annual Meeting (as defined below), will provide periodic reports to their Service Unit Members, and will conduct such other business as may, from time to time, come before the Delegates. The Council may not amend the Articles or these Bylaws without approval by the Delegates.

Section 5. Lead Delegate. A Lead Delegate shall be appointed for a term of one year and shall hold office until his or her death, resignation, disqualification, or removal or until his or her successor shall have been appointed and qualified. No Lead Delegate shall serve more than three consecutive one year terms. If a person is appointed to fill a Lead Delegate vacancy for a portion, but not all, of a one year term, serving such partial term will not count toward that person’s three consecutive term limit for a Lead Delegate. A Lead Delegate who has completed three consecutive terms shall not be eligible to serve again as a Lead Delegate until one year after the end of his or her third consecutive term.

Section 6. Responsibilities of the Lead Delegate.

(a) Within ten business days following the appointment of Delegates and Alternates at a Service Unit meeting, the Lead Delegate shall notify those persons, who were appointed to serve as Delegates or Alternates but were not present at the Service Unit meeting, of their appointment.

(b) Promptly following the appointment, the Lead Delegate shall submit to his or her Service Unit Support/Community Specialist and the Executive Assistant to the council CEO the results of the appointment, including, for each person appointed as a Delegate or Alternate, his or her name, address, email address, and telephone number. The Executive Assistant to the council CEO shall submit these results and information to the Secretary of the Council.

(c) The Lead Delegate shall maintain all records of those serving his or her Service Unit as Delegates and Alternates and transfer those records to the next appointed Lead Delegate. Such records for any year will be maintained for at least five years.

(d) The Lead Delegate shall convene, as necessary, the Delegates in his or her Service Unit to inform them about matters under consideration by the Board.

Section 7. Annual Meetings of the Council. The annual meeting of the Council (the “**Annual Meeting**”) shall be held annually at such time and place as fixed by the Board for the purpose of electing members of the Board and transacting such other business as may properly come before the Delegates in accordance with these Bylaws. The Annual Meeting and all special meetings of the Council will be presided over by the Chair or, in his or her absence, the Vice Chair of the Board. The Chair shall set the agenda for the Annual Meeting, subject to approval by the Board.

Section 8. Special Meetings of the Council. Special meetings of the Council may be called by the Chair or the Board. In addition, the Chair shall call a special meeting of the Council within 30 days after at least ten percent of all Delegates or at least ten percent of all Members sign, date, and deliver to the Council’s Secretary one or more written demands for the special meeting, describing the purpose or purposes for which it is to be held.

Section 9. Notice of Meeting; Waiver of Notice. Notice of the time, date, and location of the Annual Meeting and each special meeting of the Council shall be provided at least 30 days (and no more than 60 days) prior to the meeting and delivered by personal delivery, e-mail or other electronic transmission, United States mail, or by any other method which complies with the Act. Notice of a meeting shall be sent to each Delegate at his or her address as it appears on the books of the Council. Notice for the Annual Meeting and each special meeting of the Council shall include the purpose of the meeting. No business shall be transacted at a special meeting of the Council except the business indicated in the notice of such meeting. Service Units may submit meeting agenda items in writing to the Board, through the Chair, not less than ten days prior to the delivery of notice of such meeting. Any such submission by a Service Unit must be signed by a majority of the Delegates for such Service Unit. Notice for any meeting to elect Directors shall contain the slate of nominees. Attendance by a Delegate at a meeting shall constitute a waiver of notice of such meeting, except where the Delegate attends a meeting for

the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Section 10. Quorum. Twenty-five percent of the Delegates represented in person or by proxy shall constitute a quorum for the Annual Meeting and for a special meeting of the Council. Once a Delegate is represented for any purpose at a meeting, the Delegate is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or must be set for that adjourned meeting.

Section 11. Voting. Each Delegate shall be entitled to one vote in all matters in which Delegates are entitled to vote. If a quorum is present, the affirmative vote of a majority of the votes cast is the act of the Delegates, unless otherwise required by these Bylaws, the Articles, or the Act. Any vote by a Delegate may be cast by proxy vote in accordance with the Act. Unless prohibited or limited by the Articles or these Bylaws, and without regard to the requirements of Section 55A-7-04 of the Act (or any successor provision of the Act), any action that may be taken at the Annual Meeting or any special meeting of the Council may be taken without a meeting if the Council delivers a written ballot to every Delegate entitled to vote on the matter. A ballot may be submitted by e-mail or other electronic transmission, provided that such electronic transmission shall either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the Delegate or the Delegate's proxy. A written ballot shall: (a) set forth each proposed action; and (b) provide an opportunity to vote for or against each proposed action. Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the same total number of votes were cast. All solicitations for votes by written ballot shall indicate the time by which a ballot shall be received by the Council in order to be counted. A written ballot may not be revoked.

ARTICLE VI

Board of Directors

Section 1. General Powers. Except as otherwise provided in the Articles or these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Council managed under the direction of, the Board. Specific powers of the Board include, without limitation:

- (a) Adopting an annual operating budget and capital budget;
- (b) Determining long-term and short-term goals and performance objectives of the Council;
- (c) Overseeing the Council's compliance with the charter requirements of the Girl Scouts of the United States of America; and
- (d) Overseeing the Council's compliance with applicable laws.

Section 2. Director Qualifications. In order to qualify to serve as a member of the Board (a “**Director**”), a person must (a) be a Member and at least 18 years of age at the time of his or her election as a Director; (b) have a criminal history investigation completed in accordance with Board policy; and (c) if applicable, relinquish any operational volunteer role with the Council. Each Director is expected to (i) make a personally meaningful annual financial contribution during his or her term of office; (ii) have the ability and willingness to work on resource development, solicit contributions, and develop community partnerships on behalf of the Council; and (iii) participate in Board meetings, Board committee meetings, and Council annual events.

Section 3. Number and Term. The total number of Directors shall be no fewer than 14 and no more than 24, as determined by the Board from time to time. The term of all Directors shall be two years. The Directors shall be divided into two classes, as nearly equal in number as is possible. In the event of any increase or decrease in the number of Directors, the additional or eliminated directorships shall be so classified or chosen such that both classes of Directors shall remain or become as nearly equal in number as is possible. One class of Directors will be elected at one Annual Meeting, and the other class of Directors will be elected at the following Annual Meeting. Thereafter, each class of Directors will be elected at every other Annual Meeting. No Director shall serve more than four consecutive two year terms. If a person is elected to fill a Board vacancy for a portion, but not all, of a two year term, serving such partial term will not count toward that person’s four consecutive term limit for a Director. A Director who has completed four consecutive terms shall not be eligible to serve again as a Director until one year after the end of her fourth consecutive term. The term of office of a Director shall begin at the close of the meeting at which the Director was elected. Each Director shall hold office until her death, resignation, disqualification, or removal or until his or her successor shall have been elected and qualified.

Section 4. Director Elections. The Delegates shall elect the Directors at the Annual Meeting. Director candidates may be nominated by the Board Development Committee or from the floor at the Annual Meeting. Prior to nominating a person as a Director, the Board Development Committee will confirm that he or she meets the qualifications set forth in Article VI, Section 2 of these Bylaws. A Director nomination from the floor may be made only if (a) the nominee has submitted to the Chair his or her written consent to be nominated at least seven business days prior to the Annual Meeting and (b) the Board Development Committee has verified the eligibility of the nominee under these Bylaws. The nominee’s written consent must include a signed affidavit stating that he or she meets the qualifications set forth in Article VI, Section 2 of these Bylaws. Director elections shall be by ballot in contested elections and may be by voice vote or other means in uncontested elections. A Director shall abstain from the vote for his or her own election. If a quorum of Delegates is present, when three or more candidates are nominated for one Director position, the candidate receiving the largest number of votes wins.

Section 5. Resignations. Any Director may resign from the Board at any time by giving notice to the Board, the Chair, or the Chief Executive Officer. The resignation of any Director shall take effect upon receipt of notice thereof or at such later date as shall be specified in such notice.

Section 6. Removal. Any Director may be removed at any time with or without cause by the Delegates in accordance with the Act.

Section 7. Vacancies. If a vacancy occurs on the Board, the vacancy may be filled:

- (a) by the Delegates;
- (b) by the Board; or
- (c) if the Directors remaining in office constitute fewer than a quorum of the Board, by the affirmative vote of a majority of all the Directors, or by the sole Director, remaining in office.

Section 8. Compensation. No Director shall be entitled to receive compensation for her services as a Director. The Board may provide for the payment of expenses incurred by Directors in attending meetings of the Board.

ARTICLE VII

Meetings Of Directors

Section 1. Regular Meetings. Regular meetings of the Board shall be held at a time and place as may be determined by resolution of the Board, and the Board shall meet no fewer than four times each year. The Board may fix any place, either within or without the State of North Carolina, as the place for holding any regular meeting of the Board.

Section 2. Special Meetings. Special meetings of the Board may be called by the Chair or the Chief Executive Officer. In addition, upon the written request of at least twenty percent of the Directors in office when the action is taken, the Chair or Chief Executive Officer shall call a special meeting of the Board. Special meetings of the Board shall be held at the same place as regular meetings of the Board unless otherwise determined by the Board.

Section 3. Notice. Notice of the time, place, and purpose of regular and special Board meetings shall be given by the person calling the meeting personally, by electronic transmission (e-mail), or mailed to each Director at his or her address as it appears on the books of the Council, not less than five days before the meeting. No business shall be transacted at a special meeting of the Board except the business indicated in the notice of such meeting.

Section 4. Waiver of Notice. A Director may waive any notice required by law, the Articles, or these Bylaws before or after the date and time stated in the notice. Except as provided in the following sentence, the waiver must be in writing, signed by the Director entitled to the notice, and delivered to the Council for filing with the minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice to such Director of the meeting unless the Director at the beginning of the meeting (or promptly upon his or her arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 5. Quorum. Except as otherwise provided by law, the Articles, or these Bylaws, a quorum of the Board shall require the presence of a majority of the Directors in office immediately before a meeting begins.

Section 6. Manner of Acting. With respect to any matter which the Board has the authority to act upon, if a quorum is present when a vote is taken, the affirmative act of a majority of the Directors present, is the act of the Board except as otherwise provided by the Act, the Articles, or these Bylaws.

Section 7. Presumption of Assent. A Director who is present at a meeting of the Board or a committee of the Board when corporate action is taken is deemed to have assented to the action taken unless:

(a) He or she objects at the beginning of the meeting (or promptly upon her arrival) to holding it or transacting business at the meeting;

(b) His or her dissent or abstention from the action taken is entered in the minutes of the meeting; or

(c) He or she files written notice of dissent or abstention with the presiding officer of the meeting before its adjournment or with the Council immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

Section 8. Action by Directors Without Meeting. Action required or permitted by law to be taken at a Board meeting may be taken without a meeting if the action is taken by all members of the Board. The action must be evidenced by one or more written consents signed by each Director before or after such action, describing the action taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the last Director signs the consent, unless the consent specifies a different effective date. A consent signed under this Section has the effect of a meeting vote and may be described as such in any document.

Section 9. Meetings by Conference Telephone. Any one or more Directors may participate in a regular or special meeting of the Board by means of a conference telephone or similar communications device by which all Directors participating may simultaneously hear each other during the meeting, and such participation in a meeting shall be deemed present in person at such meeting.

ARTICLE VIII Committees Of The Board

Section 1. Board Committees. The Board, by the affirmative vote of a majority of all Directors in office when the action is taken, may create one or more standing or special committees (a "**Board Committee**"). Each Board Committee must have at least two or more Directors serving on the Committee. Persons who are not Directors may also serve on a Board Committee (except for the Executive Committee) in a non-voting capacity, and, for purposes of determining whether a quorum is present for a meeting of such Board Committee, such person's

membership of such Board Committee, and his or her attendance at a meeting of such Board Committee, will not be considered. All Board Committee members (except the Chair) serve at the pleasure of the Board. The appointment of members to a Board Committee must be approved by the affirmative vote of a majority of all Directors in office when the action is taken. The term of Board Committee members shall be one year, and each Board Committee member shall hold office until his or her death, resignation, disqualification, or removal or until his or her successor shall have been elected and qualified. The Chair shall nominate candidates to serve as Board Committee members for the Board's consideration. Except as provided by these Bylaws, the Chair shall appoint the Chair of each Board Committee from among that committee's members.

Section 2. Executive Committee. The Board, by the affirmative vote of a majority of all Directors in office when the action is taken, may create a standing executive committee ("**Executive Committee**"). To the extent authorized by the Board and permitted by the Act and these Bylaws, the Executive Committee shall have and may exercise all of the authority of the Board. The Executive Committee must have at least two or more Directors serving as members. All Executive Committee members, except the Chair, serve at the pleasure of the Board. All members of the Executive Committee must be Directors. The Chair shall serve as an ex-officio member of and Chair of the Executive Committee. The appointment of other Directors to the Executive Committee must be approved by the affirmative vote of a majority of all Directors in office when the action is taken. The term of Executive Committee members shall be one year, and each Executive Committee member shall hold office until his or her death, resignation, disqualification, or removal or until his or her successor shall have been elected and qualified. The Chair shall nominate candidates to serve as Executive Committee members for the Board's consideration. The Executive Committee shall report to the Board on all actions taken by the Executive Committee no later than at the next meeting of the Board following such action.

Section 3. Board Development Committee. The Board shall have a board development committee (the "**Board Development Committee**") which will be an advisory committee upon which non-Directors may serve in a voting capacity. The Board Development Committee shall nominate candidates to serve as Directors for the Delegates' consideration. The Board Development Committee will be comprised of seven persons. The Chair will serve as an ex-officio member of the Board Development Committee, and at least three other Directors will serve on the Board Development Committee. The members of the Board Development Committee (other than the Chair) shall be elected by the Board at the Annual Meeting for a two year term, and each Board Development Committee member shall hold office until his or her death, resignation, disqualification, or removal or until his or her successor shall have been elected and qualified. No person may serve as a Board Development Committee member for more than two consecutive two year terms. If a person is elected to fill a vacancy on the Board Development Committee for a portion, but not all, of a two year term, serving such partial term will not count toward that person's two consecutive term limit as a Board Development Committee member. Any person who has completed two consecutive terms as a Board Development Committee member shall not be eligible to serve again as a Board Development Committee member until one year after the end of his or her second consecutive term. The chair of the Board Development Committee shall be elected by the Committee from among the Board Development Committee members for a term of one year and may be reelected for a second consecutive one year term. The Board Development Committee shall report to the Board on all

actions taken by the Board Development Committee no later than at the next meeting of the Board following such action.

Section 4. Removal and Vacancy. Any member of a Board Committee or an Advisory Committee (as defined below) may be removed at any time with or without cause by the Board by the affirmative vote of a majority of the Directors in office when the action is taken. Any vacancy occurring on any Board Committee or Advisory Committee shall be filled by the Board.

Section 5. Minutes. Each committee shall keep regular minutes of its proceedings and report the same to the Board.

Section 6. Responsibility of Directors. The designation of a Board Committee and the delegation thereto of authority shall not operate to relieve the Board, or any member thereof, of any responsibility or liability imposed upon it or his or her by law. If one or more persons who are not Directors serve as a voting member of a committee, such committee constitutes an advisory committee ("**Advisory Committee**") and may not take any action on behalf of the Board. Any resolutions adopted or other action taken by a Board Committee (excluding Advisory Committees), which committee is created in compliance with these Bylaws, and which action is within the scope of the authority delegated to such committee by the Board, shall be deemed for all purposes to be adopted or taken by the Board. A Board Committee of the Board shall not, however:

- (a) Authorize distributions;
- (b) Recommend to Members, or approve, any dissolution or merger of the Council, or any sale, pledge, or transfer of all or substantially all of the Council's assets;
- (c) Elect, appoint, or remove Directors, or fill vacancies on the Board or on any of its committees; or
- (d) Adopt, amend, or repeal the Articles or these Bylaws.

Section 7. Meetings, Notice, and Voting. Except as otherwise provided, the provisions set forth in Article VII of these Bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board, apply to all Board Committees, Advisory Committees, and their respective members.

ARTICLE IX

Officers

Section 1. Officers of the Council. The officers of the Council shall consist of the Chair, the Vice Chair of the Board, a Chief Executive Officer, a Secretary, a Treasurer, and such Assistant Secretaries, Assistant Treasurers, and other officers as the Board may from time to time appoint as provided in these Bylaws. The same person may simultaneously hold more than one office in the Council, but no person may act in more than one capacity where action of two or more officers is required.

Section 2. Appointment and Term. Subject to Section 3 of this Article IX below, the officers of the Council (other than the Chief Executive Officer) shall be elected by the Board for a two year term and shall hold office until his or her death, resignation, disqualification, or removal or until his or her successor shall have been elected and qualified. The Chief Executive Officer will be hired and appointed by the Board and shall hold office until his or her death, resignation, disqualification, or removal. The Chair, Vice Chair, Second Vice Chair, Secretary, and Treasurer shall be elected solely from among the Board members. All other officers of the Council may be, but are not required to be, Directors. The officers of the Council shall be elected by the Board at the Annual Meeting, and the terms of office of the Chair, Vice Chair, and Secretary will expire at one Annual Meeting while the terms of the Treasurer and all other officers (other than the Chief Executive Officer) will expire at the next Annual Meeting. The term of office of an officer shall begin at the close of the meeting at which the officer was elected. Any Director may nominate officer candidates for the Board's consideration and approval. Any vacancy occurring for any reason in any office of the Council may be filled by the Board at any regular or special meeting of the Board, provided that notice of the election is provided in the notice of such meeting.

Section 3. Term Limits. No person may hold any particular office of the Council for more than two consecutive terms, provided that there is no restriction on the number of consecutive years a person may serve as the Chief Executive Officer. If a person is elected to fill an office vacancy for a portion, but not all, of a two year term, serving such partial term will not count toward that person's two consecutive term limit for that office. A person who has held an office for two consecutive terms shall not be eligible to hold that office again until one year after the end of his or her second consecutive term.

Section 4. Removal of Officers. The Board may remove any officer at any time with or without cause by the affirmative act of 2/3 of the Directors in office when the action is taken, but such removal shall not itself affect the officer's contract rights, if any, with the Council.

Section 5. Resignation. An officer may resign at any time by communicating his or her resignation to the Council, orally or in writing. A resignation is effective when communicated unless it specifies in writing a later effective date. If a resignation is made effective at a later date that is accepted by the Council, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date. An officer's resignation does not affect the Council's contract rights, if any, with the officer.

Section 6. Bonds. The Board may by resolution require any officer, agent, or employee of the Council to give bond to the Council, with sufficient sureties, conditioned upon the faithful performance of the duties of his or her respective office or position, and to comply with such other conditions as may from time to time be required by the Board.

Section 7. Chair of the Board. The Board shall elect one of its members to act as Chairperson of the Board (the "**Chair**"). The Chair will lead the Board in setting strategic direction and providing oversight of the management and affairs of the Council. The Chair shall be an ex-officio member of all Board Committees and shall perform other duties as may be assigned by the Board, prescribed by these Bylaws, or required by applicable law. The Chair

shall preside at all meetings of the Board and the Annual Meeting. The Chair will recommend annually to the Board the formula to be used to establish the number of Delegates to which each Service Unit is entitled to appoint. The Chair, based on recommendations from the Board Development Committee, will recommend a candidate to the Board to fill each Board vacancy that may occur for any reason between Annual Meetings. The Chair or the Chief Executive Officer shall sign any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Council, or shall be required by law to be otherwise signed or executed.

Section 8. Vice Chair. In the absence of the Chair, or in the event of his or her death, or inability or refusal to act, the Vice Chair shall perform the duties of the Chair, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties as may be assigned by the Chair or the Board from time to time.

Section 9. Secretary. The Secretary will: (a) prepare and maintain minutes of all Board and Council meetings in one or more books provided for that purpose, and perform like duties for the Board Committees and Advisory Committees when required; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by the Act; (c) be custodian of the corporate records and of the seal of the Council; and (d) in general perform all duties incident to the office of secretary and such other duties as may be assigned by the Chair or the Board from time to time. The Secretary shall keep or cause to be kept at the Council's principal office a record of the Council's Directors, containing the names and addresses of all Directors and such other records as are required to be kept at the Council's principal office by the Act.

Section 10. Assistant Secretaries. In the absence of the Secretary or in the event of his or her death, or inability or refusal to act, any Assistant Secretary, unless otherwise determined by the Board, shall perform the duties of the Secretary, and when so acting shall have all the powers of and be subject to all the restrictions upon the Secretary. They shall perform such other duties as may be assigned by the Secretary, the Chair, or the Board from time to time.

Section 11. Treasurer. The Treasurer shall be responsible for (a) monitoring and reporting the control, receipt, and custody of all assets, funds, and securities of the Council; and (b) monitoring and reporting disbursements as authorized by the Board. The Treasurer may receive and give receipts for money due and payable to the Council from any source whatsoever and deposit all such monies in the name of the Council in such depositories as shall be selected in accordance with these Bylaws. In addition, the Treasurer shall in general perform all of the duties incident to the office of Treasurer, including preparing, or causing to be prepared, all financial statements required by law, and such other duties as may be assigned by the Chair or the Board from time to time.

Section 12. Assistant Treasurers. In the absence of the Treasurer or in the event of his or her death, or inability or refusal to act, any Assistant Treasurer, unless otherwise determined by the Board, shall perform the duties of the Treasurer, and when so acting shall have all the

powers of and be subject to all the restrictions upon the Treasurer. They shall perform such other duties as may be assigned by the Treasurer, the Chair, or the Board from time to time.

Section 13. Chief Executive Officer. The Chief Executive Officer shall be the chief executive officer of the Council, and subject to the control of the Board, shall supervise the affairs and management of the Corporation in accordance with the Bylaws. The Chief Executive Officer shall perform all duties and exercise all powers incident to that office and shall have such other powers and perform such other duties as may be assigned by the Chair or the Board from time to time. The Chief Executive Officer shall provide the Board with regular reports regarding the affairs and management of the Council. The Board shall determine the compensation for the Chief Executive Officer and shall provide performance feedback to the Chief Executive Officer at regular intervals. The Chief Executive Officer shall have the authority to employ and release all employed staff in accordance with personnel policies adopted by the Board. The Chief Executive Officer may be removed by the affirmative vote of 2/3 of the Directors in office when the action is taken. The Chief Executive Officer shall have the privilege of receiving notice of and attending all regular and special Board meetings, but the Chief Executive Officer is not an ex officio member of the Board and has no right, simply by virtue of serving as the Chief Executive Officer, to vote on Board matters.

ARTICLE X

Contracts, Loans, Checks, And Deposits

Section 1. Contracts. The Board may authorize any officers or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Council, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Council and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 3. Checks and Drafts. All checks, drafts, or other orders for the payment of money, issued in the name of the Council, shall be signed by such officers or agents of the Council and in such manner as shall from time to time be determined by resolution of the Board.

Section 4. Deposits. All funds of the Council not otherwise employed shall be deposited from time to time to the credit of the Council in such depositories as the Board may select. 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. The funds of the Council shall be invested in accordance with the policy established by the Board or by a committee appointed by the Board for such purpose.

ARTICLE XI

Indemnification

Section 1. Coverage. Any person who at any time serves or has served as a Director or officer of the Council, or in such capacity at the request of the Council for any other corporation, partnership, joint venture, trust, or other enterprise, or as a trustee or administrator

under an employee benefit plan, shall have a right to be indemnified by the Council to the fullest extent permitted by law against (a) reasonable expenses, including reasonable attorneys' fees, actually incurred by him or her in connection with any threatened, pending, or completed action, suit, or proceeding (and any appeal thereof), whether civil, criminal, administrative, investigative, or arbitrative, and whether or not brought by or on behalf of the Council, seeking to hold him or her liable by reason of the fact that he or she is or was acting in such capacity, and (b) reasonable payments made by him or her in satisfaction of any judgment, money decree, fine (including, without limitation, an excise tax assessed with respect to an employee benefit plan), penalty, or settlement for which he or she may have become liable in any such action, suit, or proceeding.

Section 2. Payment. Expenses incurred by such person shall be paid in advance of the final disposition of such investigation, action, suit, or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Council.

Section 3. Evaluation. The Board shall take all such action as may be necessary and appropriate to authorize the Council to pay the indemnification required by this Article XI, including without limitation, to the extent needed, making a determination that indemnification is permissible under the circumstances and a good faith evaluation of the manner in which the claimant for indemnity acted and of the amount of indemnity due him or her. The Council shall indemnify a person who was wholly successful, on the merits or otherwise, in the defense of any proceedings to which such person was a party because he or she is or was a Director or officer of the Council against reasonable expenses actually incurred by such person in connection with the proceeding. The Council shall not indemnify a person in connection with a proceeding by or in the right of the Council in which such person was adjudged liable to the Council. The Council shall not indemnify a person against liability or expenses the person may incur on account of his or her activities which were at time taken, known or believed by the person to be clearly in conflict with the best interests of the Council or if the person received an improper personal benefit.

Section 4. Consideration. Any person who at any time serves or has served in any of the aforesaid capacities for or on behalf of the Council shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided in these Bylaws. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provisions of this Article XI. Any repeal or modification of these indemnification provisions shall not affect any rights or obligations existing at the time of such repeal or modification.

Section 5. Coordination with Insurance Coverage. Notwithstanding any provision in this Article XI, in the event and to the extent that providing indemnification (or a defense) to any person otherwise entitled thereto under this Article XI would reduce or otherwise render wholly or partly unavailable any insurance coverage otherwise available as a source of payment of indemnification or expenses of defense of such person, then, to the extent such coverage is available, and to the extent permitted by law, the Council shall not be obligated to provide any indemnification or pay any defenses costs under this Article XI.

Section 6. Definitions. For purposes of this Article XI, terms defined by the Act and used but not defined in these Bylaws shall have the meanings assigned to them by the Act.

ARTICLE XII NATIONAL COUNCIL DELEGATES

Section 1. Composition and Appointment. The delegates whom the council is entitled to elect to the National Council of Girl Scouts of the United States of America and alternates shall be elected by the Delegates at the Annual Meeting in accordance with the time frame established by Girl Scouts of the United States of America. In order to qualify to serve as a delegate or an alternate to the National Council of the Girl Scouts of the United States of America Member, a person must be at least 14 years of age and must be a member of the Girl Scout movement registered through the Council. The Chair or his or her designee shall be one of the delegates. The Board, or the Chair, in the absence of a meeting of the Board, shall fill delegate vacancies from among the alternates. If there are no alternates, the Board or the Chair, in the absence of a meeting of the Board, shall have the power to fill vacancies until the next meeting of the National Council. Each National Council delegate shall serve for a term of three years from the date of his or her election or until his or her successor is elected or appointed.

Section 2. Responsibilities. All National Council delegates shall elect members of the National Board of Directors and conduct such other business as may, from time to time, properly come before the National Council delegates.

ARTICLE XIII General Provisions

Section 1. Prohibition of Stock. The Council shall neither authorize nor issue shares of stock.

Section 2. Distributions. The Council may confer benefits upon its Members in conformity with its purposes. The Council shall not make any other distributions except those in accordance with the Act.

Section 3. Fiscal Year. The fiscal year of the Council shall be fixed by the Board.

Section 4. Pronouns. Each reference to pronouns in these Bylaws shall be construed in the masculine, feminine, neuter, singular, or plural, as the context may require.

Section 5. Amendments to these Bylaws and the Articles. The Articles and these Bylaws may only be amended by the approval of (a) the Board in accordance with the Act; and (b) the Delegates by 2/3 of the votes cast or a majority of the votes entitled to be cast on the amendment, whichever is less, unless a greater vote of the Board or the Delegates is required under the Act. The Council shall provide written notice of any meeting of the Board and Delegates at which an amendment to the Articles or these Bylaws is to be voted upon. The notice must be provided in accordance with these Bylaws. The notice must state that the purpose or one of the purposes of the meeting is to consider a proposed amendment to the Articles or the Bylaws and contain or be accompanied by a copy or summary of the proposed amendment or state the general nature of the amendment.

Section 6. Voting of Shares of Other Councils. Authority to vote shares of another corporation or of any association held by this Council, and to execute proxies and written waivers and consents in relation thereto, shall be vested exclusively in the Chair or such officer(s) and employee(s) of this Council as shall be expressly identified by name or title from time to time by the Board in resolutions formally adopted for that purpose.

Section 7. Contributions. The Board shall establish guidelines as needed for accepting contributions, bequests, and gifts. Any contributions, bequests, and gifts made to the Council shall be accepted or collected only as authorized by the guidelines set forth in a resolution of the Board.

Section 8. Budget. The Board will approve the annual operating and capital budgets. No expenses will be incurred that would cause the Council to exceed its aggregate annual expense budget without prior approval of the Board. The Board will follow the procedures prescribed in the financial policies of the Council.

Section 9. Audits and Financial Reports. A certified public accountant or other independent public accountant shall be retained by the Board to make an annual examination of the financial accounts of the Council and to submit a report of such examination to the Board and to the Girl Scouts of the United States of America. A summary report of the financial operations of the Council shall be made at least annually to the Members, and to the public, in such form as the Board shall provide.

Section 10. Property. Title of all property (with the exception of troop equipment) shall be held in the name of the Council. All properties will be insured appropriately for both property and liability coverage.

Section 11. Seal. The seal of the Council shall have inscribed thereon the name of the Council and the word "Seal."

Section 12. Parliamentary Authority. Robert's Rules of Order, in its most recent revision, shall be the parliamentary authority governing the meetings of the Council, the Board, the Delegates, and all other committees and constituencies of the Council, subject to applicable laws, the Articles, and these Bylaws.

Section 13. Electronic Transactions. The Council may conduct any transaction or transactions by electronic means, and this provision shall constitute the agreement by the Council and its Members, Delegates, Service Units, Directors, and Officers to the conduct of transactions by electronic means.

Section 14. Open Membership Meeting. In addition to the Annual Meeting and special meetings of the Council, Open Membership meetings ("**Open Membership Meetings**") shall be held from time to time as determined by the Board, but no less than annually, for the purpose of providing an opportunity for an exchange between the Board and Delegates and other invitees as to matters affecting the operation, policies, and future direction of the Council. The Council will provide such notice of the Open Membership Meetings in a manner and to such persons as the Board shall determine. The Chair shall assign one or more representatives of the

Board to attend each Open Membership Meetings and provide a report of the meeting to the Board at the Board's next regular Board meeting.