

**PROPOSED BYLAWS
OF
GIRL SCOUTS OF CENTRAL CALIFORNIA SOUTH,
a California Nonprofit Public Benefit Corporation**

ARTICLE 1: NAME; PRINCIPAL OFFICE

Section 1.1. Name. The name of this corporation is GIRL SCOUTS OF CENTRAL CALIFORNIA SOUTH (the "Council").

Section 1.2. Principal Office. The principal office for the transaction of the activities and affairs of the Council is located at 1377 West Shaw Avenue, Fresno, in Fresno County, California 93711. The Board of Directors may change the location of the principal office. Any such change of location must be noted by the Secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

Section 1.3. Other Offices. The Board of Directors may at any time establish branch or subordinate offices at any place or places where the Council is qualified to conduct its activities.

ARTICLE 2: OBJECTIVES AND PURPOSES

Section 2.1. Purpose. This Council has been formed under the California Nonprofit Public Benefit Corporation law for the purposes stated in the Articles of Incorporation. In the context of this general purpose, the Council shall offer girls, in grades kindergarten through 12, residing within its jurisdiction, an opportunity to participate in the Girl Scout program, in accordance with the purpose of the Girl Scout Movement in the United States of America, and to carry on other charitable and educational activities associated with this goal as allowed by law.

ARTICLE 3: CONSTRUCTION AND DEFINITIONS

Section 3.1. Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular.

Section 3.2. Electronic Transmission. Subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms "written" and "in writing" as used in these bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means and may include electronic transmissions, such as facsimile or email, provided (i) for electronic transmissions from the Council, the Council has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to the Council, the Council has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

ARTICLE 4: IRREVOCABLE DEDICATION OF ASSETS

Section 4.1. This corporation's assets are irrevocably dedicated to public benefit and charitable purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any director or officer of this corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and which has established its exempt status under Internal Revenue Code §501(c)(3).

ARTICLE 5: MEMBERS

Section 5.1. Membership. This Council shall have one class of members. Any person aged 18-years-old and older dedicated to the purposes of the Girl Scout Movement, and who is a registered member of the Council and the Girl Scouts of the USA, shall be eligible for membership on approval of the membership application by the Board and on timely payment of such dues and fees as the Board may fix from time to time.

Section 5.2. Service Units. The Council shall establish geographical subdivisions known as "Service Units" within the Council's jurisdiction. All members of the Council shall be a member of a Service Unit.

Section 5.3. Membership Rights. All members who are Delegates, as that term is defined in Section 6.1 herein below, all members who are serving as directors on the Council's Board of Directors, and all members who are serving on the Council's Board Development Committee shall have the right to vote, as set forth in these bylaws, on the election of directors, on the disposition of all or substantially all of the Council's assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the Council. In addition, those members shall have the rights afforded members under the California Nonprofit Public Benefit Corporation Law.

Section 5.4. Other Members. This Council may refer to other persons associated with it as "members," even though those persons are not voting members as set forth in Section 5.3 of these bylaws, but no such reference shall constitute anyone as a member within the meaning of Corporations Code §5056 unless that person or entity shall have qualified for a voting membership under Section 5.3 of these bylaws. References in these bylaws to "Voting Member(s)" shall mean members as defined in Corporations Code § 5056, i.e., the members identified in Section 5.3 of these bylaws. By amendment of its Articles of Incorporation or of these bylaws, the Council may grant some or all of the rights of a member of any class to any person that does not have the right to vote on the matters specified in Section 6.1 of these bylaws, but no such person or entity shall be a member within the meaning of Corporations Code §5056.

Section 5.5. Dues, Fees, and Assessments. Each member must pay, within the time and on the conditions set by the Board, the dues, fees, and assessments in amounts to be fixed from time to time by the Board. The dues, fees, and assessments shall be equal for all members of each class, but the Board may, in its discretion, set different dues, fees, and assessments for each class.

Section 5.6. Good Standing. Members who have paid the required dues, fees, and assessments in accordance with these bylaws and who are not suspended shall be members in good standing.

Section 5.7. Termination of Membership. A membership shall terminate on occurrence of any of the following events:

- (1) Death or resignation of the member;
- (2) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;
- (3) The member's failure to pay dues, fees, or assessments as set by the Board within thirty (30) days after they are due and payable;
- (4) Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or

(5) Termination of membership under Section 5.8 of these bylaws based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the Council, or has engaged in conduct materially and seriously prejudicial to the Council's purposes and interests.

Section 5.8. Suspension of Membership. A member may be suspended based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the Council's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the Council's purposes and interests. A person whose membership is suspended shall not be a member during the period of suspension.

Section 5.9. Procedure. If grounds appear to exist for suspending or terminating a member under Sections 5.6 or 5.7 of these bylaws, the following procedure shall be followed:

(1) The Board shall give the member at least 15 days' prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the Council's records.

(2) The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the suspension or termination should occur.

(3) The Board, committee, or person shall decide whether the member should be suspended, expelled, or sanctioned in any way. The decision of the Board, committee, or person shall be final.

(4) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination.

Section 5.10. Memberships Not Transferable. No membership or right arising from membership shall be transferred. All membership rights cease on the member's death.

ARTICLE 6: COUNCIL DELEGATES

Section 6.1. Service Unit Delegates. On or before October first of each calendar year, each Service Unit shall appoint from among its regular members two delegates as well as one additional delegate for every 40 girl members in the Service Unit ("Delegates") to represent that Service Unit at any meeting of members. One alternate delegate ("Alternate") shall also be appointed at the same time and in the same manner from among the Service Units regular members. Upon appointment, Service Units shall submit the names of the Delegates to the Secretary of the Council. Delegates shall represent their respective Service Units at all member meetings and shall have the right to vote, as set forth in these bylaws, on the election of directors, on the disposition of all or substantially all of the Council's assets, on any merger and its principal terms and any amendment of those terms, on any election to dissolve the Council, and on all other matters requiring a membership vote under the California Nonprofit Public Benefit Corporation Law.

Section 6.2. Term. Delegates shall be appointed for a term of one year and shall serve until their successors are appointed. If a vacancy occurs during a term, the Service Unit shall designate the Alternate to fill the vacancy or elect another delegate to serve the unexpired term.

Section 6.3. Voting. Votes at member meetings shall be cast by the Delegates and, in the event of a vacancy by a delegate, by any Alternate. If an Alternate shall vote at a meeting of the members, the Secretary of the Council must be notified at least 14 days prior to the start of the meeting.

ARTICLE 7: MEETINGS OF MEMBERS

Section 7.1. Annual Meeting. A general meeting of members shall be held at least annually at such time and place, and on such notice, if any, as the Board may determine. Unless elected by written ballot, directors shall be elected at this meeting. Subject to Sections 7.8 and 7.9 of these bylaws, any other proper business may be transacted at this meeting.

Section 7.2. Location of Meetings. Meetings of the members shall be held at any place within or outside California designated by the Board or by the written consent of all Voting Members entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, members' meetings shall be held at the Council's principal office. The Board may authorize Voting Members who are not present in person to participate by electronic transmission or electronic video communication.

Section 7.3. Authority for Electronic Meetings. If authorized by the Board in its sole discretion, and subject to the requirements of consent in Corporations Code §20(b) and guidelines and procedures the Board may adopt, Voting Members not physically present in person (or, if proxies are allowed, by proxy) at a meeting of members may, by electronic transmission by and to the Council or by electronic video screen communication, participate in a meeting of members, be deemed present in person (or, if proxies are allowed, by proxy), and vote at a meeting of members whether that meeting is to be held at a designated place or in whole or in part by means of electronic transmission by and to the Council or by electronic video screen communication, subject to the requirements of these bylaws.

Section 7.4. Requirements for Electronic Meetings. A meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the Council or by electronic video screen communication (1) if the Council implements reasonable measures to provide Voting Members in person a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Voting Members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, and (2) if any Voting Members vote or take other action at the meeting by means of electronic transmission to the Council or electronic video screen communication, a record of that vote or action is maintained by the Council. Any request by a Council to a Voting Member pursuant to Corporations Code §20(b) for consent to conduct a meeting of members by electronic transmission by and to the Council shall include a notice that absent consent of the Voting Member pursuant to Corporations Code §20(b), the meeting shall be held at a physical location in accordance with Section 7.2 of these bylaws.

Section 7.5. Authority to Call Special Meetings. The Board, the Chair of the Board, or five (5) percent or more of the Voting Members, may call a special meeting of the members for any lawful purpose at any time.

Section 7.6. Call of Special Meetings. A special meeting called by any person entitled to call a meeting of the members shall be called by written request, specifying the general nature of the business proposed to be transacted, and addressed to the attention of and submitted to the Chair of the Board, or any Vice President or the Secretary of the Council. The officer receiving the request shall cause notice to be given promptly to the Voting Members entitled to vote, under Section 6.1 of these bylaws, stating that a meeting will be held at a specified time and date fixed by the Board. However, the meeting date shall be at least 35 but no more than 90 days after receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board.

Section 7.7. Proper Business of Special Meeting. No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 7.8. Written Notice Required. Whenever Voting Members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, under Sections 7.8 and 7.9 of these bylaws, to each Voting Member. The notice shall specify the place, date, and hour of the meeting, and the means of electronic transmission by and to the Council or electronic video screen communication, if any, by which Voting Members may participate in the meeting. For the annual meeting, the notice shall state the matters that the Board, at the time notice is given, intends to present for action by the Voting Members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.

Section 7.9. Notice of Certain Agenda Items. Approval by the Voting Members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (1) Removing a director without cause;
- (2) Amending the Articles of Incorporation; or
- (4) Electing to wind up and dissolve the Council.

Section 7.10. Notice Requirements. Notice of any meeting of members shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be given either personally, by electronic transmission by the Council, or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each Voting Member entitled to vote, at the address of that Voting Member as it appears on the books of the Council or at the address given by the Voting Member to the Council for purposes of notice. If no address appears on the Council's books and no address has been so given, notice shall be deemed to have been given if either (1) notice is sent to that Voting Member by first-class mail or facsimile or other written communication to the Council's principal office or (2) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

Section 7.11. Electronic Notice.

A. Notice given by electronic transmission by the Council shall be valid only if:

(1) Delivered by (a) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the Council; (b) posting on an electronic message Board or network that the Council has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered on the later of the posting or delivery of the separate notice of it; or (c) other means of electronic communication;

(2) To a recipient who has provided an unrevoked consent to the use of those means of transmission for communications; and

(3) That creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

B. Notwithstanding the foregoing,

(1) An electronic transmission by this Council an Voting Member is not authorized unless, in addition to satisfying the requirements of this section, the consent to the transmission has been preceded by or includes a clear written statement to the recipient as to (a) any right of the recipient to have the record provided or made available on paper in nonelectronic form, (b) whether the consent

applies only to that transmission, to specified categories of communications, or to all communications from the Council, and (c) the procedures the recipient must use to withdraw consent.

(2) Notice shall not be given by electronic transmission by the Council after either of the following: (a) the Council is unable to deliver two consecutive notices to the Voting Member by that means or (b) the inability so to deliver the notices to the Voting Member becomes known to the Secretary, any assistant Secretary, or any other person responsible for the giving of the notice.

Section 7.12. Affidavit of Mailing. An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the Secretary, assistant Secretary, or any transfer agent of the Council, and if so executed, shall be filed and maintained in the Council's minute book.

Section 7.13. Quorum. One-third (1/3) of the voting power shall constitute a quorum for the transaction of business at any meeting of members. Except as otherwise required by law, the articles, or these bylaws, the Voting Members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough Voting Members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Voting Members required to constitute a quorum.

ARTICLE 8: VOTING

Section 8.1. Eligibility to Vote. Subject to the California Nonprofit Public Benefit Corporation Law, Voting Members in good standing on the record date as determined under Sections 8.12 and 8.13 of these bylaws, shall be entitled to vote at any meeting of members.

Section 8.2. Manner of Voting. Voting may be by voice or by ballot, except that any election of directors must be by ballot if demanded before the voting begins by any Voting Member at the meeting.

Section 8.3. Number of Votes. Each Voting Member entitled to vote may cast one vote on each matter submitted to a vote of the Voting Members.

Section 8.4. Majority Approval. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the Voting Members unless the vote of a greater number is required by the California Nonprofit Public Benefit Corporation Law or by the Articles of Incorporation.

Section 8.5. Waiver of Notice or Consent. The transactions of any meeting of members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice, if (1) a quorum is present, and (2) either before or after the meeting, each Voting Member entitled to vote, not present in person, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of any matter specified in Section 7.9 of these bylaws, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

A Voting Member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting unless the Voting Member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

Section 8.6. Action by Unanimous Written Consent. Any action required or permitted to be taken by the Voting Members may be taken without a meeting, if all Voting Members consent in writing to the

action. The written consent or consents shall be filed with the minutes of the meeting. The action by written consent shall have the same force and effect as a unanimous vote of the Voting Members.

Section 8.7. Action by Written Ballot. Any action that Voting Members may take at any meeting of members may also be taken without a meeting by complying with Sections 7.8 and 7.9 of these bylaws.

Section 8.8. Solicitation of Ballots. This Council shall distribute one written ballot to each Voting Member entitled to vote on the matter. The ballot and any related material may be sent by electronic transmission by the Council, and responses may be returned to the Council by electronic transmission that meets the requirements of Section 3.2 of these bylaws. All solicitations of votes by written ballot shall (1) state the number of responses needed to meet the quorum requirement; (2) state, with respect to ballots other than for election of directors, the percentage of approvals necessary to pass the measure or measures; and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (1) set forth the proposed action; (2) give the Voting Members an opportunity to specify approval or disapproval of each proposal; and (3) provide a reasonable time in which to return the ballot to the Council.

Section 8.9. Approval Requirements. Approval by written ballot shall be valid only when (1) the number of votes cast by ballot (including ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

Section 8.10. Written Ballots As Irrevocable. A written ballot may not be revoked.

Section 8.11. Filing Ballots. All written ballots shall be filed with the Secretary of the Council and maintained in the corporate records for at least five (5) years.

Section 8.12. Record Date. For purposes of establishing the Voting Members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the Board of Directors may, in advance, fix a record date. The record date so fixed for

(1) Sending notice of a meeting shall be no more than 90 nor less than 10 days before the date of the meeting;

(2) Voting at a meeting shall be no more than 60 days before the date of the meeting;

(3) Voting by written ballot shall be no more than 60 days before the day on which the first written ballot is mailed or solicited; and

(4) Taking any other action shall be no more than 60 days before that action.

Section 8.13. Record Date For Actions Not Set by Board. If not otherwise fixed by the Board, the record date for determining Voting Members entitled to receive notice of a meeting of members shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held. If not otherwise fixed by the Board, the record date for determining Voting Members entitled to vote at the meeting shall be the day on which the meeting is held. If not otherwise fixed by the Board, the record date for determining Voting Members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited. If not otherwise fixed by the Board, the record date for determining Voting Members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later. For purposes of Sections 8.12 and 8.13 of these bylaws, a person appointed as a Service Unit delegate at the close of business on the record date shall be a delegate of record.

Section 8.14. Adjournment; Notice. Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the Voting Members represented at the meeting. No meeting may be adjourned for more than 45 days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned (or the means of electronic transmission by and to the Council or electronic video screen communication, if any, by which Voting Members may participate) are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each Voting Member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the Council may transact any business that might have been transacted at the original meeting.

ARTICLE 9: BOARD OF DIRECTORS

Section 9.1. General Powers of Board. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or bylaws regarding actions that require approval of the Voting Members, the Council's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

Section 9.2. Specific Powers of Board. Without prejudice to their general powers, but subject to the same limitations, the Board shall have the power to:

(1) Prescribe powers and duties for all corporate officers, agents, and employees as are consistent with the law, the Articles of Incorporation, and these bylaws; fix their compensation; and require from them security for faithful service.

(2) Change the principal office or the principal business office in California from one location to another; cause the Council to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California; and designate a place in or outside California for holding any meeting of members.

(3) Borrow money and incur indebtedness on the Council's behalf and cause to be executed and delivered for the Council's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

(4) Adopt and use a corporate seal; prescribe the forms of membership certificates; and alter the forms of the seal and certificates.

Section 9.3. Number and Qualifications of Directors. The Board of Directors shall consist of at least twelve (12) but no more than seventeen (17) directors unless changed by amendment to these bylaws. The exact number of directors shall be fixed, within those limits, by a resolution adopted by the Board of Directors. The qualifications for directors are current registration as a member of the Council and the Girl Scouts USA and agreement with and willingness to act in accordance with all policies and procedures of the Council and Girl Scouts USA, with such agreement indicated by a signed writing as may be required from time to time by the Board of Directors.

Section 9.4. Election and Term of Office. Directors shall be elected at each annual meeting of members, as provided in Section 7.1 of these bylaws, with one-third (1/3) of the fixed number of directors authorized by Board resolution, as provided in Section 9.3 of these bylaws, to be elected on a rotating basis each year. Directors shall be elected to hold office for a term of two (2) years. A director may be elected as a director of the Council for no more than three (3) consecutive two-year terms; however, the term in which any director serves as an officer of the Council shall not be considered in determining the number of consecutive years of service on the Board. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified.

Section 9.5. Interested Persons as Directors. No more than 49 percent of the persons serving on the Board may be "interested persons." An interested person is (1) any person compensated by the Council for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the Council.

Section 9.6. Director Nominations. The Board Development Committee shall make submit a report for director nominations at least 60 days before the date of the election of directors, or at such other time as the Board may set, and the Secretary shall forward to each Voting Member, with the notice of meeting required by these bylaws, a list of all candidates nominated by committee.

Section 9.7. Floor Nominations. When a meeting is held for the election of directors, any of the Voting Members present at the meeting may place names in nomination provided the eligibility of the individuals so nominated has been established and is in accordance with these bylaws, and the written consent and biography of such individual has been secured and submitted to the Chair of the Board Development Committee at least seventy-two (72) hours in advance of the annual meeting of members.

Section 9.8. Nominee's Right to Solicit Votes. The Board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to Voting Members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all Voting Members to choose among the nominees.

Section 9.9. Vacancies on Board. A vacancy or vacancies on the Board of Directors shall occur in the event of (1) the death, removal, or resignation of any director; (2) the declaration by Board resolution of a vacancy in the office of a director who has been declared of unsound mind by a court order, convicted of a felony, or, if the Council holds assets in charitable trust, found by a final order or judgment of any court to have breached a duty under California Corporations Code §7238; (3) the vote of the Voting Members or, if the Council has fewer than 50 members, the vote of a majority of all Voting Members, to remove the director(s); (4) an increase in the authorized number of directors; or (5) the failure of the Voting Members, at any meeting of members at which any director or directors are to be elected, to elect the number of directors required to be elected at such meeting.

Section 9.10. Resignation of Directors. Except as provided below, any director may resign by giving written notice to the Chair of the Board, if any, or the Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the California Attorney General, no director may resign if the Council would be left without a duly elected director or directors.

Section 9.11. Removal of Directors.

(1) If the Council has fewer than fifty (50) members, any director may be removed, with or without cause, by the vote of the majority of all Voting Members entitled to cast a vote or, if the Council has more than fifty (50) members, by the vote of a majority of the votes represented and voting at a duly held meeting at which a quorum is present. Any vacancy caused by the removal of a director by a vote of the Voting Members shall be filled as provided in Section 9.12.

(2) Any director who does not attend three successive Board meetings will automatically be removed from the Board without Board resolution unless:

(A) The director requests a leave of absence for a limited period of time, and the leave is approved by the directors at a regular or special meeting. If such leave is granted, the number of Board members will be reduced by one in determining whether a quorum is or is not present;

(B) The director suffers from an illness or disability which prevents him or her from attending meetings and the Board by resolution waives the automatic removal procedure of this subsection; or

(C) The Board by resolution of the majority of Board members agrees to reinstate the director who has missed three meetings.

Section 9.12. Vacancies Filled by Board. Vacancies on the Board may be filled by approval of the Board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held according to notice or waivers of notice complying with Corporations Code §5211 or (3) a sole remaining director.

Section 9.13. No Vacancy on Reduction. Any reduction of the authorized number of directors shall not result in any director's being removed before his or her term of office expires.

Section 9.14. Location of Board Meetings. Meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the Council.

Section 9.15. Meetings by Telecommunication. Any Board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if both the following apply:

(1) Each member participating in the meeting can communicate concurrently with all other members.

(2) Each member is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Council.

Section 9.16. Annual Meeting of Board. Immediately after each annual meeting of members, the Board shall hold a general meeting for purposes of organization and transaction of other business. Notice of this meeting is not required. Other general meetings of the Board may be held without notice at such time and place as the Board may fix from time to time.

Section 9.17. Special Meetings. Special meetings of the Board for any purpose may be called at any time by the Chair of the Board, or any Vice President, the Secretary, or any two directors.

Section 9.18. Notice of Special Meetings. Notice of the time and place of special meetings shall be given to each director by (1) personal delivery of written notice; (2) first-class mail, postage prepaid; (3) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or by electronic transmission, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; (4) facsimile; (5) electronic mail; or (6) other electronic means. All such notices shall be given or sent to the director's address or telephone number as shown on the Council's records.

Notices sent by first-class mail shall be deposited in the United States mails at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic transmission shall be delivered, telephoned, or sent, respectively, at least forty-eight (48) hours before the time set for the meeting. The notice shall state the time of the meeting and the place, if the place is other than the Council's principal office. The notice need not specify the purpose of the meeting.

Section 9.19. Quorum. A majority of the authorized number of directors shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporations Law, including, without limitation, those provisions relating to (1) approval of contracts or transactions in

which a director has a direct or indirect material financial interest, (2) approval of certain transactions between corporations having common directorships, (3) creation of and appointments to committees of the Board, and (4) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 9.20. Waiver of Notice. Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

Section 9.21. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 9.22. Notice of Adjourned Meeting. Notice of the time and place of holding a meeting adjourned as provided in Section 9.21 ("Adjourned Meeting") need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the Adjourned Meeting, to the directors who were not present at the time of the adjournment.

Section 9.23. Board Action Without Meeting. Any action that the Board is required or permitted to take may be taken without a meeting if all Board members consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the Council is a party and who is an "interested director" as defined in Corporations Code §5233 shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

Section 9.24. Reimbursement. The Board may authorize the advance or reimbursement of actual reasonable expenses incurred by a director or member of a committee in carrying out his or her duties. Directors shall not otherwise be compensated.

ARTICLE 10: COMMITTEES OF THE COUNCIL

Section 10.1. Board Development Committee. The Council shall have a Board Development Committee consisting of at least five (5) but no more than nine (9) committee members, including at least (2) and no more than three (3) directors. The qualifications for appointment to the Board Development Committee are current registration as a member of the Council and registration as a member of the Girl Scouts USA. The majority of the Board Development Committee shall be Council members who are not directors.

(1) The Board Development Committee shall prepare a single slate of candidates nominated by the committee for the positions of:

- (a) Board of Directors;
- (b) Officers;
- (c) Council Board Development Committee members; and
- (d) Delegates to the GSUSA National Council, and a single slate of alternates ranked to fill vacancies among elected delegates, should vacancies occur in accordance with the National Council calendar.

The Board Development Committee shall make its report at least 60 days before the date of the election, or at such other time as the Board may set, and the Secretary shall forward to each Voting Member, with the notice of meeting required by these bylaws, a list of all candidates nominated by committee.

(2) Members of the Board Development Committee shall be elected by the Eligible Voters at each annual meeting of the members. Each Board Development Committee member shall be elected to hold office for a term of two years, or until a successor has been elected. A member may be elected to the Board Development Committee for no more than two (2) consecutive years and shall not be eligible again to serve on the Board Development Committee until after the lapse of two (2) years. If election is by written ballots, election occurs immediately when the results are determined.

(3) The member terms shall be staggered so that approximately one-half (1/2) of all the two-year terms will expire each year. If the total number of positions on the Board Development Committee is an even number, one-half (1/2) of the terms will expire at each successive annual meeting of members. If the number of positions is odd, an odd number of positions will expire in the odd numbered years and an even number of positions will expire in the even numbered years. A term of office begins at the call of order of the first Board Development Committee meeting after the election. The term ends with the close of the annual meeting of members at which a member's term is expiring. The Board of Directors shall have the power to fill vacancies on the Board Development Committee until the next annual meeting of members.

(4) The Chair of the Board Development Committee shall be appointed by the Chair of the Board with the approval of the Board of Directors, for a term of one year, or until a successor is selected, from among the current members of the committee. The Board development Chair may only serve as Chairperson once per term. If the Chair is not already elected to the Board of Directors, the Chair shall be a voting member of the Board of Directors.

Section 10.2.

Committees. The Board may establish one or more committees, each consisting of two or more directors, and which may consist of one or more members who are not directors. Such committees may not exercise the authority of the Board to make decisions on behalf of the Council, but shall be limited to making recommendations to the Board or the Board's authorized representatives and to implementing Board decisions and policies. Appointment to a committee shall be by majority vote of the directors then in office. All committees appointed by the Board shall be subject to the supervision and control of the Board.

Section 10.3. Audit Committee. Pursuant to Section 10.2 of these bylaws, the Council shall have an audit committee consisting of at least two directors, and may include nonvoting advisors. Directors who are employees or officers of the Council or who receive, directly or indirectly, any consulting, advisory, or other compensatory fees from the Council (other than for service as director) may not serve on the audit committee. The audit committee shall perform the duties and adhere to the guidelines set forth in the Council's audit committee charter as amended from time to time by the Board. Such duties include, but are not limited to:

- (1) Assisting the Board in choosing an independent auditor and recommending termination of the auditor, if necessary;
- (2) Negotiating the auditor's compensation;
- (3) Conferring with the auditor regarding the Council's financial affairs; and
- (4) Reviewing and accepting or rejecting the audit.

Members of the audit committee shall not receive compensation for their service on the audit committee in excess of that provided to directors for their service on the Board. If the Council has a Finance Committee, a majority of the members of the audit committee may not concurrently serve as members of the Finance Committee, and the Chair of the audit committee may not serve on the Finance Committee.

Section 10.4. Compensation Committee. Pursuant to Section 10.2 of these bylaws, the Council shall have a compensation committee consisting of at least three directors and no one who is not a director. Directors who are also employees of the Council may not serve on the compensation committee. Pursuant to Government Code §12586(g) and the applicable provisions of federal law, the compensation committee shall review the compensation of the chief executive officer, Treasurer, and such other officers of the Council the compensation committee determines appropriate, annually and whenever a modification in compensation is proposed. The review shall include an evaluation of the performance of the officers and an analysis of appropriate comparability data. Based on its review, the compensation committee shall recommend just and reasonable compensation amounts for the officers to the Board. At the request of the Chair of the Board or the Board, the compensation committee shall review any issue involving staff compensation and benefits, including but not limited to, housing, health, and retirement plans.

Section 10.5. Executive Committee. Pursuant to Section 10.2 of these bylaws, the Board may appoint two directors of the Council to serve together with the officers of the Council as the executive committee of the Board. The executive committee, unless limited by a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the Council between meetings of the Board; provided, however, that the executive committee shall not have the authority of the Board in reference to those matters enumerated in Section 10.2. All actions of the executive committee shall be reported to and ratified by the full Board at the next duly scheduled Board meeting.

Section 10.6. Finance Committee. Pursuant to Section 10.2 of these bylaws, the Board may appoint two or more directors, together with the Council treasurer, and up to four members of the Council who are not directors to serve together as the Finance Committee. A Finance Committee chair shall be selected from and by the Finance Committee members. The Finance Committee shall act with the care, skill, prudence, and diligence under the circumstances then prevailing that a prudent person acting in a like capacity and familiar with these matters would use in the conduct of an enterprise of like character and with like aims to accomplish the purposes of the institution. The Finance Committee shall provide financial oversight for the Council through the processes of developing an annual budget and presenting the same to the Board of Directors for approval; setting financial goals for the Council; reviewing the Council's revenues, expenditures, balance sheet, and investments; presenting financial reports to the Board of Directors, and providing guidance for the Council's overall financial matters. The Finance Committee shall, additionally, develop and propose an overall investment strategy. The Finance Committee shall consider present and future financial requirements, expected total return, general economic conditions, the appropriate level of risk, appropriate levels of income, growth and long-term net appreciation, and the probable safety of the funds. The committee may retain professional money managers, and shall develop an investment policy that shall be reconsidered at least annually, in light of the changing needs of the Council, economic conditions, and any other factors that may affect the Council's tolerance of risk and need for income. The committee may recommend the retention of property contributed by a donor (whether or not it produces income), and a donor's request should be a factor in making the determination of whether to sell a particular asset contributed by a donor.

Section 10.7. Council Committee Meetings. Meetings and actions of the Board Development Committee and of committees of the Board shall be governed by, held, and taken under the provisions of these bylaws concerning meetings and other Board actions, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Board resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the Board has not adopted rules, the committee may do so.

ARTICLE 11: OFFICERS OF THE COUNCIL

Section 11.1. Officers. The officers of this Council shall be a Chair of the Board, a First Vice President, a Second Vice President, a Secretary, and a Treasurer. The Council, at the Board's discretion, may also have one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed under Section 11.3 of these bylaws. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Chair of the Board.

Section 11.2. Election of Officers. The officers of this Council, except any appointed under Section 11.3 of these bylaws, shall be elected by the Voting Members at each annual meeting of members to serve for a two-year term, subject to the rights of any officer under any employment contract. An officer may be elected as an officer of the Council for no more than three (3) consecutive two-year terms.

Section 11.3. Additional Officers. The Board may appoint and authorize the Chair of the Board, or another officer to appoint any other officers that the Council may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in the bylaws or established by the Board.

Section 11.4. Removal of Officers. Without prejudice to the rights of any officer under an employment contract, the Board may remove any officer with or without cause. An officer who was not chosen by the Board may be removed by any other officer on whom the Board confers the power of removal.

Section 11.5. Resignation of Officers. Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the Council under any contract to which the officer is a party.

Section 11.6. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for normal appointments to that office. In the case of a permanent vacancy in the office of Chair of the Board, the Vice Presidents will succeed in order of their rank until the next annual meeting of members, with the first Vice President succeeding to the office of Chair of the Board and the Second Vice President succeeding to the office of First Vice President.

Section 11.7. Board Chair. Subject to the control of the Board, the Chair of the Board of Directors shall preside at Board meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time. The Chair of the Board shall preside at all members' meetings and at all Board meetings. The Chair of the Board shall be an ex-officio member, without the right to vote, of all committees and task groups, except, however, the Chair of the Board shall not serve as an ex-officio member of the Board Development Committee. The Chair of the Board shall have such other powers and duties as the Board or the bylaws may require.

Section 11.8. First Vice President. Subject to the control of the Board, the First Vice President shall assist the Chair of the Board as assigned; and preside at meetings of the Council, the Board of Directors, and the Executive Committee in the absence or inability of the Chair of the Board, or when delegated the responsibility of presiding. If the Chair of the Board is absent or disabled, the First Vice President shall perform all duties of the Chair of the Board. When so acting, the First Vice President shall have all powers of and be subject to all restrictions placed on the Chair of the Board. The First Vice President shall have such other powers and duties as the Board or the bylaws may require.

Section 11.9. Second Vice President. Subject to the control of the Board, the First Vice President shall assist the Chair of the Board as assigned; and preside at meetings of the Council, the Board of Directors, and the Executive Committee in the absence or inability of the Chair of the Board and First Vice

President, or when delegated the responsibility of presiding. If the first Vice President is absent or disabled, or has succeeded to the office of Chair of the Board, the Second Vice President shall perform all duties of the First Vice President. When so acting, the Second Vice President shall have all powers of and be subject to all restrictions placed on the First Vice President. The Second Vice President shall have such other powers and duties as the Board or the bylaws may require.

Section 11.10. Secretary. The Secretary shall keep or cause to be kept, at the Council's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, of committees of the Board, and of members' meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of persons present at Board and committee meetings; and the number of Voting Members present at members' meetings.

The Secretary shall keep or cause to be kept, at the Council's principal office, a copy of the Articles of Incorporation and bylaws, as amended to date. The Secretary shall keep or cause to be kept, at the Council's principal office or at a place determined by resolution of the Board, a record of the Council's members, showing each member's name, address, and class of membership.

The Secretary shall give, or cause to be given, notice of all meetings of members, of the Board, and of committees of the Board that these bylaws require to be given. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board or the bylaws may require.

Section 11.11. Treasurer. The Treasurer, shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Council's properties and transactions. The Treasurer shall send or cause to be given to the Voting Members and directors such financial statements and reports as are required to be given by law, by these bylaws, or by the Board. The books of account shall be open to inspection by any director at all reasonable times.

The Treasurer shall (1) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Council with such depositories as the Board may designate; (2) disburse the Council's funds as the Board may order; (3) render to the Chair of the Board and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the Council; and (4) have such other powers and perform such other duties as the Board or the bylaws may require including, but not limited to, participation as a member of the Finance Committee.

If required by the Board, the Treasurer shall give the Council a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Council of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office.

Section 11.12. Chief Executive Officer. The chief executive officer shall have the powers and duties of managing and administering the operations of the Council, shall be the general manager of the Council and shall supervise, direct, and control the Council's activities, affairs, officers, committees and task groups. The chief executive officer shall have the authority to employ and release all Council employees in accordance with policies adopted by the Board of Directors. The chief executive officer shall have such other powers and perform such other duties as may be designated by the Board of Directors. The chief executive officer shall serve as a non-voting member of the Board of Directors.

Section 11.13. Contracts with Directors. No director of this Council nor any other Council, firm, association, or other entity in which one or more of this Council's directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this Council unless (1) the material facts regarding that director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board prior to the Board's consideration of such contract or transaction; (2) such contract or transaction is authorized in good faith by a majority of the

Board by a vote sufficient for that purpose without counting the votes of the interested directors; (3) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the Council could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (4) the Council for its own benefit enters into the transaction, which is fair and reasonable to the Council at the time the transaction is entered into.

This Section does not apply to a transaction that is part of an educational or charitable program of this Council if it (1) is approved or authorized by the Council in good faith and without unjustified favoritism and (2) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this Council.

Section 11.14. Loans to Directors and Officers. This Council shall not lend any money or property to or guarantee the obligation of any director or officer without the approval of the California Attorney General, provided, however, that the Council may advance money to a director or officer of the Council for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses by the Council.

Section 11.15. Indemnification. To the fullest extent permitted by law, this Council shall indemnify its directors and officers, and may indemnify employees and other persons described in Corporations Code §5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the Council, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the Board by any person seeking indemnification under Corporations Code §5238(b) or §5238(c), the Board shall promptly decide under Corporations Code §5238(e) whether the applicable standard of conduct set forth in Corporations Code §5238(b) or §5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification, because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the Voting Members shall determine under Corporations Code §5238(e) whether the applicable standard of conduct has been met and, if so, the Voting Members present at the meeting shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under this Section 11.15 in defending any proceeding covered by those Sections shall be advanced by the Council before final disposition of the proceeding, on receipt by the Council of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Council for those expenses.

Section 11.16. Insurance. This Council shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

ARTICLE 12: NATIONAL DELEGATES

Section 12.1. National Council Delegates. Council delegates to the National Council of Girl Scouts of the USA ("National Council Delegates") shall be elected by the Voting Members at the annual meeting of members in accordance with the national delegate training schedule. Alternate National Council Delegates shall also be elected at the same time and in the same manner as National Council Delegates. A vacancy or vacancies in the position of National Council Delegates shall be filled by Board appointment, or the Chair in the absence of a meeting of the Board, from among the ranked persons

elected as alternate National Council Delegates. If there are no alternate National Council Delegates available for appointment, the Board, or the Chair in the absence of a meeting of the Board, shall appoint a director or directors, as the case may be, to serve as a National Council Delegate or National Council Delegates until the next annual meeting of the Council. National Council Delegates shall be citizens of the United States of America; shall be elected from the active members of the Girl Scout Movement in the United States of America whom are eighteen (18) years of age or over, and shall be registered through the Council with Girl Scouts of the USA. National Council Delegates shall serve for a term as defined by Girl Scouts of the USA.

Two delegate positions of the total National Delegates allowed by GSUSA for the Council shall be reserved for girls who are registered as Ambassadors at the time of the National Convention. Girl National Delegates will be recommended by the Council Destinations Committee and approved by the Council Board of Directors. Selection of girl National Delegates will coincide with the announcement of the elected adult National Delegates.

ARTICLE 13: MAINTENANCE OF CORPORATE RECORDS

Section 13.1. Corporate Records. This Council shall keep the following:

- (1) Adequate and correct books and records of account;
- (2) Minutes of the proceedings of its members, Board, and committees of the Board;

and

- (3) A record of each member's name, address, and class of membership.

The minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two.

Section 13.2. Members' Inspection Rights. Unless the Council provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

- (1) Inspect and copy the records containing members' names, addresses, and voting rights during usual business hours on five (5) days' prior written demand on the Council, which must state the purpose for which the inspection rights are requested; or

- (2) Obtain from the Secretary of the Council, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of members who are entitled to vote for directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The Secretary shall make this list available to the member on or before the later of 10 days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.

The Council may, within 10 business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons the proposed alternative does not meet the proper purpose of the demand.

If the Council reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list.

Any inspection and copying under this Section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts. This right of inspection extends to the records of any subsidiary of the Council.

Section 13.3. Inspection of Accounting Records and Minutes. On written demand submitted to the Council at least 48 hours in advance, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board of Directors, and committees of the Board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney. This right of inspection extends to the records of any subsidiary of the Council.

Section 13.4. Inspection of Articles and Bylaws. This Council shall keep at its principal California office the original or a copy of the Articles of Incorporation and bylaws, as amended to the current date, that shall be open to inspection by the members at all reasonable times during office hours. If the Council has no business office in California, the Secretary shall, on the written request of any member, furnish to that member a copy of the Articles of Incorporation and bylaws, as amended to the current date.

Section 13.5. Directors' Inspection Rights. Every director shall have the absolute right at any reasonable time to inspect the Council's books, records, and documents of every kind, and to inspect the physical properties of the Council. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of books, records, and documents of every kind.

ARTICLE 14: REQUIRED REPORTS

Section 14.1 Annual Report. The Board shall cause an annual report to be sent to the Voting Members and directors within 120 days after the end of the Council's fiscal year. That report shall contain the following information, in appropriate detail:

- (1) The assets and liabilities, including the trust funds, of the Council as of the end of the fiscal year;
- (2) The principal changes in assets and liabilities, including trust funds;
- (3) The Council's revenue or receipts, both unrestricted and restricted to particular purposes;
- (4) The Council's expenses or disbursements for both general and restricted purposes;
- (5) Any information required by Section 14.2 of these bylaws; and
- (6) An independent accountants' report or, if none, the certificate of an authorized officer of the Council that such statements were prepared without audit from the Council's books and records.

This requirement of an annual report shall not apply if the Council receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors and to any Voting Member who requests it in writing. If the Board approves, the Council may send the report and any accompanying material sent pursuant to this section by electronic transmission.

Section 14.2. Annual Statement. As part of the annual report to all Voting Members or as a separate document if no annual report is issued, the Council shall, within 120 days after the end of the Council's fiscal year, annually prepare and mail, deliver, or send by electronic transmission to each Voting

Member and furnish to each director a statement of any transaction or indemnification of the following kind:

(1) Any transaction (a) in which the Council, or its parent or subsidiary, was a party, (b) in which an "interested person" had a direct or indirect material financial interest, and (c) that involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an "interested person" is either

(i) Any director or officer of the Council, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or

(ii) Any holder of more than ten percent (10%) of the voting power of the Council, its parent, or its subsidiary.

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Council, the nature of their interest in the transaction, and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(2) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the Council under Section 11.15 of these bylaws, unless that indemnification has already been approved by the members under Corporations Code §5238(e)(2).

ARTICLE 15: PARLIAMENTARY AUTHORITY

Section 15.1. "Robert's Rules of Order Newly Revised," in its most recent edition, shall be the parliamentary authority governing the meetings of the Council, Board of Directors, all committees and task groups, subject to the laws of the State of California, the Articles of Incorporation, and these bylaws, and any special rules of order adopted by the Council.

ARTICLE 16: AMENDMENTS

Section 16.1. Board Amendment of Bylaws. Subject to the Voting Members' rights under Section 16.4 of these bylaws and the limitations set forth below, the Board may adopt, amend, or repeal bylaws unless doing so would materially and adversely affect the Voting Members' rights as to voting. The Board may not extend a director's term beyond that for which the director was elected.

Section 16.2. Changes to Number of Directors. The Board may not, without the Voting Members' approval, specify or change any bylaw that would: (1) fix or change the authorized number of directors; (2) fix or change the minimum or maximum number of directors; or (3) change from a fixed number of directors to a variable number of director or vice versa.

Section 16.3. Amending Supermajority Requirements. If any provision of these bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

Section 16.4. When Members' Approval Required. Without the approval of the Voting Members, the Board may not adopt, amend, or repeal any bylaw that would: (1) increase or extend the terms of directors; (2) allow any director to hold office by designation or selection rather than by election by the Voting Members; or (3) increase the quorum for members' meetings.

Section 16.5. Adoption, Amendment, or Repeal of Bylaws. New bylaws may be adopted, or these bylaws may be amended or repealed, by approval of the Voting Members. Any provision of these bylaws that requires the vote of a larger proportion of the Voting Members than otherwise is required by law may not be altered, amended, or repealed except by the vote of that greater number. No amendment may extend the term of a director beyond that for which the director was elected.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of GIRL SCOUTS OF CENTRAL CALIFORNIA SOUTH, a California nonprofit public benefit Council; that these bylaws, consisting of 25 pages, are the bylaws of this Council as adopted by the Board of Directors on _____, 2011; and that these bylaws have not been amended or modified since that date.

Executed on _____, 2011, at Fresno, California.

,Secretary