

Girl Scouts Carolinas Peaks to Piedmont, Inc.

BYLAWS

ARTICLE 1

NAME

The legal name of this organization is Girl Scouts Carolinas Peaks to Piedmont, Inc. The corporation is a North Carolina nonprofit tax-exempt corporation.

ARTICLE 2

MISSION

Girl Scouts Carolinas Peaks to Piedmont, Inc.'s mission is to offer girls 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, which is to build girls of courage, confidence and character, who make the world a better place, and, to that end, to develop, manage and maintain Girl Scouting throughout the area of its jurisdiction as defined by agreement with Girl Scouts of the USA.

ARTICLE 3

DEFINITIONS

Girl Scouts Carolinas Peaks to Piedmont, Inc. (“GSCP2P”). The North Carolina nonprofit tax-exempt corporation, which has received a Girl Scout Council Charter from Girl Scouts USA (“GSUSA”). It is known informally as the “council” or “GSCP2P.”

Girl Scouts of the USA (“GSUSA”). The national nonprofit corporation, which binds the elements of Girl Scouts across the world into a cohesive Girl Scout Movement with a common purpose.

Girl Scout Council Charter (“Charter”). The Charter is the legal agreement between GSUSA and GSCP2P, which defines their legal relationship, establishes GSCP2P’s territorial jurisdiction and enables GSCP2P to call itself a Girl Scout council.

GSCP2P’s Territorial Jurisdiction. The geographical territory in which GSCP2P is authorized to establish Girl Scout troops and service centers. GSCP2P’s territory includes the following North Carolina counties: Alamance, Alexander, Alleghany, Ashe, Avery, Buncombe, Burke, Caldwell, Caswell, Catawba, Cherokee, Clay, Cleveland, Davidson, Davie, Forsyth, Gaston, Graham, Guilford, Haywood, Henderson, Iredell, Jackson, Lincoln, Macon, Madison, McDowell, Mitchell, Polk, Randolph, Rockingham, Rutherford, Stokes, Surry, Swain, Transylvania, Watauga, Wilkes, Yadkin and Yancey.

Girl Scout council. Council is a descriptive term, as opposed to the legal name, used informally as the name for this corporation and the territory which has been chartered from GSUSA and organized for the purpose of developing, managing and maintaining Girl Scouting within the corporation’s defined geographic region.

Delegate and Alternate Delegate. An individual who is 14 years of age and over on or before January 1 of the year in which they may serve, a member in good standing of the Girl Scout Movement and is currently registered with the council. An elected Delegate is eligible to vote as a member of the Delegate Assembly at the Annual Meeting.

An Alternate Delegate is an individual who is qualified to serve as a Delegate and who may serve only in the event an elected Delegate is unable or unwilling to serve at the Delegate Assembly.

Delegate Assembly (“Assembly”). The Delegate Assembly is a convocation consisting of the Delegates elected by each service unit and the members of the Board of Directors to include any non-voting Girl Scout directors. The Assembly shall be convened by the Board of Directors for the purposes set forth in Article 7, Section 4.

Girl Scout troop (“troop”). A troop is the basic unit which includes the girls and adults who meet on a regular basis to engage in Girl Scout program activities.

Member. Any individual who is currently registered as a Girl Scout with GSUSA.

National Council Session Delegates and Alternates. The individuals who are GSCP2P’s representatives to GSUSA’s national convention and governed by the GSCP2P’s Board of Directors directives.

Service Unit and Service Center. A service unit is comprised of service team volunteers who are dedicated to working together in their local communities within GSCP2P’s territorial jurisdiction to promote Girl Scouts. Their facilities comprise a service center.

ARTICLE 4 BOARD OF DIRECTORS

Section 1. Board of Directors and Members

All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation managed, by the Board of Directors which shall be comprised of not less than five (5) nor more than seventeen (17) directors, not to include Section 2 non-voting directors. Directors shall be nominated by the Board Development Committee and elected by the Delegate Assembly at the Annual Meeting.

No person shall be eligible to serve as a director of this corporation unless they shall have a current membership in good standing with GSUSA. Failure to have and maintain a current GSUSA membership in good standing shall result in an immediate removal from the Board of Directors pursuant to Section 11.

There shall be one class of membership for this corporation. To be eligible for membership in this corporation, all members of the corporation shall have and maintain a current membership in good standing in the Girl Scouts of the United States of America. The Delegates of this corporation shall have voting rights only as established by the Board of Directors in accord with the provisions of these bylaws.

Section 2. Non-voting Girl Scout Directors

At the Annual Meeting, the Board Development Committee may nominate one (1) or more girl members in good standing to serve as a non-voting director on the Board of Directors. To be eligible a girl must be in the 10th or 11th grade in school at the time of her election. The term of office shall be for one (1) year and shall expire at the conclusion of the Annual Meeting for the term of office to which they have been elected or when their successors have been elected and qualified as set forth, whichever shall be later.

Section 3. Director Term of Office

The term of office for a director shall be three (3) calendar years and shall expire at the conclusion of the Annual Meeting for the term of office to which they have been elected or when their successors have been elected and qualified as set forth, whichever shall be later.

After serving two (2) consecutive terms (no more than six (6) consecutive years) each director shall step off the board for at least one (1) year. Thereafter, if mutually agreed to by such former director and the board, such director may be considered to serve one (1) additional three (3) year term of office. No director shall serve for no more than three (3) terms. Under no circumstances shall a director serve for more than nine (9) years on the board.

Section 4. Resignation

A director may resign at any time by communicating his or her resignation to the Board of Directors in writing. A resignation is effective when it is communicated to the board unless the notice specifies a later effective date or subsequent event upon which it will become effective.

Automatic Resignation By Absence

Attendance and participation at all regularly scheduled or special meetings of the board or Board Committee(s) is a primary responsibility for a director. Annual attendance at board meetings shall be tracked beginning with the start of a given fiscal year and ending at the conclusion of the fiscal year to coincide with the beginning and ending of the term of office for board members. Any director who misses three (3) consecutive regularly scheduled meetings during a fiscal year or who cumulatively misses forty (40%) per cent or more of the regularly scheduled or special meetings during their three (3) terms of office shall be deemed to have resigned immediately and automatically from the Board of Directors. A board member's resignation by absence shall not require any further action by the Board of Directors or the director to implement said resignation. The Secretary shall record in the meeting minutes the fact of a director's resignation by absence and shall send a copy of the minutes to the affected director.

Automatic Resignation By Lapse of Membership

If a director does not have a current membership in good standing with GSUSA, unless such membership is renewed within five (5) calendar days of the lapse of membership, the director shall be deemed to have resigned immediately and automatically from the Board of Directors at the first regularly scheduled meeting following the loss of their current GSUSA membership.

The Board of Directors shall not have the authority to rescind, waive or otherwise diminish the effect of a director's resignation by absence or removal for loss of current membership in good standing with GSUSA. Any director who has resigned by absence or for loss of their current membership in good standing with GSUSA from the Board of Directors thereafter shall not be eligible for reappointment to the Board of Directors or its committees or task forces.

Section 5. Removal

A director may be removed for cause at a special meeting of the Delegate Assembly by a two-third (2/3) vote of the Delegate Assembly only if written notice has been given not less than fourteen (14) days before the meeting stating that the purpose or one of the purposes of the meeting is removal of the director.

Section 6. Vacancies

In case of any vacancy in the Board of Directors through death, resignation, disqualification, removal or other cause, the remaining directors upon recommendation by the Board Development Committee may elect a successor to hold office for the remainder of the unexpired portion of the departing director's term.

Section 7. Compensation

No member of the Board of Directors shall be compensated for service as director of this corporation except for reimbursement of actual expenses incurred while in the performance of their duties as a director.

Section 8. Duties

As required by law and practice, every director shall discharge their duties as a director in good faith, with the care that an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the director reasonably believes to be in the best interest of the corporation. Directors shall abide by applicable Federal and State law and the board and corporation's policies.

Duties of Attendance and Financial Contribution. Each director shall attend all regularly scheduled or special Board, Committee and Task Force meetings. Every director shall make a personal financial contribution annually to support the work of the corporation.

Excused absences. If a board member's absence is due to significant health or medical considerations, death and bereavement of a family member or to natural disaster or civil unrest, the Board of Directors or committee may excuse their absence on that basis by a majority vote of the Board of Directors, Committee or Task Force only during the meeting at which the absence occurred. For purposes of this section, a family member is defined as parents or spouse's parents, spouse and children or grandchildren and their spouses, whether related by adoption, blood, marriage or civil union. An absence excused under these circumstances shall be recorded contemporaneously in the minutes of the meeting for which an absence has been excused.

The board shall not authorize, nor shall there be any other basis for an excused absence by a board member from the board meeting.

Section 9. Conflict of Interest

Persons affected and duty to disclose. Directors; officers; trustees; key employees and disqualified persons as established by applicable IRS code and regulations; advisory board and non-board committee members; and any other person(s) designated by the corporation [hereafter referred to individually and collectively as an “affected person(s)”] at all times shall have an affirmative and continuing duty and obligation to disclose to the Board of Directors and the Chief Executive Officer any actual or potential conflict of interest and all relevant facts surrounding the matter for which a conflict may exist at the earliest time at which the affected person becomes aware of its existence.

Duty to abstain and leave. After disclosing an actual or potential conflict of interest, the affected person(s) thereafter shall abstain from any further discussion or consideration of the matter. An affected person shall leave the room in which a discussion or meeting about the matter is occurring immediately in order to permit the remaining independent board members who do not have a conflict of interest to determine what course of conduct or action shall be taken in the corporation’s best interests.

Annual disclosure statement. To enable the corporation’s ability to monitor and enforce this policy, each affected person annually shall:

- (a) review the bylaws and its conflict-of-interest provisions and related policy;
- (b) provide a written disclosure of all known conflicts;
- (c) update in writing additional disclosures as appropriate continuously throughout the year; and,
- (d) annually shall sign a statement attesting to their review and ongoing compliance with this policy.

Copies of each affected person’s disclosure forms shall be maintained and monitored electronically by the Secretary of the Corporation and the Chief Executive Officer who shall produce the same upon request by any person or entity. Subject to board approval, the Secretary of the Corporation and Chief Executive Officer shall develop policies and procedures to facilitate their ability to monitor transactions and enforce compliance with this Section, related board policies and other applicable law.

Conflict of Interest defined and interpreted. A conflict of interest transaction may be considered to be, but is not limited to, any transaction or activity with the corporation, another entity, relationship, interest or involvement with any person or entity in which an affected person’s actions or interests is or may be considered to contravene their fiduciary obligations, duties and responsibilities to the corporation and which results in; has the appearance of resulting in; or may result in personal, financial, business, organizational or professional gain or advantage accruing to an affected person(s).

The term “conflict of interest” shall be construed and interpreted broadly and liberally with the intent to protect the interests of the corporation in fulfillment of its exempt purposes; to protect the integrity of the board’s decision-making processes by avoiding the taint of a decision or transaction which may be construed by outside parties or entities to the corporation as having

been inappropriately influenced by an affected person with a conflict of interest; and to protect the affected person(s).

Direct and Indirect Conflicts of Interest. A conflict of interest may consist of either a direct or indirect conflict of interest and be of a financial, economic and/or non-financial nature. A conflict shall include, but is not limited to, any transaction involving inurement or private benefit. A conflict of interest may include any bias or the appearance of bias in the board's decision-making process or the corporation's transactions, which may reflect a duality of interests between an affected person(s) and their related entities and transactions or activities involving the corporation.

Transactions or activities of any nature involving an affected person are a direct conflict of interest. Transactions or activities of any nature involving third parties or entities associated with an affected person are an indirect conflict of interest.

For purposes of determining whether an indirect conflict of interest exists, an affected person has an indirect interest in a transaction if it involves:

- (a) an affected person's family which includes his or her parents and ancestors; spouse; siblings (by whole or half-blood); children, grandchildren and great-grandchildren and their spouses and other family members whether related by adoption, blood, marriage or civil union;
- (b) any entity in which the affected person or any family member(s) of their family whether as a co-owner, partner, corporation, shareholder, employee, agent or other significant individual connected to or with an affected person has a material interest or owns more than 35 percent (35%) of the combined voting power, profits interest and/or beneficial interests; or in which the affected person or any family member is a general or limited partner or associate is a party to the transaction and has a material interest; or,
- (c) any entity in which the affected person or an affected person's family member is an officer, director, shareholder, partner, owner or trustee or has a relationship which given the totality of the circumstances should be considered by the corporation or board before engaging in the transaction.

Seasonal Employment of Girl Board Members. Girl Board members may serve on the Board of Directors while simultaneously accepting a seasonal paid position within the organization, provided that they:

- (a) submit a written request to the Board of Directors prior to accepting the position;
- (b) limit their work to no more than 30 hours per week; and
- (c) complete and submit a Conflict-of-Interest statement, agreeing to recuse themselves from any discussions or considerations involving sensitive matters related to their employment.

This provision is intended to allow Girl Board members the opportunity to fully participate in all areas of the organization while ensuring transparency and the integrity of the Board's decision-making process.

Five year period. An affected person's status continues for a period of five (5) years following the conclusion of their last date of active involvement with the corporation. During this five (5)

year period, the corporation shall engage in a conflict of interest analysis to determine whether or not a proposed transaction with an affected person or entity is in the best interests of the corporation.

Vote on conflicted transaction. Any corporate transaction in which an affected person has a direct or indirect interest shall only be authorized, approved or ratified in good faith by a majority, but not less than two (2), of the independent directors who have no direct or indirect interest in the transaction even though less than a quorum; provided, however, no such transaction shall be authorized, approved or ratified by a single director.

Violations of the Conflicts of Interest Policy. If the Board of Directors has reasonable cause to believe that an affected person has failed to disclose an actual or possible conflict of interest, it shall inform the affected person of the basis for such belief and afford the affected person an opportunity to explain the alleged failure to disclose. If, after hearing the affected person's response and after making further investigation as warranted by the circumstances, the Board of Directors determines that the affected person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Applicable law. These provisions supplement any other applicable State or Federal law or regulation, which may apply to conflicts of interest.

Section 10. Certain Director Liability

In addition to other liabilities imposed by law upon the directors, a director shall be subject to the following liabilities:

- (a) All directors who vote for or assent to any distribution of assets of the corporation contrary to any lawful restriction in the North Carolina Nonprofit Corporation Act (the "Act"), the Articles of Incorporation or these bylaws, shall be jointly and severally liable to the corporation for the amount of the distribution that exceed what could have been distributed without violating such restrictions.
- (b) All directors who vote for or assent to the making of any loan or guaranty or other form of security by the corporation to or for the benefit of the directors or officers of the corporation, or any of them shall be jointly and severally liable to the corporation for the repayment or return of the money or value loaned, with interest thereon at the legal rate until paid.

Section 11. Actual Knowledge and Reliance On Information Provided By Others Actual Knowledge

When a director, officer, employee or affected person has knowledge of a matter which may affect the corporation, they have an affirmative duty to bring the matter to the attention of the Board of Directors and the Chief Executive Officer.

Reliance on information provided. Unless actual knowledge concerning the matter in question makes such reliance unreasonable, an officer or director shall not be liable, if the officer or director performed any and all duties in compliance with this article or the officer or director relied on information, opinions, reports or statements, including financial statements and other

financial data, if prepared and presented by (i) one or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent at in the matters presented; (ii) legal counsel, public accountants or other persons as to matters the director reasonably believes are within their professional or expert competence; or (iii) a committee of the board of which the director is not a member if the director reasonably believes the committee merits confidence.

ARTICLE 5

BOARD OFFICERS AND CHIEF EXECUTIVE OFFICER

Section 1. Board Officers

The Board Officers of this organization shall consist of a Chair, Vice-Chair, Secretary and Treasurer. Officers shall be members of the Board of Directors, be nominated by the Board Development Committee and elected by Board of Directors at the next meeting of the Board of Directors following the Annual Meeting. A director may not hold more than one office at the same time.

Section 2. Term

The term of office for each officer shall be one (1) year and shall expire at the conclusion of the Annual Meeting following their election to office. An officer is eligible for re-election to the same office for one (1) additional term.

Section 3. Resignation

An officer may resign at any time by communicating their resignation to the Board of Directors in writing. A resignation is effective when communicated unless it specifies in writing a later effective date. If the resignation is effective at a later date, the Board of Directors 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 will be deemed to have immediately resigned in the event such officer is no longer a member of the Board of Directors.

Section 4. Removal

Any officer may be removed from the Board of Directors at any time for cause.

Section 5. Duties

Chair. The Chair shall preside at all meetings of the Board of Directors. The Chair shall insure that the business of the board is conducted in compliance with Federal and State laws, the Articles of Incorporation and the bylaws of the corporation and the board's policies. The Chair shall perform such other duties as may be assigned by a majority vote of the Board of Directors.

Vice-Chair. The Vice-Chair shall preside at all meetings at which the Chair is not in attendance and shall succeed the Chair in the event that the Chair is unable to complete their term of office

or to perform their duties. The Vice-Chair shall perform such other duties as may be assigned by a majority vote of the Board of Directors.

Secretary. The Secretary shall insure the board's compliance with responsibilities imposed upon it by law and these bylaws including, but not limited to, recording minutes of all regular and special meetings, documenting board policies, recording the directors' attendance at board meetings and/or participation by electronic communications and maintaining and assuring the accuracy of all organizational documents. The Secretary shall include in the minutes of each meeting the directors who were physically present, who participated by electronic communications and who were absent. The Secretary shall be responsible for securing and maintaining the annual conflict of interest disclosure statements and shall report the same at the annual meeting. The Secretary shall perform such other duties as may be assigned by a majority vote of the Board of Directors.

Treasurer. The Treasurer shall have and maintain supervision over the organization's funds, receipts and disbursements, shall maintain full and accurate records thereof in the offices of the organization and shall provide financial reports to the Board of Directors and such other organizations as may be required. The Treasurer shall perform such other duties as may be assigned by a majority vote of the Board of Directors.

In the event of death, resignation, disqualification or temporary absence or disability of any officer of the corporation, the officer's duties and powers may be delegated by the Board of Directors to any other officer of the corporation or to any director of the corporation for a specified period of time.

Section 6. Chief Executive Officer and Employees

Chief Executive Officer. The Board of Directors may employ a Chief Executive Officer ("CEO") who shall serve as the executive officer of the corporation. The CEO shall be directly and solely accountable and responsible to the Board of Directors for the daily management and operations of the corporation's business. The CEO shall serve at the pleasure of the board; shall be reviewed and evaluated annually on their performance and the corporation's performance by the Chair and a task force established in consultation with the Board Development Committee; and shall be fully responsible for discharging the directives and policies of the Board of Directors through the corporation's daily operations. The CEO shall be custodian of the corporation's funds; shall work with the Treasurer to assure the financial solvency of the corporation; and shall annually, or more often as required, submit to the Board of Directors operational and financial reports. The CEO serves as staff liaison to the Board Development Committee.

Employees. The CEO may hire or discharge employees as needed. Employees shall work at the direction and under the management and supervision of the CEO. The CEO shall be responsible to assure that each employee is annually reviewed and evaluated on their performance. The CEO and employees of the corporation shall be bonded in an amount determined by the Board of Directors or as otherwise required.

Limitations on dual service. No member of the Board of Directors or Board Committees shall serve simultaneously as the CEO or as an employee of the corporation.

ARTICLE 6

BOARD COMMITTEES AND TASK FORCES

Section 1. Standing Committees and Task Forces

While serving on the Board of Directors, board members shall serve on one or more Standing Committees and/or Task Forces which are accountable to the Board of Directors. Standing Committees and Task Forces shall inform, advise and make recommendations on matters affecting the corporation to the Board of Directors as are necessary to improve and fulfill the corporation's mission and to ensure compliance with applicable law. They work primarily between board meetings either in person or electronically.

Standing Committees. Standing Committees are defined in the corporation's bylaws set forth below; shall have permanent status unless removed from the bylaws; and shall have the broad duties and responsibilities as outlined in the bylaws and the board governance manual.

Task Forces. Task Forces are temporary working groups which are not defined in the bylaws; shall have a specific task(s) and/or a limited life span not to exceed a year unless reappointed for a second year; and shall perform the duties and responsibilities as defined in the written charter provided to them at their formation by the Chair and Board of Directors. No Task Force shall operate for more than two (2) years except in extraordinary circumstances and with the approval of the Board of Directors.

Membership. A Standing Committee and Task Force shall serve at the pleasure of the board and shall be chaired by a member of the Board of Directors. Unless otherwise provided herein, a Standing Committee or Task Force shall consist of not less than three (3) nor more than nine (9) members, the majority of which shall be directors. Non-board members may be eligible for appointment to these groups, including former directors who have served the maximum number of terms on the board. All individuals serving on a Board Committee or Task Force shall be subject to the board's conflict of interest and disclosure policies. Upon demonstration of satisfactory performance, non-board members may be eligible for reappointment as appropriate and in no case for more than three (3) consecutive years.

Policies and procedures. Standing Committees and Task Forces may adopt policies and procedures to facilitate their duties which shall be submitted for review, coordination of effort and approval by the Board of Directors. Reports and recommendations to the board shall be in writing and issued sufficiently in advance of board meetings and/or action to allow for meaningful review by the board. The CEO or their designee(s) shall be responsible to provide such administrative support and assistance as may be required.

Term of office and review. The term of service for each Standing Committee or Task Force member shall expire at the end of the fiscal year during which an appointment has been made or, in the case of a Task Force, upon completion of the work required by a Task Force matter, whichever occurs first. Committees and Task Forces shall be reviewed annually or as needed by the Chair and the Board Development Committee and, as appropriate, renewed by a vote of the board at the next meeting of the Board of Directors following the Annual Meeting.

Section 2. Board Development Committee

The Board Development Committee shall be a Standing Committee of the board and shall consist of not less than three (3) individuals. The term of office shall be one (1) year. The Board Development Committee shall select, orient and assess the directors and officers of the Board of Directors and National Convention Delegates. The Board Development Committee shall submit nominations to the Delegate Assembly at the Annual Meeting. As part of its duties, the Board Development Committee shall establish and perform an ongoing assessment of the board, its individual members and board processes to improve the ability of the corporation to develop, sustain and improve the delivery of its mission through the efforts by the board and its members. The Board Development Committee may also be called upon by the Chair or the Board of Directors to make nominations for awards or special recognition when such opportunities are presented by other organizations.

Section 3. Audit Committee

There may be an Audit Committee consisting of not less than three (3) nor more than five (5) elected directors and/or non-board members. At least one member of the Audit Committee shall have expertise in financial and accounting matters affecting the corporation. The Audit Committee shall have oversight responsibility to assure the fiscal and operational integrity of the corporation. The Audit Committee shall contract for and receive an independent audit of the corporation's financial transactions each year and shall report its findings and recommendations in writing to the entire board at its Annual Meeting. No director shall serve on the Audit and Finance Committees simultaneously. The Chief Financial Officer serves as staff liaison to the Audit Committee.

Section 4. Finance Committee

There shall be a Finance Committee consisting of not less than three (3) nor more than five (5) elected directors and/or non-board members. The Finance Committee shall direct the fiscal affairs of the Corporation, supervise and direct fundraising activities and prepare the financial reports and budgets for the Corporation. The Chair of the Finance Committee shall be the Treasurer. No director shall serve on the Audit and Finance Committees simultaneously. The Chief Financial Officer serves as staff liaison to the Audit Committee.

Section 5. Other Committees and Task Forces

The Board of Directors may create other Committees or Task Forces as needed. The board shall prescribe the duties and duration of such Committees and Task Forces in writing at the time of their formation.

ARTICLE 7 DELEGATES

Section 1. Appointment and Term

Delegates and Alternate Delegates shall be elected by their respective service unit on or before December 31 of each calendar year. The term of office of a Delegate and Alternate is two years and commences on January 1 and expires on December 31 of the following calendar year.

Delegates and Alternates may serve for more than one term, but must be reelected at the end of

their term.

The Delegate allocation formula will be set annually by the Board of Directors based on the service unit girl membership number on September 30 of each year. The number of Alternate Delegates shall not exceed the number of authorized Delegates. The Service Unit Specialist shall fill vacancies in the Service Unit's Delegate allocation from among the elected Alternate Delegates for their service unit.

Section 2. Rights and Duties

The Delegates shall have voting rights only as established by the Board of Directors in accordance with the provisions of these bylaws, such rights to be exercised at the Delegate Assembly for the purposes set forth in this Article.

Section 3. Delegate Assembly

The Delegate Assembly shall be convened by the Board of Directors at the Annual Meeting for the purposes set forth in Article 8 Section 3 below.

ARTICLE 8 MEETINGS

Section 1. Regular and Special Meetings

Regular meetings shall be held not less than quarterly and at a time and place to be determined by the Board of Directors.

Special meetings may be called for by the Chair or by two (2) or more members of the Board of Directors at any time. Special meetings shall be held at a date and time as indicated in the notice of the meeting and shall be held at the site of regular meetings with no less than ten (10) days' notice.

An executive session may be held at each regular or special board meeting during which only board members shall be permitted to attend and participate or others whom the board may invite to attend.

Section 2. Electronic meetings

Regular or special board meetings, including the Annual Meeting, may be held via any electronic communications medium, which enables all board members to participate simultaneously in the discussion, considerations and voting at the meeting.

Section 3. Annual Meeting

The Annual Meeting shall be held between April 1 and May 30 of each calendar year and shall be attended by the Board of Directors and delegates.

During the Annual Meeting, the Board of Directors shall:

- (a) Convene the Delegate Assembly.

- (b) Provide an annual report of activities and accomplishments of the corporation
- (c) Report the annual attendance for each board member.
- (d) Transact such other business as deemed necessary and appropriate.

Section 4. Delegate Assembly

Upon convening the Delegate Assembly, the Board of Directors shall present for election a slate of board members to the Council Delegates. Nominations from the floor shall not be accepted.

During the Delegate Assembly, the Delegates shall:

- (a) Elect the new class of Directors to the Board of Directors.
- (b) Elect the non-voting Girl Scout member(s) of the board.
- (c) Elect Delegate representatives to the National Convention of GSUSA.
- (d) Receive and respond to reports from the Board of Directors.
- (e) Provide recommendations to the Board of Directors for board, committee and task force members.
- (f) Provide recommendations to the Board of Directors for broad, general direction for policymaking and planning purposes.

Section 5. Notice of Meetings

The date and time for regular meetings shall be established by the Board of Directors for the calendar year with written notice given to the Board of Directors. A meeting date *may* be changed subsequently to accommodate the organization's needs as may be determined necessary from time to time upon a majority vote by the board.

Notice of a regular meeting which shall include the board packet of information shall be given not less than seven (7) days by mail or by telephone, fax, e-mail or other electronic communication medium as the board may determine appropriate before said meeting unless such notice is waived by a majority of the board at the meeting.

Notice of a special meeting shall be given in writing not less than ten (10) days by mail or by telephone, fax, e-mail or other electronic communication medium as the board may determine appropriate. Notwithstanding anything to the contrary, notice of a special meeting to remove a director shall be given not less than fourteen (14) days prior to said meeting date and said notice shall not be waived by the Board of Directors. Notice of the meeting shall include the purpose of the meeting, who called the meeting, as well as the date, time and place for said meeting.

Attendance by a director at any meeting shall constitute a waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting to transaction of any business because the meeting is not lawfully called.

Section 6. Quorum- Board of Directors and Delegate Assembly

A majority of the Board of Directors shall constitute a quorum for the transaction of business at a regular or special meeting.

A quorum for purposes of the Delegate Assembly shall be a simple majority of the Delegates assembled during the Delegate Assembly.

Section 7. Voting

Each director and/or delegate shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the board or the Delegate Assembly. Voting on all matters shall be by voice vote, by show of hands, by written ballot or by an electronic voting platform. There shall be no voting by proxy.

Whenever a quorum is present, and unless provided otherwise herein, all acts and decisions taken by a majority of directors and/or delegates assembled at said meeting/Delegate Assembly shall be valid and binding upon the corporation.

Silence or failure to vote by a director and/or delegate shall be counted as an affirmative vote on the matter before the board. The Secretary shall record the votes on all matters in the meeting minutes.

Section 8. Ratification of Action

Any action taken and assented to in writing by all of the Board of Directors shall be valid and effective as if passed by the board at any regular meeting or special meeting called for that purpose, except as to the removal of a director, which action must occur at a special meeting.

ARTICLE 9 CONTRACTS, CHECKS AND FUNDS

Section 1. Contracts

The Board of Directors may authorize the Chair, other director, Chief Executive Officer, employee, agent or any combination thereof to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general in nature or restricted to specific matters or instances.

Section 2. Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money issued in the name of the organization shall be signed by such director, Chief Executive Officer, employee, agent or any combination thereof of the organization and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer.

Section 3. Gifts

The Board of Directors may accept on behalf of the organization any contribution, gift or bequest for the organization. The Board of Directors may authorize any director, officer, agent or combination thereof to negotiate with any donor as to the terms of any gift, contribution or grant.

ARTICLE 10 FISCAL YEAR

The fiscal year for the organization shall run from the first day of October 1 through the last day of September 30.

ARTICLE 11 INDEMNIFICATION

In considering whether to provide indemnification, the Board of Directors first shall appoint special counsel to determine whether a party has (1) conducted themselves in good faith; (2) reasonably believed (i) in the case of conduct in their official capacity with the corporation, that their conduct was in the corporation's best interests; and (ii) in all other cases, their conduct was at least not opposed to its best interests; (3) there was no improper personal benefit; and (4) in the case of any criminal proceeding, had no reasonable cause to believe their conduct was unlawful.

Upon an affirmative determination by such special counsel, the corporation shall indemnify any person made, or threatened to be made, a party to an action or proceeding by reason of the fact that the person, their testator or intestate, was a director, officer, employee or agent of the organization, or of any other organization served by that person in any capacity at the request of the organization, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, to the extent and in a manner as provided by law.

The corporation shall not indemnify a director, officer, employee or other party (1) in connection with a proceeding by or in the right of the corporation in which the Director, Officer, employee or other party was adjudged liable to the corporation or (2) in connection with any other proceeding charging improper benefits to the director, officer, employee or other party whether or not involving action in their official capacity, in which the director, officer, employee or other party was adjudged liable on the basis that personal benefit was improperly received by the director.

The board shall at all times maintain appropriate board and liability insurance policies commensurate with the appropriate level of risk and liability to the board and the corporation.

ARTICLE 12 PROHIBITED ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, officers, employees, disqualified person(s) or other private persons or entities. However, the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes set forth in the articles of incorporation and these bylaws.

No substantial part of the activities of the corporation shall be for the purposes of propaganda or otherwise attempting to influence legislation, except as may be permitted by law. The corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office or political party, except as may be permitted by law.

Notwithstanding any other provisions of these Articles of Incorporation or bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c) of the Internal Revenue Code or (b) by a corporation for which contributions are deductible under Section 170 (c)(2) of the Code or its successor provisions.

ARTICLE 13 DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the corporation and after making provision for the payment of all of the liabilities of the corporation, the Board of Directors shall dispose of any remaining assets of the corporation by giving them to an organization or organizations organized and operated exclusively for exempt purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code.

Alternatively, the Board of Directors may give the remaining assets to Federal, State or local governments to be used exclusively for public purposes. In the event the Board of Directors is unable to dispose of the remaining assets in accordance with the foregoing provision, then a petition shall be filed before the Superior Court of the county in which the principal office of the corporation is then located. After determining jurisdiction, the Superior Court shall determine what exempt organizations or Federal, State or local governments shall receive the corporation's remaining assets.

ARTICLE 14 NON-DISCRIMINATION POLICY

Girl Scouts Carolinas Peaks to Piedmont, Inc. does not discriminate in the administration of its policies, programs or in access to or treatment in any other program on the basis of religion, race, color, sex, ancestry, sexual orientation, disability, national origin or any other protected category in accordance with applicable Federal, State and local laws.

ARTICLE 15 DISCLOSURE POLICY

As a tax-exempt organization, the corporation is required to produce certain documents upon request by any party pursuant to Federal and/or State law. In seeking to comply with these provisions, the corporation acknowledges and recognizes the values of trust, accountability and transparency to its stakeholders and the public. Therefore, the corporation shall prominently display a "Governance and Public Information" page on its website and disclose as downloadable PDF files the following documents:

- (a) Articles of Incorporation
- (b) Bylaws
- (c) IRS 990 tax forms; and
- (d) Other documents as the Board of Directors shall determine appropriate.

ARTICLE 16 CORPORATE SEAL

The directors shall provide a corporate seal, which shall be circular in form and shall have

inscribed thereon the name of the corporation, the state of incorporation, year of incorporation and the words, “Corporate Seal.”

ARTICLE 17 AMENDMENTS

These bylaws may be amended by an affirmative vote of two-thirds (2/3) of the Board of Directors at a meeting called for the purpose of modifying said bylaws. Notice with copies of the proposed bylaw changes shall be mailed to the board members not less than ten (10) days in advance of any meeting to modify them.