

**BYLAWS
OF
GIRL SCOUTS OF MONTANA AND WYOMING**

**ARTICLE I.
NAME; PURPOSES; POWERS**

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Montana Secretary of State

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Section 1.01 Name. The name of GSMW shall be Girl Scouts of Montana and Wyoming, a not-for-profit corporation organized under the Montana State law ("GSMW")

Section 1.02 Purpose. The purpose of GSMW shall be as defined in the Articles of Incorporation, including but not limited to making available to girls under its jurisdiction the program, practices, and standards of Girl Scouting as offered by the Girl Scouts of the United States of America.

Section 1.03 Powers. GSMW may engage in any activity consistent with its Articles of Incorporation and these Bylaws, provided that the Board of Directors determines that the activity is in furtherance of the charitable purposes for which GSMW was formed.

Section 1.04 Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws to the contrary, at all times shall the following operate as conditions restricting the operations and activities of GSMW:

- (a) No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof;
- (b) No part of the activities of GSMW shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and GSMW shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and
- (c) No director, officer, employee, or representative of GSMW shall take any action or carry on any activity by or on behalf of GSMW not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they hereafter may be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they hereafter may be amended.

**ARTICLE II.
VOTING MEMBERS**

Section 2.01 Eligibility. Individuals age 14 years of age and over who are registered through GSMW as members of the Girl Scouts of America and whose membership is in good standing are eligible to be voting members of GSMW (the voting members are referred to herein as the "Members" and each a "Member").

Section 2.02 Voting Membership Composition.

- (a) The Members of the Corporation shall consist of the following:
 - (i) Each individual currently sitting as duly elected members of the Board of Directors of GSMW (the "Board"), if not otherwise a Member of GSMW;
 - (ii) Each individual currently sitting as a duly appointed member of the Board Development Committee (the "BDC"), if not otherwise members of GSMW;
 - (iii) Each individual duly elected by a district, as defined by the Board, to represent such district (a "District Representative Member");
 - (iv) Each individual duly appointed by the Board as a member delegate-at-large ("At-Large Member").
- (b) The number of Members of GSMW shall be no less than twenty-one (21) and not more than two hundred (200).
- (c) At least two-thirds (2/3) of the Members shall be District Representative Members.

Section 2.03 Election of District Representative Members.

- (a) Procedure. Each district shall elect District Representative Members and alternates thereto in accordance with policies and procedures the Board may establish from time to time.
- (b) Number. The number of District Representative Members and alternates for each district shall be determined based on the number of girls registered through GSMW in such district as of September 30 of each calendar year, according to a formula established and administered by the Board; provided, however, that each district shall be entitled to at least one (1) District Representative Member.
- (c) Term. District Representative Members shall serve for a term of one (1) year or until their successor is duly elected and assumes office.
- (d) Vacancies. In the event that a District Representative Member is unable or unwilling to serve and such district then does not have a serving District Representative Member, then the duly elected alternate shall serve for the remaining term. In the event that there is no duly elected alternate, then the Board may, but need not, appoint a successor District Representative Member who shall serve for the unexpired term.

Section 2.04 At-Large Members.

- (a) Limitation. The Board, consistent with policies and procedures it adopts and amends from time to time and to ensure the diversity of GSMW is adequately represented, may appoint up to but no more than twenty (20) At-Large Members.

- (b) Term. Each At-Large Member shall serve for a term of one (1) year or until earlier removed or their successor is duly appointed. At-Large Members may serve for any number of consecutive terms without limit at the discretion of the Board.

ARTICLE III. MEETINGS OF THE MEMBERS

Section 3.01 Annual Meeting.

- (a) Scheduling. GSMW shall conduct an annual meeting of the Members each year at a date, time, and place determined by the Board.
- (b) Notice. Notice of the date, time, and place of the annual meeting, accompanied by a proposed agenda and the information required to be given under Montana Code Annotated Section 35-2-530(3)(b)-(c), including any proposed amendments to the Articles of Incorporation or these Bylaws. GSMW shall post the notice on GSMW's website and deliver by electronic medium a copy of the notice to each Member at the contact information provided to GSMW by such Member. GSMW shall provide notice hereunder not more than sixty (60) days nor less than (10) days prior to the meeting.
- (c) Business. At the annual meeting of the Members the following business shall be transacted:
- (i) Consider and vote on any proposed amendments to GSMW Articles of Incorporation or Bylaws that required the Members' approval pursuant to Montana Code Annotated Sections 35-2-223 through -226 and -229 through -233;
 - (ii) Provide input on key issues affecting GSMW and the Girl Scouts generally; and
 - (iii) Consider any other business appropriate to come before the Members in accordance with the process established by the Board and applicable law.
- (d) Quorum. The quorum for the annual meeting shall be at least ten percent (10%) of the Members present in person, provided that a majority of GSMW's districts, are represented by at least one (1) District Representative Member.
- (e) Voting.
- (i) Each Member shall be entitled to one (1) vote on each matter.
 - (ii) No Member shall vote in more than one capacity.
 - (iii) Unless otherwise designated by statute, the Articles of Incorporation of the Council, or these Bylaws, all matters shall be determined by a majority vote of those present at a meeting at which a quorum exists.
 - (iv) Proxy and/or absentee voting shall not be allowed.

Section 3.02 Special Meetings

- (a) **Scheduling.** A special meeting of the Members may be called by the Chair at any time and shall be called by the Chair upon the written request of a majority of the Directors then in office or by five percent (5%) of the Members. The purpose of the meeting shall be stated in the written request.
- (b) **Notice.** Notice of the date, time, place, and specific purpose of the meeting shall be given personally or mailed, faxed, e-mailed, or delivered by other electronic medium to each Member to the contact information provided to GSMW by such Member. GSMW shall provide notice hereunder not less than (10) days prior to the meeting.
- (c) **Quorum.** The quorum for a special meeting shall be at least twenty-five percent (25%) of the Members present in person.
- (d) **Voting.** Subject to requirements and restrictions under applicable law, each Member shall have one (1) vote on each matter up for vote. Cumulative voting is not permitted. Members must be present in person to vote and may not vote by proxy or by absentee ballot.

Section 3.03 Remote Participation. Any and all Members may participate in any regular or special meeting of the Members through the use of any means of communication by which all Members participating may simultaneously hear each other during such meeting, and a Member participating in a meeting by this means is considered to be present in person at the meeting.

ARTICLE IV. ELECTION PROCEDURES

Section 4.01 Elected Positions. Officers, At-Large Directors, Board Development Committee members, and National Council delegates shall be elected by affirmative vote of the then sitting Directors at the annual meeting of the Board from the slate of candidates provided by the Board Development Committee.

Section 4.02 Voting Procedures. Each Director shall have one (1) vote for each position. Cumulative voting is not permitted. Directors must be present in person to vote and may not vote by proxy or by absentee ballot.

Section 4.03 Remote Participation. At any annual meeting where Officers, At-Large Directors, BDC members, or National Council delegates are being elected, Directors may participate through the use of any means of communication by which all Directors participating may simultaneously hear each other during such meeting, and a Director participating in a meeting by this means is considered to be present in person at the meeting.

ARTICLE V. BOARD OF DIRECTORS

Section 5.01 Duties of the Board of Directors. Except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws, the business and all other affairs of GSMW shall be managed under the direction of the Board (the members of the Board is referred to herein as "Directors" and each is a "Director"). In addition to its other duties, the Board shall have the following specific duties:

- (a) Ensure GSMW compliance with the charter requirements of the of the Girl Scouts of the United States of America;
- (b) Ensure compliance with state incorporation laws and that GSMW remains in good standing as a corporation under applicable state law;
- (c) Ensure GSMW remains in compliance with any state or federal laws or regulations regarding not-for-profit entities and non-stock corporations;
- (d) Preserve the financial integrity of GSMW;
- (e) Employ, supervise, evaluation, and, as necessary, remove the CEO of GSMW; and
- (f) Select and duly authorize delegates to represent GSMW to the National Council.

Section 5.02 Number of Directors. The number of Directors shall be twelve (12) voting Directors, which shall include the Officers and eight (8) at-large directors (the “At-Large Directors”). In addition, the CEO and the chair of the Board Development Committee shall sit on the Board in non-voting capacities. All Directors must be of the age of majority at the time of their election.

Section 5.03 Term—At-Large Directors.

- (a) Election. At-Large Directors shall be elected by the then sitting Directors pursuant to the election procedures set forth in these Bylaws and adopted by the Board.
- (b) Duration of Term. Except as otherwise permitted by these Bylaws, At-Large Directors shall be elected for a term of three (3) years and until their successor is duly elected and qualified. The term shall begin at the close of the annual meeting when such Director at-large was duly elected.
- (c) Staggering Terms. The terms of the At-Large Directors shall be staggered so that approximately one-half (1/2) of the Directors shall be elected each year.
- (d) Term Limits. There shall be no limit on the number of terms an At-Large Director may serve.

Section 5.04 Term—Other Directors. All Directors that are Directors by virtue of being an Officer shall serve as a Director so long as they remain Officers. Upon termination of any Officer’s term as Officer, for whatever reason, such Officer’s term as Director shall immediately terminate.

Section 5.05 Qualifications for Directors.

- (a) Overall Qualifications. All Directors of GSMW must be committed to the mission, vision, and values of GSMW and the Girl Scouts generally, and must be willing to devote the necessary time and energy for self-education, corporate functions, and other actions necessary to fulfill this commitment. Directors have a fiduciary duty to GSMW, and shall make all decisions in a manner that is in the best interests of GSMW. Directors shall not advocate or act in the best interests of any person or group unless it also serves the best interests of GSMW. While a regular, contract, or leased employee of GSMW may serve

as a Director of GSMW, to avoid conflicts of interest, any such employee that is serving as a Director shall not participate in, be privy to, or vote on any item of consideration before the Board that includes or relates to such Director's contract or compensation.

- (b) Residency. Directors need to be residents of the United States of America but need not be residents of the State of Montana or any particular state.
- (c) Age. Directors must be at least eighteen (18) years of age at the beginning of their initial term as a Director.

ARTICLE VI BOARD MEETINGS

Section 6.01 Regular Meetings.

- (a) Scheduling. The Board shall provide for at least four (4) regular meetings (including one annual meeting scheduled in conjunction with the annual meeting of the Members) per year at times and places either within or without the State of Montana, without other notice to any person or entity.
- (b) Notice of Regular Meeting. Except as provided for herein to the contrary, notice of any regular meeting shall be given at least fourteen (14) days previously thereto by written notice delivered personally or mailed, faxed, e-mailed, or delivered by other electronic medium to each Director. If mailed, such notice shall be deemed to be given when deposited in the United States mail so addressed, with postage thereon prepaid. If given by facsimile, e-mail, or other electronic delivery, such notice shall be deemed given to a Director when transmitted to the Director's contact information on record with GSMW. Any Director may waive notice of any meeting before or after a meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of that meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Except as otherwise provided for herein to the contrary or under applicable law, neither the business to be transacted at nor the purpose of any regular meeting of the Board need be specified in the notice or waiver of notice of such meeting.

Section 6.02 Special Meetings.

- (a) Scheduling. Special meetings may be called by the Chair or upon the written request of at least two (2) Directors. The person or persons who call special meetings of the Board may fix any place, either within or without the State of Montana, as the place for holding any special meeting of the Board.
- (b) Notice of Special Meeting. Except as provided for herein to the contrary, notice of any special meeting shall be given at least five (5) days previously thereto by written notice delivered personally or mailed, faxed, e-mailed, or delivered by other electronic medium to each Director. If mailed, such notice shall be deemed to be given when deposited in the United States mail so addressed, with postage thereon prepaid. If given by facsimile, e-mail, or other electronic delivery, such notice shall be deemed given to a Director when transmitted to the Director's contact information on record with GSMW. Any Director

may waive notice of any special meeting before or after such meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of that meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The notice of a special meeting shall include the date, time, place, and specific purpose for the special meeting.

Section 6.03 Quorum.

- (a) Initial Number. A majority of the Directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at a meeting of the Board, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. If any Director has a conflict of interest on a matter which precludes her or his participation in its consideration, that Director shall not be counted for the purpose of determining a quorum on such matter.
- (b) Subsequent Decline. If, during a meeting, Directors leave the meeting so that less than a quorum is present at the meeting, the remaining Directors may not transact any further business of the Board, but may adjourn the meeting without further notice.

Section 6.04 Voting.

- (a) Number of Votes. Each voting Director shall have one (1) vote on all matters that come before the Board. Cumulative voting is prohibited.
- (b) No Proxy Votes or Absentee Ballots. Except as otherwise provided for herein, the Directors shall not vote or sign Board resolutions by proxy or by absentee ballot.
- (c) Majority Rule. Unless otherwise required by statute, the Articles of Incorporation, these Bylaws, or applicable law, all matters before the Board at a meeting at which a quorum is present shall be decided by a majority vote of the Directors present in person at such meeting.
- (d) Presumption of Assent. A Director who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director's dissent is entered in the minutes of the meeting or unless such Director files a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or forwards such dissent by registered mail to the Secretary of GSMW immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 6.05 Remote Participation. Any and all Directors may participate in a regular or special meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting, and a Director participating in a meeting by this means is considered to be present in person at the meeting.

Section 6.06 Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. A Director's consent may be temporarily evidenced by electronic transmission of such consent provided the

original copy of such consent is mailed contemporaneously to the corporate office or Secretary for insertion in the minutes.

ARTICLE VII. VACANCIES AND REMOVAL OF DIRECTORS

Section 7.01 Vacancies. The Board shall fill by appointment any vacancy occurring in a Board position. A Director appointed to fill a vacancy shall serve for the unexpired term of her or his predecessor in office. A reduction in the authorized number of Directors shall not serve to disenfranchise any Director prior to the expiration of the term for which he or she was elected.

Section 7.02 Resignation. Any Director may resign at any time by giving written notice to the Chair or the Secretary of GSMW. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified therein.

Section 7.03 Removal. Any Director may be removed, with or without cause, at any time by the vote of three-fourths (3/4) of the Directors then in office, at a meeting at which notice has been given as required by Section 6.01 or 6.02 of these Bylaws. Unless granted a leave of absence as provided in these Bylaws, any Director who fails to attend three (3) or more consecutive meetings of the Board, without good cause as recognized by the Chair, shall be removed as a Director if a majority of the Members vote for the removal. Any Director so removed may be reinstated by action of the Board, but if not reinstated within thirty (30) days of removal, then the Director may be replaced as provided in Section 7.01 for filling a vacancy.

Section 7.04 Leave of Absence. Notwithstanding Section 7.03, the Board may grant a Director an excused leave of absence for any period of time designated by the Board.

ARTICLE VIII. OFFICERS

Section 8.01 Officers. The Officers of GSMW shall be a Chair of the Board (the "Chair"), a Vice Chair, Secretary, and Treasurer and such other officers deemed necessary and appropriate and appointed by the Board (each an "Officer" and collectively the "Officers"). No individual may hold concurrently more than one (1) office.

Section 8.02 Election, Term, and Duties of Officers.

- (a) Election or Appointment of Officers. The Officers shall be elected by the Board at the annual meeting of the Board.
- (b) Term. Subject to earlier resignation or removal, the Officers shall serve for a three (3) year term or until a successor is nominated, duly qualified, and elected. The initial term shall begin at the close of the meeting at which the Officer is elected. Officers may serve in a single office for three (3) consecutive terms. Regardless of anything herein to the contrary, an Officer who is subject to term limits hereunder for a specific office may, without any lapse of time, immediately be elected to and serve in another office; provided, however, that no person shall serve as an Officer in any position for more than five (5) consecutive terms. An Officer that is subject to term limits hereunder (whether for three (3) consecutive terms in one office or five (5) consecutive terms in more than one office)

is eligible to serve again in any capacity after one (1) years of non-service. An officer that serves for at least one half (1/2) of a term is deemed to have served for the entire term for purposes of the term limitations set forth herein.

Section 8.03 Resignation and Removal. Any Officer may resign at any time by giving written notice to the Chair or to the Secretary. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified therein. The Board, by vote of the majority of Directors, may remove any Officer from her or his office at any time.

Section 8.04 Vacancies. A vacancy in offices shall be filled as follows:

- (a) Office of Chair Vacancy. In the event the office of Chair is vacant, the Vice Chair shall serve as Chair for the unexpired portion of the current term. If the Vice Chair is either unable or unwilling to serve as Chair, then the Board shall appoint someone to the office of interim Chair for the unexpired portion of the current term.
- (b) Other Vacancies. In the event of a vacancy of an office other than Chair, the Board shall appoint an interim Officer to fill such vacancy for the unexpired portion of the current term.

Section 8.05 Duties of Officers.

- (a) Chair. The Chair shall be the principal Officer of GSMW, and shall have general supervision, direction and control of the business and Officers of GSMW. The primary duties of the Chair are as follows:
 - (i) Preside at all meetings of the Members, the Board of Directors, and the Executive Committee;
 - (ii) Lead the Board in setting strategic direction and providing oversight of the management and operations of GSMW;
 - (iii) report to the Members at the annual meeting of the Members and to the Board of Directors as to the conduct and management of the affairs of GSMW;
 - (iv) Serve as an ex officio member of all committees except the Board Development Committee.
 - (v) Endeavor to promote a spirit of cooperation and fellowship among the members of the Board that recognizes the quality of each duly elected Board of Director, and the value of their contribution to the overall effort of the Board.
 - (vi) Oversees the hiring, compensation, and evaluation of the Chief Executive Officer
- (b) Vice Chair. The Vice Chair shall, in the absence of the Chair, perform the duties of the Chair with the full powers of and subject to the restrictions on the Chair. In addition, the Vice Chair shall:

- (i) Assist the Chair as assigned;
 - (ii) Preside at meetings of the Members, the Board, or the Executive Committee in the absence of the Chair, or when delegated the responsibility of presiding; and
 - (iii) Have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.
- (c) Secretary. The Secretary shall perform or cause to be performed all duties incident to the office of Secretary, including but not limited to:
- (i) Keep, or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board, including the time and place of such meeting, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at such meetings, and the proceedings thereof;
 - (ii) Give, or cause to be given, notice of all meetings of the Board required by these Bylaws or by law to be given;
 - (iii) Keep and safeguard the seal of GSMW; and
 - (iv) Have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.
- (d) Treasurer. The Treasurer shall perform or cause to be performed all duties incident to the office of Treasurer, including but not limited to:
- (i) Keep and maintain, or cause to be kept and maintained, full and correct accounts of the properties and business transactions of GSMW, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
 - (ii) Render to the Chair and the Board, upon request but not less than once a year, an account of all the transactions of the Treasurer and GSMW and the financial condition of GSMW; and
 - (iii) Have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws.

All books of account shall be at all reasonable times open to inspection by the Directors.

Section 8.06 Ex Officio Officers. GSMW shall have, in addition to the Officers, the following ex officio officers with the following duties and powers:

- (a) CEO. The Chief Executive Officer (the “CEO”) shall be appointed by the Board of Directors of to serve at its pleasure. The duties and powers of the CEO shall be as prescribed and assigned by the Board at appointment and from time to time. The CEO may attend meetings of the Members, the Board, and any committee meeting as requested by the Board; provided, however, that the CEO shall not be entitled to vote in a matter.

- (b) Additional Ex Officio Officers. The CEO may appoint or hire such other officers, staff members, and agents of GSMW as she or he deems advisable, which may include a chief financial officer ("Additional Staff"). Such Additional Staff shall hold their office for the terms and under such conditions as shall be determined by the CEO in compliance with applicable laws and regulations. The Additional Staff shall perform the duties assigned by and report to the CEO or such other Officer or person the CEO designates.

**ARTICLE IX.
BOARD DEVELOPMENT COMMITTEE**

Section 9.01 Membership. The BDC shall be composed of five (5) Members of the age of majority, which shall include at least one (1) Director. In addition, the CEO shall serve as an ex officio, nonvoting member of the BDC.

Section 9.02 Election, Term, and Vacancies.

- (a) Election. The BDC members shall be elected by the Board in accordance with Article IV of these Bylaws
- (b) Term of Service. Unless earlier removed or resignation, members elected to serve on the BDC shall serve for a term of three (3) years or until their successors are elected and assume office. The term of office of a member of the BDC shall begin at the close of annual meeting at which he or she was elected.
- (c) Term Limits. Individuals may serve for one (1) term as a member of the BDC; provided, however, that an individual shall be eligible to serve on the BDC again after one (1) years lapse from the date her or his last service on the BDC terminated or expired. For purposes of determining term limits, an individual who served at least one-half (1/2) of a term shall be deemed to have served a full term.
- (d) Vacancy. In the event of a vacancy in on the BDC other than BDC chair, the vacancy shall be filled by Board appointment for the unexpired portion of the current term.

Section 9.03 Election, Term, and Vacancy of Committee Chair

- (a) Election of BDC Chair. At its first BDC meeting following the annual meeting of the Members, the BDC shall elect from among its eligible members an individual to serve as chair of the BDC.
- (b) Qualifications. In order to qualify to serve as chair of the BDC, an individual shall have served on the BDC for at least one (1) year without interruption prior to being elected to the position of chair of the BDC.
- (c) Term and Limitations. The term of the chair of the BDC shall be either two (2) years or the unexpired term on the BDC of the BDC member elected to serve as chair. No individual shall serve more than one (1) term as chair of the committee regardless of how many years or terms the individual may be a member of the BDC. An individual who shall have served at least one half (1/2) term as the chair of the BDC shall be considered to have served a full term in the office.

- (d) Vacancy. In the event of a vacancy in of chair of the BDC, the BDC shall elect a new chair from its eligible members to serve for the unexpired portion of the current term.
- (e) Non-Voting Director. If not already a member of Board, the chair shall serve as a non-voting member of Board.

Section 9.04 Responsibilities. The responsibilities of the BDC shall be:

- (a) To identify, solicit, recruit, and qualify candidates for elected positions in GSMW and to ensure such candidates represent the diverse geographies and populations of GSMW;
- (b) To provide to the Members or the Board, as the case may be, a single slate for all positions for election, including Officers, Directors, and BDC members;
- (c) To provide to the Board in accordance with the time frame established by Girl Scouts of the United States of America a single slate of proposed delegates and alternates to the National Council Session of Girl Scouts of the United States of America;
- (d) To develop, in conjunction with the Board:
 - (i) Board orientation and education materials;
 - (ii) Board development materials;
 - (iii) Methods for identifying needed skills and talents for GSMW Board and committees;
 - (iv) Methods for succession planning, and
 - (v) Board annual self-assessment materials.
- (e) To conduct Board orientation and board development training sessions as needed and/or as directed by the Board.

Section 9.05 Quorum. The quorum for meetings of the BDC shall be a majority of the members of the BDC. To constitute a quorum, the majority of members of the BDC must be present in person.

Section 9.06 Remote Participation. Any and all members of the BDC may participate in any meeting through the use of any means of communication by which all members participating may simultaneously hear each other during such meeting, and a member participating in a meeting by this means is considered to be present in person at the meeting.

Section 9.07 Removal

- (a) Any BDC member who is absent from three (3) consecutive BDC meetings without good cause acceptable to the Chair of the BDC shall be removed from the BDC upon a majority vote of BDC members.

- (b) Any BDC member may be removed with or without cause by a three-fourths (3/4) vote of the total members of the BDC.

ARTICLE X. BOARD COMMITTEES

Section 10.01 Types of Committees. In addition to the BDC and any other standing Board Committees established herein, the Board may form one (1) or more committees (each a "Board Committee"), including standing committees and special committees. Standing committees shall be ongoing committees that perform continuing functions on behalf of the Board. Special committees perform specific, limited tasks of the Board. The Board may, at any time, establish any Board Committees it then deems necessary and, with the exception of the BDC and the Executive Committee, may disband by majority vote any Board Committee as the Board deems appropriate.

Section 10.02 Composition. Upon the Board's determination that a Board Committee should be established, the Chair, after consultation with the and approval by the Board, shall appoint a chairperson for such Board Committee. The members of such Board Committee shall be appointed by the Chair in consultation with the chairperson of such Board Committee; provided, however, that each Board Committee shall have no at least one (1) member who is then sitting Directors. The chair of every Board Committee must be a Director. Persons who are not Directors may also serve on a Board Committee.

Section 10.03 Committee Quorum. At each Board Committee meeting, a quorum shall be one-half (½) or more of the number of the members of the Board Committee. If any Board Committee member has a conflict of interest on a matter which precludes her or his participation in its consideration, that Board Committee member shall not be counted in determining either the number of members present or the number on the Board Committee for the purpose of determining a quorum on such matter.

Section 10.04 Communications and Written Consent. The provisions of Sections 6.05 and 6.06, relating to participation by communication devices and written consents, shall apply to Board Committees and their members.

Section 10.05 Minutes. Each Board Committee shall have an agenda and shall submit minutes of its meeting to the Board.

Section 10.06 Board Approval. The creation of a Board Committee and appointment of a chairperson for such Board Committee shall be appointed by the Chair of the Board, subject to approval by a majority of all sitting Directors when the action is taken. Directors nominated for Board Committee positions may vote in such elections.

Section 10.07 Committee Meetings. The Chair, the chairperson of the Board Committee, or a majority of a Board Committee's voting members may call Board Committee meetings. Each Board Committee shall meet as often as is necessary to perform its duties. Notice of the time and place of any meeting of a Board Committee shall be given at least one (1) day prior to the meeting.

Section 10.08 Committee Tenure. Each member of a Board Committee shall hold office for one (1) year unless a different tenure is specified by the Board at the time the Board Committee is created or the Board Committee member is appointed; provided, however, that a Director who is a member of a Board Committee shall cease to be a Board Committee member immediately if such Director ceases to be a Director, including by resignation or removal.

Section 10.09 Resignation and Removal. Any member of a Board Committee may resign at any time by giving written notice to the chairperson of the Board Committee or to the Secretary of GSMW. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified therein. Any member of a Board Committee may be removed at any time by the majority vote of GSMW's Directors then in office.

Section 10.10 Committee Vacancies. A vacancy in the chairperson on any Board Committee shall be filled by the majority vote of the Directors then sitting. Any other vacancy on any Board Committee, or any increase in the membership of such Board Committee, may be filled for the unexpired portion of the current term by the Chair in consultation with the chairperson of the Board Committee.

Section 10.11 Committee Powers. Committees shall have only those powers and authority specifically given to them by these Bylaws and/or a resolution or direction of the Board. Under no circumstance may a Committee exercise any power prohibited by Montana or other law, including Section 35-2-433, Montana Code Annotated.

Section 10.12 Standing Committees.

- (a) Executive Committee. There shall be a standing Board Committee known as the Executive Committee, which shall be governed and operate as follows:
- (i) The Executive Committee shall consist of the Officers. The CEO shall serve a non-voting member of the Executive Committee.
 - (ii) The Chair shall be the chair of the Executive Committee.
 - (iii) The Executive Committee shall meet as needed upon either the request of the Chair or the written request of at least a majority of the members of the Executive Committee. Notice of the date, time, and location of a meeting of the Executive Committee shall be provided at least one (1) day in advance of such meeting and otherwise as provided for herein for special meetings of the Board.
 - (iv) The Executive Committee shall, consistent with all provisions contained in these Bylaws, exercise the powers of the Board between regular or special meetings of the Board; provided, however, that the Executive Committee shall not have the power or authority to (1) adopt a budget; (2) amend these Bylaws; (3) take any action that is contrary to, or represents a substantial departure from, the direction established by the Board or otherwise represents a major change in the affairs, business, or policies of GSMW or the Girl Scouts of the United States of America; (4) take any action expressly reserved to the Members or the Board under these Bylaws or applicable law; and (5) take any action that is required under any applicable law, regulation, policy, or procedure to be taken by the Members or the Board.
 - (v) The Executive Committee shall submit to the Board at each Board meeting a report of all actions taken since the last Board meeting for the Directors' ratification.

(vi) A majority of the Executive Committee members then in office shall constitute a quorum for the transaction of business. Members of the Executive Committee participating in the meeting by any means of communication by which all participants may simultaneously communicate with each other during the meeting are deemed to be present in person.

(b) [Reserved.]

ARTICLE XI. NATIONAL COUNCIL DELEGATES

Section 11.01 Eligibility. GSMW delegates and alternates to the National Council of the Girl Scouts of the United States of America shall be United States Citizens age fourteen (14) years and older. They shall be members of the Girl Scout Movement registered and good standing with GSMW at the time of election and throughout the term of service.

Section 11.02 Election. GSMW delegates and alternates to the National Council of the Girl Scouts of the United States of America shall be elected by the Board in accordance with these Bylaws and with the requirements established by the Girl Scouts of the United States of America then in effect. National Council delegates and alternates elected shall serve a term of three (3) years or until their successors are elected and assume office.

Section 11.03 Vacancies. The Board or Executive Committee shall fill delegate vacancies by appointing a delegate from among the elected alternates. If, for any reason there is not an alternate willing or able to fill the vacant delegate position, then the vacancy may be filled by appointment from among the eligible Members of GSMW.

ARTICLE XII. FINANCIAL MATTERS

Section 12.01 Fiscal Year. The fiscal year of GSMW shall begin on the first day of October in each year and end on the last day of September in the following year.

Section 12.02 Loans. No loans shall be contracted on behalf of GSMW and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 12.03 Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of GSMW, shall be signed by such Officer or Officers, agent or agents, of GSMW and in such manner as shall from time to time be determined by resolution of the Board. In the absence of a resolution, the Chair and the Treasurer may sign such instruments.

Section 12.04 Deposits. All funds of GSMW not otherwise employed shall be deposited from time to time to the credit of GSMW in such banks, trust companies, or other depository as the Board may select.

Section 12.05 Approved Signatures. Approvals for signatory authority in the name of GSMW and access to funds and securities of GSMW shall be authorized by the Board.

Section 12.06 Bonding. All persons having access to or responsibility for handling of GSMW funds or securities shall be bonded in an amount authorized by the Board.

Section 12.07 Budget. The Board shall approve the annual operational and capital budgets. No expenses shall be incurred in the name of GSMW in excess of the annual budgeted amount without prior approval of the Board.

Section 12.08 Property. Title to all property shall be held in the name of GSMW.

Section 12.09 Audits. An independent certified public accountant shall be retained by the Board to perform an annual audit of the financial statements of GSMW. A report of the audit shall be submitted to the Board and to the Girl Scouts of the United States of America.

Section 12.10 Financial Reports. A summary report of the financial condition of GSMW shall be presented to the Members at the annual meeting.

Section 12.11 Investments. GSMW shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it according to the judgment of the Board. The Board is restricted to the prudent investment decisions that a Director of a public benefit corporation is or may hereafter be permitted by law to make. The Board may take no action by or on behalf of GSMW if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist, or as they may hereafter be amended. The Board may delegate the day-to-day management and oversight of such investments and associated matters to a committee of the Board, acting pursuant to the direction of the Board. The Board or any committee authorized by the Board may rely upon the advice of investment advisors and managers prudently chosen by the Board to act on behalf of the Board in the investment and reinvestment of institutional funds, and to advise the Board or any committee authorized by the Board on investment policies that are consistent with GSMW's charitable purposes and obligations to charitable donors.

ARTICLE XIII. MISCELLANEOUS

Section 13.01 Books and Records. GSMW shall keep adequate and correct books, records, and accounts in accordance with generally accepted accounting principles; and minutes of the proceedings of its Board, and committees of the Board. Minutes shall be kept in written form. Other books and records shall be kept in any form consistent with best practices but which is capable of being converted into written form. All records maintained at the corporate address in a secure location or as designated by the Board.

Section 13.02 Conflict of Interest.

- (a) Policy. GSMW has adopted a Conflict of Interest Policy.
- (b) Amendment or Modification of the Policy. The Board shall periodically review and monitor the Policy to protect GSMW's interest when it is contemplating any transaction or arrangement that may benefit any Director, Officer, or member of a Committee with Board delegated powers. The Board may amend, modify, restate, or replace the Policy; provided,

however that any amendment, modification, restatement, or replacement shall include all of the following:

- (i) Define the financial interests which obligate an individual to disclose actual or possible conflicts of interests;
- (ii) Establish procedures for determining the existence of the conflict without participation by the potentially interested person;
- (iii) Establish procedures for addressing the conflict, including investigation of alternatives and requiring determinations as to whether the transaction or arrangement is in GSMW's best interest, and whether it is fair and reasonable to GSMW;
- (iv) Establish procedures for violations of the policy;
- (v) Specify the records to be maintained relating to conflict disclosures, and determinations of conflicts;
- (vi) Require annual statements from all Directors, Officers, and members of committees with Board delegated powers reflecting review and compliance with the policy; and
- (vii) Require periodic reviews to ensure that GSMW acts in a manner consistent with its charitable purposes.

Section 13.03 Indemnification. Except to the extent limited by Sections 35-2-446 through 35-2-454, Montana Code Annotated, GSMW shall indemnify any Director, Officer, or employee of GSMW, any person appointed to a Board Committee, a member of a board of a subsidiary corporation or an advisory board and any former Director, Officer, or employee of GSMW or member of an advisory or subsidiary board (collectively a "Representative") against claims, liabilities, expenses and costs necessarily incurred by him or her in connection with the defense, compromise, or settlement of any action, suit, or proceeding, civil or criminal, in which such person is made a party by reason of being or having been such Representative, except in connection with a proceeding by or in the right of GSMW in which the Representative was adjudged liable to GSMW, or in connection with any other proceeding that charges improper personal benefit to the Representative, whether or not involving action in her or his official capacity, in which the Representative is adjudged liable on the basis that personal benefit was improperly received by the Representative; provided that indemnification of a Representative shall only be to the extent not otherwise compensated, indemnified or reimbursed by insurance.

Section 13.04 Parliamentary Procedure. Except as otherwise provided for herein or under applicable law, all meetings of the Board shall be conducted under the then current edition of *Robert's Rules of Order Newly Revised*.

ARTICLE XIV. AMENDMENTS

Section 14.01 Amendments of Articles of Incorporation. Except as reserved to the Members under applicable law, The Articles of Incorporation of GSMW may only be amended, repealed, or restated


upon a two-thirds (2/3) vote of those Directors of GSMW present at a duly-held meeting of the Board at which is present a quorum of the voting members of the Board and shall be effective only upon the filing of amended or restated Articles of Incorporation with the Secretary of State of the State of Montana. Notice must be given as provided herein and under applicable law; provided, however, that notice of such meeting must include a statement that the purpose of the meeting is to amend, repeal, or restate the Articles of Incorporation and must include the proposed amendment or restatement thereof. Any proposed amendments shall be presented to the Directors not less than thirty (30) days prior to the meeting at which action to amend will be considered.

Section 14.02 Amendment of Bylaws. Except as expressly reserved to the Members under applicable law, these Bylaws may only be amended, repealed or restated upon a two-thirds (2/3) vote of those Directors of GSMW present at a duly held meeting of the Board at which is present a quorum of the voting members of the Board. Notice must be given as provided herein and under applicable law; provided, however, that notice of such meeting must include a statement that the purpose of the meeting is to amend, repeal, or restate the Bylaws and must include the proposed amendment or restatement thereof. Any proposed amendments shall be presented to the Directors not less than thirty (30) days prior to the meeting at which action to amend will be considered.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above and foregoing Bylaws of said Corporation, as amended, were adopted on September 25th, 2018, and the same do now constitute a complete copy of the Bylaws of GSMW.

Dated: September 25, 2018.



Secretary