

Article I – Name

The corporation shall be known as the Girl Scouts of Western Ohio (the “Council” or “GSWO”).

Article II – Purpose

The purpose of GSWO shall be:

1. To further the development of the Girl Scout Movement in the United States;
2. To establish local responsibility for leadership, administration, and supervision of the Girl Scout Movement in GSWO’s jurisdiction; and
3. To develop, manage, and maintain Girl Scouting in accordance with the terms of GSWO’s charter granted by Girl Scouts of the USA (“GSUSA”), in accordance with the Blue Book of Basic Documents of GSUSA (“Blue Book”); and
4. To provide the Girl Scout experience to youth members, and to engage and support GSWO’s membership which includes all active youth members, adult members, and lifetime members who are registered in the Girl Scout movement through GSWO (the “Council Members”).

Article III – Voting Council

Section 1. Voting Council. GSWO’s Voting Council shall be comprised of Voting Members defined in Article III Section 2 and with the duties ascribed to it in Article IV.

Section 2. Members. The Members of the Voting Council of GSWO (“Voting Members”) shall be all active adult volunteers and all active youth members 14 years of age and older, who are registered in the Girl Scout Movement through GSWO at the time of a meeting or election announcement. An active adult volunteer is a member of Girl Scouts of the USA who has been appointed or elected, including current Directors and National Council Delegates and Alternates, to serve a specific volunteer position on behalf of GSWO.

Section 3. Voting. Each Voting Member shall be entitled to one vote at meetings of GSWO, and no Voting Member may vote in more than one capacity at GSWO meetings.

Article IV – Voting Council Responsibilities

- Section 1. Elections. The Voting Members shall elect the following in accordance with the procedures set forth in these Bylaws:
- A. Officers of GSWO;
 - B. Members of the Board of Directors (the “Board”);
 - C. Members of the Board Development Committee, (the “BDC”); and
 - D. National Council Delegates and Alternate National Council Delegates (“Alternates”) to the National Council.
- Section 2. Direction. The Voting Members shall determine the general direction for the Girl Scout Movement within GSWO’s jurisdiction by receiving and acting upon recommendations of the Board and by giving guidance to the Board.
- Section 3. Other Business. The Voting Members shall conduct such other business as may from time to time come before the Voting Council.

Article V - Council Meetings

- Section 1. Annual Meeting. An annual meeting of the Council Members (the “Annual Meeting”) shall be held between April 1 and June 1, at a time and place, including by means of Authorized Communications Equipment (as such term is defined in the Ohio Nonprofit Corporation Act (“the Act”)), determined by the Board.
- Section 2. Special Meetings. Special meetings of GSWO may be called by the Chair of the Board (“Chair”) and shall be called by the Chair upon a written request stating the purpose of the requested meeting from either a majority of the Board or five percent (5%) of the Voting Members, as determined on January 1 of the fiscal year in which the request is made.
- Section 3. Quorum. Those Voting Members present at a meeting of GSWO, in person, electronically, or by proxy shall constitute a quorum. Except as set forth expressly in the Articles of Incorporation, these Bylaws, or applicable law, decisions by the Voting Members shall require a majority vote of the Voting Members who are present, in person, electronically or by proxy.
- Section 4. Voting Procedures. Voting for the offices and positions described in Section 1 of Article IV and on any other matters properly before any meeting shall be by ballot (paper or digital), whether in person or by proxy, and majority vote shall determine. Voting may be done in person, by electronic means, mail or Authorized Communications Equipment. Participation through Authorized Communications Equipment that allows all persons participating in the meeting to contemporaneously communicate with each other shall be treated as physical attendance at any meeting. The Board may adopt procedures and guidelines for the use of electronic voting or by Authorized Communications Equipment to permit GSWO to verify that a

person is a Voting Member and to maintain a record of any vote. Attendance at a meeting in person revokes any prior proxy.

Section 5. Notice. Notice of the time, place and purpose shall be given no earlier than January 15 and no later than 30 days before the Annual Meeting and no more than 20 days and no later than 10 days before any specially called meeting of the Voting Council (“Special Meeting”).

Section 6. Majority Consent. Any action that may be authorized or taken at a meeting of the Voting Members may be authorized without a meeting by a majority written consent of the participating Voting Members pursuant to the Act.

Article VI – Board of Directors

Section 1. Members of the Board of Directors (“Directors”) shall be:

- A. Officers of GSWO;
- B. No less than eight Directors-at-large, reflecting the geographic and demographic diversity of GSWO;
- C. The Chair of the BDC (“BDC Chair”), ex-officio without vote, if not otherwise a Director;
- D. One or two girl members, 14 years of age or older, appointed by the elected Directors, ex-officio without vote;
- E. The immediate past Chair, ex-officio without vote; and
- F. The President and Chief Executive Officer of GSWO (“CEO”), ex-officio without vote or right to make motions.

Section 2. Terms of Directors:

- A. Officers – Officers of GSWO shall be elected for a term of two years or until their successors are elected and may serve for no more than two consecutive terms in the same position. After a lapse of one year, such Director shall again be eligible for election to that position. The Chair and Vice Chairs shall be elected in even-numbered years. The Treasurer and Secretary shall be elected in odd-numbered years.
- B. Directors-at-Large – Directors-at-large shall be elected for a term of three years or until their successors are elected and may serve for no more than two consecutive terms. After a lapse of one year, such Director may again be eligible for election as a Director-at-large.
- C. BDC Chair – the BDC Chair shall serve a one-year term.
- D. Girls – girl Directors shall serve a one-year term.

- E. **Immediate Past Chair** – the Immediate Past Chair shall serve one two-year term after completing their service as Chair.
- F. **CEO** – while employed. In the absence of the CEO, the CEO role in support of the Board and at Annual Meetings, Special Meetings, or Board Meetings, may include service by an acting or interim CEO, as appointed by the Board.

Section 3. Powers, Responsibilities and Accountabilities. The Board:

- A. Shall govern the corporate business and affairs of GSWO and exercise stewardship of the assets of GSWO to see to it that GSWO achieves its purpose and avoids situations deemed by the Board or the Act;
- B. Shall be accountable to:
 - 1. The Council Members for governing the affairs of GSWO;
 - 2. The Board of Directors of GSUSA for compliance with charter requirements;
 - 3. The State of Ohio for adhering to the Act; and
 - 4. The federal government for adhering to federal income tax laws with respect to organizations exempt from federal income taxes.
- C. Shall carry out responsibilities related to policy-making, planning, review, funding, and community relations;
- D. By a majority vote, may require a Director to be excused from those portions of Board meetings during which matters are to be considered that could evolve into a conflict of interest for such individual;
- E. Shall ensure two-way communication between the Board and Council Members; and
- F. Shall determine the number of open seats on the Board and BDC in advance of a given Board and BDC election.

Section 4. Meetings.

- A. **Board Meetings** shall be held no less than four times in each fiscal year, at such time and place, including by Authorized Communications Equipment, as may be determined by the Chair. Meeting location and time determination shall be determined with sensitivity to regional representation and inclusion of all.
- B. The quorum for all Board meetings shall be a majority of the Directors entitled to vote, except for the purpose of filling vacancies on the Board,

for which the quorum shall be a majority of the Directors entitled to vote remaining in office at that time.

- C. Notice of time, place, and purpose of any meeting shall be given to each Director at least five days prior to the opening of a regular meeting and at least 24 hours before the opening of a Special Meeting. A Director may at any time waive, in writing, notice of a meeting. By attending a meeting without protesting the lack of proper notice before or at the beginning of the meeting, a Director waives notice of the meeting.
- D. Attendance at any Board meeting may be in person or by any electronic means whereby each Director can hear each other Director and participation by such means shall constitute presence at such meeting.
- E. Any action that may be authorized or taken at a Board meeting may be authorized without a meeting by unanimous written consent of the Directors pursuant to the Act.
- F. Special Meetings:
 - a. Purpose: A Special Meeting is intended to provide the Board the opportunity to make necessary decisions in emergency, unplanned, or time sensitive cases where official action must be taken.
 - b. Process: may be called by the Chair and shall be called by the Chair upon written request of 40% of the then serving Directors. Special Meetings shall be held either electronically by Authorized Communication Equipment or at the same place in which regular meetings are held unless determined otherwise by the Board.

Section 5. Vacancies.

- A. Vacancies on the Board may occur through death, resignation, creation of new directorships, or otherwise.
- B. Absence, without prior notification to the Chair, of any Director entitled to vote from two regular Board meetings during any one-year period shall constitute a resignation and the Chair shall notify the Director of this fact and proceed with filling the vacancy. Failure to attend at least three out of six regular meetings with or without notice over a one-year period shall result in removal from the Board.
- C. Any Director may be removed, with or without cause, by a 2/3 vote of the Voting Members present and entitled to a vote at a meeting called for that purpose.
- D. Any Director may be removed, with cause, by a 2/3 vote of the Directors present and entitled to a vote at a meeting called for that purpose.

- E. Subject to the Act, vacancies may be filled until the next Annual Meeting by a majority vote of the remaining Directors entitled to vote.

Article VII – Officers

- Section 1. **Officers.** GSWO’s elected officers shall be a Chair, 1st Vice Chair, 2nd Vice Chair, Secretary, and Treasurer, and any other officers that the Voting Council may elect.
- Section 2. **Election.** Officers shall be elected by electronic ballot in advance of or by ballot at the Annual Meeting.
- Section 3. **Eligibility.** Any Voting Member 18 years of age or older shall be eligible to be an officer. To be eligible for the office of Chair or 1st Vice Chair, an individual must have served as a Director entitled to vote at least one term in the preceding six years.
- Section 4. **Vacancies.**
 - A. A vacancy in the office of Chair due to death, resignation, permanent disability, as determined by majority vote of the Directors entitled to vote, removal, or otherwise, shall be filled by the Vice Chairs of the Council in the order of their rank.
 - B. A vacancy in an office other than that of Chair shall be filled by the Board.
 - C. The person assuming office because of a vacancy shall serve until the next Annual Meeting.
- Section 5. **Duties and Responsibilities of Officers of GSWO.**
 - A. **The Chair:**
 - 1. Shall serve as the chief governance officer of GSWO;
 - 2. Shall preside at all meetings of GSWO, the Voting Council and the Board;
 - 3. Shall be accountable for the integrity of the Board’s governing process;
 - 4. Shall report to the Council Members and to the Board on the conduct and management of the affairs of GSWO;
 - 5. Shall be an ex-officio member of all task groups established by the Board;
 - 6. Shall ensure the filling of the vacancy of the CEO should one occur, according to organizational procedure;

7. May appoint a professional parliamentarian as adviser and counselor for all GSWO meetings and may appoint a professional parliamentarian to advise and counsel, on request, officers, Board task groups, and committees; and
8. Shall have such other powers and perform such duties as may be assigned by the Board.

B. The Vice Chairs:

1. Shall preside, in the temporary absence or disability of the Chair and in the order of their rank, at meetings of GSWO and the Board; and
2. Shall have such other powers and perform such duties as may be assigned by the Chair or the Board.
3. May have the opportunity to prepare for and develop into a future Chair.

C. The Secretary shall:

1. See that notices of all meetings of GSWO, the Voting Council and the Board are given;
2. See that minutes of GSWO, the Voting Council and the Board are kept;
3. See that the corporate books, records, and files are accurate, maintained, and archived appropriately; and
4. Have such other powers and perform such duties as may be assigned by the Chair or the Board.

D. The Treasurer shall:

1. Assure effective governance of GSWO's financial planning, activities, and conditions;
2. Exercise the powers and perform the duties usually incidental to the office of treasurer; and
3. Have such other powers and perform such duties as may be assigned by the Chair or the Board.

E. The CEO shall:

1. Be GSWO's chief administrator, and consistent with the policies established by the Board of Directors and be deemed the President of GSWO for purposes of the Act;

2. Be responsible for the daily operations of GSWO and the hiring of GSWO employees, including any staff officers; and
3. Be an ex-officio non-voting member of the Board. All staff officers other than the CEO shall not be ex-officio members of the Board and shall have no voting privileges with respect to the Board.

And further the CEO shall:

4. Keep the Board informed about matters related to GSWO's activities within the purview of the CEO that are deemed to impact the board's responsibilities and the sustainability of GSWO within the framework established in the Board Policy Manual.
5. Have power and authority, on behalf of the Board, to sign any and all contracts for which funds have been allocated and authorized by the Board in the approved operating budget, capital budget, or emergency expenditure, and shall present the operating and capital budget to the Board for approval annually.
6. Have a written employment agreement with GSWO which shall govern the CEO's relationship with GSWO to the extent such employment agreement does not conflict with these Bylaws.

Article VIII – Board Development Committee

Section 1. Number. There shall be no less than five and no more than nine BDC members, reflecting geographic and demographic diversity of GSWO, of which at least two, but not more than four, shall be Directors entitled to vote. At no point shall the majority be Directors. The Chair is not eligible to serve on this committee.

Section 2. Responsibilities.

- A. The BDC shall receive and consider the reports and recommendations of candidates from the Voting Members for Directors-at-large, Board officers, BDC members, and National Council Delegates and Alternates.
- B. The BDC shall present a single slate of nominees for electronic election preceding installation at Annual Meetings:
 1. In even-numbered years, for Chair, First Vice Chair and Second Vice Chair, each for a two-year term;
 2. In odd-numbered years, for Treasurer and Secretary, each for a two-year term,
 3. Annually, for any officer vacancy that has occurred during the first year of any current two-year term, to complete the unexpired term;

4. Annually, for Directors-at-Large of the Board whose terms expire in that year, or the number of openings determined by the Board;
5. Annually, for the number of vacancies in Directors-at-Large that has occurred during the first or second year of any current three-year term, to complete the unexpired three-year term or the number of openings determined by the Board;
6. Annually, for the number of vacancies in BDC members that have occurred during the first or second year of any current three-year term, to complete the unexpired three-year term, any BDC members whose terms are expiring, or the number of openings determined by the Board; and
7. As required by the Blue Book or actions of the GSUSA National Council, for each triennium, for National Council Delegates and Alternates.

C. The list of nominees shall be recommended to and approved by the Board no later than the January meeting, for presentation to the Voting Members during the first quarter of the calendar year together with the procedures for the Annual Election.

D. The list of nominees to be presented by the BDC shall be included in the call of the Annual Election and Annual Meeting.

E. The BDC, in conjunction with the Board, shall develop:

1. Board orientation and education materials;
2. Board development materials;
3. Methods of identifying needed skills and talents for the Board and task groups;
4. Methods of succession planning for Directors-at-large, Board officers and BDC Members; and
5. Board annual self-assessment materials.

Section 3. **Term.** BDC Members shall be elected for three-year terms or until their successors are elected and may each serve two terms, or as appointed by the Board. After a lapse of one year, such person may again be eligible for election as a member of the BDC.

Section 4. **Chair.** The chair of the BDC (“BDC Chair”) shall be appointed by the Chair, in consultation with the Committee members, from among the members of the BDC, for a one-year term.

Section 5. Vacancies. The Board may fill any vacancies on the BDC, except that of BDC Chair, until the next Annual Meeting. A vacancy in the position of BDC Chair shall be filled by the Chair from among the BDC members for the remainder of the term.

Section 6. Meetings.

A. BDC Meetings shall be held at the call of the BDC chair.

B. Notice of the time, place, and purpose of any BDC meeting shall be given at least five days before the opening of the meeting. A BDC Member may at any time waive, in writing, notice of a meeting. By attending a meeting without protesting the lack of proper notice before or at the beginning of the meeting, a BDC Member waives notice of the meeting.

C. The quorum shall be a majority of the BDC Members, who may be present in person or by electronic conference.

D. Attendance at any meeting of the BDC may be in person or by any electronic means whereby each BDC Member can hear each other BDC Member and participation by such means shall constitute presence at such meeting.

E. Any action that may be authorized or taken at a meeting of the BDC may be authorized without a meeting by a majority written consent of the BDC Members.

Article IX – Task Groups

Section 1. Establishment. The Board may establish any task group, as deemed necessary or desirable, with a written charge that includes such names, duties, powers, and term of existence as determined by the Board.

Section 2. Members. The task group chair and members of any task group shall be appointed by the Chair, except when provided otherwise in the resolution or consent by which the task group was created.

Section 3. Duration. A task group shall remain in existence until its final report is given or until the body that created it discharges the task group.

Section 4. Meetings. Meetings of any task group may be held either in person or by any electronic means whereby each member of the task group can hear each other member and participation by such means shall constitute presence at such meeting. Any action that may be authorized or taken at a meeting of a task group may be authorized without a meeting by a majority written consent of the task group to the extent the matter is not binding on the Board, or by unanimous written consent for matters delegated by the Board and acting on their behalf.

Article X – National Council Delegates

- Section 1. Delegates. National Council Delegates whom GSWO is entitled to elect to the National Council shall be elected at the Annual Meeting held within the year preceding the year of the regular meeting of the National Council or as directed by the Blue Book, for a term of three years or until their successors are elected.
- Section 2. Alternates. Persons to fill possible vacancies among the National Council Delegates to the National Council shall be elected at the same time and in the same manner as the National Council Delegates to the National Council.
- Section 3. Vacancies.
- A. Vacancies may occur through death, resignation, creation of new positions or otherwise.
- B. The Board or the Chair of the Council shall fill any vacancies among the National Council Delegates to the National Council from among the Alternates. If no Alternate is available, the Board, or the Chair of the Council, in the absence of a meeting or a written consent of the Board, shall fill the vacancies among the National Council Delegates to serve the unexpired term.
- Section 4. Eligibility. Each National Council Delegate shall be eligible according to the Blue Book and a Voting Member of GSWO or any other adult registered with the Girl Scout Movement through GSWO, who is in good standing with GSWO.

Article XI – Nominations, Terms of Office and Meetings

- Section 1. Nominations.
- A. Candidates for consideration for Directors-at-Large and Officers will be solicited from the BDC and from the Voting Members for the BDC to consider in preparing the slate for the Annual Election.
- B. Nominations for all offices and positions described in these Bylaws shall be made on a single slate by the BDC, as set forth in these Bylaws, and shall be published along with the process for electronic nomination.
- C. Except as otherwise provided herein, electronic nominations prior to the Annual Election period and subsequent to presentation of the slate prepared by the BDC must be received and vetted prior to the Annual Election period in accordance with the procedures adopted by the Board.
- D. Nominations from Voting Members shall be in order only if:
1. They are received at least 5 days prior to the opening of the Annual Election period in compliance with the procedures adopted by the Board,

2. The Chair is notified of the proposed nomination and is given documentation evidencing the qualification of the proposed nominee for the office or position; and
 3. The proposed nominee gives written consent to his or her nomination to the Chair prior to the opening of the Annual Election period; and
 4. The BDC has determined the nominee is qualified in the same manner as the nominees in the originally proposed slate.
- E. If nominations are in order, the BDC will present qualified nominees on a revised ballot in a communication to Voting Members at the launch of the Annual Election period.

Section 2. Terms of Office.

- A. The term of any office or position shall begin immediately following the adjournment of the Annual Meeting or other meeting at which the election for that position was held.
- B. A person who has served more than half of a specific term, as set forth in the Bylaws, shall be considered to have served the full term for the purpose of determining eligibility to serve additional terms in that position.
 1. Any person who has served for at least 183 days of an office with a one-year term shall be deemed to have served more than half the term even if such service is less than one half the actual term by reason of the dates of election for that position.
 2. Any person who is appointed to an office or position caused by a vacancy during the first year of a two-year or three-year term and is then elected to complete the remainder of the unexpired term shall be deemed at the end of the unexpired term to have served only one term and not two terms.

Section 3. Methods of Notice. Notice of time, place, and purpose of any meeting called pursuant to these Bylaws may be given in person, or by mail, telephone, or electronic means to the contact information appearing in the membership records of GSWO.

Section 4. Business. No business may be transacted at any Special Meeting unless such business was stated in the notice for the meeting.

Article XII - Fiduciary Responsibilities

Section 1. Fiscal Year. The fiscal year of GSWO shall be October 1 through September 30 of the following year and shall be called by the year in which it ends (the "fiscal year").

- Section 2. **Contributions.** Guidelines for accepting contributions shall be established by the Board. Any contributions, bequests and gifts made to GSWO shall be accepted or collected as authorized by the gift acceptance policy of the Board or by Board action.
- Section 3. **Deposit of Funds.** All funds of GSWO shall be deposited to the credit of GSWO, under such conditions and in such banks as shall be designated by the Board.
- Section 4. **Signature Approval.** Approvals for signatures necessary on contracts, checks, and orders for the payment, receipt, or deposit of money and access to securities of GSWO shall be provided by resolution of the Board.
- Section 5. **Bonds.** All persons having access to major responsibility for the handling of monies and securities of GSWO shall be bonded; and the bond shall be purchased and paid for by GSWO.
- Section 6. **Budget.** The annual budget of estimated income and expenditures shall be approved by the Board in compliance with Board policies.
- Section 7. **Annual Audit.** A certified public accountant or other independent public accountant shall be retained by the Board to make an annual examination of the financial accounts of GSWO and a report of this examination shall be submitted to the Board and to GSUSA.
- Section 8. **Financial Report.** A summary report of the financial operations of GSWO shall be made at least annually to Council Members and to the public in such form as the Board shall approve.
- Section 9. **Investments.** The Board shall approve a GSWO investment policy and monitor performance to assure that investments are in compliance with stated policy. The Board may delegate the monitoring function to an investment task group.
- Section 10. **Legal Counsel.** Independent legal counsel retained by the CEO on behalf of the Council Members and Board shall:
- A. Ensure compliance with federal and state legal requirements;
 - B. Review and advise on legal instruments GSWO executes, such as leases and contracts, and real estate property purchases, sales, or leases; and
 - C. Review and advise on any item the Board or CEO deems necessary, in all cases subject to the Board Policy Manual.
- Section 11. **Audit Committee.** The Board shall appoint an audit committee to assure objective review of financial activities in compliance with Board policy and sound fiscal practices. This committee shall determine the scope of the

annual external audit, as well as other direct inspection monitoring as delegated by the Board.

Section 12. Conflicts of Interest.

- A. Gifts. No Director, officer, or employee of GSWO shall solicit or accept, directly or indirectly, anything of substantial monetary value (including any gift, gratuity, favor, entertainment, loan, or other consideration) from any person or entity that has, or is seeking, a contractual, donative, employment, financial, or other beneficial relationship with GSWO without first making a disclosure of such conflict of interest to the Board.
- B. Conflict of Interest Procedure. When the Board is considering a proposed transaction that may benefit the private interest of an officer or Director, the procedure outlined in the Conflicts-of-Interest Policy adopted by the Board shall be followed.

Article XIII - Indemnification

Section 1. GSWO shall indemnify each person who is or was a Director, officer, or employee of GSWO or such other persons covered by the Act to the fullest extent permitted by the Act.

Section 2. Each Director, and officer shall perform such person's duties in good faith, in a manner as such person reasonably believes to be in the best interests of GSWO, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. The Director, or officer who so performs the duties as a Director, or officer shall not have any liability by reason of being or having been a Director, or officer of GSWO. In performing such person's duties, the Director, or officer shall be entitled to rely upon such information, opinions, reports, or statements, including financial statements or other financial data, presented or prepared by (A) any of GSWO's other Directors, officers, or employees that such Director, or officer reasonably believes are reliable and competent in the matters prepared or presented, or (B) any other person, including lawyers or accountants, as to matters that such Director, or officer reasonably believes are within such person's professional or expert competence. No Director, or officer shall be personally liable to GSWO in monetary damages for a breach of duty to GSWO unless it is proved in court of competent jurisdiction that such person's action or failure to act (i) was not in good faith, (ii) was undertaken with deliberate intent to cause injury to GSWO or undertaken with reckless disregard for the interests of GSWO, (iii) resulted in an improper personal benefit to such person or any affiliate of such person (iv) constituted fraud or deceit, or (v) was a knowing violation of law.

Article XIV - Procedural Authority

The Board shall establish the procedures for all meetings of GSWO and all meetings of the Voting Members within its jurisdiction that are not inconsistent with these Bylaws and any special rules of order adopted by the Voting Council.

Article XV - Dissolution

GSWO may be dissolved pursuant to the applicable provisions of the Act. Upon dissolution of GSWO, the Board shall, after paying or making provision for the payment of all the liabilities of GSWO, dispose of all assets of GSWO as provided in GSWO's Articles of Incorporation.

Article XVI - Regulations

These Bylaws shall constitute the Code of Regulations of GSWO under the Act.

Article XVII - Amendments

Section 1. These Bylaws may be amended by a 2/3 vote of the Board, provided that:

- A. The proposed amendment(s) shall have been included in the notice of the meeting, and
- B. If the amendment(s) affect the powers reserved to the Voting Council, such amendment must be subsequently approved at any meeting of the Voting Council by a 2/3 vote of those present in person, electronically, or by proxy, provided that the proposed amendment shall have been included in the notice of the meeting.

Section 2: The Voting Council has the right to recommend amendments to the Bylaws to the Board, and the Board shall take such recommendations into consideration.

Section 3: Any amendment(s) to the Bylaws that are approved by the Board or the Voting Council shall be communicated to the Voting Council within 30 days of the meeting at which the amendment(s) were adopted.

The foregoing Bylaws were duly approved by the Voting Council and adopted by the Board of Directors of the Corporation effective as of the 2nd day of November 2024.

Reviewed by Attorney
Adopted Changes



