

AMENDED AND RESTATED BYLAWS

OF

GIRL SCOUTS OF ALASKA

(Amended July 17, 2019)

Article 1 – Corporate Identity

Section 1.1 Name

The name of this corporation shall be Girl Scouts of Alaska (the “Council” or “GSAK”). Girl Scouts of Alaska is a non-profit corporation organized under the statutes of the State of Alaska, and recognized as tax-exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as from time to time revised.

Section 1.2 Registered Office

The registered office shall be located at Anchorage, Alaska and may be changed by a resolution of the Council’s Board of Directors (“Board”) and filed with the State of Alaska.

Section 1.3 Registered Agent

The registered agent shall be the Chief Executive Officer (“CEO”), and may be changed by a resolution of the Board and filed with the State of Alaska.

Section 1.4 Principal Office

The principal office of the Council shall be located in Anchorage, Alaska. The Council may have other offices within the State of Alaska, as determined by the Board.

Article 2 – Membership

Section 2.1 Membership in the Girl Scout Movement

The Council shall register members of the Girl Scout Movement according to the policies and directives of the Girl Scouts of the United States of America (“GSUSA”).

Section 2.2 No Members

Notwithstanding the foregoing, the Council shall have no members.

Article 3 - Board of Directors

Section 3.1 General Powers and Responsibilities

The Council’s affairs shall be managed by its Board.

The Board shall have the ultimate responsibility for the Council. The Board shall be responsible for:

- (a) Ensuring the achievement of the Girl Scout Mission;
- (b) Employing, supervising, evaluating and removing the CEO;
- (c) Establishing and monitoring the enforcement of major policy matters;
- (d) Raising funds for the Council's operations and properties;
- (e) Preserving the Council's financial integrity;
- (f) Selecting delegates from Alaska for all national meetings; and
- (g) With the assistance of the CEO, formulating major strategic thinking, long and short-term goals, and vision statements for the Council as a whole.

Section 3.2 Number, Tenure, and Qualifications of Directors

(a) The number of voting Board members ("Directors") shall be at least twelve and no more than eighteen. Each Director shall hold office for a three-year term and until his or her successor shall have been elected and qualified. Directors shall be elected by the Board at its annual meeting.

(b) The terms of the Directors shall be staggered so that approximately one-third of the terms expire each year.

(c) No amendment of these Bylaws reducing the number of Directors shall reduce the term of any incumbent Director.

(d) No employee of the Council may serve as a Director.

Section 3.3 Term Limits

No individual may serve more than three consecutive terms, except that an individual serving as Board Chair may serve for a fourth term. For purposes of this section, a partial term of less than 18 months shall not be counted as a term and a partial term of 18 months or more shall be counted as a full term.

Section 3.4 Non-Voting Board Members

(a) The CEO shall be appointed by the Board to serve at its pleasure and shall serve as an ex officio officer of the Council without vote.

(b) One or more non-voting "Girl Representatives" may be appointed by the Board. Girl Representatives shall serve for a term of one year. A Girl Representative shall be between 14

and 18 years of age at the time of appointment. Girl Representatives shall be excused from meetings of the Board conducted in Executive Session.

Section 3.5 Participation in Meetings

Members of the Board may participate in a meeting by means of conference telephone or similar communications equipment by which all persons participating can hear each other and be heard at the same time. Such participation will constitute presence in person at the meeting.

Section 3.6 Annual Meetings

The Annual Meeting of the Board shall be held without notice other than this Bylaw, in the fall of each year, for the purpose of electing Directors and for the purpose of conducting such other business as may be required. To the extent practical, Directors should attend the Annual Meeting in person.

Section 3.7 Regular Meetings

The Board shall hold at least three regular meetings each year in addition to the Annual Meeting. The location of the regular meetings shall be rotated to include locations within various parts of the council to the extent practical. The Board may provide by resolution the time and place for the holding of regular meetings of the Board. Notice of those meetings shall be given in a manner reasonably calculated to reach Directors on a timely basis.

Section 3.8 Special Meetings

Special meetings of the Board may be called by or at the request of the Board Chair, the presiding officer or any three of the Directors.

Section 3.9 Notice of Special Meetings

Written notice of any special meeting of the Board shall be delivered to each Director at his or her physical address or e-mail address as shown by the records of the Council at least twenty-four hours in advance of such meetings.

Section 3.10 Waiver of Notice

Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of the 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. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board need be specified in the notice.

Section 3.11 Quorum

A majority of the filled seats on the Board shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is not initially present, a majority of the Directors

present may postpone the convening of the meeting until later on the same day at the same location without further notice. Once a quorum is established, the Board may continue to conduct business despite the withdrawal of a Director or Directors.

Section 3.12 Manner of Acting

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these Bylaws.

Section 3.13 No Proxies

Directors may not participate or vote by proxy.

Section 3.14 Vacancies

Any vacancy occurring in the Board and any Directorship to be filled because of an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 3.15 Compensation

Directors shall not receive salaries for their services, but may receive expenses for attendance at each annual, regular, or special meeting of the Board.

Section 3.16 Informal Action by Directors

Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Directors.

Section 3.17 Standards of Conduct for Directors

- (a) A Director shall perform his or her duties, including the duties as a member of a committee:
- (i) in good faith;
 - (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
 - (iii) in a manner the Director reasonably believes to be in the best interest of the Council.

(b) In performing his or her duties, a Director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

- (i) one or more officers or employees of the Council whom the Director reasonably believes to be reliable and competent in the matters presented;
- (ii) legal counsel, public accountants or other persons as to matters the Director reasonably believes are within the person's professional or expert competence; or
- (iii) a committee of the Board of which the Director is not a member, as to matters within its purview, if the Director reasonably believes the committee merits confidence.

(c) A Director is not acting in good faith if the Director has actual knowledge concerning the matter in question that makes reliance otherwise permitted by subsection (b) unwarranted.

Section 3.18 Conflicts of Interest

A Director shall disclose all actual and potential conflicts of interest and may not act in matters in which he or she has a substantial and material conflict of interest.

(a) Conflict of Interest Defined. A Director shall be considered to have a conflict of interest ("Conflict of Interest") if he or she or a member of his or her immediate family:

- (i) has an economic interest in a transaction which is the subject of proposed action by the Council;
- (ii) is a member or holds a significant interest in another entity that is the subject of the proposed action by the Council;
- (iii) is a member of the board of directors (or other governing body), or an officer or manager of another entity that is the subject of the proposed action by the Council; or
- (iv) is a party to or a potential party to threatened or pending litigation or administrative proceedings in which the position is adverse to that of the Council.

However, a Director does not have a Conflict of Interest where the interest of the Director or his or her immediate family is no different than that of other Directors.

(b) Determination of Substantial and Material Conflict of Interest. When a Director has a potential Conflict of Interest, the Director shall notify the Board before the Board considers the matter with respect to which the actual or potential conflict exists, of all material facts

concerning the nature of the Conflict of Interest. The existence of a Conflict of Interest shall be recorded in the minutes of the meeting of the Board.

The Board shall determine if a particular Director has a substantial and material Conflict of Interest under this Section. The issue shall be voted on by the Directors who do not have a Conflict of Interest on the matter to be considered. Any Director with a Conflict of Interest shall not participate in the discussion of the conflict and shall abstain from voting on the issue of the conflict and shall leave the meeting while the disinterested Directors discuss and vote on the conflict. However, the Director may be counted in determining the presence of a quorum at the meeting at which the Board considers the matter giving rise to the conflict.

(c) Disqualification of Director. If a majority of the voting Directors votes that a substantial and material Conflict of Interest exists, then the Director shall be disqualified from discussing or voting on the matter in which he or she has a substantial and material Conflict of Interest, and the minutes shall reflect such non-participation due to the Conflict of Interest.

Section 3.19 Removal of Directors

Any Director may be removed by the vote of two-thirds of the members of the Board when in the Board's judgment the best interest of the Council would be served thereby, following at least fourteen calendar days' notice to such Director of the proposed removal.

Section 3.20 Rules of Procedure

The Board may adopt rules of procedure for meetings of the Board and Committees of the Council consistent with these Bylaws.

Article 4 - Officers

Section 4.1 Officers

The Officers of the Council shall be elected from and by the Board, and shall be a President (to be known as the "Board Chair"), a First Vice Chair, a Second Vice Chair, a Secretary, and a Treasurer (collectively, the "Officers" and individually, an "Officer"). The Board of Directors may elect or appoint other necessary officers and assistant officers and agents and designate their duties. The Officers have the authority to perform the duties prescribed by the Board. Any Officer who leaves the Board will no longer be eligible to serve as an Officer.

Section 4.2 Election and Term of Office

The Officers of the Council shall be elected by the Board of Directors upon adoption of these Bylaws, and thereafter at Annual Meetings of the Board of Directors. Each Office shall be for a term of three years. Except as provided for the office of Board Chair in Section 3.3, election to an office shall not extend the term of a Director beyond the end of such Director's third term. However, a Director who has less than three years remaining in his or her third term may assume an office and may hold that office until the end of such Director's term. The Board of Directors may, by resolution, provide for staggered terms for Officers. New offices may be created and

filled at any meeting of the Board of Directors. Each Officer shall hold office until his or her successor has been duly elected and qualified.

Section 4.3 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board at any regular or special meeting for the unexpired portion of the term.

Section 4.4 Board Chair

The Board Chair shall be the principal Officer of the Council and shall preside at all meetings of Board; may sign, with the Secretary or any other Officer, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution is expressly delegated by the Board or by these Bylaws, or by statute to some other Officer or agent of the Council; and, in general, shall perform all duties incident to the office of Board Chair and other duties as may be prescribed by the Board.

Section 4.5 First Vice Chair

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

Section 4.6 Second Vice Chair

In the absence of the Board Chair and the First Vice Chair, the Second Vice Chair shall preside at Board meetings and shall perform other duties as assigned by the Board Chair or by the Board.

Section 4.7 Secretary

The Secretary shall be responsible for the minutes of the meetings of the Board and committees having any of the authority of the Board; shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; shall be custodian of the corporate records of the Council; shall keep a register of the name, address and email address of each Director; and in general, perform all duties incident to the office of Secretary and other duties as assigned by the Board Chair or by the Board.

The duties of the Secretary may be delegated to a staff member with responsibility for Board support. In such case, the Secretary shall receive and review minutes prepared by the staff member.

Section 4.8 Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Council; receive and give receipts for monies due and payable to the Council from any source whatsoever; deposit all such moneys in the name of the Council in the banks, trust companies or other depositories selected by the Board of Directors; and in general perform all the duties incident to the office of Treasurer and other duties as assigned by the Board Chair or by the Board.

The duties of the Treasurer may be delegated to a staff member with responsibility for financial operations. In such case, the Treasurer shall receive and review monthly reports from the staff member responsible for financial operations.

Section 4.9 Removal

Any Officer may be removed by the vote of two-thirds of the Board whenever, in the Board's judgment, the best interests of the Council would be served thereby, following at least fourteen calendar days' notice to such Officer of such proposed removal.

Article 5 - Committees

Section 5.1 Committees

The Board may appoint any committees or task forces that it deems necessary ("Committees"). Committees not having and exercising the authority of the Board in the management of the Council may be established by resolution of the Board. Except as otherwise provided in such resolution, the Board Chair shall appoint the Committee members. Any committee member may be removed, without cause stated, by the person or persons authorized to appoint the member whenever, in the judgment of the appointing authority, the best interest of the Council is served by the removal. Committee members absent from three consecutive meetings may be asked by the Board Chair to resign from the Committee.

If the Committee member(s) decline(s) to resign or does not respond, written notices of proposed removal due to non-attendance must be given to the applicable Committee member(s) at least fourteen calendar days before the time of the meeting at which such removal action will be considered. Such notice shall be deemed to be given when (a) deposited in the United States mail with postage prepaid, return receipt requested, and (b) by email, addressed to the Committee member at his or her address, as such address appears on the Girl Scout's records. The Committee, by a vote of a majority of the members present at the meeting at which a quorum is present, may remove the member from the Committee.

Section 5.2 Term of Office

Each member of a Committee shall serve at the pleasure of the Board Chair. Unless otherwise indicated by the Board Chair in the appointment process as provided in these Bylaws, a

Committee appointment shall run for a one-year term. The appointment shall run concurrently with the Council's fiscal year.

Section 5.3 Chairperson

One member of each Committee shall be appointed chairperson by the appointing authority.

Section 5.4 Quorum

Unless otherwise provided in the resolution of the Board designating a Committee, a majority of the whole Committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee.

Section 5.5 Rules

Each Committee may adopt rules for its own governance not inconsistent with Alaska statutes, these Bylaws or any rules adopted by the Board.

Section 5.6 Executive Committee

The Executive Committee shall have and exercise the authority of the Board in the management of the Council to the extent provided in that resolution. However, it shall not have the authority to amend, alter or repeal the Bylaws; elect, appoint or remove any member of any Committee or any Director or officer of the Council; amend the Articles of Incorporation; restate Articles of Incorporation; adopt a plan of merger or adopt a plan of consolidation with another Council; authorize the sale, lease, exchange or mortgage of property or assets of the Council; authorize the voluntary dissolution of the Council; or amend, alter or repeal any Board resolution which by its terms provides that it shall not be amended, altered or repealed by the Executive Committee. The designation and appointment of an Executive Committee and the delegation of authority to it shall not operate to relieve the Board, or any individual Director, of any responsibility imposed upon the Board or any Director by law.

Section 5.7 Finance Committee

The Finance Committee is responsible for:

- (a) Monitoring the financial status of the Council; and
- (b) Periodically reviewing the Council's financial policies, including investment policies, and making appropriate recommendations to the Board.

At each regular meeting of the Board, the Finance Committee will report to the Board on the current financial condition of the Council. The Finance Committee shall consist of the Treasurer, at least two other Board members, and at least one person who is not a Board member.

At least one Committee member shall have accounting or other equivalent experience and expertise.

Section 5.8 Audit Committee

The Audit Committee is responsible for insuring the integrity of the Council's financial records by:

- (a) Selecting, subject to ratification by the Board, a firm of independent accountants to examine annually the accounting records and financial statements of the Council;
- (b) Reviewing the results of the annual audit or review, as well as any recommendations pertaining to accounting practices, policies and procedures, and making appropriate recommendations to the Board;
- (c) Periodically reviewing the adequacy and effectiveness of the Council's internal systems of controls and financial reporting procedures and making reports about these reviews to the Board; and
- (d) Making any further investigations to inform itself as to the conduct of the Council's financial affairs.

Section 5.9 Board Development Committee

The Board Development Committee shall consist of no more than nine members. At least one, but no more than three of the members shall be Board members. Each member shall serve a three-year term. A member may serve a maximum of two consecutive terms.

The Board Development Committee is responsible for the corporate health and effectiveness of the Board. Its responsibilities include identifying and recommending to the Board the optimum mix of Board members. The Committee also is responsible for Board development, which includes training new Board members as well as ongoing Board training and evaluation. To the extent practical, the Board Development Committee should arrange for Board training to be provided in conjunction with the Annual Meeting. The Committee also is responsible for seasonably reviewing the Council's Bylaws and practices and recommending any changes it deems appropriate related to Board structure or operations. By way of example, the Committee should periodically review the manner in which meetings are conducted, the size of the Board, the responsibilities of the Officers, and the use of both standing and ad hoc Committees.

Section 5.10 Fund Development Committee

The Fund Development Committee is responsible for:

- (a) Reviewing, assessing, and improving the Council's fundraising efforts;

- (b) Establishing annual fundraising goals through a multi-faceted approach including individual donor cultivation, annual appeals, corporate/foundation solicitation, communication and outreach activities, and special event planning;
- (c) Providing leadership in generating contributions to fund the general operating and capital expenditures as defined by the annual budgets and projected by the Finance Committee; and
- (d) Developing long and short-range fund development strategies.

The Fund Development Committee shall consist of the Board Chair and at least four other Board members, who shall report their progress to the Board.

Article 6 – Membership Connections Committee

Section 6.1 Committee

There shall be a Membership Connections Committee (“MCC”) appointed by the Board with the primary responsibility of facilitating strategic and operational input from girls and volunteers to the Board. The MCC shall serve in an advisory capacity as the connection between girls, volunteers and the Board. All members of the MCC shall be registered members of the Girl Scout Movement. Girl and adult MCC members may operate in separate groups if desired.

Section 6.2 Term

Except for vacancies filled by the MCC itself, each member shall serve a three-year term. A member may serve a maximum of two consecutive terms. The term shall run concurrently with the Council’s fiscal year. Appointment to the MCC made after the mid-point of the Council’s fiscal year shall not count as Year 1 in the member’s three-year term.

Section 6.3 Number of Members

There may be no less than five and no more than fifteen adult members and no less than five and no more than fifteen girl members in addition to up five non-voting Board member liaisons. Girl members shall be between fourteen and eighteen years of age at the time of appointment. Participation in the MCC by each region is highly encouraged but not required. MCC members should reflect the diversity of the state.

Section 6.4 Meetings

A GSAK board member and an MCC elected non-board member shall co-preside at all meetings of the MCC. The MCC Co-Chairs may designate an individual to take notes at all meetings of the MCC and maintain a list of the contact information of all members of the MCC.

Section 6.5 Duties

Among other things, the MCC shall:

- (a) provide input with regard to operational and policy issues to the Board;
- (b) seek input from girls and volunteers in Alaska regarding operational and policy issues;
- (c) annually provide one or more regional forums, with due regard for geographic diversity, that will provide opportunities for girls and volunteers to give input on the operational and policy issues of the Council;
- (d) receive a report of actions from Board meetings and timely provide minutes of the MCC meetings to the Board;
- (e) submit names to the Board Development Committee for consideration for appointment to the MCC;
- (f) submit names to the Board Development Committee for consideration for selection as delegates from GSAK for all national meetings;
- (g) submit names to the Board Development Committee for consideration for appointment to the Board of Directors.

Section 6.6 Number of Meetings

Each MCC shall meet at least twice annually, with at least one of the two meetings being face to face. Meetings shall be held at least two weeks in advance of Board meetings.

MCC members may participate in a meeting or forum by means of conference telephone or similar communications equipment. The Council may provide travel assistance to MCC members, but shall not be obligated to do so.

Section 6.7 Quorum

A majority of the members of the MCC shall constitute a quorum for the transaction of business at any meeting of the MCC. If a quorum is not initially present, a majority of the MCC present may postpone the convening of the meeting to later on the same day at the same location without further notice. Once a quorum is established, the MCC may continue to conduct business despite the withdrawal of a member of the MCC. Members of the MCC may participate in meetings telephonically or by any other electronic means available.

Section 6.8 Manner of Acting

The act of a majority of the members of the MCC present at a meeting at which a quorum is present shall be the act of the MCC.

Section 6.9 No Proxies

To encourage individual participation in the deliberative process, members of the MCC may not participate or vote by proxy.

Section 6.10 Vacancies

Any vacancy occurring on the MCC may be filled by appointment by the Board Chair or by the Board. Each member of the MCC so appointed shall hold office until the expiration of the term of the member whom he or she is appointed to replace.

Section 6.11 Compensation

Members of the MCC shall not receive salaries or regular compensation for their services. They may receive reimbursement for expenses incurred in performing their duties, but only if expenses and documentation for expenses meet then-current requirements of the Internal Revenue Code and regulations, and reimbursement is approved prior to expenditure by the CEO or the staff member with responsibility for financial operations.

Section 6.12 Rules of Procedure

The MCC may adopt rules of procedure for meetings consistent with these Bylaws.

Section 6.13 Resignation/Removal

A member of the MCC may resign at any time by giving written notice to the Council. Such resignation shall be effective immediately upon receipt by the Council and acceptance of the resignation by the Board or the MCC shall not be required. Any member of the MCC may be removed by the Board whenever in its judgment the best interest of the Council would be served thereby, following at least fourteen calendar days' notice to such member of such proposed removal.

Section 6.14 Regions

There shall be 5 regions:

- (1) Southeast Alaska;
- (2) Yukon-Kuskokwim Delta; Bristol Bay, Aleutians, and Pribilofs;
- (3) Municipality of Anchorage;
- (4) Matanuska-Susitna Borough; and
- (5) Kodiak, Prince William Sound/Copper Valley; and Kenai Peninsula Borough.

Article 7- Contracts, Checks, Deposits and Gifts

Section 7.1 Contracts

The Board may authorize any Officers or agents of the Council, in addition to the Officers expressly authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Council, and such authority may be general or confined to specific instances.

Section 7.2 Checks, Drafts, Etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Council, shall be signed by Officers or agents of the

Council in a manner determined by resolution of the Board.

Section 7.3 Deposits

All funds of the Council shall be deposited from time to time to the credit of the Council in such banks, trust companies or other depositories as the Board may select.

Section 7.4 Gifts

The Board or its designee may accept on behalf of the Council any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Council so long as the contribution, bequest or devise is consistent with the gift acceptance policy adopted by the Board. In the absence of a gift acceptance policy, the Board shall exercise due diligence in determining that acceptance of the contribution, gift, bequest or devise is in the best interest of the Council.

Article 8 - Books and Records

The Council shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its Board and committees having any of the authority of the Board. All books and records of the Council may be inspected by any Director, or his or her agent or attorney, for any proper purpose at any reasonable time.

Article 9 - Fiscal Year

The fiscal year of the Council shall begin on the 1st day of October and end on the 30th day of September in each year.

Article 10 - Indemnification

Section 10.1 Duty to Indemnify

Subject to the sections below, the Council shall defend, indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or

completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Council) by reason of or arising from the fact that the person is or was a Director, Officer, employee or agent of the Council against costs and expenses (including attorney's fees) of the suit, action or proceeding, judgments, fines, and settlements actually and reasonably incurred in connection with the action, suit or proceeding if:

- (a) the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interest of the Council and, with respect to a criminal action or proceeding, did not know and had no reasonable cause to believe the conduct was unlawful, or
- (b) the person's act or omission giving rise to the action, suit or proceeding is ratified, adopted or confirmed by the Council or the benefit thereof received by a vote of disinterested Directors.

The termination of any action, suit or proceeding shall not of itself create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interest of the Council and, with respect to a criminal action or proceeding, a presumption that the person had reasonable cause to believe that the conduct was unlawful.

Section 10.2 Denial of Right to Indemnification

Subject to the provisions of Sections 10.5 and 10.6, defense and indemnification under Section 10.1 automatically shall be made by the Council unless the Board expressly and reasonably determines that defense and indemnification of the person is not proper under the circumstances because the person has not met the standard of conduct set forth in Section 10.1. In the case of any challenge to the propriety thereof, the person shall be afforded a fair opportunity to be heard as to that determination. Defense and indemnification payment may be made subject to repayment upon ultimate determination that defense and indemnification is not proper.

Section 10.3 Determination

The determination described in Section 10.2 shall be made:

- (a) by the Board by a majority vote of disinterested directors, or
- (b) by independent legal counsel, if directed by the Board by a majority vote of disinterested Directors or in the absence of a quorum.

Section 10.4 Successful Defense

Notwithstanding any other provisions of Sections 10.1, 10.2 or 10.3, but subject to the provisions of Section 10.5, if a person is successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 10.1, or in defense of any claim, issue or matter therein, the person shall be indemnified against all costs and expenses (including attorney's fees) actually and reasonably incurred in connection therewith.

Section 10.5 Condition Precedent to Indemnification

Any person who desires to receive defense and indemnification under this Article shall notify the Council reasonably promptly that the person has been named a defendant to an action, suit or proceeding of a type referred to in Section 10.1 and that the person intends to rely upon the right of indemnification described in this Article. The notice shall be in writing and mailed via registered or certified mail, return receipt requested, to the Board Chair at the principal office of the Council or, in the event the notice is from the Board Chair, to the Secretary of the Council. Notice need not be given when the Council is notified by being named a party to the action.

Section 10.6 Insurance

The Board shall purchase reasonable insurance coverage for the risks described in this Article. To the extent that such an insurance policy provides coverage where this Article does not, a Director seeking indemnity shall have the benefit of that coverage, and the rules set out in this Article shall apply to any deductible or co-insurance requirement, or to any claims in excess of policy limits.

Section 10.7 Former Officers, Directors, Etc.

The indemnification provisions of this Article shall be extended to a person who has ceased to be a Director, Officer, employee or agent as described above and shall inure to the benefit of the heirs, personal representatives, executors and administrators of such person.

Section 10.8 Purpose and Exclusivity

The defense and indemnification referred to in the various sections of this Article shall be deemed to be in addition to and not in lieu of any other rights to which those defended and indemnified may be entitled under any statute, rule of law or equity, agreement, vote of the Board, or otherwise. The purpose of this Article is to augment, pursuant to AS 10.06.490(f), the provisions of AS 10.20.011(14), and the other provisions of AS 10.06.490.

Section 10.9 Limitation of Liability

No Director of this Council shall have any personal liability to the Council for monetary damages for the breach of fiduciary duty as a Director except as provided in AS 10.20.151(d) and (e).

Article 11 - Seal; Shares of Stock; Loans

Section 11.1 Seal

The Council shall have no seal.

Section 11.2 Shares of Stock

The Council may not issue shares of stock nor pay dividends.

Section 11.3 Loans

The Council may not make loans to its Officers, Directors, employees or agents.

Article 12 - Waiver of Notice

Whenever any notice is required to be given under the provisions of the Alaska Nonprofit Corporation Act or under the provisions of the Council's Articles of Incorporation or the Bylaws of the Council, a waiver in writing signed by the person or persons entitled to such notice, whether before or after the time stated, shall be deemed equivalent to the giving of notice.

Article 13 - Amendments to Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds vote of the Directors present at any regular meeting, annual meeting or special meeting, if at least two days' written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at a meeting.

KNOW ALL PERSONS BY THESE PRESENTS: That the undersigned Secretary of Girl Scouts of Alaska does hereby certify that the above and foregoing Bylaws were duly adopted by the Board of Directors on the ____ day of _____, 2019.

_____, Secretary

Name: _____