

Girl Scouts of Citrus Council, Inc.
AMENDED AND RESTATED BYLAWS
2026

Pursuant to the Corporation's Annual Membership meeting, held on March 22nd, 2026, with proper notice and evidenced by the attached Minutes, a majority vote of the Members approved this Amended and Restated Bylaws, 2026 which are as follows:

ARTICLE I THE CORPORATION

The name of this corporation shall be GIRL SCOUTS OF CITRUS COUNCIL, INC. (the "Corporation").

ARTICLE II PURPOSE

The principal objective and purpose of the Corporation shall be as follows:

1. To offer all girls, ages five through seventeen, residing within the Corporation's Jurisdiction, an opportunity to participate in the Girl Scout program in accordance with the guidance and direction of the Girl Scouts of the USA. The purpose is an informal educational program designed to help girls put in practice the fundamental principles of the Girl Scout movement.
2. To develop, manage and maintain Girl Scouting throughout the Corporation's Jurisdiction, in such manner and subject to such limitations as are prescribed in the Constitution, Bylaws and Policies of the Girl Scouts of the United States of America, "GSUSA" and by the terms of the Charter granted to the Corporation by GSUSA.

ARTICLE III DEFINITIONS

Girl Scouts of Citrus Council, Inc. ("GSCC"). The Florida nonprofit tax-exempt corporation, which has received a Girl Scout Council Charter from Girl Scouts of the USA ("GSUSA").

Girl Scouts of the USA ("GSUSA"). The national nonprofit corporation, which binds the

elements of Girl Scouts across the world into a cohesive Girl Scout Movement with a common purpose.

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

GSCC’s Territorial Jurisdiction (“Jurisdiction”). The geographical territory in which GSCC is authorized to establish Girl Scout troops and service centers. GSCC’s territory includes the following Florida counties: Brevard, Orange, Volusia, Lake, Seminole, and Osceola.

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

ARTICLE IV MEMBERSHIP

1. Membership - Only persons who are members of the Girl Scout movement, 14 years of age or older as of October 1 of the current membership year, registered through GSCC, are eligible to be members of the Corporation ("Members"). Members of the Corporation, in meeting assembled or in attendance virtually, shall consist of:
 - a. Delegates (defined in Article XIII (1) below); and
 - b. National Council Delegates (defined in Article XIV); and
 - c. Association Chairs and Association Vice Chairs (both as defined in Article XIII (3) below); and
 - d. Board Members (defined in Article IX (2) below); and
 - e. Board Development Committee Member (defined in Article VI below) who are not otherwise Members.
2. Members - At least two-thirds of the Members must be elected by the Service Communities (defined in Article XII below). All Members shall serve only for the term to which they have been elected and only for so long as they are registered members of GSUSA.
3. Responsibilities - The Members shall:
 - a. Elect the Board Members, and the Board Development Committee Members, as well as the Council's delegates and alternate delegates to the National Council of GSUSA.

- b. Determine the general lines of direction for Girl Scouting within the Council's jurisdiction by receiving and responding to the strategy and direction provided by the Board.
- c. Amend the Articles of Incorporation for the Council and these Bylaws.
- d. Take all other action requiring membership vote within the responsibilities of the Council; and
- e. Conduct such other business as may, from time to time, come before the Members.

ARTICLE V MEETINGS OF THE CORPORATION

1. Annual Meeting - The annual meeting of the Corporation shall be held within six (6) months of the close of the Council's fiscal year, at such time and place as may be determined by the Board. Notice of time, place, and purpose of the meeting, including the slate of nominees for election, shall be distributed to each Member not less than 30 days before the meeting.
2. Special Meetings - Special meetings of the Corporation shall be called by the Board Chair within 14 days, upon written request of two-thirds of the Board Members or of twenty-five percent of the Members, and provided that at least a majority of the Service Communities Members are represented. The purpose of such special meetings shall be limited to the legitimate business of the membership of the Corporation and shall be stated with the request. No other business shall be transacted except that for which the special meeting has been called. Notice of the time, place, and purpose of the special meeting shall be distributed not less than seven days before the special meeting to each Member.
3. Quorum - Thirty-three percent (33%) of the Members must be present to constitute a quorum for the transaction of business, provided however, that Members are present from a majority of the Service Communities. This quorum may consist of Members who attend meetings in person or virtually. Members may vote through electronic means.
4. Voting Procedure - Each Member present in person or by electronic means shall be entitled to one vote. Elections shall be by ballot in contested elections and may be by

voice or other means in uncontested elections; a plurality of votes cast shall elect. All other matters shall be determined by a majority vote of the Members present in person or by electronic means and voting, unless otherwise provided by governing law or these Bylaws.

ARTICLE VI BOARD DEVELOPMENT COMMITTEE

1. Composition - There shall be a "Board Development Committee" of the Council composed of five to seven members ("Board Development Committee Members") elected by the voting members. The number of Board Members on the Board Development Committee may not exceed the number of non-Board members.

2. Election, Term and Vacancies - Board Development Committee Members shall be elected by the voting Members for a term of two (2) years beginning at the close of the annual meeting at which such Board Development Committee Member is elected and expiring at the annual meeting at which such individual's successor is elected and assumes office, or if earlier, upon such individual's resignation, death or removal from office. Upon expiration of the term, a Board Development Committee Member shall be eligible for re-election, allowing for up to, but not exceed, two (2) consecutive two (2) year terms. Upon expiration of a second consecutive two (2) year term, a Board Development Committee Member shall not be eligible again for Board Development Committee membership until after a lapse of two (2) years. The Board shall have the power to fill vacancies mid-year in the Board Development Committee until the vote at the next annual meeting of the Council.

3. Selection and Term of Board Development Committee Chair - The Board Development Committee Chair shall be appointed by the Board Chair from among the committee members for a term of one (1) year and shall serve as Board Development Committee Chair for no more than two (2) consecutive terms. The Board Development Committee Chair shall be a Board Member. A vacancy in the office of the Board Development Committee Chair shall be filled by appointment by the Board Chair subject to approval of the Board, for the balance of the unexpired term.

4. Quorum - A majority of the members of the Board Development Committee must be present in person or through agreed-upon electronic means to constitute a quorum for the transaction of business.

5. Responsibilities -

- a. The Board Development Committee shall be responsible for development, assessment, training, succession planning, and evaluation of the Board Members.

The Board Development Committee shall present to the Members at the annual meeting of the Council with a single slate of nominees for Board Members, and Board Development Committee members.

At the Annual Meeting of the Corporation in the year before the National Council Session of GSUSA, the Board Development Committee shall present to the Members a single slate of nominees for delegates and alternates to represent the Council at the National Council Session.

Nominations may be made from the floor at the annual meeting of the Council, provided the eligibility of the individuals so nominated has been established and is in accordance with these Bylaws, and the written consent of such individuals has been secured and submitted, with their qualifications, to the Board Development Committee Chair at least forty-eight (48) hours before the beginning of the meeting.

- b. The Board Development Committee shall recommend nominees to fill vacancies among Members of the Board between annual meetings, in accordance with these Bylaws. Such recommendation shall be presented to, and ratified by, the Board through the Board Chair.
- c. All activities of the Board Development Committee, while performing its responsibilities as outlined herein, shall be confidential to the extent required by applicable law.

6. Removal - Any Board Development Committee Member may be removed by a majority vote of the total membership of the Board; provided removal is first recommended by a majority vote of the membership of the Board Development Committee.

ARTICLE VII PARTIAL TERMS

A person who has served more than half a specific term in an office as that specific term is set forth in these Bylaws shall be considered to have served the full term for the purpose of determining eligibility to serve additional terms in that office or in another position.

ARTICLE VIII OFFICERS

1. Number and Title - The officers of the Council (the "Officers") shall be a president, who shall have the working title of Chair of the Board (herein after referred to as "Board Chair"); a first and second vice-president, who shall have the working titles of "Board Vice Chair" and "Board Second Vice Chair" (hereinafter, collectively referred to as "Board Vice Chairs"); the "Secretary"; the "Treasurer"; and the Chief Executive Officer (the "CEO"), who shall serve ex officio, without privilege of vote.

2. Election, Terms & Vacancies - Officers shall be members of the Board of Directors and shall be formally elected at the next meeting of the Board of Directors following the Annual Meeting. A director may not hold more than one office at the same time.

The term of office shall be three (3) years and shall begin at the close of the Board Meeting at which elections are held. An officer is eligible for re-election to the same office for two (2) additional terms

3. Duties - The duties of the Officers shall be as follows:

- a. The Board Chair shall be the chief elected corporate officer of the Council and shall preside at all meetings of the Corporation and the Board. The Board Chair shall be responsible for seeing that the lines of direction given by the members of the Council and the actions of the Board are carried out, and for reporting to the membership and to the Board on the conduct of the affairs of the Council. The Board Chair shall be an ex-officio member of all committees established by the Board and shall perform such other duties as assigned by the Board or prescribed elsewhere in these Bylaws.
- b. The Board Vice Chairs, in order of their rank, shall preside at meetings of the Council and of the Board in the temporary absence or disability of the Board Chair.

The Second Vice Chair shall also ensure appropriate training is provided for the Members prior to the Council's annual meeting and the Council's delegates to the National Convention. The Vice Chairs shall perform such other duties as may be assigned by the Board Chair from time to time.

- c. The Secretary shall be responsible for ensuring that notices of all meetings of the Corporation and the Board are issued and shall see that minutes of such meetings are maintained properly. The Secretary shall be responsible for the custody of corporate books, records, and files, and shall perform such other duties, usually incident to the office of the secretary. In addition, the Secretary shall perform such other duties as may be assigned by the Board Chair.
- d. The Treasurer shall be responsible for monitoring the control, receipt, and custody of all assets of the Corporation; monitoring disbursements as authorized by the Board; monitoring the execution of contracts and other instruments authorized by the Board; and reporting receipt, use, and disbursements of all assets of the Corporation. The Treasurer shall perform such other duties, usually incident to the office of treasurer and shall perform such other duties as may be assigned by the Board Chair or Board. The Treasurer shall be an ex-officio member of the finance committee if such committee is established by the Board.
- e. The Board of Directors may employ a Chief Executive Officer ("CEO") who shall serve as the executive officer of the corporation. The CEO shall be directly and solely accountable and responsible to the Board of Directors for the daily management and operations of the corporation's business. The CEO shall serve at the pleasure of the board and in partnership with the Board and the Corporation; shall be reviewed and evaluated annually on their performance and the corporation's performance by the Chair and a task force established in consultation with the Board Development Committee; and shall be fully responsible for discharging the directives and policies of the Board of Directors through the corporation's daily operations. The CEO shall be custodian of the corporation's funds; shall work with the Treasurer to assure the financial solvency of the corporation; and shall annually, or more often as required, submit to the Board of

Directors operational and financial reports. The CEO serves as staff liaison to the Board Development Committee.

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

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

4. Removal - An elected Officer of the council may be removed with or without cause by a vote of two-thirds of the total membership of the Board.

ARTICLE IX BOARD OF DIRECTORS

1. Powers, Responsibilities, and Accountabilities - The corporate business and affairs of the Council shall be governed under the direction of the Board of Directors, (also known as "Board") except as may be otherwise provided in these bylaws or the Articles of Incorporation.

The Board is accountable: to the Members for governing the affairs of the Council; to the board of directors of GSUSA for compliance with charter requirements; to the State of Florida for adhering to state corporate law; and to the federal government in matters relating to legislation affecting nonprofit and non-stock organizations.

2. Composition - The Board shall consist of not less than five (5) or more than thirteen directors. In addition to the Board Members, two (2) registered Girl Scouts in grades 10-12 and one (1) degree-seeking student at an accredited educational institution and one (1) business master's degree student from a Central Florida educational institution may be invited to participate in Board meetings, without a vote, at the discretion of the Board Chair.

3. Election and Term - The term of office for a director shall be three (3) calendar years and shall expire at the conclusion of the Annual Meeting for the term of office to which they have been elected or when their successors have been elected and qualified as set forth, whichever shall be later. A director may serve for three (3) consecutive terms (nine (9) consecutive years). No director shall serve for no more than three (3) terms. Currently serving directors who exceed the maximum service requirement may complete the current term of service but are not eligible to be re-elected beyond such.
4. Vacancies - Vacancies on the Board occurring by death, resignation, creation of new directorships or otherwise, subject to the laws of Florida, may be filled at the next meeting of the Board by affirmative vote of a majority of the remaining Board Members then in office, though less than a quorum, at any special meeting called for that purpose or at any regular meeting of the Board.
5. Regular Meetings - Regular meetings of the Board shall be held at such time and place as may be determined by resolution of the Board, except that the Board shall meet no less than five (5) times each year. Notice of time, place, and purpose of the meeting shall be communicated to each Board Member in no less than seven (7) days before the meeting.
6. Special Meetings - Special meetings may be called by the Board Chair. Special meetings also shall be called by the Board Chair upon written request of the majority of Board Members. The purpose of such special meetings shall be stated with the request, and no other business shall be transacted except for which the special meeting has been called. Each Board Member shall be notified of the time, place, and purpose of the meeting not less than five (5) days before the special meeting.
7. Quorum - A majority of the Board Members must be present in person or through agreed-upon electronic means to constitute a quorum for the transaction of business.
8. Non-participating Board Members - Any Board Member who is absent for more than two regular meetings within a twelve-month period shall be considered to have resigned, and, upon approval by a majority vote of the Board Members present and voting

at any regular meeting of the Board, shall be notified to this effect. At any time during this process, the resigning Board Member may make written petitions to the Executive Committee (defined below), detailing the reasons for such absence, and request that the resignation be revoked or that any such absence be excused. The Executive Committee shall determine if good cause is shown by the petitioner and shall excuse such absence and/or withdraw the resignation of such Board Member.

ARTICLE X BOARD COMMITTEES

1. Establishment - The Board may establish standing committees, special committees, and/or task groups as it deems necessary. The duration of these committees will be for the period necessary to conclude the assignment.
2. Appointment and Term of Chair - The Board Chair shall appoint the chair and the members of the committees with the approval of the Board.

ARTICLE XI EXECUTIVE COMMITTEE

1. Composition - The "Executive Committee" shall include the Officers of the Council, and the CEO who shall serve without the privilege of voting. The Board Chair shall be the "Executive Committee Chair".
2. Responsibilities - The Executive Committee shall have, and may exercise, the powers of the Board in the interim between Board meetings, except that the Executive Committee shall not have the power to adopt the budget, or to take any action which is contrary to, or a substantial departure from, the direction established by the Board, or which represents a major change in the affairs, business, or policy of the Council. The Executive Committee shall submit reports on actions taken to the Board.
3. Meetings - Meetings of the Executive Committee shall be called by the Board Chair. Notice of time, place, and purpose of the meeting shall be communicated to each member of the Executive Committee in no less than seven (7) days before the meeting.

4. Quorum - Three (3) members of the Executive Committee must be present in person or through agreed upon electronic means to constitute a quorum for the transaction of business.

ARTICLE XII SERVICE COMMUNITIES

1. Geographic Subdivisions - The Board has established, subject to boundary changes as necessary from time to time, geographic subdivisions within the Council's jurisdiction called "Service Communities".
2. Members - The members of each Service Community (also known as Service Communities Members) shall be members of the Girl Scout movement, 14 years of age or over as of October 1 of the current membership year, registered through the Council and being determined by Council to be located within said Service Community's boundaries.
3. Responsibilities of the Communication Coordinator - It shall be the responsibility of the Communication Coordinator to:
 - a. Elect Delegates to the Council, present the views of the Service Community to the Delegates and receive their reports.
 - b. Consider and advise on proposed plans, policies and other matters referred to the Service Community by the Board and introduced by the Delegates.
 - c. Consider and advise on ways of improving the quality of Girl Scouting in the Service Communities.
 - d. Participate in strategic planning process as delegated by the Board.
 - e. Perform such other duties as may be delegated by the Board.
4. Election of Delegates - Each Service Community shall be entitled to elect representatives for the Service Community called Delegates and Alternate Delegates according to a formula established and administered by the Board, from time to time. Each Service Community, however, shall be entitled to elect at least two (2) Delegates and one (1) alternate Delegate. Delegates and alternate Delegates, and all shall be elected for a term of one (1) year, beginning October 1. The alternate Delegate will fill the unexpired term of a Delegate, if vacated.

ARTICLE XIII ASSOCIATIONS

1. Delegates - The Associations are made up of Service Communities. Each Association is represented by the Delegates of the Services Communities that incorporate that Association. The Delegates and Alternate Delegates are elected by the Service Communities pursuant to Article XI Paragraph 4. Delegates of each Association are responsible for the following:

- a. Attending Delegate orientation, Association meetings and the Council Annual meeting.
- b. Maintaining open lines of communication with members of the Association and with the Association Chair.
- c. Representing the viewpoint of the Association membership at Association meetings and at the Council Annual meeting.
- d. Using the Action Inquiry system to direct questions and concerns about Council policies to the Association Chair.

2. Geographic Subdivisions - The Board shall establish geographic subdivisions within the Council jurisdiction, which shall be known and referred to as "Associations". The number and boundary of associations will be modified by the Board as needed to ensure equitable representation to the corporation.

3. Association Chairs - There shall be a chair and a vice chair of the Association (respectively referred to as "Association Chair" and "Association Vice Chair") appointed by the Board Second Vice-Chair. The Association Chair and Association Vice-Chair, whose terms start on June 1 of each year, shall serve for a term of one (1) year. The Board Second Vice-Chair may reappoint the Association Chair and/or Association Vice-Chair for an unlimited number of terms, if the individual is willing to continue fulfilling the position's roles and responsibilities. In the event the Association Chair position is vacated, the Association Vice Chair shall serve as Association Chair until the end of the term. The Association Chair shall:

- a. Coordinate Association activities and events.
- b. Coordinate Service Community delegate elections (for the Service Communities within their Associations) and the reporting of those delegates to the Board Second Vice Chair.

- c. Help facilitate information to, and convene as necessary, the delegates within their Association.
- d. Facilitate communication between the membership within their Association and the Board or its committees.
- e. Participate in meetings of the Corporation.
- f. Carry out such other duties as may be delegated by the Board.

ARTICLE XIV NATIONAL COUNCIL DELEGATES

The delegates whom the Corporation is entitled to elect to the National Council of Girl Scouts of the United States of America shall be elected by the Members of the Corporation at a meeting held within twelve calendar months prior to the regular meeting of the National Council. The Board, or the Board Chair in the absence of a meeting of the Board, shall fill national delegate vacancies among the persons elected as alternate national delegates. If there are no such persons, the Board, or the Board Chair in the absence of a meeting of the Board, shall have the power to fill vacancies among the delegates.

Delegates shall be citizens of the United States of America; shall be elected from the members of the Girl Scout movement in the United States of America who are 14 years of age or older as of the October 1st prior to the National Convention and who are registered with GSUSA as a member of the Council; and shall serve for a term of three years from the date of their election, or until their successors are elected.

ARTICLE XV FISCAL RESPONSIBILITIES OF THE BOARD OF DIRECTORS

1. Fiscal Year - The fiscal year of the Council shall be established by the Board.
2. Contributions - Any contributions, bequests and gifts made to the Council shall be accepted or collected as authorized by resolution of the Board. Guidelines for accepting contributions shall be established by the Board.
3. Depositories - All funds of the Council shall be deposited to the credit of the council under such conditions and in such banks as shall be designated by the Board.

4. Approved Signatures - Approvals for signatures necessary on contracts, checks and orders for the payment, receipt or deposit of money and access to securities of the Council shall be provided by resolution of the Board.
5. Insurance Crime Protection - All persons having access to, or major responsibility for the handling of monies, securities, and properties of the Council shall be covered under the appropriate insurance vehicle, as provided by resolution of the Board.
6. Budget - The annual operating and capital budgets of estimated incomes and expenditures shall be approved by the Board and managed by the Board in conjunction with the Finance Committee in accordance with Board approved Budget Procedures.
7. Audits - A certified public accountant or other independent public accountant shall be retained by the Board to make an annual examination of the financial account of the Corporation. A report of this examination shall be submitted to the Board and to GSUSA.
8. Property - Title to all property, except for troop equipment, shall be held in the name of the Council, in the name of individual business entities owned or controlled by the Council, or in the name of trustees of Council trust funds who have been selected and approved by the Board.
9. Financial Reports - A summary report of the financial operations of the Council shall be made at least annually to the membership, and to the public, in such form as the Board shall provide.
10. Investments - Council funds shall be invested by the Board designated trustees or by any committee of the Board appointed for such purpose, all acting within investment policies approved by the Board.
11. Indemnification - Indemnification shall be provided by resolution of the Board, in accordance with the state code.
 - a. Action Against Party Because of Corporate Position - The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed claim, action, suit, or proceeding, whether

civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that she/he is or was a trustee, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, partner, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees inclusive of any appeal), judgments, fines, and amounts paid in settlement actually and reasonably incurred by her/him in connection with such claim, action, suit, or proceeding if she/he acted in good faith and in a manner she/he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe her/his conduct unlawful. The termination of any claim, action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which she/he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that her/his conduct was unlawful.

b. Action by or in the Right of Corporation - The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed claim, action, or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that she/he is or was a trustee, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, partner, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees inclusive of any appeal) actually and reasonably incurred by her/him in connection with the defense or settlement of such claim, action, or suit if he acted in good faith and in a manner she/he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that a court of competent jurisdiction (the "Court") in which such claim, action, or suit was brought shall determine upon application that,

despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court shall deem proper.

c. Insurance - The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a trustee, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, partner, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify her/him against such liability under the provisions of this Article.

12. Legal Counsel - An appropriately qualified, independent legal counsel should be retained by the Board to (a) ensure compliance with federal and state requirements, (b) provide advice regarding litigation and any potential litigation and (c) review and advise on any official statements developed for the media (via print, television, radio, internet or other electronic/digital means).

ARTICLE XVI CONFLICT OF INTEREST

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

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

have a conflict of interest to determine what course of conduct or action shall be taken in the corporation's best interests.

1. Annual Disclosure Statement - To enable the corporation's ability to monitor and enforce this policy, each affected person annually shall:
 - a. review the bylaws and its conflict-of-interest provisions and related policy.
 - b. provide a written disclosure of all known conflicts.
 - c. update in writing additional disclosures as appropriate continuously throughout the year; and,
 - d. annually shall sign a statement attesting to their review and ongoing compliance with this policy.

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

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

The term "conflict of interest" shall be construed and interpreted broadly and liberally with the intent to protect the interests of the corporation in fulfillment of its exempt purposes; to protect the integrity of the board's decision-making processes by avoiding the taint of a decision or transaction which may be construed by outside parties or entities to the corporation as having been inappropriately influenced by an affected person with a conflict of interest; and to protect the affected person(s).

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

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

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

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

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

- a. submit a written request to the Board of Directors prior to accepting the position;
- b. limit their work to no more than 30 hours per week; and

c. complete and submit a Conflict-of-Interest statement, agreeing to recuse themselves from any discussions or considerations involving sensitive matters related to their employment.

5. Five (5) Year Period - An affected person's status continues for a period of five (5) years following the conclusion of their last date of active involvement with the corporation. During this five (5) year period, the corporation shall engage in a conflict-of-interest analysis to determine whether or not a proposed transaction with an affected person or entity is in the best interests of the corporation.

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

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

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

Section 10. Certain Director Liability

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

a. All directors who vote for or assent to any distribution of assets of the corporation contrary to any lawful restriction in the Florida Nonprofit Corporation Act (the "Act"), the Articles of Incorporation or these bylaws, shall be jointly and severally liable to the corporation for the amount of the distribution that exceed what could have been distributed without violating such restrictions.

b. All directors who vote for or assent to the making of any loan or guaranty or other form of security by the corporation to or for the benefit of the directors or officers of the corporation, or any of them shall be jointly and severally liable to the corporation for the repayment or return of the money or value loaned, with interest thereon at the legal rate until paid.

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

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

Reliance on information provided. Unless actual knowledge concerning the matter in question makes such reliance unreasonable, an officer or director shall not be liable, if the officer or director performed any and all duties in compliance with this article or the officer or director relied on information, opinions, reports or statements, including financial statements and other financial data, if prepared and presented by (i) one or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent at in the matters presented; (ii) legal counsel, public accountants or other persons as to matters the director reasonably believes are within their professional or expert competence; or (iii) a committee of the board of which the director is not a member if the director reasonably believes the committee merits confidence.

ARTICLE XVII PARLIAMENTARY AUTHORITY

Robert's Rules of Order, in its most recent revision, shall be the parliamentary authority governing the meetings of the Board, constituencies, and all committees, subject to the laws of the state, the Articles of Incorporation and these Bylaws.

ARTICLE XVIII AMENDMENTS

These Bylaws may be amended by a two-thirds vote of those present or by electronic means and voting at any meeting of the Corporation, provided that the proposed amendment shall have been included in the notice of the meeting.

ARTICLE XIX REVIEW

The Board Chair shall appoint a committee to review the Bylaws in conjunction with the Council Performance Assessment review.

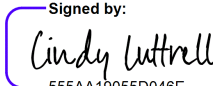
ARTICLE XX DISSOLUTION

In the event of the dissolution of the Council, assets of the Council remaining after the discharge of all liabilities shall be put in trust for the benefit of Girl Scouting, pending the re-organization of a Girl Scout Council in the area provided that such procedure conforms with the requirements of Section 501 (c) (3) of the Internal Revenue Code.

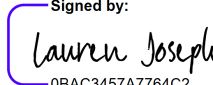
The rest of this page is intentionally left blank and the signature page follows.

IN WITNESS WHEREOF, these Amended and Restated Bylaws of 2026 which consist of twenty-two (22) written pages have been executed the 22nd day of March 2026.

GIRL SCOUTS OF CITRUS COUNCIL, INC.
A Florida not-for-profit corporation

By:  Signed by:
555AA19055D046E...

Cindy Luttrell, Council Board Chair

By:  Signed by:
0BAC3457A7764C2...

Lauren Joseph, Council Board Secretary