

**Desert Pacific Council
Boy Scouts of America**

General Development Plan for Camp Balboa

March 2004

**1207 Upas Street
San Diego, California 92103
619-298-6121**

INTRODUCTION

Boy Scouts in Balboa Park

Boy Scouts have maintained a presence in Balboa Park since shortly after the United States Congress chartered Boy Scouts of America in 1916.

In 1920, Boy Scouts began using the Indian Village in the Painted Desert that had been built by the Atchison Topeka and Santa Fe Railway for the 1915-1916 Panama-California Exposition. Boy Scouts spent thousands of dollars of their charitable funds to maintain the Indian Village and used it for much of the first half of the century.

During World War II, much of Balboa Park was turned over to the military, and Boy Scouts were temporarily displaced. In 1946, however, the military moved out of Balboa Park, and the City granted Boy Scouts the use of approximately 15 acres located at 1207 Upas Street. Camp Balboa was born.

Camp Balboa

Since 1946, the Boy Scouts have raised and spent their charitable funds to develop nine campsites (including one site that is ADA approved and used regularly by disabled youth), a swimming pool with restroom and showers, an archery range, an amateur radio room, a residence and office for a ranger, and buildings and other facilities for meetings and activities in the new Balboa park location. The Desert Pacific Council brought water and power into the property and built the parking lot to keep campers from parking on the streets.

Under Boy Scouts' stewardship, Camp Balboa has become a rare opportunity for urban youth to enjoy the great outdoors in middle of the nation's seventh largest city and fifth largest county. The Balboa Park Master Plan describes the campgrounds operated by Camp Fire, Girl Scouts, and Boy Scouts as,

“an area for the appreciation of nature and the opportunity for young person social interaction within an outdoor setting. Although not a campground within the ‘wilds’ so to speak, the camps provide a natural enough character to act as a transitional experience between the ‘city’ and the ‘country.’”

Camp Balboa is open to all who wish to use it on a first-come, first-served reservation basis. Camp Balboa is used for year-round camping and meetings by Scouts and others alike. Youth groups such as Girl Scouts, Camp Fire, and YMCA use the swimming pool throughout the summer and many organizations in our community, such as, law enforcement and fire departments reserve space for meetings and training sessions.

Recent Improvements

Since the inception of the new Camp Balboa lease at the end of March 2002, Desert Pacific Council has made many repairs and improvements with the goal of maximizing the health and safety of the many youth who use the Camp.

1. Painting

The exterior painting of Atherton Hall, the Service Center and campsite restrooms were completed. In addition, the interior of the service center, campsite restrooms and the east wing of Atherton Hall have been painted.

Value of Improvements: \$24,750

2. Parking Lot

After completing a full survey of the property, Desert Pacific Council undertook re-design work for the parking lot while performing interim improvements such as patching holes in the asphalt.

Value of Improvements: \$ 13,800

3. Floor Coverings

Desert Pacific Council installed approximately 2,835 square feet of new carpeting in the East wing of Atherton Hall, a meeting room known as Atherton 2, the Service Center reception area and in various offices. The carpet was specifically chosen for its durable nature, as it must withstand the wear and tear it is exposed to by youth activities conducted at the camp.

Value of Improvements: \$ 6,395

4. Heating and Air Conditioning

The Heating and Air conditioning units currently used in the service center were in need of significant improvements due to their age and condition. These improvements to these existing units are making a significant difference in the comfort level afforded to users of the Service Center.

In addition, initial design work to include the layout of ducting and the heating/air conditioning units themselves has been done for future installation in Atherton Hall.

Value of Improvements: \$3,430

5. **Electrical Fixtures and Wiring**

Desert Pacific Council installed a new set of pool and patio lights surrounding the pool in order to provide greater visibility during evening hours. Desert Pacific Council also replaced the pool pump-room lights.

Value of Improvements: \$3,030

6. **Plumbing**

Desert Pacific Council replaced two sinks in the women's side of restroom 2, which is adjacent to campsites 4-7. In addition, the pool house plumbing has been upgraded with the addition of 10 shower heads, 10 valves and a new water heater.

Value of Improvements: \$2,400

7. **Sidewalks**

The Balboa Facilities Committee reviewed layout and traffic flow (current and future) as it relates to the renovation of sidewalks. The removal of sidewalks consistent to this plan was conducted as they were lifting due to tree roots causing safety concerns for users of the camp.

Value of Improvements: \$1,425

DEVELOPMENT SCHEDULE

In addition to the improvements already completed or underway, Desert Pacific Council has planned the following capital improvements over the next five years.

1. **Automatic Security Gate**

Installation of an automatic gate with keypad similar to the gate at the entrance of the Girl Scout headquarters. This gate would allow convenient access for users of the facility and assist in limiting traffic flow during the hours the gate is to be closed. In addition, the gate would provide increased security for users of the facility.

Estimated Completion Date: Fall 2006

2. **Parking Lot**

Expansion and reconfiguration of the parking lot to maximize space and provide for drop off/pick up areas, as well as additional parking.

Estimated Completion Date: Spring 2007

3. **Pool Renovations**

The pool is one of the facilities used extensively by the community throughout the summer. At present, the pool is not heated. Desert Pacific Council intends to add solar heating in order to extend the time the pool may be used. In addition, the pool renovation may include the replacement of filters, re-surfacing of the pool surface and the installation of skimmers, as needed. The pump room and service areas underneath the pool are also being evaluated for improvements.

Estimated Completion Date: Spring 2008 (in time for summer use)

4. **Climbing Structure**

The addition of a climbing structure to the property would provide yet another activity center for youth. A climbing structure could also be used in conjunction with a confidence course (currently being researched) that could be used in team building exercises. To be included in or adjacent to the climbing structure would be a storage space for related gear and equipment.

Estimated Completion Date: Spring 2008

5. **Mine Shaft and Planetarium**

The construction of a mine leading to a planetarium would provide opportunities for education in a setting that would stimulate the imagination of youth. The mineshaft would also lead to a room that could be used for instruction prior to entering the planetarium.

Estimated Completion Date: Fall 2008

6. **Landscaping**

Desert Pacific Council will landscape and hardscape entire property as needed to support separation from campsites, hiking paths and program features consistent with youth group use. Essential to the plan are the use of native plants and a new water-conserving irrigation system.

Estimated Completion Date: Fall 2008 (following summer camp)

7. **Baden-Powell Lodge**

Renovation of Baden-Powell lodge and camp office to more adequately support programs and activities held at the camp. Key features of the renovation may include the expansion of the kitchen and first aid room in addition to new floor coverings and paint for the entire lodge.

Estimated Completion Date: Winter 2008

8. **Landship**

Similar to the Mineshaft project, a landship program feature provides youth an opportunity to learn about the world around them in a fun environment. The landship would be suitable for multi-purposes both above and below deck.

Estimated Completion Date: Spring 2009 (in time for summer use)

9. **Restrooms and Showers**

Conversion and expansion of bathrooms located in Atherton Hall, the service center and the pool house to single user showers and toilets. These are being designed consistent with pool use, camping area needs, and planned multi-purpose dorms and meeting rooms.

Estimated Completion Date: Winter 2009

10. **Stockade/Fort**

Construction of a multi-purpose Stockade to be used in the delivery of youth programs. The facility will also provide increased meeting space for campers and others. This feature provides a functional space, in a fun, theme oriented environment.

Estimated Completion Date: Winter 2009

11. **Atherton Hall**

Conversion to be accomplished includes the East wing, West wing, upstairs portion of Atherton Hall and perhaps sections of the Service Center to meeting rooms and multi use dorms. This includes the addition of central heating & air conditioning, the movement of internal walls, new windows and new flooring, as needed. This renovation will convert space currently used for office and storage into comfortable overnight quarters that can be used year round. This will serve as a valuable resource to schools and other youth serving agencies in an area centrally located to the San Diego Zoo, Balboa park and the activities offered at Camp Balboa.

Estimated Completion Date: Winter 2009 (in time for summer use)

ESTIMATED CONSTRUCTION COSTS

1.	Automatic Gate.....	\$11,000
2.	Parking Lot.....	\$35,000
3.	Pool Renovations	\$115,000
4.	Climbing Wall.....	\$60,000
5.	Mine Shaft and Planetarium.....	\$252,000
6.	Landscaping.....	\$145,000
7.	Baden-Powell Lodge.....	\$66,000
8.	LandShip.....	\$265,000
9.	Restrooms and Showers.....	\$209,000
10.	Stockade/Fort	\$229,000
11.	Atherton Hall/Service Conversions	\$428,000

Total Estimated Costs: \$1,815,000

FINANCIAL PLAN

For the past two years, Desert Pacific Council has been formulating a capital campaign strategy for possible kickoff in 2005.

Desert Pacific Council will raise the funds needed for the capital improvements outlined in this plan, as well as the securing of funds that will be set aside to endow the maintenance of Desert Pacific Council facilities.

LANDSCAPE PLAN

A comprehensive landscape plan is being developed that is consistent with the camping, multipurpose dorms and specialty program features discussed in the plan.

Landscape features will include an assortment of drought resistant plants, shrubs and trees native to the area that provide shade and privacy for users of the facility.

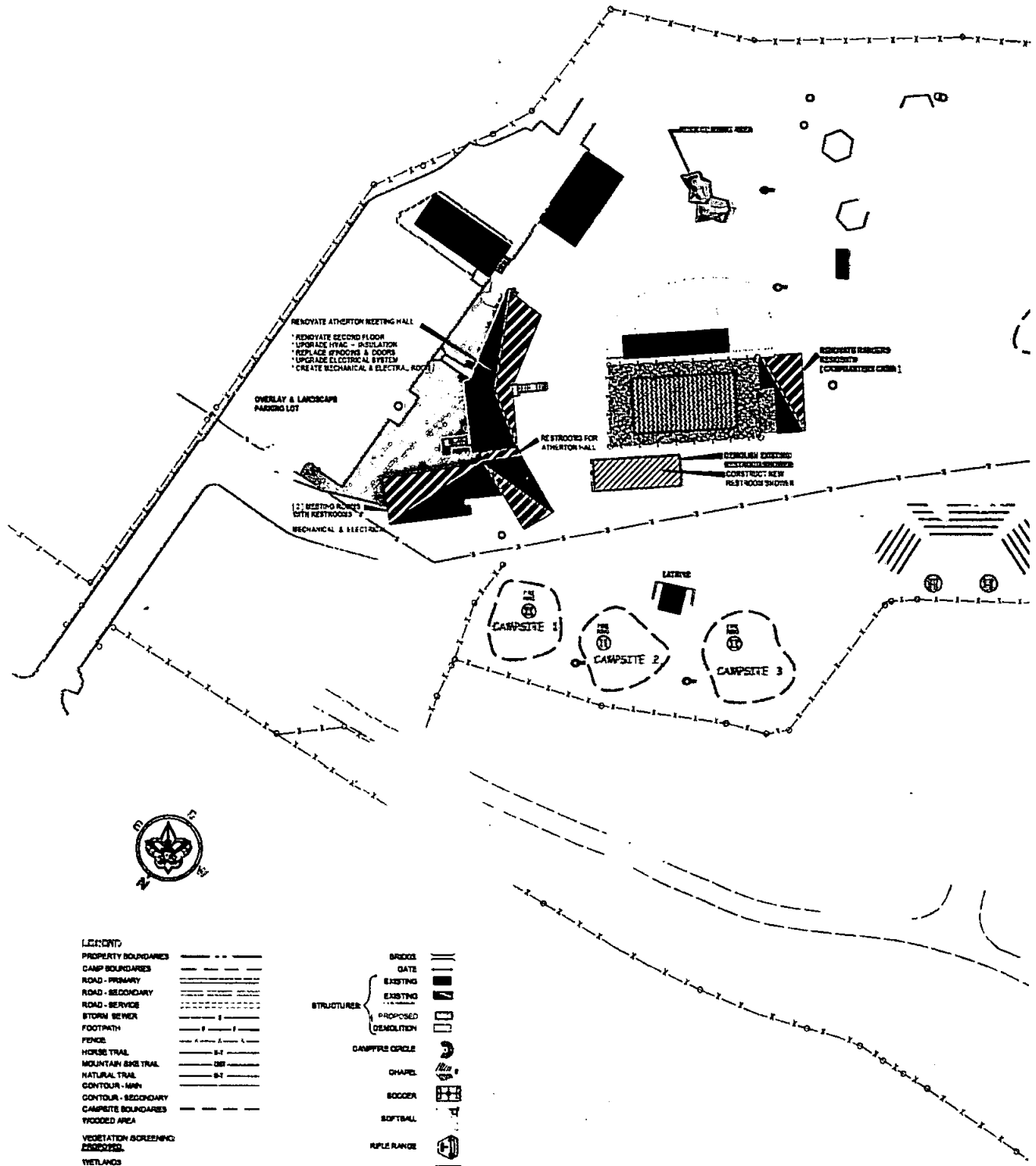
Thoughtful consideration is also being given to the use of water conserving irrigation systems and environmental educational opportunities for youth, such as a planting program that could be conducted in conjunction with the overall landscape plan.

PLOT PLAN

The development of the site plan was conducted utilizing focus groups discussing the highest and best use of the property. Members of these focus groups included previous and current users of the camp in addition to landscape and construction specialists.

After thorough review, the task force concluded that youth-focused, multi-purpose dorms and meeting rooms are the best use for the buildings that make up the Atherton Hall and the Service Center areas. These will increase options for the community to take advantage of the ideal location and significant resources afforded for youth at Camp Balboa. The development of key specialty features will continue to center on youth users in the campgrounds, multi-purpose dorms, and meeting rooms.

The attached exhibits are conceptual drawings of some of the major improvements planned in order to serve the youth community more effectively.



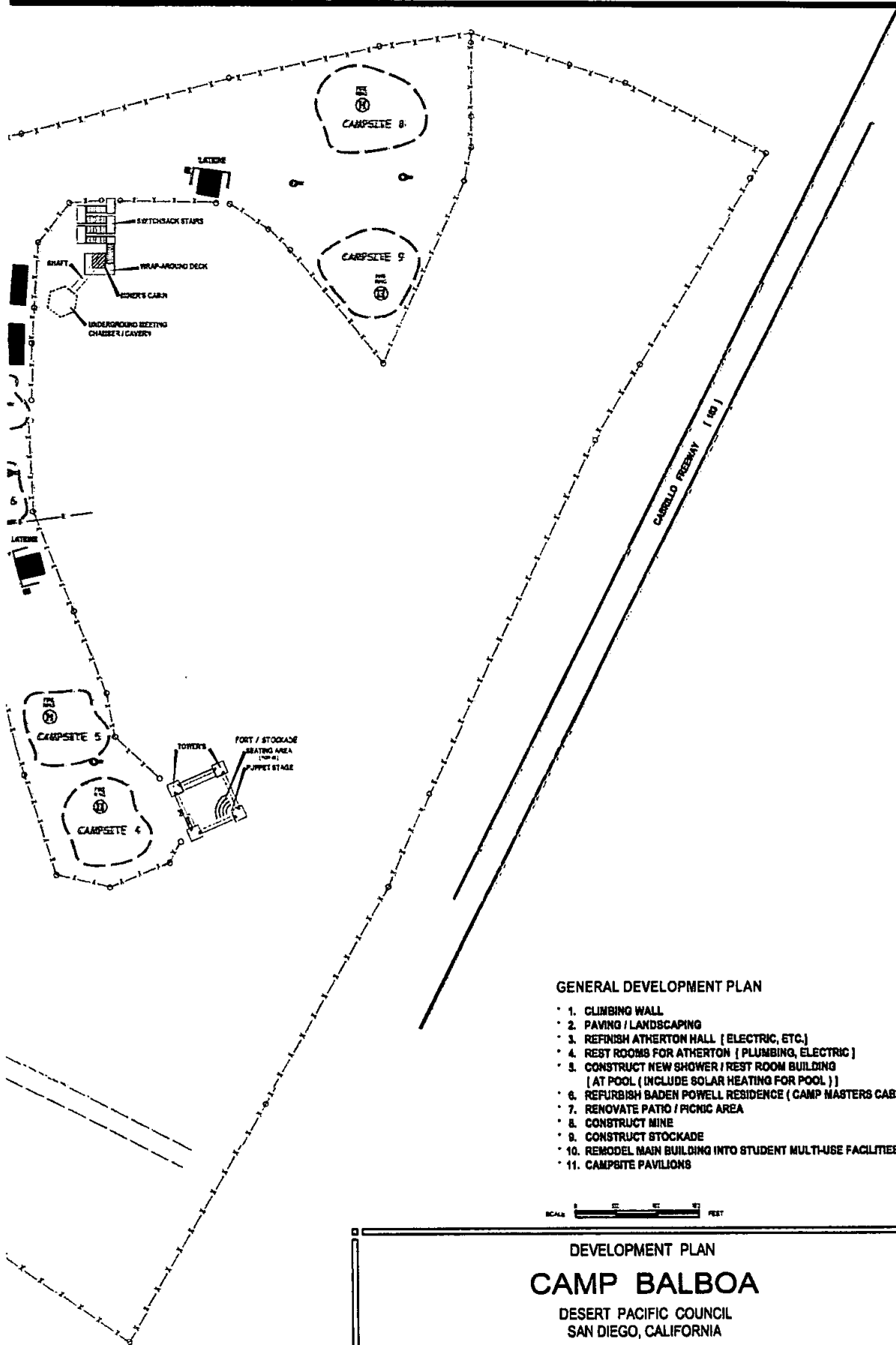
- LEGEND**
- PROPERTY BOUNDARIES
 - CAMP BOUNDARIES
 - ROAD - PRIMARY
 - ROAD - SECONDARY
 - ROAD - SERVICE
 - STORM SEWER
 - FOOTPATH
 - FENCE
 - HORSE TRAIL
 - MOUNTAIN BIKING TRAIL
 - NATURAL TRAIL
 - CONTOUR - MIN
 - CONTOUR - SECONDARY
 - CAMP SITE BOUNDARIES
 - WETTED AREA
 - VEGETATION SCREENING
 - WETLANDS
 - SWAMP / MARSH
 - CREEK
 - INTERMITTENT STREAM

- BROOK
- GATE
- EXISTING
- PROPOSED
- DEMOLITION
- CAMPFIRE CIRCLE
- CHAPEL
- BOGGER
- SOFTBALL
- RIFLE RANGE
- ARCHERY
- ARCHERY - CLUB
- SHOTGUN
- POOL / SHOWER

FOLLOWING INFORMATION PROVIDED BY COUNCIL

SURVEYED BY: Richard Smith
 Gary Cunningham
 Jeff Warner
 Jim Stiller - owner

Drawn by: Richard Smith - 1994



GENERAL DEVELOPMENT PLAN

1. CLIMBING WALL
2. PAVING / LANDSCAPING
3. REFINISH ATHERTON HALL (ELECTRIC, ETC.)
4. REST ROOMS FOR ATHERTON (PLUMBING, ELECTRIC)
5. CONSTRUCT NEW SHOWER / REST ROOM BUILDING
[AT POOL (INCLUDE SOLAR HEATING FOR POOL)]
6. REFURBISH BADEN POWELL RESIDENCE (CAMP MASTERS CABIN)
7. RENOVATE PATIO / PICNIC AREA
8. CONSTRUCT MINE
9. CONSTRUCT STOCKADE
10. REMODEL MAIN BUILDING INTO STUDENT MULTI-USE FACILITIES
11. CAMPSITE PAVILIONS

SCALE 1" = 50' FEET

DEVELOPMENT PLAN CAMP BALBOA

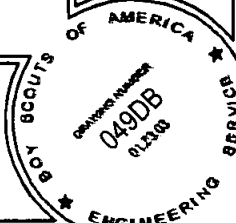
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SAN DIEGO, CALIFORNIA

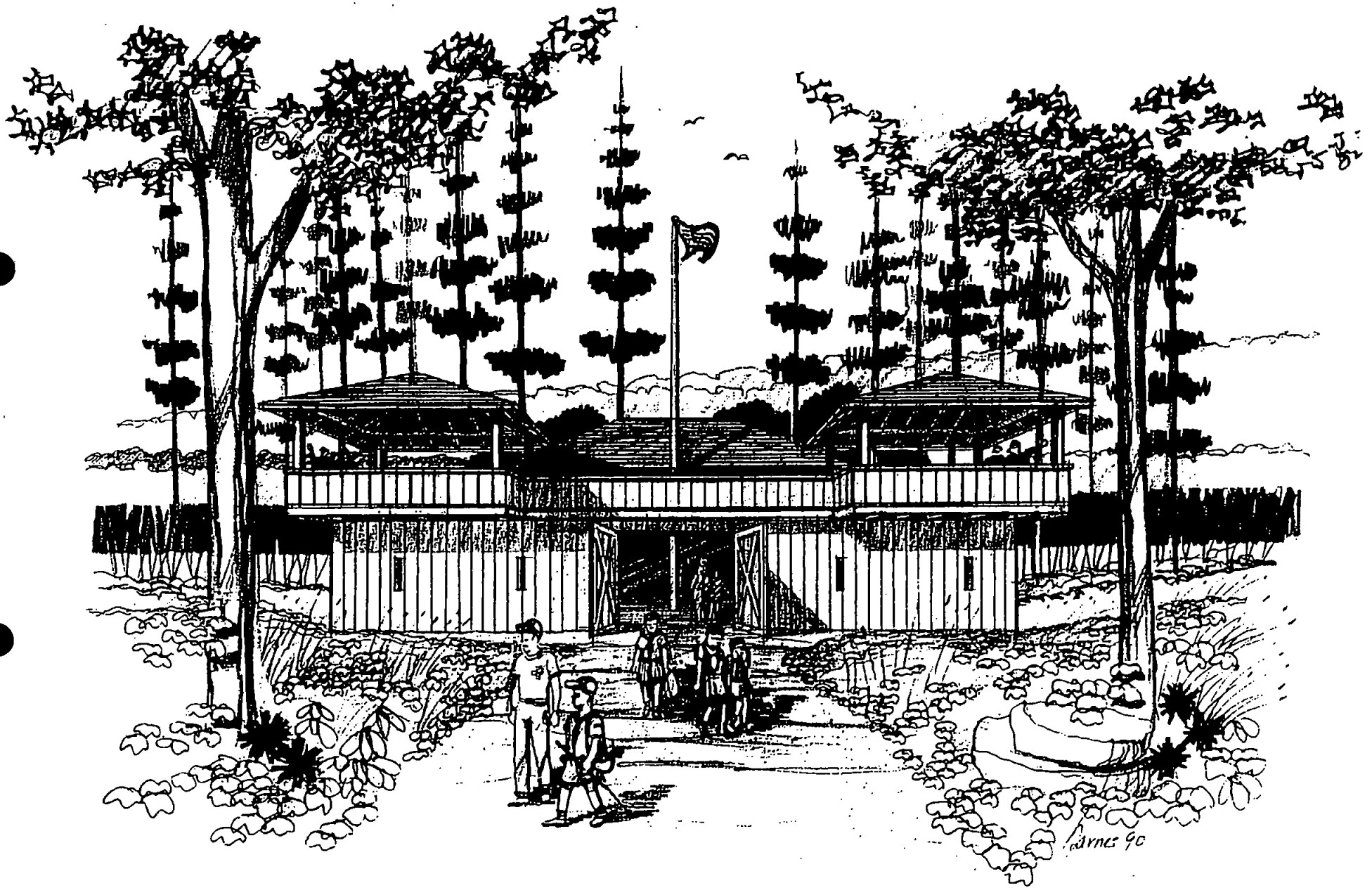
VENDOR NAME
RESIDENT



ENGINEERING SERVICE
BOY SCOUTS OF AMERICA
1225 E. CALLEJUELLA LN.
PLANO, TX 75075-3075

ORIGINATOR PK
DESIGN: ELC





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(214) 380-2613

CUB SCOUT PROGRAM CENTER: STOCKADE

STUDY BY E SVC
DRAWN AND BY MB

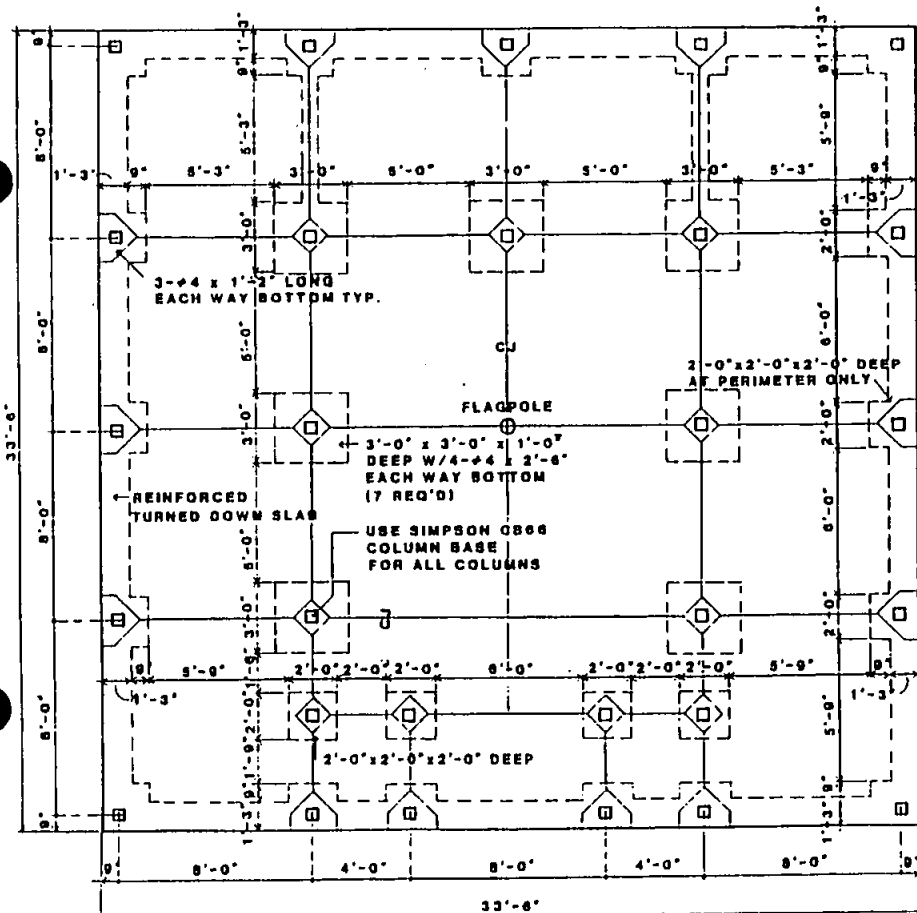
"Better Buildings by Design"



DWG. NO. 2
DATE JUNE 1, 1990

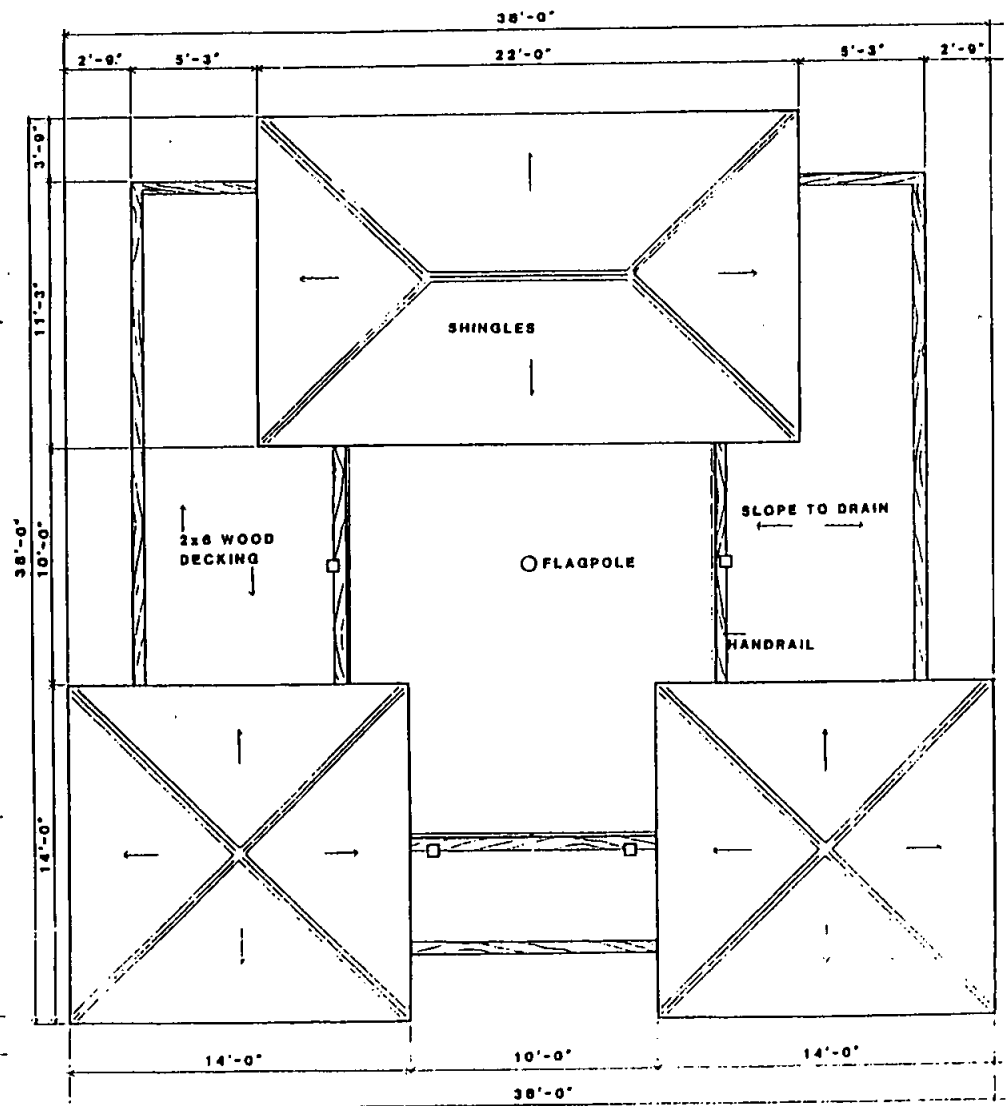


NOTE: ■
INDICATES HIGH COLUMNS.
CRITICAL:
ALL COLUMNS SHALL BE SINGLE MEMBER
PIECES WITHOUT SPLICING OR JOINING.



NOTE: VERIFY FOUNDATION & FRAMING DESIGN WITH STRUCTURAL ENGINEER IN LOCATION OF CONSTRUCTION (LOCAL REQUIREMENTS MAY VARY)

FOUNDATION PLAN 1/4"



NOTE: PROVIDE 3/4" EXT. GR. PLYWOOD WITH ELASOMERIC WATERPROOF SHEETING AS ALTERNATE DECKING

ROOF PLAN 1/4"



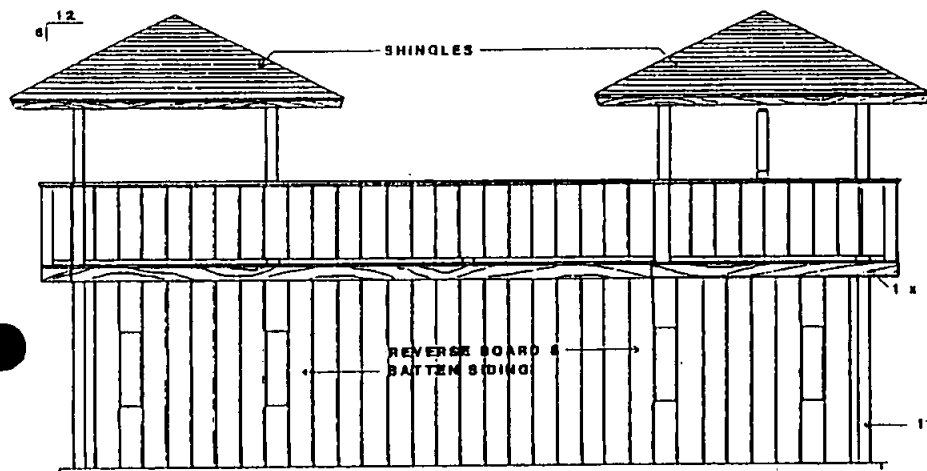
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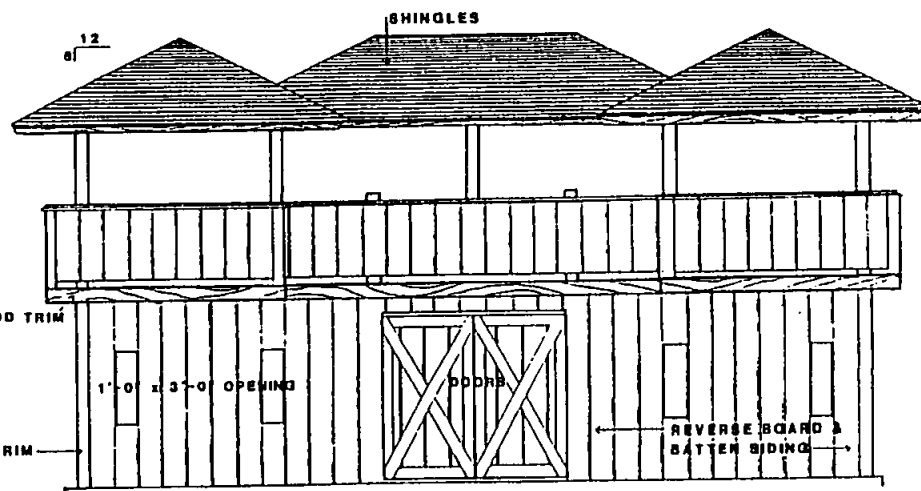
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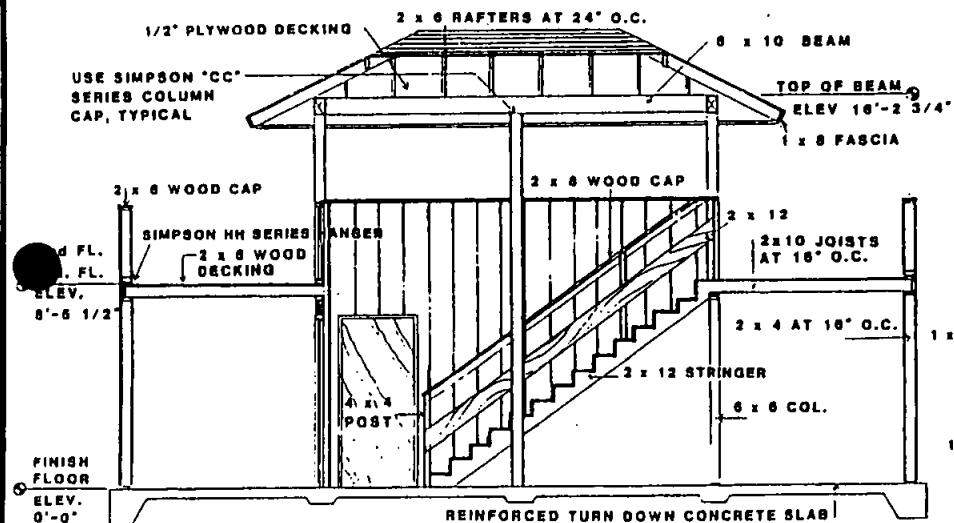
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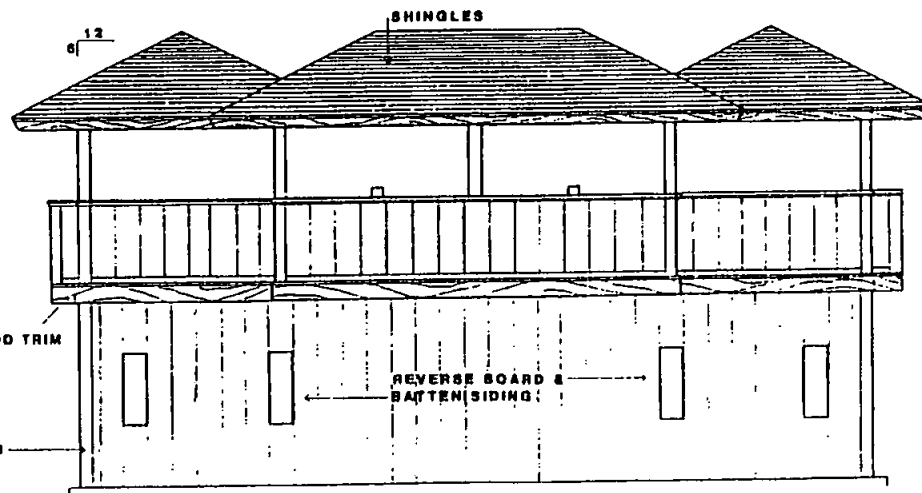
WEST ELEVATION 1/4"



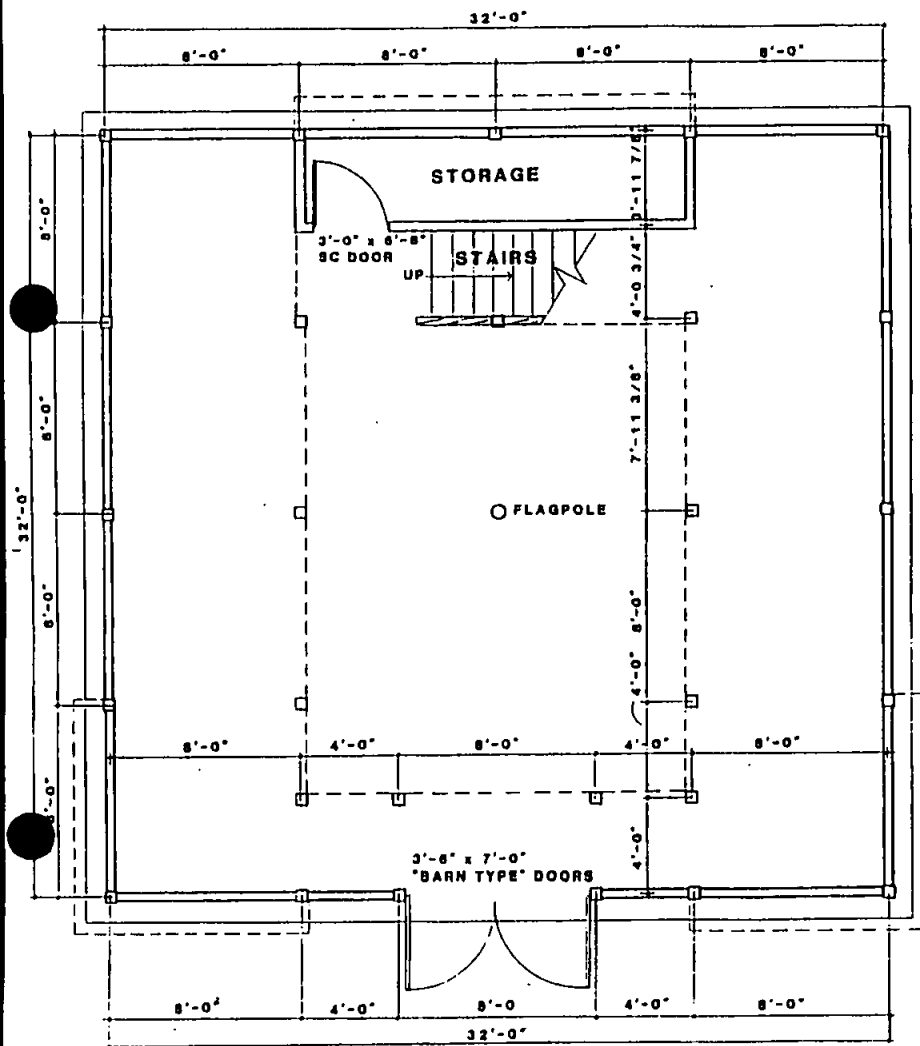
SOUTH ELEVATION 1/4"



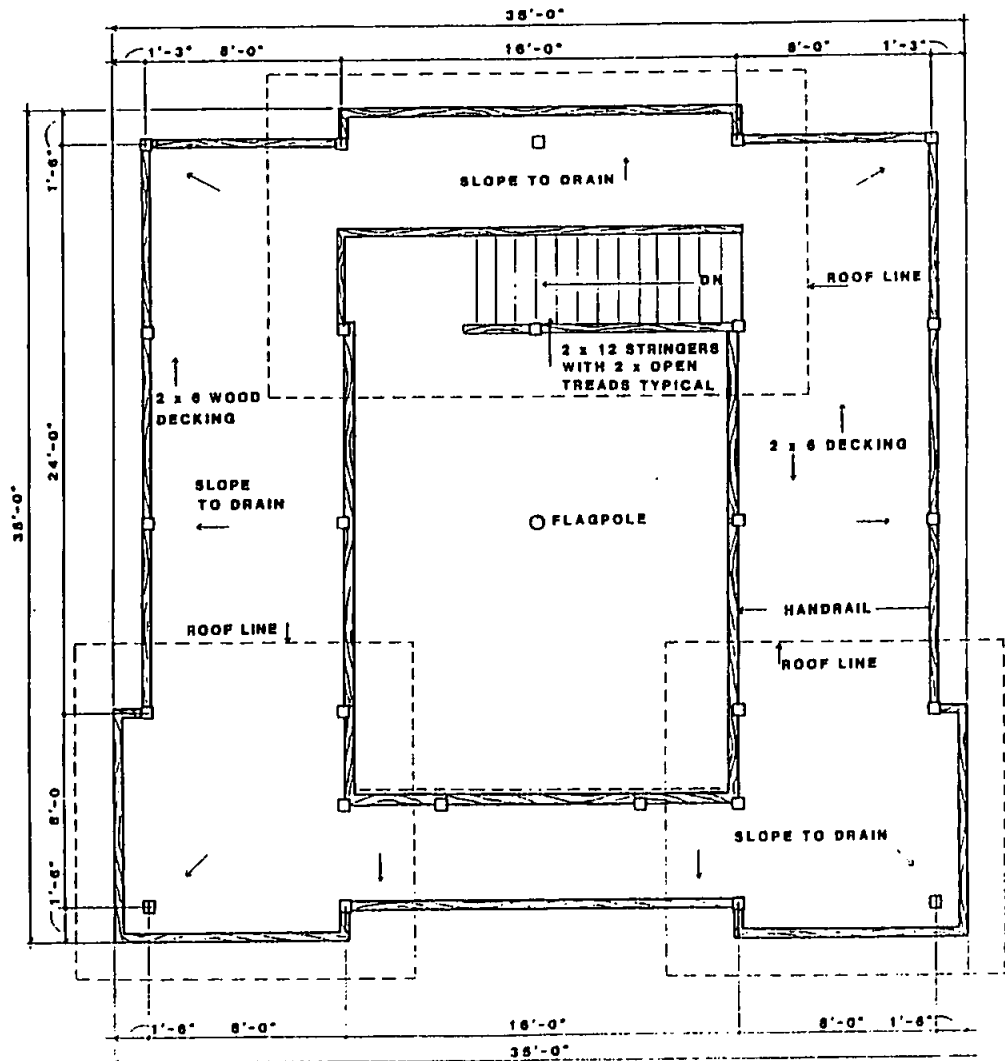
SECTION 1/4"



NORTH ELEVATION 1/4"



FIRST FLOOR PLAN 1/4"



SECOND FLOOR PLAN 1/4"

NOTE: PROVIDE 3/4\" EXT. GR. PLYWOOD WITH ELASTOMERIC WATERPROOF SHEETING AS ALTERNATE DECKING



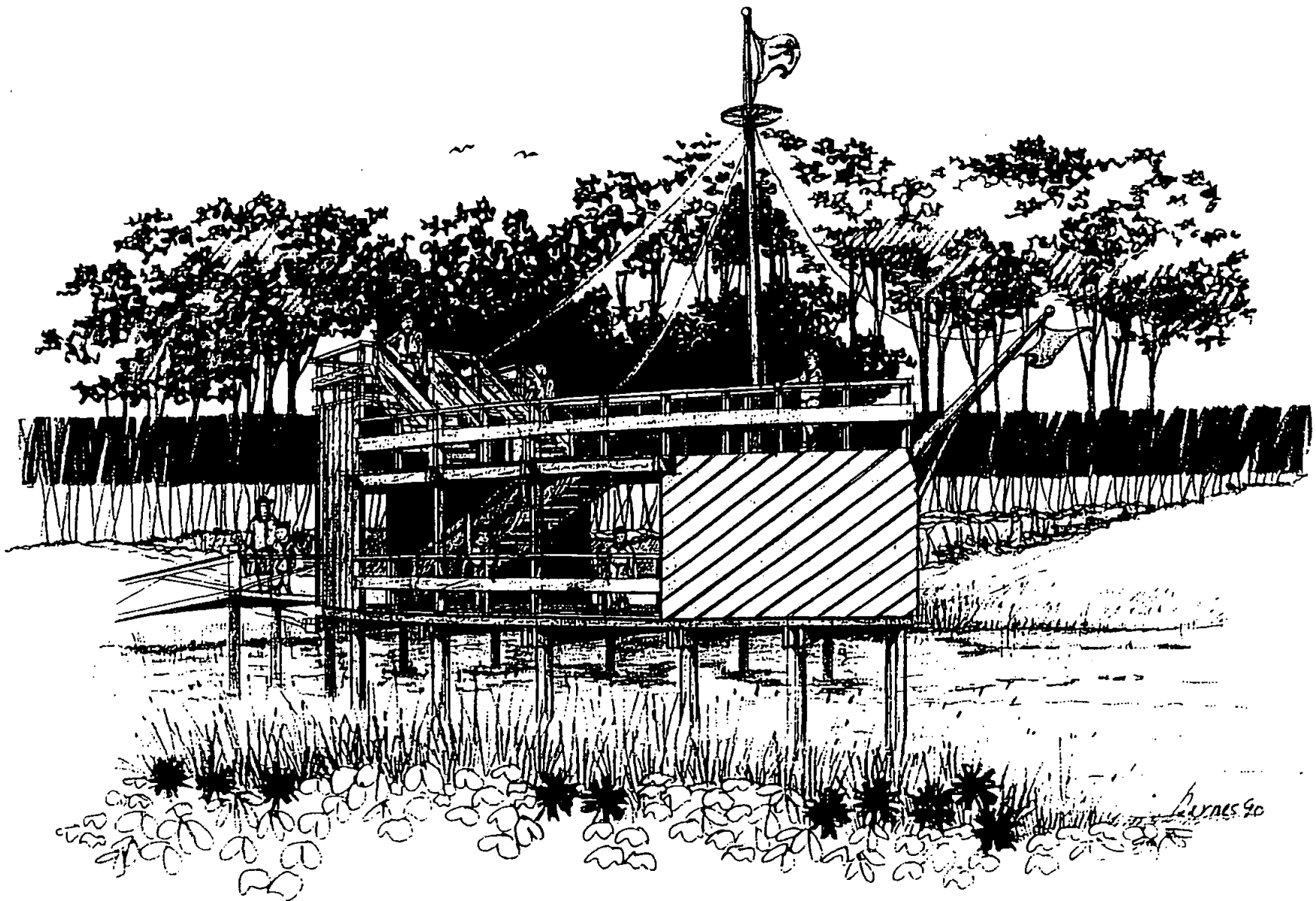
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DATE: JUNE 1, 1990



DATE: JUNE 1, 1990



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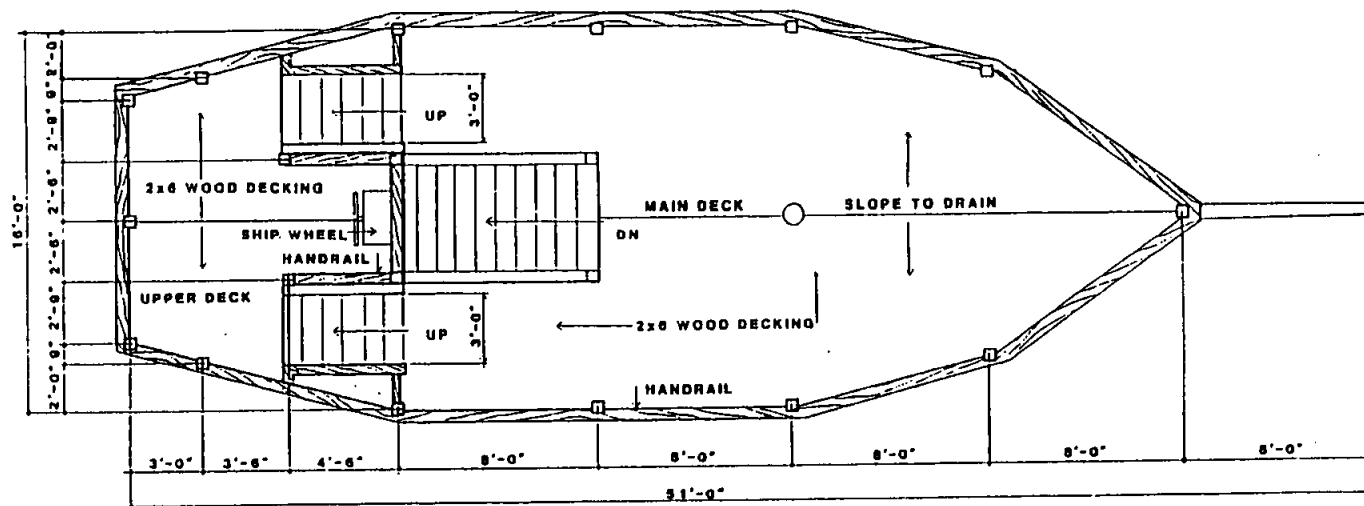
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DRAWINGS BY MB

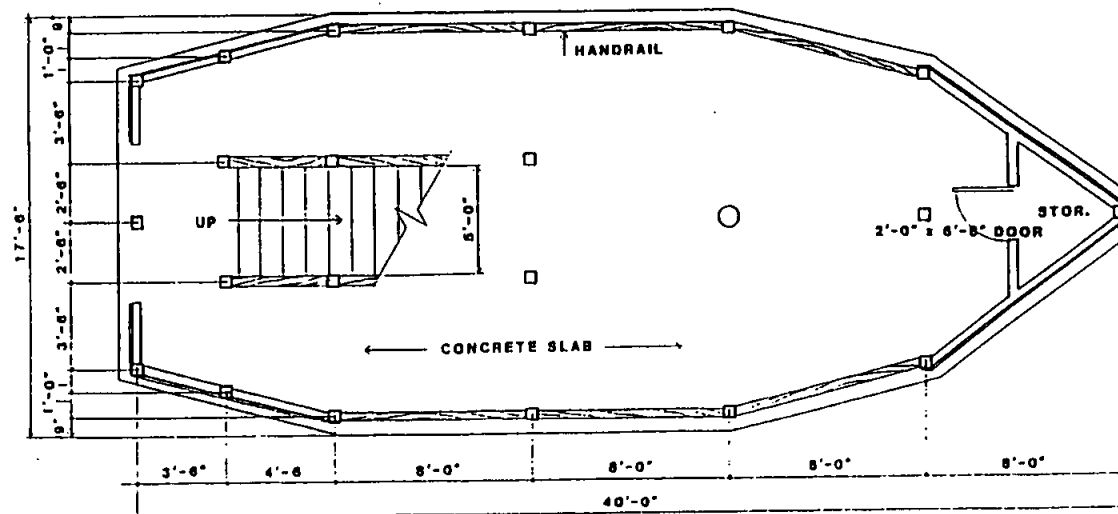
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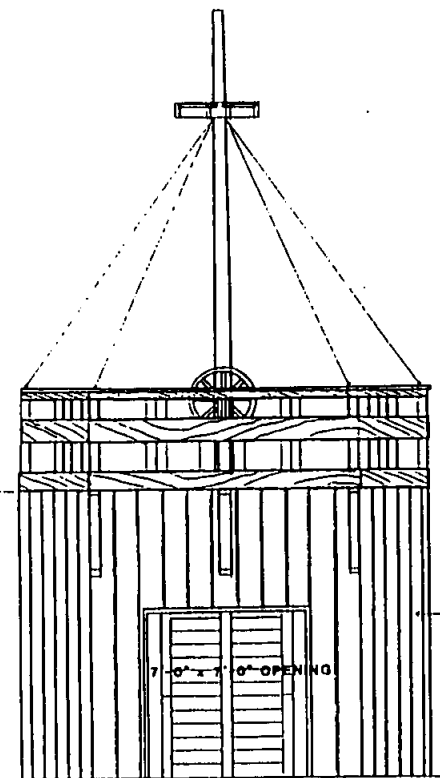


DECK FLOOR PLAN 1/4"



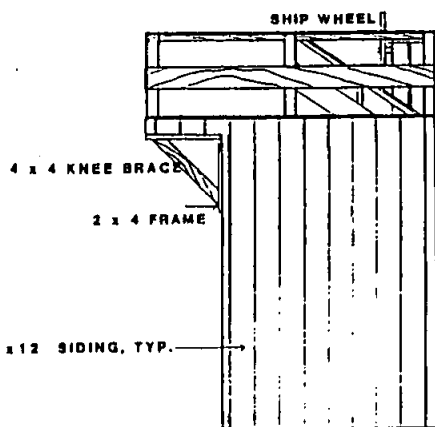
CONCRETE FLOOR PLAN 1/4"

NOTE:
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ELASTOMERIC WATERPROOF SHEETING
AS ALTERNATE DECKING



REAR ELEVATION 1/4"

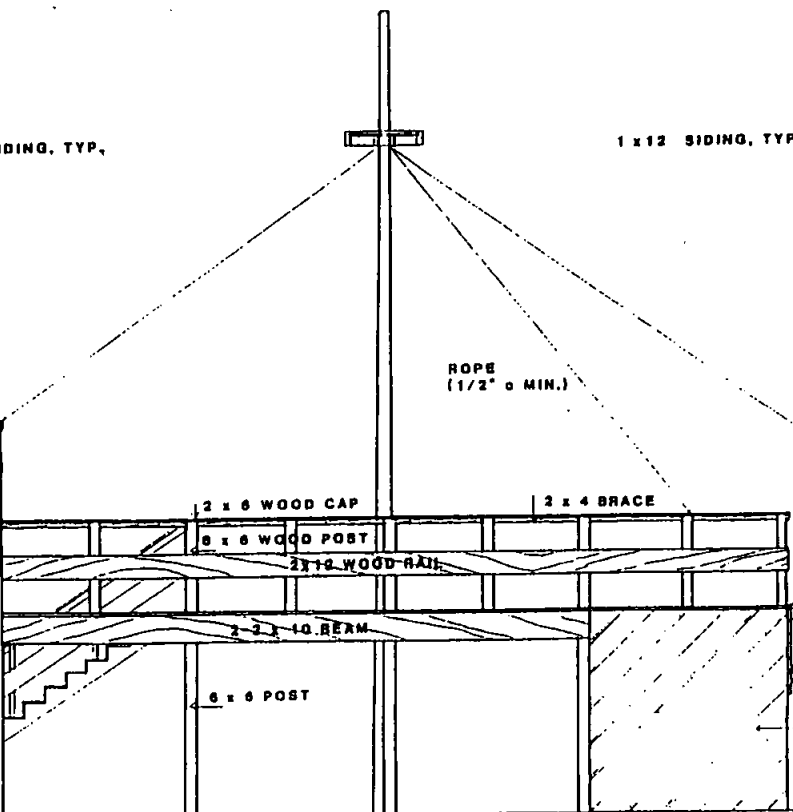
1 x 12 SIDING, TYP.



SIDE ELEVATION 1/4"

4 x 4 KNEE BRACE
2 x 4 FRAME
1 x 12 SIDING, TYP.

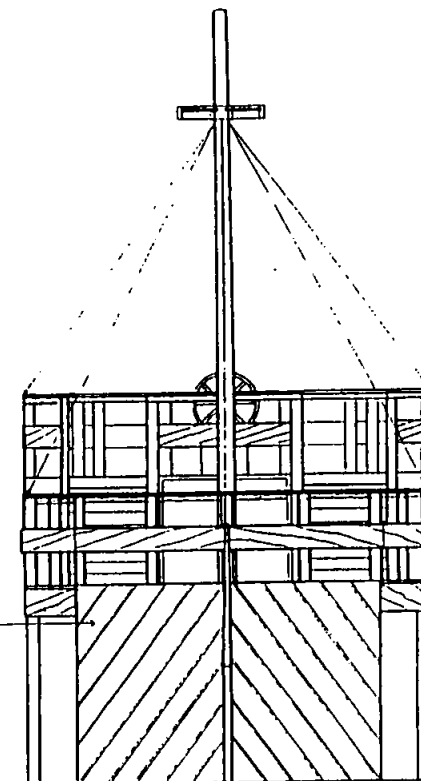
SHIP WHEEL



ROPE
(1/2" Ø MIN.)

2 x 6 WOOD CAP
8 x 6 WOOD POST
2 x 12 WOOD RAIL
2 x 4 BRACE
2 x 4 BERM

6 x 6 POST



FRONT ELEVATION 1/4"

1 x 12 SIDING, TYP.

1 x 12 SIDING, TYP.



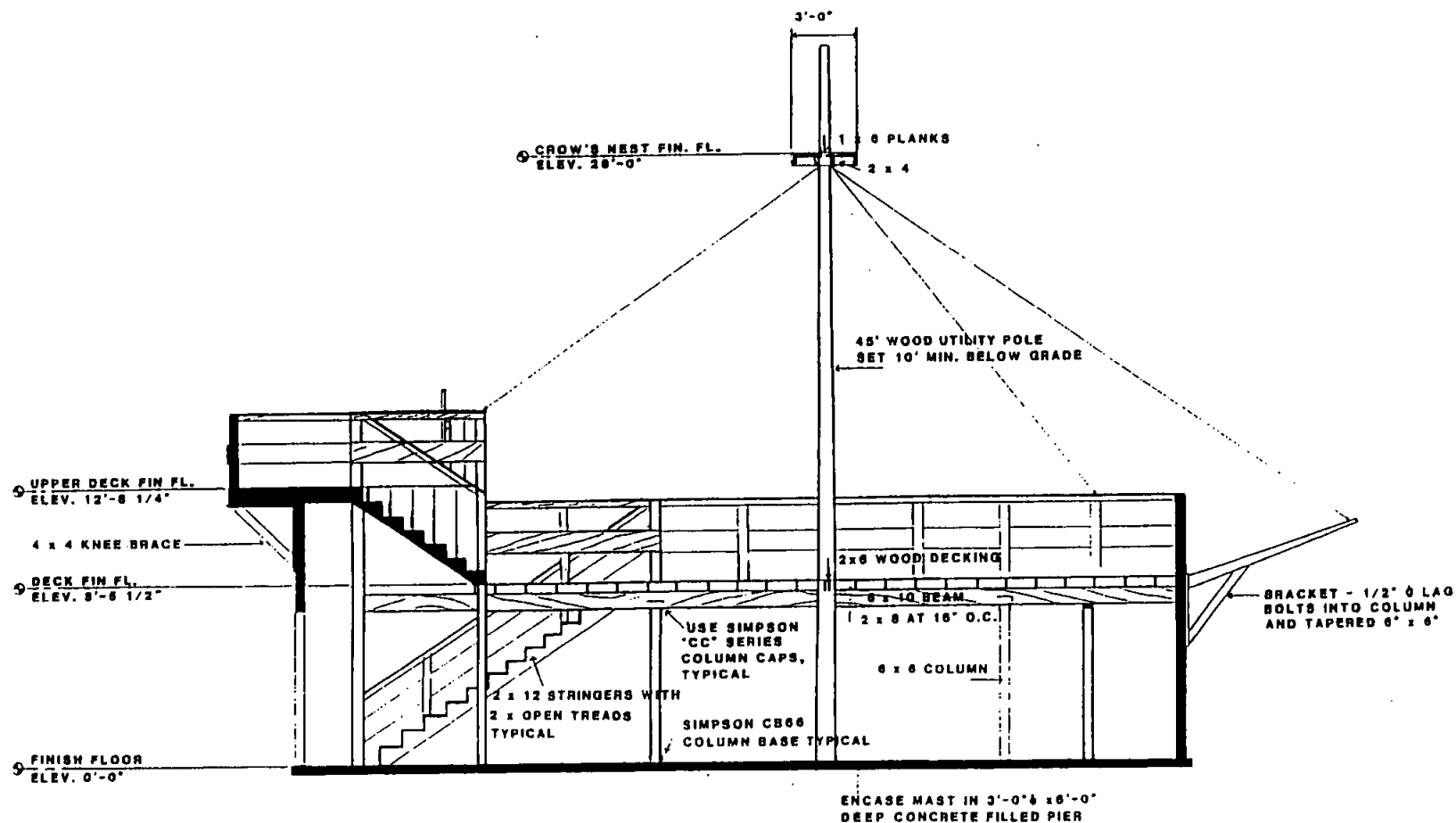
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SECTION AT SHIP 1/4"

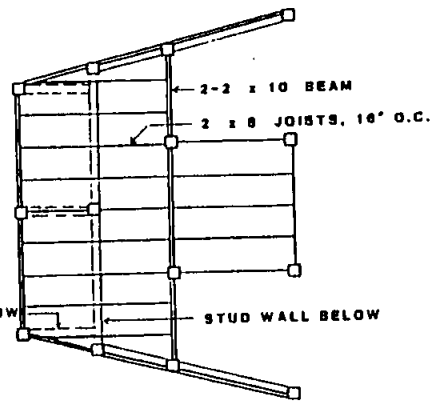
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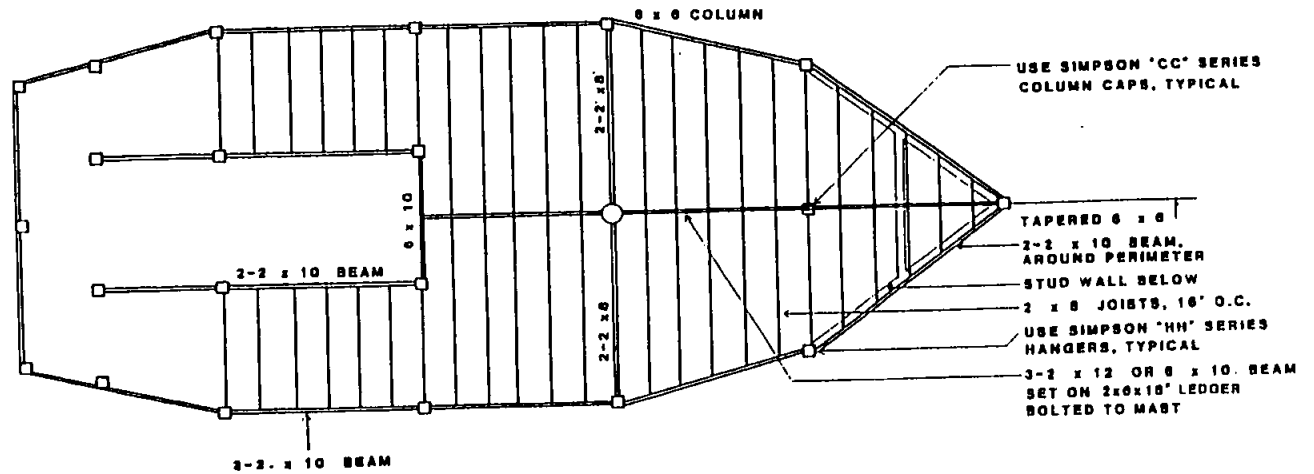
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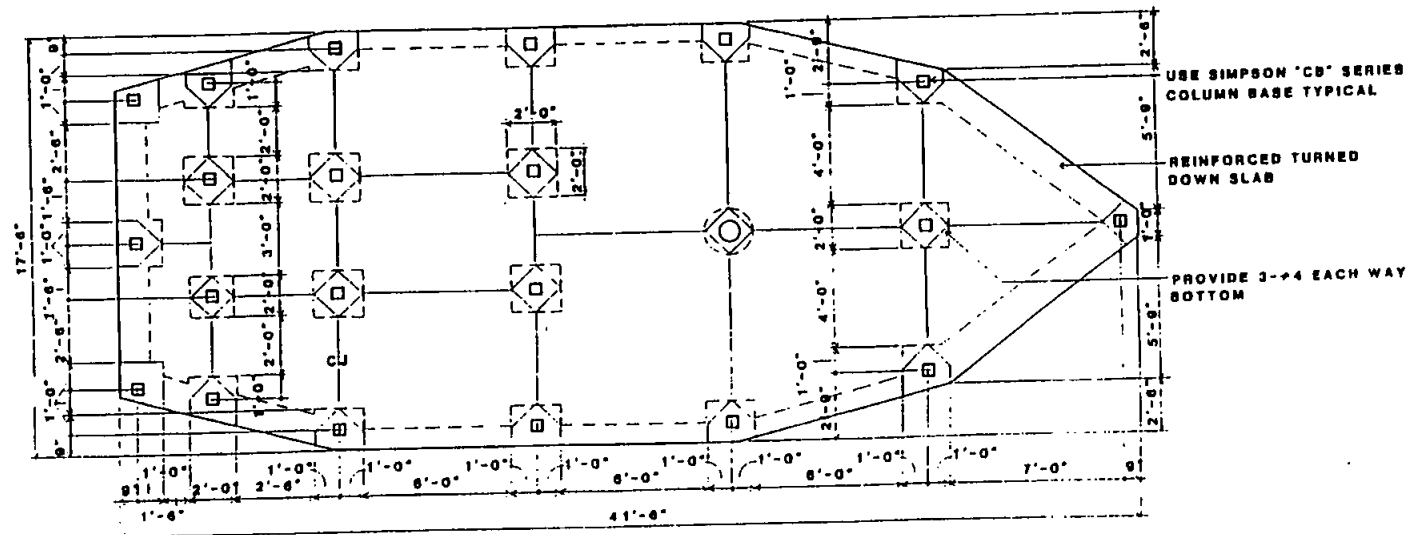
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FRAMING AT UPPER DECK 1/4"



FRAMING PLAN AT MAIN DECK 1/4"



CONCRETE FOUNDATION PLAN 1/4"

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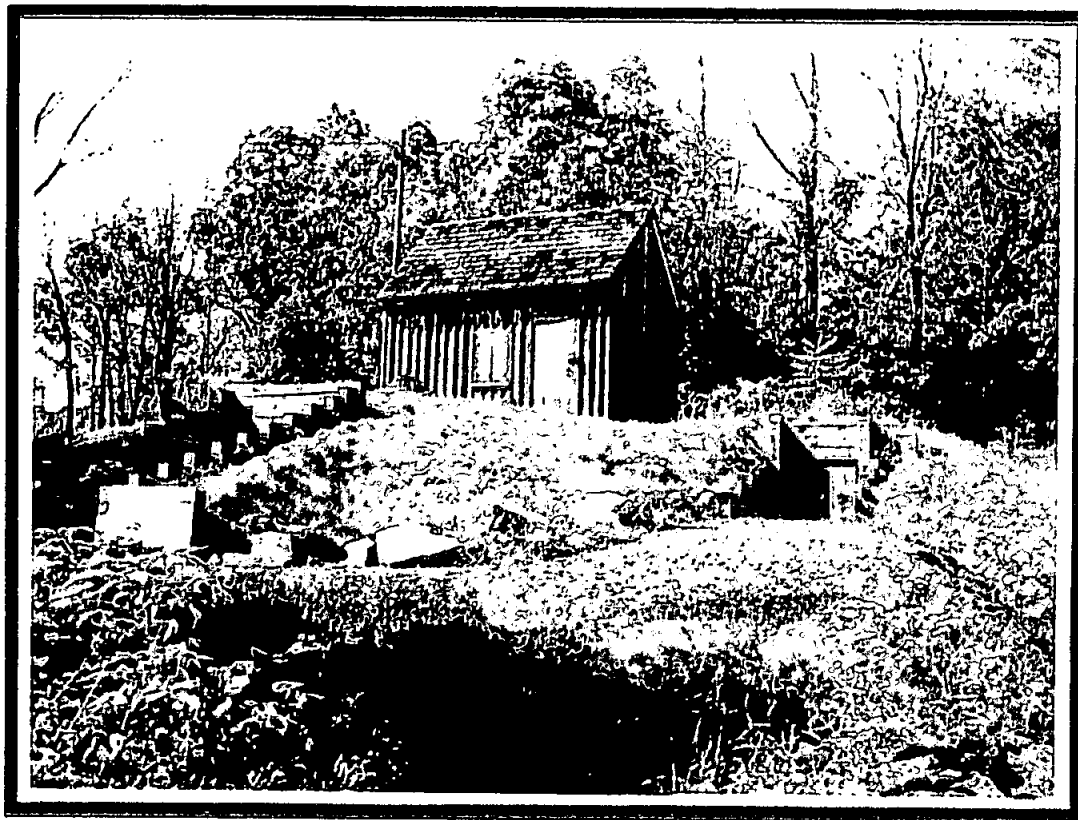
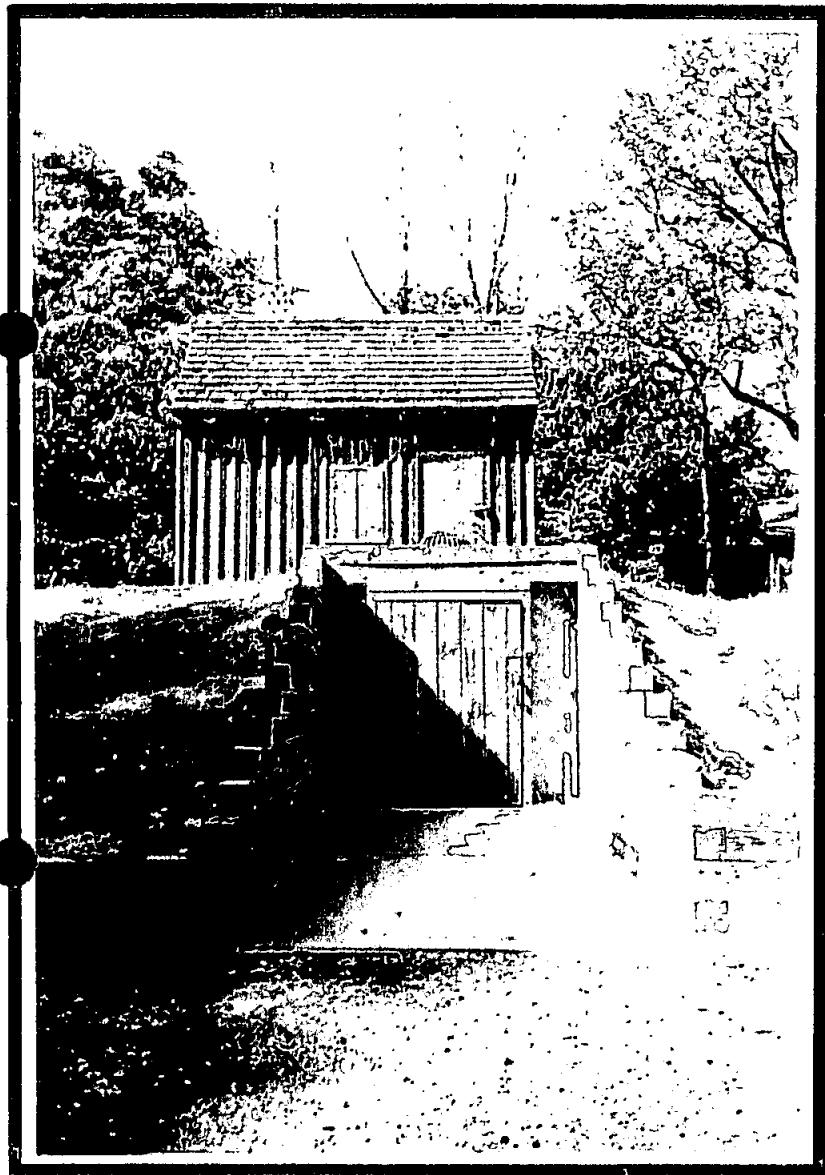
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Better Scouting by design



OWS, NO 5
JUNE 1, 1990



MINE SHAFT
CAMP ALPINE - NEW YORK, NY

BY LAWS

OF

**SAN DIEGO COUNTY COUNCIL
BOY SCOUTS OF AMERICA**

B Y L A W S

of

SAN DIEGO COUNTY COUNCIL
BOY SCOUTS OF AMERICA

BYLAWS OF
SAN DIEGO COUNTY COUNCIL
BOY SCOUTS OF AMERICA

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BYLAWS OF

SAN DIEGO COUNTY COUNCIL

BOY SCOUTS OF AMERICA

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BYLAWS OF
SAN DIEGO COUNTY COUNCIL
BOY SCOUTS OF AMERICA

ARTICLE I

Name

The name of the corporation is San Diego County Council Boy Scouts of America.

ARTICLE II

Purpose and Responsibilities

Section 1. Purpose. The Corporation shall promote, within the territory covered by the charter from time to time granted it by the Boy Scouts of America and in accordance with the Congressional Charter, Bylaws, and Rules and Regulations of the Boy Scouts of America, the Scouting program of promoting the ability of boys and young men and women to do things for themselves and others, training them in Scoutcraft, and teaching them patriotism, courage, self-reliance, and kindred virtues, using the methods which are now in common use by the Boy Scouts of America. In achieving this purpose, emphasis shall be placed upon the educational program of the Boy Scouts of America and the oaths, promises, and codes of the Scouting program for character development, citizenship training, mental, moral and physical fitness. The Corporation shall fulfill the basic purpose of the Scouting movement within its territory, making Scouting training available to all boys and young men and women and serving organizations and community groups using the Scouting program while maintaining standards and policies, protecting official badges and insignia, and providing adequate leadership and finances.

Section 2. Responsibilities. The responsibilities of the Corporation shall be controlled and directed by the Boy Scouts of America through its Bylaws and Rules and Regulations.

2.1 Program. It shall be the duty of the Corporation to promote the program of Scouting through the organization and registration annually of chartered organizations, their units and their personnel; also to provide leadership and supervision of all program activities, within the territory covered by its charter, in such a manner as to ensure compliance with the provisions of the Bylaws of the Boy Scouts of America and the Rules and Regulations thereof.

2.2 Uniform and Insignia. The Corporation shall guard against the use of the official uniform and insignia by persons not officially registered with the Boy Scouts of America and shall bring to the attention of the Boy Scouts of America any violation of regulations not within its power to prevent or any attempt to commercialize the Scouting movement.

2.3 Organizations and Community Groups. The Corporation shall through its Scout Executive and other representatives make the benefit of the Scouting program known to all organizations or community groups having contact with youth life and cooperate in the organization of units so that boys and young men and women may have the benefit of the Scouting program.

The Corporation shall provide means for assisting chartered organizations in securing and training qualified persons to serve as unit leaders and assistants. The Corporation shall provide facilities and leadership in order that Scouts under its jurisdiction may have the opportunity to have a year-round outdoor program totaling at least ten days and nights of hike, overnight camp, camporee, and summer camp experiences, with adequate facilities and supervision.

2.4 Facilities, Leadership and Activities. The Corporation shall endeavor to provide facilities and leadership in order that Explorers under its jurisdiction may have the opportunity to participate in at least five days and five nights of trips and Explorer activities away from home each year.

2.5 Advancement. The Corporation shall provide procedures for advancement in order that Cub Scouts, Scouts, and Explorers may meet the various requirements of rank as authorized by the Boy Scouts of America, under conditions as will reduce to a minimum the necessity of traveling a great distance from home or of interfering with schoolwork or home duties.

2.6 Distributorships. The Corporation shall recommend to the Boy Scouts of America stores located within its territory which the Boy Scouts of America shall consider for appointment as authorized distributors of official uniforms, literature, and equipment in such territory. A sufficient number of stores of the type prescribed by the Boy Scouts of America shall be so proposed so that youth and adult members in such territory may be served conveniently.

ARTICLE III

Members of the Council

Section 1. Number, Classes and Qualifications. The corporate membership of the Corporation shall be composed of active members and may also include associate members and honorary members; the corporate membership shall be known and designated collectively as the Council of the Corporation. All active, associate, and honorary members must meet the membership qualifications established by Article VI of the Corporation's Articles of Incorporation. The Corporation also may enroll sustaining members pursuant to Section 1.3 of this section. Sustaining members shall not be part of the corporate membership of the Corporation unless elected as active members pursuant to Section 1.1 or associate members pursuant to Section 1.2. No person shall hold more than one membership in each class of members.

1.1 Active Members. The active membership of the Council shall consist of Scouting coordinators and members at large. Scouting coordinators shall represent organizations or community groups operating units. Each organization or community group to which a charter is granted by the Boy Scouts of America to operate one or more recognized Scouting units shall elect or appoint a Scouting coordinator, who shall be other than the unit leader or assistant unit leader, as a member of the Council.

Members at large of the Council shall include persons chosen from the various business, civic, educational, labor, professional, social, military and religious interests of the communities in the Corporation's territory.

The Council shall have not fewer than 100 active members. At all times Scouting coordinators shall constitute a majority of the active membership of the Council.

1.2 Associate Members. The active members of the Council may elect as associate members of the Council persons desiring to maintain an active Scouter membership without assignment to active service. Associate members shall have no vote but may wear the uniform and insignia of lay members without office.

1.3 Sustaining Members. The Corporation may enroll as sustaining members persons desiring to be identified with the Corporation through their financial support and influence in expansion of the Corporation's program. Sustaining members who satisfy the eligibility requirements may be elected as active members pursuant to Section 1.1 or as associate members pursuant to Section 1.2 of this section. Sustaining members shall have no vote.

1.4 Honorary Members. The active members of the Council may elect as honorary members of the Council persons whose election may further the Scouting program. Honorary members shall have no vote.

Section 2. Election and Term; Vacancies.

2.1 Active Members. Scouting coordinators shall become active members of the Council upon their election or appointment by the chartered organization or community group and upon their being registered by the Boy Scouts of America as Scouting coordinators; they shall continue to be active members for such periods as such organization or community group shall desire but in any event only during such time as such organization or community group shall continue to hold a charter from the Boy Scouts of America to operate a unit.

Each member at large shall be elected at the annual meeting of the Council by the active members then in office, shall take office immediately following such meeting, and shall hold office until the conclusion of the next succeeding annual meeting of the Council.

2.2 Associate and Honorary Members. Associate members and honorary members of the Council shall be elected at the annual meeting of the Council by the active members then in office, shall take office immediately following such meeting, and shall hold office until the conclusion of the next succeeding annual meeting of the Council.

2.3 Vacancies in Active Membership. A vacancy in the active membership of the Council caused by the death, resignation, removal, or failure to qualify of a Scouting coordinator shall be filled by the chartered organization or community group which initially elected or appointed the Scouting coordinator. A vacancy in the active membership of the Council caused by the death, resignation, removal, or failure to qualify of a member at large may be filled by the Executive Board of the Corporation and the member at large so elected shall hold office until the conclusion of the next succeeding annual meeting of the Council.

Section 3. Meetings; Quorum; Voting.

3.1 Annual Meeting. The annual meeting of the Council of the Corporation shall be held at such place within or without the Corporation's territory and at such time as the Executive Board of the Corporation may determine,

provided that such annual meeting shall be held sometime during the first three months of the fiscal year of the Corporation. The annual meeting of the Council shall be for the purpose of (a) receiving annual reports of the Executive Board, officers, and various committees, (b) electing members at large, associate and honorary members of the Council, National Council members, regular members of the Executive Board, and officers of the Corporation other than the Council Scout Executive, (c) receiving and approving financial statements showing the financial position of the Corporation as of the close of its most recent complete fiscal year and the results of operations during such year, and (d) transacting such other proper business as may come before the meeting.

3.2 Notice of Annual Meeting. Written notice of each annual meeting shall be given to each member entitled to attend the meeting, either personally or by mail or other means of written communication, charges prepaid, addressed to such member at his address appearing on the books of the corporation or given by him to the corporation for the purpose of notice. If any notice or report addressed to the member at the address of such member appearing on the books of the corporation is returned to the corporation by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice or report to the member at such address, all future notices or reports shall be deemed to have been duly given without further mailing if the same shall be available for the member upon written demand of the member at the principal executive office of the corporation for a period of one year from the date of the giving of the notice or report to all other members. If no address for a member appears or is given, notice shall be deemed to have been given him if sent by mail or other means of written communication addressed to the place where the principal executive office of the corporation is situated, or if published at least once in some newspaper of general circulation in the county in which said principal executive office is located.

All such notices shall be given to each member entitled thereto not less than ten (10) days nor more than ninety (90) days before each annual meeting; provided, however, that notice shall be given not less than twenty (20) days before the meeting if the notice is not mailed by first class, registered or certified mail. Any such notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by other means of written communication. An affidavit or declaration of mailing of any such notice in accordance with the foregoing provisions, executed by the secretary, assistant secretary or any transfer agent of the corporation shall be prima facie evidence of the giving of the notice.

Such notices shall specify:

- (a) The place, the date and the hour of such meeting;
- (b) The names of nominees for membership on the Executive Board known or intended at the time of the notice (if any);
- (c) The general nature of a proposal, if any, which the Executive Board intends to present for action by the members.
- (d) Such other matters, if any, as may be expressly required by statute.

3.3 Other Regular Meetings. In addition to the annual meeting, the Council may have such other regular meetings of the members as may be established by resolution of the Executive Board of the Corporation. Each regular meeting shall be held at such place within or without the Corporation's territory as the President or the Executive Board may specify.

3.4 Special Meetings. Special meetings of the members of the Council may be called by the President or the Executive Board at any time and shall be called within sixty (60) days upon the request in writing of at least one-fifth (1/5) of the active members of the Council (such request specifying the object of the special meeting) provided, however, that any special meeting of the members held for the purpose of removal of the Executive Board and election of their replacements may be called by 5% or more of the active members of the Council. Special meetings shall be held at such place within or without the Corporation's territory, as the President or Executive Board may specify.

3.5 Notice of Special Meetings. Upon request in writing that a special meeting of members be called for any proper purpose, directed to the President, Vice President or Secretary by any person (other than the Board) entitled to call a special meeting of members, the officer forthwith shall cause notice to be given to members that a meeting will be held at a time requested by the person or persons calling the meeting, not less than thirty-five (35) nor more than ninety (90) days after receipt of the request. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner as for annual meetings of members. Notice of any special meeting shall specify the general nature of the business to be transacted, and no other business may be transacted at such meeting.

3.6 Quorum. A quorum for the Council shall be 5% of the active members of the Council. The active members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough active members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

3.7 Adjourned Meeting and Notice Thereof. Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of active members present, but in the absence of a quorum no other business may be transacted at such meeting, except as provided in Section 3.6 above.

When any members' meeting, either annual or special, is adjourned for more than forty-five (45) days, or if after adjournment a new record date is fixed for the adjourned meeting, notice of the adjourned meeting shall be given as in the case of an original meeting. Except as provided above, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat, other than by announcement of the time and place thereof at the meeting at which such adjournment is taken.

3.8 Attendance at Meetings: Voting. All active, honorary and associate members of the Council shall be entitled to attend any meeting of the Council. The Council may invite other persons to attend Council meetings but such persons shall have no vote. Each active member of the Council present at a Council meeting shall be entitled to one vote and voting by proxy shall not be permitted. Except in the case of elections where voting shall be by ballot, voting at a meeting of the Council may be by ballot, voice, or show of hands as the chairman of the meeting may rule unless otherwise determined by the members entitled to vote. Unless otherwise required by law, the Articles of Incorporation or these Bylaws, any question (other than elections) presented to a meeting of the Council at which a quorum is present shall be determined by a majority of those actually voting; elections shall be determined by plurality of those actually voting. Cumulative voting shall be prohibited.

3.9 Action Without Meeting. Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the written ballot of every voting member is solicited, if the required number of signed approvals in writing, setting forth the action so taken, is received, and if the requirements of Section 3.11 are satisfied.

3.10 Written Ballots. Action by written ballot shall be valid only when the number of ballots cast within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of ballots cast.

All ballot solicitations shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for elections, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted. Any member casting a ballot may revoke the ballot, or substitute another, by a writing received by the corporation prior to the time specified but may not do so thereafter. Such revocation is effective upon its receipt by the secretary of the corporation. All elective positions of the Council may be elected by written ballot, including all Council members at large, associate and honorary members, Council officers (other than the Scout Executive), Council officers and Council representatives to the National Council.

Any form of ballot shall afford an opportunity on the form to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the written ballot is distributed, to be acted upon by such written ballot, and shall provide, subject to reasonable specified conditions, that where the person solicited specifies a choice with respect to any such matter the vote shall be cast in accordance therewith. Every form of written ballot, which provides an opportunity to specify approval or disapproval with respect to any proposal, shall also contain an appropriate space marked "abstain," whereby a member may indicate a desire to abstain from voting on the proposal. In any election any form of written ballot which is marked by a member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of a member is withheld shall not be voted either for or against the election of the member.

3.11 Inspectors of Election. In advance of any meeting of members the board may appoint inspectors of election to act at the meeting and any adjournment thereof. If inspectors of election are not so appointed, or if any persons so appointed fail to appear or refuse to act, the chairman of any meeting of members may, and on the request of any member appoint inspectors of election (or persons to replace those who so fail or refuse) at the meeting. The number of inspectors shall be either one or three. If appointed at a meeting on the request of one or more members, the majority of members represented in person shall determine whether one or three inspectors are to be appointed. The

inspectors of election shall determine the number of memberships outstanding and the voting power of each, the number represented at the meeting and the existence of a quorum, receive votes, ballots or consents; hear and determine all challenges and questions in any way arising in connection with the right to vote, count and tabulate all votes or consents, determine when the polls shall close, determine the result and do such acts as may be proper to conduct the election or vote with fairness to all members. The inspectors of election shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical. If there are three inspectors of election, the decision, act or certificate of a majority is effective in all respects as the decision, act or certificate of all.

Section 4. Nominating Committee of the Council. At least ninety (90) days prior to the annual meeting of the Council, the President shall appoint, with the approval of the Executive Board, not fewer than three active members of the Council to serve as a nominating committee. The nominating committee shall nominate persons to be elected as members at large of the Council, associate and honorary members of the Council, regular members of the Executive Board, National Council members, and officers of the Corporation other than the Scout Executive. The notice of the annual meeting mailed to members of the Council shall announce the membership of the nominating committee so that active members of the Council may make recommendations of possible nominees to the committee for its consideration. All recommendations to the committee shall be made in writing at least thirty (30) days prior to the annual meeting.

Section 5. Election Procedures. Council election procedures consistent with these Bylaws may be adopted by the Executive Board.

The Council election procedures shall include a reasonable means of nominating persons for election, a reasonable opportunity to communicate to the members the nominees' qualifications and the reasons for the nominees' candidacy, a reasonable opportunity for all nominees to solicit votes and a reasonable opportunity for all members to choose among the nominees.

At any time when the Council has 500 or more members, if the council publishes any material soliciting a vote for any nominee for Council office, for the Executive Board or for Council representatives to the National Council in any publication owned or controlled by the Council, its election procedures shall make available to all other nominees in the same issue of the publication an equal amount of space, with equal prominence to be used by the nominee for a purpose reasonably related to the election.

In the event that any such nominee seeks to have the Council disseminate materials to Council members at the expense of the nominee, the Council shall comply with such request to the extent and in the manner required by Section 5524 of the California General Nonprofit Corporation Law.

Section 6. Committee on Program and Resolutions. At least sixty (60) days prior to each regular meeting, the President may appoint, with the approval of the Executive Board, not fewer than three nor more than five active members of the Council to serve as a committee on program and resolutions for the next regular Council meeting. The notice of such meeting mailed to members of the Council shall announce the membership of this committee and shall invite suggestions from each active member of the Council for the arrangement of the program and resolutions to be considered at the meeting. All suggestions to the committee

shall be in writing. The committee shall consider and present to the meeting of the Council or to the appropriate committee of the Executive Board with recommendations, all suggestions made to it at least five (5) days prior to the meeting or which it itself proposes for consideration and action. If a committee on program and resolutions is appointed, no resolution shall be considered at any regular meeting of the Council unless it has first been presented to or proposed by the committee in accordance with this Section.

Section 7. Termination of Memberships.

7.1 Resignation and Expiration. A member may resign from membership at any time. Any membership issued for a period shall terminate upon the expiration of that period of time.

7.2 Expulsion, Suspension or Termination of Membership. Any member may be expelled, suspended or terminated or such member's membership rights may be terminated or suspended for good cause as determined under standards consistently applied by the Executive Board. Any expulsion, suspension or termination must be done in good faith and in a fair and reasonable manner. Any such expulsion, suspension or termination shall be made only by written notice given to the member in the manner provided in Article XI, Section 3 of these Bylaws, except that any notice by mail shall be by first class or registered mail sent addressed to such member at his last address of record on the books of the corporation. The notice shall set forth the reasons for expulsion, suspension or termination. Such notice shall be given at least fifteen (15) days prior to the expulsion, suspension or termination. Any such member shall have an opportunity to be heard orally or in writing not less than

five (5) days before the effective date of the expulsion, suspension or termination by a person or persons authorized by the Executive Board to decide that the proposed expulsion, termination or suspension will not take place.

ARTICLE IV

The Executive Board

Section 1. Powers and Functions. The Executive Board shall be the governing body of the Corporation and shall manage its affairs. The Executive Board shall be the local reviewing authority with respect to matters within the Scout movement which arise in the territory of the Corporation. All corporate powers shall be exercised by or under the direction of the Executive Board. The Executive Board may delegate the management of the activities of the corporation to any person or persons or committee provided that the activities and affairs shall be managed and all corporate powers shall be exercised under the ultimate direction of the Executive Board.

Section 2. Membership. The Executive Board shall consist of (a) not fewer than 25 nor more than 90 regular members elected by the Council from among its active members, (b) the officers of the Corporation (including the Scout Executive, who shall have no vote), (c) the chairmen of the committees of the Executive Board, (d) the chairmen of the several district committees, upon their being approved by the Executive Board, and (e) not more than two youth members, who shall be registered Explorers or Scouts appointed by the Council President with the approval of the Executive Board to serve for a term of one year.

Section 3. Election and Term; Vacancies. Regular members of the Executive Board shall be elected at the annual meeting of the Council, shall take office immediately following such meeting, and shall continue in office until the conclusion of the next succeeding annual meeting of the Council and until their respective successors are elected and qualify. Chairmen of the committees of the Executive Board take office as members of the Executive Board upon their being appointed by the President and approved by the Executive Board. District chairmen take office as members of the Executive Board upon their being approved by the Executive Board.

3.1 Vacancies. A vacancy in the Executive Board shall be deemed to exist in case of the death, resignation or removal of any member of the Executive Board, if a member has been declared of unsound mind by order of court or convicted of a felony, or found by a final order

or judgment of any court to have breached any duty under the standards of conduct under Article 3 of Part 2 of the General Nonprofit Corporation Law, if the authorized number of members of the Executive Board be increased, or if the active members fail at any annual or special meeting of the Council at which any members of the Executive Board are elected, to elect the full authorized number of members of the Executive Board to be voted for at that meeting.

Vacancies in the Executive Board, except for a vacancy created by the removal of a member without cause, may be filled by a majority of the remaining members of the Executive Board though less than a quorum, or by a sole remaining member and each member of the Executive Board so elected shall hold office until his successor is elected at an annual or a special meeting of the Council. A vacancy in the Executive Board created by the removal of a member without cause may only be filled by the written ballot or affirmative vote of a majority of the members of the Council entitled to vote at a duly held meeting at which a quorum is present.

The members may elect a member of the Executive Board at any time to fill any vacancy or vacancies not filled by the Executive Board.

Any member of the Executive Board may resign effective upon giving written notice to the chairman of the Executive Board, the President, the Secretary or the Executive Board of the Corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the Executive Board accepts the resignation of a member tendered to take effect at a future time, the board or the members of the Council shall have power to elect a successor to take office when the resignation is to become effective.

No reduction of the authorized number of members of the Executive Board shall have the effect of removing any director prior to the expiration of his term of office.

Section 4. Meetings; Quorum; Voting.

4.1 Place of Meeting. Regular meetings of the Executive Board shall be held at any place within or without the state which has been designated from time to time by the Executive Board and in any event at least four times annually including the organizational meeting. In the absence of such designation regular meetings shall be held at the principal executive office of the corporation. Special meetings of the board may be held either at a place so designated or at the principal executive office.

4.2 Organization Meeting. As soon as practicable following each annual meeting of members the Executive Board shall hold a regular meeting at the place of said annual meeting or at such other place as shall be fixed by the Executive Board, for the purpose of organization, election of officers, and the transaction of other business. Call and notice of such meetings are hereby dispensed with.

4.3 Other Regular Meetings. Other regular meetings of the Executive Board shall be held without call at such time and place as shall from time to time be determined by resolution of the Executive Board. Notice of all such regular meetings of the Executive Board is hereby dispensed with.

4.4 Special Meetings. Special meetings of the Executive Board for any purpose or purposes shall be called at any time by the President, any Vice President, the Secretary, or by any two members of the Executive Board.

Written notice of the time and place of special meetings shall be delivered personally to each director or communicated to each director by telephone, or by telegraph or mail, charges prepaid, addressed to him at his address as it is shown upon the records of the corporation or, if it is not so shown on such records or is not readily ascertainable, at the place at which the meetings of the directors are regularly held. In case such notice is mailed it shall be deposited in the United States mail at least four (4) days prior to the time of the holding of the meeting. In case such notice is delivered, personally or by telephone or telegraph, as above provided, it shall be so delivered (to a telegraph company in the case of a telegram) at least forty-eight (48) hours prior to the time of the holding of the meeting. Such mailing, telegraphing or delivery, personally or by telephone, as above provided, shall be due, legal and personal notice to such director.

4.5 Action Without Meeting. Any action by the Executive Board may be taken without a meeting if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board and shall have the same force and effect as a unanimous vote of such directors.

4.6 Action at a Meeting: Quorum and Required Vote. Presence of one-fifth of the members of the Executive Board at a meeting of the Executive Board constitutes a quorum for the transaction of business. Members of the Executive

Board may participate in a meeting through the use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting as permitted in the preceding sentence constitutes presence in person at such meeting. Every act or decision done or made by a majority of the members present at a meeting duly held at which a quorum is present shall be regarded as the act of the board unless a greater number is required by law, by the Articles of Incorporation, or by these Bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of a member, provided that any action taken is approved by at least a majority of the required quorum for such meeting.

4.7 Validation of Defectively Called or Noticed Meetings. The transactions of any meeting of the Executive Board, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, each of the members not present or who, though present, has prior to the meeting or at its commencement, protested the lack of proper notice to him, signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

4.8 Adjournment. A quorum of the members of the Executive Board may adjourn any meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum a majority of the members present at any meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Executive Board.

4.9 Notice of Adjournment. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the members of the Executive Board who were not present at the time of adjournment. Otherwise, notice of the time and place of holding an adjourned meeting need not be given to absent members if the time and place be fixed at the meeting adjourned.

Section 5. Advisory Council. There shall be an Advisory Council to the Executive Board composed of (a) all past officers or regular members of the Executive Board who are not then serving as regular members of the Executive Board, and having served upon the Executive Board not less than five years, attain or have attained the age of seventy years, and (b) such other persons who wish to serve Scouting upon

special assignment or wish to serve in an advisory or consulting capacity to the Executive Board and are elected to membership on the Advisory Council by a two-thirds vote of the members of the Executive Board present at any meeting. Members of the Advisory Council shall be entitled to receive notice of and to attend all meetings of the Executive Board but shall have no vote.

Section 6. Standards of Conduct.

6.1 Duties and Liabilities. A member of the Executive Board shall perform the duties of a member of the Executive Board, including duties as a member of any committee of the Executive Board upon which the member may serve, in good faith, in a manner such member believes to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. In performing the duties of a member of the Executive Board, a member shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

(1) One or more officers or employees of the corporation whom the member believes to be reliable and competent in the matters presented;

(2) Counsel, independent accountants or other persons as to matters which the member believes to be within such person's professional or expert competence; or

(3) A committee of the Executive Board upon which the member does not serve, as to matters within its designated authority, which committee the member believes to merit confidence, so long as, in any such case, the member acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

A person who performs the duties of a member of the Executive Board in accordance with this section shall have no liability based upon any failure or alleged failure to discharge the person's obligations as a member of the Executive Board, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat the charitable purposes to which this corporation, or assets held by it, are dedicated.

Section 6.2 Application of Duties to Selection of Members of the Executive Board. The duties set forth in Section 6.1 shall govern the duties of members of the Executive Board as to any acts or omissions in connection with the election, selection, or nomination of members of the Executive Board.

ARTICLE V

Committees of the Executive Board

Section 1. Executive Committee. There shall be an Executive Committee composed of those persons who are the officers of the Corporation including the Scout Executive (who shall have no vote) and selected council standing committee chairmen and such other members of the Executive Board as may be elected by the Executive Board.

The Executive Committee of the Executive Board shall have and may exercise all the necessary powers of the Executive Board in the management of the Corporation during the intervals between the meetings of the Executive Board, but in no event shall the Executive Committee act contrary to action theretofore taken by the Executive Board. Minutes shall be kept of all Executive Committee action and reported to the ensuing meeting of the Executive Board for its approval of the actions taken.

Meetings of the Executive Committee may be called at any time by the President and shall be called by the President within thirty (30) days upon the request of three or more members of the Executive Committee. It shall be the general practice of the Executive Committee to meet in those months in which the Executive Board does not meet. All meetings of the Executive Committee shall be held on at least three days' written notice or one-day notice by cablegram, telegram, or radiogram. A majority of the voting members of the Executive Committee shall constitute a quorum.

The Executive Committee shall have all the authority of the Executive Board, except with respect to:

(1) The approval of any action for which this division also requires approval of the members.

(2) The filling of vacancies on the Executive Board or in any committee.

(3) The amendment or repeal of bylaws or the adoption of new bylaws.

(4) The amendment or repeal of any resolution of the Executive Board which by its express terms is not so amendable or repealable.

(5) The appointment of committees of the board or the members thereof.

(6) The expenditure of corporate funds to support a nominee for member after there are more people nominated for member than can be elected.

(7) The approval of any self-dealing transaction under Section 5233 of the General Nonprofit Corporation Law.

Section 2. Other Executive Board Committees. The Executive Board may by resolution adopted by a majority of the number of members of the Executive Board then in office, provided a quorum is present, create one or more other committees (in addition to the Executive Committee) to serve at the pleasure of the Executive Board. Appointment to such committees shall be by a majority vote of the members of the Executive Board then in office. The Executive Board may appoint one or more of its members as alternate members of any committee, who may replace any absent member at any meeting of the committee. Any such committee, to the extent expressly provided in the resolution of the Executive Board may have all of the authority of the Executive Board except for those seven powers set forth in paragraphs (1) through (7) of Section 1 of this Article V.

The Executive Board may delegate to any committee any powers of the Executive Board, except those seven powers set forth in paragraphs (1) through (7) of Section 1 of this Article V.

Section 3. Council Committees; Appointment. In addition, the Executive Board may appoint such additional Council committees, each of which shall have such powers and responsibilities, as may be fixed by resolution of the Executive Board in accordance with guidelines and procedures from time to time recommended by the Boy Scouts of America. The Council committees of the Executive Board shall be appointed from members of the Council or from persons satisfying the qualifications set forth in Article III, Sections 1 and 2, annually by the President with the advice and approval of the Executive Board, at the regular meeting of the Executive Board next following the annual meeting of the Council. In the event a person, other than the chairman of a committee in the district, who is not a member of the Council is appointed to such a committee, that person shall be elected as a member at large of the Council. As provided in Section 2 of Article IV of these Bylaws, the chairmen of the committees shall, by reason of their positions as such, be members of the Executive Board. All actions of the committees shall be subject to the approval of the Executive Board.

Section 4. Council Committee Responsibilities. The Council committees of the Executive Board shall be responsible for the development and effectiveness of programs and policies of the Corporation in accordance with standards and requirements as established by the Boy Scouts of America. The Corporation shall have Council committees (or specialists under one plan of council and district organization) of the Executive Board as may be authorized by the Boy Scouts of America operations manual published for the Council's adopted plan of council and district organization.

The Council committees shall be so organized as to provide for the coordination of their work throughout the entire territory of the Corporation. The committees shall be concerned with the development of policy, program, and procedures as approved by the Executive Board in the interest of the uniform development and extension of Scouting throughout the territory of the Corporation.

The Committees shall function throughout the year, meeting as often as may be necessary in the judgment of the committee chairman, President, or Council Scout Executive.

Committees shall be guided by the program material and manuals made available by the national office of the Boy Scouts of America and shall make recommendations in light of their experience and knowledge of local conditions.

The committees shall perform the tasks organized under the four functions: Membership/relationships, finance, program, and unit service. Other committees may be formed to handle special functions.

ARTICLE VI

Officers and National Council Members ..

Section 1. Officers, Elections and Appointment. The officers of the Corporation shall be a President, a Vice President, a Treasurer (the Chief Financial Officer), a Council Commissioner, and a Scout Executive who shall also fill the office of Secretary. The Corporation may also have, upon the discretion of the Executive Board, one or more additional Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other offices as may be adopted by the Executive

Board. The officers, with the exception of the Scout Executive, shall be elected from the active membership of the Council at the annual meeting of the Council, shall take office immediately following such meeting, and shall hold office until the conclusion of the next succeeding annual meeting of the Council and until their successors are elected and qualify. The Scout Executive shall be appointed by and shall serve during the pleasure of the Executive Board.

The Council may, upon the nomination of the Executive Board, create honorary offices and elect persons to fill the offices so created. Honorary officers shall have no duties or vote.

Section 2. Removal and Resignation. Any officer may be removed, either by the Executive Board or with or without cause by the active members of the Council.

Any officer may resign at any time by giving written notice to the Executive Board or to the President, or to the Secretary of the Corporation, without prejudice, however, to the rights, if any, of the Corporation under any contract to which such officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled by the Executive Board.

Section 4. President. The President shall, subject to the control of the Executive Board, have general supervision, direction and control of the business and officers of the corporation. The Council President shall give leadership to the establishment of effective operation consistent with the charter and Bylaws of the Boy Scouts of America. The President shall serve as chairman of meetings of the Council, the Executive Board, and the Executive Committee and shall be a member ex officio of all committees of the Executive Board and shall perform such other functions as herein provided or as are assigned by the Executive Board. The President is automatically elected by the National Council to serve as a Council representative during the term of office.

Section 5. Vice Presidents. The Vice Presidents shall perform such functions as may be assigned to them by the Executive Board. In the event of the absence or

disability of the President, the Vice Presidents in order of their rank as fixed by the Executive Board or, if not ranked, the Vice Presidents designated by the Executive Board or then by Executive Committee if not designated by the Executive Board, or then by the President, if not otherwise designated, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President.

Section 6. Treasurer. The Treasurer shall be the Chief Financial Officer of the Corporation and shall be responsible, through methods of internal control, for the recording and deposit of all receipts of the Corporation, for the proper disbursement of its cash, and accounting for all property of the Corporation, whether real or personal, tangible or intangible, however acquired. The Treasurer shall present annually to the Executive Board a statement of all income and expenses during the prior year, together with a statement of all assets, liabilities and fund balances of the Corporation as at the end of that year, these statements first having been duly audited and certified in accordance with generally accepted auditing standards by certified public accountants or other recognized independent public accountants approved by the Executive Board or Executive Committee. A copy of such audited annual statements shall be kept available at the office of the Corporation for inspection by members of the Corporation, and a copy shall be filed with the national office of the Boy Scouts of America. The Treasurer shall also present interim period reports as required by the Executive Board. The Treasurer and Assistant Treasurers shall be bonded.

Section 7. Council Commissioner. The Council Commissioner is responsible for seeing that the unit-service function is performed. The Council Commissioner shall:

(a) Supervise the activities of the commissioner staff and preside at councilwide meetings of district commissioners and conduct commissioner conferences.

(b) Give leadership to the recruiting and training of an adequate commissioner staff so as to provide continuing and effective commissioner service to each unit and chartered organization.

(c) Maintain the standards of the Boy Scouts of America, uphold national policies, promote good uniforming and the correct wearing of insignia.

(d) Be concerned with the proper recognition of unit leaders and the maintenance of their morale, and report unit conditions to the Executive Board.

(e) Help the district commissioners to maintain a good working relationship with their district committee.

(f) Maintain procedures that will assure maximum unit charter renewals.

(g) Assist the Council President, in the capacity of uniformed council officer, representing the Council President where assigned at appropriate Council and/or district events.

(h) Support the district chairmen by providing supplemental training to the district Cub Scout commissioners and district Scout commissioners where these exist.

(i) Serve as the program "quality-control" officer of the Council as directed by the Council President.

(j) Provide service to Explorer units where needed.

The Council Commissioner shall work with the President to secure help of Council committees in meeting unit needs.

The Council Commissioner must be at least twenty-one years of age and election is subject to approval and issuance of a commission as Council Commissioner by the Boy Scouts of America.

The Council Commissioner is automatically elected by the National Council to serve as a Council representative during the term of office.

Section 8. Scout Executive.

8.1 Chief Executive Officer and Secretary.

The Scout Executive shall be the chief executive officer of the Corporation and shall have general direction over the administrative work of the Corporation, subject to the authority and direction of the Executive Board. The Scout Executive shall serve as the Secretary of the Council, the Executive Board, its Executive Committee, all other committees of the Executive Board, and district committees and shall be a member ex officio of all committees of the Executive Board but without vote. The Scout Executive may designate one or more representatives to serve as secretaries of district committees and, when necessary, committees of the Executive Board.

8.2 Administration, Policies and Program.

The Scout Executive shall be responsible for the administration of the Scout program within the territory of the Corporation and for making effective within such territory the policies and programs of the Corporation in accordance with the policies of the Boy Scouts of America as from time to time announced by it.

8.3 Execution of Documents and Instruments.

The Scout Executive may execute, on behalf of the Corporation, all documents, deeds, or notes duly authorized to be executed and shall be the custodian of the seal of the Corporation and may affix the same duly attested to such documents, deeds, or notes as may require it. As to notes and deeds, such countersignatures shall be required as the Executive Board may direct.

8.4 Maintenance of Books and Records.

The Scout Executive shall assist the Treasurer in maintaining the accounting records and the budget system, and shall be responsible for preparing monthly detailed statements of all financial operations including the budget report for the information of the Treasurer and the finance committee.

8.5 Delegation and Employees.

The Scout Executive may with the prior approval of the Executive Board delegate to any staff officer or employee authority in writing to execute such leases, contracts, and other instruments as may be deemed desirable. Subject to the provisions of these Bylaws and the direction of the Executive Board, the Scout Executive shall have the power to appoint and remove all employees of the Corporation and to direct their work.

8.6 Notices.

The Scout Executive shall see that notices are sent to those elected members of the Council and the Executive Board and as officers of the Corporation and to those appointed as members of committees; and shall cause notices to be sent out of all meetings for which provision is made hereunder and be responsible for the minutes of all meetings of the Council, Executive Board, and committees of which the Scout Executive is Secretary.

8.7 Charter and Minutes.

The Scout Executive shall be responsible for the preparation and keeping of such records as will make possible the Corporation's application for renewal of its charter. The Scout Executive shall submit a report at each meeting of the Executive Board relative to the work of the Corporation and to the status of the Scouting movement throughout the territory of the Corporation, inviting attention to matters of particular interest and informing

the Executive Board concerning any problems of which the Executive Board should be advised, together with recommendations and suggestions for the good of the movement requiring action by the Executive Board.

8.8 Annual Report. The Scout Executive shall prepare an annual report covering the activities and achievements of the Corporation as provided in Section 5 of Article XI of these Bylaws.

8.9 Commissioned Scout Executive. The Scout Executive appointed by the Executive Board must be one recommended by the Boy Scouts of America and have been commissioned as Scout Executive by the Boy Scouts of America.

Section 9. National Council Members. At its annual meeting, the Council of the Corporation shall elect from its active membership such number of National Council members as the Corporation is entitled to under the Bylaws of the Boy Scouts of America to hold office until the conclusion of the next annual meeting of the Council and until their successors are elected and qualify. National Council members shall attend the annual meeting, and any special meetings, of the National Council of the Boy Scouts of America and shall participate in its proceedings and perform such other duties as may be assigned to them by the Executive Board or the National Council of the Boy Scouts of America. As liaison officers between this Corporation and the National Council they shall:

(a) Present the point of view of the Corporation to the National Council in respect to matters of national policy and procedure; and

(b) Interpret to the Corporation decisions and policies of the National Council and assist the Corporation in its responsibility to make effective and bring about an understanding among local Scouters of such decisions and policies of the National Council.

National Council members shall serve as members of the regional committee and shall attend all regional committee meetings and participate in the proceedings thereof. The duly elected Council President and Council Commissioner are automatically elected by the National Council to serve as Council representatives during their terms of office. The Council may elect one of its members as a member of the National Council for every 5,000 youth members, or major portion thereof enrolled as of December 31 of the preceding year.

ARTICLE VII

Commissioner Staff and Professional Staff

Section 1. Commissioner Staff. The commissioner staff may be composed of the Council Commissioner, one or more assistant council commissioners, district commissioners, assistant district commissioners, roundtable commissioners, assistant roundtable commissioners and unit commissioners. Each such Scouter shall be twenty-one years of age or over to whom the Boy Scouts of America has issued a commission for a respective volunteer post.

The council/district commissioner staff, subject to the approval of the Executive Board, shall be selected as required and in such a manner as is set forth in the operations manual of the Boy Scouts of America for the Council's adopted plan of council and district organization, the Rules and Regulations of the Boy Scouts of America, and these Bylaws.

Each member of the commissioner staff shall serve as a volunteer and carry out the mission of the position for which commissioned in cooperation with the council's plan for the delivery of its programs to chartered organizations and community groups and in accord with these Bylaws, policies, procedures, and the Rules and Regulations of the Boy Scouts of America.

Section 2. Professional Staff. The Corporation may employ individuals in professional positions who have been recommended by and commissioned as such by the Boy Scouts of America. Such members of the professional staff may be appointed to office by the Scout Executive and shall serve, under the direction and supervision of the Scout Executive, and at the pleasure of the Scout Executive.

Duties of members of the professional staff shall be defined by the Scout Executive with the approval of the Executive Board. They may be designated so as to indicate their respective functions, but all professional titles shall first be approved by the Boy Scouts of America.

ARTICLE VIII

District Organization

Section 1. Districts. For the purpose of area service and administration, the Corporation's territory may be divided geographically into such districts as the Executive Board from

time to time determines, subject to the Rules and Regulations of the Boy Scouts of America. The Corporation shall supervise Scouting in each district through the active members of the Council residing within the district and such additional district members as may be elected.

Section 2. District Committee. The district committee shall be elected annually by the district members to administer the Scouting program within the territory of the district. The district committee and the committees of the district have no legislative authority, the purpose of the district committee being to make effective within the district policies and programs adopted by the Corporation. The district committee consists of Scouting coordinators and council members at large within the district territory plus duly elected district members at large.

Section 3. District Committee Officers. Each district committee shall elect a chairman and vice chairman as may be required and in such a manner as set forth in the official operations manual of the Boy Scouts of America and election procedures approved by the Executive Board. The district chairman shall be nominated for election to the Executive Board in accordance with Article IV, Section 2 of these Bylaws.

Section 4. Meetings of the District Committee. The district committee shall meet monthly at such time and place, preferably within the district, as may be fixed by the committee or its chairman. The business transacted at each monthly meeting shall address the four functions of operation (membership/relationships, finance, program, and unit service) and shall be concerned with service to chartered organizations and to units within the district and shall include the receiving of reports from the chairmen of various operating committees, the Scout Executive or designee (as Secretary of the district committee), and the district commissioner, and such other business as the chairman and officers and Scout Executive may indicate.

The district committee meeting immediately preceding the annual meeting of the Council shall be the annual meeting of the district. At least ninety (90) days prior thereto a nominating committee from the membership of the district committee shall be submitted by the district chairman to the council President for his approval which shall make nominations for district officers and members at large for election at the annual meeting of the district. At this meeting the officers and district committees shall present reports of the year's activities.

Section 5. District Election Procedures. District election procedures consistent with these Bylaws may be adopted by the Executive Board or by any district committee with the approval of the Executive Board.

Section 6. District Operating Committees. Each district may have such committees as approved by the Executive Board and as authorized by the Boy Scouts of America operations manuals. Each district shall be responsible for cooperating in making effective the policies and programs adopted by the Executive Board and for the performance of the four functions.

The chairmen of committees of the district shall be appointed by the district chairman with the approval of the district committee. The members of these committees shall be appointed by the district committee, upon the recommendation of the respective committee chairman and the district chairman.

ARTICLE IX

Local Units

Section 1. Approval of Unit Charters. The Executive Board shall review or shall authorize some committee or person to review all applications for new charters or renewals of charters by sponsors within the Corporation's territory and shall forward the recommendation with respect to each such application to the national office of the Boy Scouts of America.

Section 2. Unit Designation. All units within the Corporation's territory shall be designated by the name of the community in which the unit is located by the name of the chartered organization or community group operating the unit, and by a serial number assigned by the Corporation.

ARTICLE X

Finances and Property

Section 1. Raising Funds.

1.1 Use for Benefit of Scouting. All money raised by or received for the benefit of the Corporation or a unit under its jurisdiction and all property acquired by the Corporation or such a unit shall be deemed to be received or acquired for the benefit of Scouting as interpreted and promoted by the Boy Scouts of America, in accordance with

the Rules and Regulations and procedures from time to time adopted by the Boy Scouts of America.

1.2 Control of Funds. Subject to the Rules and Regulations adopted by the Boy Scouts of America, the Corporation shall control the raising and expenditure of all funds for local Scout work within the territory of the Corporation. The necessary expenses of the Corporation shall be met by funds secured by solicitation or otherwise in accordance with the Rules and Regulations of the Boy Scouts of America pertaining to the raising of funds for Scouting purposes.

1.3 Limit on Authority to Bind Boy Scouts of America. Neither the Corporation nor any unit under its jurisdiction shall have any authority to bind the Boy Scouts of America to any financial obligation whatever.

Section 2. Control of Funds and Property.

2.1 Budget. The Executive Board shall, preceding the commencement of each fiscal year, consider and adopt a budget of estimated expenditures by the Corporation for such fiscal year. No funds shall be expended by the Corporation during a fiscal year without the authorization of the Executive Board or the Executive Committee for any item not covered by, or in excess of the amount authorized by, the budget for such year.

2.2 General Funds. All funds of this Corporation or funds handled on behalf of this Corporation or the Boy Scouts of America, from whatever source and for whatever purpose received, shall be deposited to the credit of the Corporation in such depositories as shall be approved by the Executive Board or Executive Committee. The funds shall be disbursed only upon the authority of the Executive Board, Executive Committee or upon the order of officers of the Corporation duly authorized by the Executive Board or Executive Committee; in any event the signatures of at least two authorized persons shall be required for the disbursement of funds except in the case of checks made payable to the Boy Scouts of America where a single signature will be accepted provided authorization has been accorded by the Executive Board. All receipts from registration fees, Boys' Life subscriptions, and any other funds of the Boy Scouts of America which are received by this Corporation for transmission to the Boy Scouts of America shall be carefully segregated, through bookkeeping and accounting procedures, as established by the Boy Scouts of America. All persons having access to any funds (general or special) of the Corporation shall be bonded.

2.3 Special Funds. The Corporation may create special funds for specific purposes to be used in the interest of the Boy Scouts of America by the Corporation or a chartered organization and any unit under its jurisdiction. Such special funds may be established by recordation in proper account on the books of the Corporation and shall, if required by direction of the Executive Board or the term of a gift or bequest, be vested in a bank or trust company in trust for the use of the Corporation or the unit, with the provision in the statement of the conditions governing the administering of the trust that in the event of the dissolution of the unit or Corporation or revocation, termination, or lapse of its charter said trustee will, after satisfying any claims against such fund, turn over to the Boy Scouts of America the balance for use by the Boy Scouts of America for the benefit of Scouting in such locality and for the specific purposes for which the fund was granted. If, after a reasonable period, there is no suitable opportunity for the use of said fund in such locality, it may be used elsewhere.

2.4 Real Estate. The Corporation may hold title to real property in its own name as long as its Articles of Incorporation expressly provide for the conveyance of such property or the net proceeds from the sale thereof to the Boy Scouts of America in the event of the dissolution of the Corporation. Title to real property acquired for the Corporation may also be vested in a bank or trust company in trust for the use of the Corporation, where appropriate in accordance with the wishes of the donor, with a provision in the trust deed that in the event of the dissolution of the Corporation or the revocation or termination of its charter, the trustee, after satisfying any claims against the Corporation to which such property may be subject, will convey said property or pay the net proceeds from a sale of the property to the Boy Scouts of America, which shall hold or use said property or funds for the benefit of Scouting in the locality in which the Corporation is located or elsewhere if after a reasonable period there is not suitable opportunity to use said property or funds in said locality.

Title to all real estate acquired for a unit under the jurisdiction of the Corporation shall be vested in (a) the name of the Corporation (if the Corporation agrees to hold title to the property), (b) the operator of such unit (if the operator is a chartered organization or community group), or (c) a bank or trust company, in each case in trust for the use of the unit, where appropriate in accordance with the wishes of the donor, with a provision in the trust deed that in the event of the dissolution of the unit or the revocation,

termination, or lapse of its charter, the trustee will, after satisfying any claim against such unit to which such real estate may be subject, hold the property upon the instructions of the Corporation or, if so instructed, convey said property or pay the net proceeds from a sale of the property to the Corporation, which shall hold or use said property or funds for the benefit of Scouting in the locality in which the unit is located or elsewhere if, after a reasonable period, there is not a suitable opportunity to use said property or funds in such locality.

2.5 Securities. The securities of the Corporation shall be deposited in any such deposit vault or vaults or with such bank or banks, trust company or trust companies, or such other depositories as may from time to time be designated by the Executive Board, Executive Committee, or finance committee. Access to the securities may be had as provided by resolutions of the Executive Board or Executive Committee and not otherwise.

2.6 Audit. A statement of all income and expenses of the Corporation during the fiscal year and a statement of all assets, liabilities, and fund balances of the Corporation as at the end of such year shall be duly audited and certified annually in accordance with generally accepted auditing standards, by certified public accountants or other recognized independent public accountants approved by the Executive Board or Executive Committee.

Section 3. Administration of Unit Funds.

3.1 Custody of Committee Funds. At the request of the unit committee or chartered organization of any unit under the jurisdiction of the Corporation, the Treasurer may hold funds for such committee for the unit. Such funds shall be transferred, in whole or in part, to the custody of the unit or a treasurer of the chartered organization upon duly accredited authority for such transfer.

3.2 Dissolution and Reorganization. In the event of the dissolution of a unit or the revocation or lapse of its charter, the unit committee shall apply unit funds and property to the payment of unit obligations and shall turn over the surplus, if any, to the Corporation. In the case of an organization unit any funds or equipment which may have been secured as property of the unit shall be held in trust by the organization or the Corporation, as may be agreed upon, pending its reorganization or the development of other plans, with the approval of the Corporation, for the use of such funds and property in connection with a program for character development, citizenship training, mental and physical fitness for the youth of that organization or, by the agreement of those involved, shall be used elsewhere for the promotion of the program of the Boy Scouts of America.

ARTICLE XI

Additional Administrative Matters

Section 1. Indemnification; Purchase of Liability Insurance.

1.1 Definitions. For the purposes of this section, "agent" means any person who is or was a member of the Executive Board, officer, employee or other agent of the Corporation, or is or was serving at the request of the Corporation as a member of the Executive Board, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under subsection 1.4 or paragraph (3) of subsection 1.5 of this section.

1.2 General Indemnification. This Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation to procure a judgment in its favor, an action brought under Section 5233 of the General Nonprofit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any 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 the person reasonably believed to be in the best interests of the Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

1.3 Derivative Action Indemnification. This Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending

or completed action by or in the right of the Corporation, or brought under Section 5233 of the General Nonprofit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this subdivision:

(1) In respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such person's duty to the Corporation, unless and only to the extent that the Court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such Court shall determine:

(2) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without Court approval; or

(3) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without Court approval unless it is settled with the approval of the Attorney General.

1.4 Successful Defense. To the extent that an agent of the Corporation has been successful on the merits of defense of any proceeding referred to in subsections 1.3 or 1.4 or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

1.5 Required Approval. Except as provided in subsection 1.4, any indemnification under this section shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in subsection 1.2 or 1.3, by:

(1) A majority vote of a quorum consisting of members of the Executive Board who are not parties to such proceeding;

(2) Approval of the active members of the Council, with the persons to be indemnified not being entitled to vote thereon; or

(3) The Court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the corporation.

1.6 Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this section.

1.7 Rights of Persons Other Than Officers and Members of the Executive Board. Nothing contained in this section shall effect any right to indemnification to which persons other than such members of the Executive Board and officers may be entitled by contract or otherwise.

1.8 Limitations. No indemnification or advance shall be made under this section, except as provided in subsection 1.4 or paragraph (3) of subsection 1.5, in any circumstance where it appears:

(1) That it would be inconsistent with a provision of the articles, these Bylaws, a resolution of the active members of the Council or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(2) That it would be inconsistent with any condition expressly imposed by a Court in approving a settlement.

(i) Upon resolution of the Executive Board the Corporation shall purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this section; provided, however, that a corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of Section 5233 of the General Nonprofit Corporation Law.

Section 2. Contracts, Checks, Drafts, and Other Instruments and Documents. Except as otherwise provided by law or in these Bylaws, such officer or officers, employee or employees, or agent or agents of the Corporation as shall be specified by the Executive Board or Executive Committee shall sign, in the name and on behalf of the Corporation, all deeds, bonds, contracts, mortgages, conveyances and other instruments or documents and any assignment thereof, the execution of which shall be authorized by the Executive Board or Executive Committee; and such authority may be general or confined to specific instances.

Except as otherwise provided by law or in these Bylaws, all checks, drafts, notes, bonds, bills of exchange, or other orders, instruments, or obligations for the payment of money or any endorsement thereof shall be signed by such officer or officers, employee or employees, or agent or agents of the Corporation as shall be specified by the Executive Board or Executive Committee.

Section 3. Notices and Waivers. Whenever any notice is required by these Bylaws or by any law to be given to any member of the Council, member of the Executive Board, or of any committee or any officer, such notice except as otherwise provided by these Bylaws or by any law may be given personally or by telegram, cable, or radiogram addressed to such person at his/her or its place of business, if any, or (to the extent applicable) at such address as has been given to the Corporation as the home address of the person; or the notice may be given in writing by mail, in a sealed wrapper, postage prepaid, addressed to such person at such address. Any notice given by telegram, cable, or radiogram shall be deemed to have been given when it shall have been delivered for transmission and any notice given by mail shall be deemed to have been given when it shall have been deposited in a post office, in a regularly maintained letter box, or with a postal carrier. A waiver of any such notice in writing, signed by the person entitled to such notice in writing, as required, shall be deemed the equivalent thereof; and the presence at any meeting of any person entitled to notice thereof shall be deemed a waiver of such notice as to such person.

Section 4. Offices.

4.1 Principal Executive Office. The principal executive office of the Corporation is hereby fixed and located at 1207 Upas Street, San Diego, California 92103.

The Executive Board shall have full power and authority to change the principal executive office from one location to another.

4.2 Other Offices. Other offices for the conduct of business and Scouting may at any time be established by the Executive Board at any time or place within or without the territory of the Council.

Section 5. Annual Reports.

5.1 Scout Executive's Report. The Scout Executive shall prepare an annual report covering the activities and achievements of the Corporation which, with the approval of the Executive Board, shall be presented to the annual meeting of the Council, transmitted to the national office of the Boy Scouts of America, and made public to the communities within the territory of the Corporation.

5.2 Financial Report. The Executive Board shall cause an annual report on the financial status of the Council to be sent to the active members not later than 120 days after the close of the Corporation's fiscal year. Such report shall contain in appropriate detail the following:

(1) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.

(2) The principal changes in assets and liabilities, including trust funds, during the fiscal year.

(3) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

(4) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.

(5) Any information required by Section 6322 of the General Nonprofit Corporation Law concerning certain transactions and indemnifications.

The report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

5.3 When Report Not Required. If the Corporation in writing solicits contributions from 500 or more persons it need not send the report otherwise required by subsection 5.2 if it does all of the following:

(i) Includes with any written material used to solicit contributions a written statement that its latest annual report will be mailed upon request and that such request may be sent to the Corporation at a name and address which is set forth in the statement.

The term "annual report" as used in this subdivision refers to the report required by subsection 5.2.

(ii) Promptly mails a copy of its latest annual report to any person who requests a copy thereof; and

(iii) Causes its annual report to be published not later than 120 days after the close of its fiscal year in a newspaper of general circulation in the county in which its principal office is located.

Section 6. Inspection of Records.

6.1 Members. The accounting books and records and minutes of proceedings of the members and the Executive Board and committees of the Executive Board shall be open to inspection upon the written demand on the Corporation of any member at any reasonable time, for a purpose reasonably related to such person's interests as a member.

6.2 Executive Board Members. Every member of the Executive Board shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation of which such person is a member of the Executive Board.

Section 7. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

Section 8. Seal. The seal of the Corporation shall be in the form of a circle enclosing the universal badge with the motto Be Prepared underneath this badge and the words "San Diego County Council of Boy Scouts of America" around the circle and shall be used only as authorized.

Section 9. Amendment.

9.1 Members. New bylaws may be adopted or these Bylaws may be amended or repealed by approval of the members.

9.2 Executive Board. Subject to the rights of the members, these Bylaws may be amended or repealed at any meeting of the Executive Board, upon the recommendation of the Executive Committee of the Executive Board or when the proposed amendment has been sent to members of the Executive Board at least fifteen days in advance of the meeting. New bylaws or any amendments to these Bylaws must first be approved by the national office of the Boy Scouts of America before being submitted to the Executive Board for adoption.

CERTIFICATE OF SECRETARY

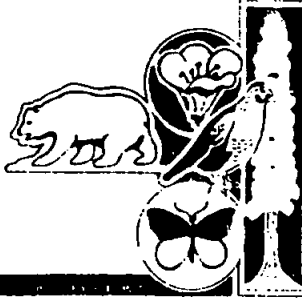
I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Scout Executive and Secretary of San Diego County Council, Boy Scouts of America, a California corporation; and

2. That the foregoing Bylaws, comprising 36 pages, constitute the Bylaws of said corporation as duly adopted by the Executive Board of the corporation on Oct 20, 1980.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation this 20 day of October, 1980 at San Diego, California.

Donald Brundage



State of California

OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

FEB 9 1982



March Fong Eu

Secretary of State

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

ENDORSED
FILED

In the office of the Secretary of State
of the State of California

FEB 4 1982

MARCH FONG EU, Secretary of State

By JAMES E. HARRIS
Deputy

Richard A. Shaw and Ronald K. Brundage certify:

1. That they are the President and Secretary, respectively, of the San Diego County Council, Boy Scouts of America, a California corporation.
2. That the Articles of Incorporation of this corporation are amended to read in full as set forth in attached Exhibit "A."
3. That the amendment was approved by the Board of Directors of the corporation.
4. That the amendment was approved by the required vote of members.
5. That the amendment is one for which the approval of an authorized official at the national office of the Boy Scouts of America is required and that the approval of such authorized official has been obtained.


Richard A. Shaw, President


Ronald K. Brundage, Secretary

Each of the undersigned certifies and declares under penalty of perjury that they are the President and Secretary, respectively, of the corporation and that the matters set forth in the foregoing certificate are true and correct.

Executed in the City of San Diego, in the County of San Diego, California, on January 29, 1982.


Richard A. Shaw, President


Ronald K. Brundage, Secretary

ARTICLES OF INCORPORATION

FOR

SAN DIEGO COUNTY COUNCIL BOY SCOUTS OF AMERICA

ARTICLE I NAME

The name of the corporation is San Diego County Council of Boy Scouts of America.

ARTICLE II DURATION

The corporation shall have perpetual existence but shall take such action as may be necessary to dissolve in the event of the revocation or termination of its charter from the Boy Scouts of America, a corporation organized under an Act of Congress.

ARTICLE III PURPOSES

The corporation shall promote, within the territory covered by the charter from time to time granted it by the Boy Scouts of America and in accordance with the Congressional Charter, Bylaws, and Rules and Regulations of the Boy Scouts of America, the Scouting program of promoting the ability of boys and young men and women to do things for themselves and others, training them in Scoutcraft, and teaching them patriotism, courage, self-reliance, and kindred virtues, using the methods which are now in common use by the Boy Scouts of America.

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for Charitable purposes.

ARTICLE IV PRINCIPLES AND POLICIES

This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 as amended from time to time. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended from time to time or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 as amended

Exhibit "A"

from time to time. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office, except as otherwise provided in Section 501(h) of the Internal Revenue Code as amended from time to time.

The corporation shall at all times maintain the principles and policies of the Boy Scouts of America, as set forth in detail in the Bylaws and the Rules and Regulations of the Boy Scouts of America in official handbooks, or as may be announced by the Boy Scouts of America from time to time, specifically restricting the leadership to those persons who are willing to subscribe to the declarations of principles therein set forth and to the Scout Oath and Law and who otherwise are qualified to receive certificates of leadership.

ARTICLE V POWERS

The corporation shall have and may exercise, in a manner consistent with the Congressional Charter, Bylaws and Rules and Regulations of the Boy Scouts of America, all powers given to nonprofit public benefit corporations under the Nonprofit Public Benefit Corporation Law of the State of California.

ARTICLE VI MEMBERS

The corporation shall have one or more classes of members, as provided in the Bylaws of the corporation, and may have honorary members.

Each active, associate, or honorary member of the corporation (a) shall be a citizen of the United States of America or have taken the preliminary steps to becoming a citizen of the United States of America, (b) has subscribed to the Scout Oath and Law and the Bylaws and Rules and Regulations of the Boy Scouts of America, (c) has been registered by the Boy Scouts of America in accordance with its Bylaws and Rules and Regulations, and (d) otherwise meets all qualifications for membership from time to time established by the Boy Scouts of America.

ARTICLE VII
EXECUTIVE BOARD

The Board of Directors of the corporation shall be named the Executive Board and shall be elected in such number and such manner as prescribed in the Bylaws of the corporation.

ARTICLE VIII
DISSOLUTION

The property and assets, and profits and net income of this corporation are irrevocably dedicated to the charitable purposes of carrying out the program of the Boy Scouts of America. The corporation does not contemplate the distribution of gains, profits or net income to its members or any other individual. None of the property or assets or the profits or net income of this corporation shall ever inure to the benefit of any member or to the benefit of any other individual.

Upon winding up and dissolution of this corporation, and after paying or adequately providing for all debts and liabilities of the corporation, the remaining assets shall be distributed (a) to another local council of the Boy Scouts of America as specified by the Boy Scouts of America to be used for charitable purposes, or (b) in the absence of such specification, to the Boy Scouts of America itself to be used for charitable purposes, it being contemplated that in either instance such property and assets shall continue to be devoted to the furtherance of Scouting in the state of California or in the United States of America, or in the event that neither (a) nor (b) of the article is applicable, then to a nonprofit fund, foundation or corporation, which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code as amended from time to time.

ARTICLE IX
NONPROFIT PUBLIC BENEFIT CORPORATION LAW

Pursuant to Section 9913 of the Nonprofit Public Benefit Corporation Law, the corporation elects to be governed by all the provisions of the Nonprofit Public Benefit Corporation Law not otherwise applicable to it under Part 5, thereof.