

REVISED AND AMENDED BYLAWS OF Parents for Troop 320, Inc.

EIN 47-5648702

WHEREAS, the Corporation Board of Directors drafted, reviewed, approved and adopted the BYLAWS OF Parents for Troop 320, Inc., dated January 29, 2024. As a result of subsequent requested changes to the Scouting Units, as defined therein, and clarification of intent and purpose of both the Corporation Board of Directors as well as the general membership, the Corporation Board of Directors has determined that certain revisions and amendment to the BYLAWS OF Parents of Troop 320, Inc. were required.

NOW THEREFORE, the BYLAWS OF Parents for Troop 320, Inc., dated January 29, 2024, shall no longer be of any force and effect as of the adoption execution dates set forth herein and are hereby replaced by the following REVISED AND AMENDED BYLAWS OF Parents of Troop 320, Inc.:

ARTICLE I

Name, Office, and Duration

1. Name. The name of this corporation is Parents for Troop 320, Inc. (the "Corporation")
2. Location. The Corporation does not intend to maintain staff or formal office space. Mail can be sent to:

P.O. Box 1372
Fuquay Varina, NC 27526

Physical location: Physical assets of the Corporation will by default be kept at the following storage location until further notice:

3591 Cokesbury Road
Fuquay-Varina, NC 27526

3. Duration. The Corporation shall have perpetual existence.

ARTICLE II

Purpose

1. Purpose. The Corporation is organized exclusively for charitable, religious, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, 1986, or the corresponding provision of any future federal law. The Corporation shall promote the development of youth through educational, recreational and community service activities pursuant to Scouting America programs. Additionally, the Corporation shall also:

(a) serve as chartering organization for Scouts BSA Troops 320B and 320G, Cub Scouts BSA Pack 320, Venturing Crew 320 ("Scouting Units") and any other Scouting America programs as the Corporation may choose to charter.

(b) provide or procure appropriate meeting facilities and other support as needed to enable the successful programs of these Scouting Units.

(c) purchase, lease and maintain motor vehicles and any other equipment for use by members of these Scouting Units.

(d) hold and manage the operating bank accounts of these Scouting Units.

ARTICLE III

General Membership

1. The general membership is composed of parents of active registered youth of the Scouting Units chartered by the Corporation. Membership is automatically granted to parents of active registered youth and ceases upon the youth's departure from the applicable Scouting Unit and/or Scouting America program. Each member shall have one vote, regardless of the number of registered youths for which the member is a parent. Members have the right to attend annual meetings, vote on key issues, and participate in committees.

ARTICLE IV

Board of Directors

1. Election: Per the Articles of Incorporation, available at <https://www.sosnc.gov>, the Corporation Board of Directors shall be elected by a majority of members present at the corporation annual meeting. Each member of the Corporation Board of Directors ("Board Member") shall serve a three (3) year term. New Board Members shall be selected at an annual meeting of the membership, which will be presented with a slate of nominees from the Nominations Committee, each of which will be voted on separately. If at any time the residual Board Members plus the newly elected Board Members number less than the required minimum of three (3), as set forth below, then within thirty (30) days of the occurrence of such event there shall be a Special Membership Meeting called by the Corporation Board of Directors to consider further nominations from the Nominations Committee. Unexpected vacancies on the Corporation Board of Directors shall be filled by the majority vote of the remaining Board Members and any such appointed Board Member shall serve until the next annual meeting of Members where a permanent replacement shall be elected.

2. Number. The initial number of Board Members shall be three (3) and may be increased or decreased without further amendment of these Revised and Amended Bylaws. At no time may the number of Board Members be less than three (3), nor more than seven (7). The number of Board Members may be changed by the submission of a recommendation, approved by the Corporation Board of Directors, that is brought before the membership at an annual meeting, and approved by majority vote of the membership.

3. Qualifications for Board Membership. Board Members need not be members of the Corporation but must be exemplary examples of Scouting America values and champion its goals and may offer professional experience and/or skills that would be an asset for Corporation Board of Directors purposes.

4. Nominations. Nominations for election to the Corporation Board of Directors shall be made by a Nominating Committee which shall be a standing committee of the Corporation Board of Directors. The Nominations Committee shall consist of a Chairman, who shall be a member of the Corporation Board of Directors, and two (2) or more members of the Corporation. The members of the Nominating Committee shall be appointed by the Corporation Board of Directors prior to each annual meeting of the members to serve from the close of such annual meeting until the close of the next annual meeting, and such appointment shall be announced at each such annual meeting. The Nominating Committee shall make as many nominations for election to the Corporation Board of Directors as there are open seats to be filled. Such nominations shall be made from among those who meet the qualifications stated herein. This includes consideration of any volunteers from the membership prior to the annual meeting.

5. Powers. The Corporation Board of Directors shall have all corporate authority, except such powers as are otherwise provided in these bylaws and the laws of the State of North Carolina, to conduct the affairs of the Corporation in accordance with these bylaws. The Corporation Board of Directors may by general resolution delegate to committees of their own number, or to officers of the Corporation such powers as they deem appropriate.

6. Meetings. Regular meetings of the Corporation Board of Directors shall be held at the place and time designated by the Corporation Board of Directors including in-person, virtual, telephonic or other means to allow as many of the Board Members to participate as possible. The Corporation Board of Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Board Members. Any action so approved shall have the same effect as though taken at a meeting of the Corporation Board of Directors.

7. Special Meetings. Special meetings may be called by the President of the Corporation or a majority of the Corporation Board of Directors. Persons authorized to call special meetings shall provide notice of the time and location of such meetings and state the purpose thereof, and no other matter shall be considered by the Corporation Board of Directors at such special meeting except upon unanimous vote of all Board Members present.

8. Annual Meetings. Directors shall meet annually for the purpose of organization, and transaction of other business. The preferred time for this meeting is at the Troop 320 Courts of Honor

9. Notice and Waiver. Notice of Regular and Special Meetings shall be given to each Board Member personally, or by mail, telephone or electronically. Regular meetings shall require seven (7) days prior notice, while Special Meetings shall require three (3) days prior notice. The transaction of any business at any meeting of the Corporation Board of Directors, however called and noticed, or wherever held, shall be deemed as valid if a quorum of Board Members is present. Attendance at any meeting shall be considered as a waiver of the notice requirement thereof.

10. Quorum. A quorum shall consist of a majority of the Board Members. If at any meeting, less than a quorum is present, the majority in attendance may adjourn the meeting without further notice to the absent Board Member(s).

12. Removal. At any Regular or Special Meeting any Board Member may be removed by majority vote of the remaining Board Members for failure to act in the best interests of the Corporation, or lack of sympathy with the stated purpose of the Corporation or Conflict of Interest. Any Board Member proposed to be removed is entitled to five (5) business days' notice of the meeting at which the removal shall be considered and may address the Corporation Board of Directors at such meeting

13. Compensation. Directors shall receive no compensation for their service as Directors. Further, it is required that all Board Members annually sign a Conflict of Interest disclosure form, found in Appendix A.

ARTICLE V

Officers

1. Designation of Officers. The officers of the Corporation shall be the President, Secretary, and Treasurer, and they shall have authority to carry out the duties prescribed in these bylaws. The Corporation Board of Directors may create other officer positions as it sees fit to create. Officers shall be elected annually by the Corporation Board of Directors from among the Board Members at its first meeting following the annual meeting of members

3. Removal. At any regular or special meeting, any officer may be removed by majority vote of the Corporation Board of Directors for failure to carry out the duties of the office as prescribed by these bylaws, conduct detrimental to the Corporation, or for lack of sympathy with the stated purpose of the Corporation or conflict of interest. Any officer proposed to be removed is entitled to five (5) business days' notice of the meeting at which the removal shall be considered and may address the Board of Directors at such meeting.

4. Compensation. Officers of the Corporation shall receive no compensation.

5. Vacancy. Vacancies in any office for any reason shall be filled by the Corporation Board of Directors by appointment. Any such appointment will be in effect until new Officers are elected at the first Corporation Board of Directors meeting following the next annual membership meeting.

6. Duties of Offices.

A. President: The President is the Chief Executive Officer of this Corporation and will, subject to the control of the Corporation Board of Directors or any Committees, supervise and control the affairs of the Corporation. The President will perform all duties incident to the office of President and any other duties that may be required by these Bylaws or prescribed by the Board of Directors. These duties may be delegated to any Board Member when appropriate.

B. Secretary: The Secretary will keep minutes of all meetings of the Corporation Board of Directors, shall be the custodian of the corporate records, give all notices as are required by law or by these Bylaws, and generally perform all duties incident to the office of Secretary and any other duties as may be required by law, by the Bylaws, or which may be assigned by the Corporation Board of Directors.

C. Treasurer: The treasurer will have charge and custody of all funds of this Corporation and will deposit the funds as required by the Corporation Board of Directors, keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, and render reports and accountings to the Board Members. The Treasurer will perform all duties incident to the office of Treasurer, and any other duties that may be required by these Bylaws or prescribed by the Corporation Board of Directors. Signing authority on the Corporation bank account shall be held by the Treasurer (or another Board member) and a Board Agent such as the Corporation Board of Directors may from time to time designate by general resolution by the Corporation Board of Directors.

ARTICLE VI

Restrictions on Actions

1. All the assets and earnings of the Corporation shall be used exclusively for its exempt purposes, including the payment of expenses incidental thereto. No part of any net earnings shall inure to the benefit of any employee of the Corporation or be distributed to its Board Members, Officers, or any private person, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article II of these bylaws, subject to Attachment 1, entitled, "Parents for Troop 320, Inc. Conflict of Interest Policy".

2. Notwithstanding any other provision of these bylaws, the Corporation will not carry on any activities not permitted by an organization exempt under Section 501(c)(3), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, or organizations whose contributions which are exempt under Section 170(c)(2), Internal Revenue Code, 1986, or the corresponding provision of any future federal law. The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any Board Members, Officers, and private property of the subscribers, Board Members or Officers shall not be liable for the debts of the Corporation.

3. No substantial part of the Corporation's activity shall be for the carrying on of a campaign of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in any political campaign, will not engage in political campaigns, or attempt to influence legislation or interfere with any political campaign on behalf of or in opposition to any candidate for public office.

4. In particular, but not without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be considered a private foundation as defined by Section 509(a), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, it shall not:

A. Fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942, Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

B. Engage in any act of self-dealing as defined in Section 4941(d), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

C. Retain any excess business holdings as defined in Section 4943(c), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

D. Make any investment on such manner as to subject it to tax under Section 4944, Internal

Revenue Code, 1986, or the corresponding provision of any future federal law.

E. Make any taxable expenditures as defined in Section 4945(d), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

F. Any infraction of the Conflict of Interest policy contained in Appendix A.

5. The Corporation intends to at all times comply fully with all applicable federal, state and local laws and regulations.

ARTICLE VII

Contracts, Checks, Deposits and Funds

1. Contracts. The Corporation Board of Directors may authorize, by general resolution, a Director or Directors, an agent or agents, in addition to persons authorized by these bylaws to enter into any contract on behalf of the Corporation, subject to the attached Conflict of Interest Policy.

2. Checks, Drafts and Orders of Payment. All checks, drafts, notes, or orders of payment or other evidence of indebtedness issued in the name of the Corporation shall be signed by the Officer or Board agent such as the Corporation Board of Directors may from time to time designate by general resolution of the Corporation Board of Directors.

3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Corporation Board of Directors may designate. Donors may not direct or restrict the use of gifts.

4. Gifts. The Board Members, collectively or individually, any officer or designated agent may accept gifts, contributions, bequests, or devise of any property on behalf of the Corporation.

5. Loans. No Board Member, Officer or agent shall have the authority, on behalf to the Corporation, to enter into a loan or any other contract of indebtedness except by unanimous vote in a specific resolution of the Corporation Board of Directors. The authority designated by this provision shall be limited to a single and specific instance.

ARTICLE VIII

Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, including the costs and expenses of such dissolution, dispose of all the assets of the Corporation exclusively for the exempt purposes of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of future laws), or in the manner designated by the Court having jurisdiction over the matter.

ARTICLE IX

Statement of Nondiscrimination

Notwithstanding any provision of these bylaws, the Corporation shall not discriminate against any Board Member, Officer, member, employee, applicant, or participant on the basis of sex, race, color, ethnicity or national origin.

ARTICLE X

Indemnification

The Corporation shall indemnify the Corporation Board of Directors to the fullest extent permitted by law.

ARTICLE XI

Modifications

The Corporation Board of Directors shall have the power to amend, alter, make and repeal the bylaws of the Corporation by majority vote, only at a duly called and noticed meeting, with notice of the proposed amendment.

Adoption of Bylaws

Adopted by the Board of Directors by resolution and vote of all Board Members on the date below:

First Board Member's Name, Signature, Date

Mitchell L. Morgan 3-24-25

Second Board Member's Name, Signature, Date

JOSEPH F. JACKSON 03-24-2025

Third Board Member's Name, Signature, Date

Morgan B.R. Lloyd 3/24/25

Fourth Board Member's Name, Signature, Date

Timothy Forrest 8/20/2025

Fifth Board Member's Name, Signature, Date

Sixth Board Member's Name, Signature, Date

Attachment 1

Parents for Troop 320 Inc. Conflict of Interest Policy.

Date Policy Reviewed: December 18, 2023 / Approved by the Board: December 18, 2023

This Conflict of Interest Policy governs the activities of the board and staff of Parents for Troop 320, Inc. Questions about the policy should be directed to the President of the Corporation Board of Directors. It is the duty of all Board Members and staff to be aware of this policy, and to identify conflicts of interest and situations that may result in the appearance of a conflict and to disclose those situations/conflicts/or potential conflicts to (i) the employee's supervisor (ii) the executive director, (iii) the President of the Corporation Board of Directors or (iv) the Compliance officer, or other designated person, as appropriate. This policy provides guidelines for identifying conflicts, disclosing conflicts and procedures to be followed to assist Parents for Troop 320, Inc. manage conflicts of interest and situations that may result in the appearance of a conflict.

1. What is a conflict of interest? A conflict of interest arises when a Board Member or staff member has a personal interest that conflicts with the interests of Parents for Troop 320, Inc. or arise in situations where a board/staff member has divided loyalties (also known as a "duality of interest"). The former can result in situations that result in inappropriate financial gain to persons in authority at Parents for Troop 320, Inc. which can lead to financial penalties and violations of IRS regulations. Similarly, situations or transactions arising out of a conflict of interest can result in either inappropriate financial gain or the appearance of a lack of integrity in Parents for Troop 320, Inc.'s decision making process. Both results are damaging to Parents for Troop 320, Inc. and are to be avoided.

- *Example #1:* a person in a position of authority over the organization may benefit financially from a transaction between the organization and the board/staff member; or others closely associated with the board/staff member may be affected financially. Family members, or their businesses, or other persons or the businesses of persons with whom the board/staff member is closely associated, could benefit from similar transactions.
- *Example #2:* A conflict of interest could be a direct or indirect *financial interest* such as those described above, or a *personal interest* such as the situation where a board member of Parents for Troop 320, Inc. is also a board member of another nonprofit or for-profit entity in the community with which Parents for Troop 320, Inc. collaborates or conducts business.

2. Who might be affected by this policy? Typically, persons who are affected by a conflict of interest policy are the organization's Board Members, officers, and senior staff. In some cases, a major donor could also be in a conflict situation. Parents for Troop 320, Inc. take a broad view of conflicts and board/staff are urged to think of how a situation/transaction would appear to outside parties when identifying conflicts or possible conflicts of interest.

3. Disclosure of Conflicts. On an annual basis, each Board Member shall complete and execute the Parents for Troop 320, Inc. Conflict of Interest Form set forth in Attachment 2. Such disclosure form(s) shall be submitted to the Treasurer and retained in that year's financial records.

Board Members and staff are also urged to disclose conflicts as they arise as well as to disclose those situations that are evolving that may result in a conflict of interest. Advance disclosure

must occur so that a determination may be made as to the appropriate plan of action to manage the conflict. Staff should disclose to their supervisor/Executive Director and Board Members should disclose to the President of the Corporation Board of Directors as soon as the person with the conflict is aware of the conflict/potential conflict or appearance of a conflict exists.

4. Procedures to manage conflicts. For each interest disclosed, the full board, or the President, Executive Director or the Chairperson of the board, as appropriate, will determine whether the organization should: (a) take no action or (b) disclose the situation more broadly and invite discussion/resolution by the full board of what action to take, or (c) refrain from taking action and otherwise avoid the conflict. In most cases the broadest disclosure possible is advisable so that decision-makers can make informed decisions that are in the best interests of the organization.

- When the conflict involves a decision-maker, the person with the conflict (“interested party”): (i) must fully disclose the conflict to all other decision-makers; (ii) may not be involved in the decision of what action to take (e.g., may not participate in a vote) but may serve as a resource to provide other decision-makers with needed information.
- In some cases, the person with the conflict may be asked to recuse him/herself from sensitive discussions so as not to unduly influence the discussion of the conflict.
- In all cases, decisions involving a conflict will be made only by disinterested persons.
- The fact that a conflict was managed, and the outcome will be documented in the minutes of board meetings if the conflict was related to a board member and reported by the President, Executive Director to the board/Chair of the board/other appropriate committee of the board (e.g., Audit committee) if the conflict was related to a staff member.
- The President, Chairperson of the board/Executive Director will monitor proposed or ongoing transactions of the organization (e.g., contracts with vendors and collaborations with third parties) for conflicts of interest and disclose them to the Board and staff, as appropriate, whether discovered before or after the transaction has occurred.

Attachment 2
Parents for Troop 320 Inc.
Conflict of Interest Disclosure Form

Date: _____

Name: _____

Position (board mbr./volunteer/trustee): _____

Please describe below any relationships, transactions, positions you hold (volunteer or otherwise), or circumstances that you believe could contribute to a conflict of interest between [Name of Nonprofit] and your personal interests, financial or otherwise:

_____ I have no conflict of interest to report

_____ I have the following conflict of interest to report (please specify other nonprofit and for-profit boards you (and your spouse) sit on, any for-profit businesses for which you or an immediate family member are an officer or director, or a majority shareholder, and the name of your employer and any businesses you or a family member own):

1. _____

2. _____

3. _____

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I have reviewed, and agree to abide by, the Policy of Conflict of Interest of Parents for Troop 320, Inc.

Signature: _____

Date: _____