

**BY-LAWS OF
THE LAWRENCE HIDDEN VALLEY COMMITTEE, INC.
AMENDED AS OF NOVEMBER 1, 2010**

ARTICLE I. OFFICES

Section 1. Principal Office. The principal office for the transaction of the business of the Corporation is hereby located at:

TCK Trust and Financial Advisors)
3120 Mesa Way
Lawrence, Kansas 66049

Section 2. Other Offices. Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the Corporation is qualified to transact business or at such meeting places that may be designated by the Board of Directors.

Section 3. Registered Office. The Corporation, by resolution of its Board of Directors, may change the location of its registered office as designated in the Articles of Incorporation to any other place in Kansas. By like resolution the resident agent at such registered office may be changed to any other person or corporation, including itself. Upon adoption of such a resolution, a certificate certifying the change shall be executed, acknowledged and filed with the Secretary of State.

ARTICLE II: PURPOSE OF THE LAWRENCE HIDDEN VALLEY COMMITTEE, INC.

The purpose of this organization shall be to promote the qualities embodied in the Girl Scout Promise and Law and to support the Girl Scout movement in Douglas County, Kansas.

ARTICLE III: MEMBERSHIP OF THE CORPORATION AND THE BOARD OF DIRECTORS

Section 1. Membership of the Corporation: The membership of the Corporation shall consist of Douglas County registered adult Girl Scouts.

Section 2. Membership of the Board of Directors: The Board of Directors shall consist of:

- (1) Registered adult Girl Scouts in Douglas County
- (2) Twelve members elected at large, (four each year for three year terms) from and by the adult membership of the Girl Scouts of the United States of America, registered in Douglas County, Kansas.
- (3) Ex-Officio member of the Lawrence Hidden Valley Committee, Inc. Board of Directors who

shall not have voting powers on such board, shall consist of a representative of the KAEGI Committee, a representative of the Friends of Hidden Valley, Inc., a representative of the Lawrence, Kansas, or Douglas County, Kansas, Girl Scout council service team, and an employee designated by the local Girl Scout council.

Section 3. Method of Election to the Board of Directors shall be:

(1) The Chair of the Board of Directors of the Lawrence Hidden Valley Committee shall appoint a nominating committee of at least three Board members. The nominating committee shall present a slate of candidates for election for three-year terms and nominees as needed to fill unexpired terms. Terms of office begin at the regular January meeting of the Board following elections.

(2) The names of nominees shall be on the Lawrence Hidden Valley website (www.lawrencehiddenvalley.org) and through the local Girl Scout council at least two weeks in advance of the election. The Board may, in addition, provide for other means of giving notice of the names of the nominees to the members of The Lawrence Hidden Valley Committee, Inc. Additional nominations may be accepted from the floor at the time of the election.

(3) Voting will be by written ballot if requested by one or more members. Otherwise the method of voting shall be determined by a majority of the members of The Lawrence Hidden Valley Committee, Inc. who are present and voting.

Section 4. Filling Vacancies: If a vacancy occurs, the remaining members of the Board of Directors may fill such vacancy by a majority vote. However, the replacement member shall serve only until the next regularly scheduled election, at which time he or she shall be subject to election for the remainder of that term.

Section 5. Re-election: No person shall serve more than six consecutive years as a voting member of the Board of Directors.

Section 6. Removal: Any member of the Board of Directors who is absent without excuse from more than two consecutive regular meetings may be removed from the Board at the next regularly scheduled meeting by two-thirds vote of the Board.

ARTICLE IV: OFFICERS

Section 1. The officers of the corporation shall be: Chair, Vice-Chair, Secretary and Treasurer.

Section 2. Only voting members of the Board of directors shall be eligible to hold office.

Section 3. All officers shall be nominated and elected annually at the first regularly scheduled meeting of the Board of Directors following the election of members of the Board as provided above. Officers shall serve for a term of one year and may be re-elected.

Section 4. Duties of the officers shall be:

(1) The Chair shall, if present, preside at all meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned to her by the Board or prescribed by these By-laws and generally perform all executive duties.

(2) The Vice-Chair shall in the absence of the Chair preside at all meetings of the Board of Directors and otherwise perform the duties of the Chair in her absence or as delegated by the Chair of the Board.

(3) The Secretary shall keep a membership list showing the names of the members of the Board of Directors and their addresses as well as all other records of the members, including their terms of office, the dates they took office, and the dates that their office is to expire. The Secretary shall also keep minutes of all regular and special meetings and prepare with the Chair the annual report.

(4) The Treasurer shall receive, deposit, and disburse funds of the Corporation as may be ordered by the Board of Directors, surrender to the Chair or Board members whenever they request it an account of all transactions of the Treasurer and financial condition of the Corporation, and shall have such other powers and perform such other duties as prescribed by the Board of Directors or these By-laws. The Treasurer shall prepare and present the Treasurer's report at each regular meeting of the Board of Directors and prepare annual financial reports. The Treasurer shall be bonded, if required by the majority of the Board of Directors. The books of account shall at all reasonable times be open to inspection by any member of the Board of Directors.

ARTICLE V: REPORTS

Section 1. The Board of Directors shall prepare a report annually for the adult members of The Lawrence Hidden Valley Committee, Inc., containing income, expenditures, activities, and future plans. This report shall be posted on the Lawrence Hidden Valley website and available in written form at the annual meeting.

ARTICLE VI: MEETINGS

Section 1. Regular Meetings. The Board of Directors shall meet regularly at least six times per year, on the second Monday of January, March, May, July, September, and November. All meetings shall be open to all Douglas County registered adult Girl Scouts, unless the Board of Directors meets in executive session.

Section 2. Annual Meeting. The annual meeting shall be held for the purpose of presenting the annual report from the Board of Directors and electing new board members. This meeting shall generally be held in conjunction with the fall meeting of the local Girl Scout council service unit, whose membership includes all adult Girl Scouts registered in Douglas County, Kansas.

Section 3.. Special Meetings. A special meeting shall be called by the Chair, if requested by at least three voting members of the Board. A special meeting may also be called at the discretion of the Chair. All members of the Board of Directors must receive notice of special meetings at least three days in advance of the meeting, unless such notice is waived.

Section 4. Voting & Quorum.

(1) The presence in person of a simple majority of all members of the Board of Directors who are entitled to vote shall constitute a quorum for the transaction of business. Unless otherwise provided herein, transaction of all business of the Corporation shall be by a majority of the members of the Board of Directors present and voting, providing that a quorum is present. Such majority vote shall bind the Board of Directors, except in those instances where an extraordinary vote or quorum is required herein for the transaction of business.

(2) The affirmative vote of two-thirds of the membership of the Board of Directors shall be necessary in order to propose buying, selling and/or the contractual transfer of control of real estate. In addition, the proposed transaction must be approved by two-thirds of the adult Douglas County Girl Scout membership at a meeting of the local Girl Scout council service unit. Notice of the proposed sale, purchase, or transfer of control must be posted on the Lawrence Hidden Valley website, through the local Girl Scout council, and posted in the local newspaper 30 days prior to the presentation of the proposal.

(3) Voting must be in person and not by proxy.

ARTICLE VII: AMENDMENTS

Section 1. These By-laws may be amended or new By-laws may be adopted by the affirmative vote of two-thirds of the members of the Board of Directors present and voting, and the affirmative vote of the majority of those present and voting at the next annual meeting of The Lawrence Hidden Valley Committee, Inc.

Section 2. The proposed By-laws amendments shall be provided to members of the Board of Directors at least two weeks in advance of a regularly scheduled meeting or special meeting of the Board of Directors, unless such provision or special meeting is waived in writing by any Board members who did not receive such proposed amendments.

Section 3. The Board shall see that all members of The Lawrence Hidden Valley Committee, Inc. have received or been provided access to such proposed amendments and to notice of the meeting at which such proposed amendments shall be voted upon. Such proposed By-laws amendments and notice of the meeting at which they will be voted upon shall be posted, at least two weeks prior to that meeting, on the Lawrence Hidden Valley website and through the local Girl Scout council.

ARTICLE VIII: GENERAL GUIDELINES

Section 1. Use of Robert's Rules of Order. The most current revision of Robert's Rules of Order shall be used for the conduct of all meetings of the Board of Directors, except as otherwise provided herein, or in the Articles of Incorporation.

Section 2. When a person is sued either alone or with others, because he or she was a Board member or officer of the Board, in any proceeding arising out of his or her alleged misfeasance or nonfeasance in the performance of his or her duties or out of any alleged wrongful act against the Board or by the Board, he or she shall be indemnified for his reasonable expenses, including attorney's fees incurred in the defense of the proceeding, if both of the following conditions exist: (a) The person sued is successful in whole or in part, or the proceeding against him or her is settled with the approval of the Court, (b) The Court finds that his or her conduct fairly and equitably merits such indemnity. The person sued also may be indemnified as above if two-thirds of the membership of the Board vote to provide such indemnification.

Section 3. Checks, drafts, etc. All checks drafts, or other orders of payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in manner as, from time to time, shall be determined by the Board of Directors through resolution or motion duly passed and recorded in the minutes.

Section 4. Contracts, Deeds, etc., How executed. The Board of Directors, except as in these By-laws otherwise provided, may authorize any officer or officers to enter into any contract or execute any instrument in the name and on behalf of the Corporation and such authority may be general or confined to specific instances: and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount.

Section 5. Fiscal Year. The Board of Directors shall have the power to fix and, from time to time, change the fiscal year of the Corporation. In the absence of action by the Board of Directors, however, the fiscal year of the Corporation shall end each year on the date which the Board of Directors treated as the close of its first fiscal year, until such time, if any, as the fiscal year shall be changed by the Board of Directors.

Section 6. Audit. The Chair shall arrange for a financial review at least once every two years.

CERTIFICATE OF THE SECRETARY

I, the undersigned, do hereby certify:

- (1) That I am the duly elected and acting secretary of The Lawrence Hidden Valley Committee, Inc., a Kansas nonprofit corporation; and
- (2) That the foregoing By-laws, comprising six (6) pages, constitute the original Bylaws of the said Corporation, as duly adopted at the regular meeting of the Board of Directors thereof

duly held on the 11th day of October, 2010, and as duly adopted at the annual meeting of the Lawrence Hidden Valley Committee, Inc., duly held on the 1st day of November, 2010.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this 1st day of November, 2010.

_____, Secretary