

BYLAWS
OF
OLIVE BRANCH SCOUTING ALUMNI AND BOOSTERS, INC.

ARTICLE ONE

Offices

The principal office of Olive Branch Scouting Alumni and Boosters, Inc. (the "Corporation") in the State of Mississippi (the "State") shall be 6736 Crystal Drive, Olive Branch, Desoto County, MS or at such other address, either within or without the State, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

The Corporation shall have and continuously maintain in the State a registered office, and a registered agent whose office is identical with such registered. The registered office may be changed by the Board of Directors. The primary purpose of the Corporation is to charter Scouting America Units.

ARTICLE TWO

Not-for-Profit Corporation

Section 1. Not for Profit Corporation. The Corporation is not for profit. The Corporation is irrevocably dedicated to and operated exclusively for non-profit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual.

The purposes for which the Corporation is organized are to solicit and accept contributions, bequests, devises and gifts from individuals and companies with an interest in such Scouting America units (Cub Scout Packs, Troops, or Crews) or Scouting America (formerly the Boy Scouts of America). The Corporation intends to carry out this work through a combination of fund raising activities with the funds to be used to further the cause of scouting. All grants to institutions shall be to organizations operated exclusively for charitable, scientific, or educational purposes within the meaning of section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code (the "Code").

The Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Code.

Section 2. Assets Held in Trust. All of the assets of the Corporation shall be held in trust for the purposes herein mentioned, including the payment of all of the Corporation's liabilities and payment of the claims of creditors of the Corporation.

Section 3. Distribution of Assets Upon Dissolution. In the event of dissolution, the residual assets of the Corporation will be turned over to the national Scouting America office, the Chickasaw Council of Scouting America, or one or more scout units which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Code, for exclusive public purpose and further, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than fair market value of such property.

ARTICLE THREE

Members

Section 1. Classes of Members. The Corporation shall have one class of members: individual members. All members will receive a copy of the annual report.

Individual members will be eligible to attend meetings and vote for directors. Dues are \$10.00 per year or such other amount as may be decided by the Board of Directors.

Meetings

Section 1. Annual Meetings. The annual meeting of the members and Board of Directors shall be held at such time and place as may be decided by the Board of Directors for the purpose of electing new directors. Annual meetings shall be held in the month of January.

Section 2. Special Meeting. Special meetings of the Board of Directors may be called by the President. No business shall be transacted at a special meeting except as stated in the notice unless by consent of two-thirds (66%) of directors present, either in person or by proxy.

Section 3. Place of Meeting. Meetings of the members or directors shall be held at a suitable location convenient to the members or directors as may be designated by the Board of Directors. All meetings shall be available to be joined by either phone or digital meeting, all members attending virtually shall be counted as having been present and have voting rights.

Section 4. Notice of Meeting. Written or printed notice stating the place, day and hour of any meeting of members or directors shall be delivered, either personally, or by text or email to each member or director entitled to vote at such meeting, not less than 10 nor more than 60 days before the date of such meeting, by or at the direction of the President, the Secretary, or the officers or persons calling the meeting. In the case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice.

Section 5. Quorum. At least ten percent (10%) of the members or at least fifty percent (50%) of the Board of Directors shall constitute a quorum for the transaction of business at any meeting; if less than 10% of the members or 50% of the directors are present the remaining members or directors may adjourn the meeting without notice.

Section 6. Manner of Acting. The act of a majority of the members or directors present at a meeting at which a quorum is present shall be the act of the members or Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 7. Proxys. Members shall be able to delegate a proxy for voting on any issue that has been published in the agenda. No member may hold more than 2 proxies. A member may delegate a proxy by email notification to the President and Secretary of the Corporation.

ARTICLE FIVE

Board of Directors

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of this Corporation and may do all such acts and things as are not reserved to the directors by law, the Articles of Incorporation or these Bylaws.

Section 2. Election, Number and Qualification. The number of elected directors of the Corporation shall be three. Directors need not be residents of the State of Mississippi. The directors, other than the first board of directors, shall be elected at the annual meeting of the directors and members, and each director elected shall serve a 3 year term and until his successor is elected. The first board of directors shall hold office until the first annual meeting, at that time the members will elect one director for a one year term, a two year term, and a three year term. Elected directors must be a member in good standing. Chartered scouting units shall have 2 directors, the Committee Chair and the Unit leader or their designee.

Section 3. Removal of Directors. At any meeting of the Board of Directors, any one or more of the elected directors may be removed with or without cause by a vote of two-thirds (66%) of the directors present and voting. A successor director may then be elected to fill the vacancy thus created. Any director whose removal has been proposed shall be an opportunity to be heard at this meeting.

Section 4. Compensation. All directors and officers of the Corporation shall serve without compensation.

ARTICLE SIX

Officers

Section 1. Officers. The officers of the corporation shall consist of a President, Vice-Presidents, a Treasurer, and a Secretary, elected by the Board of Directors and shall hold office until their successors are elected. None of the officers of the corporation need be directors. The officers shall be elected at the first meeting of the Board of Directors after each annual meeting. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected by the Board of Directors and shall serve a one-year term. Each officer shall hold office until his successor has been duly elected.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Chairman. The Chairman of the Board of Directors shall be the President, shall preside at all meetings of the Board of Directors and shall have and perform such other duties as from to time may be assigned by the Board of Directors.

Section 6. President. The President shall be the principal executive officer of the Corporation and shall also maintain the office of Chairman of the Board of Directors and be the Chartered Organization Representative (COR) for each unit chartered by the Corporation. The President shall call special meetings of the Board of Directors.

Section 7. Vice-President. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. In addition, the Vice-President shall in general supervise and control all of the business and affairs of the Corporation. The Vice-President shall execute bonds, mortgages, and other contracts requiring a signature, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.

Section 8. Secretary. The Secretary shall attend all meetings of the Corporation and of the Board of Directors and record all the proceedings of the meetings of the Corporation and of the Board of Directors in a book to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the members or Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision the Secretary shall be. The Board of Directors may give general authority to the Secretary or to any other officer to obtain and affix a corporate seal in the event that one may be required for any reason, and to attest the affixing of such seal by his signature.

ARTICLE SEVEN

Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board of Directors may authorize any officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority maybe general or confined to specific instances. In the absence of such determination by the Board of Directors, such instrument shall be executed by the Vice-President.

Section2. Checks Drafts Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the President or Treasurer.

Section 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 Board of Directors may elect.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation. All funds received by the Corporation remain under its full control and are subject to its complete discretion as to their use.

ARTICLE EIGHT

Books and Records

Section 1. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the preceding meetings of its members and Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the directors. All books and records of the Corporation may be inspected by any director or his agent or attorney for any proper purpose at any reasonable time.

Section 2. Auditing and Reports. At the close of each fiscal year, the President of the Corporation shall cause to be prepared a full and correct statement of the affairs of the corporation, including a balance sheet and financial statement of operations for the preceding fiscal year which shall be submitted at the annual meeting and filed with the Secretary of the Corporation.

ARTICLE NINE

Fiscal Year

The fiscal year of the Corporation shall begin January 1 and end the following December 31. The commencement date of the fiscal year herein established shall be subject to change by the Board of Directors.

ARTICLE TEN

Bonding and Indemnity

Section 1. Fidelity Bonds. The Board of Directors may require that all officers and employees of the Corporation having custody or control of corporate funds furnish adequate fidelity bonds. The premium on such bonds shall be paid by the Corporation.

Section 2. Indemnity. To the extent permitted by law, each officer and director of the Corporation shall be indemnified by the Corporation against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may have been made a party by reason of his being or having been an officer or a director of the Corporation except in relation to matters in which he shall be finally adjudged in such action, suit or proceeding to have been negligent in the performance of his duty as officer, director or employee.

ARTICLE ELEVEN

Seal

Section 1. No Seal. The Corporation shall have no corporate seal.

ARTICLE TWELVE

Waiver of Notice

Whenever any notice is required to be given under the provisions of State law, the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

ARTICLE THIRTEEN

Amendments to Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted at any annual or special meeting of the members at which a quorum is present or represented and entitled to vote thereon.

CERTIFICATION

I, Alvah Downs, Secretary of the Olive Branch Scouting Alumni and Boosters, Inc., do hereby certify that the foregoing Bylaws were duly adopted by the Corporation at a meeting duly assembled and held the

Date: July 17, 2025

Secretary Alvah Downs
Alvah Downs

President R
ROBERT PAUL BANNERMAN