

BYLAWS
TRANSATLANTIC COUNCIL

ARTICLE I. NAME

Section 1.01. Name. The name of the corporation is Transatlantic Council, Inc., Boy Scouts of America d/b/a Scouting America Transatlantic Council (some times referred to as "TAC"), and is sometimes referred to in these bylaws as the "corporation" or "the local council."

ARTICLE II. PURPOSE

Section 2.01. Purpose.* Scouting America is chartered by Congress to serve our nation's youth. Scouting America aims to prepare young people for lives of impact and purpose and welcomes, at every level of the movement, youth and families who wish to live such a life of impact and purpose, guided by the Scout Oath and Law. The Corporation shall promote, within its territory, the Scouting program in accordance with the Congressional Charter, Bylaws, and Rules and Regulations of Scouting America, and the local council charter granted by Scouting America.

Section 2.02. TAC Special Purpose. Transatlantic Council operates overseas by invitation of the U.S. Military to support military and federal families and also welcomes American private families and others deemed eligible to participate consistent with National and international scouting policies.

ARTICLE III. LOCAL COUNCIL VOLUNTEER QUALIFICATIONS

Section 3.01. Volunteer Qualifications*. A volunteer serving in any capacity, e.g. as a voting member, an executive board member, a board committee member, an officer, must be a registered member of Scouting America.

Section 3.02. Volunteer Additional Qualifications. A volunteer serving in any capacity, e.g. as a voting member, an executive board member, a board committee member, an officer, must also be registered with TAC and be in good standing (any suspension, expiration, or revocation of a membership of Scouting America shall render that individual ineligible to serve in any position, with the local council, or otherwise).

ARTICLE IV. MEMBERS OF THE LOCAL COUNCIL

Section 4.01. Qualifications*. The corporate membership of the Corporation consists of individuals elected annually to serve as voting members.

Section 4.02. Election and Term. Each voting member shall be elected at the annual meeting of the local 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 local council.

Section 4.03. Annual Meeting. The annual meeting of the local council shall be held at such time as the Executive Board of the corporation may determine. The annual meeting of the local council shall be for the purpose of (a) receiving annual reports of the Executive Board, officers, and various committees, (b) electing voting members, local council representatives to the National Council, and members of the Executive Board, (c) receiving and approving financial statements showing the financial position of the corporation as of the close of its most recent fiscal year and results of operations during such year, and (d) transacting such other business as may come before the meeting.

Section 4.04. Regular Meetings. In addition to the annual meeting, the local council may have such other regular meetings as may be established by resolution of the Executive Board of the corporation.

Section 4.05. Special Meetings. Special meetings of the local council may be called by the President at any time and shall be called within 60 days upon the request in writing (including via electronic transmission) of at least one-fifth of the voting members.

Section 4.06. Electronic Meetings. Notwithstanding any provision to the contrary contained herein, any meeting, regular or special, may be conducted via electronic means so long as all members can hear one another, and those participating in the meeting receive and vote on the same information. All such members participating electronically shall be deemed to be present, in person, at such meeting.

Section 4.07. Notice. A written notice of any meeting of the local council, regular or special, shall be provided to each member of the local council who is entitled to attend the meeting at least 20 days in advance or 45 days in advance in the case of the annual meeting and shall indicate the time and place of, and the business to be transacted at, the meeting. For all meetings, no business may be transacted that is not the subject of prior notice. Without limiting the manner by which notices of meetings otherwise may be given effectively to members, any such notice may be given by electronic transmission in accordance with applicable law.

Section 4.08. Quorum. A quorum for the local council shall be 10% of the voting members of the council.

Section 4.09. Voting. At any meeting of the members, each member present shall be entitled to one (1) vote. Unless otherwise required by law, the Articles of Incorporation, or these by-laws, any matter brought before any meeting of members shall be decided by the affirmative vote of the majority of the members present in person at the meeting and entitled to vote on the matter.

Section 4.10. Vacancies. If a vacancy occurs due to resignation or otherwise, such vacancy may be filled for the unexpired period of the term by nomination by the Nominating Committee and confirmation by a majority vote of the members. Provided, however, that a member who is no longer a registered member of Scouting America and TAC, or whose registration has been

suspended or revoked by Scouting America, shall be deemed to have voluntarily resigned, or were rendered ineligible, for membership immediately upon such event.

ARTICLE V. THE EXECUTIVE BOARD

Section 5.01. General Powers. The Executive Board shall be the governing body of the corporation and shall be responsible for its operations and its assets. The Executive Board may delegate by majority vote such authority as may be allowed by law to one or more committees of the Executive Board composed of members of the Executive Board subject to any restrictions as may be contained therein.

Section 5.02. Number. The Executive Board shall consist of (a) not fewer than 25 but no more than 50 board members, elected by the local council from among its members (who must be at least 21 years of age).

Section 5.03. Election and Term. Members of the Executive Board shall be elected at the annual meeting of the local council, shall take office immediately following such meeting, and shall continue in office until the conclusion of the next succeeding annual meeting and until their respective successors are elected and qualify.

Section 5.04. Vacancies. If a vacancy occurs due to resignation or otherwise, such vacancy may be filled for the unexpired period of the term by nomination by the Nominating Committee and confirmation by a majority vote of the members of the Executive Board. Provided, however, that a member of the Executive Board who is no longer a registered member of Scouting America and TAC, or whose registration has been suspended or revoked by Scouting America shall be deemed to have voluntarily resigned from, or were rendered ineligible for, the Executive Board immediately upon such event.

Section 5.05. Removal. Except as prohibited by applicable law or by the Articles of Incorporation, the members entitled to vote in an election of members may remove any member from office at any time, with or without cause, by the affirmative vote of a majority in voting power thereof.

Section 5.06. Meetings. The Executive Board shall meet at such time and place as the Executive Board may direct and at least 3 times annually. Special meetings of the Executive Board may be called by (a) the Executive Committee of the Executive Board, (b) by the President, or (c) within 30 days upon the written request (including electronic transmission) of at least one-fifth of the members of the Executive Board (which request shall specify the purpose of the special meeting).

Section 5.07. Electronic Meetings. Notwithstanding any provision to the contrary contained herein, any meeting, regular or special, may be conducted via electronic means so long as all members of the Executive Board can hear one another, and those participating in the meeting receive and vote on the same information. All such Executive Board members participating electronically shall be deemed to be present, in person, at such meeting.

Section 5.08. Notice. A notice of each meeting of the Executive Board shall be provided to each member at least 5 days in advance of the meeting. For all meetings, no business may be transacted that is not the subject of prior notice. Without limiting the manner by which notices of meetings otherwise may be given effectively to members of the Executive Board, any such notice may be given by electronic transmission in accordance with applicable law. A waiver of any such notice, 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, so long as that person has not provided any objection prior to the start of the meeting, shall be deemed a waiver of such notice as to such person.

Section 5.09. Quorum. One-third of the members of the Executive Board then in office shall constitute a quorum for the transaction of business at any regular or special meetings of the Executive Board.

Section 5.10. Voting. Except as otherwise provided by applicable law, the Articles of Incorporation, or these by-laws, the vote of a majority of the Executive Board Members present at a meeting at which a quorum is present shall be the act of the Executive Board. Additionally, if prior to a vote a member discloses that the Executive Board Member will not vote due to a perceived conflict of interest and asks that the minutes reflect that the member abstained from voting, the abstention shall not be considered in determining whether a quorum is present or the majority of votes cast.

ARTICLE VI. COMMITTEES OF THE EXECUTIVE BOARD

Section 6.01. Executive Committee. The Executive Board may establish from members of the Executive Board an Executive Committee, whose members shall also include the Scout Executive (non-voting), the President, the Commissioner and the Vice-Presidents. Except for the powers reserved to the Executive Board under state law or by the Executive Board itself, 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 taken by the Executive Board. Minutes shall be kept of all Executive Committee meetings, with actions taken reported at the succeeding meeting of the Executive Board for its approval.

Meetings of the Executive Committee may be called at any time by the President, and shall be called within 30 days upon the written request of three or more members of the Executive Committee, with at least 3 days' written notice. For all meetings, no business may be transacted that is not the subject of prior notice. Without limiting the manner by which notices of meetings otherwise may be given effectively to members of the Executive Committee, any such notice may be given by electronic transmission in accordance with applicable law. A waiver of any such notice, 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, so long as that person has not provided any objection prior to the start of the meeting, shall be deemed a waiver of such notice as to such person. A majority of the members of the Executive Committee shall constitute a quorum.

Section 6.02. Standing Committees. The Standing committees of the Executive Board shall be: Finance; Governance; Nominating; Safety; Program; Membership; Development; and Communication, each of which shall have such leadership, authority and responsibilities as may be specified by resolution of the Executive Board. The Committees shall report regularly to the Executive Board on progress and outcomes. All actions of the committees shall be subject to the approval of the Executive Board unless authority to act is delegated by resolution. All members of any committee (standing, other or advisory) must be registered members of TAC and need not be members of the Executive Board.

Section 6.03. Finance Committee. The Finance Committee shall provide oversight of accounting and financial matters, financial reporting practices, and internal accounting and financial controls and to include conducting annual financial audits to be shared with, and approved, by the Executive Board.

Section 6.04. Nominating Committee. The Nominating Committee shall make nominations at the annual meeting of the Council for members of the Council, members of the Executive Board, and officers of the Executive Board and when any vacancies need to be filled.

Section 6.05. Governance Committee The Governance Committee shall be responsible for advising on the proper governance of the Corporation and its constituting documents and policies.

Section 6.06. Communication Committee. The Communication Committee shall be responsible for shaping the Council's public image, ensuring consistent messaging across all platforms, protecting its reputation and bridging the gap between it and its stakeholders (members, volunteers, donors and the media).

Section 6.07. Safety Committee. The Safety Committee shall oversee and guide all aspects of youth safety and overall safety within the Council, supporting strategies that foster a culture of protection from harm and sexual abuse.

Section 6.08. Program Committee. The Program Committee shall oversee the development and implementation of the program within the Corporation's geographic areas, including camps, camporees, etc.

Section 6.09. Membership Committee. The Membership Committee shall oversee the membership of the council, including retention of existing members and acquiring new members.

Section 6.10. Development Committee. The Development Committee shall be responsible for the planning, oversight, and evaluation of the Council's fundraising and development program, including donor relations and stewardship, to ensure sufficient and sustainable resources to fulfill the Council's mission and long-term objectives.

Section 6.11. Appointment. The Chairs and members of the Standing committees of the Executive Board shall be appointed annually by the President, with the Chairs subject to the approval of the Executive Board (the appointed Chairs may take up their duties and responsibilities pending the next Executive Board meeting).

Section 6.12. Other Committees. The Executive Board may establish other committees to the Executive Board. Chairs and members of any other committee shall be appointed annually by the President, with the Chairs subject to the approval of the Executive Board (the appointed Chairs may take up their duties and responsibilities pending the next Executive Board meeting). Members of any other committee shall have such rights and responsibilities as are delegated to them by the Executive Board.

Section 6.13. Advisory Committee. The Executive Board may establish advisory committees to the Executive Board. The Chairs and members of any advisory committee shall be appointed annually by the President, with the Chairs subject to the approval of the Executive Board (the appointed Chairs may take up their duties and responsibilities pending the next Executive Board meeting). Members of any advisory committee shall have such rights and responsibilities as are delegated to them by the Executive Board.

ARTICLE VII. OFFICERS AND LOCAL COUNCIL REPRESENTATIVES TO THE NATIONAL COUNCIL

Section 7.01. Officers. The officers of the corporation shall be a President, a Council Commissioner, up to seven vice-presidents, a treasurer, and a Scout Executive who shall serve as the Secretary. The officers, with the exception of the Scout Executive, shall be elected annually by the Executive Board to serve for one year or until their successors have been elected and qualified.

Section 7.02. Vacancies. Where vacancies occur, because of resignation or otherwise, of officers before the expiration of their term of office, such vacancies may be filled for the unexpired period of the term by nomination by the Nominating Committee and confirmation by a majority vote of the Executive Board.

Section 7.03. President. The President shall serve as chair of meetings of the local council, the Executive Board, and the Executive Committee and shall be a member ex officio of all committees of the Executive Board, except for the Nominating Committee, and shall perform such other functions as required by or are assigned by the Executive Board.

Section 7.04. Chair of the Executive Board. The Executive Board, by majority vote, may appoint a Chair of the Executive Board other than the President, who shall have such duties as assigned by the Executive Board. All other duties, responsibilities and positions remain with the President. If a Chair is appointed, the Chair, along with the Local Council Key 3, will form the Local Council Key 4 and then all references herein to the "Local Council Key 3" shall refer to the "Local Council Key 4" instead (with the Chair having all rights and responsibilities associated with the Local Council Key 3 as referred to in Section 7.08). The Chair will also be a member of the Executive Committee.

Section 7.05. Vice-Presidents. The vice-presidents shall perform such functions as may be assigned to them by the President. In case of the President's inability or failure to make such designation, the Executive Board or Executive Committee may designate one of the vice-presidents or vice-chairs to serve during the President's absence or inability to serve.

Section 7.06. Treasurer. The Treasurer shall have the custody of the corporate funds and securities, except as otherwise provided by the Executive Board, and shall be responsible for monitoring the financial affairs of the Council, for reviewing established methods of internal control, for monitoring the recording and deposit of all receipts of the corporation, for the proper disbursement of its cash, and for 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 net assets of the corporation as of 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 Council of Scouting America. The Treasurer shall also present interim period reports as required by the Executive Board.

Section 7.07. Council Commissioner. The Council Commissioner is responsible for recruiting, appointing, training and inspiring a team of volunteers as Commissioners to support unit leaders in delivering Scouting America programs effectively and for attracting and retaining youth and adult volunteers. The Council Commissioner must be at least 21 years of age and election is subject to approval and issuance of a commission as Council Commissioner by Scouting America.

Section 7.08. Local Council Key 3. The President, Council Commissioner, and Scout Executive shall be known as the Council Key 3. The Council Key 3 primarily is intended to serve as a consultative governance team without any authority as such (other than in their own capacities), except to the extent that the Executive Board expressly delegates decision-making to the Council Key 3 as such. The Council Key 3 are automatically members of the Executive Board and also serve as local council representatives to the National Council of Scouting America during their terms of office. Should a Chair be appointed, then the Chair will become part of the Local Council Key 3, which shall then be referred to as the Local Council Key 4.

Section 7.09. Scout Executive. The Scout Executive shall be appointed by and shall serve at the pleasure of the Executive Board. The Scout Executive shall report to, and is supervised by, the President and the Executive Board. The Scout Executive shall be a non-voting member of the Executive Board and the Executive Committee, and shall be an ex officio non-voting member of all other committees except the Nominating Committee. The Scout Executive shall have general direction over the management, employees and operations of the corporation, subject to the authority and direction of the Executive Board. The Scout Executive shall serve as the Secretary of the corporation, the Executive Board, and the Executive Committee. The Scout Executive must be a commissioned professional (unless an exemption is authorized by the Chief Scout Executive of Scouting America, in which case he or she will hold the title of Council Executive until they become a commissioned professional).

- a) The Scout Executive may designate one or more representatives to serve as secretary of any committee of the Executive Board.
- b) The Scout Executive shall be responsible for the administration of the Scouting program within the territory of the corporation and for delivery of the Scouting program consistent with the policies and publications of Scouting America. The Scout Executive shall report to the officers and the Executive Board compliance deficiencies requiring their resolution.
- c) 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.
- d) The Scout Executive may, with the prior approval of the Executive Board, delegate to any staff officer or employee authority in writing to execute 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 (with the exception of approved non-commissioned Scout executives, only commissioned professionals, as defined by the National Bylaws and National Rules & Regulations, shall be employed by the Local Council to serve in unit-serving positions, year-round program positions, or positions supervising other commissioned professionals).
- e) The Scout Executive shall be responsible for preparing and maintaining the necessary records for the Corporation's charter renewal application. At each Executive Board meeting, the Scout Executive or his/her designee will present a report on the Corporation's activities and the status of the Scouting movement within its territory.
- f) The Scout Executive shall be responsible for developing and implementing an annual membership plan that aligns with the council's strategic objectives and supports sustainable growth.
- g) 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 at the annual meeting of the local council, and made public to the communities within the territory of the Corporation.

Section 7.10. Local Council Representatives to the National Council. At its annual meeting, in addition to the Local Council Key 3, the Corporation shall elect, based on nominations by the President, from its membership such number of local council representatives to the National Council as the Corporation is entitled to under the Bylaws of Scouting America to hold office until the conclusion of the next annual meeting of the local council and until their successors are elected and qualify. Local council representatives to the National Council shall attend the annual meeting, and any special meetings, of the National Council of Scouting America and shall

participate in its proceedings and perform such other duties as may be assigned to them by the Executive Board of the Corporation or the National Council of Scouting America. Where matters are to be voted upon by the National Council, the Corporation may by resolution direct the local council representatives of the Corporation on how to cast their votes, otherwise the representatives may vote as they determine to be in the best interests of the Corporation and National Council.

ARTICLE VIII. FINANCES

Section 8.01. Fiscal Year. The fiscal year of the corporation shall be the calendar year.

Section 8.02. Budget. Prior to the start of each fiscal year, the Executive Board shall review and approve an annual budget outlining the corporation's anticipated expenditures. Expenditures not included in the approved budget, or that exceed budgeted amounts, shall require additional approval by the Executive Board or the Executive Committee.

Section 8.03. Annual Returns. The Executive Board shall review the Corporation's annual filing with the Internal Revenue Service prior to it being filed.

Section 8.04. Property and Assets. Subject to Scouting America's Rules and Regulations, and notwithstanding any other provision herein, (a) the corporation may exercise its business judgment in the management and use of all of the assets of the corporation so as to maximize their use for the benefit of Scouting in accordance with the articles of incorporation, and (b) the corporation shall have the right to hold such properties in any form or through such other entity or agreement that does not in effect or purpose defeat the restrictions and obligations set forth herein.

The corporation may hold title to real property and maintain accounts wherein securities or funds are deposited in the corporation's name provided, however, in accordance with the Bylaws and Rules and Regulations of the Boy Scouts of America, such assets are deemed to have been raised or obtained for the benefit of Scouting and are subject to a constructive trust for the benefit of Scouting. Either the Articles of Incorporation or the Bylaws shall be filed with the applicable state agency maintaining corporate records to provide public notice of such constructive trust and notice that the assets, real property or net proceeds from the conveyance of real property are subject to such a restriction in the event of the dissolution of the local council or the revocation or lapse of its charter.

Section 8.05. Dissolution*. In the event of the dissolution, merger/consolidation or final liquidation of the Corporation or upon the revocation or termination of its charter from Scouting America, none of such property or assets or the proceeds therefrom shall inure to the benefit of any individual but shall, after all liabilities and obligations of the corporation have been paid or satisfied or provision otherwise made therefore, be distributed for the benefit of Scouting in such locality and for the specific purposes for which the property, assets, or proceeds were granted. If there is no suitable opportunity for the use of said property, assets, or proceeds in such locality, they may be used elsewhere. Except as hereafter provided in this

clause, the title to all real estate acquired for a local council shall be vested in a bank or trust company, in trust for the use of the local council in accordance with the wishes of the donors, with a provision in such locality or elsewhere if there is not suitable opportunity to use said property or funds in such locality.

On occasion it is desirable, in order to strengthen the Scouting movement or facilitate its administration, that two or more local councils merge or consolidate. The procedure to be followed in electing such a merger or consolidation, which can only be carried out with the approval of the national council of the Boy Scouts of America, is governed by applicable state law which usually requires approval of the merger or consolidation by the local council executive boards and members of the affected local councils.

ARTICLE IX. GENERAL PROVISIONS

Section 9.01. Indemnification. The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative (a "Proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, (i) is or was a member of the Executive Board, or a member of a committee or subcommittee of the Executive Board, or an officer of the Corporation; or (ii) while a member of the local council Executive Board, a member of a committee or subcommittee of the local council Executive Board, or an officer of the Corporation, serving at the request of the Corporation as a director, officer, agent, or employee of another corporation or organization, without subjecting the Corporation to any income or excise tax under the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue laws; provided, however, that any right to indemnification from the Corporation under this provision shall not extend to any matter as to which such person shall have acted in bad faith, engaged in intentional, willful, or criminal misconduct, or was grossly negligent in the performance of a duty owed to the Corporation. The rights conferred herein shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, bylaw, vote of the Executive Board or a committee or subcommittee thereof, agreement or otherwise. This provision shall not be deemed to limit any power or exclude any right of the Corporation to provide any additional or other indemnity or right, or to maintain insurance or a similar arrangement for or on behalf of any person.

Section 9.02. Contracts, Checks, Drafts, etc. Except as otherwise provided by law or in these bylaws, such officer or officers, employee or employees, or agent or agents of the Corporation specified by the Executive Board or Executive Committee shall sign, in the name and on behalf of the corporation, all deeds, bonds, contracts, mortgages, and other instruments or documents, 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 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 9.03. Additional Polices. The Corporation shall maintain and enforce a whistleblower policy to protect from retaliation any person who in good faith reports suspected misconduct, violation of law, or violation of policy; a conflict-of-interest policy requiring disclosure and management of any financial interest or personal relationship that could influence decision-making; and such other policies as the Executive Board determines from time to time to be in the best interests of the corporation.

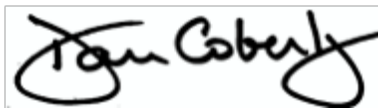
Section 9.04. Amendment. These bylaws may be amended at any meeting of the Executive Board by majority vote of the whole Executive Board, upon the recommendation of the Executive Committee of the Executive Board, or when the proposed amendment has been sent to members of the Executive Board at least 15 days in advance of the meeting.

Adopted this 18th day of October, 2026.

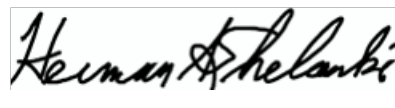
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Scout Executive

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Council President



Council Chair