

MEMORANDUM

To: Robert F. Scoular
 From: Ike Chidi
 Date: April 23, 2014
 Subject: Merger Requirements -- Boy Scouts of America, Los Angeles Area Council ("LAAC") and San Gabriel Valley Council, Boy Scouts of America ("SGVC")

	LAAC	SGVC
Board of Directors – Approval	<p>Merger agreement must be approved by the board (Cal. Corp. Code Sections 6011, 9640(a)) and signed by authorized officers (see Cal. Corp. Code Sections 6013, 6019.1(e), 9640).</p> <p>Vote: Majority of directors present at a meeting at which a quorum is present. (Bylaws Article IV, Section 5.2).</p> <p>Quorum: One-third of the number of directors authorized under the Bylaws. (Bylaws Article IV, Section 5.2).</p>	<p>Merger agreement must be approved by the board (Cal. Corp. Code Sections 6011, 9640(a)) and signed by authorized officers (see Cal. Corp. Code Sections 6013, 6019.1(e), 9640).</p> <p>Vote: Majority of directors actually voting at a meeting at which a quorum is present. (Bylaws Article IV, Section 4).</p> <p>Quorum: One-third of the members of the board of directors. (Bylaws Article IV, Section 4).</p>
Board of Directors – Notice Requirements	<p>Special meetings of the board may be called by the president/chairman of the board or secretary and will be called within 30 days upon the written request of 1/5th or more of the members of the board. (Bylaws Article IV, Section 5.1).</p> <p>Written or personal notice of any meeting, regular or special, of the board, shall be given to each director at least 48 hours before the time for such meeting if delivered personally, or by telephone, including a voice messaging system, or electronic transmission, or at least 4 days before the time for such meeting if given by first-class mail. (Bylaws Article IV, Section 5.3).</p>	<p>Special meetings of the board may be called by the executive committee of the board or by the president and will be called within 30 days upon the written request of at least 1/5th of the members of the board.</p> <p>Notice of each meeting of the board shall be mailed to each director at least 5 days in advance of the meeting. (Bylaws Article IV, Section 4).</p>

	LAAC	SGVC
Members of the Council – Approval	<p>Consent of members is required and may be obtained before or after board approval. (Cal. Corp. Code Section 6012, 9640(a)).</p> <p>Vote: Majority of the active members voting with a quorum present. (Bylaws Article III, Section 3.7.5).</p> <p>Quorum: 5% of the active members. (Bylaws Article III, Section 3.8.1).</p> <p>Action by Written Ballot: Action may be taken without a meeting if the council distributes a written ballot to every member entitled to vote on the matter.</p> <p>Vote Required by Written Ballot: The number of votes cast by ballot within the time period specified must equal or exceed the quorum required to be present at a meeting authorizing the action, and the number of approvals must equal or exceed 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 votes cast by ballot without a meeting. (Cal. Corp. Code Section 5513; Bylaws Article III, Section 3.10.2.2).</p>	<p>Consent of members is required and may be obtained before or after board approval. (Cal. Corp. Code Section 6012, 9640(a)).</p> <p>Vote: Majority of the active members voting with a quorum present. (Bylaws Article III, Section 3, Clause 6).</p> <p>Quorum: 5% of the active members. (Bylaws Article III, Section 3, Clause 5).</p> <p>Action by Written Ballot: Any action may be taken without a meeting if the council distributes a written ballot to every member entitled to vote on the matter.</p> <p>Vote Required by Written Ballot: The number of votes cast by ballot within the time period specified must equal or exceed the quorum required to be present at a meeting authorizing the action, and the number of approvals must equal or exceed 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 votes cast by ballot. (Cal. Corp. Code Section 5513).</p>
Members of the Council – Notice Requirements	<p>Special meetings of the members may be called by the president/chairman of the board or the board and will be called within 60 days upon the request in writing of at least 1/5th of the active members. (Bylaws Article III, Section 3.3.1).</p> <p>Written notice of the meeting will be given personally, by electronic transmission, or by mail. The notice will be given not less than 10 nor more than 90 days before the meeting, except that, if notice is given by mail and it is not</p>	<p>Special meetings of the members may be called by the president or the board and will be called within 60 days upon the request in writing of at least 1/5th of the active members. (Bylaws Article III, Section 3, Clause 3).</p> <p>Written notice of any meeting will be mailed to each member entitled to attend the meeting at least 20 days or earlier in advance. (Bylaws Article III, Section 3, Clause 4).</p>

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	mailed by first class, registered or certified mail, the notice will be given not less than 20 days before the meeting. (Bylaws Article III, Section 3.6.1).	
Attorney General – Prior Consent	Not required unless members receive consideration other than membership in surviving entity. (Cal. Corp. Code Section 6010(c)).	Not required unless members receive consideration other than membership in surviving entity. (Cal. Corp. Code Section 6010(c)).
Attorney General – Notice	Prior notice to Attorney General is required. (Cal. Corp. Code Section 6010(a)-(b)). Attorney General must receive a copy of the merger agreement 20 days before the proposed merger.	Prior notice to Attorney General is required. (Cal. Corp. Code Section 6010(a)-(b)). Attorney General must receive a copy of the merger agreement 20 days before the proposed merger.
Secretary of State – Filing	Corporation must file with the Secretary of State an officer’s certificate authorizing the merger agreement (including attaching board and member consents) and a copy of the merger agreement.	Corporation must file with the Secretary of State an officer’s certificate authorizing the merger agreement (including attaching board and member consents) and a copy of the merger agreement.