

Appendix 112 to  
***THE HISTORY OF SCOUTING IN SOUTH GEORGIA***  
***2012 Merger of Chehaw Council***  
***Legal Documents***  
*(Appendix Updated on: April 9, 2013)*

Special Council Meeting  
Camp Osborn  
480 Camp Osborn Rd., Sylvester  
Tuesday, October 9, 2012, 6:30 pm

Agenda

- |   |   |
|---|---|
| I. Call to Order  | W. Clay Chester<br>Council President                |
| II. Purpose of Meeting and<br>Voting Procedures as determined<br>by the Council By-Laws | W. Clay Chester<br>Council President                |
| III. Presentation of the Resolution<br>Approving the Plan of Merger                     | Julian Price<br>Chairman<br>Consolidation Committee |
| IV. Vote to Approve the Resolution<br>Approving the Plan of Merger                      | W. Clay Chester<br>Council President                |
| V. Adjourn  | W. Clay Chester<br>Council President                |

PLAN OF MERGER OF  
ALAPAHA AREA COUNCIL OF THE BOY SCOUTS OF AMERICA, INC.

- and -

CHEHAW COUNCIL OF BOY SCOUTS OF AMERICA, INC.

- into -

SOUTH GEORGIA COUNCIL OF THE BOY SCOUTS OF AMERICA, INC.

ARTICLE I  
NAMES OF CONSTITUENT CORPORATIONS AND SURVIVING CORPORATION

1. The names of the constituent corporations are ALAPAHA COUNCIL, INC., BOY SCOUTS OF AMERICA, and CHEHAW COUNCIL OF BOY SCOUTS OF AMERICA, INC. hereinafter called, respectively, "Alapaha Council" and "Chehaw Council".

2. The name of the combined council will be the SOUTH GEORGIA COUNCIL OF THE BOY SCOUTS OF AMERICA, INC.. It is intended that this name be temporary, however, it will become permanent if it remains unchanged as of the first (1st) anniversary of the effective date of the merger. The two councils have agreed that subsequent to the merger the merger council will have a contest to come up with a new name for the council and new names for each of the districts located within the council.

ARTICLE II  
MEMBERS OF CONSTITUENT CORPORATIONS

1. As to each constituent corporation, the members, including their classification and voting rights, are as follows:

Alapaha Council:

Classification Voting Rights

- |  |  |
|--|--|
| (1) Active Members of the Board of Directors - | One vote per member  |
| (2) Chartered Institution -                    | One vote per charter partner to be exercised by the designated chartered institution representative. |
| (3) Sustaining Members                         | None   |

Chehaw Council

Classification Voting Rights

- |  |  |
|--|--|
| (1) Active Members of the Board of Directors - | One vote per member  |
| (2) Chartered Institution -                    | One vote per charter partner to be exercised by the designated chartered institution representative. |
| (3) Sustaining Members                         | None   |
| (4) Advisory Board Members                     | None   |

**ARTICLE III**  
**TERMS AND CONDITIONS OF PROPOSED MERGER**

1. The Alapaha Council and Chehaw Council have agreed that the service to youth will be promoted and administrative efficiencies will be effected by the combination of both councils into one council. The plan is for the two Councils to merge and the name of the merged corporation shall be the South Georgia Council of the Boy Scouts of America, Inc. (hereinafter referred to as the "combined council"). Each council shall provide the combined council with a list of, and all title documents to, all of its property, real and personal, tangible and intangible, and every other asset, including trust funds and those rights which it enjoys as a beneficiary of a trust or similar arrangement, and all of its records, all of which property, assets, rights and records shall inure to the benefit of the combined council.

2. The combined council's by-laws shall be the same as those attached hereto as an exhibit to this Plan of Merger.



3. Upon the effective date of the merger the name of the merged councils shall be South Georgia Council of the Boy Scouts of America, Inc..

ARTICLE IV  
MISCELLANEOUS PROVISIONS

1. Effective Date. This plan shall be submitted to the respective members of the constituent corporations for its adoption by their respective votes, following which either Articles of Merger or a certificate of merger shall be filed with the Georgia Secretary of State, all as required under Georgia Non Profit Corporation Code<sup>1</sup>. The merger shall become effective upon the filing of the Articles of Merger or certificate of merger by the Secretary of State. Each corporation shall conduct its own affairs until the merger becomes effective.

2. Effect of Merger. When the Articles of Merger have been filed by the Secretary of State, as provided for by the Georgia Non Profit Corporation Code, the effect of the Merger shall be as follows:

(a) The combined councils shall be known as the South Georgia Council of the Boy Scouts of America, Inc..

(b) The South Georgia Council of the Boy Scouts of America, Inc. shall survive the merger and shall without other transfer, succeed to the ownership and possession of all the rights, privileges, immunities, and powers of each of the two constituent corporations. All the property and assets, real and personal, tangible and intangible, including trust funds and all rights which it enjoys as a beneficiary of a trust or similar arrangement, all causes of action, and every other asset of each of the constituent corporations, shall vest in such surviving corporation without further act or deed. Notwithstanding the foregoing, if any act is required or would be helpful by a constituent corporation in order to transfer any such property, assets or rights, each such constituent corporation will perform any and all such acts.

(c) The South Georgia Council of the Boy Scouts of America, Inc. shall assume and be liable for all the liabilities, obligations, and penalties of each of the constituent corporations. No liability or obligation due or to become due, claim or demand for any cause existing against either corporation, or any member, officer, or director thereof, shall be released or impaired by such merger. No action or proceeding, civil or criminal, then pending by or against either constituent corporation, or any member, officer, or director thereof, shall abate or be discontinued by such merger, but may be enforced, prosecuted,

<sup>1</sup> O.C.G.A. § 14-3-101

settled or compromised as if such merger had not occurred, or the surviving corporation may be substituted in such action in place of either constituent corporation.

3. Membership, Etc. Privileges. Following the merger, the South Georgia Council of the Boy Scouts of America, Inc. will extend to all members of all classes, all Scouts and all Scouters of Chehaw Council and the Alapaha Council all privileges, rights and responsibilities accorded to them prior to the merger.

4. Expenses of Merger. The South Georgia Council of the Boy Scouts of America, Inc. shall pay all the expenses of carrying this plan into effect and of accomplishing the merger.

5. Members of the Board of Directors. Prior to the effective date of the Merger each of the Councils who are a party to this merger shall submit twenty (20) names of persons who shall be each of the former council's representation upon the Board of Directors of South Georgia Council of the Boy Scouts of America, Inc. as of the effective date of the merger. The names so submitted by each council shall be proposed to each of the Board of Directors for each council at its last scheduled board of directors meeting prior to the effective date of the merger. Each Board of Directors shall vote to approve those selected by said boards as the new interim board. After election these 40 new members shall become the duly constituted Board of Directors of the South Georgia Council of the Boy Scouts of America, Inc. as of the effective date of the merger. These 40 selected Members of the Board shall continue to serve until their successors are elected.

6. Officers. No later than thirty (30) days of the effective date of the merger, the newly constituted Board of Directors shall name a nominating committee which will be charged with vetting and recommending persons to serve as officers of the surviving corporation. The nominating committee shall make its recommendations to the full Board of Directors for a full slate of officers. This slate of officers shall be announced as soon as practicable after the recommendation of the nominating committee is received and the slate of officers will be voted upon at the next meeting of the Board of Directors. Until the new slate of officers is selected and elected, the following shall be the temporary officers of South Georgia Council of the Boy Scouts of America, Inc., Jamie Gibbons - President, Clay Chester - Vice President, Rick Green - Treasurer, Tommy Clark - Finance Chairman, Bob DeLong and Bennie Hall - Co-Council Commissioners. The Board of Directors may add such committees and/or appointments as it deems necessary during the interim between the effective date of the merger and the first annual meeting.



7. Annual Meeting. The first annual meeting of the South Georgia Council of the Boy Scouts of America, Inc. shall be held between the 1<sup>st</sup> of February, 2013 and the 15<sup>th</sup> of February, 2013 at a time and place to be set by the Board of Directors.

8. Endowment Funds. The combined endowment funds of the surviving corporation other than the funds held by the Conservation and Endowment Trust of the Southwest Georgia Council, Boy Scouts of America shall be invested in the BSA Commingled Endowment Fund, L.P..

9. Conditions Precedent and Termination. The obligation of each of the councils who are parties to this agreement to effect the merger shall be subject to the obtaining of any and all necessary permits, approvals and the issuance of a certificate of merger by the Secretary of State of the State of Georgia.

10. Abandonment of Merger. Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned at any date before the effective date of the merger, whether before or after adoption or approval of this Plan and Agreement of the Merger by the mutual consent of the Boards of Directors of both of the councils who are parties to this agreement. Upon any such termination and abandonment, neither party shall have any liability or obligation hereunder to the other and each council shall be responsible for any expenses incurred on their own behalf.

11. Amendments and Waivers. Any of the terms or conditions of this Agreement may be modified or waived at any date before the effective date of the Merger by the party which is entitled to the benefit thereof upon the authority of the Board of Directors of such party, provided that any such modification or waiver shall in the judgment of the party making it not affect substantially or materially and adversely the merger.

12. Counterparts. For the convenience of the parties and to facilitate approval of this plan, two (2) counterparts thereof may be executed, and each such executed counterpart shall be deemed to be an original instrument.

#### ARTICLE V ADOPTION OF PLAN OF MERGER

13. Approval by Board of Directors. The foregoing plan has been duly approved and adopted by the Board of Directors of the Alapaha Council on the 11<sup>th</sup> day of October, 2012, and by the Board of Directors of the Chehaw Council on the 9<sup>th</sup> day of October, 2012.





14. Approval by Chartered Institution Representatives. The foregoing plan has been duly approved and adopted by the Chartered Institution Representatives of the Alapaha Council on the 11<sup>th</sup> day of October, 2012 at a meeting where a duly constituted quorum was present and at least 50.1% of those present voted in favor of the foregoing plan, and by the Chartered Institution Representatives of the Chehaw Council on the 9<sup>th</sup> day of October, 2012 at a meeting where a duly constituted quorum was present and at least 50.1% of those present voted in favor of the foregoing plan.

IN WITNESS WHEREOF, the duly authorized officers of each council which is a party to this plan has attached there hand hereon as of the date shown.

CHEHAW COUNCIL OF BOY SCOUTS OF AMERICA, INC

By: \_\_\_\_\_ Date: \_\_\_\_\_  
Clay Chester, President

ALAPAHA AREA COUNCIL OF THE BOY SCOUTS OF AMERICA, INC.

By: \_\_\_\_\_ Date: \_\_\_\_\_  
Jamie Gibbons, President

Southern Region

CHEHAW COUNCIL

**OFFICIAL BALLOT**

MERGER Resolution

WHEREAS, the executive committee has previously agreed in principle in the matter of the merger of Chehaw Council, No. 097, with Alapaha Area Council, No.098, of the Boy Scouts of America, and

WHEREAS, a joint committee of both councils have finalized details of said merger, and

WHEREAS, this merger will be completed in accordance with the Rules and Regulations as set forth by the Boy Scouts of America,

NOW BE IT RESOLVED: that the requisite number of the voting members of the Chehaw Council, No. 097 have approved the Plan of Merger presented to the meeting of the members,

NOW, BE IT FURTHER RESOLVED: that the Plan of Merger is hereby approved and the officers and executive committee members of the board of this council be, and they are hereby authorized and directed to execute on behalf of the Chehaw Council, No. 097, all agreements and other documents necessary to effectuate the merger of the two councils into one council without further action by the members of the Chehaw Council, No. 097.

I cast my vote on the above Resolution as follows:

For

Against

\_\_\_\_\_ (signed)

\_\_\_\_\_  
Please print name on line above