

**BYLAWS**  
**Pacific Crest** \_\_\_\_\_ **COUNCIL**

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**ARTICLE I. NAME**

The name of the corporation is \_\_\_\_\_ Pacific Crest \_\_\_\_\_ Council, Inc., Boy Scouts of America, sometimes referred to in these bylaws as the "corporation."

**ARTICLE II. PURPOSE AND RESPONSIBILITIES**

**PURPOSE**

SECTION 1.

The corporation shall promote, within the territory covered by the charter from time to time granted it by the Boy Scouts of America and in accordance with the Congressional Charter, Bylaws, and Rules and Regulations of the Boy Scouts of America, and the local council charter granted by the Boy Scouts of America, the Scouting program of promoting the ability of boys and young men and women to do things for themselves and others, training them in Scoutcraft, and teaching them patriotism, courage, self-reliance, and kindred virtues, using the methods which are now in common use by the Boy Scouts of America. In achieving this purpose, emphasis shall be placed upon the educational program of the Boy Scouts of America and the oath, promise, and code of the Scouting program for character development, citizenship training, leadership and mental and physical fitness.

The corporation shall fulfill the basic purpose of the Scouting movement within its territory, making Scouting training available to all boys and young men and women and serving organizations and community groups using the Scouting program while maintaining standards and policies, protecting official badges and insignia, and reviewing and making recommendations regarding unit leadership and finances.

However, no church or religious organization holding a valid charter shall be required to accept as adult leaders any person whose espoused personal beliefs are in conflict with the chartered organization's religious principles.

**RESPONSIBILITIES**

SECTION 2.

As a council chartered by the Boy Scouts of America, the responsibilities of the corporation within its assigned territory and in accordance with its charter and in accordance with the applicable Bylaws, Rules and Regulations, policies, publications and interpretations of the National Council of the Boy Scouts of America shall be as follows:

*Clause 1.* It shall be the general duty of the corporation to promote and carry out the Scouting program and to operate in a sustainable fashion so as to maximize the efficient use of its resources for current and future Scouting programs.

*Clause 2.* The corporation shall guard against the use of the official uniform and insignia by persons not officially registered with the Boy Scouts of America and shall bring to the attention of the Boy Scouts of America any violation of regulations not within its power to prevent or any attempt to commercialize the Scouting movement.

*Clause 3.* The corporation shall, through its Scout Executive and other representatives, make the benefits of the Scouting program known to all organizations or community groups having contact with youth and cooperate in the organization of units so that qualified youth may have the benefit of the Scouting program.

*Clause 4.* The corporation shall provide means for assisting chartered organizations in securing and training qualified persons to serve as unit leaders and assistants, unit committee members, and chartered organization representatives. The corporation shall provide facilities and leadership in order that members and adult program participants may have experiences consistent with the applicable Scouting program with adequate facilities and supervision.

*Clause 5.* The corporation shall endeavor to recruit, train and provide qualified and trained leaders to administer and provide a quality Scouting program within its territory.

*Clause 6.* The corporation shall cooperate with the Boy Scouts of America in the selection of stores, located within the local council's territory, for appointment as authorized and licensed distributors of official uniforms, literature, and equipment. A sufficient number of stores shall be authorized by the Boy Scouts of America to provide adequate service to the youth and adult members in the territory served by the local council.

*Clause 7.* The corporation shall cooperate with and implement program goals and plans as determined by the regional executive committee and measurement standards established by the National Council in the event the Council lands in distress.

## **ARTICLE III. MEMBERS OF THE LOCAL COUNCIL**

### **NUMBER, CLASSES, AND QUALIFICATIONS**

SECTION 1.

The corporate membership of the corporation shall be composed of active members and may also include associate members and honorary members; the corporate membership shall be known and designated collectively as the                     Pacific Crest                     Council of the Boy Scouts of America. All active, associate, and honorary members must be registered as adult leaders as established by the Boy Scouts of America. The corporation also may enroll Friends of Scouting pursuant to clause 3 of this section. Friends of Scouting shall not be part of the corporate membership of the corporation unless elected as associate members pursuant to Clause 2.

**Active Members**

*Clause 1.* The active membership of the local council shall consist of chartered organization representatives and members at large. Chartered organization representatives shall represent organizations or community groups operating units. Each organization or community group to which a charter is granted by the Boy Scouts of America to operate one or more recognized Scouting units shall elect or appoint a chartered organization representative, who shall be other than the unit leader or assistant unit leader, as a member of the local council.

Members at large of the local council shall include persons chosen from the various business, civic, educational, labor, professional, social, and religious interests of the communities in the corporation's territory.

The local council shall have not fewer than 100 active members. At all times-chartered organization representatives shall constitute a majority of the active membership of the local council. All members of the local council must be registered members of the Boy Scouts of America.

**Associate Members**

*Clause 2.* The local council may elect as associate members of the local council persons desiring to maintain an active Scouter membership without assignment to active service. Associate members are not elected as members at large and shall have no vote but may wear the uniform and insignia.

**Friends of Scouting**

*Clause 3.* The local council may enroll as Friends of Scouting persons desiring to be identified through their financial support and influence in expansion of the corporation's program. Friends of Scouting who satisfy the eligibility requirements may be elected as associate members pursuant to clause 2 of this section. Friends of Scouting shall have no vote.

**Honorary Members**

*Clause 4.* The local council may elect as honorary members of the local council persons whose election may further the Scouting program. Honorary members are not elected as members at large and shall have no vote.

### **Registration of Members and Leaders.**

*Clause 5.* The council shall comply with the Bylaws, Rules and Regulations and publications of the Boy Scouts of America in accepting, processing and approving member and adult leader applications for registration in the Boy Scouts of America.

## **ELECTION AND TERM; VACANCIES**

### **SECTION 2.**

#### **Active Members**

*Clause 1.* Chartered organization representatives shall become active members of the local council upon their selection or appointment by the chartered organization or community group and upon their being registered by the Boy Scouts of America as chartered organization representatives; they shall continue to be active members for such period as such organization or community group shall desire but in any event only during such time as such organization or community group shall continue to hold a charter from the Boy Scouts of America to operate a unit.

All other officers, chairs of committees of the board, district chairs, and Executive Board members must be registered leaders of the Boy Scouts of America and *must* first be elected as council members at large, if they are not chartered organization representatives.

Each member at large 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.

#### **Associate and Honorary Members**

*Clause 2.* Associate members and honorary members of the local council may 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.

## **MEETINGS; QUORUM; VOTING**

## SECTION 3.

### **Annual Meeting**

*Clause 1.* The annual meeting of the local council shall be held at such place within the corporation's territory, or on property that is owned or leased by the corporation that is not located within the corporation's territory, and 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 members at large, associate and honorary members of the local council, local council representatives to the National Council, and regular 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 the results of operations during such year, and (d) transacting such other business as may come before the meeting.

### **Other Regular Meetings**

*Clause 2.* 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. Each regular meeting shall be held at such place within the corporation's territory, or on property that is owned or leased by the corporation that is not located within the corporation's territory, as the President or the Executive Board may specify.

### **Special Meetings**

*Clause 3.* Special meetings of the local council may be called by the President or the Executive Board at any time and shall be called within 60 days upon the request in writing of at least one-fifth of the active members of the local council (such request specifying the object of the special meeting). Special meetings shall be held at such place within the corporation's territory, or on property that is owned or leased by the corporation that is not located within the corporation's territory, as the President or Executive Board may specify except that a special meeting called to consider a proposal to merge or consolidate with one or more corporations which are chartered local councils of the Boy Scouts of America may, to the extent permitted by law, be held in the territory of one of such other corporations if the President or the Executive Board shall specify.

### **Notice**

*Clause 4.* 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 earlier in the case of the annual meeting (see section 4) and shall indicate the time and place of and the business to be transacted at the meeting. No business may be transacted that is not the subject of prior notice.

### **Quorum**

*Clause 5.* A quorum for the local council shall be 5% of the active members of the council.

### **Attendance at Meetings; Voting**

*Clause 6.* All active, honorary, and associate members of the local council shall be entitled to attend any meeting of the local council. The local council may invite other persons to attend local council meetings, but such persons shall have no vote. Each active member of the local council at a local council meeting shall be entitled to one vote and voting by proxy shall not be permitted. Nominations for elective offices shall only be made by the nominating committee, and nominations from the floor shall not be permitted. Except in the case of elections where voting shall be by ballot, voting at a meeting of the local council may be by ballot, voice, or show of hands or by other means as the chair of the meeting may rule unless otherwise determined by the members entitled to vote. Unless otherwise required by law, the articles of incorporation or these bylaws, any question presented to a meeting of the local council at which a quorum is present shall be determined by a majority of those actually voting.

## **NOMINATING COMMITTEE OF THE LOCAL COUNCIL**

### **SECTION 4.**

At least 90 days prior to the annual meeting of the local council, the President shall appoint, with the approval of the Executive Board, not fewer than three active members of the local council to serve as a nominating committee who are not then officers. Consideration may be given to adding the immediate past council president even if they are an officer, and the inclusion of one or two persons of the highest community stature who are not active members of the local council. Nominations for all council elective offices shall be made by the nominating committee. The nominating committee shall nominate persons to be elected as members at large of the local council, associate and honorary members of the local council, regular members of the Executive Board, officers of the corporation and local council representatives to the National Council. No member of the nominating committee shall be eligible for nomination as an officer or member of the Executive Committee. The notice of the annual meeting should be provided between 45 and 60 days prior to the meeting, announcing the membership of the nominating committee so that members of the local council may make recommendations of possible nominees to the committee for its consideration. Recommendations to the committee shall be made in writing at least 30 days prior to the meeting.

In addition to other officer positions, the Nominating Committee should select an executive vice-president who shall be elected annually and who shall perform such functions as may be assigned by the President or Executive Board. The President may designate the executive vice-president to serve as the President during the President's absence or inability to serve. In the case of the President's inability or failure to make such a designation, the Executive Board may do so. The executive vice-president shall perform other functions as may be assigned by the President and the

Executive Board. In order to later become Council President, the executive vice-president must still be nominated and elected by the Executive Board, as set forth in Article VI, Section 1.

In the case of any council elective office becoming vacant between the annual meetings of the local council, the nominating committee may make recommendations to the Executive Board of possible nominees to fill such vacant offices. They are to maintain lists of potential candidates and to meet throughout the year to assess those candidates and make nominations when needed.

#### SECTION 5.

The council election procedure appears in the appendix. (These may be adopted for use by Executive Board resolution.)

### **COMMITTEE ON PROGRAM AND RESOLUTIONS**

#### SECTION 6.

At least 60 days prior to each regular meeting of the local council including the annual meeting, the President may appoint, with the approval of the Executive Board, not fewer than three nor more than five active members of the local council to serve as a committee on program and resolutions for the next regular local council meeting. The notice of such meeting provided to members of the local council shall announce the membership of this committee and shall invite suggestions from each active member of the local council for the arrangement of the program and resolutions to be considered at the meeting. All suggestions to the committee shall be in writing. The committee shall consider and present to the meeting of the local council or to the appropriate committee of the Executive Board with recommendations, all suggestions made to it at least 5 days prior to the meeting or which it itself proposes for consideration and action. If a committee on program and resolutions is appointed, no resolution shall be considered at any regular meeting of the local council unless it has first been presented to or proposed by the committee in accordance with this section.

## **ARTICLE IV. THE EXECUTIVE BOARD**

### **POWERS AND FUNCTIONS**

#### SECTION 1.

The Executive Board shall be the governing body of the corporation and shall be responsible for its operations and its assets in accordance with the Council Charter. The Executive Board shall be the local reviewing authority with respect to matters within the Scouting movement

which arise in the territory of the corporation. It is the duty of the Executive Board to govern the corporation and its assets for the delivery of the current and future Scouting program of the corporation. The Executive Board may delegate by resolution such authority as may be allowed by law to a committee of the Executive Board comprised of members of the Executive Board subject to any restrictions as may be contained therein.

## **MEMBERSHIP**

### **SECTION 2.**

The Executive Board shall consist of (a) not fewer than 25 nor more than 50 members elected by the local council from among its active members plus, (b) the officers of the corporation, including the Scout Executive who shall have no vote, (c) the chairs of the committees of the Executive Board, (d) the chairs of the several district committees, upon their being approved by the Executive Board, and (e) not more than two youth or adult program participants appointed by the President with the approval of the Executive Board to serve for a term of 1 year.

## **ELECTION AND TERM; VACANCIES**

### **SECTION 3.**

Regular 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.

Any vacancy on the Executive Board may be filled by the Executive Board, and the person so elected shall hold office for the unexpired period of the term of office. Nominations to fill vacancies shall be made by the nominating committee.

A member of the Executive Board may be removed upon 30 days' written notice to the members of the Executive Board and by an affirmative vote of two-thirds of the Executive Board. Provided, however, that a member of the Executive Board who is no longer a registered leader in the Boy Scouts of America or whose registration in such position is expired in accordance with the Bylaws or Rules and Regulations of the Boy Scouts of America shall be deemed to have voluntarily resigned from the Executive Board immediately upon such event.

## **MEETINGS; QUORUM; VOTING**

### **SECTION 4.**

The Executive Board shall meet at such time and place as the Executive Board may direct and, in any event, at least 4 times annually including an organizational meeting as soon as practicable following the annual meeting of the local council. Special meetings of the Executive Board may be called by the Executive Committee of the Executive Board or by the

President and shall be called within 30 days upon the written request of at least one-fifth of the members of the Executive Board (which request shall specify the purpose of such special meeting). A notice of each meeting of the Executive Board shall be provided to each member at least 5 days in advance of the meeting. No business may be transacted that is not the subject of prior notice.

A quorum of the Executive Board and all committees thereof shall be one-third, or the minimum specified by state law, whichever is greater.

Unless otherwise required by law, the articles of incorporation or these bylaws, all questions presented to a meeting of the Executive Board at which a quorum is present shall be decided by a majority of those actually voting.

Notwithstanding any provision to the contrary contained herein, any meeting, regular or special, may be held by telephone / speaker phone / video conference / internet conferencing or similar electronic communication equipment so long as all directors can hear one another, and those participating in the meeting receive and vote on the same information. All such directors participating electronically shall be deemed to be present, in person, at such meeting.

Any regular member of the Executive Board who fails to attend a minimum of one meeting of the Executive Board in any one year shall not be eligible for re-election as a regular member of the Executive Board for the ensuing term, provided, however, that the Executive Board may excuse absences and any absence so excused shall be counted as a meeting attended.

## **ADVISORY COUNCIL**

### **SECTION 5.**

There may be an advisory council to the Executive Board composed of (a) former members of the Executive Board who have served on the Executive Board not less than 5 years and who can no longer attend regular meetings of the board but wish to continue their relationship with the corporation in an advisory or consulting capacity; (b) such other persons who, being unable to devote time to Scouting on a regular basis, wish to serve Scouting upon special assignment.

Members of the advisory council shall be entitled to receive notice of and to attend all meetings of the Executive Board but shall have no vote.

## **ARTICLE V. COMMITTEES OF THE EXECUTIVE BOARD**

### **COMMITTEES; APPOINTMENT**

## SECTION 1.

There shall be an Executive Committee consisting of the persons and having the powers specified in section 2 of this article.

In addition, subject to the provisions of section 3 of this article, the Executive Board shall have committees, each of which shall have such powers and responsibilities as may be fixed by resolution of the Executive Board in accordance with guidelines and procedures from time to time recommended by the Boy Scouts of America. The committees of the Executive Board shall be appointed from members of the local council or from persons satisfying the qualifications set forth in Article III, Sections 1 and 2, annually by the President with the advice and approval of the Executive Board, at the regular meeting of the Executive Board next following the annual meeting of the local council. In the event a person, other than the chair of a committee in the district, who is not a member of the local council is appointed to such a committee, that person may be elected as a member at large of the local council and must be qualified and register as a leader of the Boy Scouts of America before beginning their service. As provided in section 2 of article IV of these bylaws, the chairs of the committees shall, by reason of their positions, be members of the Executive Board if they are not already members.

All actions of the committees shall be subject to the approval of the Executive Board unless authority to act is delegated by resolution.

## **EXECUTIVE COMMITTEE**

### SECTION 2.

The Executive Committee shall be composed of those persons who are the officers of the corporation and the Scout Executive.

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 theretofore taken by the Executive Board. Minutes shall be kept of all Executive Committee action and reported at the ensuing 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 by the President within 30 days upon the request of three or more members of the Executive Committee. It shall be the general practice of the Executive Committee to meet in those months in which the Executive Board does not meet. All meetings of the Executive Committee shall be held on at least 3 days written notice. No business may be transacted that is not the subject of prior notice. A majority of the voting members of the Executive Committee shall constitute a quorum.

## **COMMITTEES**

SECTION 3.

The committees of the Executive Board shall be responsible for the development and effectiveness of programs and policies of the corporation in accordance with standards and requirements as established by the Boy Scouts of America. The corporation shall have committees of the Executive Board as may be authorized by the Boy Scouts of America operations manual published for the council's adopted plan of council and district organization.

The committees of the Executive Board shall be so organized as to provide for the coordination of their work throughout the entire territory of the corporation. The Executive Board's committees shall be concerned with the development of policy, program, and procedures as approved by the Executive Board in the interest of the uniform development and extension of Scouting throughout the territory of the corporation.

The committees shall function throughout the year, meeting as often as may be necessary in the judgment of the committee chair, President, or Scout Executive.

Committees shall be guided by the program material and manuals made available by the National Council of the Boy Scouts of America and shall make recommendations in light of their experience and knowledge of local conditions.

The committees shall perform the tasks organized under the four functions: membership/relationships, fund development, program, and unit service. Other committees may be formed to handle special functions.

**ARTICLE VI. OFFICERS AND LOCAL COUNCIL  
REPRESENTATIVES TO THE NATIONAL COUNCIL**

**OFFICERS; ELECTIONS AND APPOINTMENT**

SECTION 1.

The officers of the corporation shall be a President, up to 8 vice-presidents, a treasurer, a council commissioner, and a Scout Executive who shall serve as the Secretary. The officers, with the exception of the Scout Executive, shall be elected annually from the active membership of the Council by the Executive Board to serve for one year or until their successors have been elected and qualified.

Any vacancies that exist in these offices between Executive Board meetings of the local council may be filled by the Executive Board. Nominations to fill vacancies shall be made by the nominating committee. The Scout Executive shall be appointed by and shall serve at the pleasure of the Executive Board.

The local council may, upon the nomination of the Executive Board, create positions of honorary officers and elect persons to fill the offices so created. Honorary officers are not elected as members at large and shall have no duties or vote.

## **PRESIDENT**

### **SECTION 2.**

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 or as are assigned by the Executive Board. The President serves as a local council representative to the National Council of the Boy Scouts of America during the term of office.

## **VICE-PRESIDENTS**

### **SECTION 3.**

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 Vice-President will serve in the President's place, or the Board or Executive Committee may designate one of the Vice-Presidents to serve during the President's absence or inability to serve.

## **TREASURER**

### **SECTION 4.**

The Treasurer shall be responsible to review established methods of internal control and monitor the recording and deposit of all receipts of the corporation, for the proper disbursement of its cash, and 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 the Boy Scouts of America. The Treasurer shall also present interim period reports as required by the Executive Board.

No more than two assistant treasurers may be appointed by and shall act during the pleasure of the Executive Board or Executive Committee.

The Treasurer and any assistant treasurers shall be covered by either a crime policy or fidelity bond.

## **COUNCIL COMMISSIONER**

### **SECTION 5.**

The council commissioner is responsible for seeing that the unit-service function is performed.

The council commissioner shall:

- (a) Supervise the activities of the commissioner staff and preside at regular meetings of district commissioners.
- (b) Lead efforts to recruit an adequate commissioner staff to provide continuing and effective commissioner service for each unit.
- (c) Provide a year-round training program for commissioners in all districts. Conduct an annual commissioner conference.
- (d) Assist district nominating committees in selecting district commissioners as needed.
- (e) Maintain the standards of the Boy Scouts of America, uphold national policies, promote good uniforming, and lead efforts to hold regular roundtable programs in the district.
- (f) Be concerned with proper recognition of unit leaders. Maintain their morale, periodically reporting unit conditions to the Executive Board.
- (g) Help the district commissioners maintain a good working relationship with their respective district executives.
- (h) Maintain procedures to assure maximum on-time unit charter renewal by district commissioner staffs.
- (i) Work with the President to secure the help of committees in meeting unit needs.

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 the Boy Scouts of America.

The Council Commissioner serves as a local council representative to the National Council of the Boy Scouts of America during the term of office.

## **SCOUT EXECUTIVE**

## SECTION 6.

- (a) The Scout Executive shall be the chief executive officer of the corporation and shall have general direction over the administrative work 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 shall be a voting member of the Executive Committee and an ex officio non-voting member of all committees of the Executive Board.

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 the Boy Scouts of America. The Scout Executive shall serve as the chief compliance officer of the corporation and 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 shall assist the Treasurer in maintaining the accounting records and the budget system and shall be responsible for preparing monthly detailed statements of all financial operations including the budget report for the information of the treasurer and the finance committee.
- (e) 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. \*
- (f) The Scout Executive shall see that notices are sent to those elected as members of the local council and the Executive Board and as officers of the corporation and to those appointed as members of committees; and shall cause notices to be sent out of all meetings for which provision is made and be responsible for the minutes of all meetings of the local council, Executive Board, and committees of which the Scout Executive is secretary.
- (g) The Scout Executive shall be responsible for the preparation and keeping of such records as will make possible the corporation's application for renewal of its charter. The Scout Executive shall submit a report at each meeting of the Executive Board relative to the work of the corporation and to the status of the Scouting movement throughout the territory of

the corporation, inviting attention to matters of particular interest and informing the Executive Board concerning any problems of which the Executive Board should be advised, together with recommendations and suggestions for the good of the movement requiring action by the Executive Board.

- (h) 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 to the annual meeting of the local council, and made public to the communities within the territory of the corporation.
- (i) The Scout Executive appointed by the Executive Board must be one recommended by the Boy Scouts of America, hold a commission as a professional Scouter and be certified as eligible to serve as a council Scout Executive by the Chief Scout Executive of the Boy Scouts of America throughout their tenure.

## **LOCAL COUNCIL REPRESENTATIVES TO THE NATIONAL COUNCIL**

### **SECTION 7.**

At its annual meeting, the local council shall elect from its active membership such number of local council representatives to the National Council as the corporation is entitled to under the Bylaws of the Boy Scouts of 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 the Boy Scouts of 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 the Boy Scouts of America. As liaison officers between this corporation and the National Council they shall:

- (a) Present the point of view of the corporation to the National Council with respect to matters of national policy and procedure, and
- (b) Interpret to the corporation decisions and policies of the National Council and assist the corporation in its responsibility to make effective and bring about an understanding among local Scouters of decisions and policies of the National Council.

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 or allow the representatives to vote as they determine to be in the best interests of the National Council.

Local council representatives to the National Council shall serve as members of the regional committee and shall attend all regional committee meetings and participate in the proceedings. The duly elected President and Council Commissioner are automatically elected to serve as local council representatives to the National Council during their terms of office.

In addition to the President and Council Commissioner each local council may elect one of its members as a local council representative to the National Council for every 5,000 traditional program youth members (Cub Scouts, Boy Scouts, Varsity Scouts, Venturers, and Sea Scouts), or major portion (2,501 or more) enrolled as of December 31 of the preceding year.

## **ARTICLE VII. COMMISSIONER STAFF AND PROFESSIONAL STAFF**

### **COMMISSIONER STAFF**

#### **SECTION 1.**

The commissioner staff may be comprised of the council commissioner, one or more assistant council commissioners, district commissioners, assistant district commissioners, roundtable commissioners, and unit commissioners. All individuals selected to serve as commissioners shall be approved by the Council Commissioner and Scout Executive. Each such Scouter shall be 21 years of age or over and upon appointment be approved for and hold through their tenure a commission for such position issued by the Boy Scouts of America.

The council/district commissioner staff shall be selected as required and in such a manner as is in the commissioner manuals of the Boy Scouts of America for the council's adopted plan of council and district organization, the Rules and Regulations of the Boy Scouts of America, and these bylaws.

Each member of the commissioner staff shall carry out the mission of the position for which commissioned in cooperation with the council's plan for the delivery of its programs to chartered organizations and community groups and in accord with these bylaws, policies, procedures, and the Rules and Regulations of the Boy Scouts of America.

### **PROFESSIONAL STAFF**

#### **SECTION 2.**

The corporation may employ individuals in professional positions who have been recommended by and commissioned by the Boy Scouts of America. Such positions of the professional staff shall be authorized by the Executive Board upon the recommendation of the Scout Executive and shall serve, under the direction and supervision of the Scout Executive, at the pleasure of the Executive Board and the Scout Executive.

Duties of members of the professional staff shall be as defined by the Scout Executive with the approval of the Executive Board. They may be designated so as to indicate their respective functions, but all professional titles first shall be approved by the Boy Scouts of America.

## **ARTICLE VIII. DISTRICT ORGANIZATION**

### **DISTRICTS**

#### **SECTION 1.**

For the purpose of area service and administration, the corporation's territory may be divided geographically into districts as the Executive Board from time to time determines, subject to the Rules and Regulations of the Boy Scouts of America. The corporation shall supervise Scouting in each district through the active members of the local council residing within the district and such additional district members as may be elected.

### **DISTRICT COMMITTEE**

#### **SECTION 2.**

The district committee shall be elected annually by the district members to administer the Scouting program within the territory of the district. The district committee and the committees of the district have no legislative authority, their purpose being to make effective within the district policies and programs adopted by the corporation. The district committee consists of chartered organization representatives and council members at large within the district territory plus duly elected district members at large.

### **DISTRICT COMMITTEE OFFICERS**

#### **SECTION 3.**

Each district committee shall elect a chair and vice-chairs, as may be required, and in such a manner as set forth in the official operations manual of the Boy Scouts of America and election procedures approved by the Executive Board. The district chair shall be nominated for election to the Executive Board in accordance with Article IV, Section 2 of these bylaws and must be approved by the Executive Board.

### **MEETINGS OF THE DISTRICT COMMITTEE**

#### **SECTION 4.**

The district committee shall meet at such time and place, preferably within the district, as may be fixed by the committee or its chair. The business transacted at each meeting shall address the four functions of operation (membership/relationships, fund development, program, and unit service) and shall be concerned with service to chartered organizations and to units within the district and shall include the receiving of reports from the chairs of various district operating committees, the Scout Executive or designee (as secretary of the district committee), and the

district commissioner, and such other business as the chair and officers and Scout Executive may indicate.

The district committee meeting immediately preceding the annual meeting of the local council should be the annual meeting of the district. At least 90 days prior, three to five names of a potential district nominating committee shall be submitted to the President for approval. The President has the discretion to add or delete names for the nominating committee from the Executive Board or the community at large. When approved, the nominating committee shall submit nominations for district officers and members at large for election at the annual meeting of the district. At this meeting the officers and district committees shall present reports of the year's activities.

#### SECTION 5.

The district election procedure appears in the appendix.

### **VACANCIES**

#### SECTION 6.

Any vacancy in district committee officers or district members at large may be filled by the district committee and the person elected shall hold office until the conclusion of the next succeeding annual meeting of the district. Nominations to fill vacancies shall be made by the district nominating committee.

### **DISTRICT OPERATING COMMITTEES**

#### SECTION 7.

Each district may have committees as approved by the Executive Board and as authorized by the Boy Scouts of America operations manuals. Each district shall be responsible for cooperating in making effective the policies and programs adopted by the Executive Board and for the performance of the four functions.

The chairs of committees of the district shall be appointed by the district chair with the approval of the district committee. The members of these committees shall be appointed by the district committee, upon the recommendation of the respective committee chair and the district chair.

### **DISTRICT COMMISSIONER STAFF**

#### SECTION 8.

Each district shall have a commissioner staff as in article VII, section 1 of these bylaws and in the commissioner manuals of the Boy Scouts of America. The district commissioner shall

be selected in accordance with article VIII, section 3, clause 6 of the Rules and Regulations of the Boy Scouts of America and the District Election Procedures of the bylaws.

The commissioner staff shall be responsible for advising and coaching unit personnel, on-time unit charter renewals, and monthly roundtables in the district.

## **ARTICLE IX. LOCAL UNITS**

### **APPROVAL OF UNIT CHARTERS**

#### **SECTION 1.**

The Executive Board shall review or shall authorize a committee or person to review all applications for new unit charters or renewals within the corporation's territory. The review shall be based upon the Rules and Regulations, policies and guidelines of the Boy Scouts of America and a recommendation with respect to each such application shall be forwarded to the National Service Center of the Boy Scouts of America. The review shall include an investigation as to the general objectives, purpose, character, intent, and programs of the prospective chartered organization or community group and its compatibility with the aims and purposes of the Boy Scouts of America. The history, length of service, and general reputation of the organization or community group are also factors that should be considered.

### **UNIT DESIGNATION**

#### **SECTION 2.**

All units within the corporation's territory shall be designated by the name of the community in which the unit is located, by the name of the chartered organization or community group operating the unit, and by a serial number assigned by the corporation.

## **ARTICLE X. FINANCES AND PROPERTY**

### **RAISING FUNDS**

#### **SECTION 1.**

*Clause 1.* All money raised by or received for the benefit of the corporation or a unit under its jurisdiction and all property acquired by the corporation or a unit shall be deemed to be received or acquired for the benefit of Scouting as interpreted and promoted by the Boy Scouts of America, in accordance with the Bylaws, Rules and Regulations and procedures from time to time adopted by the Boy Scouts of America.

*Clause 2.* Subject to the Bylaws, Rules and Regulations and publications of the Boy Scouts of America, the corporation shall control the raising and expenditure of all Council funds for local Scouting work within the territory of the corporation. The necessary expenses of the corporation shall be met by funds secured by solicitation or otherwise in accordance with the Bylaws, Rules and Regulations and publications of the Boy Scouts of America pertaining to the raising of funds for Scouting purposes.

*Clause 3.* Neither the corporation nor any unit under its jurisdiction shall have any authority to bind the Boy Scouts of America to any financial obligation whatsoever.

## **CONTROL OF FUNDS AND PROPERTY**

### **SECTION 2.**

#### **Budget**

*Clause 1.* The Executive Board shall, preceding the commencement of each fiscal year, consider and adopt a budget of estimated expenditures by the corporation for such fiscal year. No funds shall be expended by the corporation during a fiscal year without the authorization of the Executive Board or the Executive Committee for any item not covered by, or in excess of the amount authorized by the budget for such year.

#### **General Funds**

*Clause 2.* All funds of this corporation or funds handled on behalf of this corporation or the Boy Scouts of America, from whatever source and for whatever purpose received, shall be deposited to the credit of the corporation in depositories as shall be approved by the Executive Board or Executive Committee. The funds shall be disbursed only upon the authority of the Executive Board, Executive Committee or upon the order of officers of the corporation duly authorized by the Executive Board or Executive Committee; in any event the signatures of at least two authorized persons shall be required for the disbursement of funds except in the case of checks made payable to the Boy Scouts of America where a single signature will be accepted provided authorization has been accorded by the Executive Board.

All receipts from registration fees, Boys' Life subscriptions, and any other funds of the Boy Scouts of America which are received by this corporation for transmission to the Boy Scouts of

America shall be carefully segregated, through bookkeeping and accounting procedures, as established by the Boy Scouts of America.

All persons having access to any funds (general or special) of the corporation shall be covered by either a crime policy or fidelity bond.

**Ownership, Use and Disposition of Funds and Real Property upon Dissolution of Unit or Council**

*Clause 3.* In accordance with the wishes of the donors, restricted funds received by a unit or local council, shall in all cases be held (i) in trust by either a corporate trustee for a bank or trust company, the National Boy Scouts of America Foundation or the Boy Scouts of America Endowment Master Trust; or (ii) the Boy Scouts of America Commingled Endowment Fund, LP for the use of the unit or the local council, with the provision in the statement of the conditions governing the administering of the funds that in the event of the dissolution of the unit or council or revocation or lapse of its charter said funds will, after any claims against said funds are satisfied, be distributed for the benefit of Scouting in such locality and for the specific purposes for which the fund was granted. If there is no suitable opportunity for the use of said funds in such locality, it may be used elsewhere. Except as hereafter provided in this clause, the title to all real estate acquired for a unit or local council shall be vested in a bank or trust company, in trust for the use of the unit or 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.

The corporation may hold title to real property in its own name provided it is stated in the deed that in the event of the dissolution of the unit or council or the revocation or lapse of its charter said trustee or trustees will, after satisfying any claims against such unit or council to which such real estate may be subject, convey said property or, if sold, pay the net proceeds of such sale in accordance with the Bylaws and Rules and Regulations of the Boy Scouts of America.

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.

Notwithstanding any other provision herein, 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 charter. 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.

## **Securities**

*Clause 4.* The securities of the corporation shall be deposited in any deposit vault or vaults or with such bank or banks, trust company or trust companies, or other depositories as may from time to time be designated by the Executive Board, Executive Committee, or finance committee. Access to the securities may be had as provided by resolutions of the Executive Board or Executive Committee and not otherwise.

## **Audit**

*Clause 5.* A statement of all income and expenses of the corporation during the fiscal year and a statement of all assets, liabilities, and fund balances of the corporation as at the end of such year shall be audited and certified annually 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. The corporation shall comply with all applicable legal requirements relating to credits, financial controls, and accounting procedures.

The National Council shall have the right to audit all records of local councils for compliance with national rules, regulations, and policies. Any report made following an audit shall be shared with the council President, Commissioner, and Scout Executive. The regional executive committee shall, in conjunction with the Council Key 3, have the right following any audit to take such action as it deems appropriate to correct any deficiencies or violations of any national rules, regulations, policies or charter agreement.

## **Financial and Asset Management**

*Clause 6.* The corporation shall manage its finances and assets in accordance with the Council Charter, Bylaws, Rules and Regulations and publications of the Boy Scouts of America. Any action which could have a significant or material impact on the council's obligations or assets must be vetted and authorized by the Executive Board for consideration and decision pursuant to notice as required by these Bylaws.

## **ADMINISTRATION OF UNIT FUNDS**

### **SECTION 3.**

*Clause 1.* At the request of the unit committee of any unit under the jurisdiction of the corporation, the Treasurer may hold for such committee funds for the unit. Such funds shall be transferred, in whole or in part, to the custody of the unit or a treasurer of the chartered organization upon authority for such transfer.

*Clause 2.* In the event of the dissolution of a unit or the revocation or lapse of its charter, and in accordance with the Bylaws and Rules and Regulations of the Boy Scouts of America, the unit committee shall apply unit funds and property to the payment of unit obligations and shall turn over the surplus, if any, to the corporation. In the case of an organization unit, any funds or equipment which may have been secured as property of the unit shall be held in trust by the organization or the corporation, as may be agreed upon, pending reorganization of the unit or if this does not occur, such funds and property, by the agreement of those involved, shall be used elsewhere for the promotion of the program of the Boy Scouts of America.

## **ARTICLE XI. ADDITIONAL ADMINISTRATIVE MATTERS**

### **INDEMNIFICATION**

#### **SECTION 1.**

To the fullest extent allowed by state law, or as further provided, the Corporation shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in any action, suit, or proceeding, civil or criminal (a "Proceeding"), because such person, or a person of whom such person is the legal representative, (i) is or was a member of the local council Executive Board, a committee of the local council Executive Board, a subcommittee of a committee of the local council Executive Board, or an officer of the corporation; or (ii) while a member of the local council Executive Board, a committee of the local council Executive Board, a subcommittee of the local council Executive Board, or an officer of the corporation, is or was serving at the request of the corporation as a director, officer, agent, or employee of another corporation or organization, to the fullest extent that a nonprofit corporation may grant indemnification to such a person under applicable law, 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 law or 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 engaged in wanton or willful misconduct in the performance or neglect of a duty owed to the corporation. Any right to indemnification under this provision shall be a contract right and shall include the right to be paid by the corporation expenses incurred in defending such proceeding in advance of its final disposition to the maximum extent permitted under applicable law. Any person who has requested an advancement of expenses under this provision and has not received such advance within 30 days of such request, may thereafter bring suit against the corporation to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid also the expense of prosecuting such claim. In any such action, the burden of proof shall be on the corporation to prove the claimant is not entitled to such payment. 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 local council 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. If this provision should be invalid or ineffective in any respect, the validity and effect of this provision in any other respect shall not be affected.

## **CONTRACTS, CHECKS, DRAFTS, ETC.**

### **SECTION 2.**

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.

## **NOTICES AND WAIVERS**

### **SECTION 3.**

Whenever any notice is required by these bylaws or by any law to be given to any member of the local council, member of the Executive Board, or any committee or any officer, such notice except as otherwise provided by these bylaws or by any law may be given personally or by fax, or electronic mail addressed to such person at his/her place of business, if any, or (to the extent applicable) at such address as has been given to the corporation as the home address of the person; or the notice may be given in writing by mail, in a sealed wrapper, postage prepaid, addressed to such person at such address. Any notice given by fax or electronic mail shall be deemed to have been given when it shall have been delivered for transmission and any notice given by mail shall be deemed to have been given when it shall have been deposited in a post office, in a regularly maintained letter box, or with a postal carrier. 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 shall be deemed a waiver of such notice as to such person.

## **ACTION WITHOUT A MEETING**

### **SECTION 4.**



Adopted this 16th \_\_\_\_\_ day of \_\_\_\_\_ October \_\_\_\_\_, 20 24 \_\_\_\_\_



**Scout Executive**



**Council President**