

BYLAWS TIDEWATER COUNCIL

ARTICLE I. NAME

The name of the corporation is Tidewater Council, Inc., Boy Scouts of America, sometimes referred to in these bylaws as the "corporation" or "the local council."

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 the regional executive committee **in the implementation of programs and plans to enhance the Scouting program.**

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 Tidewater Council of the Boy Scouts of America. All active, associate, and honorary members **of the corporation** 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 **with** 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. **Associate members must be registered with the Boy Scouts of America.**

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 local council shall comply with the Bylaws, Rules and Regulations and **published policies** of the Boy Scouts of America in accepting, processing and approving member, **adult program participant** 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. **Chartered organization representatives** 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 five percent (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 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 **with the majority not being officers**. The immediate past council president **shall not be considered an officer for the purposes of the majority**, and the inclusion of one or two persons of the highest community stature who are not active members of the local council **is encouraged**. 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. 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 vicepresident 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

vicepresident 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. The nominating committee is to maintain lists of potential candidates and to meet throughout the year to assess those candidates and make nominations when needed.

SECTION 5.

The local 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 composed 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 **as an adult leader has been revoked 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 six (6) 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 shall be one-third of the members of the Executive Board.

Unless otherwise required by law, **changes to** 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 **executive board members** 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 two meetings 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 **authority** and responsibilities as may be **specified** by resolution of the Executive Board. The committees of the Executive Board shall be appointed **annually by the President with the advice and approval of the Executive Board**, from members of the local council or from persons satisfying the qualifications set forth in Article III, Sections 1 and 2, at any regular meeting of the Executive Board. 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 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 day's 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 **the** requirements established by the Boy Scouts of America. The corporation **may** have committees of the Executive Board as **described** by the Boy Scouts of America operations manual published for **local** councils.

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 **required for** functions **involving**: membership/relationships, fund development, program, and unit service. Other committees may be formed to handle **additional** 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, 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 local 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 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 VicePresident 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 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.

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.

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, **otherwise** the representatives **may** vote as they determine to be in the best interests of the **corporation and** National Council.

Local council representatives to the National Council shall serve as members of the regional committee and **may** attend regional committee meetings and participate in the proceedings.

ARTICLE VII. COMMISSIONER STAFF AND PROFESSIONAL STAFF

COMMISSIONER STAFF

SECTION 1.

The commissioner staff may be composed of the local 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 local 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 **are** 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 **set forth** 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 **Scout Executive** shall review all applications for new unit charters or renewals within the corporation's territory. The review shall be based upon the Rules and Regulations 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 **a unit number approved 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 **fundraising guidelines** of the Boy Scouts of America, the corporation shall control the raising and expenditure of all 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, **permanently** 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 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 corporation shall give due

regard to the recommendations of the regional executive committee following any such audit 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 published guidelines 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.

The Corporation shall indemnify any person to the fullest extent allowed by the laws of the state of incorporation. If consistent with those laws, the corporation shall indemnify whoever 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.

ELECTRONIC SIGNATURES

SECTION 4.

Electronic communications, records, and signatures may be used in connection with all matters contemplated by the Bylaws except to the extent prohibited by applicable law. Except as may be specifically set forth herein, the parties may use and rely upon electronic communications, records, and signatures for all notices, waivers, consents, undertakings, and other documents, communications, or information of any type sent or received in connection with the matters contemplated by these Bylaws. An electronically transmitted (but not oral) document will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be “written”, “in writing” or the like. An electronic signature or electronically transmitted signature by any person on any document (properly authenticated) will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be “signed” or “executed” by such person. An electronic transmittal or communication (but not oral) of a document will constitute delivery of such document. Neither the Corporation nor any member, Executive Board member, or any committee thereof may contest the authorization for, or validity or enforceability of, electronic records and electronic signatures, or the admissibility of copies thereof, under any applicable law relating to whether certain agreements, files, or electronic records are to be in writing or signed by the party to be bound thereby.

FISCAL YEAR

SECTION 5.

The fiscal year of the corporation shall be the calendar year.

SEAL

SECTION 6.

The seal of the corporation shall be in the form of a circle enclosing the universal badge with the motto Be Prepared underneath this badge and the words "Tidewater Council, Inc., Boy Scouts of America," around the circle and shall be used only as authorized.

AMENDMENT

SECTION 7.

These bylaws may be amended at any meeting of the 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. All

amendments to these bylaws must first be approved by the National Council of the Boy Scouts of America before being submitted to the Executive Board for adoption.

Adopted this _____ day of _____, 20

**Scout
Council**

**Executive
President**

EXECUTIVE BOARD RESOLUTIONS

RESOLUTION 1. This resolution implements article V, section 3.

COMMITTEES OF THE EXECUTIVE BOARD

RESOLVED. That the following committees of the Executive Board shall be appointed:

Their duties and responsibilities shall be as in the operations manuals and applicable literature of the Boy Scouts of America and the chairs of these committees will automatically become members of the Executive Board by virtue of their appointment.

RESOLUTION 2. This resolution implements article VI, section 6 (c) and (e).

AUTHORITY OF SCOUT EXECUTIVE AND MEMBERS OF PROFESSIONAL STAFF

RESOLVED, That subject to any limitation imposed by law, the bylaws, or any resolution of the Executive Board or Executive Committee, the Scout Executive, or _____ (a
title member of the professional staff) be and hereby is authorized and empowered, for and on behalf of the corporation and in its name, to deliver, enter into, acknowledge, cancel, and revoke any and all agreements, conveyances, mortgages, powers of attorney, or other instruments which are incident to the carrying on, in the normal course, of the regular affairs of the corporation; and be it further

RESOLVED, That subject to any limitation imposed by law, the bylaws, or any resolution of the Executive Board or Executive Committee, the Scout Executive, and the Treasurer, be and hereby are and each of them hereby is authorized and empowered, for and on behalf of the corporation and in its name, to deliver, execute, acknowledge, and pay any fees connected with any and all applications, reports, returns, or other instruments required by any governmental authority, which are incident to the carrying on, in the normal course, of the regular affairs of the corporation.

RESOLUTION 3. This resolution complements article XI.

CONFLICT OF INTEREST POLICY FOR EXECUTIVE BOARD MEMBERS

RESOLVED, that it is the basic policy of the corporation that all Executive Board members or members of any committee thereof, or officers or employees of the corporation, have a duty to be free from the influence of any conflicting interest when they act on behalf of the corporation, represent it in negotiations, or advise others in the corporation with respect to dealing with third parties. They are expected to deal with suppliers, customers, contractors, and others having dealings with the corporation on the sole basis of what is in the best interest of the corporation without favor or preference to third parties based on personal considerations. To this end, the following rules shall be observed:

1. No member of the Executive Board or member of any committee thereof, or officer or employee of the corporation, shall accept from any person, directly or indirectly, whether by themselves or through their spouse or a member of their family or through any partner or business or professional associate, any gift, favor, service, employment or offer of employment, or any other thing of value which they know or have reason to believe is made or offered to them with the intent to influence them in the performance of their duties as a member of the executive board or member of any committee thereof, or officer or employee of the corporation.
2. No member of the Executive Board or member of any committee thereof, or officer or employee of the corporation, who is a partner, officer, or employee of a partnership, firm, or corporation, or who owns or controls more than 10 percent of the stock of such corporation, shall represent, appear for, or negotiate on behalf of the corporation in connection with the acquisition or sale by the corporation of any interest in real or tangible or intangible personal property to such partnership, firm, or corporation.
3. No member of the Executive Board or member of any committee thereof shall participate by discussion, voting, or by any other action taken by the executive board, or any committee thereof, in the enactment of or defeat of a motion which relates to any transaction with any party referred to in paragraph 2 above. In case any such matter is discussed at any meeting where any executive board or committee member who has such an interest is present, they shall promptly disclose their interest in the matter to be voted on to the chairman of the meeting. They shall not vote on the matter and, at the discretion of the disinterested members present, may be required to leave the meeting during the discussion and the voting on the matter.
4. Contracts, transactions, or arrangements of the corporation in which an executive board member or member of any committee has a direct or indirect financial, competing, or other material interest shall not be prohibited, but they must be disclosed and they shall be subject to scrutiny. Any such proposed contract, transaction, or arrangement is to be reviewed to determine that it is in the best interest of the corporation.
5. Each member of the Executive Board or member of any committee thereof shall promptly disclose any material interest that he or she has or reasonably expects to have in any proposed

or existing arrangement with the corporation prior to the start of any negotiations with respect to such matter. An interest required to be disclosed under this policy shall be disclosed in writing to the President of the corporation. Such disclosure shall include all material facts and supply any reasons why the arrangement might be or not be in the best interest of the corporation. The President of the corporation shall refer the issue to the full Executive Board, the Executive Committee, or other board committee having decision-making authority over the substantive matter in question.

6. The names of the Executive Board members or members of any committees thereof who disclosed or otherwise were found to have a material interest in a proposed or existing arrangement of the corporation, the nature of the interest, and the extent of the Executive Board member's or members of committees thereof participation in the relevant Executive Board or committee meeting on matters related to the material interest shall be recorded in the minutes of the Executive Board or committee involved. The minutes also shall include a record of any determination as to whether the arrangement was in the best interest of and fair and reasonable to the corporation, notwithstanding the interest, and the specific reasons supporting the determination, including any alternatives to the proposed or existing arrangement, the names of the persons who were present for discussions and votes relating to the proposed or existing arrangement, and a record of any votes taken in connection therewith.
7. Each Executive Board member and member of any committee thereof has a duty to place the interest of the corporation foremost in any dealing with the corporation and has a continuing responsibility to comply with the requirements of this policy. At least once each year, each Executive Board member, and new board members, prior to their initial election, shall acknowledge his or her familiarity with this policy and shall disclose in writing to the President of the corporation any existing material interest or subject to this policy by completing a conflict-of-interest disclosure statement. The conflict-of-interest disclosure statements shall be reviewed by the President of the corporation. Any issues not previously disclosed shall be referred by him or her to the Executive Board or appropriate committee. The conflict-of-interest disclosure statements shall be retained in the confidential files of the corporation.

Conflict of Interest Disclosure Statement

The conflict of interest policy of the corporation requires any Executive Board member or member of any committee thereof to disclose any direct or indirect financial, competing or other material interest that he or she has or reasonably expects to have in any proposed or existing contract, transaction, or arrangement with the corporation, or in any other matter under consideration or to be considered by the Executive Board, the Executive Committee, or any other board committee.

Please initial each statement that applies to you:

_____ I have read and am familiar with the conflict of interest policy.

_____ I am not aware of any direct or indirect financial, competing or other material interest that is required to be disclosed under the conflict of interest policy.

_____ I have described in the attached letter every direct or indirect financial, competing or other material interest that is required to be disclosed under the conflict of interest policy. (Please attach a letter providing complete details of any direct or indirect financial, competing or other material interest subject to the policy.)

During the time I am an Executive Board member or member of any committee thereof, I agree to report promptly any future direct or indirect financial, competing or other material interest that is required to be disclosed under the policy.

Signature: _____ Date: _____

Please return this statement in the enclosed envelope not later than _____.

RESOLUTION 4. This resolution complements article XI.

CONFLICT OF INTEREST POLICY FOR COUNCIL EMPLOYEES

RESOLVED, that the following conflict of interest policy become the policy of this corporation and be applied to all council employees. It is imperative that employees of the Boy Scouts of America conduct themselves with a degree of honesty and integrity which is beyond reproach or even suspicion.

While it is not possible to anticipate every situation and prescribe a precise rule for each, it is possible to set forth certain basic, general principles to be observed by employees at all times. The essence of this policy is that employees shall always deal with others doing, or seeking to do, business with the Boy Scouts of America or any local council thereof in a manner that excludes all consideration of personal advantage. Accordingly, every employee of the _____ Council is subject to the following policy:

1. Interest in Other Business Organization

Employees of the Boy Scouts of America or any local council thereof or members of their immediate families shall not have any interest, direct or indirect, in any other business which in any degree conflicts with the employee's primary obligations to the Boy Scouts of America or any local council thereof. In this regard, employees or members of their immediate families should not possess a significant financial interest in any business that does, or seeks to do, business with the Boy Scouts of America or any local council thereof. In addition, employees should not conduct business on behalf of the Boy Scouts of America or any local council thereof with members of their immediate family, or a business organization with which the employees or members of their immediate families have any association which could be construed as significant in terms of potential conflict of interest.

2. Gifts, Favors, Entertainment and Payments to Employees

Employees shall not seek or accept any gifts, payments, fees, services, valuable privileges, vacations or pleasure trips, loans (other than conventional loans from lending institutions) or other favors from any person or business organization that does, or seeks to do, business with the Boy Scouts of America or any local council thereof. No employee shall accept anything of value in exchange for referral of parties to any person or business organization that does, or seeks to do, business with the Boy Scouts of America or any local council thereof. In the application of this policy:

- (a) Employees may accept common courtesies of nominal value usually associated with accepted business practices for themselves and members of their families.
- (b) An especially strict standard is expected with respect to gifts, services or considerations of any kind from suppliers. Entertainment at the expense of suppliers beyond that contemplated by (a) above should not be accepted under any circumstance.
- (c) It is never permissible to accept a gift in cash or cash equivalents of any amount.
- (d) This policy does not preclude the acceptance of benefits to the local council or the Boy Scouts of America as compared to benefits to an individual employee.
- (e) This policy does not preclude the acceptance of courtesies extended to employees of the Boy Scouts of America or any local council thereof in their official capacities, such as gratis hotel rooms for business (but not personal use) in connection with meetings.
- (f) This policy will be communicated to persons and organizations doing, or seeking to do, business with the Boy Scouts of America or any local council thereof.

3. Confidential Information

Employees shall not, without proper authority, give or release to anyone not an employee, or to another employee who has no need for the information, data or information of a confidential nature concerning the Boy Scouts of America or any local council thereof.

4. Gifts, Favors, Entertainment, and Payments by the Boy Scouts of America or Any Local Council Thereof

Gifts, favors, and entertainment may be given others at the expense of the Boy Scouts of America or any local council thereof only if they meet all of the following criteria:

- (a) They are consistent with accepted business practices.
- (b) They are of sufficiently limited value, and in a form that will not be construed as improper.
- (c) They are not in contravention of applicable law and generally accepted ethical standards.
- (d) Public disclosure of the facts will not embarrass the Boy Scouts of America or any local council thereof.

5. Obligation to Disclose

Any employee who believes that his or her personal actions or interests, or the actions of others, may violate this policy must discuss the matter with the Scout Executive. Additional interpretations of this policy and definitions of words and phrases used herein will be made upon request to the Scout Executive.

6. Sanctions

Any employee whose actions or interests violate this policy is subject to termination on that account alone, if such is determined to be in the best interests of the movement.

It is the responsibility of every employee of the Boy Scouts of America or any local council thereof to be aware of and to observe these standards. Accordingly, each employee is asked to sign and return the accompanying Employee Statement relating to these standards. Employee Statements will be held in complete confidence. The employee statement will be re-executed on a regular basis.

EMPLOYEE STATEMENT

I certify that I have received a copy of the Council Conflict of Interest Policy, dated _____, and that neither I nor any member of my immediate family have any personal economic interest that could be construed as opposed to the best interests of the Boy Scouts of America or any local

council thereof or in violation of the stated conflict of interest policy, other than any exceptions listed below.

(Give full details below or on a separate sheet, if appropriate, concerning any outside interests that you believe require or may require the approval of the Scout Executive. If none, please so state).

Signature of Employee: _____ Date:

THE LOCAL COUNCIL ANNUAL MEETING

The annual meeting of the local council shall be held at such place 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, regular members of the Executive Board, and local council representatives to the National Council.
- c. Receiving and approving financial statements showing the financial position of the corporation as of the close of its most recent complete fiscal year and the results of operations during such year, and
- d. Transacting such other business as may come before the meeting.

The following guidelines shall be observed:

1. The proposed agenda, notice, and election procedures should be reviewed in conference by the President, Scout Executive, and area director well in advance of the meeting (i.e. prior to the board meeting which is 3 months before the annual meeting).
2. The President must give careful attention to the appointment of both the nominating committee and the committee on program and resolutions within the time specified in the bylaws. It would be well for the President to appoint a volunteer Scouter knowledgeable in the BSA election procedures, as well as the applicable nonprofit corporation state law requirements, to serve as parliamentarian and also election judge(s). These appointments should be published with sufficient advance notice to give voting members the opportunity to send in written recommendations.
3. Notice of the annual meeting must be given in writing a minimum number of days in advance of the meeting, as specified in the bylaws of the council.

4. A list of the names of presently registered chartered organization representatives in the council and the name of the organization which each represents shall be developed. The list should indicate anticipated attendance at the annual meeting. Chartered organization representatives must constitute a majority of the active membership of the local council at all times.
5. Local council bylaws should stipulate the quorum requirements. The National Council recommends that a quorum for the local council conform to the laws of the state in which the council is incorporated. When this is not stated, 5 percent or 10 percent of the total voting membership shall be required.
6. Voting delegates and nonvoting delegates should be properly identified at the annual meeting with easily recognizable and distinctive name tags. All voting delegates should register as they arrive.
7. The President may desire to call upon the parliamentarian to explain the election procedures before turning the meeting over to the nominating committee chair to present the nominating committee report and conduct the elections. Copies of the election procedures and council bylaws should be on hand for ready reference. The election procedure should be dignified and be carried out in a businesslike manner. Nominations from the floor are not permitted.
8. It is strongly recommended that all members of the Executive Board be contacted personally (and proposed members at large of the council written to) informing them of the intention of the nominating committee to place their name in nomination for election at the council's annual meeting unless they inform the chair of the nominating committee otherwise. This is not only a courtesy, but strengthens the position of the nominating committee's final recommendations.
9. A strategy meeting should be held no more than 10 days (preferably within 24 hours) in advance of the annual meeting, at which the President, Scout Executive, parliamentarian, nominating committee chair (and where possible the regional and/or area representative) are present to review the agenda and to discuss the possibility of problems arising.
10. In the event that problems or divisive matters are anticipated at the meeting, it is appropriate to determine whether or not it is proper to raise such items at the meeting under the council's bylaws. If so, it will be necessary to devise strategy to cope with each matter. It may be appropriate to contact all voting members to give them additional information and to assess the voting position of each.
11. Efforts should be taken to ensure that all volunteer Scouters, especially those from the districts, are well informed. It may be useful to suggest to district Scouters that they have

direct representation on the Executive Board through their district chair and thus may have their views represented in this manner.

12. The National Council of the Boy Scouts of America may be called upon by the Executive Board of a local council for assistance in these matters; such as conducting special audits in such areas as personnel, membership, or fiscal stewardship.

COUNCIL ELECTION PROCEDURES

Purpose

To elect council members at large, associate and honorary members of the local council, regular members of the Executive Board, and local council representatives to the National Council.

Those eligible to vote

1. Registered chartered organization representatives currently officially representing chartered organizations within the council's geographical boundaries.
2. Registered, duly elected council members at large.

Time of elections

The date, time, and place of the annual business meeting of the local council is specified by the Executive Board of the corporation as prescribed by the council's bylaws.

Process

4. At least 90 days prior to the date set for the annual business meeting of the local council the President shall appoint a nominating committee, subject to board approval, of not fewer than three active council members **with the majority not being** officers. Consideration may be given to adding the immediate past council president even if an officer, and the inclusion of one or two persons of the highest community stature who are not active members of the local council. ~~No member of the nominating committee shall be eligible for nomination as an officer or member of the Executive Committee.~~

2. The members of the nominating committee will be identified to members of the council between 45 and 60 days prior to the annual council business meeting so that names may be given to them for consideration.
3. Suggested nominees from registered members of the local council are to be considered if they are received in writing no less than 30 days prior to the annual business meeting. Those who offer names to the nominating committee should supply some background information but should not have secured the permission of the person to be nominated or whether they will serve if elected.
4. The nominating committee will meet with the Scout Executive, serving as the secretary and having no vote, for the purpose of selecting a slate of nominees for election.
5. Nominations received in writing within the allowable time from members of the local council not on the nominating committee are given serious consideration. Each such nomination should be acknowledged with a brief letter of thanks and the assurance that the candidate will be considered.
6. To provide a fair and orderly nominating process, nominations will not be accepted from the floor at the time of election. This procedure also permits sufficient time to consider in advance all aspects of a nominee's suitability to serve.
7. The nominating committee will select a slate consisting of a single candidate for each council officer position and no more than the legally allowable number of persons for each of the following categories: council members at large, Executive Board members, associate and honorary members, local council representatives to the National Council; however, the committee may elect not to completely fill the associate and honorary member categories.

The nominating committee will then ensure that sufficient copies of the ballot are printed and that one is provided to each official voting member present at the local council annual business meeting. The order of listing on the ballot is as follows:

Members at large, Voting

Council members at large
 Executive Board members
 Advisory Board members

Not members at large - Non-Voting

Associate members
 Honorary members

Council officers (except Scout Executive) elected by the Executive Board	Local
council representatives to the National Council	

8. Following the elections it is important to notify those elected, to congratulate each, and to register those not already registered as active members of the Boy Scouts of America.

Details and Contingencies

1. Newly elected officers, Executive Board members and local council members at large take office immediately following the meeting where they are elected.
2. Should any portion of the nominating committee's report be rejected, another slate must be presented at a subsequent meeting. The new slate may or may not reflect different candidates and is once again based upon the nominating committee's recommendations. Whenever a slate is rejected, a meeting to consider the new slate must be held no more than 60 days after the annual business meeting. During that period the nominating committee should review any write-in nominations and comments from the meeting where the slate was rejected and to address the concerns leading to the rejection of the original slate.

Formal notice of the rescheduled meeting, stating the purpose, etc., should be sent to eligible voters. The nominating committee should, at the rescheduled meeting, be called upon by the President to proceed with that portion (or portions) of the election that was not completed.

3. In the event that a resolution is still not obtained, the process described in "2" above will be followed once more. Failing resolution the second time, the President may (a) elect to entertain a motion to follow the process in "2" above once again, or (b) dismiss the present nominating committee and appoint a new one which will meet and draw up a slate to be presented according to the guidelines above.
4. Because regular members of the Executive Board and council members at large take office immediately following the local council annual business meeting (local council Bylaws, Article III, Section 2, Clause 1 and Article IV, Section 3) they assume office as soon as the local council annual business meeting is adjourned.
5. Voting should be done by ballot. The nominating committee's slate, having been printed and distributed to eligible voters at the meeting, may be used as an official ballot should there be the need.

The chair of the nominating committee may "move the acceptance of the category under consideration and instruct the secretary to cast a unanimous ballot for the proposed nominees." If this motion is carried, there is no need to collect the printed ballots.

If the "unanimous ballot" motion is defeated then the President immediately will appoint tellers from among the active, registered members present to collect and tally the ballots. It may be helpful to have eligible voters sign their names so that their eligibility can be checked.

Note: Use Council Nominating Worksheet, No 513-331(09), or access a copy from MyBSA by linking to Strategic Performance under Resources. The form can also be accessed online as a "fill in" form.

DISTRICT ELECTION PROCEDURES

Purpose

To elect district officers and district members at large.

Those eligible to vote

1. Chartered organization representatives registered and currently representing chartered organizations within the district's geographical boundaries. (see "chartered organization representative" below.)
2. Registered district members at large duly elected at the last annual district committee meeting or during the interim at a regular, duly called district committee meeting.
3. Registered council members at large residing in the district.

Time

The district committee meeting immediately preceding the council annual meeting should be the district annual meeting.

Process

1. Ninety days prior to the district annual meeting, the district chair will submit suggestions for members of the nominating committee to the President for approval. This committee should consist of three to five members. The President has the discretion to add or delete names for the nominating committee from the council Executive Board or the community at large. It is recommended that the President appoint a member of the council Executive Board to serve on this committee. In the event of a vacancy in the office of district commissioner, the President may ask the Council Commissioner to serve on the nominating committee.
2. When approval is received from the President the nominating committee will meet with the district executive as adviser to form the slate composed of nominees for district chair, one or more vice-chairs, and district members at large, plus a nominee to be submitted by the district chair for council Executive Board approval to serve as district commissioner.
3. The nominating committee not only will agree on the slate but also will secure the nominees' permission to stand for election and to serve if elected.
4. The members of the nominating committee will be identified to the district members of the local council between 30 and 60 days prior to the annual district committee meeting so that

suggestions may be given to them for consideration. (This information may be included in one formal notice of the annual meeting.)

5. Suggestions may be made in writing to the nominating committee for inclusion in its report providing the nominees thus entered are received by the nominating committee at least 2 weeks prior to the annual meeting of the district. If accepted by the nominating committee, the candidate will be contacted by the nominating committee and permission received from the person to stand for election and to serve.
6. To provide a fair and orderly nominating process, nominations will not be accepted from the floor at the time of election. This procedure also permits sufficient time to consider in advance all aspects of a nominee's suitability to serve.
7. At the district annual meeting the district chair will call upon the chair of the nominating committee for the committee's report and "turn over the chair to conduct the elections."
 - a. The chair of the nominating committee will present first the committee's nominees for district members at large; call for a motion, second, and vote.
 - b. The chair of the nominating committee then will present the committee's nominees for district chair and vice-chairs; call for a motion, second, and vote.
 - c. The district commissioner is to be an elected member at large but is offered for appointment and approval as district commissioner by the council Executive Board through the report of the district nominating committee and with the concurrence of the Scout Executive. The district commissioner is not elected at the district annual meeting.
 - d. Vote of the majority of the members present at the district meeting is required for election.

Details and Contingencies

1. Newly elected officers and members at large take office immediately following the district business meeting.
2. If any portion of the nominating committee's report is rejected, this portion must be reintroduced at a special or adjourned or recessed meeting of the district committee to be held within 30 days of the present meeting. Formal notice of this meeting must be sent to eligible voters immediately so that it is received at least 2 weeks prior to the meeting. Additional names may be submitted to the nominating committee during that period. The nominating committee will, at the next meeting, proceed with the portion of the election that failed passage. It is hoped that the nominating committee members will discover the reasons for the failure of acceptance and attempt to deal with them.

3. In the event that a resolution is still not obtained, then the matter will be referred to the President and/or Executive Board for final resolution.
4. Because members at large take office immediately following the district business meeting, they and the chartered organization representatives are eligible to vote at postponed elections if they were elected and the officers' slate was not accepted.
5. Voting may be done by ballot but voice or hand votes are acceptable since a district is a nonpolicymaking body. If ballots are used, the secretary should be instructed to collect ballots only from those eligible to vote, marked with the name of eligible voters and counted by clerks appointed by the chair of the nominating committee. A motion to cast a unanimous ballot for the proposed candidates is acceptable.

Note: Use District Nomform. Nominating Worksheet, No. 513-332 or access a copy from MyBSA by linking to Strategic Performance under Resources. The form can also be accessed online as a "fill in"

Note: Council Bylaws are the "final word."

Chartered Organization Representative

1. The chartered organization representative is automatically a voting member of the council and the district upon the selection or appointment by the community organization and when registered as a member of the Boy Scouts of America. The individual is to be registered during the time that the chartered organization designates this person as chartered organization representative and shall have one vote.
2. Primary responsibilities are (1) help units to be successful and (2) serve as liaison between the chartered organization and Scouting.
3. The chartered organization representative is encouraged to become an active, participating member of one of the district's committees.