

Highlights of Council Governance

Articles of Incorporation

The articles of incorporation establish the council as a corporate entity.

- Must be approved by the Boy Scouts of America (BSA).
- Council has receipt of acceptance from the state where it is registered.
- Current Scout executive is registered with the state as the corporation's agent.
- If the council is the result of a merger or consolidation, it has filed BSA-approved articles of merger (consolidation) with the state, and they have been accepted.

Council Charter

Council receives an annual charter from the BSA which authorizes the use of the Scouting program in its assigned territory.

- Council agrees to follow the bylaws, rules and regulations, and policies of the BSA.
- Council must submit audited financial reports to the BSA.
- Council understands and agrees to follow the Membership Validation Requirements.

Bylaws

Bylaws are the key document defining the rules and governance of a local council.

- Follows a standard template.
- Are approved by the BSA and then formally adopted by the council executive board. Minutes of the board meeting where they are adopted or of any amendments are submitted to the BSA.

Council Active Members

The active members of the council include chartered organization representatives and council members-at-large. All active members have a vote.

- Chartered organization representatives are selected by their organizations and must be greater in number than council members-at-large. All must be registered Scouting volunteers.
- Members-at-large are elected at the council annual meeting. All must be registered Scouting volunteers upon their election.

Council Annual Meeting

The council annual meeting of the corporation is not a meeting of the executive board, but is where voting members receive annual reports and elect members for the following year.

- A nominating committee is appointed by the council president, with executive board approval, at least 90 days in advance of the council annual meeting.
- A notice of the meeting and nominating process is provided to all voting members between 45 and 60 days in advance.
- Chartered organization representatives and council members-at-large present are entitled to vote. Bylaws define quorum requirements.
- During the meeting the council approves the prior year's council annual meeting minutes, receives annual reports, and receives and approves financial statements.
- The nominating committee gives its report, first by presenting a slate of council members-at-large. The slate is elected by vote of the current active members.

- The nominating committee may also present a slate of associate or honorary members, who will have no vote.
- After electing council members-at-large, associate, and honorary members, the nominating committee presents a slate of regular members of the executive board. The slate is elected by vote of the current active members.
- The nominating committee may also present a slate for election to the advisory council.
- As the final step in the election and as defined in the bylaws, the nominating committee presents a slate of representatives to the National Council. The slate does not include the council president and commissioner, who automatically become National Council representatives. Councils with fewer than 2,501 traditional members on December 31 of the prior year will not be able to elect any additional representatives. In this case, the council president and commissioner will automatically become National Council representatives.
- Upon adjourning the council annual meeting, the persons elected assume their positions. The council president remains the presiding officer until the next meeting of the executive board, which corresponds to the meeting where he/she was elected a year earlier.

Executive Board

The executive board is responsible for the governance of the council.

- The size of the board is defined in the council bylaws. Typically these bylaws state a number between 25-50 regular members who are elected at the council (not board) annual meeting. Additional members are elected by the board itself following the council annual meeting.
- All members of the board (except youth members who may be appointed according to the bylaws) must be active members of the council (chartered organization representatives or council members-at-large.)
- All board members must be registered volunteers or youth members.
- The minimum number of board meetings and quorum requirements are specified in the bylaws.
- Minutes of board meetings are part of the corporate record.

Officers

Council officers are defined by the bylaws, and always include a president, council commissioner, treasurer, one or more vice presidents, and a Scout executive who serves as secretary.

- Council officers (other than the Scout executive) are elected by the executive board at its first meeting following the council annual meeting and remain in office until the board meeting following the next council annual meeting.
- Council officers who were not elected as regular members of the executive board at the council annual meeting become additional members of the board. If they are not chartered organization representatives, they must first be elected as council members-at-large. In doing so, the number of council members-at-large must always remain less than the number of chartered organization representatives.
- Upon their election, the council president and commissioner become National Council representatives.
- By virtue of position, the commissioned Scout executive is a council officer, and serves as secretary of the corporation. He or she does not have a vote at the council annual meeting or meetings of the executive board.
- In many councils, the first organizational meeting of the board following the council annual meeting occurs on the same date and location as the council annual meeting upon its formal adjournment. (The voting members of the board are not the same as those for the council annual meeting, and separate minutes are taken of the board organizational meeting.)

Executive Committee

The executive committee includes the council officers and the Scout executive and serves to handle business between executive board meetings.

- Meeting and quorum requirements are specified in the council bylaws.
- The executive committee may take actions on behalf of the council. Such actions are recorded in the executive committee minutes that must be approved at the next meeting of the executive board.

District Chairmen

District chairmen are elected according to council bylaws and serve the dual role of chairing their respective district committees and representing their districts to the council executive board.

- District chairmen are elected to such office at their district annual meeting prior to the council annual meeting.
- District chairmen must be active members of the council. Those who are not chartered organization representatives are elected as council members-at-large at the council annual meeting or at a subsequent meeting of the executive board.
- They are not elected as regular members of the executive board at the council annual meeting, but must be approved by the executive board in order to become executive board members.

Board Committees

A board resolution establishes the committees of the board as regular standing committees. Other special and ad hoc committees may be appointed by the council president.

- The council president appoints the chairmen and members of the standing board committees with the approval of the executive board.
- Chairmen of these committees of the board (except the nominating committee) must be elected as members of the executive board. If they were not elected as regular board members at the council annual meeting, they must be elected as board members by the board itself. If they are not active members of the council, they must also be elected as council members-at-large. In doing so, the number of council members-at-large must always remain less than the number of chartered organization representatives.
- All members of the standing committees of the board must be duly elected executive board members or the chairman of a corresponding committee of a district.
- Chairmen and members of special or ad hoc committees are appointed by the council president with board approval. Members of these committees do not need to be members of the board or even registered Scouting volunteers.

Nominating Committee

The nominating committee makes all nominations for election during any council or executive board meeting as defined in the bylaws.

- The nominating committee may be designated as a standing committee of the board or a special committee. It may have members who are not part of the executive board.
- The members of the nominating committee (at least three) are appointed by the council president, with board approval, at least 90 days prior to the council annual meeting.
- The majority of the members of the nominating committee must not be officers of the council.
- If vacancies in any position occur during the year, the nominating committee presents name(s) to the executive board for election.

Audit Committee

An audit committee is appointed annually as a special committee.

- The council president appoints an audit committee (at least three members) with approval of the executive board.
- The committee does not include council officers, and its members do not have to be registered Scouting volunteers.
- The audit committee defines the scope of the audit, reviews the letter of engagement with the independent auditor (which is approved by the executive board or executive committee), reviews audited financial statements, and presents them to the board for approval.

Commissioners

Commissioners are appointed to serve chartered organizations and their units.

- The council commissioner is an active member of the council (chartered organization representative or member-at-large), a member of the executive board, and is elected as a council officer.
- Each district commissioner must be a chartered organization representative, a district member-at-large or a council member-at-large residing in the district's territory. District commissioners are recommended by the council commissioner and Scout executive to the executive board for approval.
- Assistant council commissioners, assistant district commissioners, roundtable commissioners, and unit commissioners are recommended by the council commissioner (or district commissioner, if so designated) to the Scout executive (or designated professional staff member) for approval. The Scout executive (or designee) reviews and signs the adult leader application for each approved commissioner.

Motions and Resolutions

A council executive board must approve and implement various actions in its role of governance. The actions of the executive board and other bodies are sometimes referred to as resolutions. In the strictest definition, resolutions are those more significant actions taken using formal language (whereas ... therefore, be it resolved ...) and may be printed on a specific document signed by the council president and Scout executive.

- The actions of the council, executive board, or executive committee are documented in the meeting minutes with motions and votes. Normal actions may be fully stated in motion, while formal resolutions are approved by a motion referring to the signed resolution document.
- Routine committee reports and other regular items may be approved in one motion using a consent agenda.
- Actions approved at an executive committee meeting are documented in minutes that must be approved at the next meeting of the executive board.

Actions at the Council Annual Meeting

Typically these actions are taken at the council annual meeting. Other motions may be approved, but if the council president appoints a resolutions committee prior to the meeting, any proposed resolution must follow the process outlined in the bylaws.

- Approve prior year's council annual meeting minutes
- Elect council members-at-large
- Elect regular board members
- Elect National Council representatives
- Approve annual report and year-end financial statements
- Elect associate and honorary members
- Elect advisory council

Actions at the First Board Meeting After the Council Annual Meeting

Typically these actions are taken at this board meeting:

- Approve prior board meeting's minutes
- Approve last month financial statements
- Approve district chairmen as board members
- Approve district commissioners
- Approve board & staff conflict of interest
- Approve executive committee minutes
- Elect officers
- Appoint youth representatives to board
- Appoint board committees
- Approve Scout executive's authority

These actions may be restated or updated at this board meeting:

- Access to safe deposit box
- Endowment spending policy
- Policy on selling gifts of stock
- Authorized check signers
- Capitalization policy
- Public inspection policy
- Whistleblower protection policy
- Scout executive compensation policy
- Code of ethics
- Investment guidelines
- Gift acceptance policy
- Memorial and bequests to endowment
- Council credit card policies
- Fiscal stewardship policies
- Internet/voicemail/email procedures
- Crisis communications plan
- Participation in 403(b) thrift plan

Actions at Board Meetings During the Year

These are examples of actions taken at appropriate meetings of the executive board:

- Approve prior board meeting's minutes
- Approve last month financial statements
- Appoint nominating committee
- Adopt annual operating budget
- Adopt endowment budget (if expenses)
- Approve capital & fixed asset purchases
- Approve auditor engagement
- Approve IRS Form 990
- Approve bylaws after BSA acceptance
- Adopt registration assistance procedures
- Approve United Way agreements
- Approve borrowing authority
- Adopt strategic plan & annual objectives
- Authorize Scout executive selection committee
- Approve prior executive committee minutes
- Elect persons to fill vacancies
- Adopt staff organization chart
- Adopt capital budget (if expenses)
- Approve spending over budget
- Appoint audit committee
- Approve audit & management letter
- Approve transfers between funds
- Approve renewal of council charter
- Approve Learning for Life license
- Approve government contracts
- Approve sale of a fixed asset
- Approve appointment of special committees

Meeting Minutes as Corporate Record

Minutes of all council annual meetings, other council meetings, regular and special meetings of the executive board, and executive committee meetings are to be retained permanently. Signed copies from the past three years should be readily available in binders along with a log and copies of all active resolutions.

Minutes include the following elements:

- Date, location, start, and end times.
- Attendance listing of voting members and statement of quorum. Annual meeting minutes include a listing of chartered organization representatives and council members-at-large.
- A listing of all actions taken with a description of the motion. Detailed resolutions may be attached.
- Scout executive (secretary) signature as they are presented.
- Council president (presiding officer) signature as they are approved at a subsequent meeting.

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