

committee. The regional president-elect shall be elected in the same manner as the regional president. The regional president-elect may designate the regional president-elect to serve as the regional president in connection with regional matters during the regional president's absence or inability to serve.

**Regional Vice President**

*Clause 3.* One or more regional vice presidents may be elected to carry out responsibilities as may be assigned by the regional board.

**Regional Commissioner**

*Clause 4.* The regional commissioner shall be elected annually and shall (a) be an officer of the region; (b) provide support to areas in membership, charter renewal, and training; and (c) support commissioner service.

**Area President**

*Clause 5.* One member from each area of the region shall be elected annually as area president. Area presidents will report directly to the regional president. In the event of a vacancy in an area presidency, the regional president will appoint a successor subject to the approval of the regional executive committee.

**Area Commissioner**

*Clause 6.* Each area commissioner shall be elected annually and shall (a) report to the regional commissioner; (b) provide support to councils in membership, charter renewal, and training; and (c) support commissioner service.

**Elections**

*Clause 7.* Elections shall be by majority vote of those persons voting. On request of 10 members, voting shall be by secret ballot.

**REGIONAL STANDING COMMITTEES**

SECTION 7.

**Nominating Committee**

*Clause 1.* Except as otherwise provided, the regional and area officers and commissioners and regional executive committee shall be nominated and elected by a regional nominating committee and election process operating in the same manner as is required for similar national positions.

*Clause 2.* Timing. The nominating committee will be appointed and the chair designated by the regional president at the time of the annual elections or within 30 days following such elections to serve until the next elections.

*Clause 3.* Nominees. Persons to be nominated and elected annually shall include the regional president, regional vice presidents, area presidents, and members of the regional board.

*Clause 4.* Suggestions. At least 120 days prior to the regional elections, members of the regional committee will be invited to submit in writing names of persons to be considered for regional committee membership.

*Clause 5.* Report. The report of the nominating committee will be submitted to all eligible voters in writing at the time of elections.

**Other Regional Committees**

*Clause 6.* Regional standing committees shall reasonably mirror national standing committees applicable to the region and the chairs of those committees may serve as members of the counterpart national committee as requested by the chair of the support committee. The regional executive committee may authorize other regional support committees as may be warranted and select chairs.

**AREA COMMITTEES**

SECTION 8.

*Clause 1.* The area executive committee, council presidents, and National Council members from the local councils in the area, shall constitute the area committee. The area executive committee, with the approval of the regional Key 3, may approve the establishment of area committees consistent with the regional committee structure and task forces to address assigned matters on a temporary basis, including providing assistance in the realignment of council territories within the region.

*Clause 2.* The area president, area commissioner, and area director shall be known as the area Key 3. The area Key 3 shall be responsible for addressing issues assigned to them by the regional executive committee.

**REGIONAL ADVISORY COUNCIL**

SECTION 9.

*Clause 1.* There shall be an advisory council to the regional board composed of members who because of experience have a particular expertise that would benefit the movement through the region and are elected to membership on the advisory council by a two-thirds vote of the members of the regional board present at any meeting.

*Clause 2.* Members of the advisory council shall be relieved of the obligation of regular attendance at meetings of the regional board, but shall receive notice of all such meetings and be entitled to attend, but not to vote.

**ARTICLE VI. LOCAL COUNCILS**

**GENERAL**

SECTION 1.

*Clause 1.* Charters. In order to accomplish its purposes and to carry out its programs, the Corporation will charter local councils each with jurisdiction over a prescribed geographical area. All local council charters shall be issued for a period not exceeding 1 year ending June 30 and may be renewed annually upon application, accompanied by reports based upon operations for the preceding calendar year, together with such other evidence as may be

required, showing a satisfactory effort to meet the responsibilities of a local council as herein provided. Such charters shall be contingent on such local councils' fulfilling the basic purpose of the Scouting movement within their specified territory in a sustainable manner, in accordance with these Bylaws and the Rules and Regulations of the Corporation.

*Clause 2.* Constructive Trust on Council Properties. All funds raised and property owned by local councils in the name of Scouting shall be subject to and used in accordance with the principles of a constructive trust for the benefit of Scouting as set forth

## BYLAWS—ARTICLE VI, SECTION 1

in the Rules and Regulations of the Corporation. The National Council may request councils to provide information regarding assets, funds, properties, and indebtedness, and councils shall supply such information in a timely manner. Upon termination of a local council charter or dissolution of a council, all rights of management and ownership of local council property shall become vested in the National Council for use in accordance with the Rules and Regulations of the Corporation. Local council articles of incorporation and bylaws shall include or be revised to incorporate this provision at the time of chartering or the next charter renewal.

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

### APPLICATIONS

#### SECTION 2.

Applications for new charters shall be accompanied by a copy of the proposed Local Council Articles of Incorporation and Bylaws of the council incorporating terms approved and required by the National Council and evidence showing that it will be for the best interests of the youth of the community and the Scouting movement to have a chartered council and that those who are making the application are in a position to perform the functions of the local council in a manner which would justify the issuance of a charter.

### CONDITIONS AND TERMINATION

#### SECTION 3.

Charters to local councils shall be issued by the Corporation. The regional executive committee may at any time add such conditions to a local council charter as it may deem appropriate. Subject to the approval of the National Key 3, the regional executive committee may issue a council a transitional charter in advance of the realignment of territory assigned to a local council. The Key 3 will report on any such transitional charter to the Executive Committee as soon thereafter as feasible under the circumstances. The regional executive committee may, with the approval of the Executive Committee, refuse to renew a local council charter in any instance where it deems such action advisable in the interests of Scouting.

### REVOCATION OR MODIFICATIONS OF CHARTERS

#### SECTION 4.

The Executive Committee may revoke or modify the charter of a local council at any time in its sole discretion when it is believed to be in the best interest of the Scouting movement.

### RESPONSIBILITY OF THE LOCAL COUNCIL

#### SECTION 5.

*Clause 1.* It shall be the responsibility of each local council to make sure that the general principles of advancement are understood and carried out by the units in the council area.

*Clause 2.* It shall make Scouting training available to all members of chartered organizations and community groups using the Scouting program while maintaining standards in policies, protecting official badges and insignia, and reviewing and making recommendations regarding unit leadership and finances.

*Clause 3.* The local council shall supervise advancement procedures to make sure that they are carried out in such a way as to ensure strict adherence to the requirements and standards as set forth in the Rules and Regulations and the official publications of the Boy Scouts of America. The local council shall organize the necessary unit, district, and council procedures to make sure that youth members have an opportunity to advance and receive recognition promptly. It shall provide training for leaders in the principles and conduct of advancement.

*Clause 4.* No local council Scouter shall have authority to increase or diminish requirements and standards established by the Corporation. A Scouter is an adult who registers with the Boy Scouts of America at the local, area, region, or national level; fulfills the obligations of his or her position; obligates himself or herself to subscribe to the Scout Oath; and agrees to abide by the Rules and Regulations, policies, and other guidelines of the Boy Scouts of America.

*Clause 5.* Every local council shall operate in a sustainable manner as determined by the regional executive committee and measurement standards established by the National Council. Local councils shall adhere to the policies established by the Corporation regarding the use of the seal and all other emblems and badges, descriptive and designating marks, and words or phrases associated with or referring to the Boy Scouts of America, or any of its affiliates. No local council, including employees or Scouting volunteers, may authorize any third party to trade on the goodwill and reputation of the Boy Scouts of America.

*Clause 6.* The powers and responsibilities of local councils shall be controlled by these Bylaws and by the Rules and Regulations.

### INCORPORATION OF LOCAL COUNCILS

#### SECTION 6.

##### General

*Clause 1.* Local councils duly chartered by the Boy Scouts of America shall, wherever possible, become incorporated under the laws of their respective states pertaining to nonprofit corporations and pursuant to and consistent with these Bylaws and the Rules and Regulations of the Boy Scouts of America. The National Council may issue a prescribed form for local council articles of incorporation and bylaws, adoption of which shall be a condition of the issuance or renewal of the charter.

##### Approval of Documents

*Clause 2.* Proposed corporate articles and bylaws of local councils, and any amendments of such articles or bylaws, shall be submitted to the Corporation's National Service Center for review and approval in advance of adoption. When corporate articles are found to be in proper form, a certificate of approval, with consent to incorporate, for Scouting purposes under the name agreed upon, shall be furnished in behalf of the Boy Scouts of America. This certificate shall be attached to the corporate articles when filed by the local council with the state authorities. Any changes to the bylaws of the local council shall be approved in advance by the National Service Center, and any changes to the requirements for

local council bylaws established by the Executive Committee shall be incorporated into the local council bylaws.

## ORGANIZATION AND OPERATION

### SECTION 7.

*Clause 1.* The membership of each local council shall consist of a chartered organization representative from each chartered organization and additional members at large from within the territorial boundaries of the local council, totaling a minimum of 100 adults. When a council is incorporated, its incorporators shall be its initial members. Thereafter its members-at-large shall be elected annually by the council membership.

*Clause 2.* The executive board of each local council 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 each district committee, upon being approved by the executive board; and (e) not more than two youth members, who shall be registered members or adult program participants (as defined in Article VII, Section 1) appointed by the council president with the approval of the executive board to serve for a term of 1 year. The executive board shall be the governing body of the council and shall be responsible for its operations and its assets.

*Clause 3.* The executive board annually shall elect its officers of the council, which will consist of a president, one or more vice presidents, a treasurer, and a council commissioner. The officers of the council shall be nominated and elected by a council nominating committee and election process operating in the same manner as is required for similar national positions.

## ARTICLE VII. YOUTH MEMBERSHIP

### GENERAL

#### SECTION 1.

Those eligible to participate in programs designed for youth and young adults shall collectively be known as “members” or “youth program participants.” Participation in programs shall be open to any person who meets the requirements for membership. Program participants who are at least 18 years of age and older and eligible to participate in programs designed for youth shall be referred to as “adult program participants.”

### MEMBERSHIP, ADVANCEMENT, AND ACHIEVEMENT

#### SECTION 2.

Membership in programs, advancement, and achievement of leadership in Scouting is open to all persons who qualify for membership and participation in the program, without regard to race, gender, sexual orientation, gender identity, ethnic background, or religion, and who subscribe to the Declaration of Religious Principle. Advancement and achievement of leadership in Scouting shall be based entirely upon individual merit.

## ARTICLE VIII. ADULT LEADERSHIP

### GENERAL

#### SECTION 1.

##### Leadership Qualifications

*Clause 1.* General. No person shall be approved as a Scouter or leader unless, in the judgment of the Corporation, that person possesses and demonstrates the moral, educational, and emotional qualities deemed necessary for leadership and satisfies such other qualifications as it may from time to time require.

*Clause 2.* Authority of Region. The Executive Committee and regional Key 3 shall have the right to take action against any Scouter found to have violated any rule, regulation, or policy of the National Council, including expiring the registration of any such Scouter. Any Scouter whose registration is expired shall be deemed to have resigned any appointed or elected office or board position on any council, area, regional, or national executive board or committee. This provision shall not be construed to limit (a) the ability of a local council to request action or (b) the authority of the National Council to take action with respect to any member or adult leader considered unsuitable to serve. The Chief Scout Executive may establish the process for any such action.

*Clause 3.* Positions. The National Council or regional executive committee may limit the registration of any volunteer adult Scouter to such position(s) as it deems to be in the best interests of Scouting and such person shall not be allowed to register in any position other than the designated position(s).

### PROFESSIONAL LEADERSHIP

#### SECTION 2.

##### General

*Clause 1.* Status. The commissioned status of professional Scouters is separate and distinct from their employment. The commissioning of a Scouter does not in itself entitle a professional to be appointed to or to retain a position. The appointment of an individual to a position in Scouting does not in itself entitle him to receive a commission.

##### Professional Scouters

*Clause 2.* General. A corps of qualified and trained professional Scouters is essential to the success of the whole Scouting movement. To secure and retain such people for service in the national and local councils, their professional status must be clearly defined. Commissioned professionals must be eligible for, apply, and be accepted as a Scouter before they are eligible for commissioning or employment.

*Clause 3.* Commissioning and Decommissioning. The Executive Committee may establish requirements to be met by any person seeking to become or remain a professional Scouter. The Chief Scout Executive is responsible for the commissioning and decommissioning of all professionals and, in the absence of requirements established by the Executive Committee, shall exercise discretion in administering the commissioning and decommissioning process. The Chief Scout Executive shall separately issue commissions to certify qualified professionals to serve as council Scout executives. The Chief Scout Executive may