

# CHARTER AND BYLAWS OF THE BOY SCOUTS OF AMERICA

AS AMENDED THROUGH SEPTEMBER 2020



BOY SCOUTS OF AMERICA®



## CHANGES IN THIS EDITION

The term “Chief Scout Executive” was changed to “Chief Executive Officer” throughout the Bylaws as of May 22, 2020.

Article II, Section 3. Amended to allow the National Annual Meeting to be held virtually or by other means during national emergencies or other circumstances making it impractical to hold the meeting in person.

Article III, Section 2. Amended to make changes to the size and composition of the Executive Board effective with the 2021 Annual Meeting or the meeting following emergence from Bankruptcy.

Article III, Section 4. Amended to add provision regarding voting and abstentions due to conflict of interests.

Article III, Section 7. Deleted the section pertaining to the National Chair’s Council.

Article III, Section 8. Clauses 1, 7 and 8 were amended to rename and add provisions regarding attendance and committee operations.

Article IV, Section 7. Minor revisions regarding positions on the Executive Committee and duties of some members. Amended to prohibit members of the Executive Committee from simultaneously serving as a member of a local council board. Changed name of Standing Committee to BSA Mission, Reputation and Strategy Committee. Deleted language pertaining to nominations of members of the Advisory Council. Added clause requiring National Court of Honor Committee and National Eagle Scout Association to be chaired by members of the Executive Board and requiring their charters to be approved by the Executive Committee. Added clause regarding placement of Advisory Council on other committees and eliminating the Advisory Council effective May of 2021.

Article IV, Section 1. Amended to require Executive Committee members to be members of the Executive Board prior to election and removing mandatory language regarding duties of National Chair-Elect. Amended to require the International Commissioner to be a member of the Executive Board.

Article IV, Section 2. The Chief Scout Executive section has been significantly revised to provide for appointment of a President and Chief Executive Officer who is not a commissioned professional. Amended to appoint Deputy General Counsel as Assistant Secretary.

Article IV, Section 3. Amended to rename the National Leadership Council to the National Operations Leadership Committee and substantially revising the duties and operation of the Committee.

Article IV, Section 4. Amended to create National Operations Council and specifying its composition and duties.

Article IV, Section 5. Renumbered and amended position of Chair Emeritus.

Article V, Section 1. Minor amendment changing geographical areas being divided into Regions from “shall” to “may.”

Article VIII. The Article was re-written to change provisions regarding professional Scouters and Scout Executives.

Article XII, Section 3. Minor amendment to definition of Learning for Life to delete words “nontraditional, membership.”

# CONTENTS

CHANGES IN THIS EDITION ... i

CHARTER ... iii

CONGRESSIONAL REPORT IN SUPPORT OF ACT  
TO INCORPORATE BOY SCOUTS OF AMERICA ... v

BYLAWS ... 1

## Article I. General

Sec. 1. Name .....	1
Sec. 2. Purpose .....	1
Sec. 3. Seal; Designating Marks .....	1
Sec. 4. National Service Center .....	1
Sec. 5. Fiscal Year .....	2
Sec. 6. Rules and Regulations .....	2
Sec. 7. Priorities .....	2

## Article II. The National Council

Sec. 1. General .....	3
Sec. 2. Members of the National Council .....	3
Sec. 3. Meetings of the National Council .....	4

## Article III. The Executive Board

Sec. 1. Powers, Duties, and Interpretation .....	6
Sec. 2. Membership .....	6
Sec. 3. Election of Regular Members; Election, Vacancies .....	7
Sec. 4. Meetings .....	7
Sec. 5. Electronic Communications .....	8
Sec. 6. Telecommunication Meetings .....	8
Sec. 7. Committees of the Executive Board .....	8

## Article IV. Volunteer Leadership, Corporate Officers, and Honorary Positions

Sec. 1. Volunteer Leadership .....	13
Sec. 2. Corporate Officers .....	14
Sec. 3. National Operations Leadership Committee and Operations Support Committees .....	15
Sec. 4. National Operations Council .....	16
Sec. 5. Honorary Positions .....	17

## Article V. Regional Organization

Sec. 1. Regions .....	18
Sec. 2. Regional Committees .....	18
Sec. 3. Regional Board .....	19
Sec. 4. Regional Executive Committee .....	19
Sec. 5. Regional Director .....	20
Sec. 6. Regional Officers .....	20
Sec. 7. Regional Standing Committees .....	21
Sec. 8. Area Committees .....	22
Sec. 9. Regional Advisory Council .....	22

## Article VI. Local Councils

Sec. 1. General .....	23
Sec. 2. Applications .....	23
Sec. 3. Conditions and Termination .....	24
Sec. 4. Revocation or Modifications of Charters .....	24
Sec. 5. Responsibility of the Local Council .....	24
Sec. 6. Incorporation of Local Councils .....	25
Sec. 7. Organization and Operation .....	25

## Article VII. Youth Membership

Sec. 1. General .....	26
Sec. 2. Membership, Advancement, and Achievement .....	26

## Article VIII. Adult Leadership

Sec. 1. General .....	27
Sec. 2. Professional Leadership .....	27

## Article IX. Policies

Sec. 1. Policies .....	29
------------------------	----

## Article X. Program

Sec. 1. Program Objectives .....	30
----------------------------------	----

## Article XI. Business

Sec. 1. Finance .....	31
Sec. 2. Deeds, Contracts, Bonds, etc. ....	32

## Article XII. Special Situations

Sec. 1. Experimental Programs .....	33
Sec. 2. Overseas Scouting .....	33
Sec. 3. Learning for Life .....	34

## Article XIII. Indemnification

Sec. 1. Indemnification .....	35
-------------------------------	----

## Article XIV. Waivers and Amendments

Sec. 1. Waivers .....	36
Sec. 2. Amendment of Bylaws .....	36

Index .....	37
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# CHARTER

Sixty-Fourth Congress of the

United States of America

At the First Session

Begun and Held at the

City of Washington

On Monday, the Sixth Day of December

One Thousand Nine Hundred and Fifteen

## AN ACT

**To Incorporate the Boy  
Scouts of America and  
for Other Purposes**

### **Section 1.**

*Be it enacted by the Senate and House of Representatives of the United States of America in Congress assembled,* That Colin H. Livingstone and Ernest P. Bicknell, of Washington, District of Columbia; Benjamin L. Dulaney, of Bristol, Tennessee; Milton A. McRae, of Detroit, Michigan; David Starr Jordan, of Berkeley, California; F. L. Seely, of Asheville, North Carolina; A. Stamford White, of Chicago, Illinois; Daniel Carter Beard, of Flushing, New York; George D. Pratt, of Brooklyn, New York; Charles D. Hart, of Philadelphia, Pennsylvania; Franklin C. Hoyt, Jeremiaah W. Jenks, Charles P. Neill, Frank Presbrey, Edgar M. Robinson, Mortimer L. Schiff, and James E. West, of New York, New York; G. Barrett Rich, Junior, of Buffalo, New York; Robert Garrett, of Baltimore, Maryland; John Sherman Hoyt, of Norwalk, Connecticut; Charles C. Jackson, of Boston, Massachusetts; John H. Nicholson, of Pittsburgh, Pennsylvania; William D. Murray, of Plainfield, New Jersey; and George D. Porter, of Philadelphia, Pennsylvania, their associates and successors, are hereby created a body corporate and politic of the District of Columbia, where its domicile shall be.

### **Section 2.**

That the name of this corporation shall be "Boy Scouts of America," and by that name it shall have perpetual succession, with power to sue and be sued in courts of law and equity within the jurisdiction of the United States; to hold such real and personal estate as shall be necessary for corporate purposes, and to receive real and personal property by gift, devise, or bequest; to adopt a seal, and the same to alter and destroy at pleasure; to have offices and conduct its business and affairs within and without the District of Columbia and in the several States and Territories of the United States; to make and adopt bylaws, rules, and regulations not inconsistent with the law of the United States of America, or any State thereof, and generally to do all such acts and things (including the establishment of regulations for the election of associates and successors) as may be necessary to carry into effect the provisions of this Act and promote the purposes of said corporation.

### **Section 3.**

That the purpose of this corporation shall be to promote, through organization, and cooperation with other agencies, the ability of boys to do things for themselves and others, to train them in Scoutcraft, and to teach them patriotism, courage, self-reliance, and kindred virtues, using the methods which are now in common use by Boy Scouts.

### **Section 4.**

That said corporation may acquire, by way of gift, all the assets of the existing national organization of Boy Scouts, a corporation under the laws of the District of Columbia, and defray and provide for any debts or liabilities to the discharge of which said assets shall be applicable; but said corporation shall have no power to issue certificates of stock or to declare or pay dividends, its object and purposes being solely of a benevolent character and not for pecuniary profit to its members.

**Section 5.**

That the governing body of the said Boy Scouts of America shall consist of an executive board composed of citizens of the United States. The number, qualifications, and terms of office of members of the executive board shall be prescribed by the bylaws. The persons mentioned in the first section of this Act shall constitute the first executive board and shall serve until their successors are elected and have qualified. Vacancies in the executive board shall be filled by a majority vote of the remaining members thereof. The bylaws may prescribe the number of members of the executive board necessary to constitute a quorum of the board, which number may be less than the majority of the whole number of the board. The executive board shall have power to make and to amend the bylaws, and, by two-thirds vote of the whole board at a meeting called for this purpose, may authorize and cause to be executed mortgages and liens upon the property of the corporation. The executive board may, by resolution passed by a majority of the whole board, designate three or more of their number to constitute an executive or governing committee, of which a majority shall constitute a quorum, which committee, to the extent provided in said resolution or in the bylaws of the corporation, shall have and exercise the powers of the executive board in the management of the business affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers which may require it. The executive board, by the affirmative vote of a majority of the whole board, may appoint any other standing committees, and such standing committees shall have and may exercise such powers as shall be conferred or authorized by the bylaws. With the consent in writing and pursuant to an affirmative vote of a majority of the members of said corporation, the executive board shall have authority to dispose in any manner of the whole property of the corporation.

**Section 6.**

That an annual meeting of the incorporators, their associates and successors, shall be held once in every year after the year of incorporation, at such time and place as shall be prescribed in the bylaws, when the annual reports of the officers and executive board shall be presented and members of the executive board elected for the ensuing year. Special meetings of the corporation may be called upon such notice as may be prescribed in the bylaws. The number of members which shall constitute a quorum at any annual or special meeting shall be prescribed in the bylaws. The members and executive board shall have power to hold their meetings and keep the seal, books, documents, and papers of the corporation within or without the District of Columbia.

**Section 7.**

That said corporation shall have the sole and exclusive right to have and to use, in carrying out its purposes, all emblems and badges, descriptive or designating marks, and words or phrases now or heretofore used by the Boy Scouts of America in carrying out its program, it being distinctly and definitely understood, however, that nothing in this Act shall interfere or conflict with established or vested rights.

**Section 8.**

That on or before the first day of April of each year the said Boy Scouts of America shall make and transmit to Congress a report of its proceedings for the year ending December thirty-first preceding.\*

**Section 9.**

That Congress shall have the right to repeal, alter, or amend this Act at any time.

Approved 15 June 1916 Woodrow Wilson

\*As amended August 30, 1964, Pub. L. 88-504, 78 Stat. 636

# CONGRESSIONAL REPORT IN SUPPORT OF ACT TO INCORPORATE BOY SCOUTS OF AMERICA

## House Report No. 130, Sixty-Fourth Congress First Session

February 7, 1916. — Referred to the House Calendar and ordered to be printed.

Mr. Gard, from the Committee on the Judiciary, submitting the following report (to accompany H. R. 755).

The Committee on the Judiciary, to whom was referred the bill (H. R. 755) to incorporate the Boy Scouts of America and to protect its insignia, having carefully considered the same, beg leave to submit the following report with the recommendation that the bill do pass.

The Boy Scout movement is not one seeking to promote a juvenile military system, but is intended to supplement and enlarge established modern educational facilities in activities in the great and healthful out-of-doors where may be the better developed physical strength and endurance, self-reliance, and the powers of initiative and resourcefulness, all for the purpose of establishing through the boys of today the very highest type of American citizenship.

It tends to conserve the moral, intellectual, and physical life of the coming generation, and in its immediate results does much to reduce the problem of juvenile delinquency in the cities. The movement has grown rapidly during the past few years, until it is now organized in practically every community of 4,000 inhabitants and over and in many smaller communities of the United States. During the past two years Boy Scouts have demonstrated the value of the education and training they received as an auxiliary force in the maintenance of public order and in the administration of first-aid and practical assistance in times of great public emergencies. Their services on the occasion of the Ohio floods, at the Gettysburg reunion, in the inaugural ceremonies of President Wilson, and at the recent memorable reunion of the Grand Army of the Republic in Washington attracted nationwide attention and received general commendation, particularly from the American National Red Cross and the officials of the Federal and State Governments. The importance and magnitude of its work is such as entitle it to recognition and its work and insignia to protection by Federal incorporation.

The Scout scheme is based upon the methods involved in educating the boy. It is a scheme of placing the boy on honor. In addition to requiring him to live up to a standard or code of laws which insure development of character along proper lines, it requires him to study in order to pass certain tests of qualification. The passing of these various tests is recognized by the award of appropriate badges or medals and insignia.

If any boy can secure these badges without meeting the required tests, the badges will soon be meaningless, and one of the leading features of the Scout program will be lost; likewise, with the uniform that designates the Scout. At the present time this is protected by the use of insignia—a seal woven or stamped into the cloth. All of these various badges and insignia are at present protected by the patent laws, but under the patent laws such protection is available for a limited period only. The passing by Congress of this bill will, it is believed, provide the organization with proper protection for its distinctive insignia, the integrity of which is essential to the maintenance of the movement, and protect it from those who are seeking to profit by the good repute and high standing and popularity of the Scout movement by imitating it in name alone.

The identical language of this bill was incorporated in the bill with amendments thereto, known as H. R. 19907, which was reported from the Committee on the Judiciary on February 3, 1915, with a recommendation that it, as so amended, do pass.

# BOY SCOUTS OF AMERICA NATIONAL COUNCIL BYLAWS

## ARTICLE I. GENERAL

### NAME

#### Section 1.

The name of the corporation is Boy Scouts of America. For convenience in these Bylaws the corporation is sometimes referred to as the "Corporation."

### PURPOSE

#### Section 2.

The purpose of the Corporation is as set forth in the original certificate of incorporation under the laws of the District of Columbia, dated February 8, 1910, and restated in the Act of Incorporation enacted by the Congress of the United States of America on June 15, 1916, as follows: "That the purpose of this Corporation shall be to promote, through organization and cooperation with other agencies, the ability of boys to do things for themselves and others, to train them in Scoutcraft, and to teach them patriotism, courage, self-reliance, and kindred virtues, using the methods which are now in common use by Boy Scouts." In achieving this purpose, emphasis shall be placed upon its educational program and the oaths, promises, and codes of the Scouting program for character development, citizenship training, leadership, and mental and physical fitness.

### SEAL; DESIGNATING MARKS

#### Section 3.

*Clause 1.* The seal of the Corporation shall be in the form of a circle enclosing the universal badge with the motto "Be Prepared" underneath the badge and the words "Boy Scouts of America" around the circle and shall be used only as authorized.

*Clause 2.* In accordance with provisions of the Charter, the Corporation shall establish and maintain policies to regulate 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. Such policies may permit the use of the Boy Scouts of America designating marks by third parties as long as such are (i) consistent with the values and purpose of the Corporation, and (ii) pursuant to written agreement between the user and the corporation. Administration of such policies is the responsibility of the Chief Executive Officer, who may delegate such duties to an officer or employee of the Corporation.

### NATIONAL SERVICE CENTER

#### Section 4.

The principal office of the Corporation shall be located in the City of Irving, County of Dallas, in the State of Texas, and shall be known as the National Service Center of the Boy Scouts of America.

## FISCAL YEAR

### Section 5.

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

## RULES AND REGULATIONS

### Section 6.

*Clause 1.* In accordance with the provisions of the Charter, the Executive Committee may establish and amend Rules and Regulations for the further governance and guidance of the Boy Scouts of America including its local councils and affiliates.

*Clause 2.* The Rules and Regulations and amendments thereto shall normally be adopted by resolution of the Executive Committee.

*Clause 3.* Any amendment to the Rules and Regulations shall be reported to the members of the Executive Board at its next meeting and unless such amendment is altered or canceled by the Executive Board at such meeting, it will be as effective as if it had been originally adopted by the Executive Board.

## PRIORITIES

### Section 7.

*Clause 1.* These Bylaws shall be consistent with the Charter. The Rules and Regulations shall be consistent with the Charter and the Bylaws. In the event of any conflicts or inconsistencies, the Charter shall govern primarily and the Bylaws secondarily.

*Clause 2.* All statements contained in official publications of the Boy Scouts of America, its local councils and affiliates, including (but not limited to) handbooks, pamphlets, instructions, magazine articles, bulletins, manuals, and letters, which may, from time to time, be issued for clarification or explanation of official language shall be consistent with the language and intent of the Charter, the Bylaws, and the Rules and Regulations. Any contradictory or inconsistent language is unauthorized and without effect.

# ARTICLE II. THE NATIONAL COUNCIL

## GENERAL

### Section 1.

In accordance with the provisions of sections 1 and 2 of the Act of Congress, approved June 15, 1916, entitled "An Act to Incorporate the Boy Scouts of America and for Other Purposes," giving the incorporators therein named the power to provide for the election of their associates and successors, the incorporators, and all persons who were duly elected and qualified as members of the National Council herein provided for their successors duly chosen, shall constitute the corporate membership of the Boy Scouts of America, to be known and designated collectively as the National Council of the Boy Scouts of America.

## MEMBERS OF THE NATIONAL COUNCIL

### Section 2.

#### General

*Clause 1.* The National Council of the Boy Scouts of America shall consist of elected and ex officio members as provided for in these Bylaws. All members, except honorary members and commissioned professional Scouters, may vote.

#### Eligibility Requirements

*Clause 2.* No person shall be eligible for membership on the National Council who is not a citizen of the United States or has not taken the preliminary legal steps to become a citizen of the United States.

*Clause 3.* A commissioned professional Scouter is ineligible for voting privileges on the National Council.

#### The Election and Designation

*Clause 4.* Members of Executive Board. All persons elected members of the Executive Board shall upon their election become voting members of the National Council for the term of their election as members of the Executive Board.

*Clause 5.* Members of Regional Executive Committees and Area Commissioners. Persons serving as members of a regional executive committee and area commissioners shall be members of the National Council during their respective terms.

*Clause 6. Local Council Representatives.* The duly elected president and council commissioner of a local council shall, during their terms of office, be members of the National Council. Each local council may, in addition, elect one of its members as a member of the National Council for every 5,000 youth members (Cub Scouts, Scouts BSA, and Venturers), or major portion thereof (2,501 or more), enrolled as of December 31 of the preceding year according to the records of the corporation. Local councils shall certify as to the election of National Council members so elected and to their terms on forms provided for that purpose.

*Clause 7. Members at Large.* Members at large of the National Council may be elected by the National Council at its annual meeting to serve for 1 year. Persons who become members of national support committees and members of regional committees as defined under article V, section 2 hereof, shall be members at large of the National Council during their respective terms.

*Clause 8. Honorary Members.* Honorary membership in the Boy Scouts of America shall consist of such citizens of the United States as may be elected thereto by the National Council for terms of 1 year in the furtherance of the program of the Boy Scouts of America.

### **Credentials of Members**

*Clause 9.* The National Council shall issue certificates of membership and voting credentials to all voting members of the National Council indicating their right to participate and to vote at the annual meeting of the National Council. Votes shall be cast in person at the meeting and not by proxy.

## **MEETINGS OF THE NATIONAL COUNCIL**

### **Section 3.**

#### **Regular Meetings**

*Clause 1. General.* The National Council shall meet annually inside or outside of the District of Columbia at such time and place as may be determined by the Executive Board, for the purpose of delivering the annual reports of the officers and various committees of the National Council, electing members at large and honorary members of the National Council and regular members of its Executive Board, and transacting such other business as may come before the meeting. In the event of a national emergency or other circumstances making it impractical for the meeting to be held in person, the National Executive Committee may authorize the meeting to be held by other means, including virtually or by telecommunications. In such an event an amended notice shall be sent even if less than 30 days before the meeting. The National Chair shall determine what business is appropriate to come before the meeting. The Executive Board may, in its sole discretion, present matters of significance to the movement for a binding referendum vote of the National Council at the annual meeting and any such matter shall be described in the required notice of the annual meeting.

*Clause 2. Notice.* A notice of the annual meeting shall be mailed or sent by electronic mail to each member of the National Council at least 30 days in advance thereof, indicating the time and place of the meeting.

## **Special Meetings**

*Clause 3.* Special meetings of the National Council may be called by the Executive Board at any time and shall be called within 90 days upon the request of at least 5% of the members of the National Council (such request specifying the object of such a special meeting) to be held at such place as the National Chair shall determine, provided, however, that a notice of such meeting, indicating the place and object thereof, shall be mailed to each member of the National Council at least 30 days in advance of the meeting. The business of the meeting shall be limited to the matters included in the notice of the meeting.

## **Quorum**

*Clause 4.* Five percent of the members of the National Council present in person shall constitute a quorum for all purposes.

## **Voting**

*Clause 5.* At any meeting of the National Council, each member present shall be entitled to one vote.

## **Guests**

*Clause 6.* Honorary members of the Boy Scouts of America and such other persons as may be specially invited may attend meetings of the National Council but shall have no vote.

# ARTICLE III. THE EXECUTIVE BOARD

## POWERS, DUTIES, AND INTERPRETATION

### Section 1.

#### Authority of the Executive Board

*Clause 1.* The Executive Board shall, in accordance with the provisions of its Charter and these Bylaws, be the governing body of the Corporation, manage its affairs, elect its officers, and be the final reviewing authority with respect to all matters whatsoever which may arise at any level within the Scouting movement, which in its judgment should be reviewed.

#### Interpretation

*Clause 2.* For the purpose of these Bylaws, the phrase “the whole Executive Board” shall mean the number of members on the Executive Board at the time actually holding office and vacancies shall not be included. The Executive Board shall have the following reserved powers that may not be delegated to a committee: amending these Bylaws; changing the mission or purpose of the Corporation; approving nominations to and filling vacancies on the Executive Board and its standing committees; electing officers; approving any merger or dissolution; approving the sale, mortgage, pledge, or transfer of substantially all of the assets of the Corporation; increasing or materially changing the indebtedness of the Corporation beyond any previously authorized level; or authorizing distributions from the Corporation.

## MEMBERSHIP

### Section 2.

The Executive Board of the Corporation shall consist of:

#### Regular Members

*Clause 1.* Not to exceed 64 regular members who shall be elected at the annual meeting of the Corporation for 1-year terms. The number of board members comprising the Executive Committee shall not be included in the regular member total.

Effective the later of May 2021, or the first National Annual Meeting following the Corporation’s emergence from Chapter 11, the Executive Board shall be comprised of not more than 40 regular members, including members of the Executive Committee, who shall be elected at the annual meeting of the Corporation for 1-year terms. Ex officio members shall not be included in the regular member total.

#### Ex Officio Voting Members

*Clause 2.* Ex officio voting members of the Executive Board shall include:

- (a) All former National Chairs and Volunteer National Presidents for so long as they annually attend at least one meeting of the Executive Board.
- (b) Chair of the National Boy Scouts of America Foundation.

## ELECTION OF REGULAR MEMBERS; ELECTION, VACANCIES

### Section 3.

*Clause 1.* At each annual meeting of the National Council, regular members of the Executive Board shall be elected to serve for a term of 1 year, commencing after the National Annual Meeting, or until their successors have been elected and have qualified.

*Clause 2.* Where vacancies occur, because of resignation or otherwise, of members before the expiration of their term of office, such vacancies may be filled for the unexpired period of the term by nomination by the Governance and Nominating Committee and confirmation by a majority vote of the remaining members of the Executive Board.

## MEETINGS

### Section 4.

#### Regular Meetings

*Clause 1.* The Executive Board will meet at least three times annually at such times and places as may be designated by the Executive Board, with no more than one meeting during any calendar quarter. One meeting a year shall coincide with the National Council annual meeting.

*Clause 2.* Each Executive Board member must attend a minimum of two board meetings during each term in office. Any vacancy created under this clause may be filled in accordance with the Charter and Bylaws of the Corporation.

#### Special Meetings

*Clause 3.* Special meetings of the Executive Board may be called at any time by the National Chair or by 10 or more members. The call of the meeting shall state the purpose, and no other business not included in the notice of the call shall be transacted.

#### Notice

*Clause 4.* A notice of all Executive Board meetings shall be sent to each member at least 2 weeks in advance of any such meeting.

#### Quorum

*Clause 5.* One-half of the members of the Executive Board, present in person, shall constitute a quorum.

#### Majority Voting and Abstentions Due to Conflict of Interest

*Clause 6.* Except as required by law or specific provision by these Bylaws, a proposed action shall be deemed approved upon the affirmative vote of a majority of those voting. Additionally, if prior to a vote a member discloses that the member will not vote due to a perceived conflict of interest and asks that the minutes reflect that the member abstained from voting, the abstention shall not be considered in determining whether a quorum is present or the majority of votes cast.

## **ELECTRONIC COMMUNICATIONS**

### **Section 5.**

Electronic communications, records, and signatures may be used in connection with all matters contemplated by these 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.

## **TELECOMMUNICATION MEETINGS**

### **Section 6.**

The Executive Board or any committee or subcommittee thereof may meet by telecommunication. Action taken at any such meeting shall be recorded and, if required, the record signed by all members participating and filed as the official minutes of such meeting. All notice and quorum requirements shall apply to such meetings provided that the signing of the record of the action taken shall constitute a waiver of notice by persons so signing.

## **COMMITTEES OF THE EXECUTIVE BOARD**

### **Section 7.**

#### **General**

*Clause 1.* The committees of the Executive Board shall consist of an Executive Committee, and other governance standing committees of the Executive Board which shall, though separately structured, have such powers as shall be conferred or authorized by these Bylaws. In addition, the Executive Committee may authorize subcommittees of the standing committees. The National Chair may also appoint ad hoc committees and task forces to handle special assignments. Governance standing committee members shall be appointed by the National Chair.

*Clause 2. Duties and Quorum.* The duties and responsibilities of governance committees of the Executive Board shall be prescribed in these Bylaws, in the Rules and Regulations, and/or by approval of the Executive Board. Except as otherwise herein provided, a majority of the members of any standing committee or subcommittee, exclusive of ex officio members, present in person shall constitute a quorum. Once a quorum is present the departure of one or more members shall not invalidate the meeting.

## **Executive Committee**

*Clause 3.* Delegation of Authority to Executive Committee. Except for the powers reserved to the Executive Board, the duty and authority to manage the affairs of the Corporation shall be vested in the Executive Committee. The Executive Committee may not take any of the actions specifically reserved to the Executive Board in section 1 of this article. The Executive Committee may authorize the creation and management of affiliated organizations to engage in activities that directly or indirectly support the Corporation's and local councils' ability to achieve the mission of Scouting, provided, however, that any such action shall be reported to the Executive Board at the meeting following any such action.

*Clause 4.* National Key 3. The National Chair, National Commissioner, and Chief Executive Officer shall be known as the National Key 3. The National Key 3 shall be responsible for addressing issues which arise between meetings of the Executive Committee and for addressing such other matters and having such responsibilities as set forth by the Executive Committee. The National Key 3 will report to the Executive Committee on its significant actions at the Executive Committee's meetings.

*Clause 5.* Membership. The Executive Committee shall be comprised of 12 members including: National Chair, National Chair-elect, National Commissioner, Immediate Past National Chair, Standing Committee Chairs, Chief Executive Officer, and two members-at-large recommended by the National Chair or National Chair-elect. A board member normally will not serve in any office on the Executive Committee for more than four 1-year terms or on the Executive Committee for more than 10 consecutive years. A member of the Executive Committee shall not simultaneously serve as a member of any local council executive board.

*Clause 6.* Meetings. Meetings of the Executive Committee may be called at any time by the National Chair and shall be called by the National Chair within 30 days upon the request of three or more members of the Committee. It shall be the general practice of the Executive Committee to meet at least three times annually.

## **Governance Standing Committees**

*Clause 7.* The governance standing committees shall be: Audit and Risk Management Committee; BSA Mission, Reputation, and Strategy Committee; Diversity Committee, Finance Committee, Governance and Nominating Committee, and Human Resources Committee. The Chair-Elect may chair the Corporate Mission and Reputation Committee.

*Clause 8.* Each member of the Executive Board not otherwise assigned a position of responsibility shall serve as a member of one standing committee. Each Executive Board member must attend a minimum of 50% of the meetings of the governance standing committee that the board member is assigned to during each term of office. The National Chair shall appoint new members of the Executive Board to serve on a committee immediately following their election. Standing committees shall have charters setting forth the committee's authority and responsibilities in accordance with any specific provisions of these Bylaws. Charters shall be approved by the Executive Committee. Governance standing committees shall be supported by one or more staff members assigned by the Chief Executive Officer with the approval of the National Chair. The chair of a standing committee may invite non-board members who have experience or knowledge that will enhance the committee to serve as advisory, nonvoting members with the approval of the National Chair. Any such advisory member shall be required to sign a nondisclosure agreement.

## **Special Requirements for Governance and Nominating Committee**

*Clause 9. General Duties.* The Governance and Nominating Committee shall make nominations at the annual meetings of the National Council for members-at-large and honorary members of the National Council, regular members of the Executive Board, standing committee chairs, chairs of special committees, and the International Commissioner. The Governance and Nominating Committee shall report its nominations for positions on the Executive Committee and others as required at the first meeting following the election of the Executive Board.

*Clause 10.* The Immediate Past National Chair shall serve as the Chair of the Governance and Nominating Committee. No member of the Governance and Nominating Committee shall be eligible for reappointment for more than three consecutive terms. No member of the Governance and Nominating Committee shall be eligible for nomination as a member of the Executive Committee.

*Clause 11. Submission of Names.* The names of possible candidates may be submitted by members of the National Council in writing to the Governance and Nominating Committee for its consideration. The Governance and Nominating Committee will submit nominations:

- (a) To any meeting of the National Council for members at large and honorary members of the National Council and for members of the Executive Board.
- (b) To the Executive Board to fill vacancies in its membership as prescribed in article III, section 3, clause 2.
- (c) To the Executive Board for honorary officers, and, prior to the annual meeting of the National Council, for members of the Executive Committee, regional presidents, and regional presidents-elect.

*Clause 12.* The Governance and Nominating Committee shall be given full information concerning all such candidates, together with advice from the Chief Executive Officer.

*Clause 13.* The Governance and Nominating Committee shall review and, subject to the Governance and Nominating Committee's approval, accept nominations from the regional nominating committees for regional presidents who shall be elected in the same manner as other members of the Executive Board.

*Clause 14.* A member of the Executive Board whose position has been vacated pursuant to article III, section 3, clause 2 shall be renominated to the Executive Board only with the approval of the Executive Committee.

*Clause 15. Committee Procedures.*

- (a) On request of any member of the Governance and Nominating Committee, voting shall be by written ballot.
- (b) During the actual voting for the selection of members of the Executive Committee and Executive Board, the Governance and Nominating Committee may, on an affirmative vote of the majority of its members, meet in executive session.

### **Specific Requirements for Audit and Enterprise Risk Management Committee**

*Clause 16.* The Audit and Enterprise Risk Management Committee shall fulfill the Executive Board's fiduciary responsibilities relating to accounting and financial matters, financial reporting practices, and internal accounting and financial controls. The members shall be knowledgeable on financial and/or risk management matters. The Audit and Enterprise Risk Management Committee shall:

- (a) Recommend independent auditors to the Executive Committee for its selection.
- (b) Recommend to the Executive Board the approval and issuance of the Annual Report of the Treasurer together with the audited financial statements.
- (c) Discuss with the independent auditors the scope of their audit and their fees.
- (d) Discuss with the independent auditors, the internal auditor, and the appropriate administrative officers the Corporation's accounting principles, policies, practices, and reporting policies and practices.
- (e) Discuss with the independent auditors and the internal auditor the results of their audits.
- (f) Discuss with the independent auditors, the internal auditor, and the administrative officers the adequacies of the Corporation's accounting, financial, and operating controls.
- (g) Discuss with the administrative officers, the internal auditor, and the independent auditors any proposed accounting policies which are of sufficient significance to be passed upon by the Executive Board.
- (h) Report to the Executive Board any recommendations and observations with regard to significant financial and accounting matters brought to its attention.

### **Special Committees of the Executive Board**

*Clause 17.* The National Court of Honor Committee and National Eagle Scout Association shall be chaired by members of the Executive Board who are not members of the Executive Committee. The National Executive Committee shall approve the charters for those committees.

*Clause 18.* A Resolutions Subcommittee of the Governance and Nominating Committee shall review and determine whether any resolution proposed by a member of the National Council is appropriate for discussion at the National Council annual business meeting or whether any such matter should be referred to another committee or dealt with in some other appropriate manner. The Chair of the Governance and Nominating Committee shall appoint members of the Resolutions Subcommittee.

*Clause 19.* The International Committee is a special committee authorized to represent the Corporation in connection with the World Scouting Organization and to support other international initiatives authorized by the Executive Committee. The International Commissioner shall serve as the chair and appoint members of the International Committee.

## **Advisory Council**

Clause 20. There shall be an Advisory Council to the Executive Board composed of members of the National Council and United States citizens who, because of experience, have a particular expertise that would benefit the national movement and are elected to membership on the Advisory Council by a two-thirds vote of the members of the Executive Board present at any meeting. The Advisory Council shall meet annually.

Clause 21. The Chair of the Advisory Council shall be appointed by the National Chair with the approval of a majority of the Executive Board, to serve for a term not exceeding 1 year or until a successor has been appointed and has qualified. The Chair of the Advisory Council shall be an ex officio voting member of the Executive Board.

Clause 22. The Advisory Council shall be responsible to the Executive Board, acting in an advisory capacity on matters of major national concern. The Advisory Council also may be requested by the Executive Board to carry out specific projects.

Clause 23. Members of the Advisory Council shall receive notice of all such meetings of the Executive Board and be entitled to attend but not to vote.

*Clause 24.* Prior to the 2021 National Annual Meeting, the Chief Executive Officer and National Chair shall review the composition of the Advisory Council and determine how to best utilize the expertise of the Advisory Council members and request that the current members accept responsibilities on national committees, subcommittees and task forces. An Advisory Council will not be nominated or elected in 2021 and thereafter Clauses 20-24 of this section 7, Article III shall be stricken without further action being required.

# ARTICLE IV. VOLUNTEER LEADERSHIP, CORPORATE OFFICERS, AND HONORARY POSITIONS

## VOLUNTEER LEADERSHIP

### Section 1.

#### Volunteer Leadership

*Clause 1.* The National Chair, National Commissioner, and chairs of governance standing committees shall be members of the Executive Board and thereafter elected annually by the Executive Board to serve for 1 year or until their successors have been elected and have qualified. An individual normally will not (a) serve as National Chair for more than two 1-year terms or (b) serve in any other position on the Executive Committee for more than four terms.

#### National Chair

*Clause 2.* The National Chair shall serve as chair of meetings of the National Council, the Executive Board, and the Executive Committee. The National Chair shall be a member ex officio of all committees, other than the Governance and Nominating Committee, and shall perform such duties as are or may be assigned by the Executive Board.

#### National Chair-Elect

*Clause 3.* A National Chair-elect may be elected annually and may serve as the chair of a governance standing committee.

#### Immediate Past National Chair

*Clause 4.* The Immediate Past National Chair shall be confirmed annually and serves as chair of the Governance and Nominating Committee.

#### Governance Standing Committee Chairs

*Clause 5.* The governance standing committee chairs shall be elected annually. Committee chairs shall chair their assigned committees and perform such additional functions as may be assigned to them by the Executive Committee. The Executive Board may designate one of the governance standing committee chairs to serve as National Chair only during the absence or inability of both the National Chair and the National Chair-elect.

#### National Commissioner

*Clause 6.* The National Commissioner shall represent the Boy Scouts of America in national affairs, be the chief morale officer of the Boy Scouts of America and represents the commissioner service team.

## **International Commissioner**

*Clause 7.* The International Commissioner shall be a member of the Executive Board and shall represent the Boy Scouts of America in international affairs and serve as chair of the International Committee.

## **CORPORATE OFFICERS**

### **Section 2.**

*Clause 1.* The officers of the Corporation shall be the following employees: President, who shall be the Chief Executive Officer; Treasurer, who shall be the Chief Financial Officer; and Secretary, who shall be the General Counsel.

### **President and Chief Executive Officer**

*Clause 2.* The President and Chief Executive Officer shall be appointed by and shall serve at the pleasure of the Executive Board. The Chief Executive Officer shall be a voting member of the Executive Committee, oversee the National Operations Leadership Committee, and be an ex officio nonvoting member of all other committees except the Governance and Nominating Committee, where the Chief Executive Officer shall serve as staff advisor. If the Chief Executive Officer is a commissioned professional, he or she may also hold the title of Chief Scout Executive. If the Chief Executive Officer is not a commissioned professional, the Chief Executive Officer shall have the authority, rights, privileges of the Chief Scout Executive. However, with the approval of the Executive Committee, the Chief Executive Officer may appoint a commissioned professional to hold the position of Chief Scout Executive and assign such duties as may be in the best interests of the Corporation.

*Clause 3.* The Chief Executive Officer shall have authority over the management and operations of the Corporation, subject to these Bylaws, the Rules and Regulations of the Boy Scouts of America, and the authority and direction of the Executive Committee.

*Clause 4.* The Chief Executive Officer shall have general authority to execute documents on behalf of the Corporation subject to any limitations prescribed by the Executive Committee or Executive Board. The Chief Executive Officer may delegate, as deemed appropriate, his authority to execute documents to any other staff officer or employee. The Chief Executive Officer, Executive Committee, or Executive Board may require a countersignature or adopt other policies with respect to the execution of documents as may be considered appropriate.

*Clause 5.* The Chief Executive Officer shall prepare an annual plan outlining operational goals and strategies for the Corporation. The plan shall be submitted to the Executive Committee for approval at the National Annual Meeting. The plan shall include the volunteer support committees and reporting structure.

*Clause 6.* The Chief Executive Officer shall submit a written report to the Executive Committee and Executive Board in advance of the regularly scheduled meetings of the governance standing committees on progress made on the approved annual plan as well as other matters of interest or significant developments. Significant proposed operational or program changes shall be submitted by the Chief Executive Officer to the Executive Committee for approval.

*Clause 7.* The Chief Executive Officer shall prepare an annual report of the Boy Scouts of America for each calendar year and, with the approval of the Executive Board, shall transmit it to Congress, as required by the provisions of the federal Charter, and shall present it to the National Council at the time of its annual meeting.

### **Chief Financial Officer and Treasurer**

*Clause 8.* The Chief Financial Officer shall serve as Treasurer and shall monitor the financial affairs of the Corporation. The Chief Financial Officer shall utilize a system of internal controls and shall be responsible for the recording and deposit of all receipts of the Corporation, for the proper disbursements of its cash, and for control over all assets of the Corporation, whether real or personal, tangible or intangible, however acquired. The Chief Financial Officer shall provide periodic financial reports as requested by the Executive Committee, Executive Board, or Finance Standing Committee. The Chief Financial Officer shall prepare a report at the end of each calendar year of the expenses and revenues, together with a statement of assets, liabilities, reserves, and funds of the Corporation as at the end of that calendar year, these statements first having been duly audited by independent public accountants approved by the Executive Committee. The Chief Financial Officer shall serve as staff advisor to the Finance Standing Committee and may serve as the chair of any budget subcommittee or task force.

### **Secretary**

*Clause 9.* The General Counsel shall serve as Secretary of the Corporation and shall see that notices are sent to those elected as members of the National Council and to those appointed as members of the governance standing committees. The General Counsel shall serve as staff advisor for governance matters before the Governance and Nominating Standing Committee.

Clause 10. If the Corporation employs a Deputy General Counsel, then the Deputy General Counsel shall serve as Assistant Secretary of the Corporation.

### **Section 3.**

#### **NATIONAL OPERATIONS LEADERSHIP COMMITTEE AND OPERATIONS SUPPORT COMMITTEES**

*Clause 1.* The purpose of the National Operations Leadership Committee is to assist in carrying out the mission of the Corporation by providing input and recommendations to the Chief Executive Officer and to assist in the execution of field operations and program delivery. The purpose of the National Operations Leadership Committee's support committees is to provide subject matter expertise and to help execute the annual plan of the National Operations Leadership Committee. The National Operations Leadership Committee shall report to the Chief Executive Officer.

*Clause 2.* The National Operations Leadership Committee shall be comprised of 13 members who are the co-chairs, the chairs the support committees, and volunteer chair elect. The Committee shall be co-chaired by a member of the Executive Board, who is not a member of the Executive Committee, proposed by the Chief Executive Officer and confirmed by the National Executive Committee and a commissioned professional appointed by the Chief Executive Officer. It shall advise the Chief Executive Officer and, when appropriate, make recommendations to the National Executive Committee. Members of the National Operations Leadership Committee shall be supported by staff advisors who may attend and participate in all meetings. While the Chief Executive Officer is responsible for reporting on program and operational

matters to the governance standing committees, if a majority of the volunteer members of the Committee recommends a matter be reported to the Executive Committee, the Chief Executive Officer shall include the matter in his or her next report. The Chief Executive Officer shall submit a program and operations support committee structure to accompany the proposed annual goals and strategy for approval by the Executive Committee at the National Annual Meeting. The National Commissioner shall be an ex officio voting member of the National Operations Leadership Committee.

*Clause 3.* Support and subcommittees shall be governed by committee charters setting forth each committee's purpose, authority, annual goals, and action items. Charters shall be approved by the co-chairs. The staff advisors assigned by the Chief Executive Officer shall be responsible for coordinating the efforts of each committee as well as coordination with other committees or staff advisors. Unless specifically set forth in the committee charter, support committees will have no approval authority.

Support committees may be supported by subcommittees and task forces. Those subcommittees and task forces should be focused based upon areas of expertise, and members should possess the skill and knowledge necessary to assist in formulating policies, guidelines, program procedures, and related publications.

Support committees should typically meet in person or by telephone or digital conference or the equivalent on a quarterly basis. Agendas and minutes for committee meetings shall be prepared and submitted as directed by the Chief Executive Officer.

*Clause 4.* Support and subcommittee chairs should normally not be members of the Executive Board and shall not be members of the Executive Committee. Chairs shall be appointed by the Chief Executive Officer subject to the approval of the National Chair. Committee members shall be appointed to 1-year terms based upon staff recommendations in consultation with committee chairs and the approval of the Chief Executive Officer. Committee members shall be considered members of a national support committee and members of the National Council. Chairs should typically serve as chairs no more than 3 consecutive years. Committee and subcommittee members should typically serve a maximum of 8 years.

Support committee members may be selected based upon their experience and appropriate expertise in the committee's general area of responsibility. Committee members may include persons with no prior affiliation with Scouting. However, committee members must be registered Scouters during their period of service.

## NATIONAL OPERATIONS COUNCIL

### **Section 4.**

The National Operations Council's purpose is to provide recommendations to the National Operations Leadership Committee regarding field operations and program and to review, consider and provide feedback on specific areas as requested by the National Operations Leadership Committee or the Chief Executive Officer. The National Operations Council shall be comprised of not more than 50 members, including the chairs of the support committees, chair of the Order of the Arrow, the chair of Learning for Life, at least four youth members, including the elected youth member national leaders of the Order of the Arrow, Venturing and Sea Scouts and selected members of the Scout Executives Advisory Committee. The Chair-Elect of the National Operations Leadership Committee shall serve as the Chair of the National Operations Council. and the Chair, with the approval of the National Operations and Program Committee,

may appoint additional at-large members to the National Leadership Council for 1-year terms coinciding with the National Annual Meeting so long as the total number of members does not exceed 50. The terms of the chair and members of the National Operations Council should normally be limited in the same manner as the terms as members of the of the National Operations Leadership Committee.

## HONORARY POSITIONS

### Section 5.

*Clause 1.* With consent, the current President of the United States may be elected to Honorary National President. Such election shall be by the Executive Board upon the recommendation of the Governance and Nominating Committee.

*Clause 2.* A living, former National Chair or National President who no longer renders active service may request the honorary position of “Chair Emeritus” and shall be entitled to hold such position upon the approval of the Executive Board.

*Clause 3.* Those holding honorary positions under this section are under no obligation to render active service and are not corporate officers or members of the Executive Board in any legal or regulatory sense.

# ARTICLE V. REGIONAL ORGANIZATION

## REGIONS

### Section 1.

#### General

*Clause 1.* Geographical areas within and without the United States may be divided into administrative units to be known as regions. The number of such regions, their geographical boundaries, and their designation shall be determined by the Executive Committee.

#### Responsibilities

*Clause 2.* Each region shall have a regional executive committee that is responsible for the achievement of approved goals and for the effective operation of each of its councils. The region is responsible for assessing and improving the performance of each council in the region. The region may issue conditional charters to councils within the region as deemed appropriate. Subject to the approval of the National Key 3, the region may realign councils and their territories and issue transitional charters. The region is responsible for assuring sufficient qualified volunteer and professional leadership in each area and council. The National Executive Committee retains the authority to take any action otherwise delegated to the regions under this Article.

## REGIONAL COMMITTEES

### Section 2.

#### Organization

*Clause 1.* Subject to these Bylaws, the Rules and Regulations, and the general control of the Executive Board, each region shall implement national policy and program through a regional committee.

#### Membership

*Clause 2.* Regular Members. The membership of the regional committee shall consist of members of the National Council residing in the region and such additional members as may be elected by the regional committee.

#### Meetings

*Clause 3.* Each regional committee shall meet once a year at such time and place as the regional executive committee or president may direct.

## REGIONAL BOARD

### Section 3.

#### General

*Clause 1.* The regional board, consisting of the regional executive committee plus not more than 50 regular members at large elected annually by the regional committee, shall be the body of the region that reviews matters regarding the Scouting movement as presented or requested by the regional executive committee. Each member at large must hold some specific committee or other regional assignment.

*Clause 2.* Each regional board member must attend a minimum of one board meeting each calendar year during each term in office. In the event a board member fails to meet this minimum requirement, said board member's position shall be vacated unless the regional executive committee specifically votes to retain the board member as a member of the regional board.

#### Youth Members

*Clause 3.* Youth program participants may be appointed by the regional president with the approval of the regional board to serve as members of the regional board, subject to the following criteria:

- (a) The term of appointment shall be for 1 year.
- (b) A youth program participant may be reappointed for a second 1-year term.
- (c) At no time will the aggregate number of youth members exceed five.

*Clause 4.* Each regional board shall meet at least annually at such times and places as the regional president may direct for planning of regional events and activities and for meetings of the regional standing committees for training and planning council service.

## REGIONAL EXECUTIVE COMMITTEE

### Section 4.

#### General

*Clause 1.* The regional executive committee shall consist of the elected officers, including the regional president, regional commissioner, regional vice presidents, the area presidents, and the chairs of the regional standing committees as appointed by the regional president, and the regional director. The regional executive committee shall have and may exercise the authority over all matters to which the region is assigned responsibility. The regional presidents shall provide recommendations and report to the Executive Committee on actions taken in connection with the issuance of conditional charters. Any realignment of council territories and issuance of transitional charters shall be approved in advance by the National Key 3. Any recommendation on charter revocation must be made to the Executive Committee.

#### Meetings

*Clause 2.* Each regional executive committee shall meet twice annually at such times and places as the regional president may direct.

### **Authority to Require Council Improvement Plans**

*Clause 3.* The regional executive committee shall have the authority to require councils to adopt improvement plans so as to achieve goals established by the region and aligned with the goals of the Corporation. The improvement plan may be accompanied by a conditional charter.

### **Regional Key 3**

*Clause 4.* The regional president, regional commissioner, and regional director shall be known as the regional Key 3. The regional Key 3 shall be responsible for addressing issues which arise between meetings of the regional executive committee and for addressing such other matters and having such responsibilities as set forth by the regional executive committee. The regional Key 3 will report to the regional executive committee on its significant actions at the regional executive committee's meetings.

## **REGIONAL DIRECTOR**

### **Section 5.**

The regional director of field operations shall serve as secretary of the regional committee, the regional board, the executive committee, and the standing committees.

## **REGIONAL OFFICERS**

### **Section 6.**

#### **Regional President**

*Clause 1.* One member of each regional committee shall annually be elected regional president. Regional presidents shall be nominated and elected in the same manner as other members of the Executive Committee. The regional president shall serve as the chair of the regional committee, regional executive board and as an ex officio member of regional committees, other than the regional nominating committee.

*Clause 2.* One member of the regional committee shall annually be elected regional president-elect, who shall perform such duties as may be assigned by the regional president or regional executive 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 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 Executive Officer 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 his or her 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 or her 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 approve requirements or guidelines regarding the employment, commissioning and decommissioning of professionals. The Chief Executive Officer is responsible for overseeing the commissioning and decommissioning of all professionals and, in the absence of requirements approved by the Executive Committee, shall exercise discretion in administering the commissioning and decommissioning process.

*Clause 4. Scout Executives.* The Chief Executive Officer shall separately issue commissions to certify qualified professionals to serve as council Scout executives. The Chief Executive Officer may refuse to certify as qualified or remove the certification of any council Scout executive when, in the sole discretion of the Chief Executive Officer, it is determined that they are no longer qualified to hold that certification. If authorized by Guidelines approved by the National Executive Committee, in exceptional circumstances the Chief Executive Officer may authorize a local council to employ a chief executive officer who is not a commissioned professional or certified or eligible to be certified as a Scout executive. An individual who is not a commissioned professional may not use the title Scout Executive.

### **Employment**

*Clause 5. Authority of the Chief Executive Officer.* The Chief Executive Officer is, subject to these Bylaws, the Rules and Regulations, and guidelines approved by the Executive Committee, authorized to appoint and remove all employees of the Corporation and to direct their work.

# ARTICLE IX. POLICIES

## POLICIES

### Section 1.

#### **Declaration of Religious Principle**

*Clause 1.* The Boy Scouts of America maintains that no member can grow into the best kind of citizen without recognizing an obligation to God. In the first part of the Scout Oath the member declares, "On my honor I will do my best to do my duty to God and my country and to obey the Scout Law." The recognition of God as the ruling and leading power in the universe and the grateful acknowledgment of His favors and blessings are necessary to the best type of citizenship and are wholesome precepts in the education of the growing members. No matter what the religious faith of the members may be, this fundamental need of good citizenship should be kept before them. The Boy Scouts of America, therefore, recognizes the religious element in the training of the member, but it is absolutely nonsectarian in its attitude toward that religious training. Its policy is that the home and the organization or group with which the member is connected shall give definite attention to religious life.

#### **Activities**

*Clause 2.* The activities of the Boy Scouts of America shall be carried on under conditions which show respect to the convictions of others in matters of custom and religion, as required by the twelfth point of the Scout Law, reading, "Reverent. A Scout is reverent toward God. He is faithful in his religious duties. He respects the beliefs of others."

#### **Freedom**

*Clause 3.* In no case where a unit is connected with a church or other distinctively religious organization shall members of other denominations or faiths be required, because of their membership in the unit, to take part in or observe a religious ceremony distinctly unique to that organization or church. However, no church or religious organization holding a valid charter shall be required to accept as an adult leader any person whose espoused personal beliefs are in conflict with the chartered organization's religious principles.

#### **Leaders**

*Clause 4.* Only persons willing to subscribe to these declarations of principles shall be entitled to certificates of leadership in carrying out the Scouting program.

*Clause 5.* Rules and Regulations approved by the Executive Board or Executive Committee shall be considered no less important to the Corporation merely because they are not specifically set forth in the Bylaws.

# ARTICLE X. PROGRAM

## PROGRAM OBJECTIVES

### Section 1.

The program shall be one designed to achieve objectives in character development, citizenship training, leadership, and mental and physical fitness.

In its several phases the program shall be adapted to the groups into which program participants are divided and shall be as set forth from time to time in these Bylaws, Rules and Regulations, and other publications of the Corporation.

In all activities, emphasis shall be placed upon practice in daily life of the principles of the Scout Oath. In association with suitable adult leadership, members registered in Scouting will be guided to develop traits of character which are expressed in self-reliance, consideration of and help to others, personal courage, and above all in lives of useful citizenship.

# ARTICLE XI. BUSINESS

## FINANCE

### Section 1.

#### Expenses

*Clause 1.* The necessary expenses of the Corporation shall be met from the receipts from annual registration fees and contributions; from the proceeds from sales of publications and supplies; and from such other sources as may be determined by the Corporation.

#### Contributions

*Clause 2.* Contributions shall be solicited in the name of the Boy Scouts of America only through or by the authority of the Corporation and shall be limited to the National Council or chartered local councils, in accordance with these Bylaws and Rules and Regulations of the Corporation. Youth members shall not be permitted to serve as solicitors of money for chartered organizations, for the local council, for the National Council, for corporate sponsors, or in support of other organizations. Adult leaders and youth members shall not be permitted to serve as solicitors in support of personal or unit participation in local, national, or international events.

#### Fundraising

*Clause 3.* Youth members may sell products as part of an approved fundraising project if (i) the nature of the product is consistent with the values and purpose of the Corporation; (ii) the value of the product is commensurate with the price at which it is offered; and (iii) it is in accordance with the Bylaws and Rules and Regulations of the Corporation. Furthermore, any product that is sold or offered for sale as part of an approved fundraising project and bears any emblems, logos, brands, or other designating marks associated with the Boy Scouts of America must be manufactured by a BSA licensee authorized by the Corporation to use such designating marks in that manner on those specific products. No youth member shall engage in such sales of products for more than 12 total weeks during any one 12-month period.

#### Deposit of Funds

*Clause 4.* All funds shall be deposited in such depositories as shall be approved by the Executive Board.

#### Custody of Securities

*Clause 5.* The securities of the Corporation shall be deposited in any such deposit vault or vaults or with such bank or banks, trust company or trust companies, or such other depositories, and access thereto shall be provided as may from time to time be determined by the Executive Board. Access to the securities may be had as provided in the Rules and Regulations or by resolution of the Executive Board and not otherwise.

They may be examined or withdrawn by such officer or officers or other employees of the Corporation as may from time to time be designated by the Executive Board. The Executive Board by resolution may authorize any two members of the Executive Board of the Corporation to have access to the securities for the purpose of audit or such other purpose as it may specify in the resolution.

### **Checks, Notes, Etc.**

Clause 6. Except as otherwise provided by law or in these Bylaws, all checks, drafts, notes, 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.

### **DEEDS, CONTRACTS, BONDS, ETC.**

#### **Section 2.**

#### **Authority to Execute Documents**

Except as otherwise provided by law or in these Bylaws, officers of the Corporation shall sign, in the name and on behalf of the Corporation, all deeds, bonds, contracts, or mortgages. Provided, however that the execution of such documents relating to the powers reserved to the Executive Board in Article III, Section 1, Clause 2, shall be authorized by the Executive Board, separately and specifically beforehand.

# ARTICLE XII. SPECIAL SITUATIONS

## EXPERIMENTAL PROGRAMS

### Section 1.

From time to time the Executive Board may wish to authorize experimental programs to determine how best to achieve the purpose of the Boy Scouts of America under changing conditions. If such experimental programs are in any manner inconsistent with these Bylaws, the programs shall be adopted only in accordance with the procedures established in the Rules and Regulations.

## OVERSEAS SCOUTING

### Section 2.

#### General

*Clause 1.* To further its objectives of extending membership privileges to citizens of the United States in other parts of the world, the Corporation authorizes the registration of youth members and leaders and the establishment of units in areas lying outside of the jurisdiction of any local council.

#### Policy of Cooperation

*Clause 2.* To foster and strengthen the close and friendly relationship that exists between the Boy Scouts of America and other Scout associations, members and leaders of units will work in close harmony with their fellow Scouts and Scouters in the area.

#### Services

*Clause 3.* Administration, organization, program, and training services shall be furnished by the International Division of the Corporation with the cooperation of region, area, or council where such can be utilized.

#### Deviations

*Clause 4.* To the extent feasible, the provisions of the Bylaws, Rules and Regulations, and policies of the Corporation relating to its domestic units shall apply to Direct Service units. It is recognized that as the application of certain of these may be impractical, their waiver or modifications will be permitted. Also due to varying conditions, it is recognized that such waiver and modification could result in nonuniform application as between units.

Any deviations will be authorized by the Executive Committee, whose authority may be delegated to a committee or subcommittee. Major deviations of a general nature normally will be set forth in the Rules and Regulations.

## LEARNING FOR LIFE

### Section 3.

*Clause 1.* To further the mission of the Boy Scouts of America to meet and serve the needs of youth and communities, the Corporation authorizes the establishment of an affiliated separate corporation to be known as Learning for Life, to work in cooperation with our nation's schools and businesses.

*Clause 2.* Learning for Life is an educational outreach program that takes place during or after school hours and is not part of the traditional Scouting program.

*Clause 3.* Exploring is Learning for Life's workforce development career program for young men and women who meet the participation requirements.

*Clause 4.* Exploring is based on five areas of emphasis: career opportunities, life skills, citizenship, character education, and leadership experience. Local community organizations initiate an Explorer post by matching their people and program resources to the interests of young people in the community.

*Clause 5.* The program, organization, and administration of and qualifications for participation in Learning for Life shall be established by Learning for Life.

## ARTICLE XIII. INDEMNIFICATION

### Section 1.

The Corporation shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in any action, suit, or proceeding, civil or criminal (a "Proceeding"), because such person, or a person of whom such person is the legal representative, (i) is or was a member of the Executive Board, a committee of the Executive Board, a subcommittee of a committee of the Executive Board, or an officer of the Corporation; or (ii) while a member of the Executive Board, a committee of the Executive Board, a subcommittee of the 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 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.

# ARTICLE XIV. WAIVERS AND AMENDMENTS

## WAIVERS

### Section 1.

Whenever any notice is required by these Bylaws or by any law to be given to any member of the National 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 the person at such person's 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 be 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 in writing, signed by the person entitled to such notice 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.

## AMENDMENT OF BYLAWS

### Section 2.

#### Procedures

*Clause 1.* These Bylaws may be amended at any meeting of the Executive Board by the affirmative vote of a majority of the whole Executive Board; upon the recommendation of the Executive Committee of the Executive Board; or when the proposed amendment has been sent to the members of the Executive Board at least 15 days in advance of the meeting.

#### Promulgation

*Clause 2.* All changes in the Bylaws, when made, shall be announced to the national and local councils in such manner as the Executive Board shall direct.

## INDEX

### A

Access to securities, 31  
Activities, policy on, 29  
Adult leadership, 27-28  
Adult program participants, 26  
Advancement, principles of, 24  
Advancement standards, 24  
Advisory Council, 12  
    election to, 12  
    meetings of, 12  
    members of, 12  
Amendment  
    Bylaws, 36  
    Rules and Regulations, 2  
American National Red Cross, v  
Annual meeting, National Council, 4, 6, 7  
Annual report to Congress, iv  
Approval of documents, 25  
Area committees, 22  
Area executive committee, 22  
Assets, iii  
Audit and Enterprise Risk Management  
    Committee, 9, 11  
Audits, 23  
Authority of Executive Board, 6  
Authority to execute documents, 14, 32

### B

Badges and insignia, protection of, v, 24  
Bank or banks, 31  
Bequest, iii  
Bills of exchange, 32  
Bonds, 32  
Boy Scouts of America  
    annual report, iv, 4, 15  
    governing body, iv, 6, 25  
    handbooks, 2  
    membership, 26  
    name, iii, 1  
    National Service Center, 1  
    official publications, 2, 24  
    policies, 29  
    program, 30  
    purpose, iii, 1, 7  
    seal, iii, iv, v, 1, 24  
BSA Mission, Reputation & Strategy  
    Committee, 9  
Business, 31-32  
Bylaws, amendments to, 36

### C

Certificate of approval to incorporate, 25  
Certificate of stock, iii  
Changes in bylaws, 36  
Character development, 1, 30  
Chartered organization representative,  
    25  
Checks, 32  
Chief Financial Officer/Treasurer, 14-15

Chief Executive Officer, 1, 9, 10, 12, 14,  
    15, 16, 27, 28  
Citizenship, v, 29, 30, 34  
Citizenship training, 1, 30  
Civil suit, 35  
Commissioned leadership, 3, 14, 27  
Commissioning, 27-28  
Congress, iii, iv, v, 1, 3, 15  
Congressional report, v  
Constructive trust, 23  
Contracts, 32  
Contributions, 31  
Cooperation with Scout associations, 33  
Corporate membership, 3  
Corporation property, iii, iv  
Council improvement plans, authority to  
    require, 20  
Council property trust, 23  
Courage, iii, 1, 30  
Criminal suit, 35  
Custody of securities, 31

### D

Debts, iii  
Declaration of religious principle, 29  
Decommissioning, 27-28  
Deeds, 32  
Deposit of funds, 31  
Depositories, 31  
Deposit vault or vaults, 31  
Development Committee, 9  
Deviations, 33  
Devise, iii  
Direct Service units, 33  
District of Columbia, iii, iv, 1, 4  
Diversity Committee, 9  
Dividends, iii  
Documents, approval of, 25  
Documents, authority to execute, 14, 32  
Drafts, 32

### E

Education, V, 1, 27, 29, 34  
Election of members of  
    Executive Board, 7  
Election, regulations for, iii  
Electronic communications, 8  
Emblems and badges, iv, 1, 24, 31  
Employment of professionals, 28  
Equity, iii  
Executive Board, iv, 6-12  
    ad hoc committees, 8  
    Advisory Council, 12  
    appointment of committee, 8-9  
    Audit and Enterprise Risk  
    Management Committee, 9, 11  
    BSA Mission, Reputation & Strategy  
    Committee, 9

Executive Board (continued)  
    committees of, 8, 9-11  
    Development Committee, 9  
    Diversity Committee, 9  
    duties of committees, 8  
    election of regular members, 7  
    electronic communications, 8  
    ex officio members, 6, 8, 12  
    Finance Committee, 9  
    Governance and Nominating  
    Committee, 7, 9, 10, 11, 13, 14, 15, 17  
    Human Resources Committee, 9  
    International Committee, 11, 14  
    interpretation of, 6  
    meetings of, 7  
    membership, 6  
    notice of meetings, 7  
    quorum, iv, 7  
    regional members, 10  
    regional presidents, 10  
    regular meetings, 7  
    special committees, 11  
    special meetings, 7  
    standing committee chair, 9, 10  
    standing committees, 6, 8, 9, 10, 13,  
    14, 15, 16  
    subcommittees, 8, 11, 12  
    task forces, 8, 12  
    telecommunication meetings, 8  
    vacancies, iv, 6, 7  
    “whole Executive Board, the,” 6, 36  
Executive Committee, 2, 4, 6, 8-9, 10, 11,  
    13, 14, 15, 16, 18, 20, 24, 25, 27, 28, 29,  
    33, 36  
    duties of, 8  
    meetings, 9  
    membership, 9  
    quorum, 8  
Expenses of corporation, 31  
Experimental programs, 33  
Exploring, 34

### F

Federal charter, 15  
Finance, 31-32  
Finance Committee, 9  
Fiscal year, 2  
Fitness, mental and physical, 1, 30  
Freedom, religious, 29  
Fundraising, 31

### G-H-I-J

Gift, iii  
Governance and Nominating  
    Committee, 7, 9, 10, 11, 13, 14, 15, 17  
Governing body, iv, 6, 25  
Honor, v  
Human Resources Committee, 9  
Incorporation of local councils, 25

Indemnification, 35  
Individual merit, 26  
Initiative, v  
Insignia, v, 24  
Instruments, 32  
Intellectual life, v  
International commissioner, 10, 11, 14  
International Committee, 11, 14  
International Division, 33  
Juvenile delinquency, v

#### K-L

Key 3, 9  
    area, 22  
    national, 9, 18, 19, 23  
    regional, 20, 22, 27  
Leadership, 1, 13-14, 27-28  
Leadership qualifications, 27  
Learning for Life, 34  
Liabilities, iii, 15  
Liens, iv  
Local councils, 23-25  
    application for new charters, 23  
    audits of, 23  
    charters to, 24  
    executive boards, 25  
    incorporation of, 25  
    officers, 25  
    operation of, 25  
    organization of, 25  
    powers of, 24  
responsibilities of, 24

#### M

Medals, v  
Mental fitness, 1, 30  
Military system, v  
Moral life, v  
Mortgages, 6, 32  
Motto, 1  
Movement, Scouting, v, 6, 19, 23, 24, 27

#### N

Name of the corporation, iii, 1  
National commissioner, 9, 13, 16  
National Council, 3-5  
    annual meetings, 4  
    certificates of membership, 4  
    corporate membership, 3  
    elected members, 3-4  
    eligibility requirements, 3  
    Executive Board members, 3  
    ex officio members, 3  
    general meetings, 4  
    guests, 5  
    honorary members, 4  
    local council representatives, 3-4  
    meetings, 4  
    members 3-4

National Council (continued)  
    members at large, 4  
    notice of meetings, 4  
    quorum, 5  
    request for special meeting, 5  
    special meetings, 5  
    voting, 5  
    voting credentials, 4  
National Operations Council, 16  
National Operations Leadership  
    Committee, 15-16  
National Service Center, 1  
Notes, 32  
Number, governing body, iv

#### O-P

Officers, 14-15  
Overseas Scouting, 33  
Patent laws, v  
Patriotism, iii, 1  
Payment of money, 32  
Personal courage, 30  
Personal estate, iii  
Physical fitness, 1, 30  
Policies, 29  
President, 20  
President-elect, 20  
Priorities, 2  
Professional leadership, 27-28  
Professional Scouters, 27-28  
Program, 30  
Program objectives, 30  
Property, iii, iv, 23  
Publications, official, 2, 24  
Public emergencies, v  
Purpose, iii, 1, 7

#### Q

Qualifications, governing body, iv  
Quorum  
    annual or special meeting, iv, 5  
    Executive Board, iv, 7  
    Executive Committee, 8  
    National Council, 5

#### R

Red Cross, v  
Regional advisory council, 22  
Regional board, 19  
    meetings, 19  
    youth members, 19  
Regional committees, 18  
    meetings, 18  
    organization of, 18  
    regular members, 18  
Regional director, 20  
Regional executive committee, 19-20  
    meetings, 19  
    members, 19

Regional officers 20-21  
    area commissioner, 21  
    area president, 21  
    elections, 21  
    regional commissioner, 19, 20  
    regional president, 20  
    regional vice presidents, 20, 21  
Regional organization, 18-21  
Regional standing committees, 21  
Regions, 18-21  
Regulations for election, iii  
Religion, policy on, 29  
Religious freedom, 29  
Report to Congress, iv  
Resolutions Subcommittee, 11  
Resourcefulness, v  
Responsibilities of regions, 18-22  
Revocation of charter, 24  
Rules and Regulations, 2, 8, 14, 18, 23,  
    24, 25, 28, 29, 30, 31, 33

#### S

Scoutcraft, iii, 1  
Scouting movement, v, 6, 19, 23, 24, 27  
Scout Oath, 24, 29, 30  
Seal, iii, iv, v, 1, 24  
Self-reliance, iii, v, 1, 30  
Signatures for payment, 32  
Solicitors of money, 31  
Special committees, 10, 11  
Special meetings, iv, 5, 7  
Special situations, 33  
Standing committees, iv, 6, 8, 9, 10, 13,  
    14, 15, 19, 20, 21  
Support committees, 4, 14, 15, 16, 21  
Suit, 35  
Supplies, sales of, 31

#### T

Telecommunications, 8  
Termination of charters, 23  
Term of office, governing body, 7, 9  
Tests, v  
Training Scouts, v  
Trust company or companies, 31  
Trust, constructive, 23

#### U-V-W-Y

Uniforms, badges, and insignia, v  
Vacancies  
    Executive Board, iv, 6, 7  
Vice presidents, 19, 20, 21, 25  
Waivers, 8, 36  
Wilson, Woodrow, iv  
Youth membership, 26  
Youth members not to solicit money, 31  
Youth program participants, 19, 26



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