CHARTER AND BYLAWS
OF THE
BOY SCOUTS OF AMERICA

HOW TO ORDER ADDITIONAL COPIES

The publications listed below are no longer available from Supply Division. A distribution will be made to Scout executives whenever there are enough changes to warrant a new printing. Councils may purchase additional copies for $1.50 each, which includes shipping and handling. Volunteers requesting copies of these publications must contact their local council which will forward their request and payment to: Boy Scouts of America, Office of the Chief Scout Executive S400, P.O. Box 152079, Irving, TX 75015-2079. Make checks payable to Boy Scouts of America Account 79005-0260.

57-491 *Charter and Bylaws of the Boy Scouts of America*
57-492 *Rules and Regulations of the Boy Scouts of America*

CONTENTS

CHARTER 3

CONGRESSIONAL REPORT IN SUPPORT OF ACT TO INCORPORATE BOY SCOUTS OF AMERICA 5

BYLAWS 6

Article I. General 6
SECTION 1. Name 6
SECTION 2. Purpose 6
SECTION 3. Seal 6
SECTION 4. National Office 6
SECTION 5. Fiscal Year 6
SECTION 6. Rules and Regulations 6
SECTION 7. Priorities 6

Article II. The National Council 7
SECTION 1. General 7
SECTION 2. Members of the National Council 7
SECTION 3. Meetings of the National Council 7

Article III. The Executive Board 8
SECTION 1. Powers, Duties, and Interpretation 8
SECTION 2. Membership 8
SECTION 3. Election of Regular Members; Election, Vacancies 8
SECTION 4. Meetings 8
SECTION 5. Action Without a Meeting 8
SECTION 6. Telecommunication Meetings 9
SECTION 7. Committees of the Executive Board 9

Article IV. Officers 11
SECTION 1. General 11
SECTION 2. President 11
SECTION 3. Executive Vice-President 11
SECTION 4. Vice-President 11
SECTION 5. Treasurer and Assistant Treasurers 12
SECTION 6. National Commissioner 12
SECTION 7. International Commissioner 12
SECTION 8. Chief Scout Executive 12
SECTION 9. Honorary Officers 12

Article V. Regional Organization 13
SECTION 1. Regions 13
SECTION 2. Regional Committees 13
SECTION 3. Regional Board 13
SECTION 4. Regional Executive Committee 13
SECTION 5. Regional Director 13
SECTION 6. Regional Officers 13
SECTION 7. Regional Standing Committees 14
SECTION 8. Area Committees 14
SECTION 9. Area Executive Committee 14
SECTION 10. Regional Advisory Council 14
SECTION 11. Relationships 14

Article VI. Local Councils 15
SECTION 1. General 15
SECTION 2. Applications 15
SECTION 3. Conditions and Termination 15
SECTION 4. Revocation of Charter 15
SECTION 5. Responsibility of the Local Council 15
SECTION 6. Incorporation of Local Councils 15
SECTION 7. Organization and Operation 15

Article VII. Youth Membership 16
SECTION 1. General 16
SECTION 2. Membership, Advancement, and Achievement 16

Article VIII. Adult Leadership 16
SECTION 1. General 16
SECTION 2. Professional Leadership 16

Article IX. Policies and Definitions 17
SECTION 1. Policies 17
SECTION 2. Definitions 17

Article X. Program 17
SECTION 1. Program Objectives 17

Article XI. Business 18
SECTION 1. Finance 18
SECTION 2. Deeds, Contracts, Bonds, etc. 18

Article XII. Affiliates 19

Article XIII. Special Situations 19
SECTION 1. Experimental Programs 19
SECTION 2. Overseas Scouting 19
SECTION 3. Learning for Life 19

Article XIV. Indemnification 20
SECTION 1. Indemnification 20

Article XV. Waivers and Amendments 20
SECTION 1. Waivers 20
SECTION 2. Amendment of Bylaws 20

Index 21

57-491

©2004 Boy Scouts of America

2004 Printing

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, Jeremaiah 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.

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, and mental and physical fitness.

SEAL

SECTION 3.

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.

NATIONAL OFFICE

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 office 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.

Establishment

Clause 1. In accordance with the provisions of the Charter, the Executive Board 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.

Amendment

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

Amendment—Special Procedure

Clause 3. Under unusual circumstances the Executive Committee may, by resolution, amend the Rules and Regulations and any such amendment shall be effective provided that such amendment shall be reported to the members of the Executive Board prior to 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.

General

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.

Specifics

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 members of the National Council for the term of their election as members of the Executive Board.

Clause 5. Members of Regional Executive Committees. Persons serving as members of a regional executive committee shall be members of the National Council during their respective terms as members of such regional executive committees.

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, Boy Scouts, Varsity Scouts, 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 committees, or their subcommittees, 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 office 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 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. The Executive Board shall determine what business is appropriate to come before the meeting.

Clause 2. Notice. A notice of the annual meeting shall be mailed 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 percent 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 President 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 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 full power to interpret these Bylaws.

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.

Regional Members

Clause 2. Regional ex officio members shall be those persons serving as presidents of their respective regions whose terms as regional members of the Executive Board shall be the same as their respective terms of office as regional presidents. Each regional president who is a regular member of the Executive Board at the time of becoming a regional president shall continue as a regular member of the Executive Board until the end of the term of such, whereupon the individual shall become a regional member provided that at such time the member is still regional president. Nothing herein contained shall prevent a regional member from being elected as a regular member of the Executive Board.

Youth Members

Clause 3. Those persons who shall be registered youth members may be appointed by the President with the approval of the Executive Board to serve for a specified term of up to 1 year. A youth member may be reappointed for a second 1-year term. The aggregate number of youth members shall at no time exceed five.

Special Members

Clause 4. The chairman of the Advisory Council and the chairman of the Board of Regents of the National Eagle Scout Association shall serve as ex officio members of the Executive Board during their 1-year terms.

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 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 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 1.5. Each Executive Board member must attend a minimum of one board meeting each calendar year. In the event a board member fails to meet this minimum requirement, said board member's position shall be vacated. Such vacancy shall be filled in accordance with the Charter and Bylaws of the Corporation. Imposition of this rule may be waived by the President, chairman, or acting chairman for good and reasonable cause.

Special Meetings

Clause 2. Special meetings of the Executive Board may be called at any time by the President 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 3. A notice of all Executive Board meetings shall be mailed to each member at least 2 weeks in advance of any such meeting.

Quorum

Clause 4. One-third of the members of the Executive Board, present in person, shall constitute a quorum.

ACTION WITHOUT A MEETING

SECTION 5.

Except to the extent otherwise restricted by any applicable law, any action required or permitted to be taken at any meeting of the

Executive Board or any committee thereof may be taken without a meeting if prior to such action a written consent thereto is signed by all members of the Executive Board or committee and such written consent is filed with the minutes of the proceedings of the Executive Board or committee.

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 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 designated standing committees to be known as group and support committees, which shall, though separately structured, coordinate as one entity. Such standing committees shall have and may exercise such powers as shall be conferred or authorized by these Bylaws. In addition, the President shall appoint special committees, and may, from time to time, create ad hoc committees and task forces for the purpose of handling special assignments, with the advice of the Chief Scout Executive and confirmation by the Executive Board.

Clause 2. Duties and Quorum. The duties, responsibilities, and membership qualifications shall be prescribed in these Bylaws, in the Rules and Regulations, and/or by resolution of the Executive Board. Except as otherwise herein provided, one-third of the members of any 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. General. The Executive Committee of the Executive Board shall have and may exercise all the powers of the Executive Board in the management of the Corporation during the intervals between the meetings of the Executive Board, but in no event shall the Executive Committee act contrary to action theretofore taken by the Executive Board. Minutes shall be kept of all Executive Committee meetings, and the actions thereof shall be reported promptly to the members of the Executive Board.

Clause 4. Interpretation. Unless otherwise stated, whenever "Executive Board" appears in these Bylaws any responsibility of authority of the Executive Board shall be deemed to extend to the Executive Committee to be exercised in accordance with the preceding paragraph.

Clause 5. Membership. The Executive Committee shall be composed of those persons who are from time to time the President, the executive vice-president, the vice-presidents, the regional presidents, the international commissioner, the national commissioner, the treasurer, the assistant treasurers, the chairmen of the support committees of the Executive Board, the chairman of the Advisory Council, the Chief Scout Executive, and the immediate past-President. The Executive Committee shall be confirmed annually by resolution passed by a majority vote of the whole Executive Board.

Clause 6. Meetings. Meetings of the Executive Committee may be called at any time by the President and shall be called by the President within 30 days upon the request of three or more members of the committee. It shall be the general practice of the Executive Committee to meet at least three times annually. All meetings of the Executive Committee shall be held on at least 5 days' written notice or 2 days' notice by cablegram, telegram, telephone, or radiogram. A majority of the members of the Executive Committee shall constitute a quorum.

Clause 7. Quorum and Voting. Voting by proxy is authorized provided at least one-third of the voting members of the Executive Committee is physically in attendance. Proxy voting is permissible only when a matter of importance is to be presented to the Executive Committee and the presence in person of a quorum is uncertain. Proxy voting is authorized unless the issue to be voted on is one where a proxy vote is specifically prohibited by formal action of either the Executive Board or Executive Committee. A proxy may be given only to a member of the Executive Committee.

Standing Committees—Group

Clause 8. The group committees are as follows: Administration Group Committee, Program Group Committee, Human Resources Group Committee, Regional Presidents' Group Committee, Development/Strategic Initiatives Group Committee, and Relationships/Marketing Group Committee. These group committees shall be chaired by vice-presidents who shall have the responsibility of coordinating the efforts of their related support committees, and shall submit reports, action items, and resolutions to the Executive Board on behalf of those support committees.

Standing Committees—Support

Clause 9. The support committees are as follows: Supply Committee, Finance and Investment Committee, Properties Committee, Marketing Committee, Relationships Committee, Cub Scout Committee, Boy Scout Committee, Venturing Committee, Scoutreach Committee, Finance Support Committee, High Adventure Committee, Council Services Committee, Professional Development Committee, Compensation and Benefits Committee, Pension Investment Committee, and Human Resources Administration Committee. The chairmen of these support committees shall be appointed from the membership of the Executive Board for a period of 1 year by the designated vice-president who is chairman of the related group committee, subject to the approval of the President and confirmation by the Executive Board.

Clause 10. Specific Responsibilities. The support committees will develop and recommend policies with respect to the areas of responsibility assigned to them. They will review the progress and needs of the Corporation in such areas and, on the basis of such review, recommend appropriate action to the Executive Board through the Administration Group Committee, Program Group Committee, Human Resources Group Committee, Regional Presidents Group Committee, Development/Strategic Initiatives Group Committee,

and Relationships/Marketing Group Committee.

Clause 11. International Committee. The International Committee is also a support committee, which will develop and recommend policies with respect to assigned areas of responsibility, will review the progress and needs of the Corporation in such areas, and will recommend appropriate action to the Executive Board through the international commissioner. The chairman of the International Committee shall be appointed from the membership of the Executive Board for a period of 1 year by the international commissioner with the approval of the President and confirmation by the Executive Board.

Special Committee—Nominating

Clause 12. General Duties. There shall be a Nominating Committee of five, with no ex officio members. The Nominating Committee shall make nominations at the annual meetings of the National Council for members at large and honorary members of the National Council, and regular members of the Executive Board. The Nominating Committee shall make nominations for officers, honorary officers of the Corporation, and members of the Advisory Council at a regular meeting of the Executive Board.

Clause 13. Choice of Nominating Committee. Members of the Nominating Committee and its chairman shall be appointed by the President from the members of the Executive Board subject to the approval of the Executive Board. Each such member shall be eligible for reappointment for not more than one additional term. In the event any member shall accept nominations for any national elective office, such individual shall cease to be a member of the Nominating Committee. The committee shall be appointed annually at least 6 months prior to the next regular meeting of the National Council.

Clause 14. Submission of Names. The names of possible candidates may be submitted by members of the National Council in writing to the Nominating Committee for its consideration. The 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 election of members of the Advisory Council.

(d) To the Executive Board for honorary officers, and, prior to the annual meeting of the National Council, for officers of the Corporation.

Clause 15. The Nominating Committee shall be given full information concerning all such candidates, together with advice from the officers and the Chief Scout Executive.

Clause 16. Committee Procedures.

(a) On request of any member, voting shall be by written ballot.

(b) During the actual voting for the selection of officers and members of the Executive Board, the Nominating Committee may, on an affirmative vote of the majority of its members, meet in executive session.

(c) A majority of the members of the Nominating Committee shall constitute a quorum.

Special Committee—Audit

Clause 17. The Audit Committee is hereby authorized by the Executive Board, as specifically detailed in the subsections below, to fulfill the Executive Board's fiduciary responsibilities relating to accounting and financial matters, financial reporting practices, and internal accounting and financial controls. The chairman of the Audit Committee shall be appointed for a period of 1 year by the President and shall be confirmed by the Executive Board. The Audit Committee shall:

(a) Recommend independent auditors to the Executive Board 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 Audit Committee recommendations and observations with regard to significant financial and accounting matters brought to its attention.

Special Committee—Budget

Clause 18. The Budget Committee has the primary responsibility to develop and present the annual budget of the Corporation to the Executive Board. The committee shall be chaired by the treasurer and shall consist of the officers of the Corporation plus additional members as appointed by the President.

Special Committee—Contract Review

Clause 19. The Contract Review Committee has the responsibility to review contractual matters and to act on behalf of the Corporation when it is so authorized by the Executive Board or Executive Committee. The committee is appointed by the President annually and the appointments shall be confirmed by the Executive Board. The committee shall consist of the President who shall serve as chairman, the vice-president—Administration, the treasurer, the chairman of the Properties Committee, and the Chief Scout Executive.

Special Committee—Resolutions

Clause 20. The Resolutions Committee is authorized to 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.

Advisory Council

Clause 21. 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.

Clause 22. There shall be a chairman of the Advisory Council who shall be an ex officio member of the Executive Board and be appointed by the President with the approval of a majority of the whole Executive Board, to serve for a term not exceeding 1 year or until a successor has been appointed and has qualified.

Clause 23. The Advisory Council shall meet at least annually.

Clause 24. 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 25. 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.

Subcommittees, Advisory Panels, Task Forces, and Consultants

Clause 26. From time to time as may be required, any standing committee may:

(a) Subject to the approval of the officers of the Executive Board, appoint one or more subcommittees or task forces to maintain a continuing review of, and to give the standing committee advice concerning a specific area within the standing committee's general area of responsibility. The chairman of each such subcommittee shall be a member of either a group or support committee and, whenever prudent, of the Executive Board. Other members need not be members of the standing committee or the Executive Board.

(b) Subject to the approval of the officers of the Executive Board, appoint advisory panels, whose members need not be members of the standing committee, to offer advice, opinions, and recommendations on specific matters referred to them for consideration.

(c) With the approval of the President and Executive Board, employ or appoint consultants who need not be members of the standing committee or of the National Council to provide expert testimony or counsel on specific matters.

Clause 27. Each group committee chairman shall appoint for a period of 1 year the chairmen of related subcommittees, advisory panels, and task forces, subject to the approval of the officers of the Executive Board.

ARTICLE IV. OFFICERS

GENERAL

SECTION 1.

The only active officers of the Corporation shall be the President, the executive vice-president, one or more vice-presidents, the treasurer, one or more assistant treasurers, the national commissioner, the international commissioner, and the Chief Scout Executive. These officers, with the exception of the national commissioner and the Chief Scout Executive, shall be elected annually from the membership of the National Council by the Executive Board to serve for 1 year or until their successors have been elected and have qualified. The national commissioner shall be appointed by the Chief Scout Executive and confirmed by the Executive Board. The Chief Scout Executive shall not serve after attaining the age of 65 years. An individual normally will not (a) serve as President for more than two 1-year terms or (b) serve in any other particular office for more than four terms.

PRESIDENT

SECTION 2.

The President shall serve as chairman of meetings of the National Council, chairman of the Executive Board, chairman of the Executive Committee, chairman of the Contract Review Committee, and as a member ex officio of all committees, other than the Nominating Committee, and shall perform such duties as are or may be assigned by the Executive Board.

EXECUTIVE VICE-PRESIDENT

SECTION 3.

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

VICE-PRESIDENT

SECTION 4.

There shall be one or more vice-presidents elected annually, one of whom may be designated as the international commissioner.

Vice-presidents shall perform such functions as may be assigned to them by the Executive Board. The Executive Board may add to the title of any vice-president a designation indicating a special area of responsibility. The Executive Board may designate one of the vice-presidents to serve as President only during the absence or inability of both the President and executive vice-president.

TREASURER AND ASSISTANT TREASURERS

SECTION 5.

The treasurer shall be responsible, through methods of internal control, for the recording and deposit of all receipts of the Corporation, for the proper disbursements of its cash, and for control over all property of the corporation, whether real or personal, tangible or intangible, however acquired. The treasurer shall present annually a complete and detailed statement of all income and expenses during the prior year 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 Board. The treasurer shall serve as chairman of the Budget Committee. One or more assistant treasurers may be elected by the Executive Board. The treasurer and assistant treasurers shall be bonded.

NATIONAL COMMISSIONER

SECTION 6.

The national commissioner shall (a) be an officer of the Corporation, (b) represent the Boy Scouts of America in national affairs, (c) be the chief morale officer of the Boy Scouts of America, and (d) represent the commissioner service team.

INTERNATIONAL COMMISSIONER

SECTION 7.

The international commissioner shall represent the Boy Scouts of America in international affairs and shall serve as a member, and may be chairman, of the International Committee.

CHIEF SCOUT EXECUTIVE

SECTION 8.

Clause 1. The Chief Scout Executive shall be appointed by and shall serve during the pleasure of the Executive Board and shall serve as the secretary of the National Council, the Executive Board, and its Executive Committee and shall be a member ex officio of all committees except the Nominating Committee without voting privileges, except where otherwise provided by action of the committee in question, and except in the case of the Executive Committee of which the Chief Scout Executive shall be a voting member.

Clause 2. The Chief Scout Executive shall serve as the chief executive officer of the Corporation and shall have general direction of the administrative work of the Corporation, subject to these Bylaws, the Rules and Regulations of the Boy Scouts of America, and to the authority and direction of the Executive Board.

Clause 3. The Chief Scout Executive may execute, on behalf of the Corporation, all documents, deeds, or notes duly authorized to be executed and shall be the custodian of the seal of the Corporation, and may affix the same duly attested to such documents, deeds, or notes as may require it. As to notes, such countersignature shall be required as the Executive Board shall direct.

Clause 4. The Chief Scout Executive may delegate to any staff officer or employee authority in writing to execute such leases, contracts, and other instruments as the Chief Scout Executive may deem desirable.

Clause 5. The Chief Scout Executive shall see that notices are sent to those elected as members of the National Council and officers of the Corporation and to those appointed as members of the committees and shall likewise cause notices to be sent out of all meetings for which provision is made herein.

Clause 6. The Chief Scout Executive shall submit a report at each meeting of the Executive Board relative to the work of the Corporation and to the status of the Scouting movement throughout the nation, inviting attention to matters of particular interest and informing the Executive Board concerning any problems of which the Executive Board should be advised, together with recommendations and suggestions for the good of the movement requiring action by the Executive Board.

Clause 7. The Chief Scout Executive 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.

HONORARY OFFICERS

SECTION 9.

Honorary President and Vice-Presidents

Clause 1. The President of the United States may, during term of office, be elected to be the Honorary President of the Boy Scouts of America. In addition, living former Presidents of the United States and other citizens who have rendered distinguished service to our country through work for young people may be elected to be honorary vice-presidents. Such election shall be by the Executive Board upon the recommendation of the Nominating Committee for such terms as the Executive Board shall specify.

Other Honorary Officers

Clause 2. The Executive Board may from time to time create such other honorary offices as it may deem to be in the best interest of the movement.

The offices shall be filled by election by the Executive Board upon recommendation of the Nominating Committee to serve for 1 year or until their successors have been elected and qualified and shall perform such duties as may be assigned to them by the President and Chief Scout Executive.

American citizens whose achievements are of such an exceptional character as to capture the imagination of youth and stimulate their enthusiasm for the program of the Boy Scouts of America may, upon the unanimous recommendation of the Executive Board, be elected by the National Council to become honorary officers. Honorary officers are under no obligation to render active service.

ARTICLE V. REGIONAL ORGANIZATION

REGIONS

SECTION 1.

General

Clause 1. Geographical areas within and without the United States shall 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 Board.

Responsibilities

Clause 2. The organization within each region is responsible for the achievement of approved goals and for the effective operation of each of its councils. The region is responsible for the proper alignment of councils, for assuring sufficient qualified volunteer and professional leadership in each council, and for an effective program for financing each council.

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 shall consist of members of the National Council residing in the region and such additional members as may be elected by the regional committee.

Clause 3. Youth members may be appointed by the regional president with the approval of the regional board to serve as members of the regional committee. The number, qualification, and terms shall be fixed in the Rules and Regulations.

Meetings

Clause 4. 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, the area vice-presidents, plus not more than 50 members at large elected annually by the regional committee shall exercise the authority and responsibility of the regional committee in the interval between its meetings. Each member at large must hold some specific committee or other regional assignment.

Youth Members

Clause 2. Youth members 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 member may be reappointed for a second 1-year term.

(c) At no time will the aggregate number of youth members exceed five.

Meetings

Clause 3. 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 elected officers, including the regional president and vice-presidents, area presidents, and chairmen of the regional standing committees as appointed by the regional president, and the regional director, shall constitute the regional executive committee and shall have and may exercise the authority and responsibility of the regional board in the interval between its meetings, but in no event shall the regional executive committee act contrary to action theretofore taken by the regional board or regional committee.

Meetings

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

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 be elected regional president, who shall be a citizen of the United States of America, be elected annually by the regional board, and become a member ex officio of the Regional Presidents Group

Committee and the Executive Board in accordance with the provisions of these Bylaws. In the event of a vacancy in the regional presidency, the regional executive committee will elect a successor to serve until the next regional election. The regional president may appoint a member of the regional executive committee as a substitute.

Regional Vice-Presidents

Clause 2. One or more regional vice-presidents may be elected to carry out responsibilities as may be assigned by the regional board.

Area President

Clause 3. One member from each area of the region shall be elected annually as area president by the regional board. 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.

Elections

Clause 4. 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. Appointment. The regional president shall appoint a nominating committee which shall submit its recommendations at each meeting of the regional committee and the regional board at which an election is to be held.

Clause 2. Timing. The nominating committee will be appointed and the chairman 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 elected annually shall include the regional president, the 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 Standing Committees

Clause 6. Other standing committees shall include the following: relationships committee, finance committee, council services committee, program committee, and personnel committee. A member of the following regional program committees is to serve on the national committee of the same name: Cub Scout committee, Boy Scout committee, Varsity Scout committee, Venturing committee, international committee, and health and safety committee.

AREA COMMITTEES

SECTION 8.

The area executive committee, and specialists, council presidents, and National Council members from the local councils in the area, shall constitute the area committee.

AREA EXECUTIVE COMMITTEE

SECTION 9.

The area president, area vice-president(s), and committee chairmen and/or specialists constitute the membership of the area executive committee.

REGIONAL ADVISORY COUNCIL

SECTION 10.

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.

RELATIONSHIPS

SECTION 11.

Additional information concerning the interrelationship existing between the regions, areas, and councils plus further details on these organizations will be incorporated into the Rules and Regulations.

ARTICLE VI. LOCAL COUNCILS

GENERAL

SECTION 1.

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 accordance with these Bylaws and the Rules and Regulations of the Corporation.

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 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.

The Corporation may charter a local council subject to such conditions as it may deem appropriate and may terminate or refuse to grant or renew a local council charter in any instance where it deems such action advisable in the interests of Scouting.

REVOCATION OF CHARTER

SECTION 4.

The Executive Board may revoke or decline to renew such charters for failure to comply with the Bylaws, Rules and Regulations, or policies of the Corporation.

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 providing adequate 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 Cub Scouter, Varsity Scouter, Venturing leader, or Scouter shall have authority to increase or diminish requirements and standards established by the Corporation.

Clause 5. 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.

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 office 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.

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 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 regular 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 chairmen of the committees of the executive board; (d) the chairman of each district committee, upon being approved by the executive board; and (e) not more than two youth members, who shall be registered Boy Scouts or Venturers 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 council membership 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.

ARTICLE VII. YOUTH MEMBERSHIP

GENERAL

SECTION 1.

Youth membership in Boy Scouts of America is open to all who meet the membership requirements. Cub Scouting, Boy Scouting, and Varsity Scouting are for boys. Venturing is for young men and young women.

MEMBERSHIP, ADVANCEMENT, AND ACHIEVEMENT

SECTION 2.

Both membership in Scouting and advancement and achievement of leadership in Scouting units are open to all boys without regard to race or ethnic background, and advancement and achievement of leadership in Scouting is based entirely upon individual merit.

ARTICLE VIII. ADULT LEADERSHIP

GENERAL

SECTION 1.

Leadership Qualifications

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

CITIZENSHIP REQUIREMENT

(See Rules and Regulations.)

COMMISSIONED LEADERSHIP

(See Rules and Regulations.)

PROFESSIONAL LEADERSHIP

SECTION 2.

General

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

Professional Scouters

Clause 2. General. A corps of qualified and trained professional Scouters is essential to the success of the whole Scouting movement. To secure and retain such people for service in the national and local councils, their professional status must be clearly defined.

Clause 3. To this end, and subject to these Bylaws and the Rules and Regulations, the Executive Board:

(a) Shall establish requirements to be met by any person seeking to become and remain a professional Scouter.

(b) Shall establish rules and procedures covering the commissioning and decommissioning of professionals.

(c) Except for newly employed professional trainees, no person may be employed in a professional capacity by any local council or by the Corporation who does not hold a currently valid commission.

Employment

Clause 4. Rules and Guidelines. The Executive Board, subject to the provisions of these Bylaws, shall establish rules and regulations covering the employment, training, promotion, tenure, demotion, and retirement or discharge of all professional and other employ-

ees of the Corporation and of all professional employees of the local councils.

Clause 5. Authority of the Chief Scout Executive. The Chief Scout Executive is, subject to these Bylaws, the Rules and Regulations, and the decisions of the Executive Board, authorized to appoint and remove all employees of the Corporation and to direct their work.

EMPLOYMENT OF PROFESSIONALS

(See Rules and Regulations.)

ADMINISTRATIVE ORGANIZATION

(See Rules and Regulations.)

NONPROFESSIONAL STAFF

(See Rules and Regulations.)

ARTICLE IX. POLICIES AND DEFINITIONS

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 or Promise 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 members 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 faith 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.

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. Other major policies are set forth in article IX of the Rules and Regulations.

DEFINITIONS

SECTION 2.

In addition to those contained in these Bylaws, there are other definitions, some pertaining to the Bylaw material, set forth in article IX of the Rules and Regulations.

ARTICLE X. PROGRAM

PROGRAM OBJECTIVES

SECTION 1.

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

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

In all activities, emphasis shall be placed upon practice in daily life of the principles of the Tiger Cub Promise, the Cub Scout Promise, the Scout Oath or Promise, and the Venturing Code. 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.

ACTIVITIES

(See Rules and Regulations.)

ADVANCEMENT

(See Rules and Regulations.)

BOYS' LIFE MAGAZINE

(See Rules and Regulations.)

INSIGNIA, UNIFORMS, AND BADGES

(See Rules and Regulations.)

SPECIAL AWARDS

(See Rules and Regulations.)

AWARDS FOR DISTINGUISHED SERVICE TO YOUTH

(See Rules and Regulations.)

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 organization units, for the local council, or in support of other organizations. Adult members and youth members shall not be permitted to serve as solicitors of money in support of personal or unit participation in local, national, or international events. Youth members, however, are permitted to secure sponsors for council or district activities approved by the executive board. These approved activities may result in financial support for the local council in accordance with the Bylaws and Rules and Regulations of the Corporation.

Deposit of Funds

Clause 3. All funds shall be deposited in such depositories as shall be approved by the Executive Board.

Custody of Securities

Clause 4. 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 5. 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, such officer or officers, employee or employees, or agent or agents of the Corporation as shall be specified by the Executive Board shall sign, in the name and on behalf of the Corporation, all deeds, bonds, contracts, mortgages, and other instruments or documents, the execution of which shall be authorized by the Executive Board, and such authority may be general or confined to specific instances.

REAL ESTATE

(See Rules and Regulations.)

REGISTRATION

(See Rules and Regulations.)

ARTICLE XII. AFFILIATES

(See Rules and Regulations.)

ARTICLE XIII. 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 Board, whose authority may be delegated to a committee or subcommittee. Major deviations of a general nature normally will be incorporated into 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 a nontraditional, nonmembership, 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 worksite-based program for young men and women who are 14 (and have completed the eighth grade) through 20 years old.

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 XIV. INDEMNIFICATION

INDEMNIFICATION

SECTION 1.

Persons made a party to any action, suit, or proceeding, civil or criminal, because they, their testator, or intestate are or were members of the Executive Board or committee of the Executive Board of the Corporation, officers or employees of the Corporation or directors, officers, or employees of any corporation which they served as such at the request of the Corporation, shall be indemnified by the Corporation against the expenses (including amounts paid by way of judgment or settlement) actually and necessarily incurred by them in connection with defense of such action, suit, or proceeding, whether or not such defense shall be successful in whole or in part or in connection with any appeal therein or any settlement thereof, except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding that such persons are liable for negligence or misconduct in the performance of their duties. Such indemnification, if afforded, shall not be deemed exclusive of any other rights to which such persons may be entitled apart from this section. This section shall not be deemed to limit any power or exclude any right of the Corporation to provide any additional or other indemnity or right for any Executive Board member, officer, employee, or other person. If this section should be invalid or ineffective in any respect, the validity and effect of the section in any other respect shall not be affected.

ARTICLE XV. 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 telegram, cable, or radiogram 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 telegram, cable, or radiogram 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, 18
Activities, policy on, 18
Administrative organization, 17
Adult awards, 18
Adult leadership, 16
Advancement, principles of, 18
Advancement standards, 16
Advisory Council, 11
  election to, 11
  life members of, 11
  meetings of, 11
  members of, 11
Affiliates, 19
Amendment
  Bylaws, 20
  Rules and Regulations, 6
  special procedure, 6
American National Red Cross, 5
Annual meeting, National Council, 4, 7–8, 9
Annual report to Congress, 4, 12
Approval of documents, 15
Area committees, 14
Area executive committee, 14
Assets, 3–4
Assistant treasurer, 12
Audit Committee, 10
Authority of Executive Board, 8
Authority to execute documents, 18
Awards, special, 18

B

Badges and insignia, protection of, 5
Bank or banks, 18
Bequest, 3
Bills of exchange, 18
Bonds, 18
Boy Scout Committee, 9
Boy Scouting, 5
Boy Scouts of America
  annual report, 4, 12
  governing body, 4, 8
  handbooks, 6
  membership, 7
  name, 3, 6
  national office, 6
  official publications, 6
  policies, 17
  program, 17–18
  purpose, 3, 6
  seal, 3, 4, 6
Boys' Life, 18
Budget Committee, 10
Business, 18
Bylaws, amendments to, 4, 20

C

Certificate of approval to incorporate, 15
Certificate of stock, 4
Changes in bylaws, 4, 20
Character development, 5, 6, 17
Chartered organization representative, 15
Checks, 18
Chief Scout Executive, 12, 17
Citizenship, 16
Citizenship requirement, 16
Citizenship training, 6, 17
Civil suit, 19
Commissioned leadership, 16
Compensation and Benefits Committee, 9
Congress, 3, 4, 5, 6
Congressional report, 3–4, 12
Consistency, 6, 19
Contract Review Committee, 10
Contracts, 12, 18
Contributions, 18
Cooperation with Scout associations, 19
Corporate membership, 7
Corporation property, 3
Council Services Committee, 9
Courage, 3, 6, 17
Criminal suit, 20
Cub Scout, 17
Cub Scout Committee, 9
Cub Scout Promise, 17
Custody of securities, 18

D

Debts, 3
Declarations of principles, 17
Deeds, 12, 18
Definitions, 17
Deposit of funds, 18
Depositories, 18
Deposit vault or vaults, 18
Development/Strategic Initiatives Group Committee, 9
Deviations, 19
Devise, 3
Direct Service units, 19
District of Columbia, 3, 4, 6
Dividends, 4
Documents, approval of, 15
Documents, authority to execute, 18
Drafts, 18

E

Education, 5
Educational activities, 5
Election of members of Executive Board, 4, 8
Election, regulations for, 4
Emblems and badges, 5, 18
Employment of professionals, 16–17
Equity, 3
Executive Board, 4, 8–11
  action without a meeting, 8–9
  ad hoc committees, 9
  Administration Group Committee, 9
  Advisory Council, 11
  advisory panels, 11
  appointment of committee, 9
  Boy Scout Committee, 9
  committees of, 9–11
  consultants, 11
  Cub Scout Committee, 9
  duties of committees, 9
  election of regular members, 8
  Executive Committee, 4, 9, 10
  group committees, 9
  International Committee, 9
  interpretation of, 8
  meetings of, 8
  membership, 8
  Nominating Committee, 10
  notice of meetings, 8
  Personnel Group Committee, 9
  Program Group Committee, 9
  quorum, 8
  regional ex officio members, 8
  regional members, 8
  regional presidents, 8
  Regional Presidents Group Committee, 9
  regular meetings, 8
  Relationships/Marketing Group Committee, 9
  special committees, 10–11
  special meetings, 8
  standing committee chairmen, 9
  standing committees, 9
  subcommittees, 11
  task forces, 9
  telecommunication meetings, 9
  vacancies, 8
  "whole Executive Board, the," 8
  youth members, 8
Executive Committee, 4, 9, 10
  duties of, 9
  meetings, 9

membership, 9
quorum, 9
voting, 9
Executive vice-president, 11
Expenses of corporation, 18
Experimental programs, 19
Exploring, 19

F

Federal charter, 3–4, 12
Finance, 18
Finance and Investment Committee, 9
Finance Support Committee, 9
First aid, 5
Fiscal year, 6
Fitness, mental and physical, 6, 17
Freedom, religious, 17

G–H–I–J

Gift, 3
Governing body, 4, 8
Group committees, 9
High Adventure Committee, 9
Honor, 5
Honorary officers, 12
Human Resources Committee, 9
Incorporation of local councils, 15
Indemnification, 20
Individual merit, 16
Initiative, 5
Insignia, 5, 18
Instruments, 18
Intellectual life, 5
International commissioner, 12
International Committee, 10
International Division, 19
Juvenile delinquency, 5

L

Leadership qualifications, 16
Leaders' principles, 16, 17
Learning for Life, 19
Liabilities, 3
Liens, 4
Local councils, 15–16
application for new charters, 15
charters to, 15
executive boards, 15–16
incorporation of, 15
officers, 16
operation of, 15–16
organization of, 15–16
powers of, 15
responsibilities of, 15

M

Marketing Committee, 9
Medals, 5
Mental and physical fitness, 6, 17
Military system, 5
Moral life, 5
Mortgages, 4, 18
Motto, 6
Movement, Scouting, 5

N

Name of the corporation, 3, 6
National commissioner, 12
National Council, 7
annual meetings, 7
certificates of membership, 7
corporate membership, 7
elected members, 7
eligibility requirements, 7
Executive Board members, 7
ex officio members, 7
general meetings, 7
guests, 7
honorary members, 7
local council representatives, 7
meetings, 7
members, 7
members at large, 7
notice of meetings, 7
other members, 7
quorum, 7
request for special meeting, 7
Resolutions Committee, 10–11
special meetings, 7
voting, 7
voting credentials, 7
National office, 6
Nominating Committee, 10
Nonprofessional staff, 16
Notes, 12, 18
Number, governing body, 4

O–P

Officers, 11–12
Overseas Scouting, 19
Patent laws, 5
Patriotism, 3, 6
Payment of money, 18
Pension Investment Committee, 9
Personal courage, 17
Personal estate, 3
Physical fitness, 6, 17
Policies and definitions, 17
President, 11
Priorities, 6
Professional Development Committee, 9
Professional leadership, 16
Professional Scouters, 16
Program, 17–18
Program objectives, 17
Properties Committee, 9
Property, 3, 4, 18
Publications, official, 6
Public emergencies, 5
Purpose, 3, 6

Q

Qualifications, governing body, 4
Quorum
annual or special meeting, 8
Executive Board, 4
Executive Committee, 9
National Council, 7
Nominating Committee, 10

R

Real estate, 3, 18
Red Cross, 5
Regional advisory council, 14
Regional board, 13
meetings, 13
youth members, 13
Regional committees, 13
meetings, 13
organization of, 13
regular members, 13
youth members, 13
Regional director, 13
Regional executive committee, 13
meetings, 13
members, 13
Regional officers
area president, 14
elections, 14
regional president, 13–14
regional vice-presidents, 14
Regional organization, 13–14
Regional standing committees, 14
Regions, 13
Registration, 18
Registration fees, 18
Regulations, 6
Regulations for election, 4
Relationships, area, region, council, 14
Relationships Committee, 9
Religion, policy on, 17
Religious freedom, 17
Report to Congress, 4, 12
Resolutions Committee, 10–11
Resourcefulness, 5

Responsibilities of regions, 13
Revocation of charter, 15
Rules and Regulations, 6

S

Scoutcraft, 3
Scouting movement, 5
Scout Oath or Promise, 17
Scoutreach Committee, 9
Seal, 3, 4, 6, 12
Self-reliance, 3, 5, 6, 17
Signatures for payment, 18
Solicitors of money, 18
Special meetings, 4, 7, 8
Special situations, 19
Standing committees, 4, 9–10, 14
Standing committees—Group, 9
Standing committees—Support, 9–10
Suit, 3
Supplies, sales of, 18
Supply Committee, 9

T

Termination of charters, 15
Term of office, governing body, 4, 8
Tests, 5
Tiger Cub Promise, 17
Training boys, 5
Treasurer, 12
Trust company or companies, 18

U–V–W–Y

Uniforms, badges, and insignia, 5, 18
Vacancies
  Executive Board, 8
  honorary officers, 12
Varsity Scout, 16
Varsity Scouting, 16
Venturing, 16, 17
Venturing Code, 17
Venturing Committee, 9
Vice-presidents, 11
Waivers, 8, 20
Wilson, Woodrow, 4
Youth awards, 18
Youth membership, 16
Youth members not to solicit money, 18