

BLUE RIDGE SCOUT RESERVATION ALUMNI ASSOCIATION BYLAWS

Effective January 1, 2021

ARTICLE I

NAME

Section 1. NAME: The name of this organization will be the “Blue Ridge Scout Reservation Alumni Association” herein referred to as the “Association.”

ARTICLE II

MISSION AND PURPOSE

Section 1. MISSION: The mission of the Association shall be to reconnect alumni with Blue Ridge Scout Reservation; to support Blue Ridge Scout Reservation and its staff; and to promote the Scouting program.

Section 2. PURPOSE: Provide benefit for all Reservation Programs, without preference towards one Summer Camp Program over another.

Section 3. FINANCES: No part of the net earnings of the corporation shall inure to the benefit, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in previous articles hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III

MEMBERSHIP, BUDGET AND INVESTMENT

Section 1. ELIGIBILITY: Membership is open to any staff alumni of Blue Ridge Scout Reservation, including former and current staff. Members must have worked **or had family members who worked** on the Reservation for at least two weeks within any one camp season. This includes both paid and volunteer positions.

Members must be in good standing in the community.

Any member may resign from the Association upon written or verbal request to the Board of Directors at a regularly scheduled meeting thereof. In addition, membership may be terminated by the Board of Directors at any time at the discretion of the Board by a two-thirds vote. If and when such action is deemed appropriate, not less than ten (10) days prior written notice shall be given to the member. An opportunity shall be afforded for the member to represent his/her case at a hearing of the Board of Directors convened for the specific purpose after which the member shall be advised by the President of the Board of the determination of the Board.

Section 2. BUDGET: The Budget shall be prepared by or at the direction of the Executive Committee and presented to the Board of Directors at the winter Board Meeting. After approval by the Board of Directors by a majority vote, the budget becomes a guide for expenditures for the following year. Expenditures by the Association are not to exceed the approved budget without the prior approval of the Board of Directors. The President and President Elect shall oversee the determination of the budget.

Section 3. INVESTMENT: The membership investment schedule for subsequent years shall be determined by the Executive Committee with majority approval by the Board of Directors and approved at the December meeting. Member investment is payable in advance on the anniversary date of each member, unless otherwise determined by the Executive Committee. New members admitted during the year will renew on the anniversary date of their membership.

Section 4. CLASSIFICATION OF MEMBERSHIPS:

(a) **ACTIVE MEMBERS:** Any individual that meets the criteria may join the Association. All active members will be members who have paid dues equivalent for the year.

(b) **HONORARY MEMBERS:** The Board of Directors may, by unanimous vote, designate individuals as Honorary Members of the Association. Honorary members shall not be required to pay dues for their membership. It is generally intended to limit these memberships to local paid Council employees.

ARTICLE IV

ELECTION OF BOARD OF DIRECTORS

Section 1. NOMINATION COMMITTEE: The President may appoint a standing nominating committee (committee) composed of three (3) members of the Board and one (1) Executive member whose duty shall be to see that the election of members to the Board is carried out under the terms and conditions of these bylaws. The President may appoint a Chair for the committee.

Section 2. ELIGIBILITY FOR NOMINATIONS: In order for a Director to be nominated, the candidate must be a member in good standing of the Association. The member must be current in payment of his or her membership investment. The member must have consented to act as a Director and have the endorsement of the Executive Committee and then receive approval by a majority of the Board.

Section 3. TERM OF OFFICE: All Directors are to serve for a period of two years after they are duly elected and qualified. Directors may serve additional terms upon nomination by the Nominating Committee and approval by the Board.

Section 4. NUMBER AND TITLE: The number of directors shall be at least seven (7), but not more than thirty (30), regular Directors and such other representatives as the Board may see fit to appoint. Other appointed representatives or Ex Officio Directors may serve in an advisory capacity only, with no voting rights as members of the Board.

Section 5. EX OFFICIO DIRECTORS: At the discretion of the Board of Directors, Ex Officio members may be appointed to the Board to represent entities having a special interest in the affairs of the Association.

In particular, the Reservation Program Director of Blue Ridge Scout Reservation shall be a voting member of the Board of Directors as Camp Staff Liaison with the provision that he/she is a professional Scouter with the Blue Ridge Mountains Council, Boy Scouts of America. In the event the Reservation Program Director were to hold any other position on the Board, the Camp Staff Liaison position shall be passed to another, equivalent member of the Blue Ridge Scout Reservation staff provided he/she meets the professional requirement, and upon approval of the Board. In the event the Reservation Program Director is not a Professional Scouter, the Board will designate a Professional Scouter to serve in the role of Camp Staff Liaison.

Section 6. REMOVAL FROM OFFICE: Any Director may be removed from office by a majority vote of the Directors. A Director may be removed with or without cause.

Section 7. THE ELECTION: The election of approved nominees by the Board of Directors shall be held during regularly scheduled Board Meetings by a majority vote of the Board. If a majority of the board is not present at the meeting then a ballot may be cast electronically or by other means.

Section 8. INSTALLATION: Elected Directors shall be installed in office immediately at the time of election with full Board rights and privileges and begin their official two year term on the following January 1.

ARTICLE V

POWERS AND DUTIES OF BOARD OF DIRECTORS

Section 1. GENERAL: The entire management and control of the affairs of the Association shall be vested in the Board. Enumerating, but not limiting the authority of the Board, it shall have power to act in the name of the Association as follows: to sue, to hold, sell, lease, or mortgage real property and have personal property, and give security notes pledges and other collateral when authorized by appropriate vote; and, to contract with any individual, company, partnership or corporation for the furthering the objectives and policies of the Association.

Section 2. REGULAR MEETINGS: The board of directors shall meet as needed to review and act on the business of the Association. The President may publish a schedule of meetings for the year, and no additional notice of such meetings will be required. Meetings will be held quarterly, with dates set at annual business meetings.

Section 3. SPECIAL MEETINGS: Special meetings may be requested by the President , vice President , secretary, or any four directors by providing five days written notice to the President by ordinary United States mail, effective when mailed. Notice may also be given by email, effective when sent.

Section 4. PROCEDURES: The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the board of directors, unless the vote of a greater number is required by law or by these bylaws for a particular resolution. A director of the Association who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless that director's dissent is entered in the minutes of the meeting. The board shall keep written minutes of its proceedings in its permanent records.

Section 5. VOTING: Each member of the board of directors shall be entitled to one vote.

Section 6. SPENDING AUTHORIZATION: Any monetary decision above \$500.00 not covered under the current approved budget must be presented in writing as new business at a board meeting. The board may defer a vote on the matter until the following board meeting to allow time for contemplation.

Section 7. POWERS: The Board shall have power to elect the following officers of the Association whose terms of office shall be for two years: a President, President Elect, one or more Vice Presidents, and Treasurer. The President elect will automatically become President unless the Board decides by a two-thirds vote to elect another member as President of the Board.

Section 8. DUTIES: The duties of the Board shall be to oversee the affairs and objectives of the Association. The affairs and objectives shall include but not be limited to the adoption of rules and regulations for the Association government, create committees, and, in general, if necessary, exercise all organizational power of the organization.

Section 9. AUTHORIZATION: All monies paid out from the Association shall be signed by two members of the Executive Committee. No authorizations may come from members of the same household.

ARTICLE VI

OFFICERS OF THE ASSOCIATION

Section 1. NUMBER AND TITLES OF EXECUTIVE OFFICERS: The officers of the Association shall be the President, the President Elect, one or more Vice President, the treasurer, and a Past President, as determined at the discretion of the Board. A person may not hold more than one office at a time. Preferably, a person must have served as a director for at least one year before becoming eligible to become an executive officer.

Section 2. DETERMINATION OF EXECUTIVE OFFICERS: Except as provided otherwise herein, the officers of the Association shall be determined by nomination by the President and approval by the Board of Directors every two (2) years.

The President Elect will automatically be retained on the Board for a period of two (2) years to assume the duties and responsibilities as President for the following two (2) years unless the Board decides by two-thirds vote to elect another member as President.

The President of the Association shall assume the position of Past President and be retained automatically on the Board and Executive Committee for a period of two (2) years after their term of office as President has expired.

Nominations for the President Elect shall be made by the Nominating Committee no later than 30 days prior to the regular fall Board meeting every two (2) years. Elections will then be conducted during the fall Board meeting.

A Majority vote of the Board of Directors shall be necessary to elect any executive officer.

Section 3. INSTALLATION: The elected officers shall be installed in office, upon election, at the annual meeting in January.

Section 4. DUTIES OF THE PRESIDENT OF THE BOARD: The President shall preside at all meetings or functions of the Board, the Executive Committee and at regular and special meetings of the membership, and perform all duties incident to this office. The President, at the Annual Meeting of the Association, and at such other times as may be deemed proper, recommends to the membership of the Board such matters and makes such suggestions as may tend to promote the prosperity and increase the usefulness of the Association.

Section 5. DUTIES OF THE PRESIDENT ELECT: The President Elect shall attend to all duties as may be assigned by the President. In the event the President is absent or unable to act in his/her office, the President Elect shall perform all the duties and be vested with all the authority of the

President. The President Elect, together with the Past President, shall serve as Ex Officio members of all committees, and supervise any committees designated by the President.

Section 6. DUTIES OF THE PAST PRESIDENT: The Past President shall provide assistance, counsel, and guidance to the current President of the Board.

Section 7. DUTIES OF THE TREASURER: The Treasurer shall review the financial operations of the Association regularly and shall certify to the Board of Directors that financial reports submitted to the Board are accurate and complete. The Treasurer shall also assist in preparation of the annual budget and shall present it to the Board for approval. The Treasurer shall serve as Chair of the Finance Committee, if organized by the President.

Section 8. DUTIES OF THE VICE PRESIDENTS: The Vice Presidents, if any, shall have duties determined by the President.

ARTICLE VII

COMMITTEES OF THE ASSOCIATION

Section 1. APPOINTMENT FUNCTION AUTHORITY: The Executive Committee shall be empowered to appoint such standing committees as may be deemed necessary for the conducting of the affairs of the Association, subject to the approval of the Board. It shall be the function of the committees to carry on such activities as may be delegated to them by the Board. They shall examine and report to the Board subjects relevant to their committee activities.

The members of the Executive Committee shall be Ex Officio members of all committees.

Section 2. EXECUTIVE COMMITTEE: During the interim between meetings of the Board of Directors, the business of the Association shall be conducted by an Executive Committee. Members of the Executive Committee shall be as described in Article VI, Section 1.

Section 3. NOMINATION COMMITTEE: A Nomination Committee shall be established per the process outlined in Article IV, Section 1.

Section 4. AD HOC COMMITTEES: The President may create Ad Hoc Committees for specific stated purposes. The President shall report these creations to the Board. Ad Hoc Committees may not exercise authority on behalf of the Association unless authorized by the Board. An Ad Hoc Committee is dissolved either by the President or when its specific stated purpose is completed.

ARTICLE VIII

MEETINGS, FISCAL YEAR, AND ACTIVITIES

Section 1. MEETINGS: The Association will hold an Annual Business Meeting on a day to be set by the Board. The Board of Directors shall report on the activities and financial condition of the Association at the Annual Business Meeting and also plan out the upcoming year. Special meetings of the members may be held at such other times as the President or the Board may determine.

Section 2. BOARD OF DIRECTORS: The Board shall meet at regular intervals, at least quarterly and more often as the need arises, to conduct the business of the Association. Absence from three (3) regular, or consecutive meetings without requesting that they be excused prior to said meetings and so recorded by the Board may constitute a resignation from the Board by the absent member.

Section 3. EXECUTIVE COMMITTEE: The Executive Committee shall meet one week prior to the Board of Directors Meeting or whenever deemed necessary to carry on the affairs of the Association.

Section 4. FISCAL YEAR: The fiscal year shall commence January 1, and shall end on the thirty-first (31st) day of December.

ARTICLE IX

AMENDMENTS

Section 1. AMENDMENTS: These bylaws may be amended at any Board of Directors meeting by a two-thirds majority vote. Such amendments shall be plainly stated in that notice for the meeting in which the amendment or amendments are to be considered for adoption.

ARTICLE X

MISCELLANEOUS

Section 1. ENACTMENT: These bylaws shall be effective immediately following their adoption by a majority vote of the Board of the Association.

Section 2. DISSOLUTION: In case of dissolution of Association, assets shall be distributed under the procedure designated in the Articles of Incorporation with preference given to Scouting organizations.