

COMMISSIONER STAFF

SECTION 1.

The commissioner staff may be composed of the council commissioner, one or more assistant council commissioners, district commissioners, assistant district commissioners, roundtable commissioners, assistant roundtable commissioners, and unit commissioners. Each such Scouter shall be 21 years of age or over to whom the Boy Scouts of America has issued a commission for a respective volunteer post.

The council/district commissioner staff, subject to the approval of the executive board, shall be selected as required and in such a manner as is set forth in the commissioner manuals of the Boy Scouts of America for the council's adopted plan of council and district organization, the Rules and Regulations of the Boy Scouts of America, and these bylaws.

Each member of the commissioner staff shall serve as a volunteer and carry out the mission of the position for which commissioned in cooperation with the council's plan for the delivery of its programs to chartered organizations and community groups and in accord with these bylaws, policies, procedures, and the Rules and Regulations of the Boy Scouts of America.

PROFESSIONAL STAFF

SECTION 2.

The corporation may employ individuals in professional positions who have been recommended by and commissioned as such by the Boy Scouts of America. Such members of the professional staff shall be appointed to office by the executive board upon the recommendation of the Scout executive (president/CEO) and shall serve, under the direction and supervision of the Scout executive (president/CEO), at the pleasure of the executive board and the Scout executive (president/CEO).

Duties of members of the professional staff shall be as defined by the Scout executive (president/CEO) with the approval of the executive board. They may be designated so as to indicate their respective functions, but all professional titles first shall be approved by the Boy Scouts of America.

ARTICLE VIII. DISTRICT ORGANIZATION

DISTRICTS

SECTION 1.

For the purpose of area service and administration, the corporation's territory may be divided geographically into such districts as the executive board from time to time determines, subject to the Rules and Regulations of the Boy Scouts of America. The corporation shall supervise Scouting in each district through the active members of the local council residing within the district and such additional district members as may be elected.

DISTRICT COMMITTEE

SECTION 2.

The district committee shall be elected annually by the district members to administer the Scouting program within the territory of the district. The district committee and the committees of the district have no legislative authority, the purpose of the district committee being to make effective within the district, policies and programs adopted by the corporation. The district committee consists of chartered organization representatives and council members at large within the district territory plus duly elected district members at large.

DISTRICT COMMITTEE OFFICERS

SECTION 3.

Each district committee shall elect a chairman and vice-chairmen as may be required and in such a manner as set forth in the official operations manual of the Boy Scouts of America and election procedures approved by the executive board. The district chairman shall be nominated for election to the executive board in accordance with article IV, section 2 of these bylaws.

MEETINGS OF THE DISTRICT COMMITTEE

SECTION 4.

The district committee shall meet monthly at such time and place, preferably within the district, as may be fixed by the committee or its chairman. The business transacted at each monthly meeting shall address the four functions of operation (membership/relationships,

finance, program, and unit service) and shall be concerned with service to chartered organizations and to units within the district and shall include the receiving of reports from the chairmen of various district operating committees, the Scout executive (president/CEO) or designee (as secretary of the district committee), and the district commissioner, and such other business as the chairman and officers and Scout executive (president/CEO) may indicate.

The district committee meeting immediately preceding the annual meeting of the local council shall be the annual meeting of the district. At least 90 days prior thereto three names of a potential district nominating committee shall be submitted to the council president (chairman of the board) for approval. The president (chairman of the board) has the discretion to add or delete names for the nominating committee from the council executive board or the community at large. When approved, the committee shall make nominations for district officers and members at large for election at the annual meeting of the district. At this meeting the officers and district committees shall present reports of the year's activities.

SECTION 5.

A suggested district election procedure appears in the appendix.

DISTRICT OPERATING COMMITTEES

SECTION 6.

Each district may have such committees as approved by the executive board and as authorized by the Boy Scouts of America operations manuals. Each district shall be responsible for cooperating in making effective the policies and programs adopted by the executive board and for the performance of the four functions.

The chairmen of committees of the district shall be appointed by the district chairman with the approval of the district committee. The members of these committees shall be appointed by the district committee, upon the recommendation of the respective committee chairman and the district chairman.

ARTICLE IX. LOCAL UNITS

APPROVAL OF UNIT CHARTERS

SECTION 1.

The executive board shall review or shall authorize some committee or person to review all applications for new charters or renewal of charters by community or chartered organizations within the corporation's territory and shall forward the recommendation with respect to each such application to the national office of the Boy Scouts of America.

UNIT DESIGNATION

SECTION 2.

All units within the corporation's territory shall be designated by the name of the community in which the unit is located, by the name of the chartered organization or community group operating the unit, and by a serial number assigned by the corporation.

ARTICLE X. FINANCES AND PROPERTY RAISING FUNDS

SECTION 1.

Clause 1. All money raised by or received for the benefit of the corporation or a unit under its jurisdiction and all property acquired by the corporation or such a unit shall be deemed to be received or acquired for the benefit of Scouting as interpreted and promoted by the Boy Scouts of America, in accordance with the Rules and Regulations and procedures from time to time adopted by the Boy Scouts of America.

Clause 2. Subject to the Rules and Regulations of the Boy Scouts of America, the corporation shall control the raising and expenditure of all funds for local Scouting work within the territory of the corporation. The necessary expenses of the corporation shall be met by funds secured by solicitation or otherwise in accordance with the Rules and Regulations of the Boy Scouts of America pertaining to the raising of funds for Scouting purposes.

Clause 3. Neither the corporation nor any unit under its jurisdiction shall have any authority to bind the Boy Scouts of America to any financial obligation whatever.

CONTROL OF FUNDS AND PROPERTY

SECTION 2.

Budget

Clause 1. The executive board shall, preceding the commencement of each fiscal year, consider and adopt a budget of estimated expenditures by the corporation for such fiscal year. No funds shall be expended by the corporation during a fiscal year without the authorization of the executive board or the executive committee for any item not covered by, or in excess of the amount authorized by, the budget for such year.

General Funds

Clause 2. All funds of this corporation or funds handled on behalf of this corporation or the Boy Scouts of America, from whatever source and for whatever purpose received, shall be deposited to the credit of the corporation in such depositories as shall be approved by the executive board or executive committee. The funds shall be disbursed only upon the authority of the executive board, executive committee or upon the order of officers of the corporation duly authorized by the executive board or executive committee; in any event the signatures of at least two authorized persons shall be required for the disbursal of funds except in the case of checks made payable to the Boy Scouts of America where a single signature will be accepted provided authorization has been accorded by the executive board.

All receipts from registration fees, Boys' Life subscriptions, and any other funds of the Boy Scouts of America which are received by this corporation for transmission to the Boy Scouts of America shall be carefully segregated, through bookkeeping and accounting procedures, as established by the Boy Scouts of America.

All persons having access to any funds (general or special) of the corporation shall be bonded.

Special Funds

Clause 3. The corporation may create special funds for specific purposes to be used in the interest of the Boy Scouts of America by the corporation or a unit under its jurisdiction. Such special funds may be established by recordation in proper account on the books of the corporation and shall, if required by direction of the executive board or the term of a gift or bequest, be vested in a bank or trust company in trust for the use of the corporation or the unit, with the provision in the statement of the conditions governing the administering of the trust that in the event of the dissolution of the unit or corporation or revocation, termination, or lapse of its charter said trustee will, after satisfying any claims against such fund, turn over to the Boy Scouts of America the balance for use by the Boy Scouts of America for the benefit of Scouting in such locality and for the specific purposes for which the fund was granted. If, after a reasonable period, there is no suitable opportunity for the use of said fund in such locality, it may be used elsewhere.

Real Estate

Clause 4. The corporation may hold title to real property in its own name as long as

its Articles of Incorporation expressly provide for the conveyance of such property or the net proceeds from the sale thereof to the Boy Scouts of America in the event of the dissolution of the corporation or the revocation or termination of its charter. Title to real property acquired for the corporation may also be vested in a bank or trust company in trust for the use of the corporation, where appropriate in accordance with the wishes of the donor, with a provision in the trust deed that in the event of the dissolution of the corporation or the revocation or termination of its charter, the trustee, after satisfying any claims against the corporation to which such property may be subject, will convey said property or pay the net proceeds from a sale of the property to the Boy Scouts of America, which shall hold or use said property or funds for the benefit of Scouting in the locality in which the corporation is located or elsewhere if after a reasonable period there is not suitable opportunity to use said property or funds in said locality.

Title to all real estate acquired for a unit under the jurisdiction of the corporation shall be vested in (a) the name of the corporation (if the corporation agrees to hold title to property), (b) the operator of such unit (if the operator is a chartered organization or community group), or (c) a bank or trust company, in each case in trust for the use of the unit, where appropriate in accordance with the wishes of the donor, with a provision in the trust deed that in the event of the dissolution of the unit or the revocation, termination, or lapse of its charter, the trustee will, after satisfying any claim against such unit to which such real estate may be subject, hold the property upon the instructions of the corporation or, if so instructed, convey said property or pay the net proceeds from a sale of the property to the corporation, which shall hold or use said property or funds for the benefit of Scouting in the locality in which the unit is located or elsewhere if, after a reasonable period, there is not a suitable opportunity to use said property or funds in such locality.

Securities

Clause 5. The securities of the corporation shall be deposited in any such deposit vault or vaults or with such bank or banks, trust company or trust companies, or such other depositories as may from time to time be designated by the executive board, executive committee, or finance committee. Access to the securities may be had as provided by resolutions of the executive board or executive committee and not otherwise.

Audit

Clause 6. A statement of all income and expenses of the corporation during the fiscal year and a statement of all assets, liabilities, and fund balances of the corporation as at the end of such year shall be duly audited and certified annually in accordance with generally accepted auditing standards, by certified public accountants or other recognized independent public accountants approved by the executive board or executive committee.

ADMINISTRATION OF UNIT FUNDS

SECTION 3.

Clause 1. At the request of the unit committee of any unit under the jurisdiction of the corporation, the treasurer may hold for such committee funds for the unit. Such funds shall be transferred, in whole or in part, to the custody of the unit or a treasurer of the chartered organization upon duly accredited authority for such transfer.

Clause 2. In the event of the dissolution of a unit or the revocation or lapse of its charter, the unit committee shall apply unit funds and property to the payment of unit obligations and shall turn over the surplus, if any, to the corporation. In the case of an organization unit, any funds or equipment which may have been secured as property of the unit shall be held in trust by the organization or the corporation, as may be agreed upon, pending its reorganization or the development of other plans, with the approval of the corporation, for the use of such funds and property in connection with a program for character development, citizenship training, mental and physical fitness for the youth of that organization or, by the agreement of those involved, shall be used elsewhere for the promotion of the program of the Boy Scouts of America.

ARTICLE XI. ADDITIONAL ADMINISTRATIVE MATTERS

INDEMNIFICATION

SECTION 1.

Any person made a party to any action, suit, or proceeding, civil or criminal, by reason of the fact that such person, his/her testator or intestate, is or was a member of the executive board or committee of the executive board of the corporation, or an officer or National Council member or employee of the corporation, or a director, officer, or employee of any corporation in which he/she served as such at the request of the corporation, or a member of the commissioner staff of the corporation, or a member of a district committee or a district officer under the jurisdiction of the corporation, shall be indemnified by the corporation against the reasonable expenses, (including amounts paid by way of judgment and settlement and including attorney's fees), actually and necessarily incurred by him/her 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 person is liable for negligence or misconduct in the performance of 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.

CONTRACTS, CHECKS, DRAFTS, ETC.

SECTION 2.

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 or executive committee 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 or executive committee and such authority may be general or confined to specific instances.

Except as otherwise provided by law or in these bylaws, all checks, drafts, notes, bonds, 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 or executive committee.

NOTICES AND WAIVERS

SECTION 3.

Whenever any notice is required by these bylaws or by any law to be given to any member of the local 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, fax, or electronic mail addressed to such person at his/her or its 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, fax, or electronic mail shall be deemed to have been 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 in writing, 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.

ACTION WITHOUT A MEETING

SECTION 4.

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.

FISCAL YEAR

SECTION 5.

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

SEAL

SECTION 6.

The seal of the corporation shall be in the form of a circle enclosing the universal badge with the motto **Be Prepared** underneath this badge and the words "Central Florida Council, Inc., Boy Scouts of America," around the circle and shall be used only as authorized.

AMENDMENT

SECTION 7.

These bylaws may be amended at any meeting of the executive board, upon the recommendation of the executive committee of the executive board, or when the proposed amendment has been sent to members of the executive board at least 15 days in advance of the meeting. All amendments to these bylaws must first be approved by the national office of the Boy Scouts of America before being submitted to the executive board for adoption.

EXECUTIVE BOARD RESOLUTIONS

RESOLUTION 1. This resolution implements article V, section 3.

COMMITTEES OF THE EXECUTIVE BOARD

RESOLVED. That the following committees of the executive board shall be appointed: finance, endowment, program, special events, camp programs, relationships, administration, Scoutreach, membership, physical resources, communications and activities.

Their duties and responsibilities shall be as set forth in the operations manuals and applicable literature of the Boy Scouts of America.

RESOLUTION 2. This resolution implements article VI, section 6 (c) and (e).

AUTHORITY OF SCOUT EXECUTIVE (PRESIDENT/CEO) AND MEMBERS OF PROFESSIONAL STAFF

RESOLVED, That subject to any limitation imposed by law, the bylaws, or any resolution of the executive board or executive committee, the Scout executive (president/CEO), or Director of Field Service be and hereby is authorized and empowered, for and on behalf of the corporation and in its name, to deliver, enter into, acknowledge, cancel, and revoke any and all agreements, conveyances, mortgages, powers of attorney, or other instruments which are incident to the carrying on, in the normal course, of the regular affairs of the corporation; and be it further

RESOLVED, That subject to any limitation imposed by law, the bylaws, or any resolution of the executive board or executive committee, the Scout executive (president/CEO), and the treasurer, be and hereby are and each of them hereby is authorized and empowered, for and on behalf of the corporation and in its name, to deliver, execute, acknowledge, and pay any fees connected with any and all applications, reports, returns, or other instruments required by any governmental authority, which are incident to the carrying on, in the normal course, of the regular affairs of the corporation.

RESOLUTION 3. This resolution complements article XI.

CONFLICT-OF-INTEREST POLICY FOR EXECUTIVE BOARD MEMBERS

RESOLVED, That it is the basic policy of the corporation that all executive board members or members of any committee thereof or officers or employees of the corporation have a duty to be free from the influence of any conflicting interest when they act on behalf of the corporation

or represent it in negotiations or advise others in the corporation with respect to dealing with third parties. They are expected to deal with suppliers, customers, contractors, and others having dealings with the corporation on the sole basis of what is in the best interest of the corporation without favor or preference to third parties based on personal considerations. To this end the following rules shall be observed:

1. No member of the executive board or member of any committee thereof or officer or employee of the corporation shall accept from any person, directly or indirectly, whether by himself or herself or through his or her spouse or a member of his or her family or through any partner or business or professional associate, any gift, favor, service, employment or offer of employment or any other thing of value which he or she knows or has reason to believe is made or offered to him or her with the intent to influence him or her in the performance of his or her duties as a member of the executive board or member of any committee thereof or officer or employee of the corporation.
2. No member of the executive board or member of any committee thereof or officer or employee of the corporation who is a partner, officer, or employee of a partnership, firm, or corporation or who owns or controls more than 10 percent of the stock of such corporation, shall represent, appear for, or negotiate on behalf of the corporation in connection with the acquisition or sale by the corporation of any interest in real or tangible or intangible personal property to such partnership, firm, or corporation.
3. No member of the executive board or member of any committee thereof shall participate by discussion, voting, or by any other action taken by the executive board, or any committee thereof, in the enactment of or defeat of a motion which relates to any transaction with any party referred to in paragraph 2 above. In case any such matter is discussed at any meeting where any executive board or committee member who has such an interest is present, he or she shall promptly disclose his or her interest in the matter to be voted on to the chairman of the meeting. He or she shall not vote on the matter and at the discretion of the disinterested members present may be required to leave the meeting during the discussion and the voting on the matter.

RESOLUTION 4. This resolution complements article XI.

CONFLICT-OF-INTEREST POLICY FOR PROFESSIONAL SCOUTERS

RESOLVED, That the following conflict-of-interest policy become the policy of this corporation and be applied to professional Scouters. It is imperative that employees of the Boy Scouts of America conduct themselves with a degree of honesty and integrity which is beyond reproach or even suspicion.

While it is not possible to anticipate every situation and prescribe a precise rule for each, it is possible to set forth certain basic, general principles to be observed by employees at all times. The essence of this policy is that employees shall always deal with others doing, or seeking to do, business with the Boy Scouts of America in a manner that excludes all consideration of personal advantage. Accordingly, every employee of the Central Florida Council is subject to the following policy:

1. Interest in Other Business Organization

Employees of the Boy Scouts of America or any local council thereof or members of their immediate families shall not have any interest, direct or indirect, in any other business which in any degree conflicts with the employee's primary obligations to the Boy Scouts of America or any local council thereof. In this regard, employees or members of their immediate families should not possess a significant financial interest in any business that does, or seeks to do, business with the Boy Scouts of America or any local council thereof. In addition, employees should not conduct business on behalf of the Boy Scouts of America or any local council thereof with members of their immediate family, or a business organization with which the employees or members of their immediate families have any association which could be construed as significant in terms of potential conflict of interest.

2. Gifts, Favors, Entertainment and Payments to Employees

Employees shall not seek or accept any gifts, payments, fees, services, valuable privileges, vacations or pleasure trips, loans (other than conventional loans from lending institutions) or other favors from any person or business organization that does, or seeks to do, business with the Boy Scouts of America or any local council thereof. No employee shall accept anything of value in exchange for referral of parties to any person or business organization that does, or seeks to do, business with the Boy Scouts of America or any local council thereof. In the application of this policy:

- (a) Employees may accept common courtesies of nominal value usually associated with accepted business practices for themselves and members of their families.
- (b) An especially strict standard is expected with respect to gifts, services or considerations of any kind from suppliers. Entertainment at the expense of suppliers beyond that contemplated by (a) above should not be accepted under any circumstance.
- (c) It is never permissible to accept a gift in cash or cash equivalents of any amount.
- (d) This policy does not preclude the acceptance of benefits to the Boy Scouts of America as compared to benefits to an individual employee.
- (e) This policy does not preclude the acceptance of courtesies extended to employees of the Boy Scouts of America or any local council thereof in their official capacities, such as gratis hotel rooms for business (but not personal use) in connection with meetings.
- (f) This policy will be communicated to persons and organizations doing, or seeking to do,

business with the Boy Scouts of America or any local council thereof.

3. Confidential Information

Employees shall not, without proper authority, give or release to anyone not an employee, or to another employee who has no need for the information, data or information of a confidential nature concerning the Boy Scouts of America or any local council thereof.

4. Gifts, Favors, Entertainment, and Payments by the Boy Scouts of America or Any Local Council Thereof

Gifts, favors, and entertainment may be given others at the expense of the Boy Scouts of America or any local council thereof only if they meet all of the following criteria:

- (a) They are consistent with accepted business practices.
- (b) They are of sufficiently limited value, and in a form that will not be construed as improper.
- (c) They are not in contravention of applicable law and generally accepted ethical standards.
- (d) Public disclosure of the facts will not embarrass the Boy Scouts of America or any local council thereof.

5. Obligation to Disclose

Any employee who believes that his or her personal actions or interests, or the actions of others, may violate this policy must discuss the matter with the Scout executive (president/CEO). Additional interpretations of this policy and definitions of words and phrases used herein will be made upon request to the Scout executive (president/CEO).

6. Sanctions

Any employee whose actions or interests violate this policy is subject to termination on that account alone, if such is determined to be in the best interests of the movement.

It is the responsibility of every employee of the Boy Scouts of America or any local council thereof to be aware of and to observe these standards. Accordingly, each employee is asked to sign and return the accompanying Employee Statement relating to these standards. Employee Statements will be held in complete confidence. The employee statement will be reexecuted on a regular basis.

EMPLOYEE STATEMENT

I certify that I have received a copy of the Council Conflict of Interest Policy, dated September 11, 2001, and that neither I nor any member of my immediate family have any personal economic interest that could be construed as opposed to the best interests of the Boy Scouts of America or any local council thereof or in violation of the stated conflict of interest policy, other than any exceptions listed below.

(Give full details below or on a separate sheet, if appropriate, concerning any outside interests that you believe require or may require the approval of the Scout executive (president/CEO). If none, please so state).

Signature of Employee: _____ Date:

APPENDIX

THE LOCAL COUNCIL ANNUAL MEETING

These are the recommended procedures for conducting a local council annual meeting based upon the procedures set forth in article III, section 3, clause 1, of the Standard Local Council Articles of Incorporation and Bylaws, No. 3736A, which states:

"The annual meeting of the local council shall be held at such place . . . and at such time as the executive board of the corporation may determine. The annual meeting of the local council shall be for the purpose of:

- a. Receiving annual reports of the executive board, officers, and various committees,
- b. Electing members at large, associate and honorary members of the local council, National Council members, regular members of the executive board, and officers of the corporation other than the Scout executive (president/CEO),
- c. Receiving and approving financial statements showing the financial position of the corporation as of the close of its most recent complete fiscal year and the results of operations during such year, and
- d. Transacting such other business as may come before the meeting."

It is suggested that the following guidelines be observed:

1. The proposed agenda, notice, and election procedures should be reviewed in conference by the council president (chairman of the board), Scout executive (president/CEO), and area director well in advance of the meeting (i.e., prior to the board meeting which is 3 months before the annual meeting).

2. The council president (chairman of the board) must give careful attention to the appointment of both the nominating committee and the committee on program and resolutions within the time specified in the bylaws. It would be well for the council president (chairman of the board) to appoint a volunteer Scouter knowledgeable in the BSA election procedures, as well as the applicable nonprofit corporation state law requirements, to serve as parliamentarian and also election judge(s). These appointments should be published with sufficient advance notice to give voting members the opportunity to send in written recommendations.
3. Notice of the annual meeting must be given in writing a minimum number of days in advance of the meeting, as specified in the bylaws of the council.
4. Develop a list of the names of presently registered chartered organization representatives in the council and the name of the organization which each represents. The list should indicate anticipated attendance at the annual meeting. Chartered organization representatives must constitute a majority of the active membership of the local council at all times.
5. Local council bylaws should stipulate the quorum requirements. The National Council recommends that a quorum for the local council conform to the laws of the state in which the council is incorporated. When this is not stated, 5 percent or 10 percent or 15 percent of the total voting membership is recommended.
6. Voting delegates and nonvoting delegates should be properly identified at the annual meeting with easily recognizable and distinctive name tags. All voting delegates should register as they arrive.
7. The council president (chairman of the board) may desire to call upon the parliamentarian to explain the election procedures before turning the meeting over to the nominating committee chairman to present the nominating committee report and conduct the elections. Copies of the election procedures and council bylaws should be on hand for ready reference. The election procedure should be dignified and be carried out in a businesslike manner. Nominations from the floor are not permitted in BSA election procedures.
8. It is strongly recommended that all officers and members of the executive board be contacted personally (and proposed members at large of the council written to) informing them of the intention of the nominating committee to place their name in nomination for election at the council's annual meeting unless they inform the chairman of the nominating committee otherwise. This is not only a courtesy, but strengthens the position of the nominating committee's final recommendations.
9. A strategy meeting should be held no more than 10 days (preferably within 24 hours) in advance of the annual meeting, at which the council president (chairman of the board), Scout executive (president/CEO), parliamentarian, nominating committee chairman (and where possible the regional and/or area representative) are present to review the agenda and to discuss the possibility of problems arising.

10. In the event that problems or divisive matters are anticipated at the meeting, it is appropriate to determine whether or not it is proper to raise such items at the meeting under the council's bylaws. If so, it will be necessary to devise strategy to cope with each matter. It may be appropriate to contact all voting members to give them additional information and to assess the voting position of each.

11. Misunderstandings occur because of inadequate communication. Be sure all volunteer Scouters, especially those from the districts, are well informed. It may be useful to suggest to district Scouters that they have direct representation on the executive board through their district chairman and thus may have their views represented in this manner.

12. The National Council of the Boy Scouts of America may be called upon by the executive board of a local council for assistance in these matters; such as conducting special audits in such areas as personnel, membership, or fiscal stewardship.

COUNCIL ELECTION PROCEDURES

Purpose

To elect council members at large, associate and honorary members of the local council, local council representatives to the National Council, regular members of the executive board, and officers of the corporation other than the Scout executive (president/CEO).

Those eligible to vote

1. Registered chartered organization representatives currently officially representing chartered organizations within the council's geographical boundaries.
2. Registered, duly elected council members at large.

Time of elections

The date, time, and place of the annual business meeting of the local council is specified by the executive board of the corporation as prescribed by the council's bylaws.

Process

1. At least 90 days prior to the date set for the annual business meeting of the local council the president (chairman of the board) shall appoint a nominating committee, subject to board approval, of not fewer than three active council members. Consideration may be given to adding a former council president (chairman of the board) and the inclusion of one or two persons of the highest community stature who are not active members of the local council.
2. The members of the nominating committee will be identified to council Scouters between 60 and 45 days prior to the annual council business meeting so that names may be given to them for consideration.
3. Suggested nominees from registered local council Scouters are to be considered if they are received in writing no less than 30 days prior to the annual business meeting. Those who offer names to the nominating committee should supply some background information but should not have secured the permission of the person to be nominated and to serve if elected.
4. The nominating committee will meet with the Scout executive (president/CEO), serving as the secretary and having no vote, for the purpose of selecting a slate of nominees for election.
5. Nominations received in writing within the allowable time from Scouters not on the nominating committee are given serious consideration. Each such nomination should be acknowledged with a brief letter of thanks and the assurance that the candidate will be considered.
6. The nominating committee will select a slate consisting of a single candidate for each council officer position and no more than the legally allowable number of persons for each of the following categories: executive board members, council members at large, associate and honorary members, local council representatives to the National Council; however, the committee may elect not to completely fill the latter categories.

The nominating committee will then ensure that sufficient copies of the ballot are printed and that one is provided to each official voting member present at the local council annual business meeting. The order of listing on the ballot is as follows:

- Council members at large
- Associate and honorary members
- Executive board members and advisory council members
- Council officers (except Scout executive (president/CEO)) and local council representatives to the National Council

7. Following the elections it is important to notify those elected, to congratulate each, and to register those not already registered as active members of the Boy Scouts of America.

Details and Contingencies

1. **Newly elected officers and local council members at large take office immediately following the annual business meeting.**

2. **Should any portion of the nominating committee's report be rejected, this portion would be reintroduced, with or without changes, for consideration at an adjourned or special or postponed meeting to be held no more than 60 days after the annual business meeting. This would permit write-in nominations to be submitted and studied by the nominating committee.**

Formal notice of the rescheduled meeting, stating the purpose, etc., should be sent to eligible voters. The nominating committee should, at the rescheduled meeting, be called upon by the president (chairman of the board) to proceed with that portion (or portions) of the election that was not completed. It is hoped that nominating committee members will discover the reasons for the failure of acceptance of the slate and attempt to deal with them prior to one rescheduled meeting.

3. **In the event that a resolution is still not obtained, the process described in "2" above will be followed once more. Failing resolution the second time, the president (chairman of the board) may (a) elect to entertain a motion to follow the process in "2" above once again, or (b) dismiss the present nominating committee and appoint a new one which will meet and draw up a slate to be presented according to the guidelines above.**

4. **Since officers, regular members of the executive board, and council members at large take office immediately following the local council annual business meeting (local council Bylaws, Article III, Section 2, Clause 1 and Article IV, Section 3) they will assume office as soon as the local council annual business meeting is adjourned.**

5. **Voting should be done by ballot. The nominating committee's slate, having been printed and distributed to eligible voters at the meeting, may be used as an official ballot should there be the need.**

The chairman of the nominating committee may "move the acceptance of the category under consideration and instruct the secretary to cast a unanimous ballot for the proposed nominees." If this motion is carried, there is no need to collect the printed ballots.

If the "unanimous ballot" motion is defeated then the president (chairman of the board) immediately will appoint tellers from among the active, registered members present to collect and tally the ballots. It may be helpful to have eligible voters sign their names so that their eligibility can be checked.

DISTRICT ELECTION PROCEDURES

Purpose

To elect district officers and district members at large.

Those eligible to vote

- 1. Chartered organization representatives registered and currently representing chartered organizations within the district's geographical boundaries. (see "chartered organization representative" on next page.)**
- 2. Registered district members at large duly elected at the last annual district committee meeting or during the interim at a regular, duly called district committee meeting.**
- 3. Registered council members at large residing in the district.**

Time

The district committee meeting immediately preceding the council annual meeting should be the district annual meeting.

Process

- 1. Ninety days prior to the district annual meeting, the district chairman will submit suggestions for members of the nominating committee to the council president (chairman of the board) for approval. This committee should consist of three to five members. The president (chairman of the board) has the discretion to add or delete names for the nominating committee from the council executive board or the community at large. It is recommended that the council president (chairman of the board) appoint a member of the council executive board to serve on this committee. In the event of a vacancy in the office of district commissioner, the president (chairman of the board) may ask the council commissioner to serve on the nominating committee.**
- 2. When approval is received from the council president (chairman of the board) the nominating committee will meet with the district executive as adviser to form the slate comprised of nominees for district chairman, one or more vice-chairmen, and district members at large, plus a nominee to be submitted by the district chairman for council executive board approval to serve as district commissioner.**
- 3. The nominating committee not only will agree on the slate but also will secure the**

nominees' permission to stand for election and to serve if elected.

4. The members of the nominating committee will be identified to the district Scouters between 60 and 30 days prior to the annual district committee meeting so that suggestions may be given to them for consideration. (This information may be included in one formal notice of the annual meeting.)
5. Suggestions may be made in writing to the nominating committee for inclusion in its report providing the nominees thus entered are received by the nominating committee at least 2 weeks prior to the annual meeting of the district. If accepted by the nominating committee, the candidate will be contacted by the nominating committee and permission received from the person to stand for election and to serve.
6. At the district annual meeting the district chairman will call upon the chairman of the nominating committee for the committee's report and "turn over the chair to conduct the elections."
 - a. The chairman of the nominating committee will present first the committee's nominees for district members at large; call for a motion, second, and vote.
 - b. The chairman of the nominating committee then will present the committee's nominees for district chairman and vice-chairmen; call for a motion, second, and vote.
 - c. The district commissioner is to be an elected member at large but is offered for appointment and approval as district commissioner by the council executive board through the report of the district nominating committee and with the concurrence of the Scout executive (president/CEO). The district commissioner is not elected at the district annual meeting.
 - d. Vote of the majority of the members present at the district meeting is required for election.

Details and Contingencies

1. Newly elected officers and members at large take office immediately upon election.
2. If any portion of the nominating committee's report is rejected, this portion must be reintroduced at a special or adjourned or recessed meeting of the district committee to be held within 30 days of the present meeting. Formal notice of this meeting must be sent to eligible voters immediately so that it is received at least 2 weeks prior to the meeting. Additional names may be submitted to the nominating committee during that period. The nominating committee will, at the next meeting, proceed with the portion of the election that failed passage. It is hoped that the nominating committee members will discover the reasons for the failure of acceptance and attempt to deal with them.
3. In the event that a resolution is still not obtained, then the matter will be referred to the council president (chairman of the board) and/or executive board for final resolution.

4. Because members at large take office immediately upon election, they and the chartered organization representatives are eligible to vote at postponed elections if they were elected and the officers' slate was not accepted.

5. Voting may be done by ballot but voice or hand votes are acceptable since a district is a nonpolicymaking body. If ballots are used, the secretary should be instructed to collect ballots only from those eligible to vote, marked with the name of eligible voters and counted by clerks appointed by the chairman of the nominating committee. A motion to cast a unanimous ballot for the proposed candidates is acceptable.

Chartered Organization Representative

1. The chartered organization representative is automatically a voting member of the council and the district upon the selection or appointment by the community organization and when registered as a member of the Boy Scouts of America. The individual is to be registered during the time that the chartered organization designates this person as chartered organization representative.
2. Primary responsibilities are (1) help units to be successful and (2) serve as liaison between the chartered organization and Scouting.
3. The chartered organization representative is encouraged to become an active, participating member of one of the district's committees.