

**BYLAWS
PEE DEE AREA COUNCIL**

ARTICLE I. NAME

The name of the corporation is Pee Dee Area Council, Inc., Boy Scouts of America, sometimes referred to in these bylaws as the "corporation."

ARTICLE II. PURPOSE AND RESPONSIBILITIES

PURPOSE

SECTION 1.

The corporation shall promote, within the territory covered by the charter from time to time granted it by the Boy Scouts of America and in accordance with the Congressional Charter, Bylaws, and Rules and Regulations of the Boy Scouts of America, and the local council charter granted by the Boy Scouts of America, the Scouting program of promoting the ability of boys and young men and women to do things for themselves and others, training them in Scoutcraft, and teaching them patriotism, courage, self-reliance, and kindred virtues, using the methods which are now in common use by the Boy Scouts of America. In achieving this purpose, emphasis shall be placed upon the educational program of the Boy Scouts of America and the oaths, promises, and codes of the Scouting program for character development, citizenship training, and mental and physical fitness.

The corporation shall fulfill the basic purpose of the Scouting movement within its territory, making Scouting training available to all boys and young men and women and serving organizations and community groups using the Scouting program while maintaining standards and policies, protecting official badges and insignia, and providing adequate leadership and finances.

RESPONSIBILITIES

SECTION 2.

As a council chartered by the Boy Scouts of America, the responsibilities of the corporation shall be as follows:

Clause 1. It shall be the duty of the corporation to promote the program of Scouting through the organization and registration annually of units and their personnel; also to approve and provide leadership and supervision of all program activities, within the territory covered by its charter, in such a manner as to ensure compliance with the provisions of the Bylaws of the Boy Scouts of America and the Rules and Regulations thereof.

Clause 2. The corporation shall guard against the use of the official uniform and insignia by persons not officially registered with the Boy Scouts of America and shall bring to the attention of the Boy Scouts of America any violation of regulations not within its power to prevent or any attempt to commercialize the Scouting movement.

Clause 3. The corporation shall, through its Scout executive and other representatives, make the benefits of the Scouting program known to all organizations or community groups having contact with youth and cooperate in the organization of units so that boys and young men and women may have the benefit of the Scouting program.

The corporation shall provide means for assisting chartered organizations in securing and training qualified persons to serve as unit leaders and assistants, unit committee members, and chartered organization representatives. The corporation shall provide facilities and leadership in order that Scouts under its jurisdiction may have the opportunity to have a year-round outdoor program totaling at least 10 days and nights of hiking, overnight camping, camporees, and summer camp experiences, with adequate facilities and supervision.

Clause 4. The corporation shall endeavor to provide facilities and leadership in order that Venturers under its jurisdiction may have the opportunity to participate in at least 5 days and 5 nights of trips and Venturing activities away from home each year.

Clause 5. The corporation shall provide procedures for advancement in order that youth members may meet the various requirements of rank as authorized by the Boy Scouts of America, under such conditions as will reduce to a minimum the necessity of traveling a great distance from home or of interfering with schoolwork or home duties.

Clause 6. The corporation shall endeavor to provide commissioners and other district Scouters to help guide and coach unit Scouters.

Clause 7. The corporation shall cooperate with the Boy Scouts of America in the selection of stores, located within the local council's territory, for appointment as authorized and licensed distributors of official uniforms, literature, and equipment. A sufficient number of stores shall be authorized by the Boy Scouts of America to provide adequate service to the youth and adult members in the territory served by the local council.

ARTICLE III. MEMBERS OF THE LOCAL COUNCIL

NUMBER, CLASSES, AND QUALIFICATIONS

SECTION 1.

The corporate membership of the corporation shall be composed of active members and may also include associate members and honorary members; the corporate membership shall be known and designated collectively as the Pee Dee Area Council of the Boy Scouts of America. All active, associate, and honorary members must meet the membership qualifications established by article VI of the corporation's articles of incorporation. The corporation also may enroll Friends of Scouting pursuant to clause 3 of this section. Friends of Scouting shall not be part of the corporate membership of the corporation unless elected as associate members pursuant to clause 2.

Active Members

Clause 1. The active membership of the local council shall consist of chartered organization representatives and members at large. Chartered organization representatives shall represent organizations or community groups operating units. Each organization or community group to which a charter is granted by the Boy Scouts of America to operate one or more recognized Scouting units shall elect or appoint a chartered organization representative, who shall be other than the unit leader or assistant unit leader, as a member of the local council.

Members at large of the local council shall include persons chosen from the various business, civic, educational, labor, professional, social, and religious interests of the communities in the corporation's territory.

The local council shall have not fewer than 100 active members. At all times chartered organization representatives shall constitute a majority of the active membership of the local council.

Associate Members

Clause 2. The active members of the local council may elect as associate members of the local council persons desiring to maintain an active Scouter membership without assignment to active service. Associate members shall have no vote but may wear the uniform and insignia of lay members without office.

Friends of Scouting

Clause 3. The local council may enroll as Friends of Scouting persons desiring to be identified through their financial support and influence in expansion of the corporation's program. Friends of Scouting who satisfy the eligibility requirements may be elected as associate members pursuant to clause 2 of this section. Friends of Scouting shall have no vote.

Honorary Members

Clause 4. The active members of the local council may elect as honorary members of the local council persons whose election may further the Scouting program. Honorary members are not elected as members at large and shall have no vote.

ELECTION AND TERM; VACANCIES

SECTION 2.

Active Members

Clause 1. Chartered organization representatives shall become active members of the local council upon their election or appointment by the chartered organization or community group and upon their being registered by the Boy Scouts of America as chartered organization representatives; they shall continue to be active members for such period as such organization or community group shall desire but in any event only during such time as such organization or community group shall continue to hold a charter from the Boy Scouts of America to operate a unit.

All officers, chairs of committees of the board, district chairs, and executive board members *must* first be elected as council members at large, if they are not chartered organization representatives.

Each member at large shall be elected at the annual meeting of the local council by the active members then in office, shall take office immediately following such meeting, and shall hold office until the conclusion of the next succeeding annual meeting of the local council.

Associate and Honorary Members

Clause 2. Associate members and honorary members of the local council shall be elected at the annual meeting of the local council by the active members then in office, shall take office immediately following such meeting, and shall hold office until the conclusion of the next succeeding annual meeting of the local council.

Vacancies in Active Membership

Clause 3. Any vacancy in the active membership of the local council may be filled by the executive board of the corporation and the member at large so elected shall hold office until the conclusion of the next succeeding annual meeting of the local council. Nominations to fill vacancies shall be made by the nominating committee.

MEETINGS; QUORUM; VOTING

SECTION 3.

Annual Meeting

Clause 1. The annual meeting of the local council shall be held at such place within the corporation's territory, or on property that is owned or leased by the corporation that is not located within the corporation's territory, 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, (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.

Other Regular Meetings

Clause 2. In addition to the annual meeting, the local council may have such other regular meetings as may be established by resolution of the executive board of the corporation. Each regular meeting shall be held at such place within the corporation's territory, or on property that is owned or leased by the corporation that is not located within the corporation's territory, as the president or the executive board may specify.

Special Meetings

Clause 3. Special meetings of the local council may be called by the president or the executive board at any time and shall be called within 60 days upon the request in writing of at least one-fifth of the active members of the local council (such request specifying the object of the special meeting). Special meetings shall be held at such place within the corporation's territory, or on property that is owned or leased by the corporation that is not located within the corporation's territory, as the president or executive board may specify except that a special meeting called to consider a proposal to merge or consolidate with one or more corporations which are chartered local councils of the Boy Scouts of America may, to the extent permitted by law, be held in the territory of one of such other corporations if the president or the executive board shall so specify.

Notice

Clause 4. A written notice of any meeting of the local council, regular or special, shall be provided to each member of the local council who is entitled to attend the meeting at least 20 days or earlier in the case of the annual meeting (see section 4) in advance thereof and shall indicate the time and place of and the business to be transacted at the meeting.

Quorum

Clause 5. A quorum for the local council shall be 5% of the active members of the council.

** Use the minimum number required by state law. Where no exact number is specified use 5 or 10 percent of the active members of the council as the quorum.*

Attendance at Meetings; Voting

Clause 6. All active, honorary, and associate members of the local council shall be entitled to attend any meeting of the local council. The local council may invite other persons to attend local council meetings but such persons shall have no vote. Each active member of the local council present at a local council meeting shall be entitled to one vote and voting by proxy shall not be permitted. Nominations for elective offices shall only be made by the nominating committee, and nominations from the floor shall not be permitted. Except in the case of elections where voting shall be by ballot, voting at a meeting of the local council may be by ballot, voice, or show of hands as the chair of the meeting may rule unless otherwise determined by the members entitled to vote. Unless otherwise required by law, the articles of incorporation or these bylaws, any question presented to a meeting of the local council at which a quorum is present shall be determined by a majority of those actually voting. Notwithstanding any provision to the contrary contained herein, any meeting, regular or special, may be held by telephone / speaker phone / video phone / internet conferencing or similar electronic communication equipment so

long as all directors can hear one another, and those participating in the meeting receive and vote on the same information. All such directors participating electronically shall be deemed to be present, in person, at such meeting.

NOMINATING COMMITTEE OF THE LOCAL COUNCIL

SECTION 4.

At least 90 days prior to the annual meeting of the local council, the president shall appoint, with the approval of the executive board, not fewer than three active members of the local council to serve as a nominating committee. Consideration may be given to adding a former council president and the inclusion of one or two persons of the highest community stature who are not active members of the local council. Nominations for all council elective offices shall be made by the nominating committee. At the annual meeting of the local council the nominating committee shall nominate persons to be elected as members at large of the local council, associate and honorary members of the local council, regular members of the executive board, National Council members, and officers of the corporation other than the Scout executive. The notice of the annual meeting should be provided between 45 and 60 days prior to the meeting, announcing the membership of the nominating committee so that members of the local council may make recommendations of possible nominees to the committee for its consideration. Recommendations to the committee shall be made in writing at least 30 days prior to the meeting.

In nominating the vice-presidents of the corporation, the nominating committee may, although is not required to, nominate one vice-president to additionally and simultaneously serve as the executive vice-president. A person elected as the executive vice-president shall serve as the president-elect and may be designated by the President to serve as President during the President's absence or inability to serve, but shall neither have any additional responsibility nor authority beyond that contained in his/her vice-president job description, or as otherwise assigned to him by the President or the Executive Board. In order to later become Council President, an executive vice-president must still be nominated and elected at the annual meeting of the local council, as set forth in Article III.

In the case of any council elective office becoming vacant between the annual meetings of the local council, the nominating committee may make recommendations to the executive board of possible nominees to fill such vacant offices. They are to maintain lists of potential candidates and to meet throughout the year to assess those candidates and make nominations when needed.

SECTION 5.

A suggested council election procedure appears in the appendix. (These may be adopted for use by executive board resolution.)

COMMITTEE ON PROGRAM AND RESOLUTIONS

SECTION 6.

At least 60 days prior to each regular meeting of the local council including the annual meeting, the president may appoint, with the approval of the executive board, not fewer than three nor more than five active members of the local council to serve as a committee on program and resolutions for the next regular local council meeting. The notice of such meeting provided to members of the local council shall announce the membership of this committee and shall invite suggestions from each active member of the local council for the arrangement of the program and resolutions to be considered at the meeting. All suggestions to the committee shall be in writing. The committee shall consider and present to the meeting of the local council or to the appropriate committee of the executive board with recommendations, all suggestions made to it at least 5 days prior to the meeting or which it itself proposes for consideration and action. If a committee on program and resolutions is appointed, no resolution shall be considered at any regular meeting of the local council unless it has first been presented to or proposed by the committee in accordance with this section.

ARTICLE IV. THE EXECUTIVE BOARD

POWERS AND FUNCTIONS

SECTION 1.

The executive board shall be the governing body of the corporation and shall manage its affairs. The executive board shall be the local reviewing authority with respect to matters within the Scouting movement which arise in the territory of the corporation.

MEMBERSHIP

SECTION 2.

The executive board of the corporation shall consist of (a) not fewer than 25 nor more than 50 members elected by the local council from among its active members plus, (b) the officers of the corporation including the Scout executive, who shall have no vote, (c) the chairs of the committees of the executive board, (d) the chairs of the several district committees, upon their 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.

ELECTION AND TERM; VACANCIES

SECTION 3.

Regular members of the executive board shall be elected at the annual meeting of the local council, shall take office immediately following such meeting, and shall continue in office until the conclusion of the next succeeding annual meeting of the local council and until their respective successors are elected and qualify. Chairs of the committees of the executive board take office as members of the executive

board upon their being appointed by the president and approved by the executive board. District chairs take office as members of the executive board upon their being approved by the executive board.

Any vacancy on the executive board of the local council may be filled by the executive board, and the person so elected shall hold office for the unexpired period of the term of office. Nominations to fill vacancies shall be made by the nominating committee.

A member of the executive board may be removed upon 30 days' written notice to the members of the executive board and by an affirmative vote of two-thirds of the entire membership of the board.

MEETINGS; QUORUM; VOTING

SECTION 4.

The executive board shall meet at such time and place as the executive board may direct and in any event at least 4 times annually including an organizational meeting as soon as practicable following the annual meeting of the local council. Special meetings of the executive board may be called by the executive committee of the executive board or by the president and shall be called within 30 days upon the written request of at least one-fifth of the members of the executive board (which request shall specify the purpose of such special meeting). A notice of each meeting of the executive board shall be provided to each member at least 5 days in advance of the meeting.

One-third of the members of the executive board shall constitute a quorum for all purposes.

Unless otherwise required by law, the articles of incorporation or these bylaws, all questions presented to a meeting of the executive board at which a quorum is present shall be decided by a majority of those actually voting.

Notwithstanding any provision to the contrary contained herein, any meeting, regular or special, may be held by telephone / speaker phone / video phone / internet conferencing or similar electronic communication equipment so long as all directors can hear one another, and those participating in the meeting receive and vote on the same information. All such directors participating electronically shall be deemed to be present, in person, at such meeting.

Any regular member of the executive board who fails to attend a minimum of two meetings of the executive board in any one year shall not be eligible for reelection as a regular member of the executive board for the ensuing term, provided, however, that the executive board may excuse absences and any absence so excused shall be counted as a meeting attended.

ADVISORY COUNCIL

SECTION 5.

There shall be an advisory council to the executive board composed of (a) former members of the executive board who have served on the executive board not less than 5 years and who can no longer attend regular meetings of the board but wish to continue their relationship with the corporation in an

advisory or consulting capacity; (b) such other persons who, being unable to devote time to Scouting on a regular basis, wish to serve Scouting upon special assignment.

Both (a) and (b) membership on the advisory council requires a two-thirds vote of the members of the executive board present at any meeting.

Members of the advisory council shall be entitled to receive notice of and to attend all meetings of the executive board, but shall have no vote.

ARTICLE V. COMMITTEES OF THE EXECUTIVE BOARD

COMMITTEES; APPOINTMENT

SECTION 1.

There shall be an executive committee consisting of the persons and having the powers specified in section 2 of this article.

In addition, subject to the provisions of section 3 of this article, the executive board shall have committees, each of which shall have such powers and responsibilities as may be fixed by resolution of the executive board in accordance with guidelines and procedures from time to time recommended by the Boy Scouts of America. The committees of the executive board shall be appointed from members of the local council or from persons satisfying the qualifications set forth in article III, sections 1 and 2, annually by the president with the advice and approval of the executive board, at the regular meeting of the executive board next following the annual meeting of the local council. In the event a person, other than the chair of a committee in the district, who is not a member of the local council is appointed to such a committee, that person may be elected as a member at large of the local council. As provided in section 2 of article IV of these bylaws, the chairs of the committees shall, by reason of their positions as such, be members of the executive board.

All actions of the committees shall be subject to the approval of the executive board.

EXECUTIVE COMMITTEE

SECTION 2.

The executive committee shall be composed of those persons who are the officers of the corporation, including the Scout executive (who shall have no vote), council attorney, past president, district chairs, and may include others appointed by the president.

The executive committee of the executive board shall have and may exercise all the necessary 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 action and reported at the ensuing meeting of the executive board for its approval.

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 executive committee. It shall be the general practice of the executive committee to meet in those months in which the executive board does not meet. All meetings of the executive committee shall be held on at least 3 days written notice by fax or electronic mail. Notwithstanding any provision to the contrary contained herein, any meeting, regular or special, may be held by telephone / speaker phone / video phone / internet conferencing or similar electronic communication equipment so long as all members can hear one another, and those participating in the meeting receive and vote on the same information. All such directors participating electronically shall be deemed to be present, in person, at such meeting. A majority of the voting members of the executive committee shall constitute a quorum.

COMMITTEES

SECTION 3.

The committees of the executive board shall be responsible for the development and effectiveness of programs and policies of the corporation in accordance with standards and requirements as established by the Boy Scouts of America. The corporation shall have committees of the executive board as may be authorized by the Boy Scouts of America operations manual published for the council's adopted plan of council and district organization.

The committees of the executive board shall be so organized as to provide for the coordination of their work throughout the entire territory of the corporation. The executive board's committees shall be concerned with the development of policy, program, and procedures as approved by the executive board in the interest of the uniform development and extension of Scouting throughout the territory of the corporation.

The committees shall function throughout the year, meeting as often as may be necessary in the judgment of the committee chair, president, or Scout executive.

Committees shall be guided by the program material and manuals made available by the national council of the Boy Scouts of America and shall make recommendations in light of their experience and knowledge of local conditions.

The committees shall perform the tasks organized under the four functions: membership/relationships, finance, program, and unit service. Other committees may be formed to handle special functions.

ARTICLE VI. OFFICERS AND NATIONAL COUNCIL MEMBERS

OFFICERS; ELECTIONS AND APPOINTMENT

SECTION 1.

The officers of the corporation shall be a president, president-elect, 5 vice-presidents, a treasurer, a council commissioner, and a Scout executive who shall also fill the office of secretary. The officers, with the exception of the Scout executive, shall be elected from the active membership of the local council at the annual meeting of the local council, shall take office immediately following such meeting, and shall hold office until the conclusion of the next succeeding annual meeting of the local council and until their successors are elected and qualify.

Any vacancies that exist in these offices between annual meetings of the local council may be filled by the executive board. Nominations to fill vacancies shall be made by the nominating committee. The Scout executive shall be appointed by and shall serve during the pleasure of the executive board.

The local council may, upon the nomination of the executive board, create honorary offices and elect persons to fill the offices so created. Honorary officers shall have no duties or vote.

PRESIDENT

SECTION 2.

The president shall serve as chair of meetings of the local council, the executive board, and the executive committee and shall be a member ex officio of all committees of the executive board and shall perform such other functions as herein provided or as are assigned by the executive board. The president is automatically elected by the National Council to serve as a local council representative during the term of office.

President-Elect

The president-elect shall fill in as chair of meetings of the local council, the executive board, and the executive committee in the absence of the president. The president-elect shall be an ex officio of all committees of the executive board.

VICE-PRESIDENTS

SECTION 3.

The vice-presidents shall perform such functions as may be assigned to them by the president. In case of the president's inability or failure to make such designation, the executive board or executive committee may designate one of the vice-presidents to serve during the president's absence or inability to serve.

TREASURER

SECTION 4.

The treasurer shall be responsible, through methods of internal control, for the recording and deposit of all receipts of the corporation, for the proper disbursement of its cash, and accounting for all property of the corporation, whether real or personal, tangible or intangible, however acquired. The treasurer shall present annually to the executive board a statement of all income and expenses during the prior year, together with a statement of all assets, liabilities, and net assets of the corporation as of the end of that year, these statements first having been duly audited and certified 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. A copy of such audited annual statements shall be kept available at the office of the corporation for inspection by members of the corporation, and a copy shall be filed with the national council of the Boy Scouts of America. The treasurer shall also present interim period reports as required by the executive board.

No more than two assistant treasurers may be appointed by and shall act during the pleasure of the executive board or executive committee.

The treasurer and assistant treasurers shall be bonded.

COUNCIL COMMISSIONER

SECTION 5.

The council commissioner is responsible for seeing that the unit-service function is performed.

The council commissioner shall:

- (a) Supervise the activities of the commissioner staff and preside at regular meetings of district commissioners.
- (b) Lead efforts to recruit an adequate commissioner staff to provide continuing and effective commissioner service for each unit (a ratio of one commissioner for every three units).
- (c) Provide a year-round training program for commissioners in all districts. Conduct an annual commissioner conference.
- (d) Assist district nominating committees in selecting district commissioners as needed.
- (e) Maintain the standards of the Boy Scouts of America, uphold national policies, promote good uniforming, and lead efforts to hold regular roundtable programs in the district.
- (f) Be concerned with proper recognition of unit leaders. Maintain their morale, periodically reporting unit conditions to the executive board.
- (g) Help the district commissioners maintain a good working relationship with their respective district executives.
- (h) Maintain procedures to assure maximum on-time unit charter renewal by district commissioner staffs.
- (i) Work with the council president to secure the help of committees in meeting unit needs.

The council commissioner must be at least 21 years of age and election is subject to approval and issuance of a commission as council commissioner by the Boy Scouts of America.

The council commissioner serves as a local council representative to the national council of the Boy Scouts of America during the term of office.

SCOUT EXECUTIVE

SECTION 6.

- (a) The Scout executive shall be the chief executive officer of the corporation and shall have general direction over the administrative work of the corporation, subject to the authority and direction of the executive board. The Scout executive shall serve as the secretary of the local council, the executive board, its executive committee, all other committees of the executive board, and district committees and shall be a member ex officio of all committees of the executive board but without vote.

The Scout executive may designate one or more representatives to serve as secretaries of district committees and, when necessary, committees of the executive board.

- (b) The Scout executive shall be responsible for the administration of the Scouting program within the territory of the corporation and for making effective within such territory the policies and programs of the corporation in accordance with the policies of the Boy Scouts of America as from time to time announced by it.
- (c) The 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 and deeds, such countersignatures shall be required as the executive board may direct.*
- (d) The Scout executive shall assist the treasurer in maintaining the accounting records and the budget system, and shall be responsible for preparing monthly detailed statements of all financial operations including the budget report for the information of the treasurer and the finance committee.
- (e) The Scout executive may, with the prior approval of the Executive Board, delegate to any staff officer or employee authority in writing to execute such leases, contracts, and other instruments as may be deemed desirable. Subject to the provisions of these bylaws and the direction of the executive board, the Scout executive shall have the power to appoint and remove all employees of the corporation and to direct their work.*
- (f) The Scout executive shall see that notices are sent to those elected as members of the local council and the Executive Board and as officers of the corporation and to those appointed as members of committees; and shall cause notices to be sent out of all meetings for which provision

is made hereunder and be responsible for the minutes of all meetings of the local council, executive board, and committees of which the Scout executive is secretary.

- (g) The Scout executive shall be responsible for the preparation and keeping of such records as will make possible the corporation's application for renewal of its charter. The 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 territory of the corporation, 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.
- (h) The Scout executive shall prepare an annual report covering the activities and achievements of the corporation which, with the approval of the executive board, shall be presented to the annual meeting of the local council, transmitted to the national council of the Boy Scouts of America, and made public to the communities within the territory of the corporation.
- (i) The Scout executive appointed by the executive board must be one recommended by the Boy Scouts of America and have been commissioned as Scout executive by the Boy Scouts of America.

NATIONAL COUNCIL MEMBERS

SECTION 7.

At its annual meeting, the local council shall elect from its active membership such number of National Council members as the corporation is entitled to under the Bylaws of the Boy Scouts of America to hold office until the conclusion of the next annual meeting of the local council and until their successors are elected and qualify. National Council members shall attend the annual meeting, and any special meetings, of the National Council of the Boy Scouts of America and shall participate in its proceedings and perform such other duties as may be assigned to them by the Executive Board of the corporation or the National Council of the Boy Scouts of America. As liaison officers between this corporation and the National Council they shall:

- (a) Present the point of view of the corporation to the National Council in respect to matters of national policy and procedure, and
- (b) Interpret to the corporation decisions and policies of the National Council and assist the corporation in its responsibility to make effective and bring about an understanding among local Scouters of such decisions and policies of the National Council.

National Council members shall serve as members of the regional committee and shall attend all regional committee meetings and participate in the proceedings thereof. The duly elected council president and council commissioner are automatically elected to serve as local council representatives to the national council during their terms of office.

In addition to the council president and council commissioner each local council may elect one of its members as a member of the National Council for every 5,000 traditional program youth members (Cub

Scouts, Boy Scouts, Varsity Scouts, and Venturers), or major portion (2,501 or more) thereof enrolled as of December 31 of the preceding year.

ARTICLE VII. COMMISSIONER STAFF AND PROFESSIONAL STAFF

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, 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 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 and shall serve, under the direction and supervision of the Scout executive, at the pleasure of the executive board and the Scout executive.

Duties of members of the professional staff shall be as defined by the Scout executive 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 chair and vice-chairs, 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 chair 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 chair. 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 chairs of various district operating committees, the Scout executive or designee (as secretary of the district committee), and the district commissioner, and such other business as the chair and officers and Scout executive may indicate.

The district committee meeting immediately preceding the annual meeting of the local council should be the annual meeting of the district. At least 90 days prior thereto three to five names of a potential district nominating committee shall be submitted to the council president for approval. The president 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.

VACANCIES

Section 6.

Any vacancy in district committee officers or district members at large may be filled by the district committee and the person so elected shall hold office until the conclusion of the next succeeding annual meeting of the district. Nominations to fill vacancies shall be made by the district nominating committee.

DISTRICT OPERATING COMMITTEES

SECTION 7.

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 chairs of committees of the district shall be appointed by the district chair 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 chair and the district chair.

DISTRICT COMMISSIONER STAFF

Section 8.

Each district shall have a commissioner staff as set forth in article VII, section 1 of these bylaws and in the commissioner manuals of the Boy Scouts of America. The district commissioner shall be selected in accordance with article VIII, section 3, clause 6 of the Rules and Regulations of the Boy Scouts of America and the District Election Procedures of the bylaws.

The commissioner staff shall be responsible for advising and coaching unit personnel, on-time unit charter renewals, and monthly roundtables in the district.

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 disbursement 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. The corporation shall comply with all applicable legal requirements relating to credits, financial controls, and accounting procedures.

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 reorganization of the unit or if this does not occur, such funds and property, 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 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 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.

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 "Pee Dee Area 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 council of the Boy Scouts of America before being submitted to the executive board for adoption.