

# BYLAWS

of

## TROOP ONE STOW ALUMNI, INCORPORATED

### ARTICLE I NAME AND PURPOSES

**Section 1.01. Name.** The name of the organization is TROOP ONE STOW ALUMNI, INCORPORATED.

**Section 1.02. Purpose.** The Corporation is organized for the charitable and educational purposes of supporting Troop 1 Stow, Boy Scouts of America by serving as its chartering organization, representing Troop 1 Stow in all legal matters, assuring the safety of Troop 1 members, providing financial and other support to Troop 1 Stow, educating and training the members of Troop 1 Stow according to the guidelines and policies of the Boy Scouts of America.

### ARTICLE II MEMBERS

**Section 2.01. Qualifications** Membership may be granted to any current or former registered member of Troop 1 Stow who is at least 18 years of age and who supports the mission and purposes of the organization and who pays the annual dues as set by the Board of Directors. Membership must be approved by a majority vote of the Board of Directors. All members shall have voting rights for the determination of the officers and Board of Directors.

**Section 2.02. Termination of Membership.** The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues.

**Section 2.03. Resignation.** Any member may resign by filing a written resignation with the Clerk; however, such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid.

**Section 2.04. Dues.** Dues for members shall be established by the Board of Directors.

**Section 2.06. Meetings.** The annual membership meeting shall be held at a time and place determined by the Board of Directors. The date, site, and time of the meeting shall be announced at least 60 days in advance to all membership. A minimum of three of the members present in person shall constitute a quorum for transaction of business at a membership meeting. Members will vote to elect officers at the annual membership meeting. Meetings may be called by the Board of Directors or at the request of at least 20% of the members by notice mailed, telephone, or electronically submitted to each member not less than sixty (60) days before such meeting.

## **ARTICLE III AUTHORITY AND DUTIES OF DIRECTORS**

**Section 3.01. Authority of Directors.** The Board of Directors is the policy-making body and may exercise all the powers and authority granted to the Corporation by law.

**Section 3.02. Number, Selection, and Tenure.** The Board of Directors shall consist of no less than five individuals who serve without pay. Each director shall hold office for a term of three (3) years. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his/her term shall be filled by a majority vote of the remaining directors. In the event of a tie vote, the President shall choose the succeeding director. Any director elected to fill a vacancy shall be elected for the unexpired term of that director's predecessor in office.

**Section 3.03. Officers of the Board of Directors.** The Board of Directors shall consist of the following officers elected by majority vote of the membership: President, Vice-President, Chief Executive Officer, Chief Financial Officer, Treasurer, Director, Director of Events, Director of Membership, Clerk. The Board of Directors shall also include the Troop 1 Stow Scoutmaster and the Troop 1 Stow Committee Chair as ex-officio directors.

**Section 3.04. Resignation.** Resignations are effective upon receipt by the Clerk of the Corporation of written notification.

**Section 3.05. Regular Meetings.** The Board of Directors shall hold at least two (2) regular meetings per calendar year. Meetings shall be at such a date, time and place as the Board shall determine.

**Section 3.06. Special Meetings.** Special meetings may be called at the request of any two (2) officers of the Board of Directors. Date, time, and location must be determined by the Board of Directors.

**Section 3.07. Notice.** Special meetings must be given by notice emailed, mailed, or telephoned to each member of the Board not less than twenty-four (24) hours before such meeting.

**Section 3.08. Quorum.** . A minimum of three (3) Board officers shall constitute a quorum for transaction of business at a Board meeting. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than a quorum of the officers is present at said meeting, a majority of the officers present may adjourn the meeting on occasion without further notice.

**Section 3.09. Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

**Section 3.10. Participation in Meeting by Conference Telephone.** Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

**Section 3.11. Committees.** The Board of Directors may, by resolution adopted by a majority of the Officers, establish committees of the Board composed of at least two (2) persons, which, except for an Executive Committee, may include non-Board members. The Board may make such provisions for appointment of the chair of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, activities of the Corporation.

**Section 3.12. Reimbursement.** The Board of Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation and prior approval from the Board.

#### **ARTICLE IV AUTHORITY AND DUTIES OF OFFICERS**

**Section 4.01. Officers.** The officers of the Corporation shall be a President, a Vice-President, a Treasurer, a Director, a Director of Membership, a Director of Events, a Clerk, a Chief Executive Officer, a Chief Financial Officer, and such other officers as the Board of Directors may designate. Any two (2) offices may be held by the same person, except the offices of President and Treasurer, President and CFO, CEO and Treasurer, and CEO and CFO.

**Section 4.02. Appointment of Officers; Terms of Office.** The officers of the corporation shall be elected upon expiring terms by a majority vote of the membership at the annual meeting. Elected officers shall consist of the following: President, Vice-President, Chief Executive Officer, Chief Financial Officer, Treasurer, Director, Director of Events, Director of Membership, Clerk. Terms of office may be established by the Board of Directors, but shall not exceed three (3) years. Officers shall hold office until a successor is duly elected and qualified. Officers shall be eligible for reappointment.

**Section 4.03. Resignation.** Resignations are effective upon receipt by the Secretary of the Board of a written notification.

**Section 4.04. Removal.** An officer may be removed by the Board of Directors at a meeting, or by action in writing pursuant to Section 3.09, whenever in the Board's judgment the best interests of the Corporation will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**Section 4.05. Chief Executive Officer.** The Chief Executive Officer shall be a director of the Corporation and shall provide strategy and long-range planning for the Corporation. The Chief Executive Officer shall perform all duties attendant to that office, subject, however, to the control of the Board of Directors, and shall perform such other duties as on occasion shall be assigned by the Board of Directors.

**Section 4.06. President.** The President shall be a director of the Corporation and will preside at all meetings of the Board of Directors. The President shall perform all duties attendant to that office, subject, however, to the control of the Board of Directors, and shall perform such other duties as on occasion shall be assigned by the Board of Directors.

**Section 4.07. Vice-President.** The Vice-President shall be a director of the Corporation and will preside at meetings of the Board of Directors in the absence of or request of the President. The Vice-President shall perform other duties as requested and assigned by the President, subject to the control of the Board of Directors.

**Section 4.08. Chief Financial Officer.** The Chief Financial Officer shall be a director of the Corporation and shall direct the organization's accounting functions, establishing and maintaining the Organization's accounting principles, practices, procedures, and initiatives. The Chief Financial Officer shall perform all duties attendant to that office, subject, however, to the control of the Board of Directors, and shall perform such other duties as on occasion shall be assigned by the Board of Directors.

**Section 4.09. Treasurer.** The Treasurer shall be a director of the Corporation and shall report to the Board of Directors at each regular meeting on the status of the corporation's finances. The Treasurer shall work closely with any members of the Corporation to ascertain that appropriate procedures are being followed in the financial affairs of the Corporation, and shall perform such other duties as occasionally may be assigned by the Board of Directors.

**Section 4.10. Director.** The Director shall be a director of the Corporation and shall oversee the daily business of the Corporation. The Director oversees the Director-Events, the Director-Membership, and the Clerk. The Director shall perform such other duties as occasionally may be assigned by the Board of Directors.

**Section 4.11. Director-Events.** The Director-Events shall be a director of the Corporation and shall be responsible for planning and executing Corporation events including the annual membership meeting. The Director-Events shall perform such other duties as occasionally may be assigned by the Board of Directors.

**Section 4.12. Director-Membership.** The Director-Membership shall be a director of the Corporation and shall be responsible for maintaining the membership roll, membership communication, and membership outreach. The Director-Membership shall perform such other duties as occasionally may be assigned by the Board of Directors.

**Section 4.13. Clerk.** The Clerk shall be a director of the Corporation and shall keep the minutes of all meetings of the Board of Directors and all corporation events and maintain the Corporations records. The Clerk shall perform such other duties as occasionally may be assigned by the Board of Directors.

## **ARTICLE V INDEMNIFICATION**

Every member of the Board of Directors, officer or employee of the Corporation may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

## **ARTICLE VI ADVISORY BOARDS AND COMMITTEES**

**Section 6.01. Establishment.** The Board of Directors may establish one or more Advisory Boards or Committees.

**Section 6.02. Size, Duration, and Responsibilities.** The size, duration, and responsibilities of such boards and committees shall be established by a majority vote of the Board of Directors.

## **ARTICLE VII FINANCIAL ADMINISTRATION**

**Section 7.01. Fiscal Year.** The fiscal year of the Corporation shall be January 1 - December 31 but may be changed by resolution of the Board of Directors.

**Section 7.02. Checks, Drafts, Etc.** All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board.

**Section 7.03. Deposits and Accounts.** All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or by any other officer or officers or agent or agents of the Corporation, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

**Section 7.04. Investments.** The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE VIII BOOKS AND RECORDS**

Correct books of account of the activities and transactions of the Corporation shall be kept at the office of the Corporation. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

## **ARTICLE IX AMENDMENT OF BYLAWS**

These Bylaws may be amended by a majority vote of the Board of Directors, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all members of the Board waive such notice, or by unanimous consent in writing without a meeting pursuant to Section 3.09.