

# **Erie Shores Council Wood Badge Association**

## **Bylaws**

### **Article I – Name**

The name of the organization shall be the Erie Shores Council Wood Badge Association, sometimes referred to in these bylaws as the “Association”.

### **Article II – Purpose and Responsibilities**

#### **Section 1**

The Association shall promote, within the territory defined in the Erie Shores Council charter, the training programs of the Boy Scouts of America. A particular area of focus for the Association shall be the training program known as “Wood Badge for the 21<sup>st</sup> Century”, sometimes referred to in these bylaws as “Wood Badge”.

#### **Section 2**

The responsibility of the Association shall at all times be controlled and directed by Erie Shores Council through its Bylaws, Rules, and Regulations.

**Clause 1.** It shall be the duty of the Association to promote training programs through its officers and members.

**Clause 2.** The Association will approve of, and provide leadership for, all Association activities in such a manner as to ensure compliance with the provisions of Bylaws, Rules, and Regulations of Erie Shores Council.

**Clause 3.** The Association shall endeavor to arrange for facilities and leadership for an annual gathering traditionally conducted in the spring, often known as the Wood Badge Breakfast. This event may, or may not, serve as the annual meeting as required by these bylaws.

### **Article III – Members of the Association**

#### **Number, Classes, and Qualifications**

**Section 1.** The Association membership shall be comprised of active members and many also include associate members and honorary members. All active, associate, and honorary members must meet the membership qualifications as established by Article III of these bylaws.

#### **Active Members**

**Clause 1.** Active members shall be registered members of the Boy Scouts of America, conforming to all requirements for such registration at all times.

**Clause 2.** The active membership of the Association shall consist of those whose membership dues are current. Dues can be deemed current because dues have been paid for the current year, because dues have been paid in advance (sometimes referred to as a life member), or because dues have been

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waived, as the is case for current and prior Erie Shores Council Wood Badge Course Directors, as well as the current chair of the Erie Shores Council Training Committee.

**Clause 3.** The Association does not formally elect its active members. Active membership in the Association is open to all who conform to Article III, Section 1, Clauses 1-2 of these bylaws.

### Associate Members

**Clause 4.** The active members of the Association may, at their discretion, elect as associate members those persons who desire to maintain membership in the Association without the obligation to pay the annual dues of the association. Associate members must conform to all requirements for active members, as set forth in Clauses 1-2 of this section. Associate members may not vote on matters to come before the Association and may not hold office, but may otherwise participate in the activities of the Association.

### Honorary Members

**Clause 5.** The active members of he Association may, at their discretion, elect as honorary members of the Association such persons who would further the purposes of the Association. Honorary members need not be registered members of the Boy Scouts of America. Honorary members shall have no vote and may not hold office, but may otherwise participate in the activities of the association.

## Meetings; Quorum; Voting

### Section 2.

#### Annual Meeting

**Clause 1.** The annual meeting of the Association shall be held at such place within the territory of Erie Shores Council, or on property owned or leased by the Council, and at such time as the executive board of the Association may determine. The annual meeting of the Association shall be for the purpose of (a.) receiving annual reports of the executive board, officers, and various committees should they exist; (b.) electing officers, associate members , and honorary members of the association; (c.) receiving and approving financial statements showing the financial position of the Association as of the end of its most recent fiscal month and the results of operations during the interim since the last annual meeting; and, (d.) transacting such other business as may come before the meeting.

#### Other Regular Meetings

**Clause 2.** In addition to the annual meeting, the executive board may elect to have such other regular meetings as may be established by resolution of the executive board of the association. Each regular meeting shall be held at such place within the territory of Erie Shores Council, or on property owned or leased by the Council, and at such time as the Executive Board of the Association may specify.

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### Special Meetings

**Clause 3.** Special meetings of the Association shall be called by the president of the Association or the executive board within sixty (60) days of receipt of a written request for such a meeting from at least one-fifth (1/5) of the active members of the Association, such request specifying the purpose for the special meeting. Each special meeting shall be held at such place within the territory of Erie Shores Council, or on property owned or leased by the Council, and at such time as the president or the executive board of the Association may specify.

### Notice

**Clause 4.** Notice of any meeting of the Association must be provided to all active members not less than fifteen (15) days in advance of the meeting. Such notice can take whatever form deemed reasonable and appropriate by the president or the executive board, except in the case of the annual meeting or a special meeting, in which case the notice must be in writing and sent to the address of record for each active member no less than twenty (20) days in advance of the meeting.

### Quorum

**Clause 5.** A quorum for the annual meeting or special meeting shall be ten per cent (10%) of the active members of the Association.

**Clause 6.** A quorum for a regular meeting shall be five (5) members of the executive board or five percent (5%) of the active members of the Association.

### Attendance at Meetings; Voting

**Clause 7.** All active, honorary, and associate members of the Association are entitled to attend any and all meetings of the association. The Association may invite other persons to attend association meetings, but such persons shall not be entitled to vote. Each active member of the Association is entitled to one vote. Voting by proxy is not permitted. Voting at a meeting may be by secret ballot, voice proclamation, or a show of hands, as the chair of the meeting may rule, unless determined otherwise by a majority of the members present entitled to vote. Any question presented for vote at a meeting at which a quorum is present shall be determined by a majority of those actually voting.

## Article IV – The Executive Board

### Powers and Functions

#### Section 1.

The executive board shall provide leadership to the Association in the management of its affairs. The executive board is not empowered to independently encumber the Association or otherwise independently make decisions on behalf of the Association. All matters to be decided by the Association shall come before the Association at the annual meeting, a regular meeting, or a special meeting as further defined in Article III, Section 2 of these bylaws.

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### **Membership**

#### **Section 2**

The executive board shall be comprised of a president, a vice-president, a secretary, and a treasurer, as well as two representatives from each district within Erie Shores Council.

### **Election and Term**

#### **Section 3.**

Membership on the executive board is limited to active members of the Association who are registered in Erie Shores Council. The president, a vice-president, a secretary, and a treasurer shall serve for terms of one (1) year. The two representatives from each district will be designated by both the district name and the letter A or B. District representative positions designated by the latter A will be elected in the even numbered years and serve for a period of two (2) years. District representative positions designated by the latter B will be elected in the odd numbered years and serve for a period of two (2) years.

## **Article IV – Finance**

### **Financial Assets**

#### **Section 4.**

All financial assets of the Association shall reside with Erie Shores Council. All monies collected directly by the Association must be forwarded to the Erie Shores Council Service Center in a timely manner. Monies disbursed shall follow the procedures and protocols established by Erie Shores Council for the disbursement of funds.

### **Records**

#### **Section 5**

The official financial records of the Association shall be maintained by Erie Shores Council.

### **Dues**

#### **Section 6.**

The Association may establish annual dues for active members of the association.

### **Solicitation of Monies**

#### **Section 7**

The Association may solicit monies from members and others for good and valuable purposes related to the overall purpose of the Association. Only the payment of the annual dues is mandatory for active membership in the association.