

BYLAWS OF THE PHILMONT STAFF ASSOCIATION. INC.

Revised 12-07

A. DEFINITIONS

As used in these Bylaws, the following terms have the meanings stated unless otherwise defined:

1. **“Association”** means The Philmont Staff Association, Inc.
2. **“Board” and “Board of Directors”** mean the Board of Directors of the Philmont Staff Association, Inc.
3. **“Board member”** means any member of the Board of Directors.
4. **“Executive Director”** means the person or organization appointed as Executive Director of the Philmont Staff Association.
5. **“Member”** means any active member of the Association in good standing.
6. **“Philmont”** means Philmont Scout Ranch, Cimarron, New Mexico.
7. **“President”** means the President of the Philmont Staff Association, Inc.
8. **“Written”** means any form of written communication, including electronic mail.
9. **“Investment Policy”** means the written policy for the management of the Association's investments as approved by the Board from time to time.

(Section 9 added by amendment, effective December 19, 2007.)

B. BOARD OF DIRECTORS

1. Meetings

The Board of Directors may meet at such times and places as it deems necessary or appropriate, subject to the Association's Constitution and these Bylaws. The Board may conduct any of its meetings by telephone conference or other electronic means of communication. Any Board member may attend any meeting by telephone if unable to attend in person, and may vote by telephone on any matter properly before the Board. The Board of Directors shall meet at least once each quarter.

2. Notice of Meetings

All board members shall be entitled to at least fifteen (15) days' written notice of any physical meeting of the Board, and at least three (3) days' written notice of any telephone meeting of the Board.

3. Calling of Meetings

The President may call a meeting of the Board at any time. The President shall call a meeting of the Board if he receives a written request to do so from at least one-fourth of the voting members of the Board or at least one-half of the members of the Executive Committee.

4. Action by Referendum

Any issue arising outside regular meetings requiring Board action may be submitted to Board members by the President for a written vote. The President is required to submit a matter for written vote if so requested by at least one-fourth of the voting members of the Board. The President shall define the time period for voting when the matter is submitted to the Board, provided that Board members shall have at least seven (7) days in which to submit a written vote. No voting period for any action by referendum may exceed 30 days.

5. Proxies

A member of the Board who is unable to attend a meeting of the Board may give his proxy to any other voting member of the Board to vote in his place. Any proxy must be in writing and must be sent to both the proxy recipient and the Secretary or Executive Director prior to the actual meeting. Any written proxy from a Board member will be considered a general proxy to vote on all matters properly before the Board unless otherwise limited.

6. Quorum

A quorum of the Board shall consist of one-half of the voting members of the Board.

7. Ex Officio Members

The following individuals shall be considered *ex officio* members of the Board, and shall have all rights and privileges of Board members except the right to vote:

- a. the editor of the Association's newsletter,
- b. the manager of the association's Internet website, and
- c. the staff advisor appointed by Philmont.

The Board may appoint other *ex officio* members in its discretion.

8. Minutes

The Secretary or a Board member designated by him shall keep and record minutes of all Board meetings and votes taken. Such minutes shall be open for inspection by any member at the Association's offices on reasonable notice.

C. EXECUTIVE COMMITTEE

1. Membership

The Executive Committee shall consist of the following members of the Board:

- a. the six national officers,
- b. the Philmont Ranch Committee representative, and
- c. the Philmont staff advisor.

2. Duties and Responsibilities

The Executive Committee shall have overall responsibility for management of the affairs of the Association between regular meetings of the Board, but shall at all times be subject to the authority and direction of the Board. Subject to the limitations set forth below, the Executive Committee shall have authority to exercise all powers and responsibilities of the Board conferred on it by the Association's Constitution, these Bylaws, and applicable law.

3. Limitations on Authority

Without specific authorization and approval of the Board, the Executive Committee shall not have the authority to:

- a. amend these Bylaws;
- b. fill any vacancy on the Board;
- c. hire or terminate the Executive Director;
- d. approve any expenditure or transfer of Association funds in excess of \$2,500.00;
- e. initiate or approve any fund-raising project or venture designed to raise capital or contributions in excess of \$2,500.00;
- f. change the Association's bank(s) or financial institutions in which Association funds are deposited;

- g. modify the categories, requirements, or benefits of membership in the Association;
- h. terminate the membership of any Board member, or
- i. commit the Association to any position on a public issue.

4. Meetings and Voting

The rules established in Section B, Paragraphs 1-5 (inclusive), set forth above, are also applicable to meetings and voting of the Executive Committee.

5. Quorum

A quorum of the Executive Committee shall consist of one-half of the voting members of the Executive Committee.

D. NATIONAL OFFICERS

1. President

The duties of the President are to:

- a. call and preside over meetings of the Board of Directors, the Executive Committee and the Association;
- b. appoint members of the Board of Directors to the Association's Operating Committees;
- c. appoint members of the Association to any of the Association's Standing Committees or to other committees created by the Board;
- d. chair the Personnel Committee, and appoint two other national officers as members of this committee;
- e. appoint such special committees as he deems appropriate to conduct the business of the Association;
- f. cause a review of the Treasurer's records annually and at the end of the Treasurer's term of office;
- g. serve as the Association's principal ambassador to Philmont, the Boy Scouts of America, and the public;
- h. oversee and generally direct the activities of the Executive Director, and

- i. perform such other functions and exercise such powers as are customarily exercised by the presidents of similar organizations and, or applicable law.

2. Vice President - Membership

The duties of the Vice President – Membership are to:

- a. in cooperation with the Executive Director, enroll members of the Association and maintain an official roster of all members (to be held in confidence by members of the Board);
- b. review and determine the appropriateness of any membership applications referred by the Executive Director;
- c. determine eligibility of any applicants for membership as set forth in the Association’s Constitution;
- d. appoint a member, subject to approval of the Board of Directors, to serve as editor of the Association’s newsletter;
- e. see that a newsletter is published to all members at least bi-monthly;
- f. coordinate development of membership chapters or subdivisions as may be authorized by the Board;
- g. preside over meetings of the Association, the Board of Directors, or the Executive Committee in the absence of the President;
- h. serve as interim President in the event of a vacancy in that office until such time as a new President is appointed by the Board of Directors;
- i. chair the Membership Committee, and
- j. perform such other duties as may be conferred on him by the Association’s Constitution, these Bylaws, and the Board of Directors.

3. Vice President - Service

The duties of the Vice President – Service are to:

- a. plan and coordinate all service, social and educational activities of the Association approved by the Board;
- b. chair the Annual Reunion Committee, or appoint a substitute subject to approval of the Board;
- c. oversee Association service projects at Philmont and appoint responsible members to chair and coordinate those projects;

- d. provide guidance and support to regional events for members in cooperation with the Executive Director and Regional Directors;
- e. inform national and council BSA high adventure committee and other appropriate Scouting groups of the service opportunities available from the Association, and cooperate with those groups to implement these opportunities;
- f. chair the Service Committee, and
- g. perform such other duties as may be conferred on him by the Association's Constitution, these Bylaws, and the Board of Directors.

4. Vice President - Development

The duties of the Vice President – Development are to:

- a. develop and coordinate the Association's Annual Fund campaign;
- b. develop and oversee capital campaigns as approved by the Board;
- c. work with the Treasurer to ensure that the Association's funds are managed as required by the Constitution;
- d. coordinate planning and development for receipt of contributions or donations to the Association by other means, including but not limited to bequests and grants;
- e. chair the Development Committee, and
- f. perform such other duties as may be conferred on him by the Association's Constitution, these Bylaws, and the Board of Directors.

5. Secretary

The duties of the Secretary are to:

- a. record and maintain minutes of all meetings of the Association, the Board of Directors and the Executive Committee;
- b. coordinate with the Executive Director in maintaining all contracts, legal records, and operational records of the Association;
- c. maintain and enforce the Constitution and Bylaws of the Association;
- d. supervise the proper conduct of elections according to the Constitution and Bylaws of the Association;
- e. ensure, in conjunction with the Executive Director, that the Association maintains compliance with all federal and state reporting requirements for not-for-profit corporations;

- f. appoint a member, subject to approval of the Board of Directors, to serve as the Association's website manager;
- g. oversee and maintain the Association's Internet website with responsibility for the content thereof;
- h. chair the Administration Committee, and
- i. perform such other duties as may be conferred on him by the Association's Constitution, these Bylaws, the Board of Directors, and applicable law.

6. Treasurer

The duties of the Treasurer are to:

- a. implement fiscal policies approved by the Board of Directors;
- b. assure that records of the Association's receipts, disbursements, and financial transactions as required by law and in accordance with accepted good business practices;
- c. oversee and make recommendations for the deposit and investment of all funds of the Association;
- d. prepare and cause to be published to the membership the annual financial statements of the Association;
- e. have prepared and timely filed all required federal and state tax forms and returns for the Association;
- f. assure that the Association complies with federal and state employee withholding requirements;
- g. prepare and recommend, in conjunction with the Finance Committee, an annual budget for approval by the Board of Directors prior to the beginning of the new fiscal year;
- h. provide for collection of dues;
- i. oversee the financial activities of the Executive Director, who will manage the day-to-day finances of the Association;
- j. chair the Finance Committee, and
- k. perform such other duties as may be conferred on him by the Association's Constitution, these Bylaws, the Board of Directors, and applicable law.

E. DIRECTORS

1. National Directors

The duties of National Directors are to:

- a. serve as representatives of the general body of the Association at meetings of the Board of Directors;
- b. serve as a member of one of the Association's Operating Committees as appointed by the President;
- c. place before the Board of Directors such proposals and proper business of the Association as shall be raised by any member of the Association;
- d. exercise all powers and responsibilities conferred on directors of not-for-profit corporations under applicable law,
- e. support the activities of the Regional Directors in the Region where the National Director lives, and
- f. serve on other committees as appointed.

2. Regional Directors

The duties of Regional Directors are to:

- a. serve as representatives of the membership of the Association residing in the geographical region represented;
- b. initiate and direct Association activities in the region represented;
- c. serve as a member of one of the Association's Operating Committees as appointed by the President;
- d. place before the Board of Directors such proposals and proper business of the Association as shall be raised by any member of the Association;
- e. exercise all powers and responsibilities conferred on directors of not-for-profit corporations under applicable law, and
- f. serve on other committees as appointed.

F. COMMITTEES

1. Operating Committees

The Association will maintain the following Operating Committees:

- a. **Membership Committee**, chaired by the Vice President – Membership;
- b. **Service Committee**, chaired by the Vice President – Service;
- c. **Development Committee**, chaired by the Vice President – Development;
- d. **Administration Committee**, chaired by the Secretary, and
- e. **Finance Committee**, chaired by the Treasurer.

Each Board member shall be appointed by the President to serve on at least one of the Operating Committees. Other than the designated chairpersons, Operating Committee members shall serve one-year terms and may be reappointed. The Operating Committee chairpersons may appoint other members to their respective committees subject to the approval of the President. The Operating Committees shall generally have responsibility for the same areas as their respective chairpersons and such other duties and responsibilities as may be delegated to them by the President or the Board.

2. Standing Committees

The Association will maintain the following Standing Committees:

- a. **Personnel Committee**, chaired by the President. The President shall appoint two other national officers to serve as members of this committee. The Personnel Committee will have general responsibility to evaluate and make recommendations to the Board regarding the Association's Executive Director and other employees in areas of performance, salary, benefits, job descriptions, and other personnel-related matters.
- b. **Scholarship Committee**, chaired by a member appointed by the President. The Scholarship Committee shall have responsibility for administering the Association's Rayado Scholarship and other scholarship programs.
- c. **Long Range Strategic Planning Committee**, chaired by a member appointed by the President. The Long Range Strategic Planning Committee shall have responsibility for developing, periodically evaluating and updating, and recommending to the Board a long range strategic plan for the Association.
- d. **Presidents Committee**, chaired by a former Association president appointed by the President. Members of the Presidents Committee shall include the current and all former presidents of the Association. The Presidents Committee shall evaluate

and make recommendations to the Board for the Association's annual Distinguished Service Awards and serve as an advisory forum for the President.

- e. **Investment Committee**, chaired by a Member appointed by the President. The Investment Committee shall have the responsibility for (1) the management of the investments of the Association in accordance with the Investment Policy, and (2) periodically evaluating the Investment Policy and recommending changes to the Investment Policy to the Board.

(Section "e" added by amendment, effective December 19, 2007.)

3. Special Committees

Other special committees may be created and appointed by the President or by majority vote of the Board subject to such conditions as may be specified by the Board.

4. Committee Membership

Unless otherwise specified in the Constitution or these Bylaws, committee members and chairpersons shall be appointed by the President subject to approval of the Board.

5. Committee Duties and Responsibilities

In addition to any specific duties set forth in the Constitution and these Bylaws, any of the Association's committees may have such other duties and responsibilities as may be delegated to them by the President, the Executive Committee, or the Board.

G. EXECUTIVE DIRECTOR

1. Qualifications and Selection

The Board of Directors will determine the qualifications for, and the process to select, an Executive Director. The Board shall review the Executive Director's performance and compensation at least annually.

2. Duties and Responsibilities

Generally, the duties and responsibilities of the Executive Director are to:

- a. direct the daily activities of the Association, including managing its day-to-day financial operations, overseeing all aspects of membership services, assist in coordination of special events and projects, and supervise other Association employees in accomplishing these tasks;
- b. provide administrative support to the Board and the Association's committees;

- c. provide direction and assistance for all of the Association's published materials, including the Association's newsletter and website, membership directory, brochures and mailings to members;
- d. serve as an associate editor of the Association's newsletter and provide assistance to the editor in ensuring timely publication at least bi-monthly;
- e. be responsible for ordering and inventorying all merchandise related to the Association;
- f. consider the needs and desires of the membership while working to ensure that any transactions fall within both the operating budget and the annual operating plan;
- g. support, contribute to, and help to implement the Association's long range strategic plan;
- h. support and help fundraising efforts;
- i. serve as ambassador of the PSA to current and potential members, donors, Philmont, the local community, and the Boy Scouts of America;
- j. other duties as may be delegated by the Board or specified by contract.

3. Reporting and Direction

The Executive Director reports to the President while also taking direction from the Board and the Executive Committee.

H. NOMINATING COMMITTEE

1. Duties

The President shall appoint the Nominating Committee not later than January 1 of the year in which the election of officers and directors is to be held. Nominations shall be presented by the Nominating Committee to the President not later than July 1 of the election year. Prior to submitting the nominations, the Nominating Committee shall secure from each nominated member an agreement to serve, a biographical sketch, and an assurance of the member's ability to attend meetings of the Board of Directors.

2. Nominees for National Positions

The Nominating Committee shall nominate at least one active member to stand for election to each National Officer position. Twice the number of candidates to be elected to the seven National Director positions shall be nominated.

3. Nominees for Regional Directors

Two Regional Directors shall be elected from each of the Boy Scouts of America's four regions. Twice the number of candidates to be elected as Regional Directors from each region shall be nominated.

4. Additional Nominations

After publication to the membership of the Nominating Committee's recommendations, the membership may have thirty days to submit additional nominations for inclusion on the ballot provided that these nominations are: (1) made in writing, (2) accompanied by a biographical resume, and (3) are supported by signatures of at least 25 active members of the Association. Additional nominations must be received by the Executive Director no later than September 15 to be included on the ballot. Any additional nominee meeting the requirements of this section will be included on the ballot with those nominated by the Nominating Committee.

I. ELECTIONS

1. General Requirements

Elections for the officers and members of the Board of Directors shall be held every three years in accordance with Article V of the Association's Constitution. The Secretary is responsible for assuring that elections are conducted in a proper and timely manner.

2. Publication of Nominee Information

The President shall submit the nominated candidates' names and biographical sketches to the membership in the Association's newsletter no later than August 15 of the election year.

3. Election Time and Methods

The Board of Directors shall determine the time and methods by which the election shall be conducted, in accordance with the Association's Constitution, no later than May 1 of each election year.

(As amended, effective November 14, 2006.)

4. Ballots

Ballots shall include the names of all candidates nominated by the Nominating Committee and all properly submitted additional nominees for each position. Ballots shall be accompanied by the biographical sketches of each candidate. Ballots must contain the signature of the voting member.

5. Tabulation

On conclusion of the voting period, ballots will be counted by the Executive Director and at least two active members appointed by the President to assist in counting the ballots. Ballots shall be held by the Executive Director for one year.

6. Requirements for Election

Of those nominated to National and Regional Director Positions, those receiving the greater number of votes shall fill the open positions. Officer positions shall be filled by those nominated candidates receiving the greatest number of votes for each office. The Board of Directors shall break tie votes.

7. Results

Results of the election shall be certified by the Secretary and shall be published to the membership in the Association's newsletter no later than December 31 of the election year.

8. Assumption of Office

Elected officers, national directors and regional directors shall assume their duties at the beginning of the fiscal year following their election.

J. DUES

1. Dues

Annual dues for all active members, other than Life Members, shall be established by the Board of Directors. The Board may establish different dues levels for different categories of membership.

2. Dues Statements

Dues statements for membership renewal shall be mailed to active members within sixty (60) days of their membership expiration date. A member who fails to pay the prescribed dues within sixty days after their active membership in the Association expires shall be dropped from active membership in the Association.

3. Membership Cards

The Secretary, through the Executive Director, shall issue a membership card to each active member.

4. Life Membership

Active members paying the fee specified for Life Membership over a twelve-month period are life members of the Association with no further liability for the payment of dues. The fee for Life Membership shall be established by the Board of Directors.

K. FINANCES

1. General Operating Fund

The Association shall maintain a general operating fund which will be credited with revenue from the following sources:

- a. annual membership dues;
- b. unspecified or undirected contributions to the Association;
- c. proceeds of any Association activities not specifically earmarked for a special purpose, including but not limited to revenue from merchandise sales, advertising, reunions, and special events; and
- d. income from investments.

Expenses to be charged to the General Operating Fund include, but are not restricted to:

- a. maintenance of membership rolls and other records,
- b. payment of authorized administrative assistance and necessary and reasonable expenses incurred for services provided to the Association,
- c. publication of a bi-monthly publication, minutes of Board of Directors meetings and other expenses as required to conduct the business of the Association,
- d. insurance, bonding and incorporation fees, taxes and any other fees necessary to maintain the good standing of the Association,
- e. expense allowances for attendance by active members at national meetings of the Boy Scouts of America or at meetings of the Philmont Ranch Committee as instructed by the Board of Directors of the Association.

2. Life Member Service Fund

The Life Member Service Fund shall be credited with revenue from the full dues of each Life Member as provided in Bylaw J-4. Revenue allocated to the Life Member Service Fund shall be treated as principal and shall be invested as determined by the Board of Directors.

3. Scholarship Fund

The Scholarship Fund shall be credited with revenue from contributions earmarked for Rayado Scholarships or other scholarships that may be offered by the Association. Revenue allocated to the Scholarship Fund shall be treated as principal and shall be invested as determined by the Board of Directors.

4. Service Funds

Any special project or service funds established by the Board of Directors shall be credited with any contributions earmarked for those projects or funds and such amounts as the Board of Directors may authorize to be transferred from the Association's General Operating Fund.

5. Excess Contributions

Any contributions to special project or service funds in excess of those required to carry out the particular project or service may be transferred to the Association's General Operating Fund or otherwise used to support the purpose and objectives of the Association as determined by the Board of Directors.

6. Reimbursement to the Association

The Board of Directors may authorize reimbursement to the General Operating Fund from any other Association fund for reasonable and necessary expenses incurred by the Association in soliciting contributions to such funds, managing such funds, or servicing the programs they benefit.

7. Contributions

All contributions to the Association in excess of \$50.00 will be acknowledged in writing. The Treasurer and Executive Director will ensure that appropriate documentation for tax purposes is timely provided to each contributor to the Association.

8. Petty Cash Fund

The Executive Director may maintain a petty cash fund in an amount to be determined by the Board of Directors. The fund may be replenished at the Treasurer's discretion and shall be periodically reviewed by the Treasurer.

9. Check Signing Authority

The President, Treasurer and Executive Director shall be authorized to sign checks on the Association's accounts. The Board of Directors may authorize one or more other National Officers to sign checks on the Association's accounts. Checks may be signed by any one of the authorized signatories, except that a check payable to an authorized signatory must be signed by one of the other authorized signatories. The Board of Directors may establish such other restrictions on check-signing authority that it deems appropriate.

10. Banking

An appropriate federally insured bank as designated by the Board of Directors shall be the depository of funds of the Association. The President, Secretary, and Treasurer are authorized to sign any and all resolutions which the bank(s) may deem necessary to establish checking and savings accounts.

11. Investment of Funds

Investment of funds is the responsibility of the Board of Directors. Responsibility to invest these funds may be delegated by the Board of Directors to the Investment Committee. The Investment Committee may invest the Association's funds in accordance with the Investment Policy. The chairman of the Investment Committee shall report on the status and performance of the Association's investments in accordance with the Investment Policy, provided, however, that such report shall be made at least semi-annually to the Board of Directors.

(Section 11 restated by amendment, effective December 19, 2007.)

Original language of this section superseded by the amendment:

Investment of funds is the responsibility of the Board of Directors. Responsibility to invest these funds may be delegated by the Board of Directors to the Treasurer and the Finance Committee. The Treasurer and the Finance Committee may invest the Association's funds in a portfolio so long as the principal is not at risk. The Treasurer shall report at least semi-annually to the Board of Directors on the distribution and performance of the funds.