

**REVISED CONSTITUTION OF
THE PHILMONT STAFF ASSOCIATION, INC.**

(including amendments through August 2007)

PREAMBLE

On the weekend of September 15, 1973, members of Philmont management and representatives of the Organizing Committee of THE PHILMONT STAFF ASSOCIATION met at the confluence of the Agua Fria and Rayado Rivers and approved plans for the establishment of THE PHILMONT STAFF ASSOCIATION.

DEDICATION

This Association is dedicated to reuniting those Philmont staff members who have hiked her rugged mountain trails and have met her challenges, who have reflected beside her gurgling mountain streams and have listened attentively, who have slept under her star filled skies and have been refreshed, who have seen her vast breathtaking panoramas, verdant mountain meadows and towering peaks and have become humbled, who have breathed her sage and pine scented air and have been exhilarated, who have become thankful, who have collected countless unforgettable experiences and have rejoiced and, above all, who have heard her call and have come to love and respect her and are vitally interested in and dedicated to her future. (The Dedication was authored by Gerald L. Traut at Fish Camp on September 14, 1973.)

ARTICLE I.

PURPOSE AND OBJECTIVES

Section 1. PURPOSE

The purpose of the Philmont Staff Association is to provide a continuing interest in and support for the mission and programs of Philmont in keeping with the policies of the Boy Scouts of America.

Section 2. OBJECTIVES

Consistent with the purposes, the Association will:

- A. preserve and promote wilderness camping, high adventure, and training opportunities or other primary objectives of Philmont that may be authorized by the Philmont Ranch Committee;
- B. bring relevant needs and suggested programs to the attention of the Philmont Ranch Committee through the Philmont management;
- C. offer the time, talents and assets of the Association's membership to Philmont and local councils of the Boy Scouts of America; and
- D. spread the Philmont spirit throughout Scouting.

ARTICLE II.

MEMBERSHIP

Section 1. ACTIVE MEMBERSHIP

Active membership in the Association is open to all persons who have:

- a. served on the seasonal or permanent Philmont staff, or
- b. served on the faculty at the Philmont Training Center, or
- c. served on the staff or faculty of one of Philmont's special programs, or
- d. served on the Philmont Ranch Committee.

To remain an active member, a person must pay all dues established by the Board of Directors in accordance with the Association's bylaws.

Section 2. HONORARY MEMBERSHIP

Honorary membership in the Association is open to the President of the National Council of the Boy Scouts of America, members of the Philmont Ranch Committee, The Chief Scout Executive, and the member on his staff assigned the responsibility for Philmont operations. Honorary membership may be extended to any other person upon the affirmative vote of two-thirds of the Board of Directors. Honorary members are granted all rights of membership except the right to vote or hold office. They shall not be required to pay dues.

Section 3. DETERMINATION OF ELIGIBILITY FOR ACTIVE MEMBERSHIP

Application for membership shall be made to the Association in the form and manner approved by the Board of Directors. The Executive Director shall determine an applicant's eligibility for active membership in the Association. If the Executive Director questions the applicant's eligibility for membership, he shall refer the application to the Vice President – Membership for a further consideration of his eligibility. If the Vice President - Membership and the Executive Director fail to agree on the applicant's eligibility, the final decision shall be made by a majority vote of the Board of Directors. Upon determination of an applicant's eligibility for membership in the Association, and upon the payment of established dues, the applicant's name shall be inscribed upon the rolls of the Association as an active member.

Section 4. ASSOCIATE MEMBERSHIP

The Board of Directors, by affirmative vote of two-thirds of its members, may establish one or more categories of Associate Membership in the Association. The Board of Directors, by the same affirmative vote, shall establish the eligibility requirements and privileges of membership for Associate Members. Associate Members may not vote or hold office in the Association.

Section 5. SUSPENSION OF MEMBERSHIP

The President may suspend, and/or the Board of Directors may terminate, any or all of the membership rights and privileges of any member for violation of the Constitution or Bylaws of the Association, rules or regulations of the Association approved by the Board of Directors, policies or requirements of Philmont Scout Ranch, or other conduct inconsistent with the purposes and objectives of the Association.

ARTICLE III.

ORGANIZATION AND GOVERNMENT

Section 1. BOARD OF DIRECTORS

The Board of Directors is empowered by the membership to be the governing body of the Association, shall have full power and authority over the affairs of the Association, and shall interpret and enforce the Constitution and Bylaws of the Association. The Board of Directors

shall function as, and shall have all powers and authority vested in, the Board of Directors of a not-for-profit corporation as set forth in the statutes and laws applicable to not-for-profit corporations in the State of New Mexico.

Section 2. MEMBERSHIP OF THE BOARD OF DIRECTORS

The Board of Directors shall consist of the following active members of the Association:

- A. The six national officers of the Association;
- B. The seven national directors of the Association;
- C. Up to eight regional directors of the Association;
- D. The immediate past president of the Association;
- E. At least one and not more than three members of the Philmont management as designated by the Board of Directors;
- F. A member of the Philmont Ranch Committee as appointed by the Ranch Committee; and
- G. A Staff Advisor, who shall be a non-voting member (unless otherwise qualified to serve as a member of the Board of Directors) appointed by the Philmont Scout Ranch General Manager, subject to approval by the Board of Directors, and who shall serve at the discretion of the General Manager and the Board of Directors.

Section 3. MEETINGS OF THE BOARD OF DIRECTORS

Unless otherwise instructed in this Constitution and the Association's Bylaws, the Board of Directors shall meet at least once annually in a meeting open to attendance by active members of the Association. The President shall notify all active members of the annual Board of Directors meeting at least 30 days in advance of the meeting. The Board of Directors may meet at such other times and in such manner as set forth in the Bylaws of the Association.

Section 4. COMMITTEES

The Board of Directors may authorize and hold accountable to it committees which may be granted the power to act on behalf of the Association in their prescribed areas of responsibility.

Section 5. QUORUM

Unless otherwise specified in the Constitution and Bylaws or by law, a quorum of any meeting of the Board of Directors shall consist of one-half of its members present or represented

by proxy, and a majority vote of the Board of Directors members present or represented by proxy shall be necessary for the transaction of the business of the Association.

Section 6. PARLIAMENTARY AUTHORITY

In the event of a question on the proper conduct of business of the Association, Robert's Rules of Order shall govern unless otherwise specified by law, this Constitution or the Association's bylaws.

Section 7. EXECUTIVE DIRECTOR

The Association, through the Board of Directors, may contract with or employ an individual or organization to serve as the Association's Executive Director. The Executive Director shall have the duties specified by the Constitution, Bylaws and the Board of Directors. The Executive Director may be compensated for services provided to the Association. If no Executive Director has been employed or contracted by the Association, the President or his designate shall perform the duties of the Executive Director specified in the Constitution and Bylaws.

ARTICLE IV.

OFFICERS AND DIRECTORS

Section 1. NATIONAL OFFICERS

Officers of the Association shall be the President, Vice President – Membership, Vice President – Service, Vice President – Development, Secretary, and Treasurer. The national officers shall have the duties specified in the Association's Constitution and Bylaws and the applicable laws of the State of New Mexico governing not-for-profit corporations.

Section 2. NATIONAL DIRECTORS

Seven national directors shall serve on the Board of Directors. National directors shall be chosen from the active membership without regard to geographic location, residence, or years of Philmont service.

Section 3. REGIONAL DIRECTORS

Up to eight regional directors may be elected to serve on the Board of Directors. The number of regional directors, if any, shall be determined by the Board of Directors. The regional directors shall represent geographical areas whose boundaries are determined by the Board of Directors. The number of geographical areas shall be specified in the bylaws. Regional Directors shall be chosen from the geographic region in which they reside at the time of their election.

Section 4. QUALIFICATIONS FOR OFFICERS AND DIRECTORS

Any active member is eligible to hold a position on the Board of Directors except that employees of the Association or of the Boy Scouts of America are not eligible for election to the six national officer positions. Candidates for the national officer positions must be at least twenty-five years of age on the date of election.

Section 5. TERMS OF OFFICE

National officers, national directors, and regional directors shall serve three-year terms beginning on January 1 of the year following their election. All national officers, national directors and regional directors shall serve until their successors are elected. National officers shall not be eligible for election to more than two consecutive terms in the same office.

Section 6. VACANCIES

The remaining members of the Board of Directors shall elect a qualified active member to fill any vacancy on the Board of Directors. The member so elected shall serve out the remainder of the term of the vacant office.

Section 7. REMOVAL FROM OFFICE

Any member of the Board of Directors may be removed from office by a two-thirds affirmative vote of the remaining members of the Board of Directors on a finding of one or more of the following circumstances: persistent failure to perform the duties of the office, inability to perform the duties of the office, termination of active membership in the Association, actions bringing discredit on the Association or Philmont, or conduct warranting removal of an officer or director under applicable New Mexico law.

Section 8. COMPENSATION OF OFFICERS AND DIRECTORS

Officers of the Association, national directors and regional directors shall serve without compensation for their services, except that they may be reimbursed for actual expenses incurred by them on behalf of the Association subject to such rules and requirements as the Board of Directors may impose.

Section 9. INDEMNIFICATION FOR OFFICERS AND DIRECTORS

The Association shall defend and indemnify its officers, directors and Executive Director, to the extent permitted by New Mexico law, for any liability incurred by them, while acting in good faith, in carrying out the duties of their offices or the business of the Association.

ARTICLE V.

ELECTIONS

Section 1. TIME OF ELECTIONS

Elections shall be conducted every three years to select national officers, national directors, and regional directors who will begin serving their terms at the beginning of the year following the election. Elections shall begin no earlier than July 1 and conclude no later than November 30 of the year of the election.

Section 2. METHOD OF ELECTIONS

The Board of Directors shall determine the time and methods by which the election shall be conducted, in a manner not inconsistent with this Constitution, the Bylaws of the Association, and applicable law.

Section 3. VOTING

Each active member of the Association who is current in payment of dues is entitled to one vote for each elected position on the Board of Directors. Candidates shall be elected by a plurality of votes cast by the end of the voting period established by the Board of Directors. The voting period in which ballots may be cast shall not be less than twenty-one days. The Board of Directors shall break tie votes.

Section 4. NOMINATING COMMITTEE

Prior to the year in which an election is to be held, the President shall appoint, subject to Board of Directors approval, a nominating committee, and shall announce the names of the members of the Nominating Committee to the membership. The Nominating Committee shall consist of one member of Philmont management, one Board of Directors National Director or Regional Director, and one member from the active membership of the Association. No national officer may serve as a member of the Nominating Committee. Except for the member of Philmont management, no employee of the Boy Scouts of America or of the Association shall be a member of the Nominating Committee.

Section 5. NOMINATIONS

The Nominating Committee shall nominate at least one active member to stand for election to each national officer, national director, and regional director position. The Bylaws may provide that more than one candidate shall be nominated for any position. Nominations may also be made in writing within the time specified in the Bylaws when supported by signatures of at least twenty-five active members of the Association.

ARTICLE VI.

FINANCES

Section 1. FUNDS

The funds of the Association shall be used only for the furtherance of the aims and objectives of the Association as set forth in the Constitution and Bylaws, and will be set aside in such special accounts and subject to such rules and regulations as shall be provided by the Constitution and Bylaws or the Board of Directors of the Association.

Section 2. FISCAL YEAR

The fiscal year of the Association shall begin on January 1 and end on December 31.

Section 3. DUES

The Board of Directors shall have the power to set dues and assess the membership for the maintenance and development of the Association.

Section 4. BUDGET

The Treasurer will prepare the financial budget of the Association prior to the beginning of the fiscal year and present the same to the Board of Directors for final consideration and adoption. In case of failure to adopt a new budget before the beginning of a new fiscal year, the appropriations of the last preceding regularly adopted budget shall be deemed readopted and reappropriated until superseded by a new budget.

Section 5. GENERAL OPERATING FUND

There will be a General Operating Fund to which shall be charged all the expenses of maintaining the administration of the Association.

Section 6. PHILMONT SERVICE FUNDS

The Association, through the Board of Directors, may establish and maintain one or more service funds or special project funds which may be used for any activities and expenditures consistent with the objectives of the Association as set forth in Article I, Section 2, except for those expenses provided for by the General Operating Fund.

Section 7. MEMBERSHIP CONTRIBUTIONS

The Board of Directors is authorized to solicit contributions from the membership in order to achieve the objectives of the Association.

Section 8. DISBURSEMENT OF FUNDS

The Treasurer is authorized to disburse funds from the General Operating Fund for expenses specified in the Bylaws or by the Board of Directors. The Board of Directors must authorize disbursement of funds from the Philmont Service Funds and from special projects funds established according to Article VI, Section 6.

Section 9. DEPOSITING AND INVESTING FUNDS

At least one-half of the funds of the Association shall be deposited in banks that are members of the Federal Reserve System or invested in securities issued or insured by the United States Treasury. The balance of the funds of the Association may be invested in accordance with the Association's Bylaws and written investment policies adopted by the Board of Directors. All funds of the Association shall be kept in the name of the Philmont Staff Association, and not in the name of any officer or other individual.

Section 9 effective September 1, 2007, by amendment ratified by the membership.

Original language of this section superseded by the amendment:

Funds of the Association shall be deposited in banks that are members of the Federal Reserve System or invested in securities issued or insured by the United States Treasury. All funds of the Association shall be kept in the name of the Philmont Staff Association, and not in the name of any officer or other individual.

Section 10. OWNERSHIP OF CORPORATE FUNDS AND ASSETS

All funds, properties and assets of the Association, regardless of the manner in which acquired, shall be the sole property of the Association and shall be held, invested, sold or disbursed in accordance with this Constitution and the laws governing not-for-profit corporations in the State of New Mexico. No member of the Association, by virtue of such membership, shall have any right, title or interest in any funds, properties or assets of the Association.

ARTICLE VII.

PROHIBITED TRANSACTIONS

Section 1. NON-PROFIT STATUS

The Philmont Staff Association is a not-for-profit organization and does not afford pecuniary gain to its members. The Association shall not engage in any activity which would contravene the not-for-profit association laws of the State of New Mexico or which would provide pecuniary gain to any individual member.

Section 2. CHARITABLE ORGANIZATION

The Philmont Staff Association is organized and operated for charitable, scientific or educational purposes, for the pleasure and recreation of its members, and other non-profitable purposes as defined in Section 501(c), United States Internal Revenue Code of 1986, as amended. The Association shall not engage in any activity which would contravene its tax-exempt status under that statute or any successor or similar federal and state tax laws.

Section 3. POLITICAL ACTIVITIES

The Association shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. No substantial part of the activities of the Association shall involve carrying on propaganda, or otherwise attempting, to influence legislation.

Section 4. PECUNIARY GAIN

No part of the net earnings of the Association shall inure to the benefit of any individual.

Section 5. COMPENSATION AND REIMBURSEMENT

Nothing in this article shall prohibit the Association from reasonably compensating its employees and contractors, nor does it prohibit the Association from reimbursing any individual member for expenses incurred on behalf of the Association.

ARTICLE VIII.

AMENDMENTS TO THE CONSTITUTION AND BYLAWS

Section 1. AMENDMENTS TO THE CONSTITUTION

Amendments to the Constitution may be proposed by a two-thirds vote of the Board of Directors, or by petition from 25 members when such amendment is submitted in writing to the President. Proposed amendments must be submitted to the membership for a vote within six months of the Board of Directors vote or the posted date of the membership proposal. An affirmative vote of at least two-thirds of the active members responding within 30 days shall be required to ratify a proposed amendment.

Section 2. AMENDMENTS TO THE BYLAWS

A Bylaw can be amended by a majority vote of the Board of Directors. A proposal to amend a bylaw can be submitted to the Board of Directors by a written petition of at least 25 active members. Such proposals must be considered at the next regular meeting of the Board of Directors, or by specific mail vote of the Board of Directors if no meeting is scheduled within

eight months. The Board of Directors must report to the general membership the exact proposal and its action within 90 days of its vote.

ARTICLE IX.

DISSOLUTION OF THE ASSOCIATION

In the event of the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501-c-3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall become the exclusive property of the National Council of the Boy Scouts of America, and exempt from taxation under Section 591-c-1 of the Internal Revenue Code of 1986, as amended.

ARTICLE X.

TRANSITION PROVISIONS

Section 1. CONTINUATION OF TERMS OF CURRENT DIRECTORS

“Members at Large” and Regional Directors who were elected to serve four-year terms beginning January 1, 2000, and who consent to serve, shall have their terms extended by one additional year, to December 31, 2004, at which time their terms shall expire and their offices shall be subject to the election procedures set forth in Articles IV and V.

Section 2. CHANGE IN DESIGNATIONS OF MEMBERS AT LARGE

“Members at Large” whose terms are extended as provided in Section 1 above shall become National Directors effective January 1, 2002.

Section 3. 2001 ELECTIONS

Individuals elected in the year 2001 to the officer and director positions established by this Revised Constitution, even if not yet ratified, shall be considered in all respects to have been elected under the terms of this Revised Constitution, and shall take office at the time and in the manner set forth in this Revised Constitution after its ratification.

Section 4. EFFECTIVE DATE

This Revised Constitution of The Philmont Staff Association, Inc. shall become effective immediately on ratification by the membership, as provided in the current Constitution.

Ratified by vote of the membership and effective December 1, 2001.

AMENDMENTS TO THE REVISED CONSTITUTION

AMENDMENT I

1. The Executive Committee of The Philmont Staff Association, Inc. shall hereafter be known as the Board of Directors of the Philmont Staff Association, Inc. The Board of Directors shall have all powers and duties previously delegated to the Executive Committee in this constitution.
2. The term “Board of Directors” shall be substituted for the term “Executive Committee” in all places where that term is presently used in Articles I through X of this constitution.¹
3. The Board of Directors may create an Executive Committee from among its members and may delegate to that Executive Committee such duties and responsibilities for management of the affairs of the association that it deems appropriate, consistent with this constitution, the association’s bylaws, and applicable law.
4. This amendment shall become effective immediately on its ratification by the membership, as provided in this constitution.

Amendment I ratified by vote of the membership and effective November 1, 2004.

AMENDMENT II

Article VI, Section 9 is amended to read as follows:

At least one-half of the funds of the Association shall be deposited in banks that are members of the Federal Reserve System or invested in securities issued or insured by the United States Treasury. The balance of the funds of the Association may be invested in accordance with the Association’s Bylaws and written investment policies adopted by the Board of Directors. All funds of the Association shall be kept in the name of the Philmont Staff Association, and not in the name of any officer or other individual.²

Amendment II ratified by vote of the membership and effective September 1, 2007.

¹ These changes have been incorporated into the preceeding sections.

² This language has been incorporated into the preceding Article VI, Section 9.