

BYLAWS OF
DES PLAINES VALLEY COUNCIL,
BOY SCOUTS OF AMERICA

As Amended April 16, 2002

**BYLAWS OF DES PLAINES VALLEY COUNCIL,
BOY SCOUTS OF AMERICA**

ARTICLE I. NAME

The name of the corporation is Des Plaines Valley Council, 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, 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.

The responsibilities of the corporation shall be controlled and directed by the Boy Scouts of America through its Bylaws and Rules and Regulations.

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 life 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. 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 hike, overnight camp, camporee, 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 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 Des Plaines Valley Council, Boy Scouts of America. All active, associate and honorary members must meet the membership qualifications established by Section 8 of the corporation's plan of consolidation. 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 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.

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 or until their successors are elected and qualify.

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. A vacancy in the active membership of the local council caused by the death, resignation, removal, or failure to qualify of a chartered organization representative shall be filled by the chartered organization or community group which initially elected or appointed the chartered organization representative. A vacancy in the active membership of the local council caused by the death, resignation, removal, or failure to qualify of a member at large 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.

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 mailed 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 one-tenth of the active members of the council.

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. Voting at a

meeting of the local council may be by ballot, voice, or show of hands as the chairman 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.

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. 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 mailed between 45 and 60 days prior to the meeting, announcing the membership of the nominating committee so that active 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. A second notice of the annual meeting shall be mailed at least 15 days prior to the annual meeting and shall include the names of those persons nominated by the nominating committee.

COMMITTEE ON PROGRAM AND RESOLUTIONS

Section 5.

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 mailed 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 regular 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 chairmen of the committees of the executive board, (d) the chairmen 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 or until their respective successors are elected and qualify. Chairmen 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 chairmen take office as members of the executive board upon their being approved by the executive board.

Upon the death, resignation, removal, or failure to qualify as a member of the executive board of any regular member or officer, the executive board may elect an eligible person to fill the vacancy so created for the unexpired period of the term of office.

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 four 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 mailed 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.

It is anticipated and expected that all members of the executive board will attend to the best of their ability each and every meeting of the executive board.

ADVISORY COUNCIL

Section 5.

There shall be an advisory council to the executive board composed of (a) 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. Chairmen of committees shall be appointed annually by the president with the advice and approval of the executive board. In the event a person, other than the chairman 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 chairmen 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), and may include others appointed by the president, and approved by the executive board.

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 to 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 or one day's notice by telegram, cable, e-mail or fax. 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 (or specialists under one plan of council and district organization) 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

chairman, president, or Scout executive.

Committees shall be guided by the program material and manuals made available by the national office 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, a maximum of six 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 or until their successors are elected and qualify. Vacancies in these offices occurring between annual meetings of the local council may be filled by the executive board. 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 chairman 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.

VICE-PRESIDENTS

Section 3.

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

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 fund balances of the corporation as at 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 office 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 districts.
- (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 related 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 is automatically elected by the National Council to serve as a local council representative 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 office 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 or 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 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 the council commissioner are automatically elected by the National Council to serve as local council representatives during their terms of office.

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, assistant 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, subject to the approval of the executive board, 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 chairman and vice-chairmen 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 chairman 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 chairman. 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 chairmen 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 chairman and officers and Scout executive may indicate.

The district committee meeting immediately preceding the annual meeting of the local council shall be the annual meeting of the district. At least 90 days prior thereto three 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.

DISTRICT OPERATING COMMITTEES

Section 5.

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 chairmen of committees of the district shall be appointed by the district chairman 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 chairman and the district chairman.

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.

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 its reorganization or the development of other plans, with the approval of the corporation, for the use of such funds and property in connection with a program for character development, citizenship training, mental and physical fitness for the youth of that organization or, 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

Clause 1. In this section, "designated representative" means 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 an corporation in which he or 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.

Clause 2. The corporation shall indemnify any person who was or is party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a designated representative of the corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Clause 3. The corporation shall indemnify any person who was or is party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a designated representative of the corporation, against expenses (including attorneys' fees), actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Clause 4. To the extent that a designated representative of the corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding

referred to in clauses 2 and 3, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Clause 5. Any indemnification under clauses 2 and 3, (unless ordered by a court) shall be made by the corporation only as authorized in the specific case, upon a determination that indemnification of the designated representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in clauses 2 and 3. Such determination shall be made (a) by the executive board by a majority vote of a quorum consisting of members of the executive board who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested members of the executive board so directs, by independent legal counsel in a written opinion.

Clause 6. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the executive board in the specific case, upon receipt of an undertaking by or on behalf of the designated representative to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in this Article.

Clause 7. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested members of the executive board, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be designated representative, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Clause 8. The corporation may purchase and maintain insurance on behalf of any person who is or was a designated representative of the corporation, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

Clause 9. If the corporation has paid indemnity or has advanced expenses under this Article to a designated representative, the corporation shall report the indemnification or advance in writing to the next meeting of the executive board.

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 telegram, cable, e-mail, or fax 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 telegram, cable, e-mail, or fax 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.

SEAL

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 "Des Plaines Valley Council, 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 office of the Boy Scouts of America before being submitted to the executive board for adoption.

Adopted January 25, 1993.

Amended April 27, 1993; February 22, 1994; April 16, 2002.