

NATIONAL ASSOCIATION OF PRESBYTERIAN SCOUTERS BYLAWS

The National Association of Presbyterian Scouters is a private nonprofit corporation, organized under the Texas Non-Profit Corporation Act to serve the Presbyterian Church (U.S.A.) and its Head as an organ

- for advocacy,
- for service,
- for mutual support and encouragement

so that the program and resources of the Boy Scouts of America might best serve as tools for the Church's ministry with youth.

ARTICLE I - Name and Objective.

Section 1. The name of the corporation, as set forth in its charter, shall be "The National Association of Presbyterian Scouters," hereinafter referred to as NAPS.

Section 2. The objectives of NAPS are:

To encourage and support Presbyterian congregations and their ministries with youth in using the programs of the Boy Scouts of America by:

1. Encouraging Presbyterian congregations to become chartered organizations, incorporating a family of Scouting Units into their ministries with youth, thereby extending their programs of leadership training and community outreach.
2. Assisting local councils of the Boy Scouts of America in the promotion, chartering, establishing, and supporting of Scouting units in Presbyterian Congregations.
3. Fostering young people's individual religious growth through the Programs of Religious Activities with Youth (P.R.A.Y.) (God & Me, God & Family, God & Church, and God & Life); through the use of the Chaplain's Aide position in the Boy Scouts of America and through providing events and resources highlighting the Scout's and Scouter's duty to God.
4. Promoting the use of the unit Chaplain position in the Boy Scouts of America.
5. Supporting the camp chaplaincy program of the Boy Scouts of America.
6. Encouraging the use of the adult recognition program (the God & Service and Celtic Cross awards).

ARTICLE II – Methodology.

Achievement of the objectives in Article I shall be accomplished by, but not be limited to, the following means:

1. Interpretation of Scouting to the governing bodies of the church.
2. Promotion of Scout units in congregations not currently using the Scouting program.

3. Promotion of additional units in congregations without a full family of units.
4. Promotion of, and participation in, Scout Sunday observances.
5. Developing and/or strengthening relationships between particular churches and local Scout councils.
6. Promotion of continual identification, selection, commitment and training of adult leadership for service at all levels - unit to national - within the Boy Scouts of America.
7. Promotion of the religious awards for both youth and adult members.
8. Promotion of participation in seminars (religious relationships, etc.) at Philmont and at other church and Scouting sites to improve people's skills, awareness, and spiritual growth.
9. Provision of opportunities for training, study, reflection, and renewal for those involved in the Scouting ministry.
10. Publication of a Presbyterian Scouting newsletter.
11. Submission of articles on Scouting activities and the work of NAPS to church and Scouting publications.
12. Recruiting chaplains as needed for unit service and local and national events and programs; interpreting the need for chaplains as a mission issue; and securing people and funds to support the mission.
13. Furthering cooperation with other denominations and faiths through the Relationships Division of the Boy Scouts of America.

ARTICLE III- Headquarters.

The headquarters of NAPS shall be located in the Dallas/ Fort Worth (Texas) area.

ARTICLE IV- Membership.

Section 1. There shall be three classes of membership: regular, associate, and honorary.

(A) Regular membership shall be open to adult Scouters and youth age fourteen (14) and above who are registered members of the Boy Scouts of America and active members of a particular Presbyterian congregation or Presbytery.

(B) Associate membership shall be open to any other persons not meeting the requirements for regular membership but who are interested in furthering the goals of this association.

(C) The Board of Directors may, from time to time, award honorary membership for outstanding service and support in the furthering of the objectives of NAPS. All past presidents shall be honorary life members.

Section 2. Regular members shall be entitled to elect officers, vote on issues, and hold office in the corporation. Associate and honorary members may attend meetings of NAPS and shall have the privilege of the floor, but may not vote, except that those who are honorary members by virtue of having been a past president shall be entitled to vote the same as regular members.

Section 3. Membership is limited to individuals; it is not transferable; and there is no initiation fee.

Section 4. Regular and associate members will be expected to pay an annual registration fee, payable in advance each year, or any of the following options: (1) a five year membership, (2) a ten year membership, or (3) a life membership.

(A) These fees will be established by the Board of Directors and any change in the amount shall be announced to current members a minimum of ninety (90) days prior to the date set for annual renewal.

(B) Members whose fees are more than thirty (30) days in arrears shall be suspended from all rights and privileges until the annual fee is paid.

(C) Members in arrears one full year shall be removed from the membership rolls.

Section 5. Membership may be terminated by action of the Board of Directors after providing notice to such member and an opportunity to object to such termination, or by a member submitting a letter of resignation to the national secretary.

ARTICLE V - Biennial Meeting.

There shall be a general meeting of the membership held biennially in even years. The time and place shall coincide with the national meeting of the Boy Scouts of America or with the General Assembly of the Presbyterian Church (U.S.A.). The purpose of this meeting is (a) to formally install national officers for the next two years, (b) receive a status report from the officers of the association, and (c) receive recommendations for future growth and outreach of the corporation's objectives from the members present.

ARTICLE VI - Governing Body.

Section 1. NAPS shall be governed by a National Board of Directors comprised of the seven elected national officers, all past presidents, the regional director of each region, and such functionaries as described in Sections 2, 3 and 4 below. The Board of Directors shall not exceed thirty (30) members.

Section 2. Presbyterian bodies recognizing NAPS shall be entitled to place a person knowledgeable in youth ministries on the National Board of Directors with voice and vote.

Section 3. The Chief Scout Executive of the Boy Scouts of America shall be entitled to place a member of the national staff on the National Board of Directors with voice and vote.

Section 4. The membership of the National Board of Directors may select no more than three (3) members-at-large to serve for a term of not more than two (2) years.

Section 5. The National Board of Directors shall meet (a) immediately preceding the biennial meeting, (b) at the call of the President, or (c) upon the written request of three (3) members of the Board. One-fifth of the then current membership of the Board shall constitute a quorum.

Section 6. The President with the approval of the Board of Directors may establish standing and ad hoc committees as needed. Each standing committee shall include at least two (2) Board members, one of which shall serve as chairman.

Section 7. The Board of Directors may remove any member of the Board for cause at a special meeting of the Board, called for that purpose, after such proceeding as the Board may deem appropriate; provided that a quorum of the Board shall be present, exclusive of the person whose removal is at issue, and a two-thirds vote of those present, exclusive of the person whose removal is at issue, shall be necessary for removal.

Section 8. The day-to-day operations of NAPS shall be managed by an Executive Committee composed of the elected national officers and past presidents. All actions of the Executive Committee shall be reported to the membership of the Board of Directors, and the Executive Committee shall take no action which has been previously forbidden by action of the Board. Any action of the Executive Committee may be overturned by a majority vote of the Board.

Section 9. Meetings and proceedings of NAPS shall be conducted in accordance with Robert's Rules of Order except as otherwise may be provided in these bylaws.

Section 10. Whenever and wherever appropriate, meetings and voting on any matter shall be allowed by electronic media. Such electronic voting shall be structured to maintain voting confidentiality and ballot integrity and to assure that only eligible members are allowed to vote. Electronic media voting shall not be utilized in a manner that will make voting impossible or substantially more difficult for members who cannot or choose not to vote electronically.

ARTICLE VII- National Officers.

Section 1. The elected national officers shall consist of a President, Vice-President for Program, Vice-President for Membership Development, Secretary, Treasurer, Communications Director and Chaplain.

Section 2. The terms of office begin in even numbered years and shall be for two (2) years and there shall be no limit on the number of consecutive terms any officer may hold. Officers shall continue to serve until replaced by their duly elected or appointed replacement. Newly elected officers shall take office at the conclusion of the biennial meeting or upon appointment in an interim situation.

Section 3. The president (a) serves as the chief executive officer of the corporation. (b) He may call meetings of the Board of Directors and the Executive Committee. He will establish the agenda for these meetings and the biennial meeting of the corporation. He will preside at these meetings. (c) He may establish committees and appoint members to them. (d) He will appoint a nominating committee as established in Article IX. (e) He will serve as an ex officio member of all committees. (f) The President may direct members of the Board of Directors to participate in the national

decision processes (as required) by meetings, electronic media or letters, and shall direct such processes when at least three (3) members of the Board request such actions.

Section 4. The vice-president for program (a) shall assume the role of the president at any regular or called meeting of the corporation in his absence. (b) He will succeed to the office of president in the event that position becomes vacant. (c) He will serve as chairman of the committee on Awards and Recognitions. (d) He will develop, implement, and support the programs of NAPS including, but not limited to, participation in national jamborees, Philmont conferences, and relationship matters. (e) He will serve in other capacities as assigned by the president.

Section 5. The vice-president for membership development (a) shall assume the role of the president at any regular or called meeting of the corporation in the absence of both the president and vice-president for program. (b) He will succeed to the office of president in the event the positions of president and vice-president of program both become vacant. (c) He will develop and implement programs to retain current members and add new ones, and work with other appropriate organizations to promote membership. (d) He will serve in other capacities as assigned by the president.

Section 6. The secretary (a) will take notes of all called meetings of the association, Board of Directors and Executive Committee; and will distribute minutes of these meetings to all members of the Board. (b) He will maintain a file of the NAPS membership and give notice when membership fees are due. (c) He will distribute a biannual report on membership to members of the Board. (d) He will serve as the purchasing officer for the association. (e) He will carry out any other duties as may be assigned by the president.

The seal of the corporation will be in the custody of the secretary.

Section 7. The treasurer (a) will serve as the financial officer of the corporation, responsible for the custody of funds received and the disbursing of funds where authorized. (b) He will submit a detailed financial statement of NAPS accounts biannually to the Board of Directors. (c) He will develop an annual budget to be approved by the Board of Directors, and (d) carry out any other duties as may be assigned by the president.

Section 8. The Communications Director (a) will serve as chairman of the Publications Committee. (b) He shall prepare and publish a regular newsletter, informational brochures, press releases, and similar items and documents promoting the organization and keeping members, Presbyterians, Scouts, Scouters, and the public informed of the organization, its ideals, goals and activities. (c) He shall prepare and submit articles for publication in church, Scouting and similar publications. (d) He shall be responsible for maintaining the NAPS web page.

Section 9. The chaplain will be an ordained member of the Presbyterian Church (U.S.A.) clergy who will be the spiritual leader of NAPS. The chaplain will (a) oversee the spiritual functions of NAPS meetings, workshops, or conferences, (b) recommend clergy to the president or Board of Directors for special assignments (such as Jamborees), and (c) carry out any other duties as may be assigned by the president.

Section 10. Interim vacancies in the elective offices of NAPS, except the president, may be filled by the president with the advice and consent of the Executive Committee until the next biennial election. Should the office of president become vacant and both the vice-president for program and vice-president for membership are unable or refuse to assume the office of president as provided herein, or both vice-president positions are vacant, then the remaining members of the Board of Directors shall appoint an interim president to serve until the next biennial election.

ARTICLE VIII - Territorial Subdivisions.

Section 1. To meet the goals and objectives of NAPS, the United States shall be divided into NAPS regions whose boundaries shall coincide with one or more of the Synods of the Presbyterian Church (U.S.A.). The number of NAPS regions and the specific grouping of Synods into such regions shall be determined from time to time by the Board of Directors. The members residing in each respective region shall elect a member in good standing who is a resident of the respective region to serve as regional director for a term of two years. Each regional director shall continue to serve until replaced by his duly appointed successor. There shall be no limit on the number of consecutive terms that a regional director may hold. Regional director vacancies shall be filled by appointment by the president. Each regional director shall submit to the president, at times designated by the president, but not to exceed twice annually, a report of the actions, activities, and membership of the director's respective region.

Section 2. Regional functions shall be promotional, advisory and cooperative in carrying out the policies and programs of NAPS and shall include any special assignments directed by the Board of Directors.

Section 3. Regional meetings may be called from time to time by the president or regional director after providing reasonable notice to the regional membership.

Section 4. A regional director may appoint a Regional Administrative Committee of one or more members who reside within the region to assist in administering regional matters. A regional director who cannot attend a meeting of the National Board of Directors may by written notice, a copy of which shall be provided to the secretary at or prior to such meeting, designate another officer or regional director to attend and vote in his place and stead.

Section 5. To assist in developing and serving the membership and to promote the organization within appropriate local areas within any region, the president may from time to time appoint one or more members who reside within that region and area to serve as local area coordinators.

ARTICLE IX- Nominations.

Section 1. The president shall, six months prior to each biennial meeting, appoint a nominating committee consisting of not fewer than 3 members who shall prepare a slate of national officers and regional directors, distribute ballots, and under the supervision of the national secretary, tally the ballots and declare a duly elected slate of national officers and regional directors to take office at the conclusion of the next biennial meeting.

Section 2. Election ballots shall be made available to all members eligible to vote at least sixty (60) days prior to the biennial meetings. Ballots may include any issue requiring approval of the general membership or on which the Board of Directors desires to determine the wishes of the membership.

ARTICLE X - Financial Matters.

Section 1. The fiscal year of the corporation shall be from January 1 through December 31 of each year.

Section 2. A checking account shall be maintained at a federally approved financial institution convenient to the treasurer and funds may be deposited in such other federally approved financial institution or institutions as may be approved by the Board of Directors, such accounts to be in the name of the corporation.

Section 3. The financial records of NAPS shall be open to inspection by any regular member of NAPS upon written request to the president.

Section 4. NAPS accounts shall be reviewed by a committee of two or more NAPS members at the end of each fiscal year, and at such other times as the Board of Directors may require. The audited statement shall be available to members upon request.

Section 5. Funds for operation of the regions shall be appropriated by the Board of Directors in amounts to be determined by the Board.

ARTICLE XI- Income and Property.

Section 1. The income and property of NAPS, from whatever source derived shall be applied exclusively toward the promotion of the objectives of NAPS. No portion thereof shall be paid or transferred, directly or indirectly, by way of profit, to any officer or any other person who, at any time, is or has been a member of NAPS; provided that nothing herein contained shall prevent the payment, in good faith, of reasonable remuneration to any officer or employee of NAPS, or any other person, in return for services rendered to, or expenses incurred for, NAPS. NAPS shall not enter into any transaction with any officer, director, or member other than at a fair and reasonable value and in the ordinary course of conducting NAPS' ordinary business and customary programs.

Section 2. The Board of Directors may, from time to time, acquire property, including real estate, developed or undeveloped, and may acquire or build buildings or other facilities, so as to enhance the ability of NAPS to conduct its operations in an efficient and prudent manner.

Section 3. In the event of the dissolution of NAPS, all outstanding debts and liabilities shall be satisfied. If, after satisfaction of all debts and liabilities, there remains any property, the same shall not be paid to or distributed among the member of NAPS, but shall revert in equal parts to the Worley-Hafer Fund (or its equivalent successor) of the Boy Scouts of America and the Presbyterian Church (U.S.A.) as unrestricted gifts.

ARTICLE XII – Indemnification.

Section 1. The corporation may, to the fullest extent then permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he,

his testator, or intestate, was a director or officer of the corporation, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees.

ARTICLE XIII – Limitations.

Section 1. Notwithstanding any other provisions of the Bylaws, the objectives of NAPS are limited to, and shall include only, religious charitable, literary and educational purposes within the meaning of those terms used in section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future Federal Tax Code, and all references to the objectives of NAPS shall be construed to include such limitation. NAPS shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the objectives of NAPS as so limited.

ARTICLE XIV - Amendments to Bylaws.

Section 1. Proposed amendments to, or changes in, the bylaws must be submitted to, and have the approval of the Board of Directors. A ballot containing the text thereof and the opportunity to vote thereon shall be made available to all members entitled to vote a minimum of sixty (60) days prior to the proposed effective date of the amendment or change and no amendment to, or change in, the bylaws shall be made without the favorable vote of two-thirds of the members voting. When the bylaws are amended, they will have no effect on incumbent officers or directors, and any such changes effecting officers or directors will not become effective until new elections are made.

Revised and approved: September, 2006

Further Amended: May 15, 2008, Effective July 15, 2008

Further Amended: May 21, 2010, Effective July 21, 2010