

NATIONAL ASSOCIATION OF PRESBYTERIAN SCOUTERS BYLAWS
redline edition of proposed bylaws, September 2006

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:~~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 ~~partners,~~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 ~~award~~) of the ~~Programs of Religious Activities with Youth (P.R.A.Y.)~~ and Celtic Cross awards).

ARTICLE II - ~~Methodology:~~ 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 & 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 for service as needed, unit service, as needed for unit service and local and national events and programs. Interpretation of 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:~~Headquarters.

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

ARTICLE IV- ~~Membership:~~Membership.

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

~~{A}~~(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}~~(B) Associate membership shall be open to members of the Program Agencies of any Presbyterian body described in Article VI, Section 2, and to any other persons not meeting the requirements for regular membership but is who are interested in furthering the goals of this association.

~~{C}~~(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~~.

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]~~(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]~~(90) days prior to the date set for annual renewal.

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

~~[C]~~(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~~, years. The time and place ~~to~~ 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 ~~elect and~~ 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 six elected national officers, all past presidents, the regional directors of each region, and such functionaries as described in Sections ~~2-3-4~~2, 3 and 4 below. The Board of Directors shall not exceed ~~twenty-five~~ ~~[25]~~thirty (30) members.

Section 2. Presbyterian bodies [i.e. The Presbyterian Church (U.S.A.) or any other Presbyterian body in correspondence with ~~PCUSA~~PC (USA) recognizing NAPS] shall be entitled to place a member of its Youth Ministries Division ~~[or equivalent]~~(or equivalent) 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}~~(3) members-at-large to serve for a term of not more than two ~~{2}~~(2) years.

Section 5. The National Board of Directors shall meet ~~{a}~~(a) immediately preceding the biennial meeting, ~~{b}~~(b) at the call of the President, or ~~{c}~~(c) upon the written request of three ~~{3}~~(3) members of the Board. ~~One-third~~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}~~(2) Board members, one of ~~whom~~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 ~~concluded~~conducted in accordance with Robert's Rules of Order except as otherwise may be provided in these by-laws.

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, Secretary, ~~Publications Secretary, Treasurer~~Treasurer, Communications Director and Chaplain.

Section 2. The terms of office begin in even numbered years and shall be for two ~~{2}~~(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}~~(a) serves as the chief executive officer of the corporation. ~~{b}~~(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, conference calls, emails, 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 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 serve in other capacities as assigned by the president.

Section 5. 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 quarterly 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 6. The Publications Secretary [a] will serve as chairman of the Publications Committee. [b] He will be responsible for publishing the quarterly newsletter and for submitting articles to National, Synod and Presbytery newspapers and BSA Today. He will be responsible for articles in response to special request. [c] He will 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 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 quarterly to the Board of Directors. [c] He will develop an annual budget to be approved. 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 by the Board of Directors, and [d] carry out any other duties as may be assigned by the president. 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 8. 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 (i.e. (such as Jamborees), and c carry out any other duties as may be assigned by the president.

Section 9. Interim vacancies in the elective offices of NAPS, except the president, may be filled by the ~~Board of Directors~~ president with the advice and consent of the Executive Committee until the next biennial election. Should the office of president become vacant, the vice-president shall succeed to that position.

ARTICLE VIII - Territorial Subdivisions.

Section 1. To meet the goals and objectives of NAPS, the United States ~~will~~ shall be divided into ~~areas~~ NAPS regions whose boundaries shall coincide with ~~those of the synods~~ 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 president shall appoint 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 ~~(USA)~~ and which shall hereinafter be referred to as regions. terms that a regional director may hold. Regional director vacancies shall be filled by appointment by the president.

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 ~~shall be held in odd-numbered years, except that they shall be held at times and places coinciding with the meetings of the synod coextensive with the region . If a synod meets more than once a year, the regional meeting shall coincide with its first meeting of the year.~~ may be called from time to time by the president or regional director after providing reasonable notice to the regional membership.

~~[A] Special meetings may be called at any time by the regional director. Such meetings to be called by written notice, mailed at least sixty (60) days prior to the meeting date, stating the business to be transacted. No other business shall be transacted.~~

~~[B] Meetings of the regional board may be called at any time by the regional director. One-third of the board membership shall constitute a quorum.~~

Section 4. ~~Elected regional officers shall consist of a Regional Director, Secretary, and Chaplain. A Regional Director~~ 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 designate one of the other elected officers in the region to attend as an alternate. 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. ~~Each regional director may organize his regional structure as will best suit its purposes. This may include a regional board not to exceed twenty [20] members.~~ 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 ~~of five members from different regions, none of whom shall be officers,~~ whose duty shall be to make nominations for the elective national offices of NAPS. Additional nominations may be made by any regular member desiring to do so, ~~providing~~ provided that such nominations ~~must be in writing, endorsed by five 5 other regular members in good standing.~~ standing, and submitted to the secretary not more than six (6) months or fewer than ninety (90) days prior to the biennial meeting.

Section 2. ~~Regional nominating committees shall be appointed by the regional director and shall consist of not less than three [3] members from different presbyteries . They shall make nominations for regional offices and shall operate under the same rules as outlined in Section 1 above, except as the schedule applies to the timing of the regional meetings.~~

~~Section 3. Elections shall be conducted by mail. Ballots shall be mailed.~~ 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 ~~of each year~~ through December 31 of each ~~following~~ year.

Section 2. ~~A checking account shall be maintained at a bank~~ ~~federally approved financial institution convenient to the treasurer and funds may be deposited in such other bank or banks~~ ~~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 request.~~ ~~written request to the president.~~

Section 4. NAPS accounts shall be ~~audited by an independent CPA, in accordance with generally accepted accounting principles,~~ 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 the 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:~~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 ~~Religious Relations Sub-Committee~~ successor) of the Boy Scouts of America and the Presbyterian Church (U.S.A.) as ~~an~~ unrestricted gifts.

ARTICLE XII - ~~Indemnification~~ - 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 ~~be~~ 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~~ - 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 By-Laws~~: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 ~~mailed~~ 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;~~ ~~changes~~ directors, and any such changes effecting officers or directors will not become effective until new elections are made.

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