



BY-LAWS
OF
BROAD CREEK SCOUT MEMORIAL RESERVATION ALUMNI ASSOCIATION

ARTICLE I
IDENTIFICATION

Section 1. Name. The name of this organization shall be the BROAD CREEK MEMORIAL SCOUT RESERVATION ALUMNI ASSOCIATION This organization shall be referred to throughout these By-Laws as the “BCAA”.

Section 2. Office. The principal office of the BCAA shall be at such a place in Maryland as may be designated by the Board of Trustees.

Section 3. Fiscal Year. The fiscal year of the BCAA shall be the twelve months ending December 31.

Section 4. Purpose. The BCAA is a voluntary, non-profit association which is dedicated to maintaining and improving Broad Creek Memorial Scout Reservation and supporting the camp’s program.

Section 5. Affiliations. The BCAA is affiliated with the Baltimore Area Council, Boy Scouts of America.

ARTICLE II
MEMBERSHIP, DUES, TENURE

Section 1. Classes and qualifications of members. The BCAA shall have two classes of members: Voting Members and Associate Members.

- (a) **Voting Member:** Individuals who have met the annual donation requirement for the previous fiscal year as set forth by the Board of Trustees and voted on by the Voting Members. Voting members shall be the only class of members entitled to vote on any matter put before the membership of the BCAA.
- (b) **Associate Member:** Any individual or group who has made a donation to the BCAA.
- (c) **Lifetime Member:** Individuals who have met the criteria for a lifetime membership as established by the Board of Trustees. Lifetime Members are automatically Voting Members regardless of meeting the annual donation requirement.

Section 2. Dues. Dues shall be the annual donation amount described in Article II, Section 1(a) and shall be paid annually on an anniversary basis. The Board of Trustees may determine at any time, the amount, time and manner of payment, for the subsequent year, of dues payable to the BCAA by its members. All dues accepted by the BCAA shall be non-refundable. The annual dues should not attempt to accomplish discrimination in its Voting Members in any way or manner.



No later than thirty (30) days prior to the effective date of any proposed change in dues, notice shall be given to all voting members indicating said change and stating follows: "A change in dues will become effective as of." [not earlier than thirty (30) days after notice has been sent to all members]. This change in dues will become effective unless altered, amended or repealed by the members of the BCAA who are entitled to vote in accordance with the By-Laws of this BCAA.

Section 3. Non-Transferability of Membership. Membership in the BCAA shall be non-transferable and non-reciprocal. No member of the BCAA may have any claim, right, or interest in, or to the assets or property of the BCAA.

Section 4. Tenure. Excepting Lifetime Members, each member shall be considered a member for the period of time from the record date of the dues payment through to the end of the full fiscal year after the date of the dues payment or until that member sooner, dies, resigns, is removed or becomes disqualified.

ARTICLE III **MEETINGS OF MEMBERS**

Section 1. Annual Meeting. The annual meeting of the membership of the BCAA shall be held on the first Saturday in the month of August of each year at Broad Creek. The purposes for which the annual meeting is to be held (in addition to those prescribed by law, by the Articles of Organization, as amended, or by these By-Laws, as amended) shall be specified by the officers and Trustees. Notice shall be sent to all voting members of the BCAA at least fifteen (15) days prior to said meeting.

If necessary, the annual meeting may be held at such other time or place within the State of Maryland as the officers and Board of Trustees shall determine. No such change in the time or location of the annual meeting shall be made within fifteen (15) days before the date stated herein. Notice of any change in the time or location of the Annual Meeting shall be given to all Voting Members at least fifteen (15) days before the new date fixed for such meeting.

The Board of Trustees shall set the order of business at each annual meeting.

Section 2. Special Meetings. The President or a majority of the Board of Trustees then in office may call special meetings of the membership for whatever purpose the President or the Board of Trustees shall deem appropriate. Fifteen (15) day notice shall be sent to the membership and state the purpose of the meeting, the time and place thereof.

Section 3. General Membership Meetings. There should be no fewer than one (1) meeting of the general membership each year. For purposes of this requirement, the annual meeting shall count as a general membership meeting. All meetings shall be held at a location to be determined by the Board of Trustees. Notice of the date, time and location of said meeting shall be sent at least fifteen (15) days prior to said meeting.

Section 4. Quorum. At any meeting of the membership, the presence in person of fifteen (15) members of record entitled to vote on any matter shall constitute a quorum for the transaction of



business. In the absence of a quorum, any officer entitled to preside or act as Secretary of such meeting may adjourn the meeting to a future date.

Section 5. Voting. Every voting member of record of the BCAA shall be entitled to one vote, and at a meeting at which a quorum is present, a majority of the votes cast shall decide all questions. Voting members of record must vote in person or by conference lines as established by the Secretary of the meeting.

Thirty (30) days prior to the annual meeting, the Board of Trustees shall solicit qualified candidates for elected officers of the BCAA as defined in Article IV and three (3) at large Trustees as defined in Article V. Nominations will be closed sixteen (16) days prior to the annual meeting.

If, at the annual meeting of the members of the BCAA, there are uncontested qualified candidates for the offices of President, Vice President, Treasurer, Secretary, Assistant Secretary, the Secretary of the BCAA is allowed to waive individual balloting of members and cast a unanimous vote of membership for the slate of nominated and uncontested qualified officers.

Section 6. Notices – Definition and Waiver. All notices shall be sent as follows (except those meetings whose notice requirements fall under the provisions of the statute regarding non-profit corporations) (i) via electronic mail; (ii) regular mail (with postage thereon prepaid). The BCAA is not responsible for undelivered notices due to an incorrect electronic mail address or home/business address. Notice is deemed to have been given when sent by electronic mail, mailed.

Section 7. Membership and Meeting Lists. All membership lists are the sole property of the BCAA and shall not be used or sold by any of its members for solicitation or personal use except by the authority of the Board of Trustees. Any member who wishes to remove his or her name from the list as used for solicitation purposes may do so by notifying the President or the Secretary in writing or via electronic mail.

ARTICLE IV **OFFICERS**

Section 1. Officers – Election Thereof – Eligibility. The elected officers of the BCAA shall be President, Vice President, Treasurer, Secretary and Assistant Secretary. These officers shall be elected by the membership at the annual meeting and shall hold office until the next annual meeting or until their respective successors are elected and qualified.

All officers automatically become members of the Board of Trustees beginning immediately following the annual meeting of the membership of the BCAA. Any Board member may hold more than one office at the same time upon approval by the Board of Trustees. There shall be a minimum of three (3) officers on the Board of Trustees, the President, Treasurer and Secretary. All officers must be voting members of the BCAA.



The President, with the consent of the Board of Trustees, may, in his/her discretion, appoint one or more qualified additional agents, Trustees, co-Trustees, or committee chairpersons of the BCAA, and may prescribe their duties and the terms of their offices. Unless a different period shall have been specified by the terms of his/her appointment, any committee chairperson or agent of the BCAA appointed by the President shall hold office until his/her successor is appointed and qualified.

Section 2. Delegation of Authority of Officers. The Board of Trustees may at any time delegate the powers and duties of any member of the Board to any other position of the Board or to a separate committee.

Section 3. Evidence of Authority. A Certificate by the Secretary as to any action taken by any officer of the BCAA shall, as to all who rely thereon in good faith, be conclusive evidence of such action.

Any action taken on behalf of the BCAA by an officer of the BCAA that requires authorization by the Board of Trustees shall be deemed to have been duly authorized if subsequently ratified by the Board of Trustees.

Section 4. President. The President shall have been either (i) an officer of the BCAA or (ii) shall have been a Trustee for two (2) years, which need not be consecutive. The President shall be the chief executive officer of the BCAA and shall represent the BCAA. Subject to the direction of the Board of Trustees, the chief executive officer shall control and supervise the management and direction of the business, property and affairs of the BCAA. The President shall preside at all meetings of the membership and of the Board of Trustees at which he/she may be present.

In the absence of disability of the President, or in case of an unfilled vacancy in that officer, upon approval by the Board of Trustees, the Vice President shall perform all duties and exercise the powers of the President. If this approval is not granted by the Board of Trustees, then the Board of Trustees shall appoint such other officers of the BCAA Board as it deems fit.

Section 5. Vice President. The Vice-President shall have been either (i) an officer of the BCAA or (ii) shall have been a Trustee for one (1) year. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and perform such other powers and duties as may be prescribed from time to time by the Board of Trustees or delegated by the President.

Section 6. Treasurer. The Treasurer shall have been either (i) an officer of the BCAA or (ii) shall have been a Trustee for one (1) year. The Treasurer shall have responsibility for the care and custody of the money, funds and any financial papers of the BCAA. The Treasurer shall endorse for deposit or collection all checks, notes, drafts or instruments for the payment of money payable to the BCAA and said deposits shall be made in a timely manner. The Treasurer shall cause to be kept accurate books of account of all monies received and paid on account of the BCAA and said monies to be paid in a timely manner. Budget reports are to be presented at each Board of Trustees meeting. A year-to-date financial report shall be delivered at the annual meeting to all members in attendance.



Upon the Treasurer's death, resignation, retirement or removal from office, all books, papers, vouchers, money, records and other property of whatever kind in the Treasurer's possession or control and belonging to the BCAA must be immediately returned to the Board of Trustees. The Board of Trustees reserves the right to appoint any individual it deems qualified to audit the financial records of the BCAA.

Section 7. Secretary. The Secretary shall keep accurate minutes of all Board of Trustees meetings and any vote(s) of the membership, shall be the custodian of the books and records of the BCAA, shall keep all minute books and records up-to-date and accurate, and shall perform all the duties commonly assigned to the officer of Secretary. Upon the Secretary's death, resignation, retirement or removal from office, all books, records and other property of whatever kind in the Secretary's possession or control and belonging to the BCAA must be immediately returned to the Board of Trustees.

Section 8. Assistant Secretary. In the absence or disability of the Secretary, or in case of an unfilled vacancy in that office, the Assistant Secretary shall perform the duties and exercise the powers of the Secretary until such time as the vacancy is filled. The Assistant Secretary shall also assist the Secretary in whatever duties the Secretary shall assign. The Assistant Secretary shall maintain the membership records database, website and social media content of the BCAA. The Assistant Secretary will maintain the membership database.

Section 9. Waiver of Qualifications. At any meeting of the Board of Trustees, if no individual is nominated or presents his or herself as a candidate for office, who meets all of the qualifications for said office, the Board of Trustees may waive the BCAA officer and Trustee requirements by unanimous vote of the Board of Trustees present at such meeting either by proxy or in person.

Section 10. Suspension or Removal. Any officer may be suspended or removed from office, with or without cause, by a 4/5 majority vote of the Board of Trustee in attendance at any duly called and held a Special Meeting of the members for such purpose, and not by proxy. Written notice, via electronic mail, of any such proposed action shall be provided on the agenda for the meeting of the Board and shall be provided to any officer under consideration for removal in accordance with the applicable notice requirements for such meeting. If an officer has been removed, with or without cause, such person shall not be permitted to serve as an officer of the BCAA in any capacity for a period of one (1) year.

Section 11. Resignation. Any officer may resign by delivering or causing to be delivered to the President or the Secretary a written resignation which shall take effect as therein specified or, if not specified therein, upon receipt thereof by the President or the Secretary.

Section 12. Vacancies. If the office of any officer becomes vacant, the Board of Trustees shall appoint a successor who shall hold office for the remainder of the unexpired term, or in each case until he sooner dies, resigns, is removed or becomes disqualified.



ARTICLE V BOARD OF TRUSTEES

Section 1. Powers of Trustees. The Board of Trustees shall manage the business of the BCAA. In the management and control of the business and affairs of the BCAA, the Board of Trustees may exercise all the powers of the BCAA to the full extent permitted by law.

Section 2. Number of Trustees, Qualifications and Restrictions. The Board of Trustees shall consist of the five (5) elected Officers and three (3) at-large Trustees elected by the Voting Members. All members of the Board of Trustees must be voting members of the BCAA, and registered members of the Boy Scouts of America. Officer Trustees may not at the same time serve as at-large Trustees.

Each Officer Trustee shall serve until the first regular meeting of the Board of Trustees following the next annual meeting or until his/her successor is duly chosen and qualified. Qualifications are deemed valid if fulfilled at time of nomination. The terms of the at-large Trustees will vary from one year to three years in accordance with the original By-Laws and existing practice so that a staggered Board of at-large Trustees exists where only one at-large Trustee will be up for election each year.

Section 3. General. The responsibility and titles of the Trustees of the BCAA may be changed, revised or amended at any time by the Board of Trustees; however, no change in these By-Laws are necessary to reflect same.

Section 4. Duties of Trustees. Each of the Trustees shall establish procedures for their respective positions.

Section 5. Reports. Each of the Trustees shall render such reports as directed by the Board of Trustees.

Section 6. Voting. Each Trustee serving a term in office, whether designated as an officer Trustee at-large Trustee, and irrespective of the number of Board positions in which any one Board member may be serving, may exercise one vote in any matter for which a vote of Trustees has been called. Unless otherwise set-forth within these By-Laws, matters before the Board shall be determined upon the basis of the majority of votes cast, whether in-person or by proxy. The President of BCAA shall not vote on any issue brought before the Board of Trustees, except in the event of a tie vote at which time the President shall cast his/her vote as a tiebreaker.

Section 7. Delegation of Authority of Trustees. The Board of Trustees may at any time delegate the powers and duties of any Trustee to any other position on the Board or to a separate committee.

Section 9. Removal. Any Trustee may be removed from office, with or without cause, by a 4/5 majority vote of the Board of Trustees in attendance at such meeting and not by proxy. Written notice, via electronic mail, of such removal shall be provided on the agenda for the Board



meeting and given to said Board member, via electronic mail, being considered for removal. If a Trustee has been removed, with or without cause, that Trustee shall not be permitted to serve as a Trustee or Co-Trustee of the BCAA for a period of one (1) year.

Section 10. Resignation. Any Trustee of the BCAA may resign by delivering or causing to be delivered to the President or the Secretary a written resignation which shall take effect as therein specified.

Section 11. Vacancies. Vacancies in the Board of Trustees may remain unfilled or may be filled by the Board in a manner provided by these By-Laws.

ARTICLE VI **BOARD OF TRUSTEES MEETINGS**

Section 1. Regular Meetings. Regular meetings of the Board of Trustees shall be held at least two (2) times a year in such place and at such time as the Board shall determine. The time and place of the regular meetings shall be made known to the membership and a notice of meeting and an agenda shall be sent to all Board members prior to the meeting.

Section 2. Special Meetings. Special meetings of the Board of Trustees may be called by the President or by a majority of the Board of Trustees then in office and may be held in a format decided by the Board of Trustees. In such case at least five (5) days' written or oral notice shall be given to such Trustees, except as otherwise specifically stated herein. A general description of the business to be transacted and the specific purpose of any special meeting must be specified in any notice or waiver of notice of such meeting.

Section 3. Remote Participation in Meetings. If any or all members of the Board of Trustees or of any committee elected or appointed by the Board of Trustees participate in a meeting by means of a telephone or similar communication equipment in which all persons participating in the meeting can hear each other at the same time, then participation by such means shall constitute presence in person at a meeting.

Section 4. Minutes of Meetings. Minutes of each meeting of the Board shall be taken by the Secretary or, if the Secretary is unable or not present, by the Assistant Secretary or by any Board member so directed by the President. A draft of the minutes shall be sent to all Board members for review via electronic mail before the next Board meeting.

Section 5. Quorum. At all meetings of the Board of Trustees, a majority of the Board of Trustees then in office will constitute a quorum for the transaction or business.

Section 6. Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Trustees may be taken without a meeting if ratified unanimously by the Board by written consent, sent via electronic mail or delivered in hand, setting forth the action so taken. The written consents shall be filed with the records of the meeting. Such consents shall be treated for all purposes as a vote at a meeting.

ARTICLE VII



INDEMNIFICATION OF TRUSTEES AND OFFICERS

The BCAA shall, to the extent legally permissible, indemnify each of its Trustees and officers and each person who shall serve or shall have served at its request as a Trustee or officer of another corporation or association (and the heirs, executors and administrators of such Trustee, officer or another person) against all expenses and liabilities which he/she has reasonably incurred in connection with or arising out of any actual or threatened action, suit or proceeding in which he/she may be involved by reason of his/her being or having been a Trustee or officer of the BCAA (whether or not he/she continues to be a Trustee or officer at the time of incurring such expenses or liabilities), such expenses and liabilities to include, but not be limited to, judgments, court costs, attorney's fees and the cost of reasonable settlements, provided no such indemnification shall be made in relation to matters as it which such Trustee or officer shall be finally adjudged in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that his/her action was in the best interests of the BCAA.

In the event that a settlement or compromise of such action, suit or proceeding is effected, indemnification may be had but only if the Board of Trustees shall have been furnished with an opinion of counsel of the BCAA to the effect that such settlement or compromise is in the best interests of the BCAA and that such Trustee or officer does not appear not to have acted in good faith in the reasonable belief that his/her action was in the best interests of the BCAA, and if the Board of Trustees shall have adopted a resolution approving such settlement or compromise.

The BCAA may pay expenses incurred by such Trustee, officer or other person in defending a civil or criminal action, suit or proceeding; provided, however, that the BCAA has first received an understanding from such Trustee, officer or other person, in form and content satisfactory to the Board of Trustees, to repay to the BCAA all such advance payments if upon final disposition to such action, suit or proceedings, he/she shall not be entitled to indemnification under this article.

The foregoing right of indemnification shall not exclusive of other rights to which any Trustee, officer or other BCAA personnel may be entitled as a matter of law.

ARTICLE VIII **FINANCIAL AFFAIRS**

Section 1. Loans. The BCAA shall not make any loan of money or property to any member of the BCAA and no loans shall be contracted on behalf of the BCAA.

Section 2. Contracts. The BCAA shall not make any contracts of money or property to any member of the BCAA and no contracts shall be contracted on behalf of the BCAA.

Section 3. Finances. All financial transactions of the BCAA shall be in accordance with the Agreement/Memorandum of Understanding executed by the BCAA and Baltimore Area Council, BSA.



ARTICLE IX
PROVISIONS FOR DISSOLUTION

Upon the effectiveness of any vote authorizing the liquidation or dissolution of the BCAA, and upon the subsequent payment or provision for payment of all liabilities of BCAA, any and all remaining assets shall be distributed in the manner determined by the Board of Trustees and in accordance with the applicable provisions of the Articles of Organization, as amended.

ARTICLE X
AMENDMENTS, INTERPRETATION OF BY-LAWS

Section 1. Amendments. These By-Laws may be altered, amended or repealed at any time by a 4/5 vote of the Board of Trustees then in office at any regular or special meeting of the Board of Trustees for which a written notice of the meeting has been given to each Trustee before the meeting, subject to ratification by the majority of the Voting Members of the BCAA present and voting at the next meeting of the members at which a quorum is present and for which similar notice has been furnished to each member. Notice of any change to the By-Laws shall be given to all members within fifteen (15) days after the Board's approval. Notice can be sent via electronic mail, regular mail or in the BCAA newsletter. If such approval is not obtained at the next meeting of members, said amendment by the Board of Trustees shall be considered repealed and of no further force or effect from and after the date of such meeting of members, and the By-Laws in effect before such amendment by the Board of Trustees shall thereupon be effective.

Section 2. Interpretation. In the absence of specific direction in these By-Laws, Robert's Rules of Order, current edition, shall guide all matters.

Section 3. Rules and Regulations. The Board of Trustees may from time to time adopt such rules and regulations as it may deem advisable not inconsistent with these By-laws or the Articles of Organization, as amended.

ARTICLE XI
SEVERABILITY

Any determination that any provision of these By-Laws is for any reason inapplicable, illegal or ineffective shall not affect or invalidate any other provision of these By-Laws.

Executed as a sealed instrument this _____ day of _____, 2018.