

Seminole County 4 Scouts Inc Bylaws

ARTICLE I - *General*

Section 1: Name

This organization is incorporated under the laws of the State of Florida and shall be known as the Seminole County 4 Scouts Inc. doing business as CFL 4 Scouts and SC4S. The corporate will retain its name upon any merger or acquisition (friendly or otherwise).

Section 2: Mission Statement

Our charity wants to bring together community stakeholders and Scouting families to instill Scouting values and skills in young people including those disadvantaged youth in our local community.

Section 2.1: Vision Statement

To allow Scouts to get to the rank of Eagle without interruption.

Section 3: Area:

The Seminole County 4 Scouts Area will include surrounding cities, towns and counties where a Scouting unit is chartered by us. Its primary office is to be located in the City of Deltona at 610 Deltona Blvd. and will retain this location upon any merger or acquisition (friendly or otherwise).

Section 4: Limitations of Methods:

The Seminole County 4 Scouts Inc shall observe all local, state and federal laws, which apply to a non-profit organization as defined in Section 501 (c) (6) of the Internal Revenue Code. It will also agree to all terms set forth by the Boy Scouts of America / Scouting America.

Section 5: Gender:

As used herein, the male pronouns refer to both male and female, and vice versa.

Section 6: Board:

Reference to the Board means the entire Board of Directors.

Section 7: Member in good standing:

A member who is current in all his financial obligations with the Boy Scouts of America / Scouting America and the local unit in which they participate in, and current in all his financial obligations to said unit in their City, Town, County and State.

ARTICLE II - *Membership*

Section 1: Eligibility

Any person who has successfully enrolled and been approved in Scouting America shall be eligible to apply for membership. Membership is for a period of one-year as per Scouting's annual renewal timeframe.

Section 2: Approval

Applications for adult membership shall be approved by the President or his/her designee using the my.scouting.org tool, paper leader application, or whatever tool may come in the future. All adult leaders are required to cover their costs of leader fees to Boy Scouts of America / Scouting America. No assistance from the charity will be granted.

Section 3: Investments

Membership investments shall be at the unit level only and be handled by the local unit treasurer.

Section 4: Rights and Privileges of Membership

Any Members of the Charity in good standing shall be entitled to be active in a Scouting unit.

Section 5: Termination

- a) Any member may resign from a unit at any time for any reason;
- b) Any member can be expelled by a majority vote of unit committee chartered to the charity.
- c) Any member may be expelled by Boy Scouts of America / Scouting America at any time.
- d) Any member can be voted out of the charity for not following the Code of Conduct supplied by the Boys Scouts of America / Scouting America. A majority vote will be called of the Board, for evidence found of conduct unbecoming a member. The charity President and/or his or her designee will work with the council office to ensure any necessary separation is handled properly.

Section 6: Voting

In any proceeding in which voting by members is called for, each charter unit will handle it at the unit level and individual membership that are in good standing at the unit, shall be entitled to cast one (1) vote.

Section 7: Exercise of Privileges

Any firm, association, business corporation, partnership, foundation, or estate holding company may be a sponsor of a charity-chartered unit for its cost of doing business and/or cover membership costs of the unit. Any unit gear and monies will remain the full control of the unit within the charity. The charity will audit the records of assets and bank statements for annual filing requirements.

Section 8: Sharing

Any unit at any time may elect to freely share gear with other charity-chartered units when requested. The unit has the right to decline a share request for any reason. Any sharing will have a fixed beginning and end timeframe. All gear will be returned in good condition and damaged gear will be reported between units sharing gear. Repairs and replacements of damaged gear will be agreed upon by the units sharing gear.

Section 8: The Nuclear Option

At any time if any board member(s) and/or unit(s) elect to vote to sell, take over, or use a charity-chartered unit's equipment and/or monies without the expressed agreement from unit treasurer in writing. All board members and/or units who vote for or against this measure will be immediately removed from the charity. Only members and units who wish to absent from the vote will remain with the charity.

Section 9: Surrender

If a chartered unit wishes to completely cease doing business, their gear and monies will remain with the charity for use of new unit startup in the designated area of the charity. If a unit elects to merge or depart from the charity, their gear and monies will remain with the unit unless charity general funds not designated unit funds was used in purchasing said gear.

ARTICLE III - Meetings

Section 1: Annual Meeting

The annual meeting of the corporation, in compliance with State law, shall be held during December of each year. The time and place shall be fixed by the Board of Directors and notice thereof communicated to each member with at least ten (10) days before said meeting.

The Agenda for the Annual Meeting shall consist of the following matters only, and no other business may be conducted:

Annual Meeting – Shall be held during December of each year during the regularly scheduled Board meeting. Other mandatory business may be conducted during this meeting.

- a) Minutes of the last Annual Meeting
- b) Minutes of any intervening Call Meetings
- c) Annual Report of each standing committee and unit chartered may be incorporated into the President's annual report. The President may request special reports.
- d) Annual financial report, including the budget
- e) The President's annual report
- f) Board agreement to continue the charity another year
- g) Any other matters to be considered, provided notice of such matter was set forth in the notice of the Annual Meeting, or in a special notice mailed to all Members at least ten days prior to the Annual Meeting

h) The President, in his sole discretion, may adjourn the meeting at his or her pleasure.

Section 2: Additional Call Meetings

1. Call meetings of the Charity may be called by the President at any time, or upon petition in writing of 20% of board members in good standing.

Section 3: Quorums

At any call meeting of the Charity, 20 % of board members shall constitute a quorum; and at the annual board meeting, 30% of board members present shall constitute a quorum. Proxy voting via The President is allowed for these meetings and counts towards quorum.

Section 4: Notice, Agenda, and Minutes

- Notices may be in the form of Email, Website postings, phone calls and/or mail. Notice of Charity board meetings must be given at least 5 days in advance unless otherwise stated.
- An advance agenda and minutes must be prepared for all meetings. A detailed outline for preparation of both shall be a part of this organization's procedures manual.

ARTICLE IV - Board of Directors

Section 1: Composition of the Board

The Board of Directors shall include: Three (3) Officers and ***one representative from each unit chartered by the charity.*** They will serve until their successors are appointed and have been approved by the unit. The immediate Past-President shall serve as a member of the Board.

- The government and policy-making responsibilities of the Charity shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.
- A director will frequently receive confidential information about the Charity. The director is obligated to keep such information confidential. The director should not be discussing such information with non-directors unless specifically instructed by the board to do so. The director should be alert to circumstances where confidentiality obligations may create a conflict.
- The director should support the Charity he or she serves. The support should include financial support and, where applicable, public support of the mission of the organization.

Board of Directors

- Composition – The charity shall only be made of registered Scouters and/or Scouting Alumni from the units it charts.
- This is a governing board which has the priority of keeping the charity functioning annually for the units it charts.
- The Board of Directors can elect to get D&O Insurance each year as well as Liability Insurance to protect the current year's Board of Directors if desired.
- Duties & Responsibilities – All board members are expected to be good role models of Scouting. They should attend all Board meetings when possible or proxy said votes in advance.
 - Each director must regularly participate in the board meetings. It is not possible to satisfy the duty of care without doing so.
 - As a director votes on matters before the board, the director must exercise independent judgment on the matter at hand. The director may seek advice and input from staff, consultants and other directors; however, ultimately the director must decide independently based upon his or her understanding of the situation. A director should not vote yes or no merely because someone else is doing so. A director should not "rubber stamp" the recommendations of others. A director should not vote on something he or she does not understand.
 - A director also has a duty of loyalty to the Charity, i.e., the director must act in the best interests of the Charity and its chartered units not his or her own personal interest or even the interest of some third party.
 - Because a director must act in the best interest of the Charity, it is necessary that the director disclose any facts that may cause the director to be unable or appear to be unable to fulfill his or her duty of loyalty. As circumstances arise, the director should disclose any actual or potential conflict when the board considers a transaction.
 - After disclosing an actual or potential conflict of interest, the director should leave the room while the matter is discussed and should not vote on the matter. The conflicted director should not attempt to influence the decision in any way, but may provide information requested by the board.
- Directors owe the Charity a duty of care. The duty of care requires them to exercise their authority to make decisions for the Charity with the prudence that an ordinary person would exercise. To be able to fulfill this fiduciary duty of care, it is

necessary that the director be well informed about the organization, its mission, its operations and the transactions in which it proposes to engage.

Section 4: Vacancies

A member of the Board of Directors who shall be absent from three (3) consecutive regular annual meetings of the Board of Directors shall automatically be dropped from membership on the Board unless confined by illness or other absence approved by a majority vote of those voting at any meeting thereof.

Vacancies on the Board, or among the officers, shall be filled by the President. The President will nominate a qualified individual for any vacancy.

Section 5: Impeachment

The Board may impeach and remove an Officer and Director from his or her position by a ¾ vote of the entire Board.

Section 6: Management

The Board of Directors shall have an CPA handle filing with the IRS.

Day-to-Day Management of the Charity

1. **President** – In addition to the duties stipulated in the by-laws, the President must approve all new units wishing to charter with the charity and inspire units needing a good charter organization to do so.
2. **Charter Designee(s)** – The President may appoint a designee to handle unit support when desired.
3. **Units** – Unit leaders in accordance to the by-laws are responsible to control the unit's property and are responsible for the unit's finances and direct its affairs. All unit bank accounts will be located at Fairwinds Credit Union. Checks are to be signed by the Unit Treasurer, Committee Chair, and any Approval Unit Leader. A financial review will take place every month via Quickbooks handled by the President and/or Treasurer.

Section 7: Indemnification

The Charity may, by resolution of the Board of Directors, provide for indemnification by the Charity of any and all current or former officers, directors and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been officers, directors, or employees of the Charity, except in relation to matters as to which such individuals shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE V - Officers

Directors owe the Charity a duty of care. The duty of care requires them to exercise their authority to make decisions for the Charity with the prudence that an ordinary person would exercise. To be able to fulfill this fiduciary duty of care, it is necessary that the director be well informed about the organization, its mission, its operations and the transactions in which it proposes to engage.

Section 1: Duties of the Officers

A. President The President shall serve as the chief elected officer of the charity and shall preside at all meetings Board of Directors. The director should have access to a wide range of information about the Charity and its operations. In most circumstances, it is difficult for the directors to satisfy their duty of care unless they review information provided to them prior to the meeting of the Board of Directors

The President shall be responsible for the preparation of an operating budget covering all activities of the Charity, subject to the approval of the Board of Directors. The President shall also be responsible for all expenditures with approved budget allocations.

B. Treasurer. The Treasurer shall be responsible for the safeguarding of all funds received by the Charity and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. The Treasurer will work closely with the unit treasurers to ensure proper financial management is happening. The Treasurer shall also be responsible for the filing of all annual financial reports.

E. Secretary The Secretary will prepare notices, agendas and signed minutes of meetings of the Board.

Section 2: Indemnification

The Charity may, by resolution of the Board of Directors, provide for indemnification by the Charity of any and all of its officers or former officers as spelled out in Article IV, Section 7 of these bylaws.

Section 3: Limitation of Authority

No action by any member, unit, committee, division, employee, director or officer shall be binding upon, or constitute an expression of, the policy of the Charity until it shall have been approved or ratified by the Board.

Section 5: Divisions

The Board of Directors may create such divisions, bureaus, departments, or subsidiary corporations, as it deems advisable to handle the work of the Charity.

The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, and subsidiary entities. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, and subsidiary entities having bearing upon or expressive of the Charity, unless approved by the Board.

ARTICLE VII - *Finances*

Section 1: Funds

- All money paid directly to the Charity shall be placed in a general operating fund. Funds unused from the current year's budget will be placed in a reserve account.
- From time to time, a request for chartered units to support the charity to assist with general charity operations may be requested. It shall be no more than \$40 a month and no less than \$100 a year.
- The director should require that management provide him or her financial reports and information adequate for the director to understand the assets, liabilities, revenues, and expenses of the Charity. The information should be adequate to allow the director to make informed and prudent decisions about the budget, the operations and balancing the short-term and long-term needs of the Charity.
- Units will manage and handle all day-to-day operations of operating funds for only their unit. Their unit account(s) will be a stand-alone account under the control of the charity, but only be accessible by the President, Treasurer, and Unit Approved Leaders.

Section 2: Disbursements

The officers are authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursement shall be made by check.

Section 3: Fiscal Year

The fiscal year of the Chamber shall close on December 31st of each year.

Section 3: Loans & Credit

No loans, credit cards, or any type line of credit may be created for this charity and/or its units.

Section 4: Annual Audit

The accounts of the Charity shall be audited annually as of the close of business on December 31st by a certified public accountant when the accounts of the charity have a value of more than \$250,000.00. Otherwise, a financial review will take place by a certified public accountant. The certified public accountant will be selected by the board of directors. The audit or financial review shall at all times be available to members of the organization within the offices of the Charity.

ARTICLE VIII - *Dissolution*

Section 1. Procedure

The Charity shall use its general operating funds only to accomplish the objectives and purposes specified in these bylaws, and no part

of said funds shall inure, or will be distributed to the members of the Charity. On dissolution of the Charity, any general operating funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board as defined in IRS Section 501(c)(6).

ARTICLE IX - *Parliamentary*

Section 1: Parliamentary Authority

The current edition of *Roberts Rules of Order* shall be the final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with the charter or bylaws of the Charity.

ARTICLE X - *Amendments*

Section 1: Revisions

These bylaws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board or the members at least ten (10) days in advance of the meeting at which they are to be acted upon.

Adopted: March 7, 2023; Amended on: March 15, 2025 & March 30, 2026