

# **BYLAWS**

## **GREAT ALASKA COUNCIL**

### **ARTICLE I. NAME**

**Section 1.01. Name.** The name of the corporation is Great Alaska Council, Boy Scouts of America d/b/a Scouting America, Great Alaska Council and is sometimes referred to in these bylaws as the "Corporation" or "the local council."

### **ARTICLE II. PURPOSE**

**Section 2.01. Purpose.** Scouting America is chartered by Congress to serve our nation's youth. Scouting America aims to prepare young people for lives of impact and purpose and welcomes, at every level of the movement, youth and families who wish to live such a life of impact and purpose, guided by the Scout Oath and Law. The Corporation shall promote, within its territory, the Scouting program in accordance with the Congressional Charter, Bylaws, and Rules and Regulations of Scouting America, and the local council charter granted by Scouting America.

### **ARTICLE III. LOCAL COUNCIL VOLUNTEER QUALIFICATIONS**

**Section 3.01. Volunteer Qualifications.** A volunteer serving in any capacity, e.g. as a voting member, an executive board member, a board committee member, an officer, must be a registered member of Scouting America.

### **ARTICLE IV. MEMBERS OF THE LOCAL COUNCIL**

**Section 4.01. Qualifications.** The corporate membership of the Corporation consists of individuals elected annually to serve as voting members and honorary members.

a) Active Members. 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 25 active members.

b) Honorary Members. The Executive Board may elect as honorary members of the local council persons whose election may further the Scouting program. Honorary members are not elected as members at large and shall have no vote.

#### **Section 4.02. Election and Term.**

a) Active Members. 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.

All other officers, chairs of committees of the board, district chairs, and Executive Board members must be registered leaders of Scouting America and must first be elected as council members at large.

b) Honorary Members. Honorary members of the local council shall be elected at an Executive Board meeting of the local council by the active members then in office and shall take office immediately following such meeting.

**Section 4.03. Annual Meeting.** The annual meeting of the local council shall be held 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 voting members, local council representatives to the National Council, and members of the Executive Board; (c) receiving and approving financial statements showing the financial position of the corporation as of the close of its most recent fiscal year and the results of operations during such year; and (d) transacting such other business as may come before the meeting.

**Section 4.04. Regular Meetings.** 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.

**Section 4.05. Special Meetings.** Special meetings of the local council may be called by the President or Chair of the Executive Board at any time.

**Section 4.06. Electronic Meetings.** Notwithstanding any provision to the contrary contained herein, any meeting, regular or special, may be conducted via electronic means so long as all members can hear one another, and those participating in the meeting receive and vote on the same information. All such members participating electronically shall be deemed to be present, in person, at such meeting.

**Section 4.07. Notice.** A written notice of any meeting of the local council, regular or special, shall be provided to each member of the local council who is entitled to attend the meeting at least 10 days in advance (or 30 days in advance in the case of the annual meeting) and shall indicate the time and place of and the business to be transacted at the meeting. For the Annual Meeting, no business may be transacted; that is not the subject of prior notice. Without limiting the manner by which notices of meetings otherwise may be given effectively to members, any such notice may be given by electronic transmission in accordance with applicable law.

**Section 4.08. Quorum.** A quorum for the local council shall be ten percent of the voting members of the council.

**Section 4.09. Voting.** At any meeting of the members, each member present shall be entitled to one (1) vote; voting by proxy shall not be permitted. Except in the case of elections where voting shall be by ballot, voting at a meeting of the local council may be by ballot, voice, or show of hands as the chair 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 by-laws, any matter brought before any meeting of members shall be decided by the affirmative vote of the majority of the members present in person at the meeting and entitled to vote on the matter.

## **ARTICLE V. THE EXECUTIVE BOARD**

**Section 5.01. General Powers.** The Executive Board shall be the governing body of the corporation and shall be responsible for its operations and its assets. The Executive Board may delegate by resolution such authority as may be allowed by law to one or more committees of the Executive Board composed of members of the Executive Board subject to any restrictions as may be contained therein.

**Section 5.02. Number.** The Executive Board shall consist of not fewer than 25 or more than 50 active members of the local council. The members of the Executive Board must include (but are not limited to) the following: (a) the officers of the corporation, including the Scout Executive; (b) the chairs of the district committees; and (c) not more than two youth or adult program participants. The Scout Executive does not have a vote on the Executive Board.

**Section 5.03. Election and Term.** 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 and until their respective successors are elected and qualify.

Any regular member of the Executive Board who fails to attend a minimum of two meetings of the Executive Board in any one year shall not be eligible for re-election as a regular member of the Executive Board for the ensuing term, provided, however, that the Executive Board may excuse absences and any absence so excused shall be counted as a meeting attended.

**Section 5.04. Vacancies.** If a vacancy occurs due to resignation or otherwise, such vacancy may be filled for the unexpired period of the term by nomination of the Nominating Committee and confirmation by a majority vote of the members of the Executive Board. Provided, however, that a member of the Executive Board who is no longer a registered member of Scouting America or whose registration has been suspended or revoked by Scouting America shall be deemed to have voluntarily resigned from the Executive Board immediately upon such event.

The Executive Board may, upon recommendation from the Nominating Committee, appoint additional board members on a quarterly basis to fill new positions, vacancies, or to enhance board representation. Such appointments shall be effective upon Executive Board approval

**Section 5.05. Removal.** Except as prohibited by applicable law or by the Articles of Incorporation, the members entitled to vote in an election may remove any member from office at any time, with or without cause, by the affirmative vote of a majority in voting power thereof. The President or Board Chair can dismiss any member at any time.

**Section 5.06. Meetings.** The Executive Board shall meet at such time and place as the Executive Board may direct and, at any event, at least four times annually. Special meetings of the Executive

Board may be called by the Executive Committee of the Executive Board or by the President or Chair.

**Section 5.07. Electronic Meetings.** Notwithstanding any provision to the contrary contained herein, any meeting, regular or special, may be conducted via electronic means so long as all members of the Executive Board can hear one another, and those participating in the meeting receive and vote on the same information. All such Executive Board members participating electronically shall be deemed to be present, in person, at such a meeting.

**Section 5.08. Notice.** A notice of each meeting of the Executive Board shall be provided to each member at least 5 days in advance of the meeting without limiting the manner by which notices of meetings otherwise may be given effectively to members of the Executive Board, any such notice may be given by electronic transmission in accordance with applicable law. A waiver of any such notice, 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.

**Section 5.09. Quorum.** A 50% plus one of the members of the Executive Board shall constitute a quorum for the transaction of business at any regular or special meetings of the Executive Board.

**Section 5.10. Voting.** Except as otherwise provided by applicable law, the Articles of Incorporation, or these by-laws, the vote of a majority of the Executive Board Members present at a meeting at which a quorum is present shall be the act of the Executive Board. Additionally, if prior to a vote a member discloses that the Executive Board Member will not vote due to a perceived conflict of interest and asks that the minutes reflect that the member abstained from voting, the abstention shall not be considered in determining whether a quorum is present or the majority of votes cast.

## **ARTICLE VI. COMMITTEES OF THE EXECUTIVE BOARD**

**Section 6.01. Executive Committee.** The Executive Board may establish from members of the Executive Board an Executive Committee, whose members include the Chief Executive Officer, the President or Chair, and the Council Commissioner. Except for the powers reserved to the Executive Board under state law or by the Executive Board itself, 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 taken by the Executive Board. Minutes shall be kept of all Executive Committee action and reported at the succeeding meeting of the Executive Board for its approval.

Meetings of the Executive Committee may be called at any time by the President or Chair with at least 3 days' written notice. No business may be transacted; that is not the subject of prior notice. A majority of the voting members of the Executive Committee shall constitute a quorum.

**Section 6.02. Other Committees.** The committees of the Executive Board may include but not be limited to: Administration, Advisory Committee, Audit, District Operations, Enterprise Risk

Management, Finance, Governance, Legal, Marketing, Membership, Program, Properties, Strategic Planning, Safeguarding Youth Committee, and Treasury, each of which shall have such leadership, authority and responsibilities as may be specified by resolution of the Executive Board. All actions of the committees shall be subject to the approval of the Executive Board unless authority to act is delegated by resolution.

**Section 6.03. Appointment.** The members of the committees of the Executive Board shall be appointed annually by the President or Chair subject to the approval of the Executive Board.

## **ARTICLE VII. OFFICERS AND LOCAL COUNCIL REPRESENTATIVES TO THE NATIONAL COUNCIL**

**Section 7.01. Officers.** The officers of the corporation shall be a President or Chair, a Council Commissioner, one or more vice-presidents, a treasurer, and a Chief Executive Officer and or Scout Executive who shall serve as the Secretary. The officers shall be elected annually by the Executive Board to serve for one year or until their successors have been elected and qualified.

**Section 7.02. Vacancies.** Where vacancies occur, because of resignation or otherwise, of officers before the expiration of their term of office, such vacancies shall be filled for the unexpired period of the term by nomination by the Nominating Committee and confirmation by a majority vote of the Executive Board.

**Section 7.03. President or Chair.** The President or Chair shall serve as chair 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, except for the Nominating Committee, and shall perform such other functions as required by or are assigned by the Executive Board. The Executive Board may also appoint a Vice Chair to serve during the Chair's absence or inability to serve.

**Section 7.04. Vice-Presidents.** The vice-presidents shall perform such functions as may be assigned to them by the President or Chair. In case of the President's or Chair's inability or failure to make such designation, the Executive Board or Executive Committee may designate one of the vice-presidents or vice-chairs to serve during the President's or Chair's absence or inability to serve.

**Section 7.05. Treasurer.** The Treasurer shall have the custody of the corporate funds and securities, except as otherwise provided by the Executive Board, and shall be responsible for monitoring the financial affairs of the Council, for reviewing established methods of internal control, for monitoring the recording and deposit of all receipts of the corporation, for the proper disbursement of its cash, and for 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 net assets of the corporation as of 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 Council of Scouting America. The Treasurer shall also present interim period reports as required by the Executive Board.

**Section 7.06. Council Commissioner.** The Council Commissioner is responsible for recruiting, training and inspiring a team of volunteers to support unit leaders in delivering Scouting America programs effectively and for attracting and retaining youth and adult volunteers. 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 Scouting America.

**Section 7.07. Local Council Key 3.** The President or Chair, Council Commissioner, and Chief Executive Officer/Scout Executive shall be known as the Local Council Key 3. Local Council Key 3 primarily is intended to serve as consultative governance team without any authority as such, except to the extent that the Executive Board expressly delegates decision-making to the Council Key 3 as such. The Local Council Key 3 also serves as local council representatives to the National Council of Scouting America during their terms of office.

**Section 7.08. Chief Executive Officer.** The Chief Executive Officer shall be appointed by and shall serve at the pleasure of the Executive Board. The Chief Executive Officer may be a voting member of the Executive Committee if approved by resolution. The Chief Executive Officer shall be an ex-officio non-voting member of all other committees but shall be a voting member if approved by resolution for the Governance and Nominating Committee. The Chief Executive Officer shall have general direction over the management and operations of the corporation, subject to the authority and direction of the Executive Board. The Chief Executive Officer shall serve as the Secretary of the corporation, the Executive Board, and the Executive Committee. If the Chief Executive Officer is a commissioned professional, he or she may also hold the title of Scout Executive.

- a) The Chief Executive Officer/Scout Executive may designate one or more representatives to serve as secretary of any committee of the Executive Board.
- b) The Chief Executive Officer/Scout Executive shall be responsible for the administration of the Scouting program within the territory of the corporation and for delivery of the Scouting program consistent with the policies and publications of Scouting America. The Chief Executive Officer shall report to the officers and the Executive Board for compliance deficiencies requiring their resolution.
- c) The Chief Executive Officer/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 Chief Executive Officer/Scout Executive may, with the prior approval of the Executive Board, delegate to any staff officer or employee authority in writing to execute 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 Chief Executive Officer shall have the power to appoint and remove all employees of the Corporation and to direct their work.

- e) The Chief Executive Officer/Scout Executive shall be responsible for preparing and maintaining the necessary records for the Corporation's charter renewal application. At each Executive Board meeting, the Chief Executive Officer or his/her designee will present a report on the Corporation's activities and the status of the Scouting movement within its territory.
- f) The Chief Executive Officer/Scout Executive shall be responsible for developing and implementing an annual membership plan that aligns with the council's strategic objectives and supports sustainable growth.
- g) The Chief Executive Officer/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 at the annual meeting of the local council, and made public to the communities within the territory of the Corporation.
- h) The Chief Executive Officer/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.
- i) The Chief Executive Officer/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 and be responsible for the minutes of all meetings of the local council, Executive Board, and committees of which the Scout Executive is secretary.
- j) The Chief Executive Officer/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.

**Section 7.09. Local Council Representatives to the National Council.** At its annual meeting, the Corporation shall elect from its membership such number of local council representatives to the National Council as the Corporation is entitled to under the Bylaws of Scouting America to hold office until the conclusion of the next annual meeting of the local council and until their successors are elected and qualify. Local council representatives to the National Council shall attend the annual meeting, and any special meetings, of the National Council of Scouting America and shall participate in its proceedings and perform such other duties as may be assigned to them by the Executive Board of the Corporation or the National Council of Scouting America. Where matters are to be voted upon by the National Council, the Corporation may by resolution direct the local council representatives of the Corporation on how to cast their votes, otherwise the representatives may vote as they determine to be in the best interests of the Corporation and National Council.

## ARTICLE VIII. FINANCES

**Section 8.01. Fiscal Year.** The fiscal year of the corporation shall be the calendar year.

**Section 8.02. Budget.** Prior to the start of each fiscal year, the Executive Board shall review and approve an annual budget outlining the corporation's anticipated expenditures. Expenditures not included in the approved budget, or that exceed budgeted amounts, shall require additional approval by the Executive Board or the Executive Committee.

**Section 8.03. Annual Returns.** The Executive Board shall review the Corporation's annual filing with the Internal Revenue Service prior to it being filed.

**Section 8.04. Property and Assets.** Subject to Scouting America's Rules and Regulations, and notwithstanding any other provision herein, (a) the corporation may exercise its business judgment in the management and use of all of the assets of the corporation so as to maximize their use for the benefit of Scouting in accordance with the articles of incorporation, and (b) the corporation shall have the right to hold such properties in any form or through such other entity or agreement that does not in effect or purpose defeat the restrictions and obligations set forth herein.

The corporation may hold title to real property and maintain accounts wherein securities or funds are deposited in the corporation's name provided, however, in accordance with the Bylaws and Rules and Regulations of the Boy Scouts of America, such assets are deemed to have been raised or obtained for the benefit of Scouting and are subject to a constructive trust for the benefit of Scouting. Either the Articles of Incorporation or the Bylaws shall be filed with the applicable state agency maintaining corporate records to provide public notice of such constructive trust and notice that the assets, real property or net proceeds from the conveyance of real property are subject to such a restriction in the event of the dissolution of the local council or the revocation or lapse of its charter.

**Section 8.05. Dissolution.** In the event of the dissolution, merger/consolidation or final liquidation of the Corporation or upon the revocation or termination of its charter from Scouting America, none of such property or assets or the proceeds therefrom shall inure to the benefit of any individual but shall, after all liabilities and obligations of the corporation have been paid or satisfied or provision otherwise made therefore, be distributed for the benefit of Scouting in such locality and for the specific purposes for which the property, assets, or proceeds were granted. If there is no suitable opportunity for the use of said property, assets, or proceeds in such locality, they may be used elsewhere. Except as hereafter provided in this clause, the title to all real estate acquired for a local council shall be vested in a bank or trust company, in trust for the use of the local council in accordance with the wishes of the donors, with a provision in such locality or elsewhere if there is not suitable opportunity to use said property or funds in such locality.

On occasion it is desirable, in order to strengthen the Scouting movement or facilitate its administration, that two or more local councils merge or consolidate. The procedure to be followed in electing such a merger or consolidation, which can only be carried out with the approval of the national council of the Boy Scouts of America, is governed by applicable state law



which usually requires approval of the merger or consolidation by the local council executive boards and members of the affected local councils.

Upon dissolution, any remaining net proceeds from gaming activity under AS 05.15 will be distributed to one or more existing permittees, other than a multiple-beneficiary permittee, in accordance with 15 AAC 160.020(a)(5).

## **ARTICLE IX. COMMISSIONER STAFF AND PROFESSIONAL STAFF**

### **COMMISSIONER STAFF**

**Section 9.01.** The commissioner staff may be composed of the local council commissioner, one or more assistant council commissioners, district commissioners, assistant district commissioners, roundtable commissioners, and unit commissioners. All individuals selected to serve as commissioners shall be approved by the Council Commissioner and Scout Executive. Each such Scouter shall be 21 years of age or over and upon appointment be approved for and hold through their tenure a commission for such position issued by Scouting America.

The council/district commissioner staff shall be selected as required and in such a manner as is in the commissioner manuals of Scouting America for the local council's adopted plan of council and district organization, the Rules and Regulations of Scouting America, and these bylaws.

Each member of the commissioner staff shall 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 Scouting America.

### **PROFESSIONAL STAFF**

**Section 9.02.** The corporation may employ individuals in professional positions who have been recommended by and are commissioned by Scouting America. Such positions of the professional staff shall be authorized 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 Scouting America.

## **ARTICLE X. DISTRICT ORGANIZATION**

### **DISTRICTS**

**Section 10.01.** For the purpose of area service and administration, the corporation's territory may be divided geographically into districts as the Executive Board from time to time determines, subject to the Rules and Regulations of the Scouting 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 10.02.** 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, their purpose 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 10.03.** Each district committee shall elect a chair and vice-chairs, as may be required, and in such a manner as set forth in the official operations manual of Scouting America and election procedures approved by the Executive Board. The district chair shall be nominated for election to the Executive Board in accordance and must be approved by the Executive Board.

#### **MEETINGS OF THE DISTRICT COMMITTEE**

**Section 10.04.** The district committee shall meet at such time and place, preferably within the district, as may be fixed by the committee or its chair. The business transacted at each meeting shall address the four functions of operation (membership/relationships, fund development, 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 chairs 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 chair and officers and Scout Executive may indicate.

The district committee meeting immediately preceding the annual meeting of the local council should be the annual meeting of the district. At least 90 days prior, three to five names of a potential district nominating committee shall be submitted to the President for approval. The President has the discretion to add or delete names for the nominating committee from the Executive Board or the community at large. When approved, the nominating committee shall submit 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.

**Section 10.05.** The district election procedure appears in the appendix.

## **VACANCIES**

**Section 10.06.** Any vacancy in district committee officers or district members at large may be filled by the district committee and the person elected shall hold office until the conclusion of the next succeeding annual meeting of the district. Nominations to fill vacancies shall be made by the district's nominating committee.

## **DISTRICT OPERATING COMMITTEES**

**Section 10.07.** Each district may have committees as approved by the Executive Board and as authorized by the Scouting America operations manuals. Each district shall be responsible for cooperating in making effective policies and programs adopted by the Executive Board and for the performance of the four functions.

The chairs of committees of the district shall be appointed by the district chair 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 chair and the district chair.

## **DISTRICT COMMISSIONER STAFF**

**Section 10.08.** Each district shall have a commissioner staff as set forth in article VII, section 1 of these bylaws and in the commissioner manuals of the Boy Scouts of America. The district commissioner shall be selected in accordance with article VIII, section 3, clause 6 of the Rules and Regulations of the Boy Scouts of America and the District Election Procedures of the bylaws.

The commissioner staff shall be responsible for advising and coaching unit personnel, on-time unit charter renewals, and monthly roundtables in the district.

## **ARTICLE XI. LOCAL UNITS**

### **APPROVAL OF UNIT CHARTERS**

#### **Section 11.01.**

The Scout Executive shall review all applications for new unit charters or renewals within the corporation's territory. The review shall be based upon the Rules and Regulations of the Scouting America and a recommendation with respect to each such application shall be forwarded to the National Service Center of Scouting America. The review shall include an investigation into the

general objectives, purpose, character, intent, and programs of the prospective chartered organization or community group and its compatibility with the aims and purposes of Scouting America. The history, length of service, and general reputation of the organization or community group are also factors that should be considered.

#### **UNIT DESIGNATION**

**Section 11.02.** 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 a unit number approved by the corporation.

### **ARTICLE XII. FINANCES AND PROPERTY**

#### **RAISING FUNDS**

**Section 11.03.** 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 a unit shall be deemed to be received or acquired for the benefit of Scouting as interpreted and promoted by Scouting America, in accordance with the Bylaws, Rules and Regulations and procedures from time to time adopted by Scouting America.

**Section 11.04.** Subject to the Bylaws, Rules and Regulations and fundraising guidelines of Scouting 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 Bylaws, Rules and Regulations and publications of Scouting America pertaining to the raising of funds for Scouting purposes.

**Section 11.05.** Neither the corporation nor any unit under its jurisdiction shall have any authority to bind Scouting America to any financial obligation whatsoever.

#### **CONTROL OF FUNDS AND PROPERTY**

##### **General Funds**

**Section 11.06.** 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 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, Scout Life subscriptions, and any other funds of the Scouting America which are received by this corporation for transmission to Scouting America shall be carefully segregated, through bookkeeping and accounting procedures, as established by Scouting America.

All persons having access to any funds (general or special) of the corporation shall be covered by either a crime policy or fidelity bond.

## **Securities**

**Section 11.07.** The securities of the corporation shall be deposited in any deposit vault or vaults or with such bank or banks, trust company or trust companies, or 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 resolution of the Executive Board or Executive Committee and not otherwise.

## **Audit**

**Section 11.08.** 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 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. The corporation shall comply with all applicable legal requirements relating to credits, financial controls, and accounting procedures.

The National Council shall have the right to audit all records of local councils for compliance with national rules, regulations, and policies. Any report made following an audit shall be shared with the council President, Commissioner, and Scout Executive. The corporation shall give due regard to the recommendations of the regional executive committee following any such audit to correct any deficiencies or violations of any national rules, regulations, policies or charter agreement.

## **Financial and Asset Management**

**Section 11.09.** The corporation shall manage its finances and assets in accordance with the Council Charter, Bylaws, Rules and Regulations, and published guidelines of Scouting America. Any action which could have a significant or material impact on the council's obligations or assets must be vetted and authorized by the Executive Board for consideration and decision pursuant to notice as required by these Bylaws.

#### **ADMINISTRATION OF UNIT FUNDS**

**Section 11.10.** At the request of the unit committee of any unit under the jurisdiction of the corporation, the Treasurer may hold 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 authority for such transfer.

**Section 11.11.** In the event of the dissolution of a unit or the revocation or lapse of its charter, and in accordance with the Bylaws and Rules and Regulations of Scouting America, 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 reorganization of the unit or if this does not occur, such funds and property, by the agreement of those involved, shall be used elsewhere for the promotion of the program of Scouting America.

#### **ARTICLE XII. GENERAL PROVISIONS**

**Section 12.01. Indemnification.** The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative (a "Proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, (i) is or was a member of the Executive Board, or a member of a committee or subcommittee of the Executive Board, or an officer of the Corporation; or (ii) while a member of the local council Executive Board, a member of a committee or subcommittee of the local council Executive Board, or an officer of the Corporation, serving at the request of the Corporation as a director, officer, agent, or employee of another corporation or organization, without subjecting the Corporation to any income or excise tax under the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue laws; provided, however, that any right to indemnification from the Corporation under this provision shall not extend to any matter as to which such person shall have acted in bad faith, engaged in intentional, willful, or criminal misconduct, or was grossly negligent in the performance of a duty owed to the Corporation. The

rights conferred herein shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, bylaw, vote of the Executive Board or a committee or subcommittee thereof, agreement or otherwise. This provision shall not be deemed to limit any power or exclude any right of the Corporation to provide any additional or other indemnity or right, or to maintain insurance or a similar arrangement for or on behalf of any person.

**Section 12.02. Contracts, Checks, Drafts, etc.** Except as otherwise provided by law or in these bylaws, such officer or officers, employee or employees, or agent or agents of the Corporation 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.

**Section 12.03. Additional Policies.** The Corporation shall maintain and enforce a whistleblower policy to protect from retaliation any person who in good faith reports suspected misconduct, violation of law, or violation of policy; a document retention and destruction policy to ensure compliance with legal requirements and prudent recordkeeping; a conflict-of-interest policy requiring disclosure and management of any financial interest or personal relationship that could influence decision-making; and such other policies as the Executive Board determines from time to time to be in the best interests of the corporation.

**Section 12.04. Amendment.** 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 "Great Alaska Council, Scouting America," around the circle and shall be used only as authorized.

**Section 12.05. Amendment.** These bylaws may be amended at any meeting of the Executive Board by [majority vote] [of the whole 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 10 days in advance of the meeting.

Adopted this 5th day of January 2026

**Scout Executive/CEO**

**Council Chair/President**