

**Bylaws
Of
Mt. Norris Scout Reservation Alumni Association,
Inc.**

Established 2004
Incorporated 2005

**ARTICLE I
Name**

Section 1.1 Name: The name of the corporation is Mt. Norris Scout Reservation Alumni Association, Inc.

**ARTICLE II
Offices and Branches**

Section 2.1 Principal Office: The principal office of the corporation shall be at a place in the Town of Eden in Lamoille County of the State of Vermont or as designated from time to time by the corporation's board of directors.

**ARTICLE III
Statement of Purpose**

Section 3.1 Statement of Purpose: The corporation is established as a non-profit, volunteer organization, whose main objective is the support and enhancement of program, equipment, infrastructure, and facilities located at the Mt. Norris Scout Reservation, Town of Eden, Vermont.

**ARTICLE IV
Compliance with 501 (c) (3) Status and Dissolution**

Section 4.1 Compliance with 501 (c) (3) Status and Dissolution: No part of the net earnings of the corporation shall be inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the publishing or distribution of statements for any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or

corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or corresponding Section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, of corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is located. Exclusively for such purposes or to such corporation or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

Upon dissolution of the Mt. Norris Scout Reservation Alumni Association, Inc., any and all assets of the corporation shall be distributed to the Boy Scouts of America, Green Mountain Council, Town of Waterbury, Washington County, State of Vermont or any future organization representing the Boy Scouts of America in the State of Vermont, for the sole purpose of providing financial aid to Vermont youth ages eleven to eighteen, seeking such assistance for participation in any outdoor camping experience.

ARTICLE V

Members

Section 5.1 Members: Any person who supports the purpose of the corporation may become a member and shall be entitled to all benefits of membership, subject to responsibilities of membership, as established by the board of directors.

Section 5.2 Voting Members: Any member 18 years of age or older who is in good standing shall be a voting member of this corporation and shall be entitled to cast one vote on any item of business properly before the members for consideration. No other member of the corporation shall be entitled to vote on any matter.

Section 5.3 Membership Fees: The board of directors may from time to time establish fees for membership in the corporation.

Section 5.4 Good Standing: As used in these Bylaws, the term "good standing" means that no financial obligations owed to the corporation by the member are delinquent.

ARTICLE VI

Member's Meetings

Section 6.1 Annual Meetings: The annual meeting of the members shall be held on a date each July, designated by the board of directors, at the principal office of the corporation in the Town of Eden and State of Vermont or such other place as shall be designated by the Board of Directors and set forth in the notice of the meeting.

Written notice stating the place, date, and time of the meeting, and any matters on which a vote is to be taken shall be given personally or by mail, not less than ten (10) nor more than sixty (60) days before the date of the meeting, to each member, provided, however, if notice is mailed by other than first class or registered mail, then the notice must be given not less than thirty (30) days before the date of the meeting. Any notice of meetings may be waived by a member by submitting a signed waiver either before or after the meeting, or by attendance at the meeting.

Section 6.2 Regular Meetings: The corporation may, at its option, hold regular membership meetings at a place and time designated by the board of directors or by the membership at a duly noticed annual meeting, or a regularly scheduled meeting.

Section 6.3 Special Meetings: Special meetings of members may be called at any time by the president, the board of directors or members holding at least five percent (5%) of the voting memberships. Notification of such meetings shall conform to the notification provisions established in Article VI, Section 6.1 of the corporation Bylaws. No business other than that specified in the notice shall be transacted at any such special meeting. Notice of a special meeting may be waived by submitting a signed waiver either before or after the meeting, or by attendance at the meeting.

Section 6.4 Quorum: The presence, in person or by proxy, of at least five percent (5%) of the voting members shall be necessary to constitute a quorum for the transaction of business at all meetings of members. If, however, such quorum shall not be present or represented at a meeting, the members entitled to vote thereat, (present in person or represented by proxy), shall have the power to adjourn the meeting to a future date at which a quorum shall be present. At such adjourned meeting, any business may be transacted which might have been transacted at the meeting as originally called.

Section 6.5 Meetings shall be governed by *Robert's Rules of Order*, current edition.

Section 6.6 Voting: Every voting member shall be entitled to cast one vote on any item of business properly before the members for consideration. If a quorum is present, action on a matter by voting members shall be approved if the votes cast in favor of the action exceed the votes cast as opposed.

Section 6.7 Proxies: A member entitled to vote at a meeting may vote at such meeting in person or by proxy. The appointment of a proxy must be dated and signed by the member. An appointment of a proxy is valid for eleven months unless a different period is expressly provided in the appointment form; provided, however, that no proxy shall be valid for more than three years from its date of execution. An appointment of a proxy is revocable by the member.

ARTICLE VII

Directors

Section 7.1 Number: The board of directors shall consist of not less than five members nor more than nine persons.

Section 7.2 Manner of Election: The directors shall be elected at the annual meeting of members by a plurality vote.

Section 7.3 Term of Office: The term of office of each director shall be for one year or until his or her successor has been duly elected and has qualified.

Section 7.4 Duties and Powers: The board of directors shall have control and management of the affairs and business of the corporation and the directors shall in all cases act as a board, regularly convened, and in transaction of business the act of a majority present at a meeting, except as otherwise provided by law or the Article of Incorporation, shall be the act of the board, provided a quorum is present. The directors may adopt such rules and regulations for the conduct of their meetings and the management of the corporation as they deem proper, not inconsistent with law or these Bylaws.

Section 7.5 Meetings: Meetings of the board of directors shall be held at such times as the board may from time to time determine.

Section 7.6 Notice of Meeting: Notice of meetings shall be given in person, by mail, or by electronic mail or similar telecommunications system. Neither the business to be transacted at, nor the purpose of, any meeting of the board of directors must be specified in the notice.

Section 7.7 Place of Meeting: The board of directors may hold its meeting within or without the State of Vermont and such place shall be designated in the notice of any such meeting.

Section 7.8 Quorum: At any meeting of the board of directors, the presence of a majority of the board shall be necessary to constitute a quorum for the transaction of business. Should a quorum not be present, a lesser number may adjourn the meeting to some further time.

Section 7.9 Telephone Meetings: Members of the board of directors and members of any committee designated by the board of directors may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting in such a manner shall constitute in person at such meeting.

Section 7.10 Voting: At all meetings of the board of directors, each director shall have one vote. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors. Directors may not vote by proxy.

Section 7.11 Vacancies: Any vacancy occurring in the board of directors may be filled by a majority vote of the remaining directors at a meeting which shall be called for that purpose within sixty (60) days after the occurrence of vacancy. The director thus chosen shall hold office for the unexpired term of his or her predecessor and until the election of his or her successor.

Section 7.12 Resignation: Any director may resign his or her office at any time, such resignation to be made in writing and to take effect immediately without acceptance.

Section 7.13 Removal: The board of directors may remove a director for failing to attend fifty percent (50%) of meetings during the year between annual meetings of the members. The board of directors may remove a director for failure to comply with the corporation Bylaws. A director may be removed by the board of directors for such failure only if a majority of the directors then in office votes for the removal.

Section 7.14 Rules: Meeting of the directors shall be governed by *Robert's Rules of Order*, current edition.

ARTICLE VIII

Officers

Section 8.1 Officers: The officers of the corporation shall be a president, a vice president, a secretary, a treasurer, and such other officers as the board of directors may determine. In order to be eligible to serve as an officer of the corporation, an individual must be a member of the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section 8.2 Election: All officers of the corporation shall be elected annually by the board of directors at its first regular meeting following the annual meeting of the members.

Section 8.3 Term of Office: All officers shall hold office until their successors have been duly elected and have qualified or until removed as hereinafter provided.

Section 8.4 Removal of Officers: Any officer may be removed either with or without cause by the vote of a majority of the board of directors.

Section 8.5 Duties of Officers: The duties and powers of the officers of the corporation shall be as follows and as shall hereafter be set by resolution of the board of directors.

President

- A. The president shall preside at all meetings of the board of directors. The president shall also preside at all meetings of the members.
- B. The president shall present at each annual meeting of the members and each meeting of the directors a report of the condition of the business of the corporation.
- C. The president shall execute policies and directives established by the board of directors, shall direct the corporate planning effort of the corporation and shall fulfill such other duties as may be prescribed by the board of directors from time to time.
- D. The president shall be responsible for the supervision of all volunteers and employees of the corporation in accordance with the policies approved by the board of directors.
- E. The president shall be the primary spokesperson for the corporation, and shall be responsible for developing and presenting an agenda at all membership and board of directors meetings, disseminating associated information. The president will maintain a file of all agendas, minutes, and correspondence, and be responsible for assigning a replacement in the absence of the secretary.

Vice President

- A. During the absence or incapacity of the president, the vice president shall perform the duties of the president, and when so acting, shall have all the powers and be subject to all the responsibilities of the office of president and shall perform such duties and functions as the board may prescribe.

Treasurer

- A. The treasurer shall have the care and custody of and be responsible for all the funds and securities of the corporation, and shall deposit such funds and securities in the name of the corporation in such banks or safe deposit companies as the board of directors may designate.
- B. The treasurer shall make, sign, and endorse in the name of the corporation all checks, drafts, notes, and other orders for payments of money and pay out and dispose of such under the direction of the president or the board of directors.
- C. The treasurer shall maintain accurate books of account of all its business and transactions and shall at reasonable hours exhibit books and accounts to any director upon request.

- D. The treasurer shall render a report of the condition of the finances of the corporation at each meeting of the board of directors and at such other times as shall be required of him or her, and the treasurer shall make a financial report at meetings of the members.
- E. The treasurer shall be responsible for record-keeping to comply with the tax-exempt status of the corporation, and shall prepare and file such records with State and Federal authorities.
- F. The treasurer shall perform all duties incident to the office of treasurer of the corporation.

Secretary

- A. The secretary shall take the minutes of the members and board of directors meetings and record all votes and proceedings.
- B. The secretary shall attend to the giving of notices of special meetings of the board of directors and of all of the meetings of the members of the corporation.
- C. The secretary shall be custodian of the records and seal of the corporation and shall affix the seal to corporate papers when required.
- D. The secretary shall maintain an office as designated by the board of directors, where the corporate records of the corporation shall be kept and the secretary shall procure and file in his or her office certified copies of all papers required by law to be filed with the Secretary of State.
- E. The secretary shall maintain a book or record containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their addresses. The secretary shall keep such book or records and from time to time under the direction of the president or the board of directors, within the limits of prescribed law, display such book or records to any person duly authorized to inspect such records.
- F. The secretary shall attend to all correspondence and present to the board of directors at the meeting all official communications received by him or her.
- G. The secretary shall perform the duties incident to the office of the secretary of the corporation as specifically delegated from time to time by the board of directors and as may be required by the laws of the State of Vermont.

Section 8.5 Vacancies: All vacancies in any office shall be promptly filled by the board of directors, either at a regular meeting or at a meeting specifically called for that purpose.

ARTICLE IX

Committees

Section 9.1 Standing Committees: Standing committees shall include those standing committees as may be established by the board of directors from time to time. Any committees, including standing committees, which include individuals who are not directors of the corporation shall be advisory in nature only and shall not have the right to exercise any authority of the board of directors.

Section 9.2 Composition and Duties of Standing Committees: The standing committees shall be comprised of such persons as may be determined by resolution of the board of directors from time to time. Appointment of members to each standing committee must be approved by a majority of all directors in office when the action is taken. Standing committees other than the executive committee shall have such duties as may be determined by resolution of the board of directors from time to time.

Section 9.3 Composition and Duties of Executive Committee: The executive committee shall be comprised of the president, vice president, treasurer, and secretary. During the intervals between meetings of the board of directors, the executive committee shall have all the powers of the board of directors in management of the property and affairs of the corporation and may exercise the authority of the board of directors except as may be otherwise be provided by law. In addition to its authority to take actions on matters which cannot or should not be deferred to the board's next scheduled meeting, the executive committee shall oversee the work of committees of the board.

Section 9.4 Ad Hoc Committees: The board of directors may create ad hoc committees and appoint members to them from time to time. Such creation of committees and appointment of members to them must be approved by a majority of all directors in office when the action is taken. If a committee includes individuals who are not directors of the corporation, the committee shall be advisory in nature only and shall not have the right to exercise any authority of the board of directors.

ARTICLE X

Fiscal Year

Section 10.1 Fiscal Year: The fiscal year of the corporation shall begin on the 1st day of January in each year and end on the 31st day of December in each year, or such period as the board of directors may determine from time to time.

ARTICLE XI

Waiver of Notice

Section 11.1 Waiver of Notice: Whenever under the provisions of these Bylaws or of any statute any member or director is entitled to notice of any regular or special meeting or of any action to be taken by the corporation, such meeting may be held or such action may be taken without the giving of such notice, provided every member or director entitled to such notice waives in writing the requirements of these Bylaws in respect thereto.

ARTICLE XII

Funds and Donations

Section 12.1 Funds and Donations: The corporation is hereby empowered to raise funds for its stated purposes. The corporation shall keep accurate records, books, and other necessary documents, in appropriate accounting form, of all grants, donations, bequests or other contributions to the corporation and shall report such contributions to the Internal Revenue Service as may, from time to time, be required.

ARTICLE XIII

Amendments

Section 13.1 Amendments: These Bylaws may be altered, amended, repealed or replaced by the members of the corporation by three fourths of the votes cast or a majority of the voting power, whichever is less. The notice of the meeting at which the amendment is approved must state that the purpose, or one of the purposes, of the meeting is to consider the proposed amendment and contain or be accompanied by a copy and any summary of the amendment.

Please note: the aforementioned Bylaws were approved and adopted by the Mt. Norris Scout Reservation, Inc. members at the organization's first annual meeting held July 9, 2005 at the Mt. Norris Scout Reservation, Eden, Vermont.