

Bylaws of the Association of Baptists for Scouting, Inc.

PREAMBLE

These Bylaws are subject to, and governed by, the Texas Non-Profit Corporation Act and the Certificate of Formation of the "Association of Baptists for Scouting, Inc.," hereinafter referred to as "the Association" or "ABS." In the event of a direct conflict between the provisions of these Bylaws and the mandatory provisions of the Texas Non-Profit Corporation Act, the Texas Non-Profit Corporation Act will be controlling. In the event of a direct conflict between the provisions of these Bylaws and the Certificate of Formation of the Association of Baptists for Scouting, Inc., these Bylaws will be controlling.

ARTICLE I – ORGANIZATION

Section 1 - Name.

The name of this association shall be the "Association of Baptists for Scouting, Inc.," hereinafter referred to as "the Association" or "ABS."

Section 2 - Offices

- A. Registered Office. The Registered Office of the Association shall be located at 317 Farmhouse Drive Marion, TX 78124 [As Required by the Texas Secretary of State Form 401] or as amended by the Board and filed with the State of Texas
- B. Other Offices. The Association may have other offices as the Board may determine or as the affairs of the Association may require from time to time.

Section 3 - Mission and Objectives

The mission and purpose of ABS is to support local Baptist churches and Baptist adults in their outreach and ministry to children, youth, and families through the programs of the Boy Scouts of America ("BSA") [doing business as "Scouting America"]. The Association attempts to achieve this mission through the following objectives and strategies:

- A. To encourage Baptist congregations to become chartered partners with Scouting America by using one or more Scouting America programs as an integral part of the local church's ministry.
- B. To recognize, strengthen, and help sustain existing Scouting units in Baptist churches, and encourage Baptist churches to include the entire Scouting America program (Cub Scout packs, Scouts BSA troops, Venture crews, Explorer posts, Sea Scout ships and other future units which may be formed by Scouting America.)
- C. To assist local councils in the promotion of "Duty to God" as a core tenet of Scouting.
- D. To encourage the spiritual growth of children and youth through their involvement in the Duty to God Religious Emblems Program. In addition to encourage the use of the Good Shepherd and Silver Good Shepherd award recognition for Baptist adults who demonstrate a legacy of personal and congregational ministry to youth through Scouting.
- E. To encourage chaplaincy ministry in Scouting America at the unit, district, and council levels, particularly in resident camping programs.
- F. To support and provide chaplains at national Scouting America events and high adventure bases.
- G. To serve as an advisory group to Scouting America in matters relative to Scouting in Baptist churches.

- H. To participate and promote Duty to God through representation on relevant Scouting America national committees.
- I. To provide resources and training opportunities for Baptist Scouters and other Baptist leaders involved in Scouting ministries.
- J. To encourage the organization of council and district Baptist committees on Scouting where appropriate, and encourage Baptist Scouters to take part in other religious relationships committees within Scouting America.

Article II – MEMBERSHIP

Section 1 - General

Membership in the Association shall consist of those individuals and organizations who support the mission and objectives of the Association and who have paid the appropriate dues to the Association. They shall have a voice in matters of the Association and a vote at the annual meeting of the membership. All members of the Association shall receive periodic news updates, an annual report and such other materials and recognition as may be deemed appropriate by the Board.

Section 2 - Denominational Liaison

Any recognized Baptist denomination may appoint a liaison to ABS. The liaison shall hold non-voting affiliation in the Association.

Section 3 - Removal

The Board of the Association reserves the right to deny or terminate the membership or affiliation of any individual(s) or organization(s) determined to be acting contrary to the mission and objectives of the Association or contrary to any biblical teaching as commonly interpreted by Baptists.

Section 4 - Dues

Dues shall be fixed by the Board. Any change in the dues amount shall be announced a minimum of ninety days prior to the date set for annual membership renewal (January 1.) Members in arrears more than sixty days will be suspended from all rights and privileges until such dues are paid. Members in arrears one full year shall be removed from membership. No sanctions may be imposed until sixty days after an overdue dues invoice is submitted to the member by mail or email.

Article III – MEETINGS

Section 1 - Annual Meeting

There shall be an annual meeting of the Association membership held at a time and location set by the Board. The Board shall make every effort to select a time, location, and means of participation, electronic or otherwise, that will allow for the greatest participation of the members. Notice of the time and place of the annual meeting will be posted on the Association's web site and given in writing to the last known address of each ABS member by email or U S Mail, as requested by the member, or such other means that would be the most effective use of the Association's resources not more than 60 days and not less than 30 days before the meeting.

Section 2 - Special Meetings

Special meetings of the membership may be called at any time by the Board. In such instances the membership shall be provided adequate notice of the time, location, and purpose of the meeting. At any

meeting of the members, ten (10) members present shall constitute a quorum to transact business. Absentee voting may be permitted by the Board, but only on agenda items for which proper notice had been provided to members prior to said meeting.

Special meetings of the membership may also be called at any time by the membership of the Association. To call such a meeting, no fewer than ten (10) members must submit a request to the Secretary in writing stating the desire for a meeting and the purpose of the meeting. The Secretary will notify the Board of the request and a special meeting will be called. In such instances the membership shall be provided adequate notice of the time, location, and purpose of the meeting. At special meetings called by the membership, only the stated topic of the meeting shall be discussed.

Section 4 - Presiding Officer

The President of the Association shall preside at all meetings of the corporation. In the President's absence, the Executive Vice President shall preside. If the Executive Vice President is unable to preside or chooses not to preside, the President may appoint some other officer or member to preside.

Section 5 - Passage of Business

A simple majority shall be required for passage of business unless specified otherwise in the bylaws for certain types of transactions.

ARTICLE IV – BOARD OF DIRECTORS

The Board of Directors, herein referred to as the Board, shall serve as the Association *ad interim*. All business related to the work of ABS may be conducted by the Board except for amending the Bylaws and the election of officers. The Board shall have all the rights, powers, privileges, and limitations of liability of directors of a nonprofit corporation organized under the Texas Non-Profit Corporation Act. The Board shall establish policies and directives governing business and programs of the Association and shall delegate to the President and Association Officers, subject to the provisions of these Bylaws, authority, and responsibility to see that the policies and directives are appropriately followed.

Section 1 - Membership

The Board shall consist of the President, Executive Vice President, Secretary, Treasurer, and members at large not to exceed eleven in total, always comprised of an odd number of voting members. The immediate past president and the advisor assigned by Scouting America to Baptist Relationships shall be *ex officio*, non-voting members of the Board.

Section 2 - Quorum

At any meeting of the Board, fifty percent of the Board members shall constitute a quorum for transacting business. A simple majority vote shall be sufficient for board action.

Section 3 - Meetings

There shall be at least three meetings each year for the Board, which may be held in person or by effective electronic means. Board meetings shall be scheduled, with adequate notice to all Board members, by the President or by a majority decision of the other officers.

Section 4 - Reports

The Board shall report periodically to the membership on the operations, accomplishments, and status of the Association.

ARTICLE V – EXECUTIVE COMMITTEE

The Executive Committee consists of the Officers listed in the Certificate of Formation filed with the Texas Secretary of State, specifically the President, Secretary and Treasurer. These officers will act on behalf of ABS in matters requiring filings and legal procedures. These officers may sign any documents requiring the signature of an officer of the Corporation or the Executive Committee of the Corporation. The Executive Committee shall communicate the action to the Board as soon as possible. The Executive Committee shall also be responsible for dealing with matters of urgency that may arise between meetings for the Board, with all such actions subject to review and amendment by the Board.

Article VI – OFFICERS

Section 1 - Elected Officers

The elected officers of this Association shall consist of the President, Executive Vice President, Secretary, and Treasurer. The Board may approve additional officer positions as determined by need such as additional Vice Presidents, Chaplain, etc. Officers shall be elected at the annual business meeting of the members of the Association.

Section 2 - Term of Office

The term of office as President of the corporation shall coincide with his/her tenure as President of ABS. The tenure of President, Executive Vice President, Secretary, and Treasurer and other officers approved by the Board shall be for two years. A person may serve successive, multiple terms at the discretion of the membership.

Section 3 - Vacancies

A vacancy shall exist in the office of the President of the corporation and the Association upon that person's resignation or by his/her removal. The Executive Vice President shall automatically assume the office and duties as President of the corporation upon the occasion of a vacancy. In the event of multiple Vice Presidents or a Vice President unable or unwilling to accept the position, the Board will appoint a President.

Any vacancy occurring in any other officer position shall be filled by an appointment of the president and confirmed by the Board at the next scheduled meeting of the membership of the Association. Any person elected to such an office shall hold the office for the unexpired term.

Section 4 - Removal

Officers or Board members at large may be removed by a two-thirds vote of the membership assembled for a regular or duly called special meeting of the membership or by a unanimous vote of a quorum of the Board in a duly called meeting. The officer subject to removal shall not participate in the vote.

Section 5 - President

The President of the Association shall also serve as the president of the corporation. The President of the Association shall preside at all meetings of the membership. The President shall appoint the standing committees as well as other special committees deemed necessary by the membership or the Board. The Board shall approve the appointment of standing committee chairpersons. The President or other designee shall represent ABS on the National Religious Relationships Committee of Scouting America, or other relevant faith representations.

Section 6 - Vice President(s)

- A. Executive Vice President - The Executive Vice President of the Association shall preside at any business meeting at which the president of the association is absent and perform such other duties as may be assigned to him/her by the President or the Board.
- B. Other Vice President(s) - As the Board determines the need, other Vice Presidents will be selected and confirmed by Board action.

Section 7 - Secretary

The Secretary of the Association shall prepare and distribute notices of all regular and called meetings of the Association and the Board. The Secretary shall have custody of all books, records, and papers of the Association, except for financial information maintained by the Treasurer, or the Endowment Fund Trustee(s) or some other person authorized to have charge thereof by the Board.

The Secretary shall also be responsible for supplying current ABS documents to the appropriate office(s) at the national headquarters of Scouting America.

The Secretary shall keep minutes of all meetings of the Association and the Board and shall perform such other duties as assigned to him/her by the President or Board. In the event the Secretary is unavailable, the President shall appoint a person to function as Secretary at each meeting.

The Secretary shall ensure renewal of the Association's corporation registration with the Secretary of State of Texas as required by law.

Section 8 - Treasurer

The Treasurer of the Association shall see that proper financial records are maintained and financial accounting made under policies and procedures adopted and approved by the Board. The Treasurer shall be responsible for such commercial financial accounts as are necessary to execute the business of the association. The Treasurer shall coordinate with the Endowment Fund Committee on matters pertaining to the endowment fund and make recommendations to the Board.

The Treasurer shall report at all meetings of the membership and Board with these reports being submitted for review and shall perform other such duties as assigned to him/her by the President or Board.

ARTICLE VII – COMMITTEES

Section 1 - General

There shall be standing committees necessary to carry out on-going objectives of the Association. The President or Board shall also be empowered to create any appropriate *ad-hoc* committees to conduct any special or short-term initiatives. All committees shall keep minutes of their meetings and report the same to the Board. Committee members shall be appointed by the President and approved by the Board. Each committee Chair shall be appointed by the President or, at the President's discretion, selected by the committee's members, subject to the approval of the Board. Non-Board members may be appointed to any committees at the discretion of the President.

Section 2 - Nominating Committee

A Nominating Committee shall be appointed by the President no later than six months prior to the annual meeting. The Nominating Committee shall be responsible for proposing to the general

membership a slate of elected officers, as well as members-at-large, to the Board. The committee may also be called into service to assist in the filling of vacant positions on the Board.

Section 3 – Baptist Religious Emblems and Awards Committee

In cooperation with the ABS Board and P.R.A.Y., the Baptist Religious Emblems and Awards Committee (BREAC) shall be a standing committee responsible for supervising the administration and promotion of the Religious Emblems Program. The committee shall also recommend changes in these programs whenever such changes are deemed necessary or advisable. The committee will also have the primary responsibility for leading and promoting ABS efforts to increase utilization of the Religious Emblems Program, including regular reports in the ABS newsletter and on the website.

Additionally, the BREAC shall be responsible for promoting and encouraging the use of the Good Shepherd and Silver Good Shepherd to recognize individuals identifying as Baptists or who has served in a Baptist unit who have made exemplary contributions to the ministry of children, youth, and families through their local Baptist churches and/or Scout units chartered to Baptist churches and organizations (e.g. Council or District). The committee shall also be responsible for making recommendations to the ABS Board regarding the Good Shepherds awarded and shall also be responsible for leading efforts to achieve national ABS goals related to the Good Shepherd recognitions, including regular reports in the ABS newsletter and on the website.

Section 4 - Chaplaincy Committee

The Chaplaincy Committee, chaired by the ABS Chaplain, shall be a standing committee to promote the concept of local unit Chaplains and Chaplain Aides. It shall encourage the use of Chaplains at district and council events, including resident camps. It shall also recommend to the ABS Board appropriate standards for Baptist Chaplains who serve at National Scouting America venues, such as National Scout Jamborees and high adventure bases. The committee shall support local and national Chaplain training efforts and be involved in recommending qualified candidates for national service.

Section 5 - Endowment Fund Committee

The Endowment Fund Committee is a standing committee of the Association. The committee shall be made up of three Fund Trustees who provide the oversight and stewardship of the Endowment Fund. The Trustees shall be elected to three-year staggered terms (normally, one elected each year) at the Association's Annual Membership Meeting and will begin serving their three-year term on January 1 of the following year. Trustees may serve consecutive terms if so elected. In the event of a vacancy due to resignation, incapacitation, or otherwise, a temporary replacement Trustee shall be elected by the Board to serve until the next Annual Meeting, at which time the vacancy shall be permanently filled for its remaining term via the annual elections process. The Trustees need not be members of the Board but should be members in good standing and shall be allowed to attend Board meetings.

Section 6 - Communications Committee

The Communications Committee shall be a standing committee of the Association. Its members shall be appointed by the President and approved by the Board. The function of the Communications Committee shall be to periodically, but semiannually at a minimum, share news and information about ABS, its members, and affiliates to inform and encourage members in the pursuit of the Association's Missions and Objectives as further defined in ARTICLE 1, Section 3. This function may be accomplished via print or electronic means to the last known address of members.

Section 7 - Membership Committee

The Membership Committee shall be a standing committee responsible for promoting membership in the Association. It shall also make recommendations for honorary membership and shall help make determinations regarding the rescinding of ABS membership. A priority of the Membership Committee shall be to determine ways to involve and retain younger members.

ARTICLE VIII - ENDOWMENT FUND

Section 1 - General

The purpose of the Endowment Fund (hereinafter referred to as “Fund” or “the Fund”) shall be to provide for long-term annual supplemental funding of the Association’s operations to God’s glory. The Fund shall be placed in the custody of and managed by a trusted and respected investment entity, preferably one with Christian-based principles and purposes. The Fund shall be invested in a “moderate-risk, moderate-return” investment profile. The Association Board shall adopt and maintain policies related to fund operation and management.

Section 2 - Definition and Treatment of the Corpus

The Fund’s corpus shall consist of the accumulation of any and all donations that are made to the Association specifically for the purpose of endowing future operating costs of the Association and any undesignated donations that are received as a result of the death of a benefactor (i.e. memorial gifts). The corpus shall be permanently reserved for investment use only, thereby generating returns for future Kingdom work per below.

Section 3 - Fund Withdrawals and Stabilization of Withdrawals

During the first quarter of each calendar year, an amount equal to 50% of the prior year’s Fund earnings, i.e., investment returns or growth – exclusive of corpus additions, shall be withdrawn and placed in the Association’s general operating fund. The remaining 50%, (the “retained earnings”), shall be left in the Fund for continued investment, but shall not be considered part of the corpus. In any year in which the prior year’s Fund earnings are less than 75% of the immediately prior three-years average Fund earnings (all calculations to be “phased-in” over the first three years of the Fund’s existence), additional earnings may be withdrawn, at the Board’s direction, from previously retained earnings to bring the current year’s withdrawal to no more than 75% of the immediate prior three-years average withdrawal.

In the rare event that it should become necessary, the Board may use a portion of the corpus for the ministry. The Board must have a super majority (75% or more) to use any portion of the corpus. If a portion of the corpus is used, the Board shall strive to replace the used portion in a timeframe and manner set forth when using the funds.

Section 4 - Fund Oversight

The Trustees shall ensure that the investment and operation of the Fund conforms to the Association’s Bylaws and relevant policies and procedures related to the Fund. The Trustees shall confirm to the Association Treasurer the amount of earnings to be withdrawn each year for use in the general work of the Association. The Committee shall coordinate with the Treasurer to maintain a historical database of each year’s corpus additions, corpus balance, earnings/growth, earnings withdrawals, earnings retentions and retained earnings balance of the Fund. This data shall be available for review at the Annual Membership Meeting, and at any other time upon the request of the Executive Committee or the President.

Section 5 - Fund Development

The Association maintains the Joe C. Carrington Society to honor the legacies of our founders. Membership in the Society is based on the donor's lifetime giving. It shall consist of four levels beginning with a minimum donation of \$500. Donors are to be recognized at their highest membership level.

Members of the Society are not required to pay annual dues, but are considered to be members of the Association. Life Members under a former membership plan are to be considered members of the Society at their highest membership level.

Funds received from Society members are considered to be given for the purpose of endowing the Association and will be placed in the appropriate Endowment Fund.

Article IX – CONFLICT OF INTEREST

It is the policy of the Association that all Board members, members of any committee of the Association, and officers and employees of the Association have a duty to be free from the influence of any conflicting interest when they act on behalf of the Association, represent it in negotiations, or advise others in the Association with respect to dealing with third parties. They are expected to deal with suppliers, customers, contractors, and others having dealings with the Association on the sole basis of what is in the best interest of the Association without favor or preference to third parties based on personal consideration.

Article X – AMENDMENTS

The Bylaws of the Association may be amended at any Annual or Special Meeting of the membership of the Association by the majority vote of those present, recognizing that a quorum of ten (10) is necessary for a membership business meeting. Any proposed change of the Bylaws must be submitted to the membership at the time of the notice of the Annual or Special Meeting and in the same manner.

ARTICLE XI – DISSOLUTION

If for any reason the corporation is dissolved and reformed as a successor corporation then all funds including but not limited to the endowment fund shall transfer to the successor corporation. If the corporation is dissolved and not reformed as a successor corporation then the following provisions shall apply. If the Association is to be dissolved, funds shall be expended to hire a Texas Corporate lawyer to assist in the dissolution in accordance with Texas and Federal law. Based on the lawyer's guidance there shall be a specially called meeting of the membership to decide how Association funds, including but not limited to the Endowment Fund, should be allocated to other non-profits who share similar ideals with the Association.

Postscript

Captions (i.e., article and section headings) are inserted into these Bylaws for convenience only and in no way define, limit, or describe the scope or intent of these Bylaws, or any provision hereof, nor in any way affect the interpretation of these Bylaws.

Severance of Clauses. If any provisions of these Bylaws are held illegal or unenforceable in a judicial proceeding, such provision shall be severed and shall be inoperative, and the remainder of these Bylaws shall remain operative and binding.