

*Eagle Scout Association
Greater St. Louis Area Council
Boy Scouts of America*



*By-Laws of
The Eagle Scout Association*

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Laws of the Eagle Scout Association

Greater St. Louis Area Council, Boy Scouts of America

(Revised: May 2009)

I. Membership

The membership shall be open to all Eagle Scouts who are at least eighteen years of age and eligible to be registered with the Greater St. Louis Area Council, B.S.A. Maintenance of the membership shall be dependent upon payment of the annual dues, or by the purchasing of a life membership, said life member shall have all the rights and privileges of any other member.

Scout memberships previously given to youth members of the Greater St. Louis Area Council who have been granted the Eagle Scout rank by the Boy Scouts of America will be honored until the youth's twenty-first birthday. Youth members are required to maintain their membership with the Boy Scouts of America. No new youth memberships will be available and the youth program will be closed on the twenty-first birthday of the youngest current youth member.

II. Meeting

The Association shall hold a general membership meeting AT LEAST annually for the consideration of reports, for the election of new directors, and for the transaction of such other business as may come before the meeting. The meeting shall be held at a time and place most convenient to the membership, so as to achieve the highest possible attendance. Special meetings may be held at such times as the Board of Directors of the Association may prescribe. Upon petitions signed by 10% of the members of the Association or by 50 members or more hereof, the President or Recording Secretary shall call a special meeting of the Association to act upon subject matter specified in such petition. Fifteen members shall constitute a quorum at the annual or at any special meeting of the Association. Notice of any meeting of the Association shall be delivered by mail at least 10 days prior to the date of the meeting.

III. Board of Directors

Section 1. The government of the Association is vested in the Board of Directors. The Board shall have full and complete control of the direction and the affairs of the Association, subject to these By-Laws, and the action of the Association in annual, regular, or special meetings.

Section 2. The Board of Directors shall consist of 24 members of the Association. Previous presidents will be three of the members. Of the remaining 21 members, 7 are elected each year and serve for a three year term; these members can only serve two consecutive three year terms. After an interval of at least one year following two consecutive terms, a member is eligible for re-election. When a vacancy occurs in the Board, such vacancy shall be filled by appointment of the President until the next annual election, at which time the unexpired term shall be filled by election.

Section 3. A Nominating Committee for new Board members, consisting of no less than three nor more than five past presidents, shall be appointed by the President to prepare a list of nominees for election to the Board. The President and Executive Vice President shall serve as ex-officio members of this committee without vote. The Committee shall submit the names of its nominees to the Recording Secretary at least sixty days prior to the date of the annual election and general membership meeting in May. At least 40 days prior to the annual election, the Recording Secretary shall solicit direct nominations for new members of the Board from the membership, and mail a report of the Nominating Committee, by first class mail, to the members of the Association. Prior to closing the nominations, the Committee shall consult each nominee personally and obtain his agreement to serve as either or both an officer of the Association at any time during his term as a Board member, if so elected; or as chairman, or co-chairman of any standing committee or special committee, if so appointed by the President.

Section 4. All additional nominations must be in the hands of the Recording Secretary seven days before the meeting.

Section 5. Members may vote for as many new candidates for the Board as there are vacancies to be filled by election.

Section 6. The Board shall meet within thirty days prior to the annual meeting for the purpose of organization. At this meeting, the Board shall elect the President, Executive Vice President, Vice President/Membership, Vice President/Communications, Vice President! Activities, Recording Secretary, and Treasurer of the Association from its unending term members. These Officers will be installed at the annual meeting and begin conducting the business of the organization immediately.

Section 7. The Board shall organize itself, adopt rules, appoint committees, schedule meetings, etc., in whatsoever manner it chooses in order to carry out its responsibilities under these By-Laws.

Section 8. The President, or in the case of his resignation, death, or inability or disability, the Executive Vice President, may call meetings of the Board of Directors at any time. The Board of Directors will meet at least five times each year following the annual meeting for the purpose of hearing committee reports and conducting business.

Section 9. A quorum of the Board of Directors shall be nine members.

IV Duties of Officers

Section 1. The President shall be the executive head of the Association, presiding at meetings of the Board and of the Association and performing such other duties as may be assigned by the Board.

Section 2. The Executive Vice President shall perform such duties as may be assigned by the President or the Board of Directors. He is responsible for selecting the CPA for the annual audit of the Treasurer's books. In the absence or inability of the President, the Executive Vice President shall have all the powers and duties of the President.

Section 3. The Vice Presidents shall direct and coordinate their office of responsibility, as directed by the *Handbook of Directors, Officers, and Committeemen* (Revised: February, 1995), and shall perform such other duties as may be requested by the President or by the Board of Directors.

Section 4. The Recording Secretary shall record and preserve the minutes of all meetings of the Association and of the Board of Directors; shall maintain the By-Laws by inserting any changes thereto and filing a copy of the updated By-Laws with the Secretary of State of Missouri; and shall do and perform such other duties as may be requested of him by the Board of Directors or as ordinarily and usually pertain to his office.

Section 5. The Treasurer shall receive and/or account for all funds collected for dues, fees or special activities of the Eagle Scout Association. The Treasurer may disburse the funds of the ESA from any of its accounts only after authorization has been received from the Board of Directors or from the appropriate officer or committee chairman. The Treasurer shall keep proper books of account, make an annual report to the Eagle Scout Association, submit financial reports at each meeting of the Board of Directors, and perform such other duties as may be requested of him by the Board of Directors or as ordinarily and usually pertain to this office. An annual review of the Eagle Scout Association financial statement and books by a Certified Public Accountant or other qualified accountant shall be required. This review will be selected by the Executive Vice President.

Section 6. A Nominating Committee for officers shall be appointed by the President from past presidents of the Association. The committee shall consist of no less than three nor more than five members. The President and Executive Vice President shall serve as ex-officio members of this committee without vote. The committee shall submit its nominations to the first meeting of the Board following the annual election of Board members. Before closing its nominations, The committee shall consult each nominee personally and obtain his agreement to serve in the particular office for which he is being nominated.

V. Committees

Standing and special committees shall be appointed by the President from among the Association membership, and shall be responsible to him in his capacity as executive or his designate.

VI. Dues

The annual dues of the Association shall be set by the Board of Directors, and will include the fees for BSA registration as required. Life Membership may be purchased for fifteen times the sum of the annual dues and the B. S. A. registration. The Board of Directors shall then invest the Life Membership amount in a special escrow account and the income shall be used to pay for said life member's dues in this Association, and to annually register such member with the Boy Scouts of America. Should the income be insufficient to cover dues and registration, this Association will pay the balance. Any income above that needed for dues and registration shall be put in the general funds of the organization. Upon the death of a life member, the escrowed principal may be transferred to a Special Project Fund or left in the life escrow account. The approval of two-thirds of those present at a meeting of the Board of Directors shall be required in order to change the dues, the cost a life membership or to establish an assessment. This provision shall not apply to the establishment of prices for social events.

VII. Honorary Membership

This category of membership is established for the purpose of bestowing recognition and honor, by the Eagle Scout Association, to individuals of State, National, or International prominence. Any individual to be considered for honorary membership must hold the rank of "Eagle Scout" and must reside outside the boundaries of the Greater St. Louis Area Council's jurisdiction. Procedures:

1. By a vote of the Board of Directors at any regular or special meeting with a minimum vote of three fourths (3/4) or eighteen votes of the entire Board of Directors being cast in favor.
2. By a vote at any General Membership meeting of the Association with at least twenty-four members present and at least three fourths (3/4) or eighteen votes being cast in favor by those members in attendance.

An honorary membership does not bestow any of the rights or privileges of general or life membership nor is such membership subject to the payment of dues.

VIII. Parliamentary Authority

The rules contained in Robert's Rules of Order, Revised, shall govern the Association in all cases where they are applicable and in which they are not inconsistent with these by-laws or with any rules which the Association may adopt.

IX Amendments

Section 1. The members may amend these by-laws by an affirmative vote of two-thirds of the attending members at any regular or special meeting of the Association held in accordance with all the provisions of by-law II.

Section 2. The by-laws may be amended, also, at any meeting of the Board of Directors by unanimous consent of those present or by an affirmative vote of 16 of the 24 members of the Board of Directors, whichever is applicable based on the number of attending board members.

Section 3. Any member, who desires to offer an amendment to these by-laws, shall file such an amendment with the President. The amendment may become ratified only when approved according to the provisions of these by-laws, Section 1 or 2.