



THE OWASIPPE STAFF ASSOCIATION

Est. 1978

BY-LAWS

(AS AMENDED SEPTEMBER 2011)

ARTICLE 1 NAME

The name of The Corporation shall be the **OWASIPPE STAFF ASSOCIATION**.

ARTICLE 2 PURPOSE, ORGANIZATION & LIMITATIONS

SECTION 1: PURPOSE

The **Owasippe Staff Association, Inc** (OSA) is organized to provide assistance in the maintenance of facilities and in service to the program of the Owasippe Scout Reservation in Blue Lake Township, Michigan, as is deemed necessary and/or feasible by the Owasippe Staff Association in cooperation with the ownership of that facility.

Consistent with this purpose, the Association will:

- 1) Preserve and promote the bond of friendship forged through Owasippe;
- 2) Offer the time, talents, resources and assets of the Association and its membership to Owasippe;
- 3) Provide, wherever possible, for the continued experience of both campers and staff of Owasippe.

SECTION 2: ORGANIZATION

The OSA is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the providing of volunteer services and the making of distributions to Owasippe Scout Reservation and other related organizations that qualify as exempt organizations under section 501(c)(3) of the US Internal Revenue Code, or corresponding section of any future federal tax code.

SECTION 3: LIMITATIONS

- a) No part of the net earnings of the OSA shall inure to the benefit of, or be distributed to its members, trustees, board members, officers, or other private persons, except that the OSA 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.
- b) No substantial part of the activities of the OSA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the OSA shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- c) Notwithstanding any other provision of this document, the OSA shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the US Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the US Internal Revenue Code, or corresponding section of any future federal tax code.
- d) Upon the dissolution of the OSA, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the US Internal Revenue Code, or 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 Court of Common Pleas of the county in which the principal office of the OSA is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

- e) The income of the OSA for each taxable year shall be distributed at such time and in such manner as not to subject it to tax for failure to distribute income. The OSA shall refrain from all prohibited acts of self-dealing, from retaining any excess business holdings, from making any taxable expenditures, and shall not engage in any activity or do any act which will make the OSA subject to any of the provisions of the laws of the United States of America or the State of Illinois defining or regulating private corporations now or hereafter in effect.
- f) No member of The Corporation may hold another member liable for any injuries, losses, or other damages, direct or consequential, suffered at, while participating in, as Last saved by xBxa result of, or in any other way involving an event, function or representation of The Corporation. All members shall hold The Corporation and all other members harmless.

ARTICLE 3

OFFICES

The Corporation shall maintain, in the State of Illinois, a Registered Office and a Registered Agent at such office, and may have other offices within the state.

ARTICLE 4

MEMBERS

SECTION 1:

MEMBERSHIP CATEGORIES

The corporation shall have two membership categories. The requirements shall be as follows.

- 1) **MEMBERS** shall be 18 years or older, voted in by the board, have genuine interest in the Owasisippe Staff Association, and pay dues.
- 2) **HONORARY MEMBERSHIP** may be bestowed by the Board of Directors for life when deemed appropriate. Any membership requirements shall be waived.

SECTION 2:

DUES & FEES

- a) Dues shall be set by the Board of Directors. New members shall pay an initiation fee as well as annual dues. New members joining in the fourth quarter of the year shall be paid in full for the entire following year (Example: A new members who joins in the fourth quarter of 1980 shall be paid in full through December 31, 1981.). Members shall be allowed to pay dues for multiple years from one to ten inclusive.
- b) **Life** membership shall be available to all members. The Board of Directors shall set the amount of dues for life membership.

SECTION 3:

VOTING RIGHTS

Each member shall be entitled to one vote at the Annual Meeting for the purpose of the election of the Board of Directors.

SECTION 4:

GOOD STANDING & REINSTATEMENT

- a) The Board, by affirmative vote of two-thirds of its Directors, may suspend a member for cause after an appropriate hearing and may, by a majority vote of those present at a regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend any member who shall be in default of the payment of dues.
- b) Any member may resign by filing a written resignation with the Secretary.
- c) Upon written request signed by a former member and filed with the Secretary, The Board may, by an affirmative vote of two-thirds of its Directors, reinstate such former member to membership upon such terms as The Board may deem appropriate.
- d) Membership in The Corporation is not transferable or assignable.

ARTICLE 5

ANNUAL MEETING

SECTION 1:

TIME, PURPOSE & NOTIFICATION

- a) The Annual Meeting of the members shall be held in the first quarter of each year for the purpose of the election of the Board of Directors and for the transaction of other such business as may come before the meeting. Newly elected Directors shall take office at the Annual Meeting.
- b) All members shall be notified of the date, time, and place of the Annual Meeting at least 40 days prior to its date.

SECTION 2: QUORUM & VOTING

- a) The members holding one-tenth of the votes shall constitute a quorum at the Annual Meeting.
- b) Each member who is entitled to vote at the Annual meeting may authorize another member to do so by a written, signed proxy, by facsimile transmission (fax), or by electronic mail (e-mail). All such votes will be subject to verification.

**ARTICLE 6
SECTION 1: BOARD OF DIRECTORS
DIRECTORS**

- a) The affairs of The Corporation shall be managed by its Board of Directors. The number of Directors shall be nine (9).
- b) The Board of Directors of the Corporation shall be composed of at least six (6) members from the Staff membership category and no more than three (3) members from the Associate membership category. All Directors must have attained the age of twenty-one (21) years at the time of their election. Directors shall not be professional Boy Scout personnel, no
- c) Effective with the 2005 Annual Meeting and election, the duly appointed Elections Chairman, in conjunction with the Elections Committee, will interview all nominees to determine which would be best suited to run for the Board. The Elections Chairman will present the Board with a slate comprised of no more than 6 candidates (2 for each seat) by the regularly scheduled meeting in January.

SECTION 2: TERM OF OFFICE

- a) Each Director shall serve a three (3) year term with three (3) Directors to be elected at each Annual Meeting. The initial Board will be structured on a staggered basis with three (3) one year terms, three (3) two year terms, and three (3) three year terms.
- b) Effective with the 2005 Annual Meeting and election, Board Members will be limited to 2 consecutive full terms of Board service. Board Members need only sit out for one election to regain election eligibility. Filling a Board vacancy will not count towards this 2 consecutive term limit.
 - i. In the case of a candidate shortage (less than 4 candidates for 3 seats), a sitting Board Member may exceed the 2 consecutive term limit. The duly appointed Elections Chairman, in conjunction with the Elections Committee, will interview sitting Board Members and determine which would be best suited to run beyond the 2 consecutive term limit.

SECTION 3: MEETINGS

- a) A regular Annual Meeting of the Board of Directors shall be held without notice, other than appears in these by-laws, immediately following and at the same place as the Annual Meeting of the members. At this meeting The Board shall elect officers to assume their responsibilities immediately.
- b) The President of The Board or his/her duly appointed representative shall have the authority to call regular meetings of The Board upon written notice to The Board at least ten (10) days prior to each meeting.
- c) The President or his/her duly appointed representative shall have the authority to call special meetings of The Board upon at least seven (7) days oral or written notice to the Board of Directors. Notice of each special meeting shall include a brief description of the business to be conducted at such meeting.

SECTION 4: NOTICE OF MEETING

- a) All notices shall include the date, time, and place of the upcoming meeting.
- b) Notice of any meeting of The Board may be waived in writing by the person entitled to such notice either before or after the meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not called or convened in accordance with these by-laws.

SECTION 5: QUORUM & MAJORITY TO ACT

- a) Two-thirds (2/3) of the Board shall constitute a quorum for the transaction of business at any meeting of The Board.
- b) 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, unless the act of a greater number is required by statute, these by-laws, or the Articles of Incorporation.

SECTION 6: RESIGNATION OR INCAPACITATION OF DIRECTORS (1986)

- a) A Director may, upon his/her own request, relinquish their position as a member of the Board of Directors by filing written notice with the Secretary. The Secretary will notify the remaining Directors of such resignation petition and The Board shall act to accept or reject said petition at its next meeting. If accepted, the Secretary shall declare that a vacancy exists.
- b) Upon notice of the death or incapacitation of a Director, the Secretary shall notify the remaining Directors and declare that a vacancy exists.

SECTION 7: VACANCY (1986)

- a) If a vacancy is declared during the term of an elected Director, the President may nominate a qualifying person to serve on The Board until the next Annual Meeting. The Board shall confirm or reject the nomination. If a nomination is not confirmed by The Board, the President may make such alternate nominations as needed.
- b) The unexpired term of a Director shall be filled by a qualifying member, elected at large, during the next Annual Meeting. The Director(s) filling an unexpired term shall be determined by agreement among those elected at the next Annual Meeting held after the Secretary has declared a vacancy.

ARTICLE 7 OFFICERS

SECTION 1: CORPORATE OFFICERS & TERM OF OFFICE

- a) The officers of The Corporation shall be President, Vice-President, Secretary, and Treasurer and such assistant secretaries and other officers as may be elected by The Board.
- b) All officers shall be members of The Board and shall serve one (1) year terms as officers.

SECTION 2: REMOVAL FROM OFFICE

Any officer may be removed by The Board for cause or whenever, in its judgement, the best interest of The Corporation would be served thereby.

SECTION 3: DUTIES OF THE OFFICERS

- a) The PRESIDENT shall preside at all meetings of The Board. The President shall see that the resolutions and directives of The Board are carried out. The President shall have the authority to appoint committee chairpersons and shall serve as an ex-officio member of all committees. The President may delegate such of his/her authority as The Board may direct.
- b) The VICE-PRESIDENT shall preside in the absence of the President. The Vice-President shall assist the President in the discharge of his/her duties and shall perform other duties as are assigned to him/her by the President or The Board.
- c) The SECRETARY shall be the custodian of the corporate records and the Corporate Seal. The Secretary shall record the minutes of the Annual Meeting and each meeting of The Board, shall see that all notices are duly given in accordance with these by-laws, shall keep a register of all members and Directors, and shall perform all duties incident to the office of Secretary and all other duties as may be assigned to him/her by the President or The Board.
 - 1) Assistant Secretaries shall perform such duties as are assigned to him/her by the Secretary, the President, or The Board.
- d) The TREASURER shall be the principal accounting and fiscal officer of the Corporation. He/she shall:
 - 1) Have charge of and be responsible for the maintenance of adequate books of account for The Corporation;
 - 2) Have charge and custody of all funds of The Corporation and be responsible therefor and for the receipt and disbursement thereof;
 - 3) Perform all duties incident to the office of Treasurer and such other duties as may be assigned to him/her by the President or The Board.

ARTICLE 8 COMMITTEES

SECTION 1: EXECUTIVE COMMITTEE

The Executive Committee shall consist of the President, Vice-President, Secretary, and Treasurer, and shall have the authority to act on behalf of The Corporation between Board Meetings in any matter prescribed by The Board.

SECTION 2:

OTHER COMMITTEES

- a) Other committees may be created which shall act in an advisory capacity and shall have the responsibility to recommend action to The Board. Each committee chairperson and committee member shall be a member of The Corporation. The members of these committees need not be members of The Board. Committees may be created by a resolution of a majority of the Directors present at a meeting at which a quorum is present. Any of these committee members may be removed by the person authorized to appoint such member whenever, in his/her judgement, the best interest of The Corporation shall be served by such removal.
- b) Each member of a committee shall continue as such until the next Annual Meeting or until a successor is appointed unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member of The Corporation.
- c) Vacancies in the membership of any committee may be filled by appointees made in the same manner as provided in the case of original appointments.
- d) Unless otherwise provided in the resolution of The Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE 9

AUTHORIZATION TO ACT

The Board of Directors may authorize any officer or officers as agent or agents of The Corporation to enter into any contract or execute and deliver any instrument or accept any contribution, gift, bequest, or devise for the general purposes or for any special purposes in the name of and on behalf of The Corporation by resolution of The Board.

ARTICLE 10
SECTION 1:

BOOKS AND RECORDS
REQUIRED BOOKS & RECORDS

- a) The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Annual Meeting, Board of Directors meetings, committee meetings, and other activities.
- b) A record containing a list of names and addresses of the members of The Corporation entitled to vote at the Annual Meeting shall be kept at the Registered or Principal office of The Corporation.

SECTION 2:

INSPECTION OF BOOKS & RECORDS

All books and records of The Corporation may be inspected by any member or his/her agent or attorney for any proper purpose at any reasonable time.

ARTICLE 11

FISCAL YEAR

The fiscal year of The Corporation shall begin on the first day of January and end on the last day of December each year.

ARTICLE 12

PARLIAMENTARY ORDER

Roberts Rules of Order, Revised, shall be the parliamentary authority and shall govern all proceedings of The Corporation.

ARTICLE 13
SECTION 1:

AMENDMENTS
REQUIRED MAJORITY

These by-laws may be altered, amended, or repealed and new by-laws may be adopted by two-thirds (2/3) vote of the Board of Directors.

SECTION 2:

NOTICE OF PROPOSED AMENDMENT

Notice and a text of any proposed amendment shall be mailed and/or emailed to each Director at his/her address as shown in the records of The Corporation, not less than ten (10) days prior to the meeting at which the proposed amendment is to be considered.

ARTICLE 14

DISSOLUTION

The Corporation may be dissolved only by unanimous vote of the entire Board of Directors.

ARTICLE 15

EFFECTIVE DATE

These by-laws shall become effective January 6, 1978.

Ratified and sealed on the 14th day of December, 1977, by the Charter Members as the first Board of Directors:

Tom Crissey
Ronald Kulak
Bill Lotter

Larry Miller
Chuck Nagel
Philip Niziol

John Norman
Joseph Sener
Scott Weber