

BY-LAWS
OF THE
NORTHERN NEW JERSEY COUNCIL,
BOY SCOUTS OF AMERICA, INC.

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ARTICLE I - NAME AND ORGANIZATION

The name of the Corporation is the Northern New Jersey Council, Boy Scouts of America, Inc. designated by the Boy Scouts of America as Council No. _____, sometimes referred to in these By-Laws as the "Corporation" or the "Council".

ARTICLE II - PURPOSE AND RESPONSIBILITIES

Section 1. Purpose

The Corporation shall promote, within the territory covered by the charter from time to time granted it by the Boy Scouts of America and in accordance with the Congressional Charter, By-Laws, and Rules and Regulations of the Boy Scouts of America, the Scouting program of promoting the ability of boys and young men and women to do things for themselves and others, training them in scoutcraft, and teaching them patriotism, courage, self-reliance, and kindred virtues, using the methods which are now in common use by the Boy Scouts of America. In achieving this purpose, emphasis shall be placed upon the educational program of the Boy Scouts of America and the oaths, promises, and codes of the Scouting program for character development, citizenship, training and mental and physical fitness.

The Corporation shall fulfill the basic purpose of the Scouting movement within its territory through multiple Districts making scouting training available to all boys and young men and women and serving organizations and community groups using the Scouting program while maintaining standards and policies, protecting official badges and insignia, and providing adequate leadership and support.

Section 2. Responsibilities.

The responsibilities of the Corporation shall be controlled and directed by the Boy Scouts of America through its By-Laws and Rules and Regulations.

It shall be the duty of the Corporation to promote the program of Scouting through the organization and registration annually of units and their personnel, also to provide leadership and supervision of all program activities within the territory covered by its charter, in such a manner as to ensure compliance with the provisions of the By-Laws of the Boy Scouts of America and the Rules and Regulations thereof.

The Corporation shall guard against the use of the Official uniform and insignia by persons not officially registered with the Boy Scouts of America and shall bring to the attention of the Boy Scouts of America any violation of regulations not within its power to prevent or any attempt to commercialize the Scouting movement.

The Corporation shall through its Scout Executive and other representatives make the benefits of the Scouting program known to all organizations or community groups having contact with youth life and cooperate in the organization of units so that boys and young men and women may have the benefits of the Scouting program.

The Corporation shall provide means for assisting chartered organizations in securing and training qualified persons to serve as unit leaders and assistants. The Corporation shall provide facilities and leadership in order that Scouts under its jurisdiction may have the opportunity to have a year-around outdoor program, summer day and overnight camp experiences and high adventure experiences, all with adequate facilities and proper supervision.

The Corporation shall provide procedures for advancement in order that youth members may meet the various requirements of rank as authorized by the Boy Scouts of America, under such conditions as will reduce to a minimum the necessity of traveling a great distance from home or of interfering with school work or home duties.

The Corporation shall cooperate with the Boy Scouts of America in the selection of stores located within its territory, for appointment as authorized and licensed distributors of official uniforms, literature, and equipment. A sufficient number of stores shall be authorized by the Boy Scouts of America to provide adequate service to the youth and adult members in the territory served by the Corporation.

ARTICLE III-MEMBERS

Section 1. Number, Classes and Qualifications

The membership of the Corporation shall be composed of active members and may also include associate members and honorary members; the corporate membership shall be known and designated collectively as the "Northern New Jersey Council, Boy Scouts of America." All active, associate, and honorary members must meet the membership qualifications established by Article Six of the Corporation's Certificate of Incorporation. The Corporation also may enroll sustaining members. Sustaining members shall not be part of the corporate membership of the Corporation unless elected as associate members.

Active Members. The active membership of the Council shall consist of Chartered Organization Representatives and members at large. A "Chartered Organization Representative," who shall be other than a unit leader or assistant leader, shall be elected or appointed by each organization or community group to which a charter is granted by the Boy Scouts of America, to operate one or more recognized Scouting units and to serve as a member of the Council as representative of that organization or group. Members at large of the 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 Council shall have not fewer than 100 active members. At all times Charter Organization Representatives shall constitute a majority of the active membership of the Council.

Associate Members. The active members of the Council may elect as associate members of the Council persons desiring to maintain an active Scout membership without assignment to active service. Associate members shall have no vote but may wear the uniform and insignia of lay members without office.

Sustaining Members. The Corporation may enroll as sustaining members persons desiring to be identified with the Corporation through their financial support and influence in expansion of the Corporation's program. Sustaining members who satisfy the eligibility requirements may be elected as associate members. Sustaining members shall have no vote.

Honorary Members. The active members of the Council may elect as honorary members of the Council persons whose election may further the Scouting program. Honorary members shall have no vote.

Section 2. Election and Term; Vacancies.

Active Members. Chartered Organization Representatives shall become active members of the Council upon their election or appointment by their respective chartered organizations or community groups and upon their being registered by the Boy Scouts of America as Chartered Organization Representatives. Each Chartered Organization Representative shall continue to be an active member at the pleasure of such organization or community group, but in any event only during such time as such organization or community group shall continue to hold a charter from the Boy Scouts of America to operate a unit. Each member at large shall be elected at the annual meeting of the 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 Council.

Associate and Honorary Members. Associate members and honorary members of the Council shall be elected at the annual meeting of the 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 Council.

Vacancies in Active Membership. A vacancy in the active membership of the Council caused by the death, resignation, removal or failure to qualify of a Charter Organization Representative shall be filled by the chartered organization or community group which initially elected or appointed the Chartered Organization Representative. A vacancy in the active membership of the Council caused by the death, resignation, removal, or failure to qualify of a member at large may be filled by the Board of Directors of the Corporation and the member at large so elected shall hold office until the conclusion of the next succeeding annual meeting of the Council. Nominations to fill vacancies shall be made by the Nominating Committee.

Section 3. Meetings.

Annual Meeting. The annual meeting of the Council shall be held at such place within the Corporation's territory, or on property that is owned or leased by the Corporation that is not located within the Corporation's territory, and at such time as the Board of Directors of the Corporation may determine. The purposes of the annual meeting of the Council shall be (a) receiving annual reports of the Board of Directors, officers, and various committees, (b) electing members at large, associate and honorary members of the Council, National Council members, regular members of the Board of Directors, and officers of the Corporation other than the Scout Executive, (c) receiving and approving financial statements showing the financial position of the Corporation as of the close of its most recent complete fiscal year and the result of operations during such year, and (d) transacting such other business as may come before the meeting.

Other Regular Meetings. In addition to the annual meeting, the Council may have such other regular meetings as may be established by resolution of the Board of Directors of the Corporation. Each regular meeting shall be held at such place within the Corporation's territory, or on property that

is owned or leased by the Corporation that is not located within the Corporation's territory, and at such time as the President or the Board of Directors may specify.

Special Meetings. Special meetings of the Council may be called by the President or the Board of Directors at any time and shall be called within sixty (60) days upon the request in writing of at least one-fifth of the active members of the Council (such request specifying the object of the special meeting). Special meetings shall be held at such place within the Corporation's territory, or on property that is owned or leased by the Corporation that is not located within the Corporation's territory, and at such time as the President or Board of Directors may specify, except that a special meeting called to consider a proposal to merge or consolidate with one or more Corporations which are chartered Councils of the Boy Scouts of America may, to the extent permitted by law, be held in the territory of one of such Corporations if the President or the Board of Directors shall so specify.

Notice. A written notice of any meeting of the Council, regular or special, shall be mailed to each member of the Council who is entitled to attend the meeting at least twenty (20) days, or forty five (45) days in the case of the annual meeting (see Section 4), in advance thereof and shall indicate the time and place of and the business to be transacted at the meeting.

Quorum. A quorum for the Council meetings shall be five percent (5%) of the active members of the Council.

Attendance of Meetings. Voting. All active, honorary, and associate members of the Council shall be entitled to attend any meeting of the Council. The Council may invite other persons to attend Council meetings but such persons shall have no vote. Each active member of the Council present at a Council meeting shall be entitled to one vote, and voting by proxy shall not be permitted. Nominations for elective office shall only be made by the Nominating Committee, and nomination from the floor shall not be permitted. Voting at a meeting of the Council may be by ballot, voice, or show of hands, as the chairman of the meeting may rule unless otherwise determined by the members entitled to vote. Unless otherwise required by law, the Certificate of incorporation or these By-Laws, any question presented to a meeting of the Council at which a quorum is present shall be determined by a majority of those actually voting.

Section 4. Nominating Committee.

At least ninety (90) days prior to the annual meeting of the Council, the President shall appoint, with the approval of the Board of Directors, not fewer than twelve but not more than twenty active members of the Council to serve as a Nominating Committee. At the annual meeting of the Council, the Nominating Committee shall nominate persons to be elected as members at large of the Council, associate and honorary members of the Council, regular members of the Board of Directors, National Council members, and officers of the Corporation, other than the Scout Executive. The notice of the annual meeting should be mailed at least forty-five (45) days prior to the meeting, announcing the membership of the Nominating Committee so that active members of the Council may make recommendations of possible nominees to the Committee for its consideration. Recommendations to the Committee shall be made in writing at least twenty (20) days prior to the meeting. The Nominating Committee shall refrain from nominating for re-election to the Board of Directors any one whose support of the Council during the current term has not been appreciable.

Section 5. Committee on Program and Resolutions

At least sixty (60) days prior to each regular meeting of the Council including the annual meeting, the President may appoint, with the approval of the Board of Directors, not fewer than six nor

more than ten active members of the Council to serve as a Committee on Program and Resolutions for the next regular Council meeting. The notice of such meeting mailed to members of the Council shall announce the membership of this Committee and shall invite suggestions from each active member of the Council for the arrangement of the program and resolutions to be considered at the meeting. All suggestions to the committee shall be in writing. The Committee shall consider and present to the meeting of the Council or to the appropriate committee of the Board of Directors with recommendations, all suggestions made to it at least fourteen (14) days prior to the meeting or which it itself proposes for consideration and action. If a Committee on Program and Resolutions is appointed, no resolution shall be considered at any regular meeting of the Council unless it has first been presented to or proposed by the Committee in accordance with this section.

ARTICLE IV - THE BOARD OF DIRECTORS

Section 1. Powers and Functions.

The Board of Directors shall be the governing body of the Corporation and shall manage its affairs. The Board of Directors shall be the reviewing authority with respect to the matters within the Scouting movement which arise in the territory of the Corporation. The Board of Directors shall be responsible for developing policy and management objectives and shall have the power to raise and disburse funds for operating and capital purposes, to hold all property and assets of the Corporation, to set budgets, engage in financial transactions, employ the Scout Executive, enter contracts, acquire, manage and dispose of the Corporations real assets and other properties such as capital facilities and endowment, and shall have full operating power and authority for the management of the Council's affairs.

Section 2. Membership.

The Board of Directors shall be comprised of not less than twenty (20) and not more than two hundred fifty (250) people (excluding honorary and emeritus members) from the active membership of the Council, subject to the following:

Membership will be open to all persons regardless of race, creed, color or sex and consistent with all other requirements of the Boy Scouts of America regarding conduct, allegiance, responsibilities and privileges appertaining thereto.

Membership of the Board of Directors shall include, but shall not be limited to, the following:

1. The officers of the Corporation including the Scout Executive who shall not vote.
2. The Chairmen of the several District Committees, upon their being approved by the Board of Directors.
3. Not more than (2) youth members, who shall be registered Explorers or Scouts appointed by the Council President, with the approval of the Board of Directors to serve for a term of one year.

Section 3. Election and Term; Vacancies

All members of the Board of Directors shall be elected at the annual meeting of the Council. Members of the Board of Directors are subject to annual registration with the Boy Scouts of America and reaffirmation by the membership of the Council to serve as members of the Board of Directors on an annual basis. The members so elected to the Board of Directors shall take office immediately following such meeting, and shall continue in office until the conclusion of the next succeeding annual

meeting of the Council and until their respective successors are elected and qualify. Chairmen of the Standing Committees of the Board of Directors shall take office as members of the Board of Directors upon their being appointed by the President and approved by the Board of Directors. District chairmen shall take office as members of the Board upon their being approved by the Board.

In the event of the death, resignation or removal of any regular member or officer or of his or her failure to qualify as a member of the Board of Directors, the Board of Directors may elect an eligible person to fill the vacancy so created for the unexpired period of the term of office

Section 4. Meetings; Quorum; Voting.

The Board of Directors shall meet at such time and place as the Board of Directors may direct and in any event at least four times annually. Special meetings of the Board of Directors may be called by the Executive Committee of the Board of Directors or by the President and shall be called within thirty (30) days upon the written request of at least one-fifth (1/5) of the members of the Board of Directors (which request shall specify the purpose of such special meeting). A notice of each meeting of the Board of Directors shall be mailed to each member at least five (5) days in advance of the meeting.

One-third (1/3) of the members of the Board of Directors shall constitute a quorum for all purposes.

Unless otherwise required by law, by the Certificate of Incorporation or these By-Laws, all questions presented to a meeting of the Board of Directors at which a quorum is present shall be decided by a majority of those actually voting.

ARTICLE V - COMMITTEES OF THE BOARD OF DIRECTORS

Section 1. Committees; Appointment.

There shall be an Executive Committee consisting of the persons and having the powers specified in Section 2 of this Article.

In addition, subject to the provisions of Section 3 of this Article, the Board of Directors shall form Standing Committees, each of which shall have such powers and responsibilities as may be provided by resolution of the Board of Directors in accordance with guidelines and procedures from time to time recommended by the Boy Scouts of America. Members of such Committees shall be appointed annually by the President with the advice and approval of the Board, at the regular meeting of the Board next following the annual meeting of the Council. They shall be active members of the Council or persons otherwise satisfying the qualifications set forth in Article III, Sections 1 and 2. In the event that a person other than the chairman of a Committee is not a member of the Council and is appointed to such a Committee, that person shall be elected as a member at large of the Council. As provided in Article IV, Section 2, of these By-Laws, the Chairmen of the Committees shall, by reason of their positions as such, be members of the Board. All actions of the Committees shall be subject to the approval of the Board of Directors.

The members of a Board Committee may consist of members of the Board and also other persons it, or the appropriate Committee chairman, may from time to time deem appropriate to associate to its purpose.

Section 2. Executive Committee.

The Executive Committee shall be composed of:

1. The officers of the Corporation including the Scout Executive (who shall have no vote); and
2. Such other members of the Board of Directors, not to exceed sixty (60), as may be elected by the Board of Directors.

The Executive Committee of the Board of Directors shall have and may exercise all the necessary powers of the Board in the management of the Corporation during the intervals between the meetings of the Board, but in no event shall the Executive Committee act contrary to action theretofore taken by the Board. Minutes shall be kept of all Executive Committee action and be reported to the ensuing meeting of the Board of Directors.

Meetings of the Executive Committee may be called at any time by the President and shall be called by the President within thirty (30) days upon the request of three or more members of the Executive Committee. It shall be the general practice of the Executive Committee to meet in those months in which the Board of Directors does not meet. All meetings of the Executive Committee shall be held on at least three (3) days written notice or one-day notice by facsimile. A majority of the voting members of the Executive Committee shall constitute a quorum.

Section 3. Standing Committees.

The Corporation shall have committees of the Board as may be authorized by the Boy Scouts of America Operations Manual. These shall be known as Standing Committees. Standing Committees of the Board of Directors shall be responsible for the development and effectiveness of programs and policies of the Corporation in accordance with standards and requirements as established by the Boy Scouts of America. They shall perform functions in the following areas:

1. Membership;
2. Finance;
3. Administration;
4. Program; and
5. Unit Service.

The committees shall be so organized as to provide for the coordination of their work throughout the entire territory of the Corporation. The Committees shall be concerned with the development of policy, program, and procedures as approved by the Board in the interest of the uniform development and extension of Scouting throughout the territory of the Corporation. There shall be a chairman for each of the Standing Committees who shall be an officer of the Corporation.

Committees shall function throughout the year, meeting as often as may be necessary in the judgment of the respective Committee chairman, the President, or the Scout Executive.

Committees shall be guided by the program materials and manuals made available by the national office of the Boy Scouts of America and shall make recommendations in light of their experience and knowledge of conditions.

Section 4. Special Committees.

Other committees which shall be known as Special Committees may be formed by the Board to handle special functions and to serve at the pleasure of the Board.

ARTICLE VI - OFFICERS

Section I. Officers; Elections and Appointment.

The officers of the Corporation shall be a President, the Chairmen of the Standing Committees who shall be Committee Vice Presidents, four (4) Executive Vice Presidents, a Treasurer, a Council Commissioner, and a Scout Executive who shall also fill the office of Secretary. From time to time, based on the needs of the Council and with the approval of the Board of Directors, the President may add additional officer positions as needed. The officers, with the exception of the Scout Executive, shall be elected at the annual meeting of the Council. They shall take office immediately following such meeting, and shall hold office until the conclusion of the next succeeding annual meeting of the Council and until their respective successors are elected and shall qualify. The President may not be elected to serve more than two (2) successive years. Vacancies in these offices occurring between annual meetings of the Council may be filled by the Board of Directors, as provided in Section 3 of Article IV.

The Council may, upon the nomination of the Board of Directors, create honorary offices or positions and elect persons to fill the offices so created. The holders of honorary offices or positions shall have no duties or vote.

Section 2. President.

The President shall serve as Chairman of meetings of the Council, the Board of Directors, the Executive Committee, and shall be a member ex-officio of all Committees of the Board, and shall perform such other functions as herein provided or as are assigned by the Board. The President is automatically elected by the National Council to serve as a local representative to the National Council during the term of office. The President shall have the power to execute documents on behalf of the Corporation pursuant to authorization by the Board of Directors.

Section 3. Executive Vice Presidents.

The Executive Vice Presidents shall perform such functions as may be assigned to them by the Board of Directors. Pursuant to the authorization of the Board of Directors or Executive Committee, or subject thereto, an Executive Vice President may act for the President in the absence of the President or in the event of the inability of the President to act.

Section 4. Treasurer.

The Treasurer shall be responsible, through methods of internal control, for 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, and however acquired. The Treasurer shall present annually to the Board of Directors a statement of all income and expenses during the next proceeding fiscal year, together with a statement of all assets, liabilities, and fund balances of the Corporation as at 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 Board of Directors or

the 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 office of the Boy Scouts of America. The Treasurer shall also present interim period reports as required by the Board.

An Assistant Treasurer may be appointed by the Treasurer, subject to the approval of the Board of Directors to serve at the pleasure of the Board of Directors. The Treasurer and Assistant Treasurer shall be bonded.

Section 5. Secretary

As more fully provided in Section 7 of Article VI, the Scout Executive shall act at all times as Secretary of the Council.

Section 6. Council Commissioner.

The Council Commissioner is responsible for seeing that the unit service function is performed. The Council Commissioner shall:

- (a) Supervise the activities of the commissioner staff and preside at Council wide meetings of district commissioners and conduct commissioner conferences;
- (b) Give leadership to the recruiting and training of an adequate commissioner staff so as to provide continuing and effective commissioner service to each unit;
- (c) Maintain the standards of the Boy Scouts of America, uphold national policies, promote proper uniforms and the correct wearing of insignia;
- (d) Be concerned with the proper recognition of unit leaders and the maintenance of their morale, and report unit conditions to the Board of Directors;
- (e) Help the district commissioners to maintain a good working relationship with their respective District committees;
- (f) Maintain procedures that will assure maximum unit charter renewals;
- (g) Assist the President, in the capacity of uniformed council officer, representing the President where assigned at appropriate Council and District events;
- (h) Support the district chairmen by providing supplemental training to the district Cub Scout Commissioners and district Scout Commissioners where these exist;
- (i) Serve as the program "quality control" officer of the Council as directed by the President; and
- (j) Provide service to Explorer units where needed.

The Council Commissioner shall be at least twenty-one (21) years of age, and election shall be subject to the approval of the National Council. The approval will be evidenced by the issuance by the Boy Scouts of America of a commission as Council Commissioner. The Council Commissioner shall work with the President to secure help by the Council committees in meeting unit needs. He is automatically elected by the National Council to serve on the National Council as a representative of the Council during his term in office.

Section 7. Scout Executive.

Scout Executive shall be appointed by, and shall serve at the pleasure of, the Board of Directors. The Scout Executive must be recommended by the Boy Scouts of America and have been commissioned as Scout Executive by the Boy Scouts of America. The Scout Executive shall be the Chief Executive Officer of the Corporation and shall have general direction over the administrative

work of the Corporation, subject to the authority and direction of the Board of Directors. The Scout Executive shall serve as the Secretary of the Council, the Board of Directors, its Executive Committee, and all other committees of the Board, and shall be a member ex-officio of all committees of the Board but without vote.

The Scout Executive shall designate one or more members of the professional staff to serve as secretaries of District committees and, when necessary, committees of the Board.

The Scout Executive shall be responsible for the administration of the scouting program within the territory of the Corporation and for making effective within such territory the policies and programs of the Corporation in accordance with the policies of the Boy Scouts of America as from time to time announced by it.

The 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 Board of Directors may direct.

The 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.

The Scout Executive may with the prior approval of the Board of Directors delegate to any staff officer or employee authority in writing to execute such leases, contracts, and other instruments as may be deemed desirable. Subject to the provisions of these By-Laws and the direction of the Board, the Scout Executive shall have the power to appoint and remove all employees of the Corporation other than members of the professional staff and to direct their work.

The Scout Executive shall see that notices are sent to those elected as members of the Council and the Board of Directors and as officers of the Corporation and to those appointed as members of committees, and shall cause notices to be issued regarding all meetings for which provision is made hereunder and shall be responsible for the minutes of all meetings of the Council, Board of Directors, and committees of which the Scout Executive is Secretary.

The 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 Board of Directors 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 Board of Directors concerning any problems of which the Board should be advised, together with recommendations and suggestions for the good of the movement requiring action by the Board of Directors.

The Scout Executive may with the approval of the Board of Directors appoint one or more Deputy Scout Executives. Each Deputy Scout Executive shall serve as Assistant Secretary of the Corporation. In the absence of a Deputy Scout Executive, the Scout Executive may with the approval of the Board of Directors appoint an Assistant Secretary for the Corporation. The Scout Executive may assign such duties to the Deputy Scout Executive and Assistant Secretary as he shall from time to time see fit.

The Scout Executive shall prepare an annual report covering the activities and achievements of the Corporation which, with the approval of the Board, shall be presented to the annual meeting of the 10

Council, transmitted to the National Office of the Boy Scouts of America, and made public to the communities within the territory of the Corporation.

ARTICLE VII - NATIONAL COUNCIL MEMBERS

At its annual meeting, the Council shall elect from its active membership such number of National Council members as the Corporation is entitled to under the By-Laws of the Boy Scouts of America, to hold office until the conclusion of the next annual meeting of the Council and until their successors are elected and qualify. National Council members shall attend the annual meeting, and any special meetings, of the National Council of the Boy Scouts of America and shall participate in its proceedings and perform such other duties as may be assigned to them by the Executive Board or the National Council of the Boy Scouts of America. As liaison officers between this Corporation and the National Council, they shall:

- (a) present the point of view of the Corporation to the National Council in respect to matters of national policy and procedure, and
- (b) interpret to the Corporation decisions and policies of the National Council and assist the Corporation in its responsibility to make effective and bring about an understanding among local Scouters of such decisions and policies of the National Council.

National Council members shall serve as members of the Regional Committee and shall attend all Regional Committee meetings and participate in the proceedings thereof. The duly elected President and Council Commissioner are automatically elected by the National Council to serve as Council representatives during their terms of office.

ARTICLE VIII - COMMISSIONER STAFF AND PROFESSIONAL STAFF

Section 1. Commissioner Staff.

The commissioner staff may be composed of the Council Commissioner, one or more Assistant Council Commissioners, District Commissioners, Assistant District Commissioners, Roundtable Commissioners, and Unit Commissioners. Each such scouter shall be a volunteer, at least twenty-one years of age and one to whom the Boy Scouts of America has issued a commission for the post in which he is to serve.

The Council/District Commissioner staff, subject to the approval of the Board of Directors, shall be selected in the manner set forth in the operations manual of the Boy Scouts of America for the Council's adopted plan of Council and District organization, the Rules and Regulations of the Boy Scouts of America, and these By-Laws.

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 By-Laws, policies, procedures, and the Rules and Regulations of the Boy Scouts of America.

Section 2. Professional Staff.

The Corporation shall employ individuals in professional positions who have been recommended by and commissioned as such by the Boy Scouts of America. Such members of the professional staff shall be appointed to office by the Board of Directors upon the recommendation of

the Scout Executive and shall serve, under the direction and supervision of the Scout Executive, at the pleasure of the Board of Directors and the Scout Executive.

Duties of members of the professional staff shall be as defined by the Scout Executive with the approval of the Board. They may be designated so as to indicate their respective functions, but all professional titles shall first be approved by the Boy Scouts of America.

ARTICLE IX - DISTRICT ORGANIZATION

Section 1. Organization and Function.

For purposes of area service and administration, the Corporation's territory may be divided geographically into such Districts as its Board of Directors from time to time determines, subject to the Rules and Regulations of the Boy Scouts of America. The Corporation shall supervise Scouting in each District through the active members of the Council residing within the District and such additional District members as may be elected.

Section 2. District Committee.

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, the purpose of the District Committee 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.

Section 3. District Committee Officers.

Each District Committee shall elect a chairman and vice chairmen as may be required, in such a manner as set forth in the official operations manual of the Boy Scouts of America and election procedures approved by the Board of Directors of the Corporation. The District Chairmen shall be nominated for election to the Board in accordance with Article IV, Section 2, of these By-Laws.

Section 4. Meetings of the District Committee.

The District Committee shall meet at such time and place, preferably within the District, as may be fixed by the Committee or its chairman. The business transacted at each meeting shall address the functions of operations: membership/relationships, finance, program, support and unit service, and shall be concerned with service to chartered organizations and to units within the District. It shall include the receiving of reports from the chairmen of various committees, the Scout Executive or designee (as secretary of the District Committee), and the District commissioner, and such other business as the chairman and officers and Scout Executive may indicate.

The District Committee meeting immediately preceding the annual meeting of the Corporation shall be the annual meeting of the District. At least ninety (90) days prior thereto a nominating committee from the membership of the District Committee and approved by the President shall make 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. The President may add additional members to the District nominating committee from the Executive Board or the community.

Section 5. District Operating Committees.

Each District may have such committees as approved by the Board of Directors and as authorized by the Boy Scouts of America operations manual. Each District shall be responsible for cooperating in making effective the policies and programs adopted by the Board.

The chairmen of committees of the District shall be appointed by the District chairman with the approval of the President and the District Committee. The members of these committees shall be appointed by the District chairmen, upon the recommendation of the respective committee chairmen.

ARTICLE X - UNIT DESIGNATIONS, CHARTERS, ADMINISTRATION AND FUNDS

Section 1. Unit Designation.

All units within the Corporation's territory shall be designated by the name of the community in which the unit is located or by the name of the chartered organization or community group operating the unit, and by a serial number assigned by the Corporation.

Section 2. Approval of Unit Charters.

The Board of Directors shall review or shall authorize a committee or individual to review all applications by community or chartered organizations within the Corporation's territory for new charters or renewal of charters and the Board shall forward its recommendation with respect to each such application to the National Office of the Boy Scouts of America.

Section 3. Unit Program and Administration

The program and administration of each unit shall be the responsibility of the unit leader in consultation with, and subject to the Rules and Regulations and By-Laws of the Boy Scouts of American and to the approval of the unit committee and the Chartered Organization Representative of the organization or community group operating such a unit.

Section 4. Unit Funds.

The unit leader or the unit committee, or both, may maintain for the benefit of the unit a bank account into which shall be deposited contributions and proceeds of money earning efforts by unit members. Funds shall not be solicited, accepted or maintained in such an account in an amount that shall exceed at any given time the reasonable and proper unit program requirements detailed record of all transactions in respect of such account shall be maintained by the unit leader or by the unit committee and such record shall be made available upon request for inspection by an authorized professional or volunteer scouter.

Section 5. Unit Funds upon Dissolution.

In the event of the dissolution of a unit or the revocation or lapse of its charter, 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 its reorganization or the development of other plans, with the approval of the corporation, for the use of such development, citizenship training, mental and physical fitness for the youth of that organization or, by the agreement of those involved, shall be used

elsewhere for the promotion of the program of the Boy Scouts of America.

ARTICLE XI - FINANCES AND PROPERTY

Section 1. Raising Funds.

All money raised or received by, and all property acquired for the benefit of the Corporation or a unit under its jurisdiction shall be deemed to be received or acquired for the benefit of Scouting as interpreted and promoted by the Boy Scouts of America, in accordance with the Rules and Regulations and procedures from time to time adopted by the Boy Scouts of America.

Subject to the Rules and Regulations adopted by the Boy Scouts of America, the Corporation shall control the raising and expenditure of all funds for 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 Rules and Regulations of the Boy Scouts of America pertaining to the raising of funds for Scouting purposes.

Neither the Corporation nor any unit under its jurisdiction shall have any authority to bind the Boy Scouts of America to any financial obligation whatever.

Section 2. Control of Funds and Property.

Budget. The Board of Directors shall, preceding the commencement of each fiscal year, consider and adopt a budget of estimated expenditures by the Corporation for such fiscal year. No funds shall be expended by the Corporation during a fiscal year without the authorization of the Board of Directors or the Executive Committee for any item not covered by, or in excess of the amount authorized by, the budget for such year.

General Funds. All funds of the Corporation and all 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 such depositories as shall be approved by the Board of Directors or Executive Committee. The funds shall be disbursed only upon the authority of the Board of Directors, Executive Committee, or upon the order of officers of the Corporation duly authorized by the Board or the Executive Committee. In any event, the signatures of at least two authorized persons shall be required for the dispersal of funds.

All monies received by or collected for or in behalf of the Council, the National Council, the Divisions, committees or activities shall be deposited to the credit of the Council. Special accounts and special funds may be maintained only when specifically authorized by the Board of Directors or the Executive Committee of the Council.

All receipts from registration fees, Boys' Life subscriptions, and any other funds of the Boy Scouts of America which are received by this Corporation for transmission to the Boy Scouts of America shall be carefully segregated, through bookkeeping and accounting procedures, as established by the Boy Scouts of America.

All persons having access to any funds (general or special) of the Corporation shall be bonded, unless specifically exempted by the Board of Directors or the Executive Committee of the Corporation.

Special Funds. The Corporation may create special funds for specific purposes to be used in the interest of the Boy Scouts of America by the Corporation or a unit under its jurisdiction. Such

special funds may be established by recordation in proper accounts on the books of the Corporation and shall, if required by direction of the Board of Directors or by the terms of a gift or bequest, be deposited in a bank or trust company in trust for the use of the Corporation or the unit, with the provision in the statement of the conditions governing the administering of the trust that in the event of the dissolution of the unit or Corporation or revocation, termination, or lapse of its charter, said trustee will, after satisfying any claims against such fund, turn over to the Boy Scouts of America the balance for use by the Boy Scouts of America for the benefit of Scouting locally and for the specific purposes for which the fund was granted. If, after a reasonable period, there is no suitable opportunity for the use of said fund locally, it may be used elsewhere.

Real Estate. The Corporation may hold title to real property in its own name. In the event of the dissolution of the Corporation or the revocation or termination of its charter, title to the real property of the Corporation or the net proceeds from the sale thereof shall be transferred to the Boy Scouts of America. Title to real property acquired for the Corporation may also be vested in a bank or trust company in trust for the use of the Corporation, where appropriate in accordance with the wishes of the donor, with a provision in the trust deed that in the event of the dissolution of the Corporation or the revocation or termination of its charter, the trustee, after satisfying any claims against the Corporation to which such property may be subject, will convey said property or pay the net proceeds from a sale of the property to the Boy Scouts of America. which shall hold or use said property or funds for the benefit of Scouting in which the Corporation is located or elsewhere if after a reasonable period there is not suitable opportunity to use said property or funds in said territory.

Title to all real estate received or acquired for a unit under the jurisdiction of the Corporation shall be vested in (a) the name of the Corporation (if the Corporation agrees to hold title to the property), (b) the operator of such a unit (if the operator is a corporation and is a chartered organization), or (c) a bank or trust company, in each case in trust for the use of the unit, where appropriate in accordance with the wishes of the donor, with a provision in the trust deed that in the event of the dissolution of the unit or the revocation, termination, or lapse of its charter, the trustee will, after satisfying any claim against such unit to which such real estate may be subject, hold the property upon the instructions of the Corporation or, if so instructed, convey said property or pay the net proceeds from a sale of the property to the Corporation, which shall hold or use said property or funds for the benefit of Scouting in the District which the unit is located or elsewhere if, after a reasonable period, there is not a suitable opportunity to use said property or funds in such District.

Securities. The securities of the Corporation shall be deposited in any such deposit vault or vaults or with such bank or banks, trust company or trust companies, or such other depositories as may from time to time be designated by the Board of Directors, Executive Committee, or Finance committee. Access to the securities may be had as provided by resolutions of the Board or Executive Committee and not otherwise.

Audit. A statement of all income and expenses of the Corporation during each fiscal year and a statement of all assets, liabilities, and fund balances of the Corporation as at the end of such year shall be duly audited and certified annually to the Corporation in accordance with generally accepted auditing standards, by certified public accountants or other recognized independent public accountants approved by the Board of Directors or Executive Committee.

ARTICLE XII - ADDITIONAL ADMINISTRATIVE MATTERS

Section 1. Indemnification.

Any person made a party to any action, suit, or proceeding, civil or criminal, by reason of the

fact that such person, or his or her testator or intestate, is or was a member of the Board or Directors or of a committee of the Board of the Corporation, a National Council officer or member, an employee of the Corporation, or a director, officer, or employee of any corporation in which he or she served as such at the request of the Corporation, or a member of the commissioner staff of the Corporation, or a member of a District committee or a District officer under the jurisdiction of the Corporation, shall be indemnified by the Corporation against the reasonable expenses, (including amounts paid or incurred by way of judgment or settlement, including attorney's fees), actually and necessarily incurred by him or her in connection with defense of such action, suit, or proceeding, whether or not such defense shall be successful in whole or in part, or in connection with any appeal therein or any settlement thereof, except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding that such person is liable for negligence or misconduct in the performance of duties. Such indemnification, if afforded, shall not be deemed exclusive of any other rights to which such persons may be entitled apart from this Section. This Section shall not be deemed to limit any power or exclude any right of the Corporation to provide any additional or other indemnity or right for any Board member, officer, employee, or other persons. If this Section should be invalid or ineffective in any respect, the validity and effect of the Section in any other respect shall not be affected.

Section 2. Contracts. Checks. Drafts. etc.

Except as otherwise provided by law or in these By-Laws, such officer or officers, employee or employees, or agent or agents of the Corporation as shall be specified by the Board or the 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 Board or Executive Committee and such authority may be general or confined to specific instances.

Except as otherwise provided by law or in these By-Laws, 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 Board or Executive Committee.

Section 3. Notices and Waivers.

Whenever any notice is required by these By-Laws or by any law to be given to any member of the Council, member of the Board or of any Committee or to any officer, such notice except as otherwise provided by these By-Laws or by any law may be given personally or by mail or facsimile directed to such person at his address as the same is officially recorded in the records of the Council. Any notice given by mail shall be deemed to have been given when it shall have been deposited in a post office, in a regularly maintained letter box, or with a postal carrier. Any notice by facsimile should be deemed to have been given when it shall have been delivered for transmission. A waiver of any such notice in writing, 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 4. Action Without a Meeting.

Except to the extent otherwise restricted by any applicable law, any action required or permitted to be taken at any meeting of the Board or any committee thereof may be taken without a meeting if prior to such action a written consent thereto is signed by all members of the Board of Directors or committee and such written consent is filed with the minutes of the proceedings of the Board or committee.

Section 5. Fiscal Year.

The fiscal year of the Corporation shall be January 1 through December 31.

Section 6. Seal.

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 "Northern New Jersey Council, Boy Scouts of America" around the circle and shall be used only as authorized.

Section 7. Amendment.

These By-Laws may be amended at any meeting of the Board, upon the recommendation of the Executive Committee of the Board of Directors, or when the proposed amendment has been sent to members of the Board at least fifteen (15) days in advance of the meeting. All amendments to these By-Laws must be approved by the National Office of the Boy Scouts of America before being submitted to the Board for adoption.

15-Sept-98