

BYLAWS OF THE VIRGINIA EPISCOPAL SCOUTERS ASSOCIATION

Article I: Name and Objectives

Section 1 – NAME: The name of this association shall be the “Virginia Episcopal Scouters Association, Inc.,” hereinafter referred to as “The Association” or “VA-ESA.”

Section 2 – OBJECTIVES: The objectives of VA-ESA are:

1. To support local Episcopal churches in the outreach and ministry to children, youth, and families.
2. To encourage Episcopal congregations to become chartered partners with the Boy Scouts of America by using one or more Scouting programs as an integral part of the local church’s ministry.
3. To recognize, strengthen, and help sustain existing Scouting units in Episcopal Churches.
4. To encourage Episcopal churches with Scouting ministries to include the entire Scouting program.
5. To encourage the spiritual growth of children and youth through involvement in the God and Country Religious Emblems Program.
6. To encourage the chaplaincy ministry in individual Scouting units as well as at the district and council levels, particularly in summer camp.
7. To assist Virginia Boy Scout councils in the promotion of the “duty to God” concept and in the establishment and support of Scouting units in Episcopal churches.
8. To serve as an advisory group to the Virginia councils of the Boy Scouts of America in matters relative to Scouting in Episcopal churches.
9. To encourage the use of the Saint George’s Award as recognition for adults involved with ministry to children and youth through Scouting under Episcopal auspices.
10. To provide training opportunities for Episcopal Scouters and other Episcopal leaders involved in Scouting ministries.
11. To encourage the organization of Episcopal committees on Scouting where appropriate.

Article II: Membership

Section 1 – GENERAL: General membership shall consist of those adult Episcopal members who have maintained their dues in the National association. They shall have a voice in matters of the association and a vote at the annual meeting of the general membership.

Section 2 – ASSOCIATE: Associate membership shall consist of those members who do not wish to be members of the National Association, but wish to participate only in the Virginia Association. They shall have a voice in matters of the association and a vote at the annual meeting of the general membership.

Section 3 – HONORARY: The Executive Board of the VA-ESA may, from time to time, award honorary membership for outstanding service and support in

furthering the objectives of VA-ESA. Honorary members shall not have a vote in the matters of the association.

Section 4 – REMOVAL: The Executive Board of this association reserves the right to deny or terminate the membership of any individuals determined to be acting against the purposes and guidelines of the association.

Section 7 – Dues: Annual dues shall be payable in advance. Dues shall be fixed by the Executive Board. Any changes in the dues amount shall be announced a minimum of ninety (90) days prior to the date set for annual membership renewal (January 1.) Members in arrears more than thirty (30) days may, at the discretion of the Executive Board, be suspended from all rights and privileges until such dues are paid. Members in arrears on full year shall be removed from the membership rolls.

Article III: Meetings

Section 1 – ANNUAL MEETING: The annual meeting of this association shall be held in conjunction with the national annual meetings of the Diocese of Virginia in January of each year. Notice will be given in writing to the last known address of each VA-ESA member and shall be considered as written notice of the annual meeting in the event of change.

Section 2 – SPECIAL MEETINGS: Special meetings may be called at any time by the president or, in case of illness or inability, by a majority vote of the officers.

Section 3 – QUORUM: At any meeting of the members, five (5) members present shall constitute a quorum to transact business. Absentee voting may be permitted. Votes may be cast by members not in attendance, on agenda items mailed to members prior to the meetings.

Section 4 – PRESIDING OFFICER: The president of the association shall preside at all meetings of the corporation. In the president's absence, the vice president or presidential appointee shall serve in that capacity.

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: Executive Board

Section 1 – FUNCTIONS: The Executive Board shall serve as the association ad interim. All business related to the work of VA-ESA may be conducted by the Executive Board with the exception of amending the bylaws.

Section 2 – MEMBERSHIP: Membership on the Executive Board shall consist of the association's officers (president, vice presidents, regional vice presidents, secretary, treasurer, and chaplain), the immediate past president and chairpersons of the standing committees, namely Nominating, Religious Award, Membership, Communications, Chaplaincy, and Finance/Development. Up to six members-at-large may also serve on the Executive Board, if deemed necessary by the board or the general membership of VA-ESA.

Section 3 QUORUM: At any meeting of the Executive Board, five (5) shall constitute a quorum to transact business. This quorum could be accomplished by electronic means.

Section 4 – MEETINGS: There shall be at least two (2) meetings each year of the Executive Board, which may be a telephone conference call immediately preceding the national annual committee meetings, and one of the meetings immediately before the association's annual meeting. Other Executive Board meetings may be called by the president or by majority vote of the officers.

Section 5 – REPORTS: The Executive Board shall report annually to the general membership.

Article V: Officers

Section 1 – OFFICERS: The officers of this association shall consist of the president, vice president, regional vice presidents, secretary, treasurer, and chaplain. The president of the association shall be ex-officio, the president of the corporation. Officers shall be elected biannually at the annual business meeting of the members of the association. Newly elected officers assume their office immediately upon election or appointment according to the provisions of Article V, Section 3. All officers of VA-ESA must be registered members of the Boy Scouts of America.

Section 2 – TERM OF OFFICE: The term of office as president of the corporation shall coincide with his/her tenure as president of VA-ESA. The tenure of president, vice presidents, regional vice presidents, secretary, treasurer, and chaplain 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 upon that person's resignation or by his/her removal. The vice president shall automatically assume the office and duties as president of the corporation. In the event of multi vice presidents or a vice president unable or unwilling to accept the position, the Executive Board will appoint a president. Any vacancy occurring in the offices of vice presidents, regional vice presidents, secretary, or treasurer shall be filled by an appointment of the president, and confirmed by the Executive Board at the next scheduled meeting of the membership of the association. Any person so appointed to such an office shall hold the office for the un-expired term. Officers may be removed by a two-thirds vote of the membership assembled for a regular or duly called special meeting of the general membership.

Article VI: Duties of Officers and Committees

Section 1 – PRESIDENT: The president of the association shall preside at all meetings of the membership and shall sign any documents requiring the signature of an officer of the corporation. The president shall appoint the standing committees as well as other special committees deemed necessary by the general membership or the Executive Board. Appointment

of standing committee chairpersons shall be approved by the Executive Board. The president(or his representative) shall represent VA-ESA at the annual meeting of the National Association.

Section 2 – VICE PRESIDENT(S): The vice president(s) of the corporation shall also be designated as the statutory agent of the corporation and shall preside at any business meeting at which the president of the association is absent.

Section 3 – REGIONAL VICE PRESIDENTS: A person from each Virginia Council coinciding with the council structure of the Boy Scouts of America shall serve as a coordinator of VA-ESA work in that Council. This person shall also foster a district structure within his or her assigned area. The regional vice presidents shall represent VA-ESA on the Religious Relationships Committees of the Councils they serve.

Section 4 – SECRETARY: The secretary of the association shall fulfill the duties of that position by taking minutes at all regular and called meetings of the association and the Executive Board meetings of VA-ESA. The secretary shall also be responsible for sending written notices of the scheduled meetings.

Section 5 – TREASURER: The treasurer of the corporation shall accurately and completely record all of the financial transaction of the association. The treasurer shall be responsible for such commercial financial accounts as are necessary to carry on the business of the association. The treasurer shall report at all meetings of the general membership and Executive Board with these reports being submitted for audit.

Section 6 – CHAPLAIN: The chaplain shall serve as the spiritual and devotional leader of the association.

Section 7 – NOMINATING COMMITTEE: A nominating committee shall be appointed by the Executive Board no later than six (6) months prior to the annual meeting. The nominating committee shall be responsible for proposing to the general membership a slate of officers, as well as members-at-large, to the Executive Board.

Section 8 – RELIGIOUS AWARDS COMMITTEE: In cooperation with the Program of Religious Activities with Youth (P.R.A.Y.), the God and Country/St. George Committee shall be responsible for supervising the administration and promotion of the God and Country Religious Emblems Program as well as the St. George Award. The committee shall also recommend changes in these programs whenever such changes are deemed necessary or advisable. Chairman of this Committee shall be a Vice President and the VA-ESA liaison to P.R.A.Y.

Section 9 – MEMBERSHIP COMMITTEE: The Membership Committee shall be responsible for promoting membership in the Virginia Episcopal Scouters Association. They shall also make recommendations for honorary membership and shall help make determinations regarding the rescinding of VA-ESA membership.

Section 10 – COMMUNICATIONS COMMITTEE: The Committee shall supervise all publications authorized by the Executive Board. New publications and revisions shall be reviewed by this Committee.

Section 11 – CHAPLAINCY COMMITTEE: The Chaplaincy Committee shall foster the concept of local unit chaplains and chaplain aides. They shall work with local Scout councils to assure the presence of chaplains at district and council events, including summer camps.

Section 12 – FINANCE/DEVELOPMENT COMMITTEE: The finance/development committee shall consider all matters related to the financial affairs of the association and report such considerations to the membership. In concert with VA-ESA officers, they shall recommend the annual membership dues. And, they shall administer a plan for encouraging individuals and groups to endow the association.

Article VII: Amendments

The bylaws of this association may be amended at any annual meeting of the membership of the association by majority vote of those present recognizing that a quorum is necessary for a business meeting. Any proposed change of the bylaws must be submitted in writing, including electronic submissions, to the members of the association, or published on the VA-ESA Website, thirty (30) days prior to the meeting at which a vote is to be taken.