

**BY-LAWS OF THE EAGLE SCOUT ASSOCIATION OF
THE GREATER ST. LOUIS AREA COUNCIL, BOY SCOUTS OF AMERICA**

I. Membership

The membership shall be open to all Eagle Scouts who are at least eighteen years of age. 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.

II. Meetings

The Association shall hold a general membership meeting AT LEAST annually for the consideration of reports, for the election of new members of the Board of Directors, and for the transaction of such other business as may come before the meeting. Special meetings may be held at such times as the Board of Directors of the Association may prescribe. Upon petitions signed by ten percent (10%) of the members of the Association or by fifty (50) members or more hereof, the President or Recording Secretary shall call a special meeting of the Association to Act upon the subject matter specified in such petition. Ten percent (10%) of the 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 provided to the membership at least 10 days prior to 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 to the action of the Association in annual, regular or special meetings.

Section 2. The Board of Directors shall consist of eighteen (18) members of the Association. The past three (3) presidents will be three (3) of the members. Of the remaining fifteen (15) members, five (5) are elected each year and serve for a three (3) year term. When a vacancy occurs on 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 will be appointed by the President at least ninety (90) days prior to the annual meeting, consisting of no less than three nor more than five past presidents, to prepare a list of nominees for election to the Board. The

President and Executive Vice President shall serve as ex-officio members of the 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 forty (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 (7) days before the annual meeting.

Section 5. 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, 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 6. 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 7. 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 8. A quorum of the Board of Directors shall be seven (7) members.

IV. *Duties of Officers*

The Officers of the Association shall direct and coordinate their office responsibilities as directed by the *Handbook of Directors, Officers, and Committeemen*, and shall perform such other duties as may be requested by the President or the Board of Directors.

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. In the absence of inability of the President, the Executive Vice President shall have all the powers and duties of the President.

Section 3. 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 4. The Treasurer shall receive and/or account for all funds collected or 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 general membership, 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 shall be performed by the Financial Committee. At their discretion, a full audit by an outside auditor may be requested.

V. Committees

Standing and special committees, as set forth in the *Handbook of Directors, Officers, and Committeemen*, 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. Life Membership may be purchased for fifteen times the sum of the annual dues. 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 qualified members who purchase a life membership prior to January 1, 2011 with the Boy Scouts of America. 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 of 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 reside outside the boundaries of the Greater St. Louis Area Council's boundaries. Either of the following procedures may be used to select this individual:

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 twelve (12) 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 member in attendance.

Any honorary membership does not bestow any of the rights or privileges of general or life membership nor is such membership subject to 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. The President shall appoint a Parliamentarian who shall be familiar with the By-Laws of the Association. This Parliamentarian shall provide advice and guidance regarding the adherence to the By-Law by the Officers and Board of Directors of the Association.

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 an affirmative vote of twelve (12) of the eighteen (18) members of the Board of Directors.

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 the by-laws, Section 1 or 2.