

MINUTES
EXECUTIVE BOARD MEETING
DECEMBER 20, 2016
Klingner & Associates, PC – Burlington & Quincy

Executive Board Attendance

Quincy

Rick Atwood
Brent Babyak
Bill Daniels
Bob Dickson
Will Duryea
Greg Feldberg
Sarah Fernandez
Jack Freiburg
Dennis Gorman
Jack Gunsten
Cecil Haskins
Joe Henning
Bill Paxton
Jeff Spear
Jeff Terry

Burlington

Donna Buss
Greg Humphrey
Gina Lanning
Jon Manley
John McKillip
Kevin Mineart
Dennis Stewart
Ron Teater

Other Attendance

Todd Lamison
Rosanna Voss

Heather Huebner
David Lane

Envision 2020 PowerPoint was projected during the gathering time. It highlighted some of our Envision 2020 projects that have been worked on this year.

Council President Joe Henning called the meeting to order at 5:30 p.m. Quorum was declared. Heather Huebner, new District Executive who will be serving the new district, was introduced. Heather had been River Valley District Executive from 2010 to 2014. She also served as 2016 Council Membership Chair. Membership Coins were presented to the Council Membership Team, consisting of Rick Atwood, Jon Manley, Joe Henning, Sarah Fernandez and Todd Lamison.

Joe also announced that Heath Richmond tendered his resignation as Senior District Executive effective the end of this year. He will take a management position at Hy-Vee. The Compensation and Benefit Committee will determine appropriate actions to fill this vacancy.

Action Items:

- ◆ MOTION (by Bill Daniels, seconded by Kevin Mineart) TO APPROVE THE OCTOBER BOARD MINUTES AS SUBMITTED. Motion carried.
- ◆ MOTION (by Ron Teater, seconded by Brent Babyak) TO ACCEPT THE NOVEMBER EXECUTIVE COMMITTEE MINUTES AS SUBMITTED. Motion carried.
- ◆ MOTION (by Bill Daniels, seconded by Dennis Gorman) TO ACCEPT THE SKID LOADER PROPOSAL ELECTRONIC VOTE AS SUBMITTED. Motion carried.
- ◆ MOTION (by Jeff Terry, seconded by Bill Daniels) TO ACCEPT THE FORESTRY SPENDING PROPOSAL ELECTRONIC VOTE AS SUBMITTED. Motion carried.
- ◆ MOTION (by Kevin Mineart, seconded by Ron Teater) TO APPROVE THE TREASURER'S REPORT AS PRESENTED. Motion carried.
- ◆ MOTION (by John McKillip, seconded by Brent Babyak) TO ACCEPT THE 2017 BUDGET AS PRESENTED. Motion carried.
- ◆ MOTION (by Greg Humphrey, seconded by Greg Feldberg) THAT THE MISSISSIPPI VALLEY COUNCIL ENGAGE THE CPA FIRM OF GRAY HUNTER STENN, LLP TO PERFORM AN AUDIT OF THE FINANCIAL STATEMENTS AND PREPARE THE TAX RETURNS AND RELATED DOCUMENTS FOR THE MISSISSIPPI VALLEY COUNCIL 141, BOY SCOUTS OF AMERICA, AS OF AND FOR THE YEAR ENDING DECEMBER 31, 2016. Motion carried.
- ◆ MOTION (by Ron Teater, seconded by Greg Humphrey) TO APPROVE THE ADOPTION OF NEW BYLAWS DURING THE ANNUAL MEETING. Motion carried.
- ◆ MOTION (by Dennis Gorman, seconded by Kevin Mineart) TO APPROVE A 1% HOLIDAY BONUS FOR FULL-TIME STAFF PRORATED BASED UPON THE NUMBER OF MONTHS EACH HAS BEEN EMPLOYED IN 2016. Motion carried.

Report Items:

- ◆ Treasurer's Report (John McKillip): Income Statement – FOS is running behind budget by about \$19,000. Approximately \$8,000 of FOS pledges are still receivable. Year-to-date Special Events ahead of budget by about \$10,000 and \$5,900 over last year. Scout Shops, for the month, again exceeded budget and year-to-date about \$10,000 over budget and \$4,600 ahead of last year. Popcorn cost of goods sold will be reduced by about \$20,000 in December for Trails End marketing support received in December compared to November 2015. Investment Income exceeds year-end budget, primarily due to BSAAM and Seeley Trust. Net Income year-to-date is \$3,500 under last year and exceeds the full-year budget by \$17,500. Staff is projecting to end the year at about \$65,000 surplus. Balance Sheet – Operating Cash is \$158,000 better than last year. Accounts Payable is up about \$109,000 (popcorn). Deferred Activity Expense (asset) and Deferred Activity Revenue (liability) both up due to Jamboree.
- ◆ 2017 Budget (John McKillip): The budget process was tweaked from last year, but very similar to last year. After everything was all said and done, the projected budget shows Total Support and Revenue as \$1,318,321; Total Expenses as \$1,303,164; with Net Revenue/Expense ending 2017 as \$15,157.

- ◆ 2016 Audit (Greg Humphrey): Greg reported the Audit Committee met May 17th. The 2015 Audit was accepted by the Board by Electronic Vote on May 23, 2016. The Engagement letter for this upcoming year needs to be approved this evening. Greg brought forth a motion to engage the CPA firm of Gray Hunter Stenn, LLP to perform an audit of the financial statements and prepare the tax returns and related documents for the Council as of and for the year ending December 31, 2016.
- ◆ OLD BUSINESS - Bylaws Committee (Ron Teater): The updated bylaws had been tabled because we had additional changes from National in October. Most were clarifications. The Bylaws Committee has received the concerns and made a change that National approve, which they did, on clarification of assets. Ron Teater made a motion to approve the bylaws as presented and to adopt the new bylaws during the Annual Meeting.
- ◆ Vice President Reports and Discussion (Kevin Mineart): Kevin reviewed the following reports – Nominating Committee report that was submitted by the VP Human Resources. Kevin pointed out that this report consists of bios of the new committed board members. – Marketing report stating that Sarah did a great job with the year in review. – Program Report reported 39 Eagle Scouts year-to-date. Donna Buss mentioned there are 17 more for December. – First VP report consisted of the skid steer and forestry proposals. A small group got together to review the information from Dave Cornell at National. The group spent quite a bit of time reviewing the camp maps and making a long list of corrections to the maps. When the maps are returned, a document will be created to accompany the maps; these will be used for the Envision 2020 Plan. Kevin also stated an Envision 2020 Plan Update was also included in the board packet.
- ◆ Additional Reports and Discussion (Cecil Haskins): Cecil asked if there were any additions to the submitted reports. OA Chief Jack Gunsten reported the annual Winter Banquet was held on December 10th at Trinity Methodist Church in Keokuk. There will be a Lodge Leadership Development (LLD) meeting at Camp Eastman on February 18th. Lodge leadership wants to turn this into more of a fun day with training.
- ◆ Council Commissioner's Remarks (Cecil Haskins): As we finish the year, Journey to Excellence is amazing as of December 17, 2016. Our points are nearly double last year for JTE. The Commissioner Staff thanks the staff support for all they do. As Cecil is closing in on the end of his board service, he thanked Todd who has done a very good job for the Council.
- ◆ Scout Executive's Remarks (Todd Lamison): It is time for the holidays and gifts. One of the gifts for the Council is we will be a Gold JTE Council. We have growth in Membership where most of the country is struggling with that. We have more Cub Scouts than last year, even if we remove the new Lion Program. We are impacting young lives and retaining them. Youth Protection Training rates are at the top of the country. Service Hours are at the top of the country. We have growth in special events. It all comes down to our great staff, 100% of whom are giving to FOS at this point. The redistricting process is bringing a lot of energy back to him. The Nominating Committee has done a really good job getting us back to bylaws standards. Todd then called Cecil Haskins and Jack Gunsten forward. The Council has a new tradition of announcing Silver Beaver recipients. Jack announced that Cecil Haskins has been a dedicated Scouter to the Council for many years and Cecil is one of the Silver Beaver Award recipients. Everyone is invited to attend the annual meeting on February 11th and support Cecil.

- ◆ Council President’s Remarks (Joe Henning): This is a busy time of year. Fall was packed with a lot of activities. Having been on Wood Badge staff, Joe was able to see what impacts the Envision 2020 camp projects will have on our program. He is excited for Scouters to continue and complete these projects. Joe also reported on the potential new office location. The Executive Committee was asked in November if they were open to looking at locations, which they were. Several members visited and toured a property on 6th & Jefferson in Quincy. They spent about an hour there talking about our needs as a Council and saw this site as a potential property. The Council will continue to look into that property and also across the city in general. We don’t want to rush into something, but the time has come; we have outgrown our facility. We will continue to investigate properties. If you have any properties you think we should look at, please forward that information on to us. A lot of discussions have to take place before we make a final decision. The biggest regret Joe has as Council President is that we could not get off center of this. As we go into the Christmas season, Joe encouraged everyone to take some time with their families. We are all doing noble work for Scouting, but that can also suck up time. Joe encouraged everyone to mark their calendars for the February 11th Council meeting.

In Executive Session, the Board approved a 1% Holiday Bonus for full-time staff prorated based upon the number of months each has been employed in 2016.

Joe presented Cecil with his 35-year Veteran Award.

Meeting declared adjourned at 6:12 p.m.

Respectfully submitted,

Todd Lamison
Scout Executive

Attest: _____
Joe Henning, Council President

/rcv

MINUTES
EXECUTIVE BOARD MEETING
OCTOBER 18, 2016
Trinity United Methodist Church, Keokuk

Executive Board Attendance

Rick Atwood	Jack Freiburg	Jon Manley
Brent Babyak	Jack Gunsten	Kevin Mineart
Donna Buss	Parker Hanks	Josh Schier
Bill Daniels	Cecil Haskins	Dennis Stewart
Bob Dickson	Joe Henning	Ron Teater
Greg Feldberg	Gina Lanning	Jeff Terry
Sarah Fernandez	John McKillip	

Other Attendance

Mike Hausch	David Lane	Scot Sullivan
Todd Lamison	Bruce Moechnig	Rosanna Voss
	Jesse Roper	

Council President Joe Henning welcomed everyone and introduced Jess Roper, Membership Growth Coach from National Office.

Joe Henning called the meeting to order at 6:41 p.m. Quorum was declared.

Action Items:

- ◆ MOTION (by Cecil Haskins, seconded by Jeff Terry) TO APPROVE THE JULY BOARD MINUTES AS SUBMITTED. Motion carried.
- ◆ MOTION (by Ron Teater, seconded by Greg Feldberg) TO ACCEPT THE SEPTEMBER EXECUTIVE COMMITTEE MINUTES AS SUBMITTED. Motion carried.
- ◆ MOTION (by Kevin Mineart, seconded by Greg Feldberg) TO APPROVE THE TREASURER'S REPORT AS PRESENTED. Motion carried.
- ◆ MOTION (by Ron Teater, seconded by Brent Babyak) TO APPROVE S. SCOT SULLIVAN AS A NEW ADVISORY COUNCIL MEMBER BY VIRTUE OF POSITION AS TRIBE ADVISOR; AND, PARKER HANKS AS COUNCIL MEMBER-AT-LARGE AND YOUTH EXECUTIVE BOARD MEMBER BY VIRTUE OF POSITION AS TRIBE CHIEF. Motion carried.
- ◆ MOTION (by Bill Daniels, seconded by Greg Feldberg) TO ACCEPT THE RECOMMENDATION BY THE EXECUTIVE COMMITTEE TO ADOPT THE COMPENSATION AND BENEFITS COMMITTEE'S PROPOSED CHANGES IN THE EMPLOYEE MANUAL EFFECTIVE JANUARY 1, 2017. Motion carried.
- ◆ MOTION (by John McKillip, seconded by Brent Babyak) TO ACCEPT THE RECOMMENDATION BY THE EXECUTIVE COMMITTEE TO CREATE A NEW

DISTRICT THAT COMPRISES ALL AREAS PREVIOUSLY SERVICED BY RIVER VALLEY AND EAGLE RIDGE DISTRICTS EFFECTIVE JANUARY 1, 2017. Motion carried.

- ◆ MOTION (by Greg Feldberg, seconded by Jeff Terry) TO ACCEPT THE RECOMMENDATION BY THE EXECUTIVE COMMITTEE AND COMPENSATION & BENEFITS COMMITTEE TO CHANGE STAFF POSITIONS AND STRUCTURE EFFECTIVE JANUARY 1, 2017. THE CHANGES ARE AS FOLLOWS: ADD ASSISTANT SCOUT EXECUTIVE AND REMOVE PROGRAM DIRECTOR; ADD DEVELOPMENT DIRECTOR, REMOVE DISTRICT DIRECTOR; REMOVE OFFICE MANAGER TO ADD EXECUTIVE ASSISTANT; REMOVE SENIOR ACCOUNTANT TO ADD A SENIOR ACCOUNTING ADMIN; REMOVE PROGRAM MANAGER TO ADD AN ADMIN FOR FIELD & PROGRAM. Motion carried.
- ◆ MOTION (by Ron Teater) TO TABLE THE RECOMMENDATION BY THE EXECUTIVE COMMITTEE UNTIL DECEMBER EXECUTIVE BOARD MEETING ADOPTING NEW BYLAWS DURING THE ANNUAL MEETING UNTIL NATIONAL SENDS OUT A NEW SET OF BYLAWS.

Report Items:

- ◆ Treasurer's Report (John McKillip): Income Statement – FOS is \$20,500 below year-to-date budget. The campaign was scheduled to be completed by June 30. Special Events for the month is the Golf Tournament. It was budgeted for September, but will happen in October and is expected to exceed budget. Scout Shops had a tremendous month attributable to Lions merchandise. Investment Income exceeds year-end budget. BSAAM is the major reason, also Seeley Trust. Camp Fees are about equal with budget. Cub Adventure Camp was \$3,000 below budget, Webelos Camp was \$5,900 better than budget, SSR was \$15,000 below budget, and CE was \$12,500 above budget. Camp-Other Income was \$15,000 better than budget for SSR Year-round. Both Travel and Insurance are under budget. Net Income year-to-date is \$16,700 better than last year. Balance Sheet – Operating Cash is \$29,000 better than last year. Total Cash about \$33,000 better than last year. Deferred Activity Expense (Asset) and Deferred Revenue (Liability) both up due to Jamboree. Increased inventory is popcorn. That will be reclassified to Cost of Goods Sold as income is received. Increased Accounts Payable is also popcorn.
- ◆ Compensation & Benefits Report (Bob Dickson & Joe Henning): With the change in Fair Labor Standards Act (FLSA) laws, National BSA released a new employee manual suggesting that all employees are compensated with PTO time and no vacation. Two high-performing employees will be available to promotion outside the Council if not provided a promotion. The Compensation & Benefits Committee suggests changing to PTO, reducing maximum bank, revising Short Term Disability (STD), expanding the standard work week to 40 hours. As part of this, the Executive Committee recommended to the Executive Board redistricting to two Districts (suggesting merging Eagle Ridge and River Valley Districts). The Council Key 3 held two Fireside Chats (one at Wood Badge and the other at the Council Camporee). An Exploratory Committee also met. Overall, the tone of the meetings was supportive. Ultimately, the decision is up to the Executive Board.

- ◆ Bylaws Committee (Ron Teater): The Council's Bylaw Committee met in August to review the National Template for Local Council Bylaws. Since then, National has updated the template. Ron Teater tabled the Executive Committee's recommendation until the December Executive Board Meeting to adopt the bylaws during the Annual Meeting.
- ◆ 2017 FOS Board Campaign (Kevin Mineart): We are hoping to get more board involvement and to have board commitments for 2017 turned in before the end of 2016. Individual pledge cards will be mailed to board members with Executive Committee members as team leaders.
- ◆ Vice President Reports and Discussion (Kevin Mineart): Kevin reviewed the Marketing report that submitted by VP Marketing Sarah Fernandez. The Marketing Committee had to regroup and reorganize with the failed attempt at the billboard placements and advertising. We are still in a holding pattern with the table tents and the website. The Facebook page and current website are still active and informative and a great tool for the Council.
- ◆ Additional Reports and Discussion (Cecil Haskins): Cecil asked if there were any additions to the submitted reports. As there were none, reports were accepted.
- ◆ Council Commissioner's Remarks (Cecil Haskins): Cecil reported on the JTE Dashboard – Fundraising jumped up from 2.41 to 3.14; Boy Scout Advancement jumped from 5.14 to 8.47; Membership Growth jumped from 5.84 to 7.72. The Commissioner Staff is organized to be at Roundtable in November for recharter. The Council is heading in the right direction. Rechartering will be round-robin format at each District's Roundtable in November.
- ◆ Scout Executive's Remarks (Todd Lamison): Todd thanked everyone for attending tonight's meeting. He asked everyone participating in or staffing Wood Badge to stand; eleven stood and were recognized with applause. Todd stated that having this many of our board involved in Wood Badge is amazing. The golf outing was led by Joe and a good event.
- ◆ Council President's Remarks (Joe Henning): Joe gave "kudos" to everyone in attendance for doing their homework and being prepared. He thought there would be more discussion this evening. Key people will be brought in to help make the restructuring happen. Joe asked Board members to be in the trenches supporting Scouting. He stated this is a bittersweet moment as his term as President comes to an end. Joe asked everyone to make an effort to try to be at the Annual Meeting in February at the Pzazz! in Burlington. The staff works very hard to make the meeting entertaining. He thanked everyone for doing what they do for the Board, which can be a thankless job. Joe stated he appreciates each Board member.

Meeting declared adjourned at 7:11 p.m.

Respectfully submitted,

Todd Lamison
Scout Executive

Attest: _____
Joe Henning, Council President

/rcv

MINUTES
EXECUTIVE COMMITTEE MEETING
NOVEMBER 15, 2016
VIDEOCONFERENCE
John Wood Community College in Quincy
Notre Dame High School in Burlington

Attendance:

Quincy

Rick Atwood
Brent Babyak
Bill Daniels
Bob Dickson
Cecil Haskins
Joe Henning

Burlington

Donna Buss
John McKillip
Kevin Mineart
Ron Teater

Others:

Todd Lamison
David Lane
Rosanna Voss

Nathan Smith

President Joe Henning called the meeting to order at 5:33 p.m.

Action Items:

- MOTION (by Bill Daniels, seconded by Cecil Haskins) TO APPROVE THE MINUTES OF THE SEPTEMBER 20, 2016 EXECUTIVE COMMITTEE. Motion carried.
- MOTION (by Kevin Mineart, seconded by Ron Teater) TO APPROVE THE TREASURER’S REPORT AS PRESENTED. Motion carried.
- MOTION (by Brent Babyak, seconded by Bill Daniels) TO APPROVE THE BURLINGTON/WEST BURLINGTON UNITED WAY STATEMENT OF AGREEMENT. Motion carried.
- MOTION (by Bill Daniels, seconded by Ron Teater) TO ACCEPT AND RECOMMEND TO THE EXECUTIVE BOARD FOR APPROVAL BY EMAIL VOTE FORESTRY FUNDS DESIGNATION: EXPAND THE USES OF THE BUILDING AND VEHICLE PORTION OF THE BOARD DESIGNATED FORESTRY FUNDS TO INCLUDE ROAD MAINTENANCE AND ALLOCATE THE \$116,654.40 FROM THE 2016 CUT TO THIS EXPANDED CATEGORY. Motion carried.
- MOTION (by Bill Daniels, seconded by Ron Teater) TO AUTHORIZE AND RECOMMEND TO THE EXECUTIVE BOARD FOR APPROVAL BY EMAIL VOTE TO THE PURCHASE OF SKID LOADER: AUTHORIZE EXPENDITURES FROM THE BUILDINGS, VEHICLES, AND ROAD MAINTENANCE PORTION OF THE BOARD DESIGNATED FORESTRY FUNDS FOR PURCHASE OF A SKID LOADER, TRAILER AND ATTACHMENTS. THESE EXPENDITURES WILL NOT TOTAL MORE THAN \$84,820. Motion carried.
- MOTION (by John McKillip, seconded by Bill Daniels) TO ACCEPT AND RECOMMEND TO THE EXECUTIVE BOARD FOR APPROVAL THE PURCHASE OF EQUIPMENT AND CHEMICALS TO MAINTAIN THE FORESTRY AREA AND COMBAT THE INVASIVE SPECIES AT A COST OF \$9,287.97. Motion carried.

- MOTION (by John McKillip, seconded by Bill Daniels) TO ACCEPT AND RECOMMEND TO THE EXECUTIVE BOARD FOR APPROVAL THE 2017 BUDGET. Motion carried.

Report Items:

- Treasurer's Report (John McKillip): John reviewed the Treasurer's Report included in the packet which is self-explanatory. We are on track to have a very good year this year. We have positive net income right now with popcorn income still to come through. We should be in very good shape for this fiscal year. The income statement shows Special Events for the month is the Golf Tournament which was about \$4,100 better than last year. Year-to-date, special events are about \$10,100 over budget and \$5,900 over last year. Scout Shops for the month, again exceeded budget but slightly behind last year. Year-to-date about \$8,000 over budget and \$2,600 ahead of last year. Investment Income exceeds year-end budget mainly due to BSAAM and Seeley Trust. Our net income year-to-date is \$22,100 better than last year and exceeds the full year budget by \$31,400. The Balance Sheet shows our operating cash is \$35,000 better than last year. Deferred activity expense (asset) and deferred activity revenue (liability) are both up due to Jamboree. Increased inventory is popcorn which will be reclassified to Cost of Goods Sold as income is received. Increased accounts payable is also popcorn.
- Skid Loader Proposal (Kevin Mineart): Kevin reported the current Forestry Funds total \$187,089 with \$15,796.48 designated for equipment and chemicals to maintain forested area, \$54,638.78 designated for buildings and vehicles, and \$116,654.40 undesignated from 2016 cut. All funds for the forestry project have been received. It is estimated that it will be 15 years before the camps can be logged again. It is suggested to add "Road Maintenance" to the Building & Vehicle fund and appropriate all funds (\$116,654.40) from 2016 to the "Buildings, Vehicles, and Road Maintenance" fund. This would bring the totals of the funds as follows: %15,796.48 designated for equipment and chemicals to maintain forested areas, and \$171,293.18 designated for buildings, vehicles, and road maintenance. Part of the Envision 2020 plan is to purchase appropriate vehicles and equipment needed to maintain our camp properties. The first such purchase was last Winter when a truck and snow plow/blade were purchased. Both utility tractors are getting to the point where they will need to be replaced. There have been many discussions with regard to what direction should be taken on the camp equipment purchase. As discussion continued, it was brought up that there have been regular instances where a particular piece of equipment had to be borrowed or rented for a job and timing of when outside/rental equipment was available may not necessarily fit the timeframe repairs or construction as requiring. It was suggested that a tracked skid steer/skid loader with multiple attachments may be the best solution to meet our needs. The new unit would have a three-year warranty and can be used to keep the roads open and improve roads at some point. We are currently looking at \$1,600 to \$1,700 in rental fees between now and the end of the year. If we enter into a purchase agreement with Luby's, they have a unit we will be able to use until ours is ready. We are looking to purchase the skid loader, auger, dozer blade and forks, then other implements at a later date. The Property Committee will continue to look for slightly used implements. It was stated that these are Fund 2 actions and should be brought to the Executive Board. The Executive Committee can vote and recommend. An email vote will be requested of the Executive Board.
- Forestry Spending Proposal (Kevin Mineart): Kevin reported the Fund 2 temporarily restricted forestry funds to be used on equipment and chemicals to maintain the forestry area and combat the invasive species currently has \$15,796.48. It was discussed early in the spring to combat the invasive species at our camps. We propose purchasing equipment and chemicals for both camps in the amount of \$9,287.97 to fight the invasive species. \$6,508.51 would remain in the fund to be utilized to purchase chemicals in future years and repair forestry equipment as needed. Both Rangers will need to receive private pesticide training through the State of Illinois Department of Agriculture which is available in Quincy on February 17, 2017. Each camp will be divided up into

priority areas to remove the invasive species. A task force will be created at the Council level to develop more specific plans for invasive species removal and control for 2017 and beyond.

- Bylaws Committee (Ron Teater): Ron reported National had come out with revisions to their template. Most of the changes were to clarify language that was in the 2016 template. The Bylaws committee submitted a change to Article 10, Section 2, Clause 3, Paragraph 2 which was accepted by National. The committee recommends approval of the bylaw template with our approved change, the updated sections, and our specific additions to the open sections.
- Budget Report (John McKillip): John reported the staff and committees worked very hard. The Budget Committee met a few weeks ago and went over all items. The committee came up with a budget with a net surplus of \$15,157. 2016 will be the last income from forestry income so the budget will become a little tighter as we go forward. We have a well-considered budget which needs to be recommended to the Executive Board for approval at the December meeting.
- Reports included in Packet:
 - Nominating Committee continues to make progress in adding additional members to our board.
 - Human Resources – we have hired Heather Huebner as a new District Executive to start December 1st.
 - Program – The 2017 Fall Council Camporee was held the weekend of September 30 to October 2 where 124 youth and 49 adults were in attendance. Camp usage for October 2017 had 932 at Camp Eastman, 697 at Saukenauk Scout Reservation for a total year-to-date total camp usage through October 31, 2016 of 5,663. The Advancement Committee developed the *Advancement in a Box* idea and began implementing it this fall. Training Committee is planning a council-wide training day on January 7th to be held in each district. Management and support staff hiring for the summer camp 2017 season will begin by year's end. If you are out driving and enjoy what's left of the fall foliage, please check out the new Philmont Cabins under construction over by the dining hall at Saukenauk Scout Reservation!
 - Marketing – An agreement has been signed with Lamar billboard advertising. Digital ads and copy will rotate throughout the council starting October 24th and run for weeks. An evaluation of the views will be done after this scheduled, no cost program has occurred in the target markets of Keokuk and three in Quincy. Good job EVERYONE for the hard work and dedication put to Membership for 2016.
 - First Vice President/Envision 2020 Update: The “Philmont Cabins” are well underway at Saukenauk Scout Reservation. The first two cabins are framed and under roof with progress moving forward nicely. A running pictorial progress report has been provided by Facebook.

Commissioner's Report (Cecil Haskins): Cecil reported Mississippi Valley Council is a Gold JTE Council; we are Gold for 11 out of 18 criteria including Membership up 6.88%, Youth Retention up 4.26%, Boy Scout Advancement up 8.45%, Cub Scout Camping up 34.87%, Community Service up 0.64 hours, Unit Retention up 1.24%. Rechartering is underway with 92 units having begun and/or submitted their charters. We need to finish hard. Cecil asked Bill Daniels to report on the Area 3 meeting in Peoria he attended last week. At the meeting all 11 (soon to be 10) councils were reviewed. Mississippi Valley Council is #1 in Cub Scouting. In the financial/unrestricted operating funds category, we are #2 only to Greater St. Louis Area Council. More than half of Area 3 councils are under financial stress at this point.

Scout Executive's Report (Todd Lamison): Todd highlighted the work we have done at our camps the last month. Rain finally stopped and out of nowhere cement was poured and walls are up on our Philmont Cabins at Saukenauk Scout Reservation. We are well along the way on that project. The cabins will be ready next Spring. Todd also spoke about projects at Camp Eastman where we utilized the Tribe of the Silver Tomahawk lodge building for our staff meeting, the Budget Committee meeting and Wood

Badge. It is about 80% complete. Audio-visual is in and working great. 2016 Envision 2020 projects are either done or on their way. Popcorn is not looking as great as we had hoped; good news is Todd had already planned to be slightly down with 2016 year-end projections that have the Council at a surplus greater than \$50,000. Fundraising in the community seems to be down, for example, Adams County United Way is behind where they'd like to be. Todd stated not to be surprised if popcorn comes in a little lower than we had hoped. Good news is Heather Huebner is under contract and will be starting with us December 1st. The staff have all heard about the changes. Everyone is making plans to be successful next year. Staff excitement has grown. Overall, really in for a good year when you go back and look at it. We are #1 in Area 3 for Youth Protection Training and Unit Retention.

Council President's Report (Joe Henning): Joe started off with a small discussion. We have talked on and off about Quincy office locations. Joe and Todd came across one that they were able to take a look at today. The 9,000 sq. ft. property is located at 6th and Jefferson, the old Royal Printing facility. Our estimated need is 6,000 to 8,000 sq. ft. The purchase price of this property is \$275,000; or we could lease at \$2,000 per month depending upon how much space we use. There is also a lease-to-own option. Joe would like to get an idea from the Executive Committee if we are open to leasing. It is a pretty decent facility in an older part of Quincy near a nursing home and some churches. It is pretty move-in ready with a nice warehouse, three loading docks, all one level. We could build out to make a training room. Joe asked if this is something we should consider looking at and pursuing. Bill Daniels stated the Service Center needs to be easy to find and someplace moms are comfortable going. Also, we should not overspend for something. It needs to be a fine balance of easily accessible location. Joe stated this was a starting point from the realtor. There are a lot of opportunities to work out a deal. Joe would like to set up a time for Board Members to look at the facility and neighborhood. We need to get serious again about doing something. He also does not want to waste anyone's time if we are not interested in leasing. Bill stated he would not want to lease only, but would be interested in lease-to-own. Joe stated he will delve a little deeper and will try to set up a time after work to look at the property by Board Members. It is not exactly turn-key, but close and the price is not ridiculous.

As we near the end of the year, Joe commended the staff for working on membership where a lot of hours are put in. While we may guide the ship, they are rowing the boat. Joe stated he saw a lot of up and coming volunteers at Wood Badge who are still invested in what we do. These could be our future leaders of tomorrow. Joe wished everyone a Happy Thanksgiving.

The meeting was declared adjourned at 6:20 p.m.

Respectfully submitted,

Todd Lamison
Scout Executive

Attest: _____
Joe Henning, Council President

/rcv

Dear Board,

During our Executive Committee meeting, Kevin Mineart brought forth two proposals that were adopted as recommendations from the Executive Committee for the Executive Board to consider. A copy of Kevin's proposal is attached. We are asking for your vote now because waiting until December Board meeting would cause the Council to incur additional costs.

Motion #1 – Forestry Funds Designation: Expand the uses of the Building and Vehicle portion of the Board Designated Forestry Funds to include Road Maintenance and allocate the \$116,654.40 from the 2016 cut to this expanded category.

This will be the last income from Forestry for approximately 15-20 years. You can see the entire breakdown of Forestry Funds in the attached proposal from Kevin. Taking this action allows the second resolution to be executed which will save the Council additional costs.

Motion #2 - Purchase of Skid Loader: Authorize expenditures from the Buildings, Vehicles, and Road Maintenance portion of the Board Designated Forestry Funds for purchase of a Skid Loader, Trailer and Attachments. These expenditures will not total more than \$84,820.

The second resolution is explained in more detail in the attachment. The Skid Loader will replace the broken tractor and is a piece of machinery we rent consistently at both camps. Kevin Mineart requested an email vote by the Board as we plan to rent a Skid Loader 5 additional times before the Executive Board Meeting. Taking action on this resolution by email will reduce the rental expenditure by \$1,500 for the year.

If you have any questions regarding these resolutions please feel free to contact Kevin Mineart directly or call me with any concerns.

Please cast your vote for each resolution to Rosanna by November 22nd at rosanna.voss@scouting.org.

Joe Henning
Council President

Mississippi Valley Council, BSA
Treasurer's Report
November 30, 2016

Income Statement

- FOS is \$18,963 below YTD budget. Approx. \$8,000 of FOS pledges are still receivable
- YTD, special events are about 10,100 over budget and 5,900 over last year.
- Scout shops, for the month, again exceeded budget. YTD about 10,000 over budget and 4,600 ahead of last year.
- Popcorn cost of goods sold will be reduced by about \$20,000 in December for Trails End marketing support received in December compared to November last year.
- Investment income exceeds year end budget. BSAAM is the major reason. Also, Seeley Trust.
- Net income year to date is 3,500 under last year and exceeds the full year budget by 17,500.
- Staff is projecting to end the year at about \$65,000 surplus.

Balance Sheet

- Operating cash \$158,000 better than last year. Accounts payable is up about 109,000 (popcorn).
- Deferred activity expense (asset) and deferred activity revenue (liability) both up due to Jamboree.

Submitted by,
John McKillip
Council Treasurer

Detailed Comparative Statement of Budgeted Operations
Period Ending: November 30, 2016

Operating Fund - Unrestricted			Current Period			Year to Date			Current Year
			Budget	Actual	Last Year	Budget	Actual	Last Year	Budget
Account	Project	Project Name / Account Name							
4001		Contributions-FOS	-	453	513	170,000	163,742	175,480	170,000
3605		Reclass-Friends of Scouting	-	-	739	25,000	8,469	12,310	25,000
4069		Provision for Uncollectable-FOS	-	(27)	(769)	(13,650)	(9,825)	(11,267)	(13,650)
Total Friends of Scouting			-	425	482	181,350	162,387	176,523	181,350
4071		Contributions-Project Sales	-	729	-	16,854	23,236	16,547	22,854
Total Project Sales			-	729	-	16,854	23,236	16,547	22,854
4201		Contributions-SE-Sponsorships	-	-	(1,200)	32,500	33,700	32,760	32,500
4231		Contributions-SE-Other	-	50	100	19,585	26,916	15,601	19,585
4251		Cost-DB-SE-Meals	-	-	-	(17,696)	(16,021)	(10,808)	(17,696)
Total Special Events			-	50	(1,100)	34,390	44,595	37,553	34,390
4401		Contribution-Found & Trusts	-	5,000	-	75,000	80,000	65,000	75,000
3625		Reclass-Foundations & Trusts	-	537	-	-	1,249	-	-
Total Foundations & Trusts			-	5,537	-	75,000	81,249	65,000	75,000
4501		Contributions-Other Direct	117	148	100	6,163	17,268	8,577	6,280
3630		Reclass-Other Direct Income	-	-	-	-	-	1,432	-
Total Other Direct Contributions			117	148	100	6,163	17,268	10,009	6,280
TOTAL DIRECT SUPPORT			117	6,889	(518)	313,757	328,735	305,632	319,874
4701		Contributions-United Way-Allocation	2,792	3,085	2,500	18,328	21,225	18,870	21,120
4702		Contributions-United Way-DDesg	-	-	-	-	160	160	-
3640		Reclass-United Way Allocation	3,004	3,004	3,004	46,546	46,544	48,318	49,550
Total United Way			5,796	6,089	5,504	64,874	67,929	67,348	70,670
3650		Reclass-Other Indirect Contributions	-	-	-	-	2,527	2,028	-
Total Other Indirect Contributions			-	-	-	-	2,527	2,028	-
TOTAL INDIRECT SUPPORT			5,796	6,089	5,504	64,874	70,457	69,376	70,670
TOTAL SUPPORT			5,913	12,978	4,986	378,631	399,191	375,008	390,544
6301		Sale of Goods-Non taxable	6,766	7,996	8,103	111,303	117,673	117,562	117,500
6351		Cost of Goods Sold-Supplies	(4,758)	(4,038)	(6,248)	(78,067)	(74,410)	(78,985)	(82,965)
Sale of Supplies Net of Costs			2,007	3,958	1,855	33,237	43,263	38,577	34,535
6401		Product Sales	158,333	152,800	132,922	272,333	273,621	257,277	589,000
6451		Cost of Products Sold	-	(105,630)	(67,514)	(4,104)	(109,519)	(84,404)	(117,354)
6471		Unit Commissions Paid	-	-	-	(51,300)	(50,306)	(52,619)	(160,550)
Product Sales Net of Costs & Commissions			158,333	47,170	65,409	216,929	113,797	120,256	311,096
6501		Investment Income	63	28	135	688	301	1,267	750
6503		Investment Income-Endowment Func	1,854	887	947	23,896	37,372	23,193	25,750
Investment Income			1,917	914	1,081	24,583	37,673	24,460	26,500
6701		Camp-Fees	-	-	-	292,975	293,211	281,736	292,975
6702		Camp-Rental Revenues	1,150	1,750	111	30,750	33,102	57,501	31,600
6703		Camp-Sale of Meals	-	-	-	2,000	2,324	2,191	2,000
6704		Camp-Program Fees	-	-	-	2,900	2,830	3,150	2,900
6709		Camp-Government Subsidies	-	-	-	1,175	1,131	1,211	1,175
6711		Camp-Sales of Goods-Nontaxable	-	-	1,752	44,750	42,678	46,414	44,750
6712		Camp-Cost of Goods Sold	-	-	-	(22,625)	(22,111)	(22,902)	(22,625)
6731		Camp-Other Income	-	15,000	-	30,500	30,200	950	30,500
Camping Revenue Less Cost of Goods and Discounts			1,150	16,750	1,863	382,425	383,364	370,251	383,275
6801		Activity-Fees	63	745	(151)	72,365	65,207	53,151	72,427
Activity Revenue Less Cost of Goods and Discounts			63	745	(151)	72,365	65,207	53,151	72,427
6930		Intra-Company Revenue Transactions	-	-	-	-	(0)	-	-
6931		Other Income	83	9	31	917	3,060	1,764	1,000
Total Other Revenue			83	9	31	917	3,060	1,764	1,000
TOTAL REVENUE			163,553	69,545	70,088	730,455	646,364	608,460	828,833
TOTAL SUPPORT AND REVENUE			169,466	82,523	75,074	1,109,086	1,045,556	983,467	1,219,377
7002		Professional Salaries	22,839	22,553	22,174	251,227	237,973	234,667	274,066
7003		Staff Salaries	12,431	12,113	11,799	136,738	134,555	130,828	149,168
7009		Temporary Camp Salaries	4,951	4,928	5,722	123,659	115,189	102,858	128,610
7010		Temporary Program Help	280	-	-	3,080	-	34	3,360
Total Salaries			40,500	39,594	39,694	514,704	487,717	468,387	555,204
7101		BSA Grp Accident Ins-Employer	6	5	6	61	55	56	67
7102		BSA Group Life Ins-Employer	273	271	256	3,008	2,982	2,703	3,281
7103		BSA Group Medical Ins-Employer	6,705	6,194	6,447	73,755	69,156	68,200	80,460
7104		BSA Retirement Plan-Employer	2,705	2,576	2,523	29,760	27,314	24,894	32,466
7108		BSA LTD Ins-Employer	212	210	206	2,329	2,309	2,172	2,540
7109		BSA Dental Plan-Employer	408	408	408	4,488	4,471	4,301	4,896
Total Employee Benefits			10,309	9,664	9,845	113,401	106,287	102,327	123,710
7201		Social Security Taxes-Employer	3,538	2,853	2,859	38,919	36,573	35,217	42,457
7202		Unemployment Taxes-Employer	125	-	-	1,375	271	1,232	1,500
7203		Workers' Comp Ins-Employer	538	909	891	11,238	8,799	10,164	11,775
Total Payroll Tax Expense			4,201	3,762	3,750	51,532	45,643	46,613	55,732
7301		Employment Expense-Interviewing	42	-	-	458	-	-	500
7303		Employment Expense-Other	42	-	-	458	-	84	500

Detailed Comparative Statement of Budgeted Operations
Period Ending: November 30, 2016

Operating Fund - Unrestricted			Current Period			Year to Date			Current Year
			Budget	Actual	Last Year	Budget	Actual	Last Year	Budget
Account	Project	Project Name / Account Name							
Total Employee Related Expenses			83	-	-	917	-	84	1,000
TOTAL EMPLOYEE COMPENSATION			55,093	53,020	53,289	680,553	639,647	617,411	735,646
8008		Accounting Services	125	53	59	12,875	12,599	12,313	13,000
8009		Electronic Data Processing Fees	475	475	475	5,225	5,225	5,225	5,700
8010		Other Professional Services	625	583	-	6,875	6,413	5,961	7,500
Total Professional Fees			1,225	1,111	534	24,975	24,237	23,499	26,200
8101		Supplies-Health and Safety	-	-	-	-	-	31	-
8103		Supplies-Program	772	13,280	616	104,638	93,061	68,713	112,194
8104		Supplies-Food and Commissary	-	(119)	(620)	52,000	41,076	43,622	52,000
8105		Supplies-Janitorial	25	102	30	5,225	4,320	4,206	5,250
8106		Supplies-Office	389	3,155	804	4,277	6,467	4,345	4,666
Total Program & Other Supplies			1,186	16,418	830	166,141	144,924	120,916	174,109
8201		Telephone	1,012	1,309	980	11,286	12,188	12,764	12,298
Total Telephone & Communications			1,012	1,309	980	11,286	12,188	12,764	12,298
8301		Postage	400	371	609	6,100	4,890	5,305	6,500
Total Postage & Shipping			400	371	609	6,100	4,890	5,305	6,500
8405		Electricity	1,748	1,380	1,666	26,578	26,603	24,910	28,350
8406		Gas	2,231	2,176	193	16,042	7,460	9,199	16,453
8408		Water & Sewer	329	124	332	5,051	4,206	4,965	5,246
8409		Cleaning Contract	240	120	320	2,645	2,564	2,583	2,885
8413		Building Supplies	1,583	1,753	592	17,417	12,278	12,539	19,000
Total Occupancy & Utilities			6,132	5,553	3,104	67,731	53,111	54,196	71,934
8502		Equipment Service Contracts	616	635	269	9,094	8,876	5,262	9,835
8511		Equipment Service	792	214	-	8,708	7,287	3,639	9,500
8521		New Equipment-Non-depreciable	83	1,437	-	917	3,198	1,819	1,000
Total Rental & Maintenance of Equipment			1,491	2,286	269	18,719	19,360	10,721	20,335
8702		Gas and Oil	104	1,220	1,733	11,146	9,397	9,494	11,250
8703		Vehicles repairs	338	1,153	-	4,522	3,919	2,653	4,860
8707		Mileage and Allowance	3,006	4,598	881	33,066	33,611	28,944	36,072
8709		Hotel, Meals and Incidentals	400	482	152	4,400	4,786	3,849	4,800
8711		Transportation Fares	-	5,000	-	-	5,000	-	5,000
8714		Membership Dues	272	160	135	2,996	2,466	2,511	3,268
Total Travel & Living			4,121	12,614	2,901	56,129	59,179	47,450	65,250
8831		National Conferences	-	-	-	8,250	7,075	9,137	8,250
8832		Regional Conferences	-	-	-	5,275	4,028	3,812	5,275
8833		Local Conferences	43	-	303	2,150	2,478	1,611	2,150
8834		Other Conferences	-	1,088	-	2,200	1,088	-	2,200
Total Conferences & Meetings			43	1,088	303	17,875	14,668	14,560	17,875
8901		Individual Assist-Registration	1,072	14	108	1,968	1,256	978	2,010
8910		Individual Assist-Camperships	-	-	-	1,000	-	2,491	1,000
Total Assistance to Individuals			1,072	14	108	2,968	1,256	3,469	3,010
9154		Recognitions--Fundraising	-	1,318	-	16,973	1,318	-	18,598
Total Recognition & Awards			-	1,318	-	16,973	1,318	-	18,598
9305		Insurance-Building & Contents	1,416	1,747	1,378	15,579	12,105	15,140	16,995
9309		Insurance-Automobile	187	319	226	2,862	3,176	2,486	3,050
9313		Insurance--Fidelity Bond	8	8	8	83	83	83	90
9315		Insurance-General Liability	-	-	-	12,991	11,105	8,711	12,991
9316		Insurance-Directors & Officers	-	-	-	2,000	1,764	1,622	2,000
9322		Insurance-Participant	-	-	-	2,665	2,666	3,185	2,665
Total Insurance Coverage			1,611	2,073	1,612	36,180	30,898	31,227	37,791
9402		Advertising	523	1,021	545	5,748	3,240	692	6,271
9404		Bank Service Charges	396	312	350	4,354	3,904	3,999	4,750
9417		Uncollectible debts	-	-	-	-	-	33	-
9431		Other Expenses	100	23	35	1,100	1,166	1,154	1,200
Total Miscellaneous Expenses			1,018	1,357	930	11,202	8,309	5,877	12,221
9691		National Service Fee	1,188	1,317	1,402	11,984	13,172	14,119	13,172
Total National Charter & Service Fees			1,188	1,317	1,402	11,984	13,172	14,119	13,172
TOTAL OTHER EXPENSES			20,499	46,827	13,579	448,263	387,511	344,103	479,293
TOTAL EXPENSES			75,593	99,847	66,868	1,128,816	1,027,158	961,514	1,214,940
SURPLUS (Deficit) UR REVENUE/EXPENSE			93,873	(17,324)	8,206	(19,729)	18,398	21,953	4,437
Total Transfers To/From Other Funds			-	-	-	-	-	-	-

--- End of Statement ---

Statement of Financial Position
Period Ending: November 30, 2016

	Operating Fund		Capital Fund		Endowment Fund		Total of All Funds	
	2016	2015	2016	2015	2016	2015	2016	2015
Current Assets								
Cash	599,402	441,508	840,610	736,068	44,537	186,964	1,484,549	1,364,540
Short Term Investments	19,028	19,028					19,028	19,028
Accounts and Notes Receivable	279	83					279	83
Contributions Receivable	5,683	10,054					5,683	10,054
Inventory	51,571	45,456					51,571	45,456
Interfund Loans	2,241	6,494			-2,241	-6,494		
Deferred Activity Expense	43,173	5,541					43,173	5,541
Deferred Camp Expense	50	50					50	50
Deferred Special Event Expense								
Prepaid Expenses	19,638	13,847					19,638	13,847
Total Current Assets	741,064	542,061	840,610	736,068	42,296	180,470	1,623,970	1,458,599
Non Current Assets								
Contributions Receivable	60,136	48,050					60,136	48,050
Unallocated Asset Acquisition								
Land, Buildings and Equipment			682,724	642,480			682,724	642,480
Long Term Investments					2,011,391	1,779,365	2,011,391	1,779,365
Other Non Current Assets					1,102,030	1,019,827	1,102,030	1,019,827
Total Non-Current Assets	60,136	48,050	682,724	642,480	3,113,422	2,799,193	3,856,282	3,489,722
TOTAL ASSETS	801,200	590,111	1,523,334	1,378,548	3,155,718	2,979,662	5,480,252	4,948,321
Current Liabilities								
Accounts Payable	132,170	23,470	20				132,190	23,470
Accrued Expenses	6,404	4,344					6,404	4,344
Taxes and Benefits Withheld	1,481	3,063					1,481	3,063
Custodial Accounts	126,125	122,533					126,125	122,533
Deferred Activity Revenue	85,587	12,450					85,587	12,450
Deferred Camp Revenue	5,015	11,460					5,015	11,460
Deferred Special Event Revenue								
Other Deferred Revenue	303	210					303	210
Other Current Liabilities	1,079	1,079					1,079	1,079
Total Current Liabilities	358,163	178,608	20				358,182	178,608
Total Non-Current Liabilities								
TOTAL LIABILITIES	358,163	178,608	20				358,182	178,608
Net Assets								
Unrestricted Net Assets	347,378	331,252	1,295,324	1,164,741	1,150,550	1,070,352	2,793,252	2,566,346
Temporarily Restricted Net Assets	95,660	80,251	227,990	213,807	67,667	58,439	391,317	352,496
Permanently Restricted Net Assets					1,937,501	1,850,871	1,937,501	1,850,871
Total Net Assets	443,037	411,503	1,523,314	1,378,548	3,155,718	2,979,662	5,122,069	4,769,713
TOTAL LIABILITIES AND NET ASSETS	801,200	590,111	1,523,334	1,378,548	3,155,718	2,979,662	5,480,252	4,948,321

Accompanying schedules are an integral part of this financial statement.

Statement of Financial Position
Period Ending: November 30, 2016

	Operating Fund		Capital Fund		Endowment Fund		Total of All Funds	
	2016	2015	2016	2015	2016	2015	2016	2015
Standard Schedules								
Schedule 1: Contributions Receivable Current								
Contributions Receivable-Past Years								
Allowance for Uncollectible-Past Years								
Contributions Receivable-Current Year	16,048	21,321					16,048	21,321
Discounted Contributions Receivable								
Allowance for Uncollectible-Current	-10,365	-11,267					-10,365	-11,267
Net Contributions Receivable Current	5,683	10,054					5,683	10,054
Schedule 2: Contributions Receivable Non-Current								
Contributions Receivable - Non-Current	61,025	48,060					61,025	48,060
Discounted Contributions Receivable								
Allowance for Uncollectible Non-Current	-889	-10					-889	-10
Net Contributions Receivable Non-Current	60,136	48,050					60,136	48,050
Schedule 3: Land, Buildings & Equipment								
Land, Buildings & Equipment-Non Camp			388,319	392,734			388,319	392,734
Accumulated Depreciation-Non Camp			-304,650	-297,944			-304,650	-297,944
Land, Buildings & Equipment-Camps			1,465,075	1,420,542			1,465,075	1,420,542
Accumulated Depreciation-Camps			-913,359	-875,182			-913,359	-875,182
Construction in Progress			47,339	2,330			47,339	2,330
Capital Leases								
Land, Buildings & Equipment			682,724	642,480			682,724	642,480
Schedule 4: Custodial Accounts								
National Fees & Subscriptions	590	14,448					590	14,448
Unit Deposits	87,314	70,221					87,314	70,221
Order of the Arrow and NESA	37,297	36,979					37,297	36,979
Other Custodial Accounts	925	885					925	885
Total Custodial Accounts	126,125	122,533					126,125	122,533
Schedule 5: Unrestricted Net Assets Designated								
Council General			55,229	55,229			55,229	55,229
DEFERRED MAINT TRANSFER			262,048	274,077			262,048	274,077
Total Board Designated Net Assets			317,277	329,306			317,277	329,306
Non-Designated Net Assets	347,378	331,252	978,047	835,435	1,150,550	1,070,352	2,475,975	2,237,040
Total Unrestricted Net Assets	347,378	331,252	1,295,324	1,164,741	1,150,550	1,070,352	2,793,252	2,566,346

End of Standard Schedules

----- End of Statement -----

Summary Budget Analysis Report
Period Ending: December 31, 2017

Operating Fund - Unrestricted	Actuals		Budget	Budget
	2015	2016	2016	2017
Support and Revenue				
Direct Support				
Direct Mail				
Friends of Scouting	168,211	162,331	181,350	167,320
Project Sales	17,037	23,236	22,854	20,944
Special Events - Net	37,928	44,595	34,390	48,599
Foundations and Trusts	65,000	81,249	75,000	87,500
Other Direct	10,126	17,268	6,280	8,980
Total Direct Support	298,303	328,679	319,874	333,343
Associated Organizations				
United Way	74,104	67,929	70,670	76,170
Other Indirect	2,028	2,527		
Total Indirect Support	76,132	70,457	70,670	76,170
Revenue				
Sale of Supplies - Net	42,215	43,236	34,535	41,000
Product Sales - Net	263,217	100,259	311,096	309,512
Investment Income	30,905	37,673	26,500	29,750
Camping	376,111	383,364	383,275	390,850
Activities	53,151	65,207	72,427	136,696
Other Revenue	2,641	3,060	1,000	1,000
Total Revenue	768,240	632,799	828,833	908,808
Total Support and Revenue	1,142,675	1,031,935	1,219,377	1,318,321
Expenses				
Employee Compensation				
Salaries	514,856	487,717	555,204	591,657
Employee Benefits	112,172	106,287	123,710	131,253
Payroll Taxes Expense	50,724	45,643	55,732	51,127
Employee Related Expenses	84		1,000	1,000
Total Employee Compensation	677,836	639,647	735,646	775,037
Other Expenses				
Professional Fees	25,192	24,237	26,200	19,700
Supplies	129,080	147,419	174,109	229,839
Telephone	14,590	12,284	12,298	12,340
Postage and Shipping	6,218	4,890	6,500	6,500
Occupancy	63,084	53,329	71,934	73,470
Rental and Maintenance of Equipment	16,828	19,619	20,335	19,525
Travel	56,628	59,179	65,250	58,515
Local Conferences and Meetings	15,560	14,668	17,875	20,445
Specific Assistance to Individuals	3,443	1,256	3,010	3,446
Recognition and Awards		1,318	18,598	10,259
Insurance	32,839	30,898	37,791	36,715
Other Expenses	8,521	8,601	12,221	23,155
Charter and National Service Fee	14,119	13,172	13,172	14,218
Total Other Expenses	386,101	390,871	479,293	528,127
Total Expenses	1,063,936	1,030,518	1,214,940	1,303,164

Summary Budget Analysis Report
 Period Ending: December 31, 2017

Operating Fund - Unrestricted	Actuals		Budget	Budget
Net Revenue / Expense	78,738	1,417	4,437	15,157
Unrestricted Net Assets - Beginning of Year	309,299	328,980		
Change in Net Assets from Operations	78,738	1,417	4,437	15,157
Transfer of Assets	-59,057			
Adjustment of Net Assets				
Unrestricted Net Assets - End of Period	328,980	330,397	4,437	15,157

----- End of Statement -----

BYLAW COMMITTEE NOTES

The Mississippi Valley Council Bylaw committee meet on August 16 to review the National Template for Local Council Bylaws. Upon review, the committee had several key discussion points as listed below. The committee also reviewed all changes between our current bylaws and the National Template as summarized below. There was one area where the committee feels additional language for clarification was needed. This additional language will be submitted to National BSA for review and is denoted the Key Discussion Points. The additional language will be added in Green font to the draft bylaws attached below. Pending approval/feedback from the National Office, the committee suggests the Executive Committee submit the attached draft to the Executive Board. It is this committee's suggestion that the full council body adopts these bylaws during the annual meeting to take affect directly after the meeting.

The Bylaw committee reviewed the changes made by the National Organization after our last Executive Board Meeting. The changes by National were all acceptable. Additional key changes in October are added in red below.

Key Discussion Points

- 1) One of our Board Members has stated a concern to the committee about Article X, Section 2, Clause 3 being added. The Committee also had some concern regarding the clarity of the verbiage regarding restricted donations of assets. Our committee will request national allow an additional statement to be added to our bylaws to help clarify that documented donor restricted gifts must still meet the restriction (regardless of ownership of the asset) as per federal and state laws.
- 2) Throughout the documentation, "publications of the Boy Scouts of America" has been added. The committee requested clarification of this term by the National Office. Publications was a general term by the National Organization to include several current and future publications which include procedures for Scouting. Current examples would include the Guide to Safe Scouting and the Advancement Guide. **Note: In National's October Revisions, several (but not all) incidents of this language was replaced with a specific publication name.**
- 3) In Article X, Section 2, Clause 5, our committee had questions regarding the current status of audits by the National Organization. The Scout Executive provided input that this is already a regular practice of the National Office that we are in compliance.
- 4) Multiple requests for questions, concerns and input were distributed to the Executive Board over the past couple months. With the exceptions noted above, no additional input was provided to the committee.
- 5) **The National's October Revisions to this document are denoted in red font. The majority of the changes were clarification of language.**

Summary of Significant Changes National Template compared to Current Bylaws

Article II, Section 1

- Change in second paragraph in which the wording changed from the council directly provides leadership and finances to it now stating that we “reviewing and making recommendations regarding unit leadership and finances. This change in language is better representing the way the Council actually operates.
- Added language that clearly protects religious organizations right to select leadership with the same belief system. This is added in conjunction with the national leadership standard changes in 2015.

Section 2

- The first paragraph was expanded to include extra language which was basically assumed in the past. Some of the language was moved up from Clause 1 in this section. We see no impact on how we would operate based on the additional language.
- Clause 1 – had some of the verbiage moved to the first paragraph in this section. The current verbiage has removed a little of the detail stating how we carry out the Scouting program.
- Clause 4 – this clause was added using the second paragraph of Clause 3 in our current bylaws as it’s basis. They removed the 10 days of hiking... to be summarized as experiences consistent with the applicable Scouting program. This makes sense when thinking about Exploring, Lions, Tigers, and other national programs.
- Clause 5 and 6 regarding advancement procedures and commissioners was added. We currently follow these procedures.

Article III, Section 1

- Clause 5 was added which states that the council will comply with National’s registration policies. While not stated in our bylaws in the past, we have always complied. **The October revision clarified some language to this addition.**

Section 2

- Vacancies - was removed

Section 4

- **In the October revision by national, nominating committees may, again, include current officers as well as elect members of the nominating committee as an officer.**
- In paragraph 2, it states the nominating committee should (instead of could) select an executive vice-president. Locally we have referred to this position as the president elect at times.

Article IV, Section 1

- The last two sentences were added denoting the duty of the Executive Board as well as the ability to delegate such authority. This is in compliance with our current procedures.

Section 3

- In the first paragraph the sentences describing Chairs of Committees and District members has been removed.
- In the third paragraph, verbiage to specifically denote that members whose membership with BSA expires are deemed to voluntarily resign from the Executive Board has been added **and clarified**. This is more specific language than the past version, however we have followed this.

Section 5

- The paragraph requiring 2/3rd vote has been removed. The default of the majority would be the new standard.

Article IV, Section 1

- Specifically allows the Executive Board to delegate authority to act. This was implied and practiced in the past. **Some additional verbiage was added to clarify this process which we already follow.**

Section 2

- The president may no longer appoint additional members to the Executive Committee. This is a change that we will need to make appropriate adjustments.
- The Scout Executive is now allowed to vote as an officer of the Council. This is a change from past bylaws.

Article VI, Section 2

- The president is no longer an ex officio member of the Nominating Committee. Note that this does not restrict the nominating committee from seeking the input of the president.

Section 3

- Additional wording is added regarding delating tasks if the President is absent or unable to serve. The additional wording clarifies past versions of bylaws.

Section 6

- A) Scout Executive is now a voting member Executive Committee and ex officio non-voting member of all committees of the Executive Board.
- B) Verbiage is added to label the Scout Executive as the Chief Compliance Officer. **The title (not the role) was removed from the October Revision.**

Section 7

- “Where matters are to be voted upon by the National Council, the corporation may by resolution direct the local council representatives of the corporation on how to cast their votes, otherwise the representatives may vote as they determine to be in the best interests of the corporation and National Council.” was added.
- “In addition to the President and Council Commissioner each local council may elect one of its members as a local council representative to the National Council for every 5,000 traditional program youth members (Cub Scouts, Boy Scouts, Varsity Scouts, Venturers, and Sea Scouts), or major portion (2,501 or more) enrolled as of December 31 of the preceding year.” was removed from the local bylaws as this is part of the National Bylaws.

Article VII, Section 1

- Verbiage was added that states commissioners shall be approved by Council Commissioner and Scout Executive.

Article IX, Section 1

- Additional language is added to clarify appropriate organizations to charter a unit. The October revision changed the Executive Committee to Scout Executive as the party responsible to review applications.

Article X, Section 2

- “Ownership, Use and Disposition of Funds and Real Property upon Dissolution of Unit or Council” has been added as clause 3. This verbiage has been a part of other BSA documentation including the “Rules and Regulations” publication. See Key notes above.
- The clauses denoting Special Funds and Real Estate have been removed.
- Securities is now Clause 4.
- Audit is now Clause 5. Verbiage regarding the right of the National Council to audit the Council has been added. National Council has been performing audits on local councils throughout it’s history and this council had an audit in 2015. The October revision clarified the role between regional and the council.
- Clause 6, Financial and Asset Management has been added.

Article XI, Section 1

- Additional verbiage has been added to this section to be more specific about legal requirements and creating time limits. Some clarification of language was in the latest revision.

Section 4

- This section has been reworded focusing on the use of electronic communications. In the October revision it was renamed from “Action Without a Meeting” to “Electronic Signatures”.

Resolution 1

- Committees have been adjusted to current council structure.

Council Election Procedures

- Changes made as Officers may no longer be members of the Nomination Committee.

BYLAWS

MISSISSIPPI VALLEY COUNCIL

ARTICLE I. NAME

The name of the corporation is Mississippi Valley Council, Inc., Boy Scouts of America, sometimes referred to in these bylaws as the "corporation."

ARTICLE II. PURPOSE AND RESPONSIBILITIES

PURPOSE

SECTION 1.

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, Bylaws, and Rules and Regulations of the Boy Scouts of America, and the local council charter granted by 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 oath, promise, and code of the Scouting program for character development, citizenship training, leadership and mental and physical fitness.

The corporation shall fulfill the basic purpose of the Scouting movement within its territory, 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 reviewing and making recommendations regarding unit leadership and finances.

However, no church or religious organization holding a valid charter shall be required to accept as adult leaders any person whose espoused personal beliefs are in conflict with the chartered organization's religious principles.

RESPONSIBILITIES

SECTION 2.

As a council chartered by the Boy Scouts of America, the responsibilities of the corporation within its assigned territory and in accordance with its charter and in accordance with the applicable Bylaws, Rules and Regulations, policies, publications and interpretations of the National Council of the Boy Scouts of America shall be as follows:

Clause 1. It shall be the general duty of the corporation to promote and carry out the Scouting program and to operate in a sustainable fashion so as to maximize the efficient use of its resources for current and future Scouting programs.

Clause 2. 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.

Clause 3. 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 and cooperate in the organization of units so that qualified youth may have the benefit of the Scouting program.

Clause 4. The corporation shall provide means for assisting chartered organizations in securing and training qualified persons to serve as unit leaders and assistants, unit committee members, and chartered organization representatives. The corporation shall provide facilities and leadership in order that members and adult program participants may have experiences consistent with the applicable Scouting program with adequate facilities and supervision.

Clause 5. The corporation shall endeavor to recruit, train and provide qualified and trained leaders to administer and provide a quality Scouting program within its territory.

Clause 6. The corporation shall cooperate with the Boy Scouts of America in the selection of stores, located within the local council's 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 local council.

Clause 7. The corporation shall cooperate with the regional executive committee **in the implementation of programs and plans to enhance the Scouting program.**

ARTICLE III. MEMBERS OF THE LOCAL COUNCIL

NUMBER, CLASSES, AND QUALIFICATIONS

SECTION 1.

The corporate 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 Mississippi Valley Council of the Boy Scouts of America. All active, associate, and honorary members **of the corporation** must be registered as adult leaders as established by the Boy Scouts of America. The corporation also may enroll Friends of Scouting pursuant to clause 3 of this section. Friends of Scouting shall not be part of the corporate membership of the corporation unless elected as associate members pursuant to Clause 2.

Active Members

Clause 1. The active membership of the local council shall consist of chartered organization representatives and members at large. Chartered organization representatives shall represent organizations or community groups operating units. 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 shall elect or appoint a chartered organization representative, who shall be other than the unit leader or assistant unit leader, as a member of the local council.

Members at large of the local 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 local council shall have not fewer than 100 active members. At all times chartered organization representatives shall constitute a majority of the active membership of the local council. All members of the local council must be registered **with** the Boy Scouts of America.

Associate Members

Clause 2. The local council may elect as associate members of the local council persons desiring to maintain an active Scouter membership without assignment to active service. Associate members are not elected as members at large and shall have no vote but may wear the uniform and insignia. **Associate members must be registered with the Boy Scouts of America.**

Friends of Scouting

Clause 3. The local council may enroll as Friends of Scouting persons desiring to be identified through their financial support and influence in expansion of the corporation's program. Friends of Scouting who satisfy the eligibility requirements may be elected as associate members pursuant to clause 2 of this section. Friends of Scouting shall have no vote.

Honorary Members

Clause 4. The local council may elect as honorary members of the local council persons whose election may further the Scouting program. Honorary members are not elected as members at large and shall have no vote.

Registration of Members and Leaders.

Clause 5. The local council shall comply with the Bylaws, Rules and Regulations and **published policies** of the Boy Scouts of America in accepting, processing and approving member, **adult program participant** and adult leader applications for registration in the Boy Scouts of America.

ELECTION AND TERM; VACANCIES

SECTION 2.

Active Members

Clause 1. Chartered organization representatives shall become active members of the local council upon their selection or appointment by the chartered organization or community group and upon their being registered by the Boy Scouts of America as chartered organization representatives. **Chartered organization representatives** shall continue to be active members for such period as such organization or community group shall desire 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.

All other officers, chairs of committees of the board, district chairs, and Executive Board members must be registered leaders of the Boy Scouts of America and *must* first be elected as council members at large, if they are not chartered organization representatives.

Each member at large shall be elected at the annual meeting of the local 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 local council.

Associate and Honorary Members

Clause 2. Associate members and honorary members of the local council may be elected at the annual meeting of the local 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 local council.

MEETINGS; QUORUM; VOTING

SECTION 3.

Annual Meeting

Clause 1. The annual meeting of the local 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 Executive Board of the corporation may determine. The annual meeting of the local council shall be for the purpose of (a) receiving annual reports of the Executive Board, officers, and various committees, (b) electing members at large, associate and honorary members of the local council, local council representatives to the National Council, and regular members of the Executive Board, (c) receiving and approving financial statements showing the financial position of the corporation as of the close of its most recent fiscal year and the results of operations during such year, and (d) transacting such other business as may come before the meeting.

Other Regular Meetings

Clause 2. In addition to the annual meeting, the local council may have such other regular meetings as may be established by resolution of the Executive Board 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, as the President or the Executive Board may specify.

Special Meetings

Clause 3. Special meetings of the local council may be called by the President or the Executive Board at any time and shall be called within 60 days upon the request in writing of at least one-fifth of the active members of the local 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, as the President or Executive Board may specify except that a special meeting called to consider a proposal to merge or consolidate with one or more corporations which are chartered local councils of the Boy Scouts of America may, to the extent permitted by law, be held in the territory of one of such other corporations if the President or the Executive Board shall specify.

Notice

Clause 4. A written notice of any meeting of the local council, regular or special, shall be provided to each member of the local council who is entitled to attend the meeting at least 20 days in advance or earlier in the case of the annual meeting (see section 4) and shall indicate the time and place of and the business to be transacted at the meeting. No business may be transacted that is not the subject of prior notice.

Quorum

Clause 5. A quorum for the local council shall be 5% of the active members of the council.

Attendance at Meetings; Voting

Clause 6. All active, honorary, and associate members of the local council shall be entitled to attend any meeting of the local council. The local council may invite other persons to attend local council meetings but such persons shall have no vote. Each active member of the local council at a local council meeting shall be entitled to one vote and voting by proxy shall not be permitted. Nominations for elective offices shall only be made by the nominating committee, and nominations from the floor shall not be permitted. Except in the case of elections where voting shall be by ballot, voting at a meeting of the local council may be by ballot, voice, or show of hands as the chair of the meeting may rule unless otherwise determined by the members entitled to vote. Unless otherwise required by law, the articles of incorporation or these bylaws, any question presented to a meeting of the local council at which a quorum is present shall be determined by a majority of those actually voting.

NOMINATING COMMITTEE OF THE LOCAL COUNCIL

SECTION 4.

At least 90 days prior to the annual meeting of the local council, the President shall appoint, with the approval of the Executive Board, not fewer than three active members of the local council to serve as a nominating committee **with the majority not being officers**. The immediate past council president **shall not be considered an officer for the purposes of the majority**, and the inclusion of one or two persons of the highest community stature who are not active members of the local council **is encouraged**. Nominations for all council elective offices shall be made by the nominating committee. The nominating committee shall nominate persons to be elected as members at large of the local council, associate and honorary members of the local council, regular members of the Executive Board, officers of the corporation and local council representatives to the National Council. The notice of the annual meeting should be provided between 45 and 60 days prior to the meeting, announcing the membership of the nominating committee so that members of the local council may make recommendations of possible nominees to the committee for its consideration. Recommendations to the committee shall be made in writing at least 30 days prior to the meeting.

In addition to other officer positions, the Nominating Committee should select an executive vice-president who shall be elected annually and who shall perform such functions as may be assigned by the President or Executive Board. The President may designate the executive vice-president to serve as the President during the President's absence or inability to serve. In the case of the President's inability or failure to make such a designation, the Executive Board may do so. The executive vice-president shall perform other functions as may be assigned by the President and the Executive Board. In order to later become Council President, the executive vice-president must still be nominated and elected by the Executive Board, as set forth in Article VI, Section 1.

In the case of any council elective office becoming vacant between the annual meetings of the local council, the nominating committee may make recommendations to the Executive Board of possible nominees to fill such vacant offices. They are to maintain lists of potential candidates and to meet throughout the year to assess those candidates and make nominations when needed.

SECTION 5.

The council election procedure appears in the appendix. (These may be adopted for use by Executive Board resolution.)

**COMMITTEE ON PROGRAM AND
RESOLUTIONS**

SECTION 6.

At least 60 days prior to each regular meeting of the local council including the annual meeting, the President may appoint, with the approval of the Executive Board, not fewer than three nor more than five active members of the local council to serve as a committee on program and resolutions for the next regular local council meeting. The notice of such meeting provided to members of the local council shall announce the membership of this committee and shall invite suggestions from each active member of the local 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 local council or to the appropriate committee of the Executive Board with recommendations, all suggestions made to it at least 5 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 local council unless it has first been presented to or proposed by the committee in accordance with this section.

ARTICLE IV. THE EXECUTIVE BOARD

POWERS AND FUNCTIONS

SECTION 1.

The Executive Board shall be the governing body of the corporation and shall be responsible for its operations and its assets in accordance with the Council Charter. The Executive Board shall be the local reviewing authority with respect to matters within the Scouting movement which arise in the territory of the corporation. It is the duty of the Executive Board to govern the corporation and its assets for the delivery of the current and future Scouting program of the corporation. The Executive Board may delegate by resolution such authority as may be allowed by law to a committee of the Executive Board comprised of members of the Executive Board subject to any restrictions as may be contained therein.

MEMBERSHIP

SECTION 2.

The Executive Board shall consist of (a) not fewer than 25 nor more than 50 members elected by the local council from among its active members plus, (b) the officers of the corporation, including the Scout Executive who shall have no vote, (c) the chairs of the committees of the Executive Board, (d) the chairs of the several district committees, upon their being approved by the Executive Board, and (e) not more than two youth or adult program participants appointed by the President with the approval of the Executive Board to serve for a term of 1 year.

ELECTION AND TERM; VACANCIES

SECTION 3.

Regular members of the Executive Board shall be elected at the annual meeting of the local council, shall take office immediately following such meeting, and shall continue in office until the conclusion of the next succeeding annual meeting and until their respective successors are elected and qualify.

Any vacancy on the Executive Board may be filled by the Executive Board, and the person so elected shall hold office for the unexpired period of the term of office. Nominations to fill vacancies shall be made by the nominating committee.

A member of the Executive Board may be removed upon 30 days' written notice to the members of the Executive Board and by an affirmative vote of two-thirds of the Executive Board. Provided, however, that a member of the Executive Board who is no longer a registered leader in the Boy Scouts of America or whose registration **as an adult leader has been revoked in** accordance with the Bylaws or Rules and Regulations of the Boy Scouts of America shall be deemed to have voluntarily resigned from the Executive Board immediately upon such event.

MEETINGS; QUORUM; VOTING

SECTION 4.

The Executive Board shall meet at such time and place as the Executive Board may direct and in any event at least four times annually including an organizational meeting as soon as practicable following the annual meeting of the local council. Special meetings of the Executive Board may be called by the Executive Committee of the Executive Board or by the President and shall be called within 30 days upon the written request of at least one-fifth of the members of the Executive Board (which request shall specify the purpose of such special meeting). A notice of each meeting of the Executive Board shall be provided to each member at least 5 days in advance of the meeting. No business may be transacted that is not the subject of prior notice.

A quorum of the Executive Board and all committees thereof shall be one-third or the minimum specified by state law, whichever is greater.

Unless otherwise required by law, **changes to** the articles of incorporation or these bylaws and all questions presented to a meeting of the Executive Board at which a quorum is present shall be decided by a majority of those actually voting.

Notwithstanding any provision to the contrary contained herein, any meeting, regular or special, may be held by telephone / speaker phone / video conference / internet conferencing or similar electronic communication equipment so long as all directors can hear one another, and those participating in the meeting receive and vote on the same information. All such **executive board members** participating electronically shall be deemed to be present, in person, at such meeting.

Any regular member of the Executive Board who fails to attend a minimum of two meetings of the Executive Board in any one year shall not be eligible for re-election as a regular member of the Executive Board for the ensuing term, provided, however, that the Executive Board may excuse absences and any absence so excused shall be counted as a meeting attended.

ADVISORY COUNCIL

SECTION 5.

There may be an advisory council to the Executive Board composed of (a) former members of the Executive Board who have served on the Executive Board not less than 5 years and who can no longer attend regular meetings of the board but wish to continue their relationship with the corporation in an advisory or consulting capacity; (b) such other persons who, being unable to devote time to Scouting on a regular basis, wish to serve Scouting upon special assignment.

Members of the advisory council shall be entitled to receive notice of and to attend all meetings of the Executive Board, but shall have no vote.

ARTICLE V. COMMITTEES OF THE EXECUTIVE BOARD

COMMITTEES; APPOINTMENT

SECTION 1.

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 Executive Board shall have committees, each of which shall have such **authority** and responsibilities as may be **specified** by resolution of the Executive Board. The committees of the Executive Board shall be appointed **annually by the President with the advice and approval of the Executive Board**, from members of the local council or from persons satisfying the qualifications set forth in Article III, Sections 1 and 2, at any regular meeting of the Executive Board. In the event a person, other than the chair of a committee in the district, who is not a member of the local council is appointed to such a committee, that person may be elected as a member at large of the local council and must be qualified and register as a leader of the Boy Scouts of America before beginning service. As provided in section 2 of article IV of these bylaws, the chairs of the committees shall, by reason of their positions, be members of the Executive Board if they are not already members.

All actions of the committees shall be subject to the approval of the Executive Board unless authority to act is delegated by resolution.

EXECUTIVE COMMITTEE

SECTION 2.

The Executive Committee shall be composed of those persons who are the officers of the corporation and the Scout Executive.

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

Meetings of the Executive Committee may be called at any time by the President and shall be called by the President within 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 Executive Board does not meet. All meetings of the Executive Committee shall be held on at least 3 days' written notice. No business may be transacted that is not the subject of prior notice. A majority of the voting members of the Executive Committee shall constitute a quorum.

COMMITTEES

SECTION 3.

The committees of the Executive Board shall be responsible for the development and effectiveness of programs and policies of the corporation in accordance with **the** requirements established by the Boy Scouts of America. The corporation **may** have committees of the Executive Board as **described** by the Boy Scouts of America operations manual published for **local** councils.

The committees of the Executive Board shall be so organized as to provide for the coordination of their work throughout the entire territory of the corporation. The Executive Board's committees shall be concerned with the development of policy, program, and procedures as approved by the Executive Board in the interest of the uniform development and extension of Scouting throughout the territory of the corporation.

The committees shall function throughout the year, meeting as often as may be necessary in the judgment of the committee chair, President, or Scout Executive.

Committees shall be guided by the program material and manuals made available by the National Council of the Boy Scouts of America and shall make recommendations in light of their experience and knowledge of local conditions.

The committees shall perform the tasks **required for** functions **involving:** membership/relationships, fund development, program, and unit service. Other committees may be formed to handle **additional** functions.

ARTICLE VI. OFFICERS AND LOCAL COUNCIL REPRESENTATIVES TO THE NATIONAL COUNCIL

OFFICERS; ELECTIONS AND APPOINTMENT

SECTION 1.

The officers of the corporation shall be a President, up to Seven vice-presidents, a treasurer, a council commissioner, and a Scout Executive who shall serve as the Secretary. The officers, with the exception of the Scout Executive, shall be elected annually from the active membership of the Council by the Executive Board to serve for one year or until their successors have been elected and qualified.

Any vacancies that exist in these offices may be filled by the Executive Board. Nominations to fill vacancies shall be made by the nominating committee. The Scout Executive shall be appointed by and shall serve at the pleasure of the Executive Board.

The local council may, upon the nomination of the Executive Board, create positions of honorary officers and elect persons to fill the offices so created. Honorary officers are not elected as members at large and shall have no duties or vote.

PRESIDENT

SECTION 2.

The President shall serve as chair of meetings of the local council, the Executive Board, and the Executive Committee and shall be a member ex officio of all committees of the Executive Board, except for the Nominating Committee, and shall perform such other functions as required or as are assigned by the Executive Board. The President serves as a local council representative to the National Council of the Boy Scouts of America during the term of office.

VICE-PRESIDENTS

SECTION 3.

The vice-presidents shall perform such functions as may be assigned to them by the President. In case of the president's inability or failure to make such designation, the Executive Vice-President will serve in the President's place, or the Board or Executive Committee may designate one of the vice-presidents to serve during the President's absence or inability to serve.

TREASURER

SECTION 4.

The Treasurer shall be responsible to review established methods of internal control, and monitor the recording and deposit of all receipts of the corporation, for the proper disbursement of its cash, and accounting for all property of the corporation, whether real or personal, tangible or intangible, however acquired. The Treasurer shall present annually to the Executive Board a statement of all

income and expenses during the prior year, together with a statement of all assets, liabilities, and net assets of the corporation as of 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 Executive Board or 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 Council of the Boy Scouts of America. The Treasurer shall also present interim period reports as required by the Executive Board.

No more than two assistant treasurers may be appointed by and shall act during the pleasure of the Executive Board or Executive Committee.

The Treasurer and any assistant treasurers shall be covered by either a crime policy or fidelity bond.

COUNCIL COMMISSIONER

SECTION 5.

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 regular meetings of district commissioners.
- (b) Lead efforts to recruit an adequate commissioner staff to provide continuing and effective commissioner service for each unit.
- (c) Provide a year-round training program for commissioners in all districts. Conduct an annual commissioner conference.
- (d) Assist district nominating committees in selecting district commissioners as needed.
- (e) Maintain the standards of the Boy Scouts of America, uphold national policies, promote good uniforming, and lead efforts to hold regular roundtable programs in the district.
- (f) Be concerned with proper recognition of unit leaders. Maintain their morale, periodically reporting unit conditions to the Executive Board.
- (g) Help the district commissioners maintain a good working relationship with their respective district executives.
- (h) Maintain procedures to assure maximum on-time unit charter renewal by district commissioner staffs.
- (i) Work with the President to secure the help of committees in meeting unit needs.

The Council Commissioner must be at least 21 years of age and election is subject to approval and issuance of a commission as Council Commissioner by the Boy Scouts of America.

The Council Commissioner serves as a local council representative to the National Council of the Boy Scouts of America during the term of office.

SCOUT EXECUTIVE

SECTION 6.

- (a) 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 Executive Board. The Scout Executive shall serve as the Secretary of the corporation, the Executive Board, and the Executive Committee. The Scout Executive shall be a voting member of the Executive Committee and an ex officio non-voting member of all committees of the Executive Board.

The Scout Executive may designate one or more representatives to serve as secretary of any committee of the Executive Board.

- (b) The Scout Executive shall be responsible for the administration of the Scouting program within the territory of the corporation and for delivery of the Scouting program consistent with the policies and publications of the Boy Scouts of America. The Scout Executive shall report to the officers and the Executive Board compliance deficiencies requiring their resolution.
- (c) 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 Executive Board may direct.
- (d) 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.
- (e) The Scout Executive may, with the prior approval of the Executive Board, delegate to any staff officer or employee authority in writing to execute leases, contracts, and other instruments as may be deemed desirable. Subject to the provisions of these bylaws and the direction of the Executive Board, the Scout Executive shall have the power to appoint and remove all employees of the corporation and to direct their work.
- (f) The Scout Executive shall see that notices are sent to those elected as members of the local council and the Executive Board and as officers of the corporation and to those appointed as members of committees; and shall cause notices to be sent out of all meetings for which provision is made and be responsible for the minutes of all meetings of the local council, Executive Board, and committees of which the Scout Executive is secretary.
- (g) 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 Executive Board 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 Executive Board concerning any problems of which the Executive Board should be advised, together with recommendations and suggestions for the good of the movement requiring action by the Executive Board.

- (h) The Scout Executive shall prepare an annual report covering the activities and achievements of the corporation which, with the approval of the Executive Board, shall be presented to the annual meeting of the local council, and made public to the communities within the territory of the corporation.
- (i) The Scout Executive appointed by the Executive Board must be one recommended by the Boy Scouts of America, hold a commission as a professional Scouter and be certified as eligible to serve as a council Scout Executive by the Chief Scout Executive of the Boy Scouts of America throughout their tenure.

LOCAL COUNCIL REPRESENTATIVES TO THE NATIONAL COUNCIL

SECTION 7.

At its annual meeting, the local council shall elect from its active membership such number of local council representatives to the National Council as the corporation is entitled to under the Bylaws of the Boy Scouts of America to hold office until the conclusion of the next annual meeting of the local council and until their successors are elected and qualify. Local council representatives to the National Council 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 of the corporation 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 with 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 decisions and policies of the National Council.

Where matters are to be voted upon by the National Council, the corporation may by resolution direct the local council representatives of the corporation on how to cast their votes, **otherwise** the representatives **may** vote as they determine to be in the best interests of the **corporation and** National Council.

Local council representatives to the National Council shall serve as members of the regional committee and **may** attend regional committee meetings and participate in the proceedings.

ARTICLE VII. COMMISSIONER STAFF AND PROFESSIONAL STAFF

COMMISSIONER STAFF

SECTION 1.

The commissioner staff may be comprised of the council commissioner, one or more assistant council commissioners, district commissioners, assistant district commissioners, roundtable commissioners, and unit commissioners. All individuals selected to serve as commissioners shall be approved by the Council Commissioner and Scout Executive. Each such Scouter shall be 21 years of age or over and upon appointment be approved for and hold through their tenure a commission for such position issued by the Boy Scouts of America.

The council/district commissioner staff shall be selected as required and in such a manner as is in the commissioner manuals 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 bylaws.

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 bylaws, policies, procedures, and the Rules and Regulations of the Boy Scouts of America.

PROFESSIONAL STAFF

SECTION 2.

The corporation may employ individuals in professional positions who have been recommended by and **are** commissioned by the Boy Scouts of America. Such positions of the professional staff shall be authorized by the Executive Board upon the recommendation of the Scout Executive and shall serve, under the direction and supervision of the Scout Executive, at the pleasure of the Executive Board and the Scout Executive.

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

ARTICLE VIII. DISTRICT ORGANIZATION

DISTRICTS

SECTION 1.

For the purpose of area service and administration, the corporation's territory may be divided geographically into districts as the Executive Board 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 local council residing within the district and such additional district members as may be elected.

DISTRICT COMMITTEE

SECTION 2.

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, their purpose 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.

DISTRICT COMMITTEE OFFICERS

SECTION 3.

Each district committee shall elect a chair and vice-chairs, as may be required, and in such a manner as set forth in the official operations manual of the Boy Scouts of America and election procedures approved by the Executive Board. The district chair shall be nominated for election to the Executive Board in accordance with Article IV, Section 2 of these bylaws and must be approved by the Executive Board.

MEETINGS OF THE DISTRICT COMMITTEE

SECTION 4.

The district committee shall meet at such time and place, preferably within the district, as may be fixed by the committee or its chair. The business transacted at each meeting shall address the four functions of operation (membership/relationships, fund development, program, and unit service) and shall be concerned with service to chartered organizations and to units within the district and shall include the receiving of reports from the chairs of various district operating committees, the Scout Executive or designee (as secretary of the district committee), and the district commissioner, and such other business as the chair and officers and Scout Executive may indicate.

The district committee meeting immediately preceding the annual meeting of the local council should be the annual meeting of the district. At least 90 days prior, three to five names of a potential district nominating committee shall be submitted to the President for approval. The President has the discretion to add or delete names for the nominating committee from the Executive Board or the community at large. When approved, the nominating committee shall submit 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.

SECTION 5.

The district election procedure appears in the appendix.

VACANCIES

SECTION 6.

Any vacancy in district committee officers or district members at large may be filled by the district committee and the person elected shall hold office until the conclusion of the next succeeding annual meeting of the district. Nominations to fill vacancies shall be made by the district nominating committee.

DISTRICT OPERATING COMMITTEES

SECTION 7.

Each district may have committees as approved by the Executive Board and as authorized by the Boy Scouts of America operations manuals. Each district shall be responsible for cooperating in making effective the policies and programs adopted by the Executive Board and for the performance of the four functions.

The chairs of committees of the district shall be appointed by the district chair with the approval of the district committee. The members of these committees shall be appointed by the district committee, upon the recommendation of the respective committee chair and the district chair.

DISTRICT COMMISSIONER STAFF

SECTION 8.

Each district shall have a commissioner staff as **set forth** in article VII, section 1 of these bylaws and in the commissioner manuals of the Boy Scouts of America. The district commissioner shall be selected in accordance with article VIII, section 3, clause 6 of the Rules and Regulations of the Boy Scouts of America and the District Election Procedures of the bylaws.

The commissioner staff shall be responsible for advising and coaching unit personnel, on-time unit charter renewals, and monthly roundtables in the district.

ARTICLE IX. LOCAL UNITS

APPROVAL OF UNIT CHARTERS

SECTION 1.

The **Scout Executive** shall review all applications for new unit charters or renewals within the corporation's territory. The review shall be based upon the Rules and Regulations, of the Boy Scouts of America and a recommendation with respect to each such application shall be forwarded to the National Service Center of the Boy Scouts of America. The review shall include an investigation as to the general objectives, purpose, character, intent, and programs of the prospective chartered organization or community group and its compatibility with the aims and purposes of the Boy Scouts of America. The history, length of service, and general reputation of the organization or community group are also factors that should be considered.

UNIT DESIGNATION

SECTION 2.

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

ARTICLE X. FINANCES AND PROPERTY

RAISING FUNDS

SECTION 1.

Clause 1. All money raised by or received for the benefit of the corporation or a unit under its jurisdiction and all property acquired by the corporation or a unit 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 Bylaws, Rules and Regulations and procedures from time to time adopted by the Boy Scouts of America.

Clause 2. Subject to the Bylaws, Rules and Regulations and fundraising guidelines of the Boy Scouts of America, the corporation shall control the raising and expenditure of all funds for local 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 Bylaws, Rules and Regulations and publications of the Boy Scouts of America pertaining to the raising of funds for Scouting purposes.

Clause 3. Neither the corporation nor any unit under its jurisdiction shall have any authority to bind the Boy Scouts of America to any financial obligation whatsoever.

CONTROL OF FUNDS AND PROPERTY

SECTION 2.

Budget

Clause 1. The Executive Board 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 Executive Board 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

Clause 2. All funds of this corporation or 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 depositories as shall be approved by the Executive Board or Executive Committee. The funds shall be disbursed only upon the authority of the Executive Board, Executive Committee or upon the order of officers of the corporation duly authorized by

the Executive Board or Executive Committee; in any event the signatures of at least two authorized persons shall be required for the disbursal of funds except in the case of checks made payable to the Boy Scouts of America where a single signature will be accepted provided authorization has been accorded by the Executive Board.

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 covered by either a crime policy or fidelity bond.

Ownership, Use and Disposition of Funds and Real Property upon Dissolution of Unit or Council

Clause 3. In accordance with the wishes of the donors, **permanently** restricted funds received by a unit or local council, shall in all cases be held (i) in trust by either a corporate trustee for a bank or trust company, the National Boy Scouts of America Foundation or the Boy Scouts of America Endowment Master Trust; or (ii) the Boy Scouts of America Commingled Endowment Fund, LP for the use of the unit or the local council, with the provision in the statement of the conditions governing the administering of the funds that in the event of the dissolution of the unit or council or revocation or lapse of its charter said funds will, after any claims against said funds are satisfied, be distributed for the benefit of Scouting in such locality and for the specific purposes for which the fund was granted. If there is no suitable opportunity for the use of said funds in such locality, it may be used elsewhere. Except as hereafter provided in this clause, the title to all real estate acquired for a unit or local council shall be vested in a bank or trust company, in trust for the use of the unit or local council in accordance with the wishes of the donors, with a provision in such locality or elsewhere if there is not suitable opportunity to use said property or funds in such locality.

The corporation may hold title to real property in its own name provided it is stated in the deed that in the event of the dissolution of the unit or council or the revocation or lapse of its charter said trustee or trustees will, **after complying with all written restrictions contained in deeds or gift instruments to which the real estate may be subject, and** after satisfying any claims against such unit or council to which such real estate may be subject, convey said property or, if sold, pay the net proceeds of such sale in accordance with the Bylaws and Rules and Regulations of the Boy Scouts of America.

The corporation may hold title to real property and maintain accounts wherein securities or funds are deposited in the corporation's name provided, however, in accordance with the Bylaws and Rules and Regulations of the Boy Scouts of America, such assets are deemed to have been raised or obtained for the benefit of Scouting and are subject to a constructive trust for the benefit of Scouting. Either the Articles of Incorporation or the Bylaws shall be filed with the applicable state agency maintaining corporate records to provide public notice of such constructive trust and notice that the assets, real property or net proceeds from the conveyance of real property are subject to such a restriction in the event of the dissolution of the local council or the revocation or lapse of its charter.

Notwithstanding any other provision herein, the corporation may exercise its business judgment in the management and use of all of the assets of the corporation so as to maximize their use for the benefit of Scouting in accordance with the charter. The corporation shall have the right to hold such properties in any form or through such other entity or agreement that does not in effect or purpose defeat the restrictions and obligations set forth herein.

Securities

Clause 4. The securities of the corporation shall be deposited in any deposit vault or vaults or with such bank or banks, trust company or trust companies, or other depositories as may from time to time be designated by the Executive Board, Executive Committee, or finance committee. Access to the securities may be had as provided by resolutions of the Executive Board or Executive Committee and not otherwise.

Audit

Clause 5. A statement of all income and expenses of the corporation during the fiscal year and a statement of all assets, liabilities, and fund balances of the corporation as at the end of such year shall be audited and certified annually in accordance with generally accepted auditing standards, by certified public accountants or other recognized independent public accountants approved by the Executive Board or Executive Committee. The corporation shall comply with all applicable legal requirements relating to credits, financial controls, and accounting procedures.

The National Council shall have the right to audit all records of local councils for compliance with national rules, regulations, and policies. Any report made following an audit shall be shared with the council President, Commissioner, and Scout Executive. The corporation shall give due regard to the recommendations of the regional executive committee following any such audit to correct any deficiencies or violations of any national rules, regulations, policies or charter agreement.

Financial and Asset Management

Clause 6. The corporation shall manage its finances and assets in accordance with the Council Charter, Bylaws, Rules and Regulations and published guidelines of the Boy Scouts of America. Any action which could have a significant or material impact on the council's obligations or assets must be vetted and authorized by the Executive Board for consideration and decision pursuant to notice as required by these Bylaws.

ADMINISTRATION OF UNIT FUNDS

SECTION 3.

Clause 1. At the request of the unit committee of any unit under the jurisdiction of the corporation, the Treasurer may hold for such committee funds for the unit. Such funds shall be transferred, in whole or in part, to the custody of the unit or a treasurer of the chartered organization upon authority for such transfer.

Clause 2. In the event of the dissolution of a unit or the revocation or lapse of its charter, and in accordance with the Bylaws and Rules and Regulations of the Boy Scouts of America, 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 reorganization of the unit or if this does not occur, such funds and property, by the agreement of those involved, shall be used elsewhere for the promotion of the program of the Boy Scouts of America.

ARTICLE XI. ADDITIONAL ADMINISTRATIVE MATTERS

INDEMNIFICATION

SECTION 1.

The Corporation shall indemnify any person **to the fullest extent allowed by the laws of the state of incorporation. If consistent with those laws, the corporation shall indemnify whoever** was, is, or is threatened to be made a named defendant or respondent in any action, suit, or proceeding, civil or criminal (a “Proceeding”), because such person, or a person of whom such person is the legal representative, (i) is or was a member of the local council Executive Board, a committee of the local council Executive Board, a subcommittee of a committee of the local council Executive Board, or an officer of the corporation; or (ii) while a member of the local council Executive Board, a committee of the local council Executive Board, a subcommittee of the local council Executive Board, or an officer of the corporation, is or was serving at the request of the corporation as a director, officer, agent, or employee of another corporation or organization, to the fullest extent that a nonprofit corporation may grant indemnification to such a person under applicable law, without subjecting the corporation to any income or excise tax under the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws; provided, however, that any right to indemnification from the corporation under this provision shall not extend to any matter as to which such person shall have engaged in wanton or willful misconduct in the performance or neglect of a duty owed to the corporation. Any right to indemnification under this provision shall be a contract right and shall include the right to be paid by the corporation expenses incurred in defending such proceeding in advance of its final disposition to the maximum extent permitted under applicable law. Any person who has requested an advancement of expenses under this provision and has not received such advance within 30 days of such request, may thereafter bring suit against the corporation to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid also the expense of prosecuting such claim. In any such action, the burden of proof shall be on the corporation to prove the claimant is not entitled to such payment. The rights conferred herein shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, bylaw, vote of the local council Executive Board or a committee or subcommittee thereof, agreement or otherwise. This provision shall not be deemed to limit any power or exclude any right of the corporation to provide any additional or other indemnity or right, or to maintain insurance or a similar arrangement for or on behalf of any person. If this provision should be invalid or ineffective in any respect, the validity and effect of this provision in any other respect shall not be affected.

CONTRACTS, CHECKS, DRAFTS, ETC.

SECTION 2.

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

Except as otherwise provided by law or in these bylaws, 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 Executive Board or Executive Committee.

NOTICES AND WAIVERS

SECTION 3.

Whenever any notice is required by these bylaws or by any law to be given to any member of the local council, member of the Executive Board, or any committee or any officer, such notice except as otherwise provided by these bylaws or by any law may be given personally or by fax, or electronic mail addressed to such person at his/her place of business, if any, or (to the extent applicable) at such address as has been given to the corporation as the home address of the person; or the notice may be given in writing by mail, in a sealed wrapper, postage prepaid, addressed to such person at such address. Any notice given by fax or electronic mail shall be deemed to have been given when it shall have been delivered for transmission and 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. A waiver of any such notice, 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.

ELECTRONIC SIGNATURES

SECTION 4.

Electronic communications, records, and signatures may be used in connection with all matters contemplated by the Bylaws except to the extent prohibited by applicable law. Except as may be specifically set forth herein, the parties may use and rely upon electronic communications, records, and signatures for all notices, waivers, consents, undertakings, and other documents, communications, or information of any type sent or received in connection with the matters contemplated by these Bylaws. An electronically transmitted (but not oral) document will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be “written”, “in writing” or the like. An electronic signature or electronically transmitted signature by any person on any document (properly authenticated) will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be “signed” or “executed” by such person. An electronic transmittal or communication (but not oral) of a document will constitute delivery of such document. Neither the Corporation nor any member, Executive Board member, or any committee thereof may contest the authorization for, or validity or enforceability of, electronic records and electronic signatures, or the admissibility of copies thereof, under any

applicable law relating to whether certain agreements, files, or electronic records are to be in writing or signed by the party to be bound thereby.

FISCAL YEAR

SECTION 5.

The fiscal year of the corporation shall be the calendar year.

SEAL

SECTION 6.

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 "Mississippi Valley Council, Inc., Boy Scouts of America," around the circle and shall be used only as authorized.

AMENDMENT

SECTION 7.

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

Adopted this _____ day of _____, 20_____

Scout Executive

Council President

EXECUTIVE BOARD RESOLUTIONS

RESOLUTION 1. This resolution implements article V, section 3.

COMMITTEES OF THE EXECUTIVE BOARD

RESOLVED. That the following committees of the Executive Board shall be appointed:
Administration, Finance, Program, Public Relations & Marketing, Endowment

Their duties and responsibilities shall be as in the operations manuals and applicable literature of the Boy Scouts of America and the chairs of these committees will automatically become members of the Executive Board by virtue of their appointment.

RESOLUTION 2. This resolution implements article VI, section 6 (c) and (e).

AUTHORITY OF SCOUT EXECUTIVE AND MEMBERS OF PROFESSIONAL STAFF

RESOLVED, That subject to any limitation imposed by law, the bylaws, or any resolution of the Executive Board or Executive Committee, the Scout Executive, be and hereby is authorized and empowered, for and on behalf of the corporation and in its name, to deliver, enter into, acknowledge, cancel, and revoke any and all agreements, conveyances, mortgages, powers of attorney, or other instruments which are incident to the carrying on, in the normal course, of the regular affairs of the corporation; and be it further

RESOLVED, That subject to any limitation imposed by law, the bylaws, or any resolution of the Executive Board or Executive Committee, the Scout Executive, and the Treasurer, be and hereby are and each of them hereby is authorized and empowered, for and on behalf of the corporation and in its name, to deliver, execute, acknowledge, and pay any fees connected with any and all applications, reports, returns, or other instruments required by any governmental authority, which are incident to the carrying on, in the normal course, of the regular affairs of the corporation.

RESOLUTION 3. This resolution complements article XI.

**CONFLICT OF INTEREST POLICY FOR
EXECUTIVE BOARD MEMBERS**

RESOLVED, that it is the basic policy of the corporation that all Executive Board members or members of any committee thereof, or officers or employees of the corporation, have a duty to be free from the influence of any conflicting interest when they act on behalf of the corporation, represent it in negotiations, or advise others in the corporation with respect to dealing with third parties. They are expected to deal with suppliers, customers, contractors, and others having dealings with the corporation on the sole basis of what is in the best interest of the corporation without favor or preference to third parties based on personal considerations. To this end, the following rules shall be observed:

1. No member of the Executive Board or member of any committee thereof, or officer or employee of the corporation, shall accept from any person, directly or indirectly, whether by themselves or through their spouse or a member of their family or through any partner or business or professional associate, any gift, favor, service, employment or offer of employment, or any other thing of value which they know or have reason to believe is made or offered to them with the intent to influence them in the performance of their duties as a member of the executive board or member of any committee thereof, or officer or employee of the corporation.
2. No member of the Executive Board or member of any committee thereof, or officer or employee of the corporation, who is a partner, officer, or employee of a partnership, firm, or corporation, or who owns or controls more than 10 percent of the stock of such corporation, shall represent, appear for, or negotiate on behalf of the corporation in connection with the acquisition or sale by the corporation of any interest in real or tangible or intangible personal property to such partnership, firm, or corporation.
3. No member of the Executive Board or member of any committee thereof shall participate by discussion, voting, or by any other action taken by the executive board, or any committee thereof, in the enactment of or defeat of a motion which relates to any transaction with any party referred to in paragraph 2 above. In case any such matter is discussed at any meeting where any executive board or committee member who has such an interest is present, they shall promptly disclose their interest in the matter to be voted on to the chairman of the meeting. They shall not vote on the matter and, at the discretion of the disinterested members present, may be required to leave the meeting during the discussion and the voting on the matter.
4. Contracts, transactions, or arrangements of the corporation in which an executive board member or member of any committee has a direct or indirect financial, competing, or other material interest shall not be prohibited, but they must be disclosed and they shall be subject to scrutiny.

Any such proposed contract, transaction, or arrangement is to be reviewed to determine that it is in the best interest of the corporation.

5. Each member of the Executive Board or member of any committee thereof shall promptly disclose any material interest that he or she has or reasonably expects to have in any proposed or existing arrangement with the corporation prior to the start of any negotiations with respect to such matter. An interest required to be disclosed under this policy shall be disclosed in writing to the President of the corporation. Such disclosure shall include all material facts and supply any reasons why the arrangement might be or not be in the best interest of the corporation. The President of the corporation shall refer the issue to the full Executive Board, the Executive Committee, or other board committee having decision-making authority over the substantive matter in question.
6. The names of the Executive Board members or members of any committees thereof who disclosed or otherwise were found to have a material interest in a proposed or existing arrangement of the corporation, the nature of the interest, and the extent of the Executive Board member's or members of committees thereof participation in the relevant Executive Board or committee meeting on matters related to the material interest shall be recorded in the minutes of the Executive Board or committee involved. The minutes also shall include a record of any determination as to whether the arrangement was in the best interest of and fair and reasonable to the corporation, notwithstanding the interest, and the specific reasons supporting the determination, including any alternatives to the proposed or existing arrangement, the names of the persons who were present for discussions and votes relating to the proposed or existing arrangement, and a record of any votes taken in connection therewith.
7. Each Executive Board member and member of any committee thereof has a duty to place the interest of the corporation foremost in any dealing with the corporation and has a continuing responsibility to comply with the requirements of this policy. At least once each year, each Executive Board member, and new board members, prior to their initial election, shall acknowledge his or her familiarity with this policy and shall disclose in writing to the President of the corporation any existing material interest or subject to this policy by completing a conflict-of-interest disclosure statement. The conflict-of-interest disclosure statements shall be reviewed by the President of the corporation. Any issues not previously disclosed shall be referred by him or her to the Executive Board or appropriate committee. The conflict-of-interest disclosure statements shall be retained in the confidential files of the corporation.

Conflict of Interest Disclosure Statement

The conflict of interest policy of the corporation requires any Executive Board member or member of any committee thereof to disclose any direct or indirect financial, competing or other material interest that he or she has or reasonably expects to have in any proposed or existing contract, transaction, or arrangement with the corporation, or in any other matter under consideration or to be considered by the Executive Board, the Executive Committee, or any other board committee.

Please initial each statement that applies to you:

_____ I have read and am familiar with the conflict of interest policy.

_____ I am not aware of any direct or indirect financial, competing or other material interest that is required to be disclosed under the conflict of interest policy.

_____ I have described in the attached letter every direct or indirect financial, competing or other material interest that is required to be disclosed under the conflict of interest policy. (Please attach a letter providing complete details of any direct or indirect financial, competing or other material interest subject to the policy.)

During the time I am an Executive Board member or member of any committee thereof, I agree to report promptly any future direct or indirect financial, competing or other material interest that is required to be disclosed under the policy.

Signature: _____ Date: _____

Please return this statement in the enclosed envelope not later than _____.

RESOLUTION 4. This resolution complements article XI.

CONFLICT OF INTEREST POLICY FOR COUNCIL EMPLOYEES

RESOLVED, that the following conflict of interest policy become the policy of this corporation and be applied to all council employees. It is imperative that employees of the Boy Scouts of America conduct themselves with a degree of honesty and integrity which is beyond reproach or even suspicion.

While it is not possible to anticipate every situation and prescribe a precise rule for each, it is possible to set forth certain basic, general principles to be observed by employees at all times. The essence of this policy is that employees shall always deal with others doing, or seeking to do, business with the Boy Scouts of America or any local council thereof in a manner that excludes all consideration of personal advantage. Accordingly, every employee of the _____ Council is subject to the following policy:

1. Interest in Other Business Organization

Employees of the Boy Scouts of America or any local council thereof or members of their immediate families shall not have any interest, direct or indirect, in any other business which in any degree conflicts with the employee's primary obligations to the Boy Scouts of America or any local council thereof. In this regard, employees or members of their immediate families should not possess a significant financial interest in any business that does, or seeks to do, business with the Boy Scouts of America or any local council thereof. In addition, employees should not conduct business on behalf of the Boy Scouts of America or any local council thereof with members of their immediate family, or a business organization with which the employees or members of their immediate families have any association which could be construed as significant in terms of potential conflict of interest.

2. Gifts, Favors, Entertainment and Payments to Employees

Employees shall not seek or accept any gifts, payments, fees, services, valuable privileges, vacations or pleasure trips, loans (other than conventional loans from lending institutions) or other favors from any person or business organization that does, or seeks to do, business with the Boy Scouts of America or any local council thereof. No employee shall accept anything of value in exchange for referral of parties to any person or business organization that does, or seeks to do, business with the Boy Scouts of America or any local council thereof. In the application of this policy:

- (a) Employees may accept common courtesies of nominal value usually associated with accepted business practices for themselves and members of their families.
- (b) An especially strict standard is expected with respect to gifts, services or considerations of any kind from suppliers. Entertainment at the expense of suppliers beyond that contemplated by (a) above should not be accepted under any circumstance.
- (c) It is never permissible to accept a gift in cash or cash equivalents of any amount.
- (d) This policy does not preclude the acceptance of benefits to the local council or the Boy Scouts of America as compared to benefits to an individual employee.
- (e) This policy does not preclude the acceptance of courtesies extended to employees of the Boy Scouts of America or any local council thereof in their official capacities, such as gratis hotel rooms for business (but not personal use) in connection with meetings.
- (f) This policy will be communicated to persons and organizations doing, or seeking to do, business with the Boy Scouts of America or any local council thereof.

3. Confidential Information

Employees shall not, without proper authority, give or release to anyone not an employee, or to another employee who has no need for the information, data or information of a confidential nature concerning the Boy Scouts of America or any local council thereof.

4. Gifts, Favors, Entertainment, and Payments by the Boy Scouts of America or Any Local Council Thereof

Gifts, favors, and entertainment may be given others at the expense of the Boy Scouts of America or any local council thereof only if they meet all of the following criteria:

- (a) They are consistent with accepted business practices.
- (b) They are of sufficiently limited value, and in a form that will not be construed as improper.
- (c) They are not in contravention of applicable law and generally accepted ethical standards.

- (d) Public disclosure of the facts will not embarrass the Boy Scouts of America or any local council thereof.

5. Obligation to Disclose

Any employee who believes that his or her personal actions or interests, or the actions of others, may violate this policy must discuss the matter with the Scout Executive. Additional interpretations of this policy and definitions of words and phrases used herein will be made upon request to the Scout Executive.

6. Sanctions

Any employee whose actions or interests violate this policy is subject to termination on that account alone, if such is determined to be in the best interests of the movement.

It is the responsibility of every employee of the Boy Scouts of America or any local council thereof to be aware of and to observe these standards. Accordingly, each employee is asked to sign and return the accompanying Employee Statement relating to these standards. Employee Statements will be held in complete confidence. The employee statement will be re-executed on a regular basis.

EMPLOYEE STATEMENT

I certify that I have received a copy of the Council Conflict of Interest Policy, dated _____, and that neither I nor any member of my immediate family have any personal economic interest that could be construed as opposed to the best interests of the Boy Scouts of America or any local council thereof or in violation of the stated conflict of interest policy, other than any exceptions listed below.

(Give full details below or on a separate sheet, if appropriate, concerning any outside interests that you believe require or may require the approval of the Scout Executive. If none, please so state).

Signature of Employee: _____ Date: _____

APPENDIX

THE LOCAL COUNCIL ANNUAL MEETING

The annual meeting of the local council shall be held at such place and at such time as the Executive Board of the corporation may determine. The annual meeting of the local council shall be for the purpose of:

- a. Receiving annual reports of the Executive Board, officers, and various committees,
- b. Electing members at large, associate and honorary members of the local council, regular members of the Executive Board, and local council representatives to the National Council.
- 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 results of operations during such year, and
- d. Transacting such other business as may come before the meeting.

The following guidelines shall be observed:

1. The proposed agenda, notice, and election procedures should be reviewed in conference by the President, Scout Executive, and area director well in advance of the meeting (i.e. prior to the board meeting which is 3 months before the annual meeting).
2. The President must give careful attention to the appointment of both the nominating committee and the committee on program and resolutions within the time specified in the bylaws. It would be well for the President to appoint a volunteer Scouter knowledgeable in the BSA election procedures, as well as the applicable nonprofit corporation state law requirements, to serve as parliamentarian and also election judge(s). These appointments should be published with sufficient advance notice to give voting members the opportunity to send in written recommendations.
3. Notice of the annual meeting must be given in writing a minimum number of days in advance of the meeting, as specified in the bylaws of the council.
4. A list of the names of presently registered chartered organization representatives in the council and the name of the organization which each represents shall be developed. The list should indicate anticipated attendance at the annual meeting. Chartered organization representatives must constitute a majority of the active membership of the local council at all times.
5. Local council bylaws should stipulate the quorum requirements. The National Council recommends that a quorum for the local council conform to the laws of the state in which the council is incorporated. When this is not stated, 5 percent or 10 percent of the total voting membership shall be required.

6. Voting delegates and nonvoting delegates should be properly identified at the annual meeting with easily recognizable and distinctive name tags. All voting delegates should register as they arrive.
7. The President may desire to call upon the parliamentarian to explain the election procedures before turning the meeting over to the nominating committee chair to present the nominating committee report and conduct the elections. Copies of the election procedures and council bylaws should be on hand for ready reference. The election procedure should be dignified and be carried out in a businesslike manner. Nominations from the floor are not permitted.
8. It is strongly recommended that all members of the Executive Board be contacted personally (and proposed members at large of the council written to) informing them of the intention of the nominating committee to place their name in nomination for election at the council's annual meeting unless they inform the chair of the nominating committee otherwise. This is not only a courtesy, but strengthens the position of the nominating committee's final recommendations.
9. A strategy meeting should be held no more than 10 days (preferably within 24 hours) in advance of the annual meeting, at which the President, Scout Executive, parliamentarian, nominating committee chair (and where possible the regional and/or area representative) are present to review the agenda and to discuss the possibility of problems arising.
10. In the event that problems or divisive matters are anticipated at the meeting, it is appropriate to determine whether or not it is proper to raise such items at the meeting under the council's bylaws. If so, it will be necessary to devise strategy to cope with each matter. It may be appropriate to contact all voting members to give them additional information and to assess the voting position of each.
11. Efforts should be taken to ensure that all volunteer Scouters, especially those from the districts, are well informed. It may be useful to suggest to district Scouters that they have direct representation on the Executive Board through their district chair and thus may have their views represented in this manner.
12. The National Council of the Boy Scouts of America may be called upon by the Executive Board of a local council for assistance in these matters; such as conducting special audits in such areas as personnel, membership, or fiscal stewardship.

COUNCIL ELECTION PROCEDURES

Purpose

To elect council members at large, associate and honorary members of the local council, regular members of the Executive Board, and local council representatives to the National Council.

Those eligible to vote

1. Registered chartered organization representatives currently officially representing chartered organizations within the council's geographical boundaries.
2. Registered, duly elected council members at large.

Time of elections

The date, time, and place of the annual business meeting of the local council is specified by the Executive Board of the corporation as prescribed by the council's bylaws.

Process

1. At least 90 days prior to the date set for the annual business meeting of the local council the President shall appoint a nominating committee, subject to board approval, of not fewer than three active council members with the majority not being officers. Consideration may be given to adding the immediate past council president even if an officer, and the inclusion of one or two persons of the highest community stature who are not active members of the local council.
2. The members of the nominating committee will be identified to members of the council between 45 and 60 days prior to the annual council business meeting so that names may be given to them for consideration.
3. Suggested nominees from registered members of the local council are to be considered if they are received in writing no less than 30 days prior to the annual business meeting. Those who offer names to the nominating committee should supply some background information but should not have secured the permission of the person to be nominated or whether they will serve if elected.

4. The nominating committee will meet with the Scout Executive, serving as the secretary and having no vote, for the purpose of selecting a slate of nominees for election.
5. Nominations received in writing within the allowable time from members of the local council not on the nominating committee are given serious consideration. Each such nomination should be acknowledged with a brief letter of thanks and the assurance that the candidate will be considered.
6. To provide a fair and orderly nominating process, nominations will not be accepted from the floor at the time of election. This procedure also permits sufficient time to consider in advance all aspects of a nominee's suitability to serve.
7. The nominating committee will select a slate consisting of a single candidate for each council officer position and no more than the legally allowable number of persons for each of the following categories: council members at large, Executive Board members, associate and honorary members, local council representatives to the National Council; however, the committee may elect not to completely fill the associate and honorary member categories.

The nominating committee will then ensure that sufficient copies of the ballot are printed and that one is provided to each official voting member present at the local council annual business meeting. The order of listing on the ballot is as follows:

Members at large, Voting

Not members at large - Non-Voting

Council members at large

Associate members

Executive Board members

Honorary members

Advisory Board members

Council officers (except Scout Executive) elected by the Executive Board

Local council representatives to the National Council

8. Following the elections it is important to notify those elected, to congratulate each, and to register those not already registered as active members of the Boy Scouts of America.

Details and Contingencies

1. Newly elected officers, Executive Board members and local council members at large take office immediately following the meeting where they are elected.
2. Should any portion of the nominating committee's report be rejected, another slate must be presented at a subsequent meeting. The new slate may or may not reflect different candidates and is once again based upon the nominating committee's recommendations. Whenever a slate is rejected, a meeting to consider the new slate must be held no more than 60 days after the annual business meeting. During that period the nominating committee

should review any write-in nominations and comments from the meeting where the slate was rejected and to address the concerns leading to the rejection of the original slate.

Formal notice of the rescheduled meeting, stating the purpose, etc., should be sent to eligible voters. The nominating committee should, at the rescheduled meeting, be called upon by the President to proceed with that portion (or portions) of the election that was not completed.

3. In the event that a resolution is still not obtained, the process described in "2" above will be followed once more. Failing resolution the second time, the President may (a) elect to entertain a motion to follow the process in "2" above once again, or (b) dismiss the present nominating committee and appoint a new one which will meet and draw up a slate to be presented according to the guidelines above.
4. Because regular members of the Executive Board and council members at large take office immediately following the local council annual business meeting (local council Bylaws, Article III, Section 2, Clause 1 and Article IV, Section 3) they assume office as soon as the local council annual business meeting is adjourned.
5. Voting should be done by ballot. The nominating committee's slate, having been printed and distributed to eligible voters at the meeting, may be used as an official ballot should there be the need.

The chair of the nominating committee may "move the acceptance of the category under consideration and instruct the secretary to cast a unanimous ballot for the proposed nominees." If this motion is carried, there is no need to collect the printed ballots.

If the "unanimous ballot" motion is defeated then the President immediately will appoint tellers from among the active, registered members present to collect and tally the ballots. It may be helpful to have eligible voters sign their names so that their eligibility can be checked.

Note: Use Council Nominating Worksheet, No 513-331(09), or access a copy from MyBSA by linking to Strategic Performance under Resources. The form can also be accessed online as a "fill in" form.

DISTRICT ELECTION PROCEDURES

Purpose

To elect district officers and district members at large.

Those eligible to vote

1. Chartered organization representatives registered and currently representing chartered organizations within the district's geographical boundaries. (see "chartered organization representative" below.)
2. Registered district members at large duly elected at the last annual district committee meeting or during the interim at a regular, duly called district committee meeting.
3. Registered council members at large residing in the district.

Time

The district committee meeting immediately preceding the council annual meeting should be the district annual meeting.

Process

1. Ninety days prior to the district annual meeting, the district chair will submit suggestions for members of the nominating committee to the President for approval. This committee should consist of three to five members. The President has the discretion to add or delete names for the nominating committee from the council Executive Board or the community at large. It is recommended that the President appoint a member of the council Executive Board to serve on this committee. In the event of a vacancy in the office of district commissioner, the President may ask the Council Commissioner to serve on the nominating committee.
2. When approval is received from the President the nominating committee will meet with the district executive as adviser to form the slate comprised of nominees for district chair, one or more vice-chairs, and district members at large, plus a nominee to be submitted by the district chair for council Executive Board approval to serve as district commissioner.
3. The nominating committee not only will agree on the slate but also will secure the nominees' permission to stand for election and to serve if elected.
4. The members of the nominating committee will be identified to the district members of the local council between 30 and 60 days prior to the annual district committee meeting so that suggestions may be given to them for consideration. (This information may be included in one formal notice of the annual meeting.)
5. Suggestions may be made in writing to the nominating committee for inclusion in its report providing the nominees thus entered are received by the nominating committee at least 2 weeks prior to the annual meeting of the district. If accepted by the nominating committee,

the candidate will be contacted by the nominating committee and permission received from the person to stand for election and to serve.

6. To provide a fair and orderly nominating process, nominations will not be accepted from the floor at the time of election. This procedure also permits sufficient time to consider in advance all aspects of a nominee's suitability to serve.
7. At the district annual meeting the district chair will call upon the chair of the nominating committee for the committee's report and "turn over the chair to conduct the elections."
 - a. The chair of the nominating committee will present first the committee's nominees for district members at large; call for a motion, second, and vote.
 - b. The chair of the nominating committee then will present the committee's nominees for district chair and vice-chairs; call for a motion, second, and vote.
 - c. The district commissioner is to be an elected member at large but is offered for appointment and approval as district commissioner by the council Executive Board through the report of the district nominating committee and with the concurrence of the Scout Executive. The district commissioner is not elected at the district annual meeting.
 - d. Vote of the majority of the members present at the district meeting is required for election.

Details and Contingencies

1. Newly elected officers and members at large take office immediately following the district business meeting.
2. If any portion of the nominating committee's report is rejected, this portion must be reintroduced at a special or adjourned or recessed meeting of the district committee to be held within 30 days of the present meeting. Formal notice of this meeting must be sent to eligible voters immediately so that it is received at least 2 weeks prior to the meeting. Additional names may be submitted to the nominating committee during that period. The nominating committee will, at the next meeting, proceed with the portion of the election that failed passage. It is hoped that the nominating committee members will discover the reasons for the failure of acceptance and attempt to deal with them.
3. In the event that a resolution is still not obtained, then the matter will be referred to the President and/or Executive Board for final resolution.
4. Because members at large take office immediately following the district business meeting, they and the chartered organization representatives are eligible to vote at postponed elections if they were elected and the officers' slate was not accepted.
5. Voting may be done by ballot but voice or hand votes are acceptable since a district is a non-policymaking body. If ballots are used, the secretary should be instructed to collect ballots only from those eligible to vote, marked with the name of eligible voters and counted by clerks appointed by the chair of the nominating committee. A motion to cast a unanimous ballot for the proposed candidates is acceptable.

Chartered Organization Representative

1. The chartered organization representative is automatically a voting member of the council and the district upon the selection or appointment by the community organization and when registered as a member of the Boy Scouts of America. The individual is to be registered during the time that the chartered organization designates this person as chartered organization representative and shall have one vote.
2. Primary responsibilities are (1) help units to be successful and (2) serve as liaison between the chartered organization and Scouting.
3. The chartered organization representative is encouraged to become an active, participating member of one of the district's committees.

Note: Use District Nominating Worksheet, No. 513-332 or access a copy from MyBSA by linking to Strategic Performance under Resources. The form can also be accessed online as a "fill in" form.

Note: Council Bylaws are the "final word."

Vice President of Human Resources Report

Bob Dickson

Compensation and Benefit Committee

The Compensation and Benefit Committee plans to meet the first week of January to review employee performance and review compensation. This is a regularly scheduled annual meeting.

Nominating Committee

The Nominating Committee has met several times to identify potential Board Members for the 2017 Slate. Their goal has been to recruit strong board members who will help to bring in additional resources to the Council. We believe there are enough potential members that we can recruit enough Council Executive Board Members to comply with requirements laid out in our bylaws. To date, the following individuals have agreed to be included in the 2017 slate to be presented at our annual meeting.

Mark Crooks is the Burlington Fire Department Fire Marshal. He is the Scoutmaster of Troop 214. Mark has been our Council Risk Management Chair and will take on the role of Council Training Chairman in 2017. He is married to Jody Ehresman Crooks living in West Burlington, IA.

Doug Peters is a physician at Burlington Area Family Practice Center specializing in Family Medicine. He lives in Burlington, IA and is the Cubmaster of Pack 9 chartered to North Hill School PTA in Burlington, IA. Doug is the Membership Chair for Shoquoquon District.

Pat Coen is the Superintendent at Burlington Community School District. He is a Retired Colonel of US Army and Iowa Army National Guard. Pat is married to Jennifer Krieger-Coen. He was registered as Scout Parent with Pack 21 with son Josef Krieger-Coen.

Deb Stowers is the Pastor for First United Methodist Church in Mount Pleasant, IA. Deborah is the Chairperson of the Board of Ordained Ministry of the Iowa Annual Conference of the United Methodist Church. She is registered as the Executive Officer for Pack 27 and Troop 24.

Julie Stratman is the Elementary Academic Director of Quincy Public Schools District. Julie was a strong supporter of Scouting when she was the principal at Monroe Elementary School. Julie was registered as Committee Chair and Chartered Organization Representative with Pack 6.

Karen Mayville was an Explorer Post Advisor with Post 119. She is the secretary for the Rotary Club of Quincy. Karen is currently a PhD, RN, Administrative Coordinator for Accreditation, Director of the Master's Program, Professor at Blessing-Rieman College of Nursing & Health Sciences.

Curt Wavering is Engineer Project Manager and Secretary of Klingner & Associates, P.C. Curt has past Scouting experience.

Kent Embree has been registered as Den Leader, Cubmaster, Committee Chairman with Pack 52 and is currently registered as Committee Member of Troop 99 and Troop 136. He is the Marketing Manager at Kroc Center in Quincy and previously owned Quincy Display Graphics, LLC. Kent will continue to be our Council Family FOS Chairman in 2017.

Keith Kaufmann is the owner of EcoWater Systems of Quincy. He was registered as Scoutmaster of Troop 25 chartered to Transitions of Western Illinois & Good Samaritan Home from 2007 through 2012. Keith is a board member of Camp Callahan.

Misty Scott has been a past auditor for our Council and currently serves on our Audit Committee. Misty works in the Finance Department at GatesAir in Quincy. Misty has been involved with other nonprofits including YWCA. Misty will take the role of Assistant Treasurer for 2017 working with John McKillip.

Keith Klusmeyer is actively registered in Scouting as the immediate past Scoutmaster of Troop 2, member of the District Committee and Council Activities Committee. He is married to Pam with two Eagle Scout sons. Keith works at Bergman Nurseries as Landscape and Irrigation Designer. Keith is taking on the role of Council Properties Committee Chair in 2017.

Marketing Report
Sarah Fernandez, VP Marketing

- Update on 2016 Marketing Initiatives:
 - o Develop a “Request for Proposals” to replace our current website with new interface, back end updating tool, online reservation system, better calendar, and additional recommended features to be distributed to local web design companies. Follow through as appropriate with approval from the Executive Board. – Completed
 - o Look into new ways to support the Membership Recruitment committee. These support materials may include billboard advertising or new in school items such as bookmarks. – Completed through Billboard Advertising and Bookmarks for book fairs and libraries
 - o Develop a bimonthly eBlast that provides Exploring units with up-to-date information on council activities, best business practices, and support resources from National and the Council. – Completed with 2 issues distributed
 - o Create/find a system of receiving feedback from our Scouting families that will contain more specific information for our Council as opposed to the Voice of the Scout. – Completed and implemented with Survey Monkey. Feedback has been gathered on event evaluations, awareness of programs and support offered by the council, data collection for grant writings and united ways.
 - o Create a budget that will provide a roadmap of success for marketing and public relations within the Council. – Completed
 - o Provide more information to the local media utilizing the Media List developed in 2016. Items to be promoted may include but are not limited to Eagle Scouts, Service Projects, and Major Events. – Completed, but room to grow and expand for 2017.
 - o Develop a series of yard signs that highlight the positive things Scouting does for the community that can be used at fundraisers, special events, and outside the Council Scout Service Centers. – Not Completed. Expect to be moved into 2017.

• Membership Highlights

- o Serving 2915 youth which is a 3.6% growth
- o 178 Lion Cubs

Program Report
December 2016

Brent Babyak, VP Program

Through Nov. 30, 2016, the Council has had 39 Eagle Scouts with more applications pending for December.

The Council advancement for Boy Scouts is currently 41% (which is about 6% less than a year ago) and Cub Scout advancements are at 74% (about 2% less than a year ago). Anticipate end of year will be around 42-45% for Boy Scouts and close to 80% for Cub Scouts.

Going to apply for an international camp staff

Set fee structure for 2017 summer camp

Began discussion on 2017 events such as the council camporee

Administration Report
Ron Teater, VP Administration

We are pleased to announce the recruitment of a Chairman for the Technology Committee, Nathan Smith.

The Bylaws Committee received the latest National's changes and reviewed them. These changes did not significantly change the document but were mostly clarifications to the bylaws. A few changes from the 2016 template were removed, for example the Nominating Committee can include Council Officers again. The Bylaws Committee received acceptance from the National Office to add language clarifying that restrictions must be honored in Article X, Section 2, Clause 3.

Attached is a copy of the Bylaws Committee Notes as well as a final copy of the Bylaws to be presented for acceptance at the Board Meeting.

1st VP Report
Kevin Mineart

The email vote was taken and the equipment purchases (skid steer loader and implements) for camp maintenance were approved, so the procurement process was started immediately. At this point, the loader and several implements (forks, brush mower and pallet forks) have been purchased. These particular implements were deemed the most critical to the current needs at the Philmont Cabins and for camp maintenance. We will be shopping around for the rest of the implements that were approved to see if any good used implements can be found.

After meeting with David Cornell from the BSA National Architects group, it was decided we should step back and evaluate the information that he provided and do our best to blend some recommendations by National into our Envision 2020 plan. A meeting was held, including Joe Henning, Kevin Mineart, Brent Babyak, Todd Lamison, David Lane and J. David Gilbert; on the agenda was to look at the developmental layouts that David Cornell had provided and correct the 'existing information' shown on the maps (much of which National had from outdated information) to add information with regard to proposed Envision 2020 improvements and to evaluate the information/suggestions that had been provided and determine what should/needed to be added to the Envision 2020 Plan. There was a significant amount of evaluation and questions raised by Mr. Cornell with regard to the Council Offices. While the initial scope of the Envision 2020 plan was not to include the Council Offices, it was decided after the meeting with Mr. Cornell that it would be wise to add them to the plan. All the information from this meeting is being sent to National so that the camp layouts can be updated to show our current plans as well as the items suggested by David Cornell and the BSA National Architects group. The product of this will be maps/diagrams of both council camp properties showing the areas where improvements will be made. Once received, we will be creating complimentary documentation describing in more detail for the camp improvements. The combination of the improvement plan diagram/map and the detailed description of the proposed projects will be used for fundraising efforts. Included with this report is an update on Envision 2020 Progress.

2016 Project Updates

New Storm Sirens	SSR/CE	\$ 16,000.00	Secured \$5,500 of this total needed for this project. An additional \$20,000 has been requested in grants
Drain tile Activity Field	SSR	\$ 8,000.00	Funding secured and project will begin Fall 2016 pending vendor timeline
Off Season Housing (Philmont Cabins)	SSR	\$ 69,000.00	Funding secured and project underway. Projected completion date: Spring 2017
Off Season Housing	CE	\$ 35,000.00	Project designed and funding being sought out
Infrastructure upgrades (electric)	CE	\$ 75,000.00	Electrician Union has been up to camp to perform an audit of our electric needs. A detailed needs list is being created. Project will not occur this year
Internal Camp Signage	SSR/CE	\$ 1,500.00	Funding secured and project will begin Fall 2016
Heavy Equipment Purchases: Snow Plow, Trailers, Truck, Skid Steer	CE/SSR	\$ 130,000.00	New Camp Truck and Snow Plow purchased January 2016. Skid Steer and Trailer proposed spending to be determined in October 2016
Renovate Silver Tomahawk Lodge	CE	\$ 12,000.00	Funding secured for Phase 1 (Training Center and Interior Renovation). Work will complete by October 2016. Funding being secured for exterior work in Winter 2017.

Camp Callahan Storage Building (2017): Project was completed in Summer 2016 and was fully funded by Camp Callahan

Storm Shelters (2017): A grant was submitted through Adams County Emergency Management to build three storm shelters at Saukenauk Scout Reservation. A similar grant will be submitted in 2017 for Camp Eastman. We are waiting to hear back from FEMA on the approval of this grant.

Pete's Pond Renovation (2017): The Order of the Arrow has chosen this project for their annual service grant. They are looking to spend \$4,000.00 to begin work on dredging, expanding, and building a new waterfront area.

Eagle Ridge District Report

District Chairman	Rick Atwood
District Commissioner	Dan Zanger
District Director	J. David Gilbert

Eagle Ridge is proud to announce we were able to meet and exceed our membership goal for the year. We now have 1165 youth which is a 6.2% increase over last year's total of 1097. It took a great amount of effort on the part of my membership chairman, Gary Kuhn, and our District Director J David Gilbert to accomplish this. Our membership team had to go through a second round of rallies and boy talks to make this happen. I applaud their dedication and hard work.

Eagle Ridge service, as of the end of November is over 5000 hours. We continue to work on recording hours and communicating those hours with the council. I still believe that many of our service hours are going unrecorded.

Our popcorn sales is significantly down this year. We are at 88.7% of our goal. We had planned on \$201,000 in sales and have only sold \$178,350.

On a higher note, Eagle Ridge was able to exceed expectations with our FOS campaign. Our goal was \$80,000 and we were able to raise \$80,980. I would like to thank Byron Smith (Community FOS Chairman) and Ted Hea, (Family FOS Chairman) along with his team of presenters for all their hard work.

Lastly, I would like to give a big thank you to J David Gilbert for all of his hard work and dedication to the Eagle Ridge District. He has been a huge help to me over the last 2 years, and directly responsible for all the success we have had over my time as Chairman. As he leaves this position and heads off to aid the council in a different capacity, I would like to acknowledge his time as Eagle Ridges District Executive.

Respectfully submitted,

Rick Atwood
Eagle Ridge District Chairman

River Valley Report

As we near the end of 2016 River Valley has had some great accomplishments and some struggles. With Membership, River Valley has reached a 1.7 increase in membership over last year. However, with Friends of Scouting, they have struggled to make goal. Going forward River Valley has a plan set in place to cultivate new prospects, FOS workers and presenters. Currently we are working on finalizing all Charters that are not complete and setting the foundation for 2017. Heather Huebner has joined the team and we have faith that with the merged district, the end of 2017 will have met all goals and be Gold in Journey to Excellence.

Gina Lanning
District Chairman

SHOQUOQUON DISTRIC REPORT December 2016

District Executive **J David Gilbert**

District Chair **Jon Manley**

District Commissioner **May Hessel tine**

JTE – Currently sitting at 1600 points which positions us solidly in SILVER. Good chance to move into GOLD before year end.

Fund Raising

- FOS 88.0% of Goal \$66,008 (Family 98.9% - Community 79.6%)
- Discount Card 91.5% of Goal \$49,015
- Popcorn 86% of Goal \$109,000
- Total Fund Raising came in at 88% of Goal - \$224,023 raised versus a goal of \$255,520

Community Service – Tracking at 7.1 hours per scout putting us at 7,397 total hours YTD

Membership – We achieved our goal of 2% growth ending with 2.3% Membership Growth. We achieved growth in both Tigers and Boy Scouts.

Training – District Training Day scheduled for January 7th at First Christian Church

Advancement

- Boy Scouts at 43.75% and this has moved us into Gold in JTE.
- Cub Scouts dipped a bit to 67.42% - we are following up with a handful of packs that did not show any Bobcat advancement.

Camping

- Boy Scouts 77.0% - Silver
- Cub Scouts 93.58% - Gold
- Merit Badge Conference will be on February 11th will be held at Great River Health Rehab Center
- Spring Camporee will be held at Camp Saukenauk

Unit Contacts – 48.83% of units have required commissioner contacts (GOLD JTE).

Unit Retention – 97.7% (GOLD JTE).

Re-Charter – Re-charter is progressing with follow-ups to the units that are missing items in their re-charter package.

2017 Committee – We held our Nominating elections at the December committee meeting and the 2017 District Committee has filled in nicely. We have a couple of positions that we are waiting on final confirmation.

This will be my last Shoquoquon District Committee report as Chairman as I pass the reins to Josh Shier. I have thoroughly enjoyed the three years I served as Chair and would like to Thank all of those that helped me and the scouting program by serving on the Shoquoquon District Committee over this time period!

Report for The Tribe of the Silver Tomahawk
Parker Hanks, Tribe Chief

Work on the Tribe Lodge is coming along. The drywall has been completed and painted. We have purchased the doors and windows to be installed in February. The floor will be ordered and laid after Winter Banquet.

Winter Banquet will be held on January 7th at the Loft on Jefferson in Burlington. We sent out a *Tomahawk Talk* to all of our members regarding Winter Banquet and the next few months.

We will be looking at sending out a postcard for Brave Day, and a *Tomahawk Talk* again before Summer Camp. We are looking for locations for Brave Day, in Burlington, as we are hoping for a better turnout.

Commissioner's Report
December 2016

Recharter looks good, as we close out the year. There are a few units to finish up. We are looking at a group of new units to charter for 2017, and we are looking for more Unit Commissioner for new units.

JTE report

Mississippi Valley will finish at Gold for 2016. Our 5 as we finish the year will be:

Fundraising	Silver up 6.7%
Membership Growth	Gold up 6.92%
Boy Scout Advancement	Gold up 7.98%
Community Service	Gold up .6 hrs.
Unit Leadership	Silver down 3.83%

The Commissioner Corps would like to say a special thank you to J. David Gilbert as our staff advisor for 2016. He has done a great job helping our group. Good luck to in your new adventure.

Respectfully submitted,
Cecil Haskins
Council Commissioner



Explore

Districts

NOVEMBER 2016



JOURNEY TO EXCELLENCE

Central-A3 Mississippi Valley 141 (#141)

Quincy, IL
2016-12-09

Current Year-to-Date: 2425 of 3000
Last Year-to-Date: 1875 of 3000

Total Score (3000 max)



Overall status



Finance
 Membership
 Program
 Unit Service
 Leadership and Governance

