

# **Spanish Trail Scout Reservation Alumni Association Bylaws**

## **ARTICLE I: NAME**

**Section 1-** The official name of this organization will be the “Spanish Trail Scout Reservation Alumni Association Incorporated” herein referred to as the “Association.”

**Section 2-** Recognized auxiliary name of the Association will be “STSR Alumni Association.”

## **ARTICLE II: MISSION STATEMENT**

**Section 1-** The mission of the Association is to reconnect alumni with Spanish Trail Scout Reservation; to support Spanish Trail Scout Reservation and its staff; and to promote the Scouting program.

## **ARTICLE III: PURPOSE**

**Section 1-** Preserve and improve Spanish Trail Scout Reservation for the betterment of staff and campers, and to connect or reconnect current and former staff through fellowship and service.

**Section 2-** No part of the net earnings of the corporation shall inure to the benefit, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in previous articles hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **ARTICLE IV: MEMBERSHIP**

**Section 1-** Membership is open to former and current Spanish Trail Scout Reservation Summer Camp Staff over the age of eighteen (18).

**(Section 1 Is Nullified By Amendment II, See Amendment II)**

**Section 2-** Must pay dues as set by the Board of Directors.

**Section 3-** There will be no classes or designation of membership.

**Section 4-** Members are those who have paid dues equivalent for the year.

**(Section 4 Is Nullified By Amendment I, See Amendment I)**

**Section 5-** Members must be in good standing in the community.

**Section 6-** Members are required to provide at least eight (8) hours of community service each year to be reported to the Director of Service.

## **ARTICLE V: REMOVAL OF MEMBERSHIP**

**Section 1-** Any association member, for just and due cause, may be removed of membership by a two-thirds vote of the Board of Directors, provided that the member in question has been notified sixty (60) days before by written notice and has the opportunity to defend himself / herself before the vote takes place.

**Section 2-** A Board member must be removed from office before removal of membership, see Article VII.

**Section 3-** Written notice given by mail must be delivered by certified mail or first-class mail to the last address of the member shown on the records of the corporation. As per “Florida Not For Profit Corporation Act” Statute: 617.0607

**Section 4-** Membership can be returned by a two-thirds vote of the Board of Directors. After written letter is received by the President from individual seeking return of membership.

**Section 5-** A member who has been removed may be liable to the Association for dues, assessments, or fees as a result of obligations incurred or commitments made before the removal of membership. As per “Florida Not For Profit Corporation Act” Statute: 617.0607

## **ARTICLE VI: BOARD OF DIRECTORS**

**Section 1-** The elected members of the Board shall consist as following:

President: Presides over all meetings and activities of the Board of Directors and of the Association. Acts as the representative of the Association in all matters concerning the Board of Directors and of the Association. Assumes the duties of the Vice President when the Vice President is unable.

Vice President: Assumes the duties of the President when the President is unable. Oversees the duties of all lower elected members of the Board and assumes their duties if lower elected members are unable.

Director of Administration: Responsible for preparing and sending out of all minutes from all Board of Director and Association meetings to members of the Association. Responsible for all communications and publications of the Association whether it be physical or digital. Is responsible for all historical aspects concerning the Association.

Treasurer: Handles all financial aspects of the Association including fundraising, donations, merchandise and bookkeeping.

Director of Program: Is responsible for planning and running of all social fellowship and events for the Association.

Director of Membership: Is responsible for all membership records of the Association including all applications. Responsible for all recruiting as well as all recruiting activities and events.

Director of Service: Responsible for all service events and activities at the camp and in the community for the Association. Keeps track of all service done and hours of service given by members and the Association.

**Section 2-** The elected members of the Board of the Association will be elected in the 4th quarter of the year for a term of one year beginning on January 1st until the next elected members of the Board succeed them. Board members are not limited in consecutive terms.

**Section 3-** The election of Board members shall take place online with all members being given an anonymous ballot. Candidates must file an Intent to Run with the Director of Administration by October 31st and the election shall run from November 7th to midnight on November 14th.

The online election shall be administered by the Director of Administration and overseen by the Vice President.

**Section 4-** All members of the Board of Directors must be dues-paid and remain so throughout the term to retain the right to vote on the Board.

**Section 5-** The Camp Director of Spanish Trail Scout Reservation and Camp Ranger of Spanish Trail Scout Reservation shall have an equal seat on the Board to all other members of the Board.

**Section 6-** The direct previous President shall have an equal seat on the Board to all other members of the Board.

**Section 7-** The Board of Directors shall consist of the President, Vice President, Director of Administration, Treasurer, Director of Program, Director of Membership, Director of Service, Camp Director, Camp Ranger and Past President. Each individual on the Board is entitled to one (1) vote.

**Section 8-** All members of the Association may attend Board of Directors meeting and discuss and debate matters. Members shall not hold a vote on the Board of Directors and will not be considered members of the Board unless they hold a position stated in Section 7 of this Article.

**Section 9-** All Board of Directors meetings will follow Roberts Rules of Order (Current Edition) as consistent with the Articles of Incorporation, Bylaws and any policies adopted by the Board of Directors.

**Section 10-** Quorum for the Board of Directors shall consist of fifty one percent (51%) of the members of the Board of Directors.

**Section 11-** Members of the Board of Directors may participate in any regular or special meeting by, or conduct the meeting using, any means of communication by which all members participating may simultaneously hear each other during the meeting. A member participating in a meeting by this means is deemed to be present in person at the meeting.

**Section 12-** No elected member of the Board may hold more than one elected position on the Board.

**Section 13-** In case of a vacancy of the President, the Board of Directors shall elect a new President from the current Board members. In case of vacancy of any other elected position, the position will be filled by an appointment from the President with approval from the Board. The new elected board member will finish the term and leave office following the procedure in Section 2 of this Article.

**Section 14-** The President or his/her designee shall prepare the Annual Report for Nonprofit Corporation deliverable to the Florida Department of State in accordance with "Florida Not For Profit Corporation Act" Statute: 617.1622.

**Section 15-** Board of Directors meetings will be called at the discretion of the President.

## **ARTICLE VII: REMOVAL OF ELECTED BOARD MEMBER**

**Section 1-** Any Board member, for just and due cause, may be removed by a two-thirds vote of the Board of Directors, provided that the Board member in question has been notified and has the opportunity to defend himself / herself at the Board meeting concerning their position.

**Section 2-** The Board member in question for removal will not be able to vote on their removal.

## **ARTICLE VIII: MEETINGS AND ACTIVITIES**

**Section 1-** The Association will hold an annual business meeting during either the third or fourth quarters of the year.

**Section 2-** The President can call for a special business meeting for just and due cause with sixty (60) days notification to all members.

**Section 3-** The annual business meeting and or special business meeting will require no quorum of members if the date and location were set and made known to members at least sixty (60) days before the meeting.

**Section 4-** The Board of Directors led by the President shall report on the activities and financial condition of the Association at the annual business meeting.

## **ARTICLE IX: FINANCE**

**Section 1-** The Fiscal Year of the Association will follow the calendar year.

**Section 2-** The Treasurer will serve as the Chief Financial Officer of the Association.

**Section 3-** In case of dissolution of Association and in compliance of 501(c)(3) of the Internal Revenue Code, assets shall be given to the Spanish Trail Scout Reservation endowment fund held by the Gulf Coast Council, Boy Scouts of America.

## **ARTICLE X: COMMITTEES**

**Section 1-** The President and the Board of Directors shall annually determine the number, nature and duties of the committees necessary to implement the Associations programs and responsibilities. Those committees which have a year around function shall be designated as Standing Committees and their chairmen shall have a nonvoting seat on the Board of Directors.

**Section 2-** The President may establish or dissolve Ad Hoc Committees at any time and will give notice of such actions to the Board of Directors. The Chairmen of Ad Hoc Committees shall not

be voting members of the Board of Directors. Ad Hoc Committees may not take any action without prior authorization from the Board of Directors.

## **ARTICLE XI: AMENDMENTS**

**Section 1-** These Bylaws may be amended at any business meeting following a two-thirds (2/3) vote of members present.

**Section 2-** Proposed amendments must be disseminated to all members at least thirty (30) days prior to the business meeting where they will be voted upon.

These Bylaws were approved by a two-thirds vote of the Spanish Trail Scout Reservation Alumni Association Incorporated Board of Directors on the 15th of September, 2018.

### **AMENDMENT I:**

“Dues Implementation Change” - Members are those who are actively dues paid, with membership dues lasting one calendar year when paid.

Article IV, Section 4 will be nullified by Amendment I on January 1st 2022.

Amendment I was approved by a two-thirds vote of the Spanish Trail Scout Reservation Alumni Association Incorporated Membership in compliance with this document on the 12th of December, 2021. This amendment will go into effect the 1st of January, 2022

### **AMENDMENT II:**

“New Member Requirement Change”- Membership is open to those over the age of eighteen (18) and who have previously staffed one week of Summer Camp at Spanish Trail Scout Reservation or those who provide 40 hours of service to Spanish Trail Scout Reservation through a combination of event staffing and / or volunteer work intended for the betterment of Spanish Trail Scout Reservation, completed within a single calendar year.

Article IV, Section 1 will be nullified by Amendment II on January 1st 2023.

Amendment II was approved by a two-thirds vote of the Spanish Trail Scout Reservation Alumni Association Incorporated Membership in compliance with this document on the 10th of December, 2022. This amendment will go into effect the 1st of January, 2023