

By-Laws

Troop 196 Committee - Camp Pioneer, Inc.

ARTICLE 1: OFFICES

Section 1 - Principal Office: The principal office of the Corporation is located in Cumberland County, State of Pennsylvania at the residence of the current President of the Corporation.

Section 2 - Retention of Records: Corporation records will be retained by the President for seven years.

ARTICLE 2: IDENTITY AND PURPOSE OF ORGANIZATION

Section 1 - Identity: *Troop 196 Committee - Camp Pioneer, Inc.*, hereinafter referred to as the Corporation, was incorporated in the State of Pennsylvania on 9/23/2005 at 3:57:16pm as Entity Number 3337011. The Corporation was organized under the Pennsylvania Non-Profit Corporation Law of 1988, for charitable purposes, which include owning and operating property, real or personal, to facilitate scouting programs involving camping and other outdoor activities for children and youth and their families and any other lawful purpose. The Corporation is not independently organized as a Section 501(c)(3) entity.

Section 2 – Affiliation with Boy Scouts of America (BSA): The Corporation operates under the auspices of the Boy Scouts of American, Keystone Area Council which is organized exclusively for one or more purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code. The Council and member Districts and Troops operate with tax exempt number 75–00438–5.

Section 3 - Specific Objectives and Purposes: The Corporation exists a) to foster the principles of Scouting and the Boy Scouts of America, b) provide adult leadership and guidance in support of the Boy Scout activities of Troop 196, c) to meet the requirements of the Boy Scouts of America for the continued charter of the troop and d) to provide financial support of troop activities.

Section 4 - Separation of Responsibilities: For ease of management and as described in Articles 3 and 4, the Corporation is divided into two divisions: 1) Troop 196 Committee, and 2) Camp Pioneer Board.

Section 5 - Corporate Offices: The corporate officers of President, Vice-President, Secretary and Treasurer are selected by the Troop Committee in accordance with Article 3, Section 4. Troop Committee officers are de factor officers of the Corporation.

ARTICLE 3: TROOP 196 COMMITTEE

Section 1 – Purpose: The Troop 196 Committee, hereinafter referred to as “the Committee” is the administrative support of BSA Troop 196. The Troop is chartered by L H Kinard #7, Capital Club of the Telecom Pioneers.

Section 2 - Membership: Members include all adults registered in BSA Troop 196 as Committee Members, Scoutmaster, Assistant Scoutmasters and the Charter Organization Representative.

- A. A voting member is any adult registered as a Committee Member that has attended at least three meetings in any five consecutive Committee meetings. However, the Chartered Organization Representative is a voting member without condition. Once designated a voting member, the status remains until resignation or revocation.
- B. Loss of voting privileges occurs when: a) missing three consecutive meetings without written explanation to the Committee, b) missing five consecutive meetings, with or without explanation, or c) by revoking membership as described in Article 3 Section 2C below.
- C. Individual membership may be revoked for conduct which the Committee deems detrimental or disruptive to the Corporation or Troop 196. Any individual member of the Committee may request the expulsion of any other individual member by notifying an officer of the Committee. After an appropriate investigation, the officers will either: a) expel when majority of officers agree, b) not expel when majority of officers agree or c) bring the issue to the full Committee. Once membership is revoked, the Council and chartering organization will be notified by an Officer of the Committee to remove the person from the Council records.

Section 3 – Officers and Duties: The four Committee officers are: President, Vice-President, Secretary and Treasurer.

- A. The President:
 - a. presides at all meetings
 - b. maintains Committee records
 - c. establishes sub-committees as necessary, serves as ex-officio member of all sub-committees, follows-up on action items of all sub-committees
 - d. interprets these By-Laws and ensures that the actions of the Committee support the principles of BSA scouting
 - e. appoints auditors for the audit of the treasury.
 - f. ensures adherence to state regulations for non-profit Corporations including submission of forms to the Pennsylvania Department of State, annually or as required
 - g. expends funds with approval of the Committee; under certain circumstances, the President may need to expend funds prior to Committee approval; the Committee will reimburse expenditures that are considered reasonable as explained to the Committee.
- B. The Vice-President assumes all responsibilities of the President in the event of the absence or incapacity of the President.
- C. The Secretary:
 - a. creates minutes of all meetings, submits them for approval and provides the approved minutes to the President
 - b. prepares such correspondence as may be directed by any officer of the Committee and provides originals/copies to the President for record retention
 - c. maintains records necessary to determine voting status of members and the quorum required for each meeting
 - d. registers all new and renewed registrations for Committee members and scouts in Troop 196.
- D. The Treasurer:
 - a. maintains the financial records of income and expenses of the Committee
 - b. prepares monthly reports, submits for approval and provides the approved report to the President for record retention

- c. establishes and monitors individual accounts for scouts and adult leaders
- d. pays bills incurred in the normal operation of the Committee and Troop 196
- e. expends funds at the direction of the Committee
- f. reimburses individuals with approval of the Committee
- g. prepares an annual budget, submits for approval and provides the approved budget to the President.

Section 4 – Officer Elections and Retention: Officers are elected by a simple majority of members present at a duly authorized meeting of the Committee. Nominations for officers can come from any member or officer of the Committee. Nominees must be voting members. Term of office is unlimited except by resignation or revocation.

- A. Vote of Confidence is taken for each officer at least once per year at the duly authorized meeting in May via anonymous ballot. A simple majority of the voting members will determine the issue. Revocation of office will be immediate.
- B. Revocation of Office is automatic after an officer misses three consecutive meetings without written explanation to the Committee, missing five consecutive meetings (with or without explanation), or by a vote of no confidence. A no-confidence vote can be called by any voting member at any meeting, but no more often than every third meeting for any officer. In certain circumstances, the Committee can waive automatic revocation of office by a simple majority vote at a duly authorized meeting of the Committee.

Section 5 – Scoutmaster: The Scoutmaster is a non-voting member of the Committee and registered with the Boy Scouts of America as the adult leader of Troop 196. In addition to duties as defined by the BSA, the Scoutmaster is designated to bring requests to the Committee for equipment, resources and other support in order to meet the needs of Troop 196 and is responsible for storage and maintenance of equipment as described in Section 7.

The Scoutmaster:

- A. carries out the direction as requested by the Committee
- B. expends funds with approval of the Committee; under certain circumstances, the Scoutmaster may need to expend funds prior to Committee approval. The Committee will reimburse expenditures that are considered reasonable as explained to the Committee.

The Scoutmaster is appointed by majority vote of the Committee. Term of office is unlimited except by resignation or removal from office by a 2/3 majority vote at a duly authorized meeting of the Committee.

Section 6. Meetings

Time and Place - The Committee meets monthly except for December, June and July at a place and time designated by the President. In the event any regular scheduled meetings is or has to be rescheduled, it shall be the duty of the President to notify all members of such change in any way s/he considers expedient.

Special meetings - These may be scheduled at any time at the discretion of the President. Notice of such meetings must be provided to all Committee Members no less than 3 days prior to the meeting.

Quorum - No business shall be transacted by the Committee at a regular or special meeting without a quorum which is defined as 25% of the voting membership of the Committee of which two must be officers. The presence of a quorum at a regular or special meeting defines a "duly authorized meeting of the Committee" as used throughout these By-Laws.

Voting – Except as noted herein, all votes are decided by a simple majority of a duly authorized meeting of the Committee. In case of a tie, the President must cast the deciding vote.

Section 7 – Property: The Committee is responsible for all equipment or assets of Troop 196, except for Camp Pioneer property, improvements and associated equipment and furnishings. The ownership of an item defaults to the Committee in the event that ownership of an item is uncertain.

Section 8 – Audit: The President shall appoint auditors for an annual audit no later than the May meeting. Treasurer shall provide access to the auditors to all committee financial records. Auditors shall report back to the committee in August or September.

ARTICLE 4: CAMP PIONEER BOARD

Section 1 – Purpose: The Camp Pioneer Board, hereinafter referred to as "the Board" is the administrative support of "Camp Pioneer" which is an approximately fourteen (14) acre parcel of land with improvements; it is located in Franklin Township, York County, Pennsylvania.

Camp Pioneer, hereinafter referred to as "Camp", was conveyed to the Corporation by Deed dated March 17th, 1972 and Recorded on May 26, 1972 in the Office of the Recorder of Deeds of York County in Record Book 65-I, Page 266; and the right-of-way granted to the Corporation, its successors and assigns, by an Agreement dated April 17, 1972 by and between the Corporation and Gretna Wenger recorded on May 26, 1972 in Record Book 65-I, Page 270.

Section 2 - Membership: Members include all adults registered in BSA Troop 196 as Committee Members, Scoutmaster, Assistant Scoutmasters and the Charter Organization Representative.

- A. A voting member is any adult registered as above that has attended at least three meetings in any five consecutive Board meetings. However, the Chartered Organization Representative is a voting member without condition. Once designated a voting member, the status remains until resignation or revocation.
- B. Loss of voting privileges occurs when: a) missing three consecutive meetings without written explanation to the Board, b) missing five consecutive meetings, with or without explanation, or c) by revoking membership as described in Article 4 Section 2C below.
- C. Individual membership may be revoked for conduct which the Board deems detrimental or disruptive to the Corporation or Troop 196. Any individual member of the Board may request the expulsion of any other individual member by notifying an officer of the Board. After an appropriate investigation, the officers will either: a) expel when majority of officers agree, b) not expel when majority of officers agree or c) bring the issue to the full Board.

Section 3 – Officers and Duties: The five Board officers are: Chairman, Vice-Chairman, Secretary, Treasurer and Campmaster. The first two officers are from the Troop Committee while

the last three are elected specifically by the Board. All officers must be registered in BSA Troop 196.

- A. The Chairman of the Board is the same person who serves as Committee President. The Chairman:
 - a. presides at all meetings
 - b. maintains Board records
 - c. establishes sub-committees as necessary, serves as ex-officio member of all sub-committees, follows-up on action items of all sub-committees
 - d. expends funds with approval of the Board; under certain circumstances, the Chairman may need to expend funds prior to Board approval. The Board will reimburse expenditures that are considered reasonable as explained to the Board.
- B. The Vice-Chairman is the same person who serves as Committee Vice-President. S/he assumes all responsibilities of the Chairman in the event of the absence or incapacity of the Chairman.
- C. The Secretary may or may not be the same person who serves as Committee Secretary.
 - a. creates minutes of all meetings, submits them for approval and provides the approved minutes to the Chairman
 - b. prepares such correspondence as may be directed by any officer of the Board and provides originals/copies to the Chairman for record retention
 - c. maintains records for purposes of determining voting status of members and determining the quorum for each meeting.
- D. The Treasurer may or may not be the same person who serves as Committee Treasurer. The Treasurer
 - a. maintains the financial records of income and expenses of the Board
 - b. prepares monthly reports, submits for approval and provides the approved report to the Chairman for record retention
 - c. pays bills incurred in the normal operation of the Board
 - d. expends funds at the direction of the Board
 - e. reimburses individuals with approval of the Board
 - f. prepares an annual budget, submits for approval and provides the approved budget to the Chairman.
- E. The Campmaster must be registered as a member of BSA Troop 196 and is appointed by majority vote of the Board. Term of office is unlimited except by resignation or removal from office by a 2/3 majority vote at a duly authorized meeting of the Committee.

Section 4 – Officer Elections and Retention: Elected officers are elected by a simple majority of members present at a duly authorized meeting of the Board. Nominations for elected officers can come from any member or officer of the Board. Nominees must be voting members. Term of office is unlimited except by resignation or revocation.

- C. Vote of Confidence is taken for each elected officer, at least once per year at the duly authorized meeting in May via anonymous ballot. A simple majority of the voting members will determine the issue. Revocation of office will be immediate.
- D. Revocation of Office is automatic after an officer misses three consecutive meetings without written explanation to the Committee, missing five consecutive meetings (with or without explanation), or by a vote of no confidence. A no-confidence vote can be called by any voting member at any meeting, but no more often than every third meeting for any officer. In certain circumstances, the Board can waive automatic revocation of office by a simple majority vote at a duly authorized meeting of the Board.

Section 5 – Campmaster Responsibilities:

- A. maintains Camp facilities and equipment
- B. manages rentals of Camp facilities and equipment
- C. enhances Camp facilities and equipment
- D. arranges for secure location/s for unlimited storage of troop equipment as necessary
- E. carries out the direction as requested by the Board
- F. expends funds with approval of the Board; under certain circumstances, the Campmaster may need to expend funds prior to Board approval. The Board will reimburse expenditures that are considered reasonable as explained to the Board.

Section 6. Meetings

Time and Place - The Board meets monthly except for December, June and July at a place and time designated by the Chairman. In the event any regular scheduled meetings is or has to be rescheduled, it shall be the duty of the Chairman to notify all members of such change in any way s/he considers expedient.

Special meetings - These may be scheduled at any time at the discretion of the Chairman. Notice of such meetings must be provided to all voting members of the Board no less than 3 days prior to the meeting.

Quorum - No business shall be transacted by the Board at a regular or special meeting without a quorum which is defined as at least 5 voting members one of which must be the Chairman, Vice-Chairman or Campmaster. The presence of a quorum at a regular or special meeting defines a “duly authorized meeting of the Board” as used throughout these By-Laws.

Voting – Except as noted herein, all votes are decided by a simple majority of a duly authorized meeting of the Board. In case of a tie, the Chairman must cast the deciding vote.

Section 7 – Property: Rental fees for Camp facilities and equipment are set by the Board. All funds derived from rentals are deposited into the Camp Treasury for maintenance or improvement to the property. The Board is responsible for Camp Pioneer property, improvements and associated equipment and furnishings. The ownership of an item defaults to the Committee in the event that ownership of an item is uncertain.

Section 8 – Audit: The Chairman shall appoint auditors for an annual audit no later than the November meeting. Treasurer shall provide access to the auditors to all committee financial records. Auditors shall report back to the committee in February.

ARTICLE 5: TERMS AND CONDITIONS

Section 1 – Amendment: These By-Laws may be altered or amended or new By-Laws adopted by a two-thirds majority of a duly authorized meeting of the Committee.

Section 2 – Previous By-Laws: Once approved, these By-Laws replace and supersede any existing By-Laws for this Corporation.

Section 3 – Articles of Incorporation: If there is any conflict between the provisions of these By-Laws and the Articles of Incorporation of this Corporation, the provisions of these By-Laws shall govern.

Section 4 – Non-Liability of Corporation Members: The officers and members of the Corporation shall not be personally liable for the debts, liabilities, or other obligations of the Corporation except in the case of intentional misconduct.

ARTICLE 6: DISSOLUTION

Section 1 – Dissolution Vote: This Corporation can be dissolved by a unanimous vote at a duly authorized meeting of the Committee

Section 2 – Disposal of Property Owned by Corporation: Once a motion for dissolution of the Corporation is unanimously passed, or upon the revocation or lapse of its charter, the Committee President shall apply unit funds and property to the payment of unit obligations and arrange for the disposal of all property in accordance with the Rules and Regulations of the BSA governing procedure. No member of the committee shall benefit monetarily from dissolving the Corporation.

On May 27, 2010, these by-laws were adopted during a duly authorized meeting under the previous by-laws where a 2/3 quorum was required from the 35 currently registered adult members of BSA Troop 196. The previous by-laws did not discriminate between voting and non-voting committee members so the quorum was based on all registered adult members. Although the previous by-laws required a 2/3 vote of those present to amend or replace the by-laws, the vote was unanimous to adopt these new by-laws.

The 24 members in attendance were:

*Tom Armstrong
Ed Donohue
Brian Eckert
Robin Eckert
Dave Forster
Mike Harmon
Charlie Hoke
Joni Hull*

*Mark Kissinger
Mark Linnehan
Dave Mack
Kathy Malarich
Dave Messinger
John Messinger
Matt Messinger
Sam Messinger*

*Chris Neenan
Lyn Neenan
Mark Reisinger
John Smith
Rick StLouis
Barbara Tosiano
Marc Tosiano
Leroy Weaver*