

BADEN-POWELL SERVICE ASSOCIATION, US, dba
OUTDOOR SERVICE GUIDES
BY-LAWS

The following by-laws incorporate the Election Amendment January 2022, adopted by HQ at meeting January 18, 2022

Note on name of Non-Profit Corporation: our official incorporation documentation lists us as the Baden-Powell Service Association, US. Legally, Outdoor Service Guides is our "doing business as" (dba) name.

ARTICLE I. NAME, AFFILIATIONS, PURPOSE

Section 1. Name of the Organization

- (i) The name of the organization shall be "Baden-Powell Service Association, US". Here after, BPSA.

Section 2. Organization Affiliations

- (i) BPSA will be recognized as affiliated with, but independent of, other Baden Powell Scouting Associations around the world.
- (ii) BPSA shall maintain membership within the World Federation of Independent Scouts (WFIS).

Section 3. Statement of Purpose

- (i) The aim of the BPSA is to develop good citizenship through woodcraft and scoutcraft training by following the methods and aims developed by Robert Baden-Powell's "Scouting" program. This program was described in Baden Powell's writings in the books, "*The Wolf Cub's Handbook*", "*Scouting for Boys*", and "*Rovering to Success*." The organization of Scouting was described as well in the 1938 "*Policy, Organization and Rules*" of the Boy Scouts Association of the United Kingdom, which was the last set of Scouting policies overseen by Baden-Powell before his death.
- (ii) The BPSA maintains that Baden-Powell's scouting program continues to be an excellent tool for instruction in good citizenship and outdoor training and is worthy of continuation in the form he [Baden-Powell] last left it.
- (iii) However, no organization can completely live in the past; and in a few instances the traditional scouting program should be changed. BPSA modifies the traditional program where wisdom warrants it, to make it more inclusive, to eliminate vestiges of colonialism and other prejudices of the era when it was developed, to account for advances in first aid, health and safety, to respond to the growing awareness of the importance of environmental protection, and to adapt the program to local conditions, customs, and traditions. Local

conditions might necessitate alterations due to possible legal restrictions on the use of certain words and marks, the expense or unavailability of some uniform items, and the need for warm winter weather uniforms in cold climates.

Similarly we alter wording and practices involving flags, national anthems, monarchs, and the like to be appropriate to that of the United States.

- (iv) The BPSA seeks to have good relations with all Scouting, Guiding and historically related organizations; and considers their members to be our brothers and sisters. We seek cooperation with those organizations with aims and methods most similar to our own (*called "traditional Scouting" associations in many countries*), especially through membership in the World Federation of Independent Scouts.

- (v) BPSA believes that everyone deserves a chance to participate in the movement which Baden-Powell started, and with that, we have crafted our policy of inclusion. (**see Section 4**)

Section 4. Policy of Inclusion

- (i) BPSA offers a choice for those with curiosity, energy and independence of spirit. We are committed to providing an appropriate alternative and community-oriented Scouting experience. BPSA welcomes everyone, regardless of race, gender, sexual orientation, religion (or no-religion) or other differentiating factors. Our mission is to provide a positive learning environment within the context of democratic participation and social justice. We foster the development of Scouts in an environment of mutual respect and cooperation.

Section 5. Considerations of these By-Laws

- (i) This document lists the by-laws of the BPSA and defines its governance. The intention is to keep these by-laws brief, and to not spell out our policies when the original documents suffice. What is not covered here or in other BPSA policies and guides can be found in or adapted from the four works listed in Article I - Section 3(i).
- (ii) The BPSA gives each group and individual member substantial freedom to interpret and adapt Baden-Powell's program for their own situation. However, deviations from the traditional program should never be taken lightly and should never be adopted without good reason. When proper policy is unclear, members are encouraged to let the Scout Promise and Law be their guide.

ARTICLE II. **MEMBERSHIP**

Section 1. Eligibility for Membership

- (i) Membership shall be open to all persons within the United States, or citizens

of the United States, who agree to follow the Scout Promise and Law as described in Baden-Powell's "*Scouting For Boys*". Members under the age of 11 should agree to follow the Wolf Cub's Promise and the Law of the Wolf Cub Pack as described in Baden-Powell's "The Wolf Cub's Handbook."

- (ii) A member may replace the word "God" with the term "*my conscience*" in either promise.
- (iii) Membership is open to both male and female youth and adults.
- (iv) Membership in BPSA will not be restricted based on gender, race, color, sexual orientation, religious beliefs (or no religious beliefs), age, national origin or any other differentiating characteristic. Nor will membership be restricted because of familial status, disability, veteran status or genetic information.
- (v) Adult members must agree to follow any Youth Protection Guidelines as prescribed by the BPSA. These guidelines may change overtime to reflect up-to date safety and health guidelines.
- (vi) BPSA offers membership in one of four (4) program sections. These sections each have a distinct program and suggested age range for membership. The program sections are:
 - (a) **Otter Raft** - ages 5 to 7. This section uses the Otter Leader Handbook as a guide for Parents and Leaders in the program.
 - (b) **Timberwolf Pack** - ages 8 - 10. This section will use the BPSA Timberwolf Handbook and "The Wolf Cub's Handbook" by Baden-Powell as their program guides.
 - (c) **Pathfinder Troop** - ages 11 - 17. This section will use the BPSA Pathfinder Handbook and the book "Scouting for Boys" by Baden-Powell as their program guides.
 - (d) **Rover Crew** - ages 18 and over. This section will use the BPSA Rover Handbook and the book "Rovering to Success" by Baden-Powell as their program guides.
- (vii) Each section consists of two (2) or more eligible members registered in that section and participating in the program. A Scout Group, according to Section 3 of this Article, can contain at most, one (1) of each of these sections, which can consist of 2 or more members.

Section 2. Affiliate Membership

- (i) Affiliate Membership may be help by members of other, brother Scouting Associations recognized by the World Federation of Independent Scouts.
Affiliate Membership is an annual fee of \$1.

Section 3. Types of Membership

- (i) BPSA will accept requests for membership for both Groups (*called Scout Groups*) and Individuals (*as part of the Lone Scout program*). Each of

these types of membership options is described below.

- (a) **Scout Group** - BPSA will accept requests to charter for new Scout Groups, where a Scout Group consists of at least 1 or more of the program sections listed in Section 1 above. To be considered a full section, there must be at least two (2) adult, registered leaders and a minimum of two (2) or more eligible, registered members for the given section or sections being registered.
- (b) **Individual** - BPSA will accept registrations for membership from individuals who are eligible for membership in either the Otter, Timberwolf, Pathfinder or Rover program sections as part of the BPSA Lone Scout program. This program allows individual membership and program participation for those in rural areas, or in areas where there currently is not enough interest to form a full Scout Group.

Section 4. Membership Fees

- (i) BPSA membership, whether a Scout Group (via Charter) or Individual (via Lone Scout registration), is good for one year, and may be renewed at the beginning of each year to maintain membership and good standing.
- (ii) Scout Groups become registered members with BPSA by applying for a Charter. Scout Groups should submit a Group Charter Application and the current, yearly membership fee.
- (iii) Individual (Lone Scout) registration for membership requires an individual to submit a Registration Application along with the current, yearly membership fee.
- (iv) Membership fees are subject to change annually due to BPSA policy changes or a vote by the executive committee (Headquarters) (see Article III: Organization).

Section 5. Revoking Membership

- (i) BPSA is a private organization and reserves the right to withhold or terminate membership for any of the following reasons:
 - (a) Non-payment of annual membership fees, and/or
 - (b) Failure to comply with any of the Policies and Guidelines put forth by BPSA, including those in these by-laws and any Youth Protection Guidelines provided, and/or
 - (c) just cause.

Section 6. Member Responsibilities

- (i) Member Scout Groups are responsible for the training, background check and approval of the adult leadership within their group. BPSA will run background checks for all registered adult leaders upon first registration in the program.
- (ii) Member Scout Groups (and Individual members) are responsible for

providing a liability waiver and medical release form for all youth members of their group. These forms are available upon request or from the BPSA web site.

Section 7. BPSA Provisions for Members

- (i) BPSA will provide, at a minimum, the following resources for members:
 - (a) Program resources, including a BPSA Handbook for each program section listed in Article II, Section 2. These will be made available free of charge (via download) or in printed version for a nominal fee.
 - (b) Training materials and resources for new members and leaders in the organization. These will be made available free of charge (via download) or in printed version for a nominal fee.
 - (c) A Copy of these by-laws, the 1938 PO&R and the current Youth Protection Guidelines (via download) for free.
 - (d) Counsel, advice and resource to help promote the growth and development of local Scout Groups and Individual membership in the organization.

ARTICLE III. ORGANIZATION

Section 1. Executive Committee

- (i) The executive committee governing the policies and procedures of the organization shall be known as Headquarters (hereafter HQ) and shall be made up of volunteers from within the membership of the BPSA. HQ shall not receive any compensation for their services with the exception of reimbursement for expenses as proscribed by the Chief Commissioner.
- (ii) HQ will consist of the following elected offices: Chief Commissioner, Secretary and Treasurer. Further appointments for other offices, as needed, can be proscribed by the Chief Commissioner. Appointed officers serve at the pleasure of the Chief Commissioner.
- (iii) Currently appointed Committee Chairmen and members shall be considered part of HQ for the purposes of voting; and only during the duration of the committee.
- (iv) The Chief Commissioner (hereafter CC) shall serve as Chief Executive and Operating officer of the BPSA. The term of office for a CC shall be two (2) years or until a new CC is elected, see Section 3, below. There shall be no limit to the terms of office for the CC.
- (v) The Treasurer of the BPSA shall serve as the Chief Financial Officer. The term of office for Treasurer shall be two (2) years or until a new Treasurer is elected, see Section 3, below. There shall be no limit to the terms of office for the Treasurer.
- (vi) The Secretary of the BPSA term of office shall be two (2) years or until a new Secretary is elected, see Section 3, below. There shall be no limit to the terms of office for the Secretary.

(vii) In the event of a vacancy occurring either for the Secretary, Treasurer or other future elected officer positions, the CC may appoint someone from the general membership of BPSA to fill the vacancy until the next scheduled election.

(viii) In the event of a vacancy occurring in the position of CC, other board members will fulfill the duties and carry the authority of the CC until a new election can be held, in the following order of succession: 1. Secretary 2. Treasurer. 3. Other Board members in order of greatest time served on the current board of Directors.

Section 2. Annual and Other Meetings

(i) Bi-annual meetings will be held, via conference call or other available method, two (2) times a year for HQ. These meetings are mandatory.

(ii) Other meetings of HQ, or committees designated by HQ, may meet at various other times during the year.

(iii) When HQ is voting on matters of budget or policy, 50% +1 of the membership of HQ will be considered quorum. In most matters, majority vote passes as long as quorum is met. By-laws can be amended with a 2/3rds majority (66%) as long as quorum is met.

Section 3. Election of Officers

(i) Timing

- a. Elections shall be held every 2 years during the month of January for the offices of Chief Commissioner, Secretary, and Treasurer.
- b. Elected officers take office on February 22nd following the election.

(ii) Committees

- a. A temporary Election Committee will be formed prior to the election to facilitate secure electronic voting, certify, and publish results of the election. The Election Committee shall be made up of members of the organization in good standing who do not hold other office with the organization nor are candidates for any elected position.
- b. A Nomination Committee shall be responsible for proposing and seconding candidates. This Committee shall be comprised of all current Regional and District Commissioners and the Lone Scout Commissioner. Additional or different members to this committee may serve contingent upon the approval of a majority of the body of Regional, District, and Lone Scout Commissioners.
- c. Nominations are due to the Election Committee no later than 5 days prior to the election.

(iii) Candidates

- a. Candidates for any elected office must be an adult member in good standing. In order to appear on the ballot, any candidate must be nominated and seconded by the Nominating Committee.
- b. Candidates for any elected office may not serve on the Election Committee.

- c. Candidates serving on the Nominating Committee may not nominate or second themselves.
- d. There is no write-in option for candidates, all persons wishing to be considered for office must be nominated and seconded by the Nomination Committee.
- e. Candidates will have access to the current job descriptions for the offices for which they are running, and will provide a Candidate Statement for the Nominating Committee and membership at large if they are nominated.
- f. In the event of no Candidate for an office, the current officer will continue to hold office. If the current officer does not wish to continue to hold the office, rules for vacancies apply as outlined in Section 1.

(iv) Polling

- a. Ballot will allow for one vote per office position.
- b. The ballot accorded to any voter as outlined below may be cast by a designated representative. All designated representatives must be communicated and confirmed with the Election Committee prior to the election.
- c. Any individual person, including a designated representative, may only cast one ballot. If two ballots are accorded to one person, as in the case of a GSM who is also a National Leader, at least one of the ballots must be cast by a designated representative.
- d. Ballots will be cast by Groups and current National Leaders, as outlined below.
 - i. Groups: Each active member group in good standing of the organization is accorded one ballot, to be cast by the GSM or their designated representative. Designated representatives must be adult members in good standing and in the same group as the GSM who designates them.
 - ii. National Leaders: For the purposes of Election of Officers, the people holding any of the following positions shall be considered National Leaders and accorded one vote each: CC, Secretary, Treasurer, Regional Commissioners, District Commissioners, and any additional standing board members at time of election. A National Leader may designate a representative to cast their ballot. Designated representatives may be any adult member in good standing who is not otherwise casting a ballot.
- e. In the case of an individual holding more than one National Leader role, only one ballot will be accorded to that individual as a National Leader.
- f. In the case of an individual who is both a GSM and a National Leader, one ballot is accorded to the group and one is accorded to the National Leader, with at least one of the ballots being cast by a designated representative.
- g. In the case of any position being shared by two people, eg Co-GSMs or Co-Commissioners, one ballot is accorded to the position, with the person casting the ballot to be communicated and confirmed with the Election Committee prior to the election.

- h. Lone Scouts: For the purposes of Election of Officers, Lone Scouts are considered one group, with Lone Scout Commissioner as GSM. Lone Scout Commissioner casts one ballot on behalf of the Lone Scouts. Lone Scout Commissioner is not accorded an additional ballot as a National Leader.

(v) Tallying

- a. Votes shall be cast via a secure electronic service to be determined and facilitated by the Election Committee.
- b. Voting shall be open for a period of time not less than 48 hours and not more than 5 days.
- c. Election results are determined by Group votes only, provided quorum is achieved. Group quorum is considered 51% or greater. Ballots cast by groups are counted towards quorum as long as they are returned with at least one vote for one office.
- d. If fewer than 51% of groups cast ballots, Group quorum is not met, and votes from National Leaders are added to the tally. Any candidate receiving a plurality of votes from this combined polling shall be considered duly elected, regardless of the number of ballots cast.
- e. In the event of a tie for any office, candidates shall be consulted and if both desire to be considered for a runoff election, one shall be held within 2 weeks of original election, following the same rules for polling and tallying.

Section 4. Duties of Elected Officers

- (i) The CC shall preside at all meetings of BPSA HQ, shall make committee appointments, and shall otherwise be responsible for the conduct of the business and program of the organization.
- (ii) The Secretary shall be responsible for keeping the minutes of meetings and distributing copies to all current members by at least a week prior to the next meeting. They shall see that all notices are duly given in accordance with the provisions of these by-laws; maintain and account for the list of current members; and in general, perform the duties incident to the office of secretary.
- (iii) The Treasurer shall be responsible for keeping and receiving records of all the funds of BPSA; depositing such funds in an approved depository or account approved by HQ, pay authorized expenses upon the order of the officers and provide a financial report to be made available to all members at the end of each fiscal year (this should coincide with annual elections).
- (iv) Responsibilities of newly approved elected positions by HQ, and of Committee chairmen appointed by the CC, shall be defined at the time of their appointments. Newly created elected officer positions should be voted on

by HQ as an addendum to these by-laws in accordance with Section 3 of this Article.

ARTICLE VI. **COMMITTEES**

Section 1. Designation and Responsibilities

- (i) The CC, and HQ, as necessary, may designate regular or special project committees.
- (ii) The Chairperson of a committee shall be a representative
- (iii) The CC shall be an ex-officio member of all committees.
- (iv) Meetings of each committee may be called by its chairperson or by the CC given appropriate notice to the committee's members; and the committee will meet as often as needed to conduct their business.
- (v) All committees shall keep brief minutes of meetings and submit a summary to HQ at regular intervals.
- (vi) The action of the majority of the members present and voting at a committee meeting shall be the action of the committee.
- (vii) Each member of HQ shall be an active member of at least one (1) or more committees.