

Articles of Organization and Bylaws of The Gilwell Society of the Gulf Stream Council

Article 1. Name: The name of the organization is The Gilwell Society of the Gulf Stream Council and is referred to in this document as The Gilwell Society, Society or TGS.

Article 2. Purpose: The Gilwell Society is a group within Gulfstream Council formed to provide meaningful and practical avenues for continued service to Scouting at the local level, encourage & support completion of Wood Badge tickets and related contributions that benefit youth and strengthen the bonds of friendship and fellowship among all Scouters.

Article 3. Membership: The Gilwell Society will neither replace nor supplant a Scouter's primary service to his or her local unit or district.

- a) Society membership requires a Scouter to maintain registration in Boy Scouts of America.
- b) Members must have completed a Wood Badge course and their ticket in the allotted timeframe.
- c) Members in good standing are entitled to attend general and special meetings; to vote on all questions coming before the Membership; to hold office and serve on the standing or special committees.
- d) Membership dues and privileges are determined by the Board. Only those persons whose membership is paid for the current year will be members in good standing.
- e) The Board may, at its discretion, terminate the membership of any person at any time by returning that person's current dues.

Article 4. Meetings of the Membership

- a) The Annual Meeting of the Membership shall be held each year (immediately following the annual Wood Badge Reunion Event) for the election of Officers, Board Members at large and the transaction of any necessary business.
- b) Special meetings of the Membership may be called by the Chairman at his or her discretion, or at the direction of the Board, or at the written request of at least 10% of the Membership. Notices of special meetings shall state the matters to be considered.
- c) At least one month's notice of the annual meeting or any special meeting shall be given.
- d) The quorum for transaction of business is 10% of the Membership.
- e) A majority vote of those voting is necessary to transact any business brought before the Membership, including the election of Officers, except as otherwise noted in these bylaws.

Article 5. Board of Directors. The responsibility for all business matters lies with the Board of Directors which consists of the Officers and any Board members at large.

- a) The Board has sole authority to set schedules and dates for the year; to set dues and fees at rates which will cover costs of operation; rental of necessary facilities, and other incidental expenses; to approve special activities undertaken in the name of The Gilwell Society.
- b) The Board along with the Gulf Stream Council Camping Director have the sole authority to maintain and make improvements to the Gilwell Fields located in the Tanah Keeta Scout Reservation and Camp Oklawaha.
- c) The Board shall determine the need for and the responsibilities of standing or special committees to carry out projects or special programs.
- d) The chairpersons of standing or special committees may attend meetings for the purposes of advising or receiving suggestions from the Board concerning the programs of The Gilwell Society.
- e) In the event of a vacancy among the Board, the remaining Board members may exercise the powers of the full Board until the vacancy is filled at the next regular election or by a majority vote may appoint a member to temporarily fill the vacancy until the next regular election.

- f) A member of the Board may be removed from office after reasonable notice and opportunity to be heard by a majority vote of The Gilwell Society or by two-thirds majority vote of the entire Board.
- g) There may be 3 to 5 Board members at large. The current year Wood Badge Course Director, the previous year Wood Badge Course Director, the Gulf Stream Council's professional staff advisor to the Wood Badge program and the Gulf Stream Council's professional staff advisor to The Gilwell Society are automatically Board members at large. The actual number will be set by the Board and may be changed by the majority vote of the Board; however, the Gulf Stream Council's professional staff advisor to the Wood Badge program and the Gulf Stream Council's professional staff advisor to The Gilwell Society must be members of the Board.

Article 6. Meetings of the Board

- a) The Board will meet a minimum of twice annually.
- b) The quorum for transaction of business is at least half of the Officers and Board members at large.
- c) A majority of those Board members present is necessary to transact any business brought before the Board.

Article 7. Officers. The Officers of The Gilwell Society are the Chairman, Vice Chairman, Secretary and Treasurer. Term of office is two year. Officers may not serve more than two consecutive terms, but may be reelected after the lapse of a year. Duties of Officers are:

Chairman. The Chairman is the executive officer responsible for the operation of the Society. He or she presides at meetings, calls regular or special meetings of the Board or Membership as needed, appoints the Chairpersons of standing or special committees.

Vice Chairman. The Vice Chairman acts as Chairman in the absence or illness of the Chairman and in the event of the Chairman's resignation or incapacity to serve shall succeed to the office until the next regular election of officers.

The Chairman may delegate to the Vice Chairman such official or other duties as may be necessary for the conduct of business.

Secretary. The Secretary keeps records and minutes of meetings; maintains an up-to-date list of members; sends notices and flyers; maintains The Gilwell Society website (*when it becomes operational*); receives and distributes information from other groups and organizations.

Treasurer. The Treasurer is responsible for the collection of dues and other revenue and for the payment of authorized expenditures. The Treasurer advises the Board about the finances of the organization and assists in formulating the budgets for regular and special activities. The treasurer prepares a yearly financial statement of operations.

Article 8. Election of Officers and Board members at large. Officers and Board members at large are elected at the Annual Meeting of the Membership and take office 7 days after election.

- a) The current year Wood Badge Course Director, the previous year Wood Badge Course Director, the Gulf Stream Council's professional staff advisor to the Wood Badge program and the Gulf Stream Council's professional staff advisor to The Gilwell Society are automatically Board Members at large.
- b) One month before the annual meeting, the Secretary notifies the members of open positions and calls for nominations. One week prior to elections the Secretary provides final notification of candidates. Voting begins immediately and continues until the start of the annual meeting. Members may vote through email, post, telephone, or in person prior to the start of the meeting. All votes will be submitted to Gulf Stream Council's professional staff advisor to The Gilwell Society.

- c) A majority of those voting is required for election to office.

Article 9. Finances

- a) Fiscal Year. The fiscal year of The Gilwell Society shall coincide with the fiscal year of the Gulf Stream Council which is January 1 through December 31.
- b) The funds for The Gilwell Society shall be deposited with the Gulf Stream Council and are available under line item #067. The Gilwell Society line item will be the cost center for annual Wood Badge Reunion Breakfast, SAW grill, Wood Badge patch sales, Gilwell Society dues and any other Wood badge specific fund raisers.
- c) The Gilwell Society will neither be responsible nor have authority for Wood Badge courses. That responsibility and authority will reside with the Wood Badge Course Director; however, all scholarship funds will be deposited in The Gilwell Society account.
- d) The following individuals have check request authority for The Gilwell Society account: The Gilwell Society Chairman, and the Gulf Stream Council's professional staff advisor to the Wood Badge program.
- e) Anticipated revenues to The Gilwell Society are: Society membership dues, Wood Badge Reunion Event, participant fees and scholarship fundraisers (i.e., SAW grill proceeds and revenue from Wood Badge council strip sales).
- f) Anticipated expenses are: Upkeep and improvement of Gulf Stream Council's two Gilwell Fields, scholarships for participants at Wood Badge courses, Gilwell Society service projects, Wood Badge course conservation projects, patch costs and operational costs for the Wood Badge Reunion breakfast.
- g) Expenditures for each course's scholarships as well as funding for Gilwell Society special projects and Wood Badge course conservation projects are to be approved by the Gilwell Society Board.

Article 10. Amendments to the Bylaws. Amendments to these Bylaws may be made upon one month's written notice to members; this notice must state the proposed changes. A two-thirds majority vote of those voting is required for adoption.

Article 11. Special Notices re Tax Exemption.

- a) No part of The Gilwell Society's assets or net earnings may be used for the benefit of private individuals. This does not preclude the payment of any reasonable fees for goods or services provided to the organization.
- b) In the event of dissolution of The Gilwell Society, the group's assets will be distributed to the Gulf Stream Council under the control of the Gulf Stream Council professional staff advisor to The Gilwell Society.
- c) The Gilwell Society shall not as part of its activities attempt to influence, carry on propaganda or otherwise attempt to influence future Gulf Stream Council Wood Badge courses.
- d) The Gilwell Society subscribes to the general purposes of the Boy Scouts of America and the Gulf Stream Council.

The Gilwell Society of the Gulf Stream Council Statement of Purpose

Addendum to The Gilwell Society of the Gulf Stream Council's Articles of Organization and Bylaws

The purposes for which this organization is formed are as follows:

- to provide meaningful and practical avenues for continued service to Scouting at the local level
- to encourage and support completion of Wood Badge tickets and related contributions that benefit youth and strengthen the bonds of friendship and fellowship among Scouters
- to provide a cost center for Wood Badge related activities within the Gulf Stream Council bookkeeping system
- to promote participation in Wood Badge courses and the Wood Badge Reunion Event
- to maintain and improve the council's two Gilwell Fields located on the Tanah Keeta Scout Reservation and Camp Oklawaha and to provide funding and resources for camp improvements as part of a Wood Badge course conservation project or Gilwell Society special projects
- to do all and any such things as may be conducive or incidental to the promotion of the above purposes
- The Gilwell Society will be entirely self-supporting