

## **Charter of Friends of Cedarlands**

### *1. Purpose*

The purpose of Friends of Cedarlands is to support the mission of Cedarlands Scout Reservation (“Cedarlands”) through, but not limited to, outreach to the greater Cedarlands community, volunteer efforts, and fiscal support.

### *2. Membership*

The Membership of Friends of Cedarlands (the “Membership”) is open to anyone who shares the purpose of Friends of Cedarlands and is current in the payment of Annual Membership Dues (“Dues”). Dues will be established by the Board of Directors of Friends of Cedarlands (the “Board”) and are due each year prior to the opening of the Annual Meeting.

### *3. Meetings*

An Annual Meeting of Friends of Cedarlands (the “Annual Meeting”) will be held once a year. The Annual Meeting will be held at the Spring Work Weekend held at Cedarlands unless the Board designates another time and location for the Annual Meeting and provides the Membership with thirty (30) days written notice, by mail or email, of such change. If any business requiring a vote of the Membership is to be conducted, aside from the regular election of members of the Board, thirty (30) days written notice, by mail or email, of such votes shall be provided to the Membership. A Member of the Membership (“Member”) can submit any vote in person at the meeting of the Membership or in writing to the Board in advance of the vote.

### *4. Treasury*

Monies received from Dues, along with other donations to Friends of Cedarlands, will be held in a separate account for Friends of Cedarlands by the Boy Scout Council that owns Cedarlands (the “Council”). The Board will elect a member of the Board to serve as Treasurer who will be responsible for keeping records of the income, expenses, and accounts of Friends of Cedarlands. The Treasurer will make regular reports of such accounting to the Board at the request of the Board in addition to an annual report to the Membership at the Annual Meeting. The Treasurer will be twenty-one (21) years of age or older. The money collected by, and held for, Friends of Cedarlands will be used for the expenses of Friends of Cedarlands, such as mailings, and for the support of Cedarlands Scout Reservation, including, but not limited to, camp and program improvements. All expenditures of Friends of Cedarlands will be authorized by the Board.

### *5. Board of Directors*

The Board will consist of five (5) voting members who will be elected at the Annual Meeting. Any Member age sixteen (16) or older is eligible to serve on the Board. At no time shall the Board consist of more than two (2) Members under the age of twenty-one (21). Each Member may place the name of up to five (5) Members on the Board election ballot. Those Members with the greatest vote totals will be elected to the Board. In the case of a tie, there will be a runoff vote to break the tie. For such runoff votes, each

Member can place up to as many names of tied candidates on the runoff ballot as spaces remain on the Board. The Council will also name a member of the Council professional staff to serve as Council Liaison to the Board, but the Council Liaison will not have a vote on Board business.

All decisions of the Board will be by majority vote. Meetings and votes of the Board can be held in person, by telephone or video conference, or in writing. The Board will meet once a year, after the Annual Meeting, at which time it will elect a member of the Board to serve as the President, who will chair the Board; Treasurer; and Secretary, who will be responsible for communication of all Board and Membership business. The Board will hold additional meetings on an as needed basis. Either the President or a majority of the Board can call for a meeting. Any Member is welcome to attend any meeting of the Board. A written record of the business of the Board will be kept, and such minutes will be made available to the membership by mail, email, or by being posted on a web site maintained for such purpose. When a vacancy occurs on the Board prior to the next Annual Meeting, it can be filled by any Member by a majority vote of the remaining Board.

#### *6. Amendment to Charter*

This Charter will be approved by a majority vote of the Membership at the first meeting of the membership. It can be amended by a majority vote of the Membership at the Annual Meeting.

#### *7. Termination*

Friends of Cedarlands can be terminated by a majority vote of the Membership. At that time, any remaining monies will be transferred to the Council, with the understanding it will be dedicated to the betterment of Cedarlands.