

**CONSTITUTION OF  
THE WORTH RANCH STAFF ASSOCIATION**

**PREAMBLE**

On the weekend of September 14, 2008, members of the Organizing Committee of THE WORTH RANCH STAFF ASSOCIATION met at 6709 Blue Meadow in Fort Worth, TX and approved plans for the establishment of THE WORTH RANCH STAFF ASSOCIATION.

**DEDICATION**

This Association is dedicated to reuniting those Worth Ranch staff members who have had the smell of cedar in their nose, who have hiked the trail with very little clothes, who have baked in wind and sun until they are very nearly done, who have grinned and come back for more, who have come to love and respect Worth Ranch and are vitally interested in and dedicated to the preservation and future of the Worth Ranch traditions and of the Worth Ranch Staff.

## **ARTICLE I.**

### **PURPOSE AND OBJECTIVES**

#### **Section 1. PURPOSE**

The purpose of the Worth Ranch Staff Association is to provide a forum for current and former staff members to exercise continuing interest in and support for the Worth Ranch Staff in keeping with the policies of the Boy Scouts of America.

#### **Section 2. OBJECTIVES**

Consistent with the purposes, the Association will:

- A. preserve and promote the traditions of the Worth Ranch Staff;
- B. bring relevant needs of the Worth Ranch Staff to the attention of the Worth Ranch Facilities Committee and the Longhorn Council;
- C. offer the time, talents and assets of the Association's membership to Worth Ranch and the staff of Worth Ranch Summer Camp;
- D. spread the Worth Ranch spirit through Scouting.

## **ARTICLE II.**

### **MEMBERSHIP**

#### **Section 1. ACTIVE MEMBERSHIP**

Active membership in the Association is open to all persons who have served on the summer camp or permanent Worth Ranch staff. To remain an active member, a person must pay all dues established by the Board of Directors in accordance with the Association's bylaws.

#### **Section 2. HONORARY MEMBERSHIP**

Honorary membership in the Association is open to the President of the Longhorn Council of the Boy Scouts of America, members of the Worth Ranch Facilities Committee, The Scout Executive of the Longhorn Council, and the member on his staff assigned the responsibility for Worth Ranch operations. Honorary membership may be extended to any other person upon the affirmative vote of two-thirds of the Board of Directors. Honorary members are granted all rights of membership except the right to vote or hold office. They shall not be required to pay dues.

#### **Section 3. DETERMINATION OF ELIGIBILITY FOR ACTIVE MEMBERSHIP**

Application for membership shall be made to the Association in the form and manner approved by the Board of Directors. The Vice President-Membership shall determine an applicant's eligibility for active membership in the Association. If the Vice President-Membership questions the applicant's eligibility for membership, he shall refer the application to the President for a further consideration of his eligibility. If the Vice President - Membership and the President fail to agree on the applicant's eligibility, the final decision shall be made by a majority vote of the Board of Directors. Upon determination of an applicant's eligibility for membership in the Association, and upon the payment of established dues, the applicant's name shall be inscribed upon the rolls of the Association as an active member.

#### **Section 4. ASSOCIATE MEMBERSHIP**

The Board of Directors, by affirmative vote of two-thirds of its members, may establish one or more categories of Associate Membership in the Association. The Board of Directors, by the same affirmative vote, shall establish the eligibility requirements and privileges of membership for Associate Members. Associate Members may not vote or hold office in the Association.

**Section 5. SUSPENSION OR DENIAL OF MEMBERSHIP**

a. Suspension: The President may suspend, and/or the Board of Directors may terminate, any or all of the membership rights and privileges of any member for violation of the Constitution or Bylaws of the Association, rules or regulations of the Association approved by the Board of Directors, policies or requirements of Worth Ranch Scout Ranch, or other conduct inconsistent with the purposes and objectives of the Association.

b. Denial: The Vice President -Membership may deny applications, with majority approval from the Board of Directors, upon confirmation that the applicant has participated in activities or made statements inconsistent with the objectives of the Association.

## **ARTICLE III.**

### **ORGANIZATION AND GOVERNMENT**

#### **Section 1. BOARD OF DIRECTORS**

The Board of Directors is empowered by the membership to be the governing body of the Association, shall have full power and authority over the affairs of the Association, and shall interpret and enforce the Constitution and Bylaws of the Association. The Board of Directors shall function as, and shall have all powers and authority vested in, the Board of Directors of a non-profit unincorporated association as set forth in the statutes and laws applicable to non-profit unincorporated association in the State of Texas.

#### **Section 2. MEMBERSHIP OF THE BOARD OF DIRECTORS**

- a. The Board of Directors shall be elected as presented in Article IV.
- b. The Board of Directors shall be comprised of:

- President
- Vice President-Membership
- Vice President-Service
- Vice President-Development
- Secretary
- Treasurer
- Immediate Past President

#### **Section 3. MEETINGS OF THE BOARD OF DIRECTORS**

Unless otherwise instructed in this Constitution and the Association's Bylaws, the Board of Directors shall meet at least once annually in a meeting open to attendance by active members of the Association. The President shall provide notice to all active members of the annual Board of Directors meeting at least 30 days in advance of the meeting. The Board of Directors may meet at such other times and in such manner as set forth in the Bylaws of the Association.

#### **Section 4. COMMITTEES**

The Board of Directors may authorize and hold accountable its committees which may be granted the power to act on behalf of the Association in their prescribed areas of responsibility.

#### **Section 5. QUORUM**

Unless otherwise specified in the Constitution and Bylaws or by law, a quorum of any meeting of the Board of Directors shall consist of one-half of its members participating or represented by proxy, and a majority vote of the Board of Directors members participating or represented by proxy shall be necessary for the transaction of the business of the Association.

**Section 6. PARLIAMENTARY AUTHORITY**

In the event of a question on the proper conduct of business of the Association, Robert's Rules of Order shall govern unless otherwise specified by law, this Constitution or the Association's bylaws.

## **ARTICLE IV.**

### **OFFICERS**

#### **Section 1. OFFICERS**

Officers of the Association shall be the President, Vice President – Membership, Vice President – Service, Vice President – Development, Secretary, and Treasurer. The officers shall have the duties specified in the Association’s Constitution and Bylaws and the applicable laws of the State of Texas governing non-profit unincorporated associations.

#### **Section 2. QUALIFICATIONS FOR OFFICERS**

Any active member is eligible to hold a position on the Board of Directors. Candidates for the officer positions must be at least twenty-one years of age on the date of election.

#### **Section 3. TERMS OF OFFICE**

Officers shall serve two-year terms beginning immediately following their election.

#### **Section 4. VACANCIES**

The remaining members of the Board of Directors shall elect a qualified active member to fill any vacancy on the Board of Directors. The member so elected shall serve out the remainder of the term of the vacant office.

#### **Section 5. REMOVAL FROM OFFICE**

Any member of the Board of Directors may be removed from office by a two-thirds affirmative vote of the remaining members of the Board of Directors on a finding of one or more of the following circumstances: persistent failure to perform the duties of the office, inability to perform the duties of the office, termination of active membership in the Association, actions bringing discredit on the Association or Worth Ranch, or conduct warranting removal of an officer or director under applicable Texas law.

#### **Section 6. COMPENSATION OF OFFICERS**

Officers of the Association shall serve without compensation for their services, except that they may be reimbursed for actual expenses incurred by them on behalf of the Association subject to such rules and requirements as the Board of Directors may impose.

**Section 7. INDEMNIFICATION FOR OFFICERS AND DIRECTORS**

The Association may defend and indemnify its officers to the extent permitted by Texas law, for any liability incurred by them, while acting in good faith, in carrying out the duties of their offices or the business of the Association.

## **ARTICLE V.**

### **ELECTIONS**

#### **Section 1. TIME OF ELECTIONS**

Elections shall be conducted every two years to select officers who will begin serving their terms as stated in section 3 of Article IV. Elections shall begin no earlier than August 1<sup>st</sup> and conclude no later than October 31<sup>st</sup> of the year of the election.

#### **Section 2. METHOD OF ELECTIONS**

The Board of Directors shall determine the time and methods by which the election shall be conducted, in a manner not inconsistent with this Constitution, the Bylaws of the Association, and applicable law.

#### **Section 3. VOTING**

Each active member of the Association who is current in payment of dues is entitled to one vote for each elected position on the Board of Directors. Candidates shall be elected by a majority of votes cast. In the event that no candidate receives a majority, the election procedure shall be repeated for the two candidates who received the most votes in the previous election. The sitting Board of Directors shall break tie votes.

#### **Section 4. NOMINATIONS**

Any active member may nominate one active member to stand for election to each officer position.

## **ARTICLE VI.**

### **FINANCES**

#### **Section 1. FUNDS**

The funds of the Association shall be used only for the furtherance of the aims and objectives of the Association as set forth in the Constitution and Bylaws, and will be set aside in such special accounts and subject to such rules and regulations as shall be provided by the Constitution and Bylaws or the Board of Directors of the Association.

#### **Section 2. FISCAL YEAR**

The fiscal year of the Association shall begin on August 1 and end on July 31 of the immediately following calendar year.

#### **Section 3. DUES**

The Board of Directors shall have the power to set dues and assess the membership for the maintenance and development of the Association.

#### **Section 4. BUDGET**

The Treasurer will prepare the financial budget of the Association prior to the beginning of the fiscal year and present the same to the Board of Directors for final consideration and adoption. In case of failure to adopt a new budget before the beginning of a new fiscal year, the appropriations of the last preceding regularly adopted budget shall be deemed readopted and re-appropriated until superseded by a new budget.

#### **Section 5. GENERAL OPERATING FUND**

There will be a General Operating Fund to which shall be charged all the expenses of maintaining the administration of the Association.

#### **Section 6. SPECIAL FUNDS**

The Association, through the Board of Directors, may establish and maintain one or more special funds which may be used for any activities and expenditures consistent with the objectives of the Association as set forth in Article I, Section 2, except for those expenses provided for by the General Operating Fund.

#### **Section 7. MEMBERSHIP CONTRIBUTIONS**

The Board of Directors is authorized to solicit contributions from the membership in order to achieve the objectives of the Association.

**Section 8. DISBURSEMENT OF FUNDS**

The Treasurer is authorized to disburse funds from the General Operating Fund for expenses specified in the Bylaws or by the Board of Directors. The Board of Directors must authorize disbursement of funds from the Special Funds established according to Article VI, Section 6.

**Section 9. DEPOSITING AND INVESTING FUNDS**

The General Funds of the Association shall be deposited in banks that are members of the Federal Reserve System or invested in securities issued or insured by the United States Treasury. All funds of the Association shall be kept in the name of the Worth Ranch Staff Association, and not in the name of any officer or other individual.

**Section 10. OWNERSHIP OF ASSOCIATION FUNDS AND ASSETS**

All funds, properties and assets of the Association, regardless of the manner in which acquired, shall be the sole property of the Association and shall be held, invested, sold or disbursed in accordance with this Constitution and the laws governing non-profit unincorporated associations in the State of Texas. No member of the Association, by virtue of such membership, shall have any right, title or interest in any funds, properties or assets of the Association.

## **ARTICLE VII.**

### **PROHIBITED TRANSACTIONS**

#### **Section 1. NON-PROFIT STATUS**

The Worth Ranch Staff Association is a non-profit organization. The Association shall not engage in any activity which would contravene the non-profit unincorporated association laws of the State of Texas.

#### **Section 2. CHARITABLE ORGANIZATION**

The Worth Ranch Staff Association is organized and operated for charitable, scientific or educational purposes, for the pleasure and recreation of its members, and other non-profitable purposes as defined in Section 501(c), United States Internal Revenue Code of 1986, as amended. The Association shall not engage in any activity which would contravene its tax-exempt status under that statute or any successor or similar federal and state tax laws.

#### **Section 3. POLITICAL ACTIVITIES**

The Association shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. No substantial part of the activities of the Association shall involve carrying on propaganda, or otherwise attempting, to influence legislation.

#### **Section 4. COMPENSATION AND REIMBURSEMENT**

Nothing in this article shall prohibit the Association from reasonably compensating its employees and contractors, nor does it prohibit the Association from reimbursing any individual member for expenses incurred on behalf of the Association.

## **ARTICLE VIII.**

### **AMENDMENTS TO THE CONSTITUTION AND BYLAWS**

#### **Section 1. AMENDMENTS TO THE CONSTITUTION**

Amendments to the Constitution may be proposed by a two-thirds vote of the Board of Directors, or by petition from 10 active members when such amendment is submitted in writing to the President. Proposed amendments must be submitted to the active membership at least 30 days prior to the annual meeting of the membership. An affirmative vote of at least two-thirds of the active members present at the annual meeting of the membership shall be required to ratify a proposed amendment.

#### **Section 2. AMENDMENTS TO THE BYLAWS**

A Bylaw can be amended by a majority vote of the Board of Directors. A proposal to amend a bylaw can be submitted to the Board of Directors by a written petition of at least 10 active members. Such proposals must be considered at the next regular meeting of the Board of Directors, or by specific vote of the Board of Directors if no meeting is scheduled within eight months. The Board of Directors must report to the general membership the exact proposal and its action within 90 days of its vote.

**ARTICLE IX.**

**DISSOLUTION OF THE ASSOCIATION**

In the event of the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501-c-3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall become the exclusive property of the National Council of the Boy Scouts of America, and exempt from taxation under Section 591-c-1 of the Internal Revenue Code of 1986, as amended.