

Highlights of Patriots' Path Council Governance

Articles of Incorporation

The Patriots' Path Council articles of incorporation establish the council as a corporate entity in 1999.

- They approved by the Boy Scouts of America (BSA).
- Patriots' Path Council has receipt of acceptance from the state of New Jersey where it is registered.
- Dennis J. Kohl, Scout executive is registered with the state of New Jersey as the corporation's agent.

Council Charter

Patriots' Path Council receives an annual charter from the BSA which authorizes the use of the Scouting program in its assigned territory.

- Patriots' Path Council agrees to follow the bylaws, rules and regulations, and policies of the BSA.
- Patriots' Path Council must submit audited financial reports to the BSA.
- Patriots' Path Council understands and agrees to follow the Membership Validation Requirements.

Bylaws

Bylaws are the key document defining the rules and governance of Patriots' Path Council which are posted on the board web site.

- Follows a standard template.
- The Patriots' Path Council bylaws were approved by the BSA and then formally adopted by the council executive board in December 2016. Minutes of the board meeting where they are adopted and any amendments are/will be submitted to the BSA.

Council Active Members

The active members of the council include chartered organization representatives and council members-at-large. All active members have a vote.

- Chartered organization representatives are selected by their organizations and must be greater in number than council members-at-large. All must be registered Scouting volunteers.
- Members-at-large are elected at the council annual meeting. All must be registered Scouting volunteers upon their election.

Council Annual Meeting

The council annual meeting of the corporation is not a meeting of the executive board, but is where voting members receive annual reports and elect members for the following year.

- A nominating committee is appointed by the council president, with executive board approval, at least 90 days in advance of the council annual meeting.
- A notice of the meeting and nominating process is provided to all voting members between 45 and 60 days in advance.
- Chartered organization representatives and council members-at-large present are entitled to vote. Bylaws define quorum requirements.

- During the meeting the council approves the prior year's council annual meeting minutes, receives annual reports, and receives and approves financial statements.
- The nominating committee gives its report, first by presenting a slate of council members-at-large. The slate is elected by vote of the current active members.
- The nominating committee may also present a slate of honorary members, who will have no vote.
- After electing council members-at-large, honorary members, the nominating committee presents a slate of regular members of the executive board. The slate is elected by vote of the current active members.
- As the final step in the election and as defined in the bylaws, the nominating committee presents a slate of representatives to the National Council. The slate does not include the council president and commissioner, who automatically become National Council representatives.
- Upon adjourning the council annual meeting, the persons elected assume their positions. The council president remains the presiding officer until the next meeting of the executive board, which corresponds to the meeting where he/she was elected a year earlier.

Executive Board

The executive board is responsible for the governance of the council.

- The size of the board is defined in the council bylaws. Typically these bylaws state a number between 25-50 regular members who are elected at the council (not board) annual meeting. Additional members are elected by the board itself following the council annual meeting.
- All members of the board (except youth members who may be appointed according to the bylaws) must be active members of the council (chartered organization representatives or council members-at-large.)
- All board members must be registered volunteers or youth members.
- The minimum number of board meetings and quorum requirements are specified in the bylaws.
- Minutes of board meetings are part of the corporate record.

Officers

Council officers are defined by the bylaws, and always include a president, council commissioner, treasurer, one or more vice presidents, and a Scout executive who serves as secretary.

- Council officers who were not elected as regular members of the executive board at the council annual meeting become additional members of the board. If they are not chartered organization representatives, they must first be elected as council members-at-large. In doing so, the number of council members-at-large must always remain less than the number of chartered organization representatives.
- Upon their election, the council president and commissioner become National Council representatives.
- By virtue of position, the commissioned Scout executive is a council officer, and serves as secretary of the corporation. He or she does not have a vote at the council annual meeting or meetings of the executive board.

Executive Committee

The executive committee includes the council officers and the Scout executive and serves to handle business between executive board meetings.

- Meeting and quorum requirements are specified in the council bylaws.

- The executive committee may take actions on behalf of the council. Such actions are recorded in the executive committee minutes that must be approved at the next meeting of the executive board.

District Chairmen

District chairmen are elected according to council bylaws and serve the dual role of chairing their respective district committees and representing their districts to the council executive board.

- District chairmen are elected to such office at their district annual meeting prior to the council annual meeting.
- District chairmen must be active members of the council. Those who are not chartered organization representatives are elected as council members-at-large at the council annual meeting or at a subsequent meeting of the executive board.
- They are not elected as regular members of the executive board at the council annual meeting, but must be approved by the executive board in order to become executive board members.

Board Committees

A board resolution establishes the committees of the board as regular standing committees, they are the nominating, audit, and risk management. Other special and ad hoc committees may be appointed by the council president.

- The council president appoints the chairmen and members of the standing board committees with the approval of the executive committee.
- Chairmen of these committees of the board (except the nominating committee) must be elected as members of the executive board. If they were not elected as regular board members at the council annual meeting, they must be elected as board members by the board itself. If they are not active members of the council, they must also be elected as council members-at-large. In doing so, the number of council members-at-large must always remain less than the number of chartered organization representatives.
- All members of the standing committees of the board must be duly elected executive board members or the chairman of a corresponding committee of a district.
- Chairmen and members of special or ad hoc committees are appointed by the council president with board approval. Members of these committees do not need to be members of the board or even registered Scouting volunteers.

Nominating Committee

The nominating committee makes all nominations for election during any council or executive board meeting as defined in the bylaws.

- The nominating committee may be designated as a standing committee of the board or a special committee. It may have members who are not part of the executive board.
- The members of the nominating committee (at least three) are appointed by the council president, with board approval, at least 90 days prior to the council annual meeting.
- The majority of the members of the nominating committee must not be officers of the council.
- If vacancies in any position occur during the year, the nominating committee presents name(s) to the executive board for election.

Audit Committee

An audit committee is appointed annually as a special committee.

- The council president appoints an audit committee (at least three members) with approval of the executive board.
- The audit committee defines the scope of the audit, reviews the letter of engagement with the independent auditor (which is approved by the executive board or executive committee), reviews audited financial statements, and presents them to the board for approval.

Commissioners

Commissioners are appointed to serve chartered organizations and their units.

- The council commissioner is an active member of the council (chartered organization representative or member-at-large), a member of the executive board, and is elected as a council officer.
- Each district commissioner must be a chartered organization representative, a district member-at-large or a council member-at-large residing in the district's territory. District commissioners are recommended by the council commissioner and Scout executive to the executive board for approval.
- Assistant council commissioners, assistant district commissioners, roundtable commissioners, and unit commissioners are recommended by the council commissioner (or district commissioner, if so designated) to the Scout executive (or designated professional staff member) for approval. The Scout executive (or designee) reviews and signs the adult leader application for each approved commissioner.

Motions and Resolutions

A council executive board must approve and implement various actions in its role of governance. The actions of the executive board and other bodies are sometimes referred to as resolutions. In the strictest definition, resolutions are those more significant actions taken using formal language (whereas ... therefore, be it resolved ...) and may be printed on a specific document signed by the council president and Scout executive.

- The actions of the council, executive board, or executive committee are documented in the meeting minutes with motions and votes. Normal actions may be fully stated in motion, while formal resolutions are approved by a motion referring to the signed resolution document.
- Routine committee reports and other regular items may be approved in one motion using a consent agenda.
- Actions approved at an executive committee meeting are documented in minutes that must be approved at the next meeting of the executive board.