

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

BOY SCOUTS OF AMERICA AND
DELAWARE BSA, LLC,¹

Debtors.

Chapter 11

Case No. 20-10343 (LSS)

Jointly Administered

Hearing Date: Oct. 14, 2020 at 10:00 a.m. (ET)

Objection Deadline: Oct. 7, 2020 at 4:00 p.m. (ET)

Re: D.I. 1379

**OBJECTION OF CIRCLE TEN COUNCIL TO
MOTION OF THE OFFICIAL TORT CLAIMANTS' COMMITTEE
PURSUANT TO BANKRUPTCY RULE 2004 AND LOCAL RULE 2004-1
FOR AN ORDER AUTHORIZING THE ISSUANCE OF SUBPOENAS
FOR DISCOVERY FROM DEBTORS AND CERTAIN LOCAL COUNCILS**

Circle Ten Council hereby submits this objection (this "Objection") to the *Motion of the Official Tort Claimants' Committee Pursuant to Bankruptcy Rule 2004 and Local Rule 2004-1 for an Order Authorizing the Issuance of Subpoenas for Discovery from Debtors and Certain Local Councils* (Docket No. 1379) (the "Motion"),² filed by the Official Tort Claimants' Committee (the "TCC"). In support of this Objection, Circle Ten Council respectfully represents as follows:³

¹ The Debtors in these chapter 11 cases, together with the last four digits of each Debtor's federal tax identification number, are as follows: Boy Scouts of America (6300) and Delaware BSA, LLC (4311). The Debtors' mailing address is 1325 West Walnut Hill Lane, Irving, Texas 75038.

² Capitalized terms used but not defined herein have the meanings given to them in the Motion.

³ Circle Ten Council understands that the TCC agreed to extend the objection deadline for the Motion, as to the BSA and the Ad Hoc Committee of Local Councils, to October 9, 2020. The TCC denied Circle Ten Council's similar request for the same two-day extension. In addition, and contrary to the TCC's assertion, the TCC did not meet and confer with Circle Ten prior to filing the Motion.

Preliminary Statement

1. Circle Ten Council is a local council (a "Local Council") chartered by the BSA and is a nonprofit Texas corporation with headquarters in Dallas, Texas. Circle Ten Council is not a Debtor in these chapter 11 cases, nor has it participated in these cases other than by providing certain asset-related information to the BSA in exchange for an extension of the protections of the Preliminary Injunction pursuant the Consent Order (as such terms are defined below) through November 16, 2020. Circle Ten Council is not a party to the Mediation (as defined below) and has not engaged in formal negotiations with the Debtors, the TCC or other parties in these cases. To date, it has neither agreed to support the Debtors' proposed plan nor agreed to make a contribution to the Debtors' estates.

2. Although both the Motion and the Debtors' proposed plan of reorganization presume that Local Councils, after negotiations with the Debtors, the TCC and the official committee of unsecured creditors (the "Creditors' Committee"), will agree to enter into a settlement, Circle Ten Council has insufficient information to be able to determine whether participating in any such settlement is in its best interest. To make this determination, Circle Ten Council requires information regarding, among other things, (a) the number, amount and nature of claims against the Debtors that may implicate Circle Ten Council, (b) the quantum of insurance resources available for any settlement and (c) the nature and extent of any contributions to be made to a settlement by BSA, other Local Councils or other Chartered Organizations. With respect to the first set of data, until the Bar Date (as defined below) occurs on November 16, 2020 and the claims are catalogued by the Debtors, it is impossible for Circle Ten Council to make an informed decision as to whether to participate in plan or settlement negotiations.

3. It is worth noting at the outset that the Motion violates the Consent Order entered in the Adversary Proceeding because the Preliminary Injunction prohibits parties, including the TCC, from engaging in actions against the BSA Related Parties "in furtherance of the prosecution or defense" of abuse claims. For that reason alone, the Motion should be denied. Further, granting the Motion would contravene the longstanding "pending proceeding" rule, because the subject matter of the TCC's discovery requests relates to matters within the scope of the pending Adversary Proceeding. Indeed, the TCC and the Creditors' Committee consented to an extension of the Preliminary Injunction in exchange for certain asset-related information provided by BSA Related Parties, including Circle Ten Council. Accordingly, even if it were proper for the TCC to seek discovery at this time (which it is not), the TCC would have to do so consistent with the Consent Order and the Federal Rules of Civil Procedure, not under Bankruptcy Rule 2004. Finally, the Motion and the proposed order attempt to rewrite Federal Rule of Civil Procedure 45 and Bankruptcy Rule 9016 by, among other things, (a) compelling compliance with the contemplated subpoenas before their targets are afforded the opportunity to object to, or move to quash, such subpoenas and (b) requiring targets to comply with the subpoena in Delaware even though a subpoena can only require compliance "within 100 miles of where the person resides, is employed, or regularly transacts business in person" – which, for Circle Ten Council, is Dallas, Texas.

4. Even the if TCC could overcome all of the foregoing infirmities, the Motion is premature as to Circle Ten Council. Although Bankruptcy Rule 2004 is broad, the Court has considerable discretion to deny the discovery sought thereunder in light of the facts before the Court. Here, the TCC seeks wide-ranging discovery of a *non-debtor and non-participant in these cases for the purposes of satisfying claims of other non-debtors* based on little more than a supposition that Circle Ten Council and the other Local Councils will participate in settlement

negotiations. For the reasons discussed below, the arguments set forth in the Motion fall far short of establishing that documents and information the TCC has asked Circle Ten Council to produce relate to the Debtors' estates or the plan of reorganization, as Bankruptcy Rule 2004, were it applicable here, would require.

5. For all of these reasons, as further discussed below, the Court should deny the Motion.

Facts Relevant to This Objection

6. Circle Ten Council administers Scouting programs in a territory encompassing all or a portion of 22 counties in north-central Texas and two counties in southern Oklahoma, consisting of 27 geographical districts.

7. On February 18, 2020 (the "Petition Date"), Debtor BSA filed its *Verified Complaint for Injunctive Relief* (Adv. Pro. Docket No. 5), commencing the adversary proceeding captioned as Boy Scouts of America v. A.A., et al., Adv. Pro. No. 20-50527 (LSS) (Bankr. D. Del.) (the "Adversary Proceeding"). On March 23, 2020, the Court entered an order (Adv. Pro. Docket No. 50) permitting the TCC and the official committee of unsecured creditors (the "Creditors' Committee") to intervene in the Adversary Proceeding.

8. Following negotiations with the TCC and the Creditors' Committee, the BSA proposed – and on March 30, 2020, the Court entered – the *Consent Order Pursuant to 11 U.S.C. §§ 105(a) and 362 Granting the BSA's Motion for a Preliminary Injunction* (Adv. Pro. Docket No. 54) (the "Consent Order"). The Consent Order provides that "[t]he Pending Abuse Actions set forth on Schedule 1 are hereby stayed as to the BSA Related Parties, and any and all further proceedings in the Pending Abuse Actions, or other actions by the parties thereto in furtherance of their prosecution or defense, are hereby stayed, prohibited and enjoined" (the "Preliminary

Injunction"). Consent Order, at ¶ 3. Circle Ten Council is a "BSA Related Party" as defined in the Consent Order and, thus, is protected by the Preliminary Injunction. See id. at ¶ A & Schedule 2.

9. The Consent Order initially provided that the Preliminary Injunction would remain in effect through May 20, 2020. Consent Order, at ¶ 3. The Court has since entered two stipulations and agreed orders extending the effective period of the Preliminary Injunction, the most recent of which (the "Second Agreed Order") provides that the Preliminary Injunction will terminate on November 16, 2020. See Stipulation and Agreed Order (Adv. Pro. Docket No. 72), at ¶ 3 (extending Preliminary Injunction through June 8, 2020); Second Stipulation and Agreed Order (Adv. Pro. Docket No. 77), at ¶ 5 (further extending Preliminary Injunction through November 16, 2020).

10. The scope of the Preliminary Injunction is not limited to the prosecution of Pending Abuse Actions in nonbankruptcy courts. It also prohibits plaintiffs from taking "other actions by the parties thereto in furtherance of their prosecution or defense" of Pending Abuse Actions. Consent Order, at ¶ 3. Regarding discovery, the Consent Order contains a narrow exception removing only "preservation discovery from witnesses determined by mutual agreement of the BSA and the Tort Claimants' Committee and the UCC, or by the Court, to be aging or infirm witnesses" from the injunction's scope. Id. at ¶ 6.

11. The Second Agreed Order requires Local Councils that wish to maintain the protections of the Preliminary Injunction through November 16, 2020 to report certain asset-related information to the BSA, including information regarding asset dispositions during the past six years and prospective notice of certain types of asset transfers on a going-forward basis. See Second Agreed Order, at Ex. 4. On July 2, 2020, Circle Ten Council executed and delivered

to the BSA the acknowledgement and agreement attached as Exhibit 4 to the Second Agreed Order (the "Acknowledgement and Agreement"), along with a letter providing the asset-related information requested therein.

12. On the Petition Date, the Debtors filed the *Chapter 11 Plan of Reorganization for Boy Scouts of America and Delaware BSA, LLC* (Docket No. 20) (the "Plan") and a related disclosure statement (Docket No. 21). The Plan, which was not developed with any input or agreement from Circle Ten Council, contemplates that Local Councils will participate in a settlement of abuse claims and that "Local Council Trust Contributions" will make up a portion of the recoveries paid to the Debtors' creditors under the Plan. See Plan, at § I.A.123, Art. IV.

13. On May 26, 2020, the Court entered an order (Docket No. 695) (the "Bar Date Order") establishing November 16, 2020 as the deadline by which claimants (other than governmental parties) – including holders of abuse claims against the Debtors – must file proofs of claim in the chapter 11 cases (the "General Bar Date").

14. On June 9, 2020, the Court entered the *Order (I) Appointing Mediators, (II) Referring Certain Matters to Mediation, and (III) Granting Related Relief* (Docket No. 812), referring the Debtors, the TCC, and various other parties to mediation regarding, among other things, the confirmation of a chapter 11 plan (the "Mediation"). Circle Ten Council is not a party to the Mediation and has not engaged in any formal or informal negotiations regarding the Plan or a settlement of abuse claims in these cases.⁴

⁴ Although the Ad Hoc Committee of Local Councils (the "Local Councils Committee") is a Mediation party, Circle Ten Council is not a member of the Local Councils Committee and has not given the Local Councils Committee authority to negotiate on behalf of Circle Ten Council or bind Circle Ten Council to any agreement in these chapter 11 cases.

15. On July 31, 2020, Circle Ten Council received a letter (the "July 31 Letter")⁵ from the TCC stating that (a) "Before the Bankruptcy Court will approve or 'confirm' a plan that contains non-consensual releases of the Survivors' claims against the Local Councils," among other things, "the Local Councils will be required to make a 'substantial contribution' to the trust," and (b) "[i]f your Local Council wants to benefit from a channeling injunction under a BSA plan, your Local Council need[s] to immediately begin a dialogue about the funds necessary for your Local Council to obtain a channeling injunction." July 31 Letter, at 1-2. The July 31 Letter also asserted that "[t]he Tort Claimants' Committee is aware that your Local Council is implicated in approximately 54 claims that have been or will be filed in the bankruptcy case against BSA." Id. at 1. To date, the TCC has not provided Circle Ten Council with any additional information regarding these purported claims. Without such information, and certainly prior to the Bar Date, Circle Ten Council is unable to analyze the nature, amount and viability of any such claims.

16. On September 4, 2020, the TCC sent a second letter to Circle Ten Council (the "September 4 Letter")⁶ (a) stating that the information regarding its assets provided by Circle Ten Council to the BSA to date "fails to satisfy the TCC's due diligence requirements to negotiate a channeling injunction" and (b) requesting that Circle Ten Council immediately produce a vast number of documents in eleven categories, including, for example, Circle Ten Council's troop rosters, virtually all documents related to Circle Ten Council's assets (with no date limiter), and corporate records (e.g., board minutes) dating back to 1950. See September 4 Letter, at 1, 4-7.

17. On September 29, 2020, the TCC filed the Motion by which the TCC seeks an order authorizing the TCC to obtain a breathtaking range of discovery from Circle Ten Council and

⁵ A copy of the July 31 Letter is attached hereto as Exhibit A.

⁶ A copy of the September 4 Letter is attached hereto as Exhibit B.

numerous other Local Councils, including documents and information related to Local Councils' assets, troop and camp rosters, and insurance policies. See Motion, at ¶ 1, Ex. B, Ex. C. According to the Motion, "[t]he TCC needs to review and analyze this information so that it can participate in substantive discussions regarding a possible global resolution among the Debtors, TCC, the Local Councils, and the other mediation parties." Id. at ¶ 1.

Objection

The Motion Violates the Consent Order

18. The Motion is a direct assault on this Court's Consent Order. The Consent Order provides that "[t]he Pending Abuse Actions set forth on Schedule 1 are hereby stayed as to the BSA Related Parties, and any and all further proceedings in the Pending Abuse Actions, *or other actions by the parties thereto in furtherance of their prosecution or defense, are hereby stayed, prohibited and enjoined*" Consent Order, at ¶ 3 (emphasis added). As discussed above, Circle Ten Council is a "BSA Related Party" as defined in the Consent Order. The phrase "other actions by the parties ... in furtherance of the prosecution or defense" includes discovery outside the scope of what is contemplated in the Consent Order. Otherwise, the narrow exception in paragraph 6 of the Consent Order – permitting "preservation discovery from witnesses determined by mutual agreement of the BSA and the Tort Claimants' Committee and the UCC, or by the Court, to be aging or infirm witnesses" – would be rendered meaningless. Id. at ¶ 6.

19. By the Motion, the TCC seeks to make a collateral attack on the discovery process contemplated in the Consent Order in an effort to gain an advantage in plan negotiations with the Debtors and in litigation of the underlying abuse claims. The TCC's actions in filing the Motion constitute "other actions by the parties [to the Consent Order] in furtherance of their prosecution or defense" and violate the Preliminary Injunction.

The Motion Should Be Denied Under the Pending Proceeding Rule

20. The Motion also should be denied because it seeks impermissible discovery under Bankruptcy Rule 2004 related to matters that are pending before the Court in the Adversary Proceeding. As the Court explained in Washington Mutual, "[t]he 'pending proceeding' rule states that once an adversary proceeding or contested matter has been commenced, discovery is made pursuant to Federal Rules of Bankruptcy Procedure 7026 *et seq.*, rather than by a [Rule] 2004 examination." Washington Mutual, 408 B.R. at 50 (citations and quotation marks omitted). "In addition to restricting the use of Rule 2004 examinations when proceedings are pending against the examinee in the bankruptcy court, courts have also recognized that Rule 2004 examinations may be inappropriate where the party requesting the Rule 2004 examination could benefit their pending litigation outside of the bankruptcy court against the proposed Rule 2004 examinee." Id. (citations and quotation marks omitted). In this context, "[t]he primary concern of courts is the use of Rule 2004 examinations to circumvent the safeguards and protections of the Federal Rules of Civil Procedure." Id. at 51 (citation omitted).

21. In Washington Mutual, Judge Walrath articulated the applicable standard as follows:

In this Court's view, the proper approach is that of Bennett Funding. Where a party requests a Rule 2004 examination and an adversary proceeding or other litigation in another forum is pending between the parties, the relevant inquiry is whether the Rule 2004 examination will lead to discovery of evidence related to the pending proceeding or whether the requested examination seeks to discover evidence unrelated to the pending proceeding.

Washington Mutual, 408 B.R. at 51 (citing In re Bennett Funding Grp., Inc., 203 B.R. 24, 28-29 (Bankr. N.D.N.Y. 1996)).

22. The discovery sought by the TCC in the Motion clearly relates to the pending Adversary Proceeding, as it seeks discovery of substantially similar categories of information and

documents listed in the recitals to the Consent Order. The recitals set forth in the Consent Order provide that the TCC and the Creditors' Committee "have indicated their belief that achieving the purposes of the injunction sought by the Debtors' instant Complaint requires, *inter alia*, production of relevant information," including, among other things: (a) "financial and other information regarding each of the BSA Related Parties ... such as balance sheets, income statements, lists of property and assets ...;" (b) "an insurance coverage chart (e.g., 1950-2020), a list and status of insurance coverage actions, and other insurance information;" (c) "troop rosters;" and (d) "data regarding transfers of property between the Debtors and each of the BSA Related Parties and other Chartered Organizations." Consent Order, at pp.3-4.⁷

23. Under the pending proceeding rule, the TCC may not use Bankruptcy Rule 2004 to obtain discovery that is already one of the principal matters at issue in the Adversary Proceeding. The TCC, the BSA, and the Creditors' Committee negotiated the language of the Consent Order and agreed to a protocol whereby the BSA would use its "reasonable best efforts" to produce the documents and information sought by both committees in exchange for the committees' consent to the entry of an order granting the Preliminary Injunction. To the extent that the TCC believes that the BSA's document production to date is inadequate, that dispute should be addressed within the Adversary Proceeding in accordance with the Consent Order and the other agreed orders entered therein. Given that the discovery requests in the Motion directly relate to the matters before the Court in the Adversary Proceeding, under the pending proceeding rule, the TCC may

⁷ The recitals to the Consent Order further state: "While the BSA is committed to using its reasonable best efforts to produce and provide access to relevant information to support a mediation aimed at achieving a global settlement of abuse claims through a consensual plan of reorganization, it is not, at this time, confirming the availability of or agreeing to produce specific documents or categories of documents." Id. at p.3, n.5.

seek discovery of the matters addressed in the Motion only through the Federal Rules of Civil Procedure, not Bankruptcy Rule 2004.

The Motion and the Proposed Order Are Procedurally Defective

24. Bankruptcy Rule 2004 provides that a subpoena is the exclusive mechanism for enforcing an authorized examination of a non-debtor. See Fed. R. Bankr. P. 2004(c) ("The attendance of an entity for examination and for the production of documents, whether the examination is to be conducted within or without the district in which the case is pending, ***may be compelled as provided in Rule 9016*** for the attendance of a witness at a hearing or trial.") (emphasis added);⁸ Simon v. FIA Card Servs. NA, 639 F. App'x 885, 886 n.2 (3d Cir. Feb. 17, 2016) ("The procedure for compelling the attendance of an entity for examination and for compelling the production of documents is governed by Federal Rule of Bankruptcy Procedure 9016, which in turn incorporates the requirements of Federal Rule of Civil Procedure 45 for subpoenas."). While Bankruptcy Rule 2004(d) authorizes the Court to compel a *debtor's* attendance at a Rule 2004 examination by Court order without issuing a subpoena, it does not authorize the Court to do so with respect to *non-debtors*. See Fed. R. Bankr. P. 2004(d) (authorizing Court to order the debtor, but not other parties in interest, to appear for a Rule 2004 examination without issuing a subpoena); ⁹ Collier on Bankruptcy ¶ 2004.02[1]-[2] (16th ed. 2020) (noting same).

25. Further, Federal Rule of Civil Procedure 45, which Rule 9016 incorporates without change, provides several procedural and substantive protections for targets of subpoenas. See Fed.

⁸ Effective December 1, 2020, the quoted sentence of Bankruptcy Rule 2004(c) will be amended to read: "The attendance of an entity for examination and for the production of documents **or electronically stored information**, whether the examination is to be conducted within or without the district in which the case is pending, may be compelled as provided in Rule 9016 for the attendance of a witness at a hearing or trial."

R. Civ. P. 45. Although a subpoena "must issue from the court where the action is pending," a motion to compel or quash must be filed in "the court for the district where compliance is required." See Fed. R. Civ. P. 45(a)(2), (d)(3). A subpoena may command a target to appear or produce documents "within 100 miles of where the person resides, is employed, or regularly transacts business in person." See Fed. R. Civ. P. 45(c). Because Circle Ten Council is located in Dallas, Texas, a subpoena that required it to comply in Delaware, or anywhere but Texas, must be quashed. See Fed. R. Civ. 45(d)(3)(ii); see also Bankruptcy Rule 9016 Comm. Note (1993) ("Although Rule 7004(d) authorizes nationwide service of process, Rule 45 F.R.Civ.P. limits the subpoena power to the judicial district and places outside the district which are within 100 miles of the place of trial or hearing."). In order for a subpoena against Circle Ten Council potentially to be enforceable, it would have to require compliance in the Northern District of Texas. Accordingly, any motions to quash or compel a subpoena issued in accordance with any relief granted pursuant to the Motion would have to be filed in the Northern District of Texas. And the Northern District of Texas could only transfer such a motion to this Court if Circle Ten Council "consents" or the Northern District of Texas "finds exceptional circumstances." See Fed. R. Civ. P. 45(f). Moreover, Rule 45 does not authorize a court to compel non-parties to answer interrogatories. See, e.g., Taggart v. Wells Fargo Home Mortg., Inc., 2012 U.S. Dist. LEXIS 139469, at *12 (E.D. Pa. Sept. 27, 2012).

26. The Motion impermissibly requests the Court to modify these Rule 45 protections for the proposed non-debtor targets, including Circle Ten Council. *First*, the proposed order includes a provision compelling compliance with the subpoenas before the targets are afforded the opportunity to object or to move to quash. Compare Proposed Order ¶ 3, with Fed. R. Civ. P. 45(d)(2)(B). *Second*, the proposed order would require targets to comply with the subpoena in Delaware even though a subpoena can only require compliance "within 100 miles of where the

person resides, is employed, or regularly transacts business in person." Compare Proposed Order ¶ 3, with Fed. R. Civ. P. 45(c)(1)(A) and 45(c)(2)(A). *Third*, the Motion seeks authorization to take discovery (*i.e.*, interrogatories) that Rule 45 does not authorize. Compare Proposed Discovery Requests at 6-7, with Fed. R. Civ. P. 45(a)(1)(B)-(D) (authorizing only deposition and document requests). *Finally*, the proposed order purports to authorize this Court to resolve "discovery disputes" regarding the subpoenas even though Rule 45 requires those disputes to be resolved by the Court "where compliance is required." Compare Proposed Order ¶ 5, with Fed. R. Civ. P. 45(d)(3) ("On timely motion, the court for the district where compliance is required must quash or modify a subpoena.") and Fed. R. Civ. P. 45(f) ("When the court where compliance is required did not issue the subpoena, *it may transfer a motion under this rule to the issuing court if the person subject to the subpoena consents or if the court finds exceptional circumstances.*") (emphasis added). The Court should deny the Motion for these reasons alone, or modify that requested relief to ensure that all discovery targets, including Circle Ten Council, are afforded the protections to which they are entitled under Federal Rule of Civil Procedure 45.⁹

The Motion Is Premature as to Circle Ten Council, a Non-Debtor That Is Not Party to the Mediation and Has Not Determined Whether to Participate in Settlement Negotiations

27. Moreover, even if the Motion did not violate this Court's order or could otherwise survive its procedural infirmities, the Motion is premature as to Circle Ten Council and should be denied for that reason as well. The Motion makes clear that the TCC's document requests are premised on the assumption that Circle Ten Council and the other Local Councils will "participate in substantive discussions regarding a possible global resolution among the Debtors, TCC, the

⁹ Circle Ten Council reserves all rights under Rule 45 to object to or move to quash any subpoena on any and all grounds if or when one is issued.

Local Councils, and the other mediation parties."¹⁰ Motion, at ¶ 1. Circle Ten Council, however, is not a party to the Mediation and has not yet determined whether it will participate in any negotiations regarding a potential settlement in these chapter 11 cases. To make this determination, at a minimum, Circle Ten Council needs information regarding the nature, amount, and viability of abuse claims against the Debtors that purportedly implicate Circle Ten Council – information that the TCC has not provided and that likely will not be available until after the Bar Date. Until Circle Ten Council makes that election, no reasonable basis exists to require Circle Ten Council – *a non-Debtor and a non-participant in these cases* – to engage in wide-ranging and heavily burdensome discovery regarding hypothetical settlement discussions.

28. Although Bankruptcy Rule 2004 is broad,¹¹ and even if it were applicable here, the Court has considerable discretion to determine whether and to what extent discovery is appropriate under the particular facts before it. See Fed. R. Bankr. P. 2004(a) ("On motion of any party in interest, the court *may* order the examination of any entity.") (emphasis added). As this Court has explained, "parties do not have an absolute right to Rule 2004 examinations – the granting of a Rule 2004 examination is dependent on the discretion of the court. The rule requires a balancing of the competing interests of the parties, weighing the relevance of and necessity of the information

¹⁰ See also Motion, at ¶ 21 ("Without the facts in hand, the parties' mediation may stall. The Restricted Asset Information will help facilitate a possible global resolution because the TCC will be able to assess whether a Local Council is making a substantial contribution that supports a channeling injunction with respect to that Local Council.").

¹¹ Bankruptcy Rule 2004 provides, in relevant part: "The examination of an entity under this rule ... may relate only to the acts, conduct, or property or to the liabilities and financial condition of the debtor, or to any matter which may affect the administration of the debtor's estate, or to the debtor's right to a discharge. In ... a reorganization case under chapter 11 of the Code, ... the examination may also relate to the operation of any business and the desirability of its continuance, the source of any money or property acquired or to be acquired by the debtor for purposes of consummating a plan and the consideration given or offered therefor, and any other matter relevant to the case or to the formulation of a plan." Fed. R. Bankr. P. 2004(b).

sought by examination." In re Millennium Lab Holdings II, LLC, 562 B.R. 614, 626 (Bankr. D. Del. 2016) (internal citations and quotation marks omitted).

29. The TCC has the burden to show good cause that the discovery it seeks is justified. Millennium, 562 B.R. at 627 ("The party seeking to conduct a 2004 examination has the burden of showing good cause for the examination which it seeks.") (citation omitted). "The purpose of the [Rule 2004] examination is to enable the trustee to discover the nature and extent of the *bankruptcy estate*." In re Washington Mutual, Inc., 408 B.R. 45, 50 (Bankr. D. Del. 2009) (citing In re Drexel Burnham Lambert Grp., Inc., 123 B.R. 702, 708 (Bankr. S.D.N.Y. 1991) (emphasis added). In Washington Mutual, Judge Walrath explained that "[t]here are, however, limits to the use of Rule 2004 examinations. It may not be used for purposes of abuse or harassment and it cannot stray into matters which are not relevant to the basic inquiry." Id. (internal citations and quotation marks omitted).

30. Here, the Court should exercise its discretion and deny the Motion as to Circle Ten Council, because the discovery the TCC seeks is "not relevant to the basic inquiry" of enabling the debtor to ascertain the nature and extent of the BSA's estate to enable it to formulate a plan. Circle Ten Council is a separate corporation from the BSA, with its own articles of incorporation, bylaws, directors, members, donors and assets. As a Texas nonprofit corporation, Circle Ten Council also has obligations to its creditors and donors under Texas law.

31. Circle Ten Council's assets do not make up any portion of the Debtors' estates, and the TCC has not alleged that substantive consolidation or veil piercing is warranted here (which it is not). Indeed, the TCC acknowledges that Local Council assets are not part of the Debtors' estates by arguing that the TCC seeks to discover the amount of the Local Councils' assets to assess what portion of those assets can be contributed to the Debtors' estates in a hypothetical settlement.

Without an argument that the Local Councils are in possession of estate assets, the TCC tries to meet its burden by layering on additional hypotheticals, asserting that the BSA has a "reversionary" interest in Local Council assets, based on a provision in the BSA's bylaws purporting to impose a "constructive trust" over the assets of a Local Council whose charter is revoked or not renewed. See Motion, at ¶ 21; Charter & Bylaws of the Boy Scouts of America (2019) (the "BSA Bylaws"), attached hereto as Exhibit C, at Art. VI, cl. 2.

32. While there are numerous infirmities with respect to the TCC's assertions, it is not necessary to address those infirmities here. The BSA renewed Circle Ten Council's charter in June 2020 and has never indicated that it intends to, or is even considering, revoking Circle Ten Council's charter. Thus, the TCC's conclusory assertion that, upon charter revocation, a Local Council's assets would simply "revert" to the BSA (which is uncertain at best) is far too thin a reed to support wide-ranging discovery of a non-debtor Local Council that is not a party to the Mediation or settlement negotiations.

33. The TCC also attempts to manufacture cause for imposing Rule 2004 discovery on the Local Councils by asserting that (a) "the BSA *may* have claims against the Local Councils" in connection with the BSA's insurance program or its pension plan or that a Local Council "*may* have received fraudulent transfers" and (b) Local Councils *may* have direct liability to "survivors or BSA's other creditors." Motion, at ¶ 21 (emphasis added). These wholly unsupported assertions do not warrant Rule 2004 discovery. *First*, the BSA has not asserted that it has any claims against Circle Ten Council or intimated that any fraudulent transfer claims against Circle Ten Council exist. Even if such claims had been asserted (which they have not), the TCC offers no explanation of why it – rather than the BSA – would be entitled to Rule 2004 discovery regarding such claims. *Second*, the TCC's mere speculation that Circle Ten Council might have direct liability of an

unspecified nature to equally unspecified creditors of the BSA is insufficient to justify Rule 2004 discovery.

34. As this Court has explained in Millennium, these are not appropriate topics for Rule 2004 discovery:

As for movants' desire to identify third parties [in addition to the debtor] who may also be liable to them, that, quite simply is neither this court's concern nor the purpose of Rule 2004. No matter how artfully one tries to disguise the requested examinations, by dressing them up in the robes of bankruptcy administration, their real purpose is to identify another entity movants might be able to collect from, and whether those efforts would have any impact on the bankruptcy estate is of no real concern to them. Movants understandably want to [*sic*] their money, but that does not justify turning a tool that has been developed to efficiently administer bankruptcy estates into a private collection device for creditors. Movants have other tools and other fora which they can use to investigate their rights against third parties and to collect the amounts they are owed. They should use them and not Rule 2004.

Millennium, 562 B.R. at 628 (quoting In re J&R Trucking, Inc., 431 B.R. 818, 822-23 (Bankr. N.D. Ind. 2010)) (alterations in original).

Conclusion

35. For all of the reasons set forth herein, Circle Ten Council respectfully requests that the Court (a) deny the Motion as to Circle Ten Council and (b) grant such other and further relief to Circle Ten Council as the Court may deem proper.

Dated: October 7, 2020
Wilmington, Delaware

Respectfully submitted,

/s/ William P. Bowden

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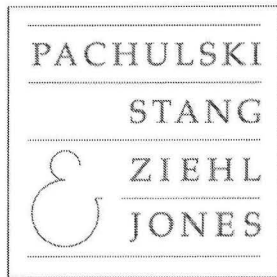
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asrush@jonesday.com

Counsel for Circle Ten Council

Exhibit A

July 31 Letter



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LIMITED LIABILITY PARTNERSHIP

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James I. Stang

July 31, 2020

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Circle Ten Council #571
8605 Harry Hines Blvd., P.O. Box 35726
Dallas, TX 75235-0726

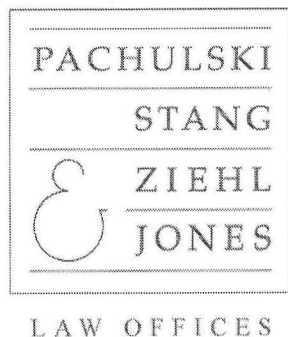
Re: Boy Scouts of America

Dear Board Chair and President,

Pachulski Stang Ziehl & Jones LLP is counsel to the Official Committee of Child Sexual Abuse Survivors (the "Tort Claimants' Committee") in the Boy Scouts of America ("BSA") and Delaware BSA, LLC jointly administered chapter 11 bankruptcy cases, Case No. 20-10343(LSS). The Tort Claimants' Committee represents the interests of thousands of child sex abuse survivors (collectively, the "Survivors") who have claims against BSA and its Local Councils as a result of childhood sexual abuse. The deadline for filing claims in the BSA Chapter 11 case is November 16, 2020. BSA's media campaign to provide published notice of the November 16 deadline is still in its earliest stages.

The Tort Claimants' Committee is aware that your Local Council is implicated in approximately 54 claims that have been or will be filed in the bankruptcy case against BSA. The total number of claims against BSA and against your Local Council likely will grow in the weeks between now and November 16, 2020.

The BSA has filed a plan of reorganization that contemplates a monetary contribution by Local Councils to a victims' compensation trust in consideration of a release of Local Councils for childhood sexual abuse claims and a corresponding injunction to enforce that release. Before the Bankruptcy Court will approve or "confirm" a plan that contains non-consensual releases of the



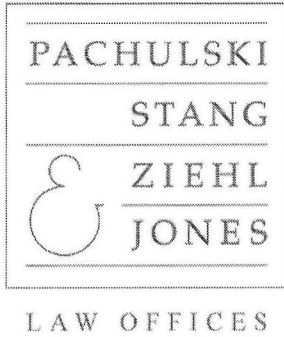
Circle Ten Council #571
July 31, 2020
Page 2

Survivors' claims against the Local Councils, the plan will be required to meet the following requirements, among others: (i) the Local Councils will be required to make a "substantial contribution" to the trust; (ii) the plan will have to provide for the payment of all, or substantially all, of the Survivors' claims against the BSA and its Local Councils; and (iii) the Survivors will need to overwhelmingly vote to accept their treatment under the plan (at least 90%).

Additionally, the BSA and the Local Councils would have to establish that the "Best Interests of Creditors Test" has been satisfied. Under the Bankruptcy Code, this test requires that each nonconsenting Survivor receive under the plan at least as much as the Survivor would receive in a hypothetical BSA chapter 7 case. This test requires an analysis of the liquidation value of the BSA's property, an evaluation of Survivors' rights against Local Councils in the light of BSA's liquidation, and an estimation of the value of the Survivor's claims.

In the Tort Claimants' Committee's opinion, there are only three realistic outcomes for your Local Council (and in fact all the other Local Councils) in the BSA bankruptcy case: (i) a consensual plan in which a global settlement is achieved with the Debtor, the insurers, the Local Councils, the Tort Claimants' Committee, and other parties in interest; (ii) a conversion of the BSA chapter 11 case to a chapter 7 case and the Survivors' claims against the Local Councils are resolved outside of the bankruptcy process; or (iii) a dismissal of the BSA bankruptcy case and the Survivors' claims against the BSA and the Local Councils are resolved outside of the BSA bankruptcy process. Such non-bankruptcy process could include your Local Council's defense against abuse claims filed in non-bankruptcy court or your Local Council's own bankruptcy case.

If your Local Council wants to benefit from a channeling injunction under a BSA plan, your Local Council need to immediately begin a dialogue about the funds necessary for your Local Council to obtain a channeling injunction. The Tort Claimants' Committee is concerned that some Local Councils do not realize or refuse to recognize that under the law of the Third Circuit Court of Appeals, the cost of a channeling injunction is a contribution of their own funds sufficient to pay fair compensation for each creditor who has a claim against that Local Council

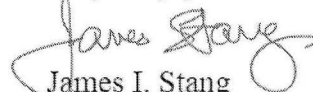


Circle Ten Council #571
July 31, 2020
Page 3

irrespective of any compensation paid by the BSA for its own liability to such claimants.

The Bankruptcy Court has appointed a panel of three mediators to address issues related to BSA's contemplated chapter 11 plan, including the treatment of claims against Local Councils if Local Councils qualify for a channeling injunction and release. While the Tort Claimants' Committee intends to discuss these issues with the Ad Hoc Committee of Local Councils, that committee has made clear that it does not speak for the individual Local Councils. The Tort Claimants' Committee anticipates that it will discuss these issues with you at the mediation and, in advance of the mediation, would welcome the opportunity to discuss a channeling injunction and releases with you at your convenience.

Very truly yours,

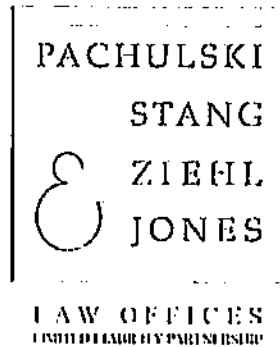


James I. Stang

cc: Michael C. Andolina (mandolina@sidley.com)
Richard G. Mason (RGMason@WLRK.com)
Kevin Carey (kevin.carey@hoganlovells.com)
Paul Finn (PFinn@commonwealthmediation.com)
Timothy Gallagher (timg@thegallaghergroup.com)

Exhibit B

September 4 Letter



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James I. Stang

September 4, 2020

310.772.2354
jstang@pszjlaw.com

Circle Ten Council
c/o Heather Lennox
Jones Day
North Point, 901 Lakeside Avenue
Cleveland, OH 44114-1190

Re: Boy Scouts of America

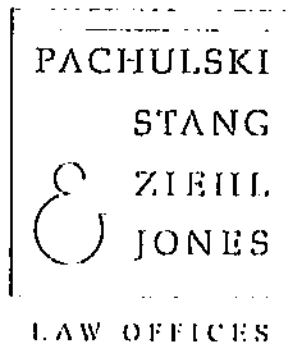
Dear Ms. Lennox:

I am writing to follow-up on my letter dated July 31, 2020.

If your individual council wants to participate in a channeling injunction under the Boy Scouts of America's reorganization plan, the Tort Claimants Committee ("TCC") will require complete disclosure of your local council's assets and liabilities, including its insurance policies.⁹ The TCC did not have any involvement in the due diligence requests made at the behest of the Ad Hoc Local Council Committee; nevertheless, the TCC has reviewed the documents your council provided and has concluded that it fails to satisfy the TCC's due diligence requirements to negotiate a channeling injunction.

Over the last several weeks, the TCC has been engaged in informal discovery with the eight (8) members of the Ad Hoc Committee of Local Councils (the "Ad Hoc Committee"). Through a "meet and confer" process that is a prerequisite to a formal discovery request under Local Bankruptcy Rule 2004-1, the TCC developed the attached document production request (the "Document Request").

⁹ The TCC is informed that local councils (including those that may have merged into your local council) may have purchased separate insurance prior to the mid-1970's. The TCC encourages all local councils to investigate the existence of such insurance, including working with BSA's insurance archeologist who is seeking evidence of such policies.



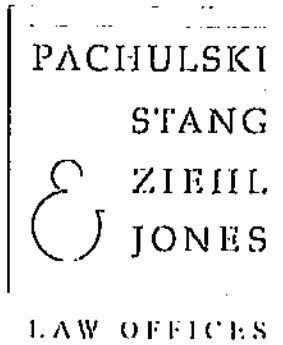
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The TCC requests that your local council produce the documents identified in the Document Request. These documents will enable the TCC to make an initial evaluation of the adequacy of the substantial contribution that is necessary for inclusion of your local council in a channeling injunction.

As explained in my July 31 letter, under Bankruptcy Code section 1129, each sexual abuse survivor is entitled to the value of his claim against the local council defendant assuming the local council is NOT protected by a channeling injunction. I underscore this because the BSA and/or some local councils are under the mistaken impression that the Bankruptcy Court will approve a channeling injunction without regard to the assets and liabilities of the local council protected by the injunction. A global resolution for local councils is possible, provided each participating local council is forthcoming about its assets and liabilities, including the amount each is contributing.

Over the last few days, I received form responses from certain recipients of my July 31, 2020 letter stating that the local council respondent will reach out to the TCC and/or the mediators if it "decide[s] to become more directly involved in the mediation later ...". Simply, "later" is not good enough. The TCC cannot overstate the importance of your immediate attention to this request. A gating requirement to any negotiation with your local council or the Ad Hoc Committee is the production of the requested documents. Given the paucity of information provided by nearly all of the local councils in response to the Ad Hoc Committee's limited information request, the TCC is requesting a "meet and confer" with your local council regarding the attached Document Request. *See* Delaware Local Bankruptcy Rule 2004-1. As BSA repeatedly states, it cannot afford a lengthy chapter 11 process. The sooner the TCC gets the financial information, the sooner the TCC can work towards a reorganization solution with the BSA, the Ad Hoc Committee and your local council.

Certain local council attorneys called me in response to July 31 letter. They asked if I could supply information regarding the claims enumerated in my letter. The TCC is prepared to provide claims information, including the names of the abuse survivors, before the November 16 bar date if the local council provides troop rosters for the relevant time periods (including rosters from merged



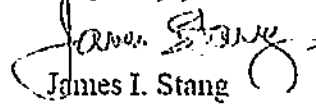
September 4, 2020
Page 3

councils). Upon receipt of that information from the TCC, local councils are urged to provide immediate notice of the claims to their insurance carriers, regardless of whether the local council believes that BSA has informed the carriers in cases where the local council are additional insureds. Please contact me if your local council wishes to exchange this information.

To set up the meet and confer regarding the Document Request, please contact Jason S. Pomerantz at jspomerantz@pszjlaw.com.

Please do not hesitate to contact me directly if you have any questions or concerns regarding the above.

Very truly yours,



James I. Stang

cc: Michael C. Andolina (mandolina@sidley.com)
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John W. Lucas (jlucas@pszjlaw.com)

**TORT CLAIMANTS' COMMITTEE OF
THE BOY SCOUTS OF AMERICA¹**

Preliminary Document Requests to each Local Council

A. Renewal Documents

1. Each Local Council's "Charter Renewal Application," "Charter & Membership Validation" or similar documents (including any amendments) tendered to the BSA.
2. For the period 1950 to the present, all "Annual Unit Charter Agreements," all "Annual Charter Agreements," and all other agreements (including any amendments) between any chartered organization and each Local Council.

B. Corporate Governance Information

1. The Articles of Incorporations for each Local Council for the period 1950 to the present (including any amendments).
2. The Bylaws for each Local Council for the period 1950 to the present (including any amendments).
3. All trust documents, including organization material, for trusts established by each Local Council that were in effect on or after the Petition Date.
4. For the period 1950 to the present, all minutes concerning any "Board of Directors" or Board of Managers or similar governing body, including but not limited to the Council Executive Committee, Council Executive Board, or Advisory Council (each such governing body, the "Board") meetings of each Local Council related to: (a) transfers of property the value of which was at least \$25,000, (b) any financial obligations owed between the BSA and any Local Council, (c) the IV Files (including the "perversion" files); (d) any claim, allegation or report of sexual or other mental or physical abuse; (e) debt incurred, (f) asset restrictions, (g) takeover of Local Council operations or assets by the National Council, or (h) requests for or decisions made by National Council relating to Local Council assets and operations,
5. All board packets, information, documents, and written presentation made to any Board concerning any of the issues identified in Request B.4 above.

¹ Unless specifically indicated otherwise, all requests seek information for the six-year period prior to the Petition Date.

6. For the period 1950 to the present, all resolutions or consents issued by any Board of a Local Council related to: (a) transfers of property the value of which was at least \$25,000, (b) any financial obligations owed between the BSA and any Local Council, (c) the IV Files (including the "perversion" files); or (d) any claim, allegation or report of sexual or other mental or physical abuse.

C. Insurance Information

1. All general liability or other policies that might provide coverage for sexual abuse claims independent from the coverage provided under the BSA policies or a representation that no such policies exist..

D. Audit & Tax Information

1. Audit reports.
2. Management letters (i.e. from auditor / accounting firm to management / client) for the last 3 years.
3. All federal and state tax returns including but not limited to Forms 990, determination letters and group ruling letters, for each Local Council.

E. Financial Information

1. Copies of all annual financial statements, annual reports or financial reports of any kind completed, and / or issued in the last 3 years.
2. Copies of all business plans, restructuring plans, budgets and forecasts prepared in the last 3 years.

F. Property and Property Transfer Information

1. Asset summary schedule detailing each property / building which provides specific identifying information including but not limited to:
 1. Owner(s)
 2. Parcel number(s)
 3. Legal description(s)
 4. Street address(es)
 5. Acreage
 6. Square footage
 7. Description of property
 8. Status of property
 9. Original purchase price
 10. Current tax assessment value
 11. Current appraised value
 12. Any alleged restrictions, limitations of use, etc.

2. Property ownership records for each Local Council (e.g. sales and purchase contracts, deeds, tax assessments, easements, donor or land use restrictions, surveys), including but not limited to service centers, offices and camps.
3. All valuations, appraisals, internal value assessments, broker opinions, or evaluations of property (including but not limited to all evaluations performed by the Outdoor Properties Division of the National Council).
4. All documents concerning all transfers, exchanges, swaps or similar conveyances of property (whether made with or without consideration), between the BSA on the one hand, and any Local Council on the other hand.
5. All documents concerning all other transfers, exchanges, swaps or similar conveyances of property (whether made with or without consideration), in addition to those requested in F5 above to the extent not already provided, or confirmation that all such documents have been produced.
6. All sale contracts, agreements, or documentation relating to the sale / disposal of property including sales price, date of sale, purchaser, etc.
7. Asset listings, schedules, and supporting documentation for temporarily restricted and permanently restricted assets, including but not limited to wills, bequests, agreements, letters, and correspondence.
8. All security or pledge agreements and UCC-1 filings concerning any asset owned or controlled by or for the benefit of each Local Council.

G. Bank & Investment Account Information

1. All account statements for each and every checking, money market, investment or any other type of account for the last 3 years.
2. All internal tracking documents, spreadsheets, schedules, reports, correspondence involving the Commingled Endowment Fund ("CEF"), including but not limited to Local Council share in the CEF, transfers to / from the CEF, investments made to or returned from the CEF, any investments made on behalf of the Local Council by the BSA or other parties.
3. All CEF account statements, participant summary reports, etc. provided by the BSA or the CEF administrator (i.e. Northern Trust).

H. Pension Plan

1. All pension plans for your Local Council that are independent from the BSA or confirmation that no such plans ever existed.

I. Health / Benefits Plans

1. All health and benefit plans for your Local Council that are independent from the BSA or confirmation that no such plans ever existed..

J. Loans / Debt

1. All underlying loan documents evidencing obligations of any kind for each Local Council.
2. Any and all documentation related to determination of compliance with financial covenants related to any and all borrowings / debt issuance.

K. Other

1. Troop / unit rosters (including names, troop / unit numbers, time periods covered, etc.) for the BSA and each of the BSA Related Parties.
2. All employee rosters (including names, titles, departments, salaries / benefits, etc.) for the last 5 years.



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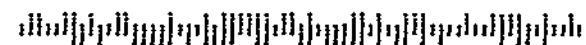


Exhibit C

BSA Bylaws

CHARTER AND BYLAWS OF THE BOY SCOUTS OF AMERICA



BOY SCOUTS OF AMERICA®

2019 CHANGES

The Bylaws were revised in 2019 to reflect changes related to the national Executive Board and its committees (Article III). Article IV, Section 4, on honorary positions, was also significantly revised. Below is a list of articles and sections affected.

Article III, Section 4

Article IV, Section 2

Article III, Section 8

Article IV, Section 3

Article IV, Section 1

Article IV, Section 4

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CHARTER

SIXTY-FOURTH CONGRESS OF THE

UNITED STATES OF AMERICA

AT THE FIRST SESSION

BEGUN AND HELD AT THE

CITY OF WASHINGTON

ON MONDAY, THE SIXTH DAY

OF DECEMBER

ONE THOUSAND NINE HUNDRED

AND FIFTEEN

AN ACT

**To Incorporate the
Boy Scouts of America and
for Other Purposes**

SECTION 1.

Be it enacted by the Senate and House of Representatives of the United States of America in Congress assembled, That Colin H. Livingstone and Ernest P. Bicknell, of Washington, District of Columbia; Benjamin L. Dulaney, of Bristol, Tennessee; Milton A. McRae, of Detroit, Michigan; David Starr Jordan, of Berkeley, California; F. L. Seely, of Asheville, North Carolina; A. Stamford White, of Chicago, Illinois; Daniel Carter Beard, of Flushing, New York; George D. Pratt, of Brooklyn, New York; Charles D. Hart, of Philadelphia, Pennsylvania; Franklin C. Hoyt, Jeremiaiah W. Jenks, Charles P. Neill, Frank Presbrey, Edgar M. Robinson, Mortimer L. Schiff, and James E. West, of New York, New York; G. Barrett Rich, Junior, of Buffalo, New York; Robert Garrett, of Baltimore, Maryland; John Sherman Hoyt, of Norwalk, Connecticut; Charles C. Jackson, of Boston, Massachusetts; John H. Nicholson, of Pittsburgh, Pennsylvania; William D. Murray, of Plainfield, New Jersey; and George D. Porter, of Philadelphia, Pennsylvania, their associates and successors, are hereby created a body corporate and politic of the District of Columbia, where its domicile shall be.

SECTION 2.

That the name of this corporation shall be “Boy Scouts of America,” and by that name it shall have perpetual succession, with power to sue and be sued in courts of law and equity within the jurisdiction of the United States; to hold such real and personal estate as shall be necessary for corporate purposes, and to receive real and personal property by gift, devise, or bequest; to adopt a

seal, and the same to alter and destroy at pleasure; to have offices and conduct its business and affairs within and without the District of Columbia and in the several States and Territories of the United States; to make and adopt bylaws, rules, and regulations not inconsistent with the law of the United States of America, or any State thereof, and generally to do all such acts and things (including the establishment of regulations for the election of associates and successors) as may be necessary to carry into effect the provisions of this Act and promote the purposes of said corporation.

SECTION 3.

That the purpose of this corporation shall be to promote, through organization, and cooperation with other agencies, the ability of boys to do things for themselves and others, to train them in Scoutcraft, and to teach them patriotism, courage, self-reliance, and kindred virtues, using the methods which are now in common use by Boy Scouts.

SECTION 4.

That said corporation may acquire, by way of gift, all the assets of the existing national organization of Boy Scouts, a corporation under the laws of the District of Columbia, and defray and provide for any debts or liabilities to the discharge of which said assets shall be applicable; but said corporation shall have no power to issue certificates of stock or to declare or pay dividends, its object and purposes being solely of a benevolent character and not for pecuniary profit to its members.

SECTION 5.

That the governing body of the said Boy Scouts of America shall consist of an executive board composed of citizens of the United States. The number, qualifications, and terms of office of members of the executive board shall be prescribed by the bylaws. The persons mentioned in the first section of this Act shall constitute the first executive board and shall serve until their successors are elected and have qualified. Vacancies in the executive board shall be filled by a majority vote of the remaining members thereof. The bylaws may prescribe the number of members of the executive board necessary to constitute a quorum of the board, which number may be less than the majority of the whole number of the board. The executive board shall have power to make and to amend the bylaws, and, by two-thirds vote of the whole board at a meeting called for this purpose, may authorize and cause to be executed mortgages and liens upon the property of the corporation. The executive board may, by resolution passed by a majority of the whole board, designate three or more of their number to constitute an executive or governing committee, of which a majority shall constitute a quorum, which committee, to the extent provided in said resolution or in the bylaws of the corporation, shall have and exercise the powers of the executive board in the management of the business affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers which may require it. The executive board, by the affirmative vote of a majority of the whole board, may appoint any other standing committees, and such standing committees shall have and may exercise such powers as shall be conferred or authorized by the bylaws. With the consent in writing and pursuant to an affirmative vote of a majority of the members of said corporation, the executive board shall have authority to dispose in any manner of the whole property of the corporation.

SECTION 6.

That an annual meeting of the incorporators, their associates and successors, shall be held once in every year after the year of incorporation, at such time and place as shall be prescribed in the

bylaws, when the annual reports of the officers and executive board shall be presented and members of the executive board elected for the ensuing year. Special meetings of the corporation may be called upon such notice as may be prescribed in the bylaws. The number of members which shall constitute a quorum at any annual or special meeting shall be prescribed in the bylaws. The members and executive board shall have power to hold their meetings and keep the seal, books, documents, and papers of the corporation within or without the District of Columbia.

SECTION 7.

That said corporation shall have the sole and exclusive right to have and to use, in carrying out its purposes, all emblems and badges, descriptive or designating marks, and words or phrases now or heretofore used by the Boy Scouts of America in carrying out its program, it being distinctly and definitely understood, however, that nothing in this Act shall interfere or conflict with established or vested rights.

SECTION 8.

That on or before the first day of April of each year the said Boy Scouts of America shall make and transmit to Congress a report of its proceedings for the year ending December thirty-first preceding.*

SECTION 9.

That Congress shall have the right to repeal, alter, or amend this Act at any time.

Approved 15 June 1916

WOODROW WILSON

*As amended August 30, 1964, Pub. L. 88-504, 78 Stat. 636.

CONGRESSIONAL REPORT IN SUPPORT OF ACT TO INCORPORATE BOY SCOUTS OF AMERICA

House Report No. 130, Sixty-Fourth Congress
First Session

February 7, 1916.—Referred to the House Calendar and ordered to be printed.

Mr. Gard, from the Committee on the Judiciary, submitting the following report (to accompany H. R. 755).

The Committee on the Judiciary, to whom was referred the bill (H. R. 755) to incorporate the Boy Scouts of America and to protect its insignia, having carefully considered the same, beg leave to submit the following report with the recommendation that the bill do pass.

The Boy Scout movement is not one seeking to promote a juvenile military system, but is intended to supplement and enlarge established modern educational facilities in activities in the great and healthful out-of-doors where may be the better developed physical strength and endurance, self-reliance, and the powers of initiative and resourcefulness, all for the purpose of establishing through the boys of today the very highest type of American citizenship.

It tends to conserve the moral, intellectual, and physical life of the coming generation, and in its immediate results does much to reduce the problem of juvenile delinquency in the cities. The movement has grown rapidly during the past few years, until it is now organized in practically every community of 4,000 inhabitants and over and in many smaller communities of the United States. During the past two years Boy Scouts have demonstrated the value of the education and training they received as an auxiliary force in the maintenance of public order and in the administration of first-aid and practical assistance in times of great public emergencies. Their services on the occasion of the Ohio floods, at the Gettysburg reunion, in the inaugural ceremonies of President Wilson, and at the recent memorable reunion of the Grand Army of the Republic

in Washington attracted Nationwide attention and received general commendation, particularly from the American National Red Cross and the officials of the Federal and State Governments. The importance and magnitude of its work is such as entitle it to recognition and its work and insignia to protection by Federal incorporation.

The Scout scheme is based upon the methods involved in educating the boy. It is a scheme of placing the boy on honor. In addition to requiring him to live up to a standard or code of laws which insure development of character along proper lines, it requires him to study in order to pass certain tests of qualification. The passing of these various tests is recognized by the award of appropriate badges or medals and insignia.

If any boy can secure these badges without meeting the required tests, the badges will soon be meaningless, and one of the leading features of the Scout program will be lost; likewise, with the uniform that designates the Scout. At the present time this is protected by the use of insignia—a seal woven or stamped into the cloth. All of these various badges and insignia are at present protected by the patent laws, but under the patent laws such protection is available for a limited period only. The passing by Congress of this bill will, it is believed, provide the organization with proper protection for its distinctive insignia, the integrity of which is essential to the maintenance of the movement, and protect it from those who are seeking to profit by the good repute and high standing and popularity of the Scout movement by imitating it in name alone.

The identical language of this bill was incorporated in the bill with amendments thereto, known as H.R. 19907, which was reported from the Committee on the Judiciary on February 3, 1915, with a recommendation that it, as so amended, do pass.

BYLAWS

ARTICLE I. GENERAL

NAME

SECTION 1.

The name of the corporation is Boy Scouts of America. For convenience in these Bylaws the corporation is sometimes referred to as the “Corporation.”

PURPOSE

SECTION 2.

The purpose of the Corporation is as set forth in the original certificate of incorporation under the laws of the District of Columbia, dated February 8, 1910, and restated in the Act of Incorporation enacted by the Congress of the United States of America on June 15, 1916, as follows: “That the purpose of this Corporation shall be to promote, through organization and cooperation with other agencies, the ability of boys to do things for themselves and others, to train them in Scoutcraft, and to teach them patriotism, courage, self-reliance, and kindred virtues, using the methods which are now in common use by Boy Scouts.” In achieving this purpose, emphasis shall be placed upon its educational program and the oaths, promises, and codes of the Scouting program for character development, citizenship training, leadership, and mental and physical fitness.

SEAL; DESIGNATING MARKS

SECTION 3.

Clause 1. The seal of the Corporation shall be in the form of a circle enclosing the universal badge with the motto “Be Prepared” underneath the badge and the words “Boy Scouts of America” around the circle and shall be used only as authorized.

Clause 2. In accordance with provisions of the Charter, the Corporation shall establish and maintain policies to regulate the use of the seal and all other emblems and badges, descriptive and designating marks, and words or phrases associated with or referring to the Boy Scouts of America or any of its affiliates. Such policies may permit the use of the Boy Scouts of America designating marks by third parties as long as such are (i) consistent with the values and purpose of the Corporation, and (ii) pursuant to written agreement between the user and the Corporation. Administration of such policies is the responsibility of the Chief Scout Executive, who may delegate such duties to an officer or employee of the Corporation.

NATIONAL SERVICE CENTER

SECTION 4.

The principal office of the Corporation shall be located in the City of Irving, County of Dallas, in the State of Texas, and shall be known as the National Service Center of the Boy Scouts of America.

FISCAL YEAR

SECTION 5.

The fiscal year of the Corporation shall be the calendar year.

RULES AND REGULATIONS

SECTION 6.

Establishment

Clause 1. In accordance with the provisions of the Charter, the Executive Committee may establish and amend Rules and Regulations for the further governance and guidance of the Boy Scouts of America including its local councils and affiliates.

Amendment

Clause 2. The Rules and Regulations and amendments thereto shall normally be adopted by resolution of the Executive Committee.

Amendment—Reporting Changes to the Executive Board

Clause 3. Any amendment to the Rules and Regulations shall be reported to the members of the Executive Board at its next meeting and unless such amendment is altered or canceled by the Executive Board at such meeting, it will be as effective as if it had been originally adopted by the Executive Board.

PRIORITIES

SECTION 7.

General

Clause 1. These Bylaws shall be consistent with the Charter. The Rules and Regulations shall be consistent with the Charter and the Bylaws. In the event of any conflicts or inconsistencies, the Charter shall govern primarily and the Bylaws secondarily.

Specifics

Clause 2. All statements contained in official publications of the Boy Scouts of America, its local councils and affiliates, including (but not limited to) handbooks, pamphlets, instructions, magazine articles, bulletins, manuals, and letters, which may, from time to time, be issued for clarification or explanation of official language shall be consistent with the language and intent of the Charter, the Bylaws, and the Rules and Regulations. Any contradictory or inconsistent language is unauthorized and without effect.

ARTICLE II. THE NATIONAL COUNCIL

GENERAL

SECTION 1.

In accordance with the provisions of sections 1 and 2 of the Act of Congress, approved June 15, 1916, entitled “An Act to Incorporate the Boy Scouts of America and for Other Purposes,” giving the incorporators therein named the power to provide for the election of their associates and successors, the incorporators, and all persons who were duly elected and qualified as members of the National Council herein provided for their successors duly chosen, shall constitute the corporate membership of the Boy Scouts of America, to be known and designated collectively as the National Council of the Boy Scouts of America.

MEMBERS OF THE NATIONAL COUNCIL

SECTION 2.

General

Clause 1. The National Council of the Boy Scouts of America shall consist of elected and ex officio members as provided for in these Bylaws. All members, except honorary members and commissioned professional Scouters, may vote.

Eligibility Requirements

Clause 2. No person shall be eligible for membership on the National Council who is not a citizen of the United States or has not taken the preliminary legal steps to become a citizen of the United States.

Clause 3. A commissioned professional Scouter is ineligible for voting privileges on the National Council.

The Election and Designation

Clause 4. Members of Executive Board. All persons elected members of the Executive Board shall upon their election become members of the National Council for the term of their election as members of the Executive Board.

Clause 5. Members of Regional Executive Committees and Area Commissioners. Persons serving as members of a regional executive committee and area commissioners shall be members of the National Council during their respective terms.

Clause 6. Local Council Representatives. The duly elected president and council commissioner of a local council shall, during their terms of office, be members of the National Council. Each local council may, in addition, elect one of its members as a member of the National Council for every 5,000 youth members (Cub Scouts, Boy Scouts, Varsity Scouts, and Venturers), or major portion thereof (2,501 or more), enrolled as of December 31 of the preceding year according to the records of the Corporation. Local councils shall certify as to the election of National Council members so elected and to their terms on forms provided for that purpose.

Clause 7. Members at Large. Members at large of the National Council may be elected by the National Council at its annual meeting to serve for 1 year. Persons who become members of national support committees and members of regional committees as defined under article V, section 2 hereof, shall be members at large of the National Council during their respective terms.

Clause 8. Honorary Members. Honorary membership in the Boy Scouts of America shall consist of such citizens of the United States as may be elected thereto by the National Council for terms of 1 year in the furtherance of the program of the Boy Scouts of America.

Credentials of Members

Clause 9. The National Council shall issue certificates of membership and voting credentials to all voting members of the National Council indicating their right to participate and to vote at the annual meeting of the National Council. Votes shall be cast in person at the meeting and not by proxy.

MEETINGS OF THE NATIONAL COUNCIL

SECTION 3.

Regular Meetings

Clause 1. General. The National Council shall meet annually inside or outside of the District of Columbia at such time and place as may be determined by the Executive Board, for the purpose of delivering the annual reports of the officers and various committees of the National Council, electing members at large and honorary members of the National Council and regular members of its Executive Board, and transacting such other business as may come before the meeting. The National Chair shall determine what business is appropriate to come before the meeting. The Executive Board may, in its sole discretion, present matters of significance to the movement for a binding referendum vote of the National Council at the annual meeting and any such matter shall be described in the required notice of the annual meeting.

Clause 2. Notice. A notice of the annual meeting shall be mailed or sent by electronic mail to each member of the National Council at least 30 days in advance thereof, indicating the time and place of the meeting.

Special Meetings

Clause 3. Special meetings of the National Council may be called by the Executive Board at any time and shall be called within 90 days upon the request of at least 5% of the members of the National Council (such request specifying the object of such a special meeting) to be held at such place as the National Chair shall determine, provided, however, that a notice of such meeting, indicating the place and object thereof, shall be mailed to each member of the National Council at least 30 days in advance of the meeting. The business of the meeting shall be limited to the matters included in the notice of the meeting.

Quorum

Clause 4. Five percent of the members of the National Council present in person shall constitute a quorum for all purposes.

Voting

Clause 5. At any meeting of the National Council, each member present shall be entitled to one vote.

Guests

Clause 6. Honorary members of the Boy Scouts of America and such other persons as may be specially invited may attend meetings of the National Council but shall have no vote.

ARTICLE III. THE EXECUTIVE BOARD

POWERS, DUTIES, AND INTERPRETATION

SECTION 1.

Authority of Executive Board

Clause 1. The Executive Board shall, in accordance with the provisions of its Charter and these Bylaws, be the governing body of the Corporation, manage its affairs, elect its officers, and be the final reviewing authority with respect to all matters whatsoever which may arise at any level within the Scouting movement, which in its judgment should be reviewed.

Interpretation

Clause 2. For the purpose of these Bylaws, the phrase “the whole Executive Board” shall mean the number of members on the Executive Board at the time actually holding office and vacancies shall not be included. The Executive Board shall have the following reserved powers that may not be delegated to a committee: amending these Bylaws; changing the mission or purpose of the Corporation; approving nominations to and filling vacancies on the Executive Board and its standing committees; electing officers; approving any merger or dissolution; approving the sale, mortgage, pledge, or transfer of substantially all of the assets of the Corporation; increasing or materially changing the indebtedness of the Corporation beyond any previously authorized level; or authorizing distributions from the Corporation.

MEMBERSHIP

SECTION 2.

The Executive Board of the Corporation shall consist of:

Regular Members

Clause 1. Not to exceed 64 regular members who shall be elected at the annual meeting of the Corporation for 1-year terms. The number of board members comprising the Executive Committee shall not be included in the regular member total.

Regional Presidents

Clause 2. Regional presidents whose terms as members of the Executive Board shall be the same as their respective terms of office as regional presidents. Each regional president who is a regular member of the Executive Board at the time of becoming a regional president shall continue as a regular member of the Executive Board until the end of the term of such, whereupon the individual shall become a regional member provided that at such time the member is still regional president. Nothing herein contained shall prevent a regional member from being elected as a regular member of the Executive Board.

Youth Members

Clause 3. Those persons who shall be registered youth program participants may be appointed by the National Chair with the approval of the Executive Board to serve for a specified term of up to 1 year. A youth program participant may be reappointed for a second 1-year term. The aggregate number of youth program participants shall at no time exceed five.

Special Members

Clause 4. The Chairman of the Advisory Council, the President of the National Eagle Scout Association, the Chairman of the Order of the Arrow Committee, a designated representative of the Board of the National Boy Scouts of America Foundation, and the Chairman of Learning for Life shall serve as ex officio voting members of the Executive Board during their 1-year terms. The names of those proposed to serve shall be submitted for consideration and, if accepted, nomination to the national Governance and Nominating Committee and shall thereafter be elected in the same manner as other members of the Executive Board.

Immediate Past Chair

Clause 5. The Immediate Past National Chair shall be an ex officio voting member of the Executive Board.

ELECTION OF REGULAR MEMBERS; ELECTION, VACANCIES

SECTION 3.

Clause 1. At each annual meeting of the National Council, regular members of the Executive Board shall be elected to serve for a term of 1 year, commencing after the National Annual Meeting, or until their successors have been elected and have qualified.

Clause 2. Where vacancies occur, because of resignation or otherwise, of members before the expiration of their term of office, such vacancies may be filled for the unexpired period of the term by nomination by the Governance and Nominating Committee and confirmation by a majority vote of the remaining members of the Executive Board.

MEETINGS

SECTION 4.

Regular Meetings

Clause 1. The Executive Board will meet at least three times annually at such times and places as may be designated by the Executive Board, with no more than one meeting during any calendar quarter. One meeting a year shall coincide with the National Council annual meeting.

Clause 2. Each Executive Board member must attend a minimum of two board meetings during each term in office. Any vacancy created under this clause may be filled in accordance with the Charter and Bylaws of the Corporation.

Special Meetings

Clause 3. Special meetings of the Executive Board may be called at any time by the National Chair or by 10 or more members. The call of the meeting shall state the purpose, and no other business not included in the notice of the call shall be transacted.

Notice

Clause 4. A notice of all Executive Board meetings shall be sent to each member at least 2 weeks in advance of any such meeting.

Quorum

Clause 5. One-half of the members of the Executive Board, present in person, shall constitute a quorum.

ELECTRONIC COMMUNICATIONS

SECTION 5.

Electronic communications, records, and signatures may be used in connection with all matters contemplated by these Bylaws except to the extent prohibited by applicable law. Except as may be specifically set forth herein, the parties may use and rely upon electronic communications, records, and signatures for all notices, waivers, consents, undertakings, and other documents, communications, or information of any type sent or received in connection with the matters contemplated by these Bylaws. An electronically transmitted (but not oral) document will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be “written,” “in writing,” or the like. An electronic signature or electronically transmitted signature by any person on any document (properly authenticated) will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be “signed” or “executed” by such person. An electronic transmittal or communication (but not oral) of a document will constitute delivery of such document. Neither the Corporation nor any member, Executive Board member, or any committee thereof may contest the authorization for, or validity or enforceability of, electronic records and electronic signatures, or the admissibility of copies thereof, under any applicable law relating to whether certain agreements, files, or electronic records are to be in writing or signed by the party to be bound thereby.

TELECOMMUNICATION MEETINGS

SECTION 6.

The Executive Board or any committee or subcommittee thereof may meet by telecommunication. Action taken at any such meeting shall be recorded and, if required, the record signed by all members participating and filed as the official minutes of such meeting. All notice and quorum requirements shall apply to such meetings provided that the signing of the record of the action taken shall constitute a waiver of notice by persons so signing.

NATIONAL CHAIR’S COUNCIL

SECTION 7.

Clause 1. There shall be a National Chair’s Council, composed of members of the Executive Board who, because of their tenure, experience, and particular expertise, would be of assistance to the National Chair of the Corporation in assessing the effectiveness of programs and offering advice and counsel on issues affecting the Scouting movement.

Clause 2. There shall be no more than 20 members of the National Chair’s Council who shall be appointed by the National Chair each year for 1-year terms and who shall meet from time to time upon request of the National Chair.

Clause 3. Members of the National Chair’s Council may elect to continue to serve as special members of the Executive Board of the Corporation with full voting privileges, but they will not serve as regular members, as that term is defined in section 2, clause 1 of this article.

COMMITTEES OF THE EXECUTIVE BOARD

SECTION 8.

General

Clause 1. The committees of the Executive Board shall consist of an Executive Committee, and other governance standing committees of the Executive Board which shall, though separately structured, have such powers as shall be conferred or authorized by these Bylaws. In addition, the Executive Committee may authorize subcommittees of the standing committees. The National Chair may also appoint ad hoc committees and task forces to handle special assignments. Each member of the Executive Board shall serve on one governance standing committee. Governance standing committee members shall be appointed by the National Chair.

Clause 2. Duties and Quorum. The duties and responsibilities of governance committees of the Executive Board shall be prescribed in these Bylaws, in the Rules and Regulations, and/or by approval of the Executive Board. Except as otherwise herein provided, a majority of the members of any standing committee or subcommittee, exclusive of ex officio members, present in person shall constitute a quorum. Once a quorum is present the departure of one or more members shall not invalidate the meeting.

Executive Committee

Clause 3. Delegation of Authority to Executive Committee. Except for the powers reserved to the Executive Board, the duty and authority to manage the affairs of the Corporation shall be vested in the Executive Committee. The Executive Committee may not take any of the actions specifically reserved to the Executive Board in section 1 of this article. The Executive Committee may authorize the creation and management of affiliated organizations to engage in activities that directly or indirectly support the Corporation’s and local councils’ ability to achieve the mission of Scouting, provided, however, that any such action shall be reported to the Executive Board at the meeting following any such action.

Clause 4. National Key 3. The National Chair, National Commissioner, and Chief Scout Executive shall be known as the National Key 3. The National Key 3 shall be responsible for addressing issues which arise between meetings of the Executive Committee and for addressing such other matters and having such responsibilities as set forth by the Executive Committee. The National Key 3 will report to the Executive Committee on its significant actions at the Executive Committee’s meetings.

Clause 5. Membership. The Executive Committee shall be comprised of 12 members including: National Chair, National Chair-elect, National Commissioner, Immediate Past National Chair, Standing Committee Chairs, two of which standing committees shall be chaired by the National Chair-elect and Immediate Past Chair, two members-at-large recommended by the National Chair or National Chair-elect and the Chief Scout Executive. The Chief Scout Executive is also a voting member of the Executive Committee. A board member normally will not serve in any office on the Executive Committee for more than four 1-year terms or on the Executive Committee for more than 10 consecutive years.

Clause 6. Meetings. Meetings of the Executive Committee may be called at any time by the National Chair and shall be called by the National Chair within 30 days upon the request of three or

more members of the Committee. It shall be the general practice of the Executive Committee to meet at least three times annually.

Governance Standing Committees

Clause 7. The governance standing committees shall be: Audit and Enterprise Risk Management Committee, BSA Mission and Reputation Committee, Development Committee, Diversity Committee, Finance Committee, Governance and Nominating Committee, and Human Resources Committee. The Chair-Elect shall chair the BSA Mission and Reputation Committee.

Clause 8. Each member of the Executive Board shall serve as a member of one standing committee. Each Executive Board member must attend a minimum of 50% of the meetings of the governance standing committee that the board member is assigned to during each term of office. The National Chair shall appoint new members of the Executive Board to serve on a committee immediately following their election. Standing committees shall have charters setting forth the committee's authority and responsibilities in accordance with any specific provisions of these Bylaws. Charters shall be approved by the Executive Committee. Governance standing committees shall be supported by one or more staff members assigned by the Chief Scout Executive with the approval of the National Chair.

Special Requirements for Governance and Nominating Committee

Clause 9. General Duties. The Governance and Nominating Committee shall make nominations at the annual meetings of the National Council for members-at-large and honorary members of the National Council, regular members of the Executive Board, standing committee chairs, chairs of special committees, and the International Commissioner. The Governance and Nominating Committee shall report its nominations for positions on the Executive Committee and others as required at the first meeting following the election of the Executive Board.

Clause 10. The Immediate Past National Chair shall serve as the Chair of the Governance and Nominating Committee. No member of the Governance and Nominating Committee shall be eligible for reappointment for more than three consecutive terms. No member of the Governance and Nominating Committee shall be eligible for nomination as a member of the Executive Committee.

Clause 11. Submission of Names. The names of possible candidates may be submitted by members of the National Council in writing to the Governance and Nominating Committee for its consideration. The Governance and Nominating Committee will submit nominations:

- (a) To any meeting of the National Council for members at large and honorary members of the National Council and for members of the Executive Board.
- (b) To the Executive Board to fill vacancies in its membership as prescribed in article III, section 3, clause 2.
- (c) To the Executive Board for election of members of the Advisory Council.
- (d) To the Executive Board for honorary officers, and, prior to the annual meeting of the National Council, for members of the Executive Committee, regional presidents, and regional presidents-elect.

Clause 12. The Governance and Nominating Committee shall be given full information concerning all such candidates, together with advice from the Chief Scout Executive.

Clause 13. The Governance and Nominating Committee shall review and, subject to the Governance and Nominating Committee's approval, accept nominations from the regional nominating committees for regional presidents who shall be elected in the same manner as other members of the Executive Board.

Clause 14. A member of the Executive Board whose position has been vacated pursuant to article III, section 3, clause 2 shall be renominated to the Executive Board only with the approval of the Executive Committee.

Clause 15. Committee Procedures.

- (a) On request of any member of the Governance and Nominating Committee, voting shall be by written ballot.
- (b) During the actual voting for the selection of members of the Executive Committee and Executive Board, the Governance and Nominating Committee may, on an affirmative vote of the majority of its members, meet in executive session.

Specific Requirements for Audit and Enterprise Risk Management Committee

Clause 16. The Audit and Enterprise Risk Management Committee shall fulfill the Executive Board's fiduciary responsibilities relating to accounting and financial matters, financial reporting practices, and internal accounting and financial controls. The members shall be knowledgeable on financial and/or risk management matters. The Audit and Enterprise Risk Management Committee shall:

- (a) Recommend independent auditors to the Executive Committee for its selection.
- (b) Recommend to the Executive Board the approval and issuance of the Annual Report of the Treasurer together with the audited financial statements.
- (c) Discuss with the independent auditors the scope of their audit and their fees.
- (d) Discuss with the independent auditors, the internal auditor, and the appropriate administrative officers the Corporation's accounting principles, policies, practices, and reporting policies and practices.
- (e) Discuss with the independent auditors and the internal auditor the results of their audits.
- (f) Discuss with the independent auditors, the internal auditor, and the administrative officers the adequacies of the Corporation's accounting, financial, and operating controls.
- (g) Discuss with the administrative officers, the internal auditor, and the independent auditors any proposed accounting policies which are of sufficient significance to be passed upon by the Executive Board.
- (h) Report to the Executive Board any recommendations and observations with regard to significant financial and accounting matters brought to its attention.

Special Committees of the Executive Board

Clause 17. (Reserved)

Clause 18. A Resolutions Subcommittee of the Governance and Nominating Committee shall review and determine whether any resolution proposed by a member of the National Council is appropriate for discussion at the National Council annual business meeting or whether any such matter should be referred to another committee or dealt with in some other appropriate manner. The Chair of the Governance and Nominating Committee shall appoint members of the Resolutions Subcommittee.

Clause 19. The International Committee is a special committee authorized to represent the Corporation in connection with the World Scouting Organization and to support other international initiatives authorized by the Executive Committee. The International Commissioner shall serve as the chair and appoint members of the International Committee.

Advisory Council

Clause 20. There shall be an Advisory Council to the Executive Board composed of members of the National Council and United States citizens who, because of experience, have a particular expertise that would benefit the national movement and are elected to membership on the Advisory Council by a two-thirds vote of the members of the Executive Board present at any meeting. The Advisory Council shall meet annually.

Clause 21. The Chair of the Advisory Council shall be appointed by the National Chair with the approval of a majority of the Executive Board, to serve for a term not exceeding 1 year or until a successor has been appointed and has qualified. The Chair of the Advisory Council shall be an ex officio voting member of the Executive Board.

Clause 22. The Advisory Council shall be responsible to the Executive Board, acting in an advisory capacity on matters of major national concern. The Advisory Council also may be requested by the Executive Board to carry out specific projects.

Clause 23. Members of the Advisory Council shall receive notice of all such meetings of the Executive Board and be entitled to attend but not to vote.

ARTICLE IV. VOLUNTEER LEADERSHIP, CORPORATE OFFICERS, AND HONORARY POSITIONS

SECTION 1.

VOLUNTEER LEADERSHIP

Clause 1. The National Chair, National Commissioner, and chairs of governance standing committees shall be elected annually by the Executive Board to serve for 1 year or until their successors have been elected and have qualified. An individual normally will not (a) serve as National Chair for more than two 1-year terms or (b) serve in any other position on the Executive Committee for more than four terms.

NATIONAL CHAIR

Clause 2. The National Chair shall serve as chair of meetings of the National Council, the Executive Board, and the Executive Committee. The National Chair shall be a member ex officio of all committees, other than the Governance and Nominating Committee, and shall perform such duties as are or may be assigned by the Executive Board.

NATIONAL CHAIR-ELECT

Clause 3. The National Chair-elect shall be elected annually and serves as chair of the Corporate Mission and Reputation Committee.

IMMEDIATE PAST NATIONAL CHAIR

Clause 4. The Immediate Past National Chair shall be confirmed annually and serves as chair of the Governance and Nominating Committee.

GOVERNANCE STANDING COMMITTEE CHAIRS

Clause 5. The governance standing committee chairs shall be elected annually. Committee chairs shall chair their assigned committees and perform such additional functions as may be assigned to them by the Executive Committee. The Executive Board may designate one of the governance standing committee chairs to serve as National Chair only during the absence or inability of both the National Chair and the National Chair-elect.

NATIONAL COMMISSIONER

Clause 6. The National Commissioner shall represent the Boy Scouts of America in national affairs, be the chief morale officer of the Boy Scouts of America, and represents the commissioner service team.

INTERNATIONAL COMMISSIONER

Clause 7. The International Commissioner shall represent the Boy Scouts of America in international affairs and shall serve as chair of the International Committee.

SECTION 2.

Corporate Officers

Clause 1. The officers of the Corporation shall be the following employees: President, who shall be the Chief Scout Executive and Chief Executive Officer; Treasurer, who shall be the Chief Financial Officer; and Secretary, who shall be the General Counsel.

CHIEF SCOUT EXECUTIVE

Clause 2. The Chief Scout Executive shall be appointed by and shall serve at the pleasure of the Executive Board and shall serve as the chief executive officer of the Corporation. The Chief Scout Executive shall be a voting member of the Executive Committee, Co-Chair of the National Leadership Council, and an ex officio nonvoting member of all other committees except the Governance and Nominating Committee, where the Chief Scout Executive shall serve as staff advisor. The Chief Scout Executive shall not serve after attaining the age of 65 years.

Clause 3. The Chief Scout Executive shall have authority over the management and operations of the Corporation, subject to these Bylaws, the Rules and Regulations of the Boy Scouts of America, and to the authority and direction of the Executive Committee.

Clause 4. The Chief Scout Executive shall have general authority to execute documents on behalf of the Corporation subject to any limitations prescribed by the Executive Committee or Executive Board. The Chief Scout Executive may delegate, as deemed appropriate, his authority to execute documents to any other staff officer or employee. The Chief Scout Executive, Executive Committee, or Executive Board may require a countersignature or adopt other policies with respect to the execution of documents as may be considered appropriate.

Clause 5. The Chief Scout Executive shall prepare an annual plan outlining operational goals and strategies for the Corporation. The plan shall be submitted to the Executive Committee for approval at the National Annual Meeting. The plan shall include the volunteer support committees and reporting structure.

Clause 6. The Chief Scout Executive shall submit a written report to the Executive Committee and Executive Board in advance of the regularly scheduled meetings of the Governance Standing Committees, on progress made on the approved annual plan as well as other matters of interest or significant developments. Significant proposed operational or program changes shall be submitted by the Chief Scout Executive to the Executive Committee for approval.

Clause 7. The Chief Scout Executive shall prepare an annual report of the Boy Scouts of America for each calendar year and, with the approval of the Executive Board, shall transmit it to Congress, as required by the provisions of the federal Charter, and shall present it to the National Council at the time of its annual meeting.

CHIEF FINANCIAL OFFICER AND TREASURER

Clause 8. The Chief Financial Officer shall serve as Treasurer and shall monitor the financial affairs of the Corporation. The Chief Financial Officer shall utilize a system of internal controls

and shall be responsible for the recording and deposit of all receipts of the Corporation, for the proper disbursements of its cash, and for control over all assets of the Corporation, whether real or personal, tangible or intangible, however acquired. The Chief Financial Officer shall provide periodic financial reports as requested by the Executive Committee, Executive Board, or Finance Standing Committee. The Chief Financial Officer shall prepare a report at the end of each calendar year of the expenses and revenues, together with a statement of assets, liabilities, reserves, and funds of the Corporation as at the end of that calendar year, these statements first having been duly audited by independent public accountants approved by the Executive Committee. The Chief Financial Officer shall serve as staff advisor to the Finance Standing Committee and may serve as the chair of any budget subcommittee or task force.

SECRETARY

Clause 9. The General Counsel shall serve as Secretary of the Corporation and shall see that notices are sent to those elected as members of the National Council and to those appointed as members of the governance standing committees. The General Counsel shall serve as staff advisor for governance matters before the Governance and Nominating Standing Committee.

SECTION 3.

National Leadership Council and Operations Support Committees

Clause 1. The purpose of the National Leadership Council and its support committees is to provide an appropriate level of volunteer oversight and subject matter expertise to the Chief Scout Executive on matters related to field operations and programs.

The Chief Scout Executive shall submit an operations support committee structure to accompany the proposed annual goals and strategy for approval by the Executive Committee at the National Annual Meeting.

Clause 2. The National Leadership Council shall be co-chaired by the Chief Scout Executive and a volunteer Board member proposed by the Chief Scout Executive and confirmed by the National Executive Committee. The Council shall advise the Chief Scout Executive and, when appropriate, make recommendations to the National Executive Committee. Members of the Council shall be the operations support committee chairs and staff advisors. While the Chief Scout Executive is responsible for reporting on operational matters to the governance standing committees, if a majority of the volunteer members of the Council recommends a matter be reported to the Executive Committee, the Chief Scout Executive shall include the matter in his next report.

Clause 3. Support committees shall be governed by committee charters setting forth each committee's purpose, authority, annual

goals, and action items. Charters shall be approved by the co-chairs. The staff advisor assigned by the Chief Scout Executive shall be responsible for coordinating the efforts of each committee as well as coordination with other committees or staff advisors. Unless specifically set forth in the committee charter, support committees will have no approval authority.

Support committees may be supported by subcommittees and task forces. Those subcommittees and task forces should be focused based upon area of expertise, and members should possess the skill and knowledge necessary to assist in formulating policies, guidelines, program procedures, and related publications.

Support committees should typically meet in person or by telephone or digital conference or the equivalent on a quarterly basis. Agendas and minutes for committee meetings shall be prepared by the staff advisor and submitted as directed by the Chief Scout Executive.

Clause 4. Support committee chairs may be members of the Executive Board or the Advisory Council, but not the Executive Committee. Chairs shall be appointed by the Chief Scout Executive subject to the approval of the National Chair. Committee members shall be appointed to 1-year terms based upon staff recommendations in consultation with committee chairs and the approval of the Chief Scout Executive. Committee members shall be considered members of a national support committee and members of the National Council. Chairs should typically serve as chairs no more than 4 consecutive years.

Support committee members may be selected based upon their experience and appropriate expertise in the committee's general area of responsibility. Committee members may include persons with no prior affiliation with Scouting. However, committee members must be registered Scouters during their period of service.

SECTION 4.

Honorary Positions

Clause 1. With consent, the current President of the United States may be elected to Honorary National President. Such election shall be by the Executive Board upon the recommendation of the Governance and Nominating Committee.

Clause 2. A living, former National Chair or National President who no longer renders active service may be elected to an honorary position as "Chair Emeritus." Such election shall be by the Executive Board upon the recommendation of the Governance and Nominating Committee.

Clause 3. Those elected to positions under this section are under no obligation to render active service and are not corporate officers or members of the Executive Board in any legal or regulatory sense.

ARTICLE V. REGIONAL ORGANIZATION

REGIONS

SECTION 1.

General

Clause 1. Geographical areas within and without the United States shall be divided into administrative units to be known as regions. The number of such regions, their geographical boundaries, and their designation shall be determined by the Executive Committee.

Responsibilities

Clause 2. Each region shall have a regional executive committee that is responsible for the achievement of approved goals and for the effective operation of each of its councils. The region is responsible for assessing and improving the performance of each council in the region. The region may issue conditional charters to councils within the region as deemed appropriate. Subject to the approval of the National Key 3, the region may realign councils and their territories

and issue transitional charters. The region is responsible for assuring sufficient qualified volunteer and professional leadership in each area and council. The National Executive Committee retains the authority to take any action otherwise delegated to the regions under this Article.

REGIONAL COMMITTEES

SECTION 2.

Organization

Clause 1. Subject to these Bylaws, the Rules and Regulations, and the general control of the Executive Board, each region shall implement national policy and program through a regional committee.

Membership

Clause 2. Regular Members. The membership of the regional committee shall consist of members of the National Council residing in the region and such additional members as may be elected by the regional committee.

Meetings

Clause 3. Each regional committee shall meet once a year at such time and place as the regional executive committee or president may direct.

REGIONAL BOARD

SECTION 3.

General

Clause 1. The regional board, consisting of the regional executive committee plus not more than 50 regular members at large elected annually by the regional committee, shall be the body of the region that reviews matters regarding the Scouting movement as presented or requested by the regional executive committee. Each member at large must hold some specific committee or other regional assignment.

Clause 2. Each regional board member must attend a minimum of one board meeting each calendar year during each term in office. In the event a board member fails to meet this minimum requirement, said board member's position shall be vacated unless the regional executive committee specifically votes to retain the board member as a member of the regional board.

Youth Members

Clause 3. Youth program participants may be appointed by the regional president with the approval of the regional board to serve as members of the regional board, subject to the following criteria:

- (a) The term of appointment shall be for 1 year.
- (b) A youth program participant may be reappointed for a second 1-year term.
- (c) At no time will the aggregate number of youth members exceed five.

Meetings

Clause 4. Each regional board shall meet at least annually at such times and places as the regional president may direct for planning of regional events and activities and for meetings of the regional standing committees for training and planning council service.

REGIONAL EXECUTIVE COMMITTEE

SECTION 4.

General

Clause 1. The regional executive committee shall consist of the elected officers, including the regional president, regional commissioner, regional vice presidents, the area presidents, and the chairs of the regional standing committees as appointed by the regional president, and the regional director. The regional executive committee shall have and may exercise the authority over all matters to which the region is assigned responsibility. The regional presidents shall provide recommendations and report to the Executive Committee on actions taken in connection with the issuance of conditional charters. Any realignment of council territories and issuance of transitional charters shall be approved in advance by the National Key 3. Any recommendation on charter revocation must be made to the Executive Committee.

Meetings

Clause 2. Each regional executive committee shall meet twice annually at such times and places as the regional president may direct.

Authority to Require Council Improvement Plans

Clause 3. The regional executive committee shall have the authority to require councils to adopt improvement plans so as to achieve goals established by the region and aligned with the goals of the Corporation. The improvement plan may be accompanied by a conditional charter.

Regional Key 3

Clause 4. The regional president, regional commissioner, and regional director shall be known as the regional Key 3. The regional Key 3 shall be responsible for addressing issues which arise between meetings of the regional executive committee and for addressing such other matters and having such responsibilities as set forth by the regional executive committee. The regional Key 3 will report to the regional executive committee on its significant actions at the regional executive committee's meetings.

REGIONAL DIRECTOR

SECTION 5.

The regional director of field operations shall serve as secretary of the regional committee, the regional board, the executive committee, and the standing committees.

REGIONAL OFFICERS

SECTION 6.

Regional President

Clause 1. One member of each regional committee shall annually be elected regional president. Regional presidents shall be nominated and elected in the same manner as other members of the Executive Committee. The regional president shall serve as the chair of the regional committee, regional executive board and as an ex officio member of regional committees, other than the regional nominating committee.

Clause 2. One member of the regional committee shall annually be elected regional president-elect, who shall perform such duties as may be assigned by the regional president or regional executive

committee. The regional president-elect shall be elected in the same manner as the regional president. The regional president-elect may designate the regional president-elect to serve as the regional president in connection with regional matters during the regional president's absence or inability to serve.

Regional Vice President

Clause 3. One or more regional vice presidents may be elected to carry out responsibilities as may be assigned by the regional board.

Regional Commissioner

Clause 4. The regional commissioner shall be elected annually and shall (a) be an officer of the region; (b) provide support to areas in membership, charter renewal, and training; and (c) support commissioner service.

Area President

Clause 5. One member from each area of the region shall be elected annually as area president. Area presidents will report directly to the regional president. In the event of a vacancy in an area presidency, the regional president will appoint a successor subject to the approval of the regional executive committee.

Area Commissioner

Clause 6. Each area commissioner shall be elected annually and shall (a) report to the regional commissioner; (b) provide support to councils in membership, charter renewal, and training; and (c) support commissioner service.

Elections

Clause 7. Elections shall be by majority vote of those persons voting. On request of 10 members, voting shall be by secret ballot.

REGIONAL STANDING COMMITTEES

SECTION 7.

Nominating Committee

Clause 1. Except as otherwise provided, the regional and area officers and commissioners and regional executive committee shall be nominated and elected by a regional nominating committee and election process operating in the same manner as is required for similar national positions.

Clause 2. Timing. The nominating committee will be appointed and the chair designated by the regional president at the time of the annual elections or within 30 days following such elections to serve until the next elections.

Clause 3. Nominees. Persons to be nominated and elected annually shall include the regional president, regional vice presidents, area presidents, and members of the regional board.

Clause 4. Suggestions. At least 120 days prior to the regional elections, members of the regional committee will be invited to submit in writing names of persons to be considered for regional committee membership.

Clause 5. Report. The report of the nominating committee will be submitted to all eligible voters in writing at the time of elections.

Other Regional Committees

Clause 6. Regional standing committees shall reasonably mirror national standing committees applicable to the region and the chairs of those committees may serve as members of the counterpart national committee as requested by the chair of the support committee. The regional executive committee may authorize other regional support committees as may be warranted and select chairs.

AREA COMMITTEES

SECTION 8.

Clause 1. The area executive committee, council presidents, and National Council members from the local councils in the area, shall constitute the area committee. The area executive committee, with the approval of the regional Key 3, may approve the establishment of area committees consistent with the regional committee structure and task forces to address assigned matters on a temporary basis, including providing assistance in the realignment of council territories within the region.

Clause 2. The area president, area commissioner, and area director shall be known as the area Key 3. The area Key 3 shall be responsible for addressing issues assigned to them by the regional executive committee.

REGIONAL ADVISORY COUNCIL

SECTION 9.

Clause 1. There shall be an advisory council to the regional board composed of members who because of experience have a particular expertise that would benefit the movement through the region and are elected to membership on the advisory council by a two-thirds vote of the members of the regional board present at any meeting.

Clause 2. Members of the advisory council shall be relieved of the obligation of regular attendance at meetings of the regional board, but shall receive notice of all such meetings and be entitled to attend, but not to vote.

ARTICLE VI. LOCAL COUNCILS

GENERAL

SECTION 1.

Clause 1. Charters. In order to accomplish its purposes and to carry out its programs, the Corporation will charter local councils each with jurisdiction over a prescribed geographical area. All local council charters shall be issued for a period not exceeding 1 year ending June 30 and may be renewed annually upon application, accompanied by reports based upon operations for the preceding calendar year, together with such other evidence as may be

required, showing a satisfactory effort to meet the responsibilities of a local council as herein provided. Such charters shall be contingent on such local councils' fulfilling the basic purpose of the Scouting movement within their specified territory in a sustainable manner, in accordance with these Bylaws and the Rules and Regulations of the Corporation.

Clause 2. Constructive Trust on Council Properties. All funds raised and property owned by local councils in the name of Scouting shall be subject to and used in accordance with the principles of a constructive trust for the benefit of Scouting as set forth

in the Rules and Regulations of the Corporation. The National Council may request councils to provide information regarding assets, funds, properties, and indebtedness, and councils shall supply such information in a timely manner. Upon termination of a local council charter or dissolution of a council, all rights of management and ownership of local council property shall become vested in the National Council for use in accordance with the Rules and Regulations of the Corporation. Local council articles of incorporation and bylaws shall include or be revised to incorporate this provision at the time of chartering or the next charter renewal.

Clause 3. Audits. The National Council shall have the right to audit all records of local councils for compliance with national rules, regulations, and policies. Any report made following an audit shall be shared with the council president, commissioner, and Scout executive. The regional executive committee shall have the right following any audit to take such action as it deems appropriate to correct any deficiencies or violations of any national rules, regulations, policies, or charter agreement.

APPLICATIONS

SECTION 2.

Applications for new charters shall be accompanied by a copy of the proposed Local Council Articles of Incorporation and Bylaws of the council incorporating terms approved and required by the National Council and evidence showing that it will be for the best interests of the youth of the community and the Scouting movement to have a chartered council and that those who are making the application are in a position to perform the functions of the local council in a manner which would justify the issuance of a charter.

CONDITIONS AND TERMINATION

SECTION 3.

Charters to local councils shall be issued by the Corporation. The regional executive committee may at any time add such conditions to a local council charter as it may deem appropriate. Subject to the approval of the National Key 3, the regional executive committee may issue a council a transitional charter in advance of the realignment of territory assigned to a local council. The Key 3 will report on any such transitional charter to the Executive Committee as soon thereafter as feasible under the circumstances. The regional executive committee may, with the approval of the Executive Committee, refuse to renew a local council charter in any instance where it deems such action advisable in the interests of Scouting.

REVOCATION OR MODIFICATIONS OF CHARTERS

SECTION 4.

The Executive Committee may revoke or modify the charter of a local council at any time in its sole discretion when it is believed to be in the best interest of the Scouting movement.

RESPONSIBILITY OF THE LOCAL COUNCIL

SECTION 5.

Clause 1. It shall be the responsibility of each local council to make sure that the general principles of advancement are understood and carried out by the units in the council area.

Clause 2. It shall make Scouting training available to all members of chartered organizations and community groups using the Scouting program while maintaining standards in policies, protecting official badges and insignia, and reviewing and making recommendations regarding unit leadership and finances.

Clause 3. The local council shall supervise advancement procedures to make sure that they are carried out in such a way as to ensure strict adherence to the requirements and standards as set forth in the Rules and Regulations and the official publications of the Boy Scouts of America. The local council shall organize the necessary unit, district, and council procedures to make sure that youth members have an opportunity to advance and receive recognition promptly. It shall provide training for leaders in the principles and conduct of advancement.

Clause 4. No local council Scouter shall have authority to increase or diminish requirements and standards established by the Corporation. A Scouter is an adult who registers with the Boy Scouts of America at the local, area, region, or national level; fulfills the obligations of his or her position; obligates himself or herself to subscribe to the Scout Oath; and agrees to abide by the Rules and Regulations, policies, and other guidelines of the Boy Scouts of America.

Clause 5. Every local council shall operate in a sustainable manner as determined by the regional executive committee and measurement standards established by the National Council. Local councils shall adhere to the policies established by the Corporation regarding the use of the seal and all other emblems and badges, descriptive and designating marks, and words or phrases associated with or referring to the Boy Scouts of America, or any of its affiliates. No local council, including employees or Scouting volunteers, may authorize any third party to trade on the goodwill and reputation of the Boy Scouts of America.

Clause 6. The powers and responsibilities of local councils shall be controlled by these Bylaws and by the Rules and Regulations.

INCORPORATION OF LOCAL COUNCILS

SECTION 6.

General

Clause 1. Local councils duly chartered by the Boy Scouts of America shall, wherever possible, become incorporated under the laws of their respective states pertaining to nonprofit corporations and pursuant to and consistent with these Bylaws and the Rules and Regulations of the Boy Scouts of America. The National Council may issue a prescribed form for local council articles of incorporation and bylaws, adoption of which shall be a condition of the issuance or renewal of the charter.

Approval of Documents

Clause 2. Proposed corporate articles and bylaws of local councils, and any amendments of such articles or bylaws, shall be submitted to the Corporation's National Service Center for review and approval in advance of adoption. When corporate articles are found to be in proper form, a certificate of approval, with consent to incorporate, for Scouting purposes under the name agreed upon, shall be furnished in behalf of the Boy Scouts of America. This certificate shall be attached to the corporate articles when filed by the local council with the state authorities. Any changes to the bylaws of the local council shall be approved in advance by the National Service Center, and any changes to the requirements for

local council bylaws established by the Executive Committee shall be incorporated into the local council bylaws.

ORGANIZATION AND OPERATION

SECTION 7.

Clause 1. The membership of each local council shall consist of a chartered organization representative from each chartered organization and additional members at large from within the territorial boundaries of the local council, totaling a minimum of 100 adults. When a council is incorporated, its incorporators shall be its initial members. Thereafter its members-at-large shall be elected annually by the council membership.

Clause 2. The executive board of each local council shall consist of (a) not fewer than 25 nor more than 50 members elected by the local council from among its active members; plus (b) the officers of

the Corporation, including the Scout executive (who shall have no vote); (c) the chairs of the committees of the executive board; (d) the chairs of each district committee, upon being approved by the executive board; and (e) not more than two youth members, who shall be registered members or adult program participants (as defined in Article VII, Section 1) appointed by the council president with the approval of the executive board to serve for a term of 1 year. The executive board shall be the governing body of the council and shall be responsible for its operations and its assets.

Clause 3. The executive board annually shall elect its officers of the council, which will consist of a president, one or more vice presidents, a treasurer, and a council commissioner. The officers of the council shall be nominated and elected by a council nominating committee and election process operating in the same manner as is required for similar national positions.

ARTICLE VII. YOUTH MEMBERSHIP

GENERAL

SECTION 1.

Those eligible to participate in programs designed for youth and young adults shall collectively be known as “members” or “youth program participants.” Participation in programs shall be open to any person who meets the requirements for membership. Program participants who are at least 18 years of age and older and eligible to participate in programs designed for youth shall be referred to as “adult program participants.”

MEMBERSHIP, ADVANCEMENT, AND ACHIEVEMENT

SECTION 2.

Membership in programs, advancement, and achievement of leadership in Scouting is open to all persons who qualify for membership and participation in the program, without regard to race, gender, sexual orientation, gender identity, ethnic background, or religion, and who subscribe to the Declaration of Religious Principle. Advancement and achievement of leadership in Scouting shall be based entirely upon individual merit.

ARTICLE VIII. ADULT LEADERSHIP

GENERAL

SECTION 1.

Leadership Qualifications

Clause 1. General. No person shall be approved as a Scouter or leader unless, in the judgment of the Corporation, that person possesses and demonstrates the moral, educational, and emotional qualities deemed necessary for leadership and satisfies such other qualifications as it may from time to time require.

Clause 2. Authority of Region. The Executive Committee and regional Key 3 shall have the right to take action against any Scouter found to have violated any rule, regulation, or policy of the National Council, including expiring the registration of any such Scouter. Any Scouter whose registration is expired shall be deemed to have resigned any appointed or elected office or board position on any council, area, regional, or national executive board or committee. This provision shall not be construed to limit (a) the ability of a local council to request action or (b) the authority of the National Council to take action with respect to any member or adult leader considered unsuitable to serve. The Chief Scout Executive may establish the process for any such action.

Clause 3. Positions. The National Council or regional executive committee may limit the registration of any volunteer adult Scouter to such position(s) as it deems to be in the best interests of Scouting and such person shall not be allowed to register in any position other than the designated position(s).

PROFESSIONAL LEADERSHIP

SECTION 2.

General

Clause 1. Status. The commissioned status of professional Scouters is separate and distinct from their employment. The commissioning of a Scouter does not in itself entitle a professional to be appointed to or to retain a position. The appointment of an individual to a position in Scouting does not in itself entitle him to receive a commission.

Professional Scouters

Clause 2. General. A corps of qualified and trained professional Scouters is essential to the success of the whole Scouting movement. To secure and retain such people for service in the national and local councils, their professional status must be clearly defined. Commissioned professionals must be eligible for, apply, and be accepted as a Scouter before they are eligible for commissioning or employment.

Clause 3. Commissioning and Decommissioning. The Executive Committee may establish requirements to be met by any person seeking to become or remain a professional Scouter. The Chief Scout Executive is responsible for the commissioning and decommissioning of all professionals and, in the absence of requirements established by the Executive Committee, shall exercise discretion in administering the commissioning and decommissioning process. The Chief Scout Executive shall separately issue commissions to certify qualified professionals to serve as council Scout executives. The Chief Scout Executive may

refuse to certify as qualified or remove the certification of any council Scout executive when, in the sole discretion of the Chief Scout Executive, it is determined that they are no longer qualified to hold that certification. Except for newly employed, pre-commissioned professionals, no person may be employed in a professional capacity by any local council or by the Corporation who does not hold a currently valid commission.

Employment

Clause 4. Rules and Guidelines. The Executive Committee, subject to the provisions of these Bylaws, shall establish rules

and regulations covering the employment, training, promotion, tenure, demotion, and retirement or discharge of all professional and other employees of the Corporation and of all professional employees of the local councils.

Clause 5. Authority of the Chief Scout Executive. The Chief Scout Executive is, subject to these Bylaws, the Rules and Regulations, and the decisions of the Executive Board, authorized to appoint and remove all employees of the Corporation and to direct their work.

ARTICLE IX. POLICIES

POLICIES

SECTION 1.

Declaration of Religious Principle

Clause 1. The Boy Scouts of America maintains that no member can grow into the best kind of citizen without recognizing an obligation to God. In the first part of the Scout Oath the member declares, "On my honor I will do my best to do my duty to God and my country and to obey the Scout Law." The recognition of God as the ruling and leading power in the universe and the grateful acknowledgment of His favors and blessings are necessary to the best type of citizenship and are wholesome precepts in the education of the growing members. No matter what the religious faith of the members may be, this fundamental need of good citizenship should be kept before them. The Boy Scouts of America, therefore, recognizes the religious element in the training of the member, but it is absolutely nonsectarian in its attitude toward that religious training. Its policy is that the home and the organization or group with which the member is connected shall give definite attention to religious life.

Activities

Clause 2. The activities of the Boy Scouts of America shall be carried on under conditions which show respect to the convictions

of others in matters of custom and religion, as required by the twelfth point of the Scout Law, reading, "Reverent. A Scout is reverent toward God. He is faithful in his religious duties. He respects the beliefs of others."

Freedom

Clause 3. In no case where a unit is connected with a church or other distinctively religious organization shall members of other denominations or faiths be required, because of their membership in the unit, to take part in or observe a religious ceremony distinctly unique to that organization or church. However, no church or religious organization holding a valid charter shall be required to accept as an adult leader any person whose espoused personal beliefs are in conflict with the chartered organization's religious principles.

Leaders

Clause 4. Only persons willing to subscribe to these declarations of principles shall be entitled to certificates of leadership in carrying out the Scouting program.

Clause 5. Rules and Regulations approved by the Executive Board or Executive Committee shall be considered no less important to the Corporation merely because they are not specifically set forth in the Bylaws.

ARTICLE X. PROGRAM

PROGRAM OBJECTIVES

SECTION 1.

The program shall be one designed to achieve objectives in character development, citizenship training, leadership, and mental and physical fitness.

In its several phases the program shall be adapted to the groups into which program participants are divided and shall be as set

forth from time to time in these Bylaws, Rules and Regulations, and other publications of the Corporation.

In all activities, emphasis shall be placed upon practice in daily life of the principles of the Scout Oath. In association with suitable adult leadership, members registered in Scouting will be guided to develop traits of character which are expressed in self-reliance, consideration of and help to others, personal courage, and above all in lives of useful citizenship.

ARTICLE XI. BUSINESS

FINANCE

SECTION 1.

Expenses

Clause 1. The necessary expenses of the Corporation shall be met from the receipts from annual registration fees and contributions; from the proceeds from sales of publications and supplies; and from such other sources as may be determined by the Corporation.

Contributions

Clause 2. Contributions shall be solicited in the name of the Boy Scouts of America only through or by the authority of the Corporation, and shall be limited to the National Council or chartered local councils, in accordance with these Bylaws and Rules and Regulations of the Corporation. Youth members shall not be permitted to serve as solicitors of money for chartered organizations, for the local council, for the National Council, for corporate sponsors, or in support of other organizations. Adult leaders and

youth members shall not be permitted to serve as solicitors in support of personal or unit participation in local, national, or international events.

Fundraising

Clause 3. Youth members may sell products as part of an approved fundraising project if (i) the nature of the product is consistent with the values and purpose of the Corporation; (ii) the value of the product is commensurate with the price at which it is offered; and (iii) it is in accordance with the Bylaws and Rules and Regulations of the Corporation. Furthermore, any product that is sold or offered for sale as part of an approved fundraising project and bears any emblems, logos, brands, or other designating marks associated with the Boy Scouts of America must be manufactured by a BSA licensee authorized by the Corporation to use such designating marks in that manner on those specific products. No youth member shall engage in such sales of products for more than 12 total weeks during any one 12-month period.

Deposit of Funds

Clause 4. All funds shall be deposited in such depositories as shall be approved by the Executive Board.

Custody of Securities

Clause 5. The securities of the Corporation shall be deposited in any such deposit vault or vaults or with such bank or banks, trust company or trust companies, or such other depositories, and access thereto shall be provided as may from time to time be determined by the Executive Board. Access to the securities may be had as provided in the Rules and Regulations or by resolution of the Executive Board and not otherwise.

They may be examined or withdrawn by such officer or officers or other employees of the Corporation as may from time to time be designated by the Executive Board. The Executive Board by resolution may authorize any two members of the Executive Board of the Corporation to have access to the securities for the purpose of audit or such other purpose as it may specify in the resolution.

Checks, Notes, Etc.

Clause 6. Except as otherwise provided by law or in these Bylaws, all checks, drafts, notes, bills of exchange, or other orders, instruments, or obligations for the payment of money shall be signed by such officer or officers, employee or employees, or agent or agents of the Corporation as shall be specified by the Executive Board.

DEEDS, CONTRACTS, BONDS, ETC.

SECTION 2.

Authority to Execute Documents

Except as otherwise provided by law or in these Bylaws, officers of the Corporation shall sign, in the name and on behalf of the Corporation, all deeds, bonds, contracts, or mortgages. Provided, however that the execution of such documents relating to the powers reserved to the Executive Board in Article III, Section 1, Clause 2, shall be authorized by the Executive Board, separately and specifically beforehand.

ARTICLE XII. SPECIAL SITUATIONS

EXPERIMENTAL PROGRAMS

SECTION 1.

From time to time the Executive Board may wish to authorize experimental programs to determine how best to achieve the purpose of the Boy Scouts of America under changing conditions. If such experimental programs are in any manner inconsistent with these Bylaws, the programs shall be adopted only in accordance with the procedures established in the Rules and Regulations.

OVERSEAS SCOUTING

SECTION 2.

General

Clause 1. To further its objectives of extending membership privileges to citizens of the United States in other parts of the world, the Corporation authorizes the registration of youth members and leaders and the establishment of units in areas lying outside of the jurisdiction of any local council.

Policy of Cooperation

Clause 2. To foster and strengthen the close and friendly relationship that exists between the Boy Scouts of America and other Scout associations, members and leaders of units will work in close harmony with their fellow Scouts and Scouters in the area.

Services

Clause 3. Administration, organization, program, and training services shall be furnished by the International Division of the

Corporation with the cooperation of region, area, or council where such can be utilized.

Deviations

Clause 4. To the extent feasible, the provisions of the Bylaws, Rules and Regulations, and policies of the Corporation relating to its domestic units shall apply to Direct Service units. It is recognized that as the application of certain of these may be impractical, their waiver or modifications will be permitted. Also due to varying conditions, it is recognized that such waiver and modification could result in nonuniform application as between units.

Any deviations will be authorized by the Executive Committee, whose authority may be delegated to a committee or subcommittee. Major deviations of a general nature normally will be set forth in the Rules and Regulations.

LEARNING FOR LIFE

SECTION 3.

Clause 1. To further the mission of the Boy Scouts of America to meet and serve the needs of youth and communities, the Corporation authorizes the establishment of an affiliated separate corporation to be known as Learning for Life, to work in cooperation with our nation's schools and businesses.

Clause 2. Learning for Life is a nontraditional, nonmembership, educational outreach program that takes place during or after school hours and is not part of the traditional Scouting program.

Clause 3. Exploring is Learning for Life's workforce development career program for young men and women who meet the participation requirements.

Clause 4. Exploring is based on five areas of emphasis: career opportunities, life skills, citizenship, character education, and leadership experience. Local community organizations initiate an

Explorer post by matching their people and program resources to the interests of young people in the community.

Clause 5. The program, organization, and administration of and qualifications for participation in Learning for Life shall be established by Learning for Life.

ARTICLE XIII. INDEMNIFICATION

INDEMNIFICATION

SECTION 1.

The Corporation shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in any action, suit, or proceeding, civil or criminal (a "Proceeding"), because such person, or a person of whom such person is the legal representative, (i) is or was a member of the Executive Board, a committee of the Executive Board, a subcommittee of a committee of the Executive Board, or an officer of the Corporation; or (ii) while a member of the Executive Board, a committee of the Executive Board, a subcommittee of the Executive Board, or an officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, agent, or employee of another corporation or organization, to the fullest extent that a nonprofit corporation may grant indemnification to such a person under applicable law, without subjecting the Corporation to any income or excise tax under the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws; provided, however, that any right to indemnification from the Corporation under this provision shall not extend to any matter as to which such person shall have engaged in wanton or willful misconduct in the performance or neglect of a duty owed to the Corporation.

Any right to indemnification under this provision shall be a contract right and shall include the right to be paid by the Corporation expenses incurred in defending such Proceeding in advance of its final disposition to the maximum extent permitted under applicable law. Any person who has requested an advancement of expenses under this provision and has not received such advance within 30 days of such request, may thereafter bring suit against the Corporation to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid also the expense of prosecuting such claim. In any such action, the burden of proof shall be on the Corporation to prove the claimant is not entitled to such payment. The rights conferred herein shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, bylaw, vote of the Executive Board or a committee or subcommittee thereof, agreement or otherwise. This provision shall not be deemed to limit any power or exclude any right of the Corporation to provide any additional or other indemnity or right, or to maintain insurance or a similar arrangement for or on behalf of any person. If this provision should be invalid or ineffective in any respect, the validity and effect of this provision in any other respect shall not be affected.

ARTICLE XIV. WAIVERS AND AMENDMENTS

WAIVERS

SECTION 1.

Whenever any notice is required by these Bylaws or by any law to be given to any member of the National Council, member of the Executive Board, or any committee or any officer, such notice except as otherwise provided by these Bylaws or by any law may be given personally or by fax or electronic mail addressed to the person at such person's place of business, if any, or (to the extent applicable) at such address as has been given to the Corporation as the home address of the person; or the notice may be given in writing by mail, in a sealed wrapper, postage prepaid, addressed to such person at such address. Any notice given by fax or electronic mail shall be deemed to be given when it shall have been delivered for transmission and any notice given by mail shall be deemed to have been given when it shall have been deposited in a post office, in a regularly maintained letter box, or with a postal carrier. A waiver of any such notice in writing, signed by the person entitled to such notice as required, shall be deemed the equivalent thereof,

and the presence at any meeting of any person entitled to notice thereof shall be deemed a waiver of such notice as to such person.

AMENDMENT OF BYLAWS

SECTION 2.

Procedures

Clause 1. These Bylaws may be amended at any meeting of the Executive Board by the affirmative vote of a majority of the whole Executive Board; upon the recommendation of the Executive Committee of the Executive Board; or when the proposed amendment has been sent to the members of the Executive Board at least 15 days in advance of the meeting.

Promulgation

Clause 2. All changes in the Bylaws, when made, shall be announced to the national and local councils in such manner as the Executive Board shall direct.

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CERTIFICATE OF SERVICE

I, William P. Bowden, hereby certify that on October 7, 2020, I caused one copy of the foregoing to be served upon (1) all parties of record via CM/ECF and (2) to the parties on the attached service list via electronic mail.

Dated: October 7, 2020

/s/ William P. Bowden

William P. Bowden (DE Bar No. 2553)

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