

CHARTER
ROVER SCOUTS ASSOCIATION
ARTICLES OF ORGANIZATION

September 8, 2002

Article 1 – Organization

- 1) Name. The name of the organization is the Rover Scouts Association (RSA).
- 2) Domicile. The domicile of the organization is the State of Tennessee.
- 3) Perpetual Existence. Except as otherwise provided, the organization has perpetual existence.

Article 2 – Purposes

- 1) Aim. The aim of the organization is to perpetuate the history and traditions of Rover Scouting, based on "Scouting for Boys," and further developed in "Rovering to Success," by Robert Baden-Powell; participate in progressive outdoor training; and render service to others, using the methods that were in common use by Rover Scouts on January 8, 1941.
- 2) Basis. The principles and practice of the organization are founded on the basis of the Scout Promise and the Scout Law.

Article 3 – Membership

- 1) Adults. Adults, regardless of age, race, color, religion, sex, sexual orientation, national origin, or physical or mental disability may participate in membership, educational programs and activities of the organization.
- 2) Youth. Youth, ages 16-17, may participate as registered members of their respective Scouting Association.

Article 4 – Governing body

- 1) Headquarters Council. A headquarters council composed of member citizens of international communities is the governing body of the organization. The number, qualifications, and term of office of members of the council are as provided in the policy, organization and rules (POR). A vacancy on the council shall be filled by a majority vote of the remaining members of the board.

- 2) Quorum. The POR may prescribe the number of members of the council necessary for a quorum. That number may be less than a majority of the entire board.
- 3) Committees.
 - a) The council may designate 3 or more members of the council as an executive or governing committee. A majority of the committee is a quorum. The committee, to the extent provided in the POR, may –
 - 1) exercise the powers of the headquarters council in managing the activities of the organization; and
 - 2) authorize the seal of the organization to be affixed to papers that may require it.
 - b) The council, by majority vote of the entire council, may appoint other standing committees. The standing committees may exercise powers as provided in the POR.

Article 5 – Powers

- 1) General. The organization may –
 - a) adopt and amend policy, organization and rules (POR);
 - b) adopt and alter a corporate seal;
 - c) have offices and conduct its activities internationally;
 - d) acquire and own property as necessary to carry out the purposes of the organization; and
 - e) do any other act necessary to carry out this chapter and promote the purpose of the organization.
- 2) Limitations on Exercising Certain Powers –
 - a) The organization may execute mortgages and liens on the property of the organization only if approved by a two-thirds vote of the entire headquarters council at a meeting called for that purpose.
 - b) The organization may dispose in any manner of the whole property of the organization only with the written consent and affirmative vote of a majority of the members of the organization.

Article 6 – Exclusive right to emblems, badges, marks, and words

The organization has the exclusive right to use emblems, badges, descriptive or designating marks, and words or phrases the organization adopts, or that were in common use by Rover Scouts on January 8, 1941.

Article 7 – Restrictions

The organization may not operate for pecuniary profit to its members.

Article 8 – Annual and special meetings

- 1) Annual Meetings. The organization shall hold an annual meeting at a time and place as provided in the POR. At the meeting, the annual reports of the officers and headquarters council shall be presented, and members of the council shall be approved for the calendar year.
- 2) Special Meetings. Special meetings of the organization may be called on notice as provided in the POR.
- 3) Quorum. The number of members necessary for a quorum at an annual or special meeting shall be prescribed in the POR.
- 4) Locations. The members and the executive board may hold meetings and keep the seal and records of the organization in or outside the State of Tennessee.

Article 9 – Annual report

Not later than April 1 of each year, the organization shall submit a report to members on the activities of the organization during the prior calendar year.