

# Massawepie Staff Alumni Association

## Rules of Operation

### Section 1 - Organization

The organization is known as the Massawepie Staff Alumni Association (the "Association"). The Association operates as a part of the Seneca Waterways Council, Boy Scouts of America (the "Council").

### Section 2 - Purposes

The Association was founded in 2000 to support the programs of the Boy Scouts of America within the Seneca Waterways (formerly Otetiana) Council through "Spirit, Service, and Support" for the Massawepie Scout Camps ("Massawepie"), specifically by:

- Providing volunteer support and/or funds for capital improvements, maintenance projects, and program enhancements at Massawepie;
- Preserving, disseminating, and promoting Massawepie history and traditions;
- Supporting the Massawepie Square Foot Endowment Fund (the "Square Foot Endowment"), administered by the Council, of which the principal will be maintained in perpetuity and the proceeds will support equipment and maintenance at Massawepie;
- Providing social opportunities for Association members;
- Supporting Massawepie staff recruitment, training, and retention;
- Raising funds through dues, fundraisers, and other activities to support the purposes of the Association; and
- Engaging in other activities that support Massawepie and the Council.

### Section 3 - Membership

Alumni membership in the Association is open to any person who:

- has served during a portion of a summer camp season as a paid or volunteer staff member at Massawepie,
- is in good standing with the Boy Scouts of America and with the Council, and
- is interested in supporting the Purposes of the Association.

The Membership Year shall run from July 1 to June 30. The Executive Committee shall establish membership categories, which may include Individual, Family, and others.

Friends of the Alumni ("FOA") membership shall be available to any friend of Massawepie who is at least eighteen years of age and meets the requirements above except for service as a Massawepie staff member. The membership categories and dues for FOA members shall be the same as for Alumni members. FOA members shall be entitled to all of the privileges of membership except that an FOA member may not serve as an Association officer.

Any person meeting the requirements above may become an Alumni or FOA member of the Association by means of a payment of dues for the appropriate category. In addition, the Scout Executive, other full-time Council employees with responsibility for Massawepie facilities and/or program, the Council's Vice President of Camping and Vice President of Properties, any other Council officer with responsibility for Massawepie facilities and/or program, and the Staff Advisor to the Association (see Section 5) shall be ex officio members of the Association without the payment of dues.

## **Section 4 - Dues**

The Executive Committee shall establish the dues structure for each category of membership. Notice of the dues for each category of membership shall be sent to all members prior to May 31. A person meeting the membership requirements may join or renew by paying dues for one or two Membership Years. Dues paid on or after January 1 for a new member shall cover membership through June 30 of the following year (and an extra year if paid for two years).

At the discretion of the Executive Committee, dues in any year may be waived for members who make a voluntary contribution at or above a minimum specified amount to a purpose or cause designated by the Executive Committee which is consistent with the Purposes of the Association.

## **Section 5 - Executive Committee and Officers**

### **A. Organization**

The Association shall maintain an Executive Committee, consisting of four Officers (the Chair, Vice Chair, Treasurer, and Secretary), the immediate Past Chair, and not fewer than two nor more than eight at large members. Officers and members of the Executive Committee must be registered members of the Boy Scouts of America. Officers must be active Alumni members of the Association. At large members of the Executive Committee must be active Alumni or FOA members of the Association.

A member of the Council staff, appointed by the Scout Executive in consultation with the Council's Vice President of Camping and Vice President of Properties, any other Council officer with responsibility for Massawepie facilities and/or program, and the Alumni Association Chair, shall serve as Staff Advisor to the Association and participate as a non-voting member of the Executive Committee. This Staff Advisor shall work with the Executive Committee to ensure coordination of efforts and records between the Council and the Association.

### **B. Officers**

Each officer shall report to the Executive Committee.

a. Chair: The Chair shall be responsible for the overall leadership, administration and operation of the MCAA. The Chair shall have the authority to act to effectuate the decisions of the Executive Committee and to make all decisions to carry out the day-to-day operation of the MCAA, except for authority retained by the Executive Committee or designated to another Officer or person in the Rules. The Chair may delegate authority as he or she deems necessary or desirable. The Chair shall call all meetings of the Executive Committee and shall prepare the agendas and preside at such meetings. The Chair or a designee shall be a member of the Massawepie Program and Properties (or similar) Committees as the representative of the Association. The Chair shall receive ideas and proposals from the Council and from Association members regarding potential capital improvements, maintenance projects, and program enhancements for Massawepie, for presentation to the Executive Committee.

**Section 5, Part B: Officers (cont.)**

b. Vice Chair: The Vice Chair shall assist the Chair with such duties as are delegated by the Chair, and assumes duties of the Chair in event that the Chair is absent or is otherwise unable to perform such duties.

c. Treasurer: The Treasurer shall keep accurate records of all income and expenses of the Association, of all monies of the Association held as permanently restricted, temporarily restricted or unrestricted funds, and of all obligations for the expenditure of monies. The Treasurer shall prepare and submit to the Executive Committee for approval an annual budget (the "Budget") for the Association. The Treasurer shall periodically reconcile the Association financial records with those of the Council, and report to the Executive Committee on the financial condition of the Association. The Treasurer shall also maintain the membership records for the Association.

d. Secretary: The Secretary shall record and maintain minutes of all Association meetings, and provides copies of such minutes to all Executive Committee members as well as the Council's Vice President of Camping. The Secretary shall prepare an annual report of the Association's activities, to be distributed to the Association membership and the Council's Vice President of Camping and Vice President of Properties, and any other Council officer with responsibility for Massawepie facilities and/or program.

**C. Elections, Term of Office, and Filling of Vacancies**

The officers and at large members of the Executive Committee shall be elected at the annual meeting of the Association. The standing Executive Committee shall determine the number of at large Executive Committee positions to be elected for the following year. Any Association member may nominate one candidate for each available Executive Committee position. Nominations should be submitted to the Secretary, who will verify the eligibility of the candidate, prior to the annual meeting.

Each Association member shall be entitled to one vote for each open position. Voting shall, upon request of any candidate, be done by secret ballot. There is no limit on the number of terms that a member may serve on the Executive Committee. The election of the Chair must be approved by the Council's Vice President of Camping or other Council officer with responsibility for Massawepie facilities and/or program, which approval will not be unreasonably withheld. All other election rules shall be established by the Executive Committee.

The term of office of the members and leadership of the Executive Committee shall begin at the close of the annual meeting at which they are elected, and continue through the following annual meeting unless terminated by resignation or removal by a 60% vote of the other members of the Executive Committee. Removal may occur for failure to attend three or more consecutive Executive Committee meetings or for conduct detrimental to the Association. Any vacancy on the Executive Committee (including officers) may be filled by a vote of the remainder of the Executive Committee, with the person so chosen serving until the next annual meeting of the Association.

## **Section 6 - Meetings and Distribution of Information**

The Association shall have an annual meeting of the membership, as scheduled by the Executive Committee, typically at "Beaver Weekend" in late May or early June. The annual meeting shall include the election of officers and at large members of the Executive Committee, a report of the prior year's activities including financial and membership reports of the Association, and a review of projects completed or underway at Massawepie supported by the Association, as well as any other business that may appropriately come before the meeting. Notice of the annual meeting shall be sent to all members approximately 20 days prior to the meeting through the Association newsletter or by other means, and shall contain the names of any eligible candidates for the Executive Committee nominated at least 45 days prior to the annual meeting or at the Executive Committee meeting immediately prior to the newsletter publication.

At the Executive Committee's discretion, meetings (including the annual meeting and/or Executive Committee meetings) may be conducted through telephone or online conferencing.

The Executive Committee shall meet at least three times annually.

A newsletter containing information regarding the activities of the Association shall be sent to all members at least two times annually.

## **Section 7 - Finances**

### **A. General**

The Council shall establish and maintain a separate account for the Association. All funds of the Association shall flow through this account.

### **B. Income**

All income, through dues or other sources including fund-raising activities, will be used for the Purposes of the Association, including providing for capital improvements, maintenance projects, and program enhancements at Massawepie, supporting the development of the Square Foot Endowment, and covering all Association expenses. Association fund-raising activities shall be coordinated with the Council so as not to conflict with or detract from the Council's fund raising for the operating budget or other purposes of the Council.

The Executive Committee may establish special recognition for gifts beyond membership dues.

If funds are raised for a specific project, such funds (net of any fundraising expenses) shall be temporarily restricted and only used for that project until it is complete. Any such funds remaining following the completion of a project shall become unrestricted funds of the Association.

### **C. Expenses**

Association funds may be expended or obligated only after authorization by the Executive Committee. Adoption of an annual budget by the Executive Committee shall constitute authorization to obligate or expend funds, but only up to the limit of each expense line item in the budget. The Council may make payments from the Association account only upon prior approval by the Association Chair or Treasurer for expenses authorized by the Executive Committee. The Executive Committee will endeavor to prudently manage the Association's operating expenses, so that maximum funds will be available for the Purposes of the Association.

### **D. Square Foot Endowment**

Members will be encouraged to make gifts above and beyond their annual dues to the Association as a gift into the Square Foot Endowment. To the extent that a Square Foot Endowment gift qualifies for special recognition in the Scouting program (such as a James E. West Fellowship Award), the Council will recognize such gifts.

Donations to the Square Foot Endowment by the Association or by members of the Association shall be held by the Council as permanently restricted funds. Each year, the Council will inform the Executive Committee of the amount of earnings available from the Square Foot Endowment. The Executive Committee will recommend specific equipment and maintenance projects for Massawepie to be supported by those earnings (subject to acceptance by the Council's Camp Operations Committee, or similar committee with responsibility for Massawepie, and Executive Board).

### **E. Fiscal Year and Unused Funds**

The Association's fiscal year shall run from January 1 through December 31. The Executive Committee will generally not seek to carry over significant operating balances from year to year, other than maintaining a reasonable balance for Association operating expenses for the coming year, for contingencies, or for funding a project at Massawepie that has not yet been completed. However, any funds that are unused in a year will be carried over to, and available for use in, the following year.

Near the close of the year, the Executive Committee will determine, after a recommendation from the Treasurer, a reasonable balance to set aside for the items mentioned in the previous paragraph. The remaining funds in the Association's account will be considered that year's net surplus. The Executive Committee will endeavor over time to direct approximately 50% of the Association's net surpluses into capital improvements, maintenance projects, and program enhancements for Massawepie (subject to acceptance by the Council), and to contribute the remaining approximately 50% of the net surpluses to the Square Foot Endowment. Any member of the Association can make recommendations for Massawepie capital improvements, maintenance projects or program enhancements to the Executive Committee by submitting a proposal to the Chair or other member of the Executive Committee.

**Section 8 – Amendment of Rules**

These rules may be amended by approval of a majority of the members present at an annual meeting of the Association, but only after a copy of the proposed amendment(s) is sent to all Association members at least 20 days prior to the meeting. The wording of a proposed amendment may be changed at the annual meeting, as long as it still affects only the topic(s) affected by the original proposal. The amendment(s) must be approved by the Council's Camp Operations Committee (or its successor committee) before taking effect.

| <u>Item</u>                       | <u>Approved by MSAA<br/>Membership Vote</u> | <u>Approved by<br/>Camp Operations Comm.</u> |
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| Initial Rules of Operation        | May 31, 2003                                | September 9, 2003                            |
| Amendments to Sections 3, 8       | June 3, 2006                                | October 10, 2006                             |
| Amendments to Sections 4, 5, 6, 7 | June 2, 2012                                | November 6, 2012                             |
| Amendments to Sections 3, 4, 8    | June 1, 2013                                | September 3, 2013                            |
| Amendments to Sections 2 - 7      | June 5, 2021                                | September 21, 2021                           |