



## CONSTITUTION AND BYLAWS

AS DULY VOTED BY THE LODGE MEMBERSHIP ON APRIL 7, 2024

### Article I – Name, Mission, and Affiliation of the Lodge

- A. The Lodge shall be known as Pennacook Lodge, Spirit of Adventure Council #227, Boy Scouts of America, and shall be under the supervision of the Council Program Committee and the administrative authority of the Scout Executive.
- B. The mission of this lodge is to fulfill the purpose of the Order of the Arrow as an integral part of the Boy Scouts of America/Scouting America program through positive youth leadership experiences and opportunities under the guidance of selected capable adults.
- C. The totem of this Lodge shall be that of the White Wolf.
- D. The standard-bearing pocket flap of Pennacook Lodge shall be as determined by the Lodge Executive Committee in 2016. Other lodge flaps may only be infrequently issued for special events or recognitions as approved by the Lodge Executive Committee and only in limited quantities.
- E. All formal meetings of the lodge shall be governed according to Robert's Simplified Rules of Order.

### Article II - Election to Membership

- A. The requirements for membership in this lodge are as stated in the current printing of the *Order of the Arrow Handbook* and the *Order of the Arrow Handbook for Officers and Advisers*.
- B. Procedure for the Ordeal shall be as stated in the current printing of the *Order of the Arrow Handbook* and the *Guide to Inductions*.
- C. All adult selections, as nominated by the unit leadership or council or district leadership, must be approved by the Adult Selection Committee consisting of the Lodge Adviser, the Staff Adviser, the Lodge Chief, and the chair of the council committee on which the Lodge Adviser serves.
- D. Rosters of active and past members, positions held, recognitions earned and membership degree standing may be maintained but there shall be no honorary life membership in this Lodge nor shall there be a recognition designation, such as a lodge flap, based solely on member degree.

### Article III - Lodge Officers

- A. The lodge officers of this lodge shall be the Lodge Chief, Lodge Vice-Chief, Lodge Treasurer, Lodge Secretary and the Chief Excitement Officer (CEO). These elected officers must be under twenty-one (21) years of age for their entire term of office.
- B. Elections
  - 1. All nominees for lodge office must be members in good standing of Pennacook Lodge and the Boy Scouts of America and must have approval, in advance of being nominated, by the Lodge Adviser or the Scout Executive.



2. Lodge Officers shall be elected at an Annual Business Meeting; the date, time, location and purpose of which must be published at least thirty (30) days in advance to the meeting. Inclusion on the lodge annual calendar will only suffice if the posting includes the date, time and location of the annual business meeting.
  3. The term of office for elected lodge officers shall begin formally on the first day of July and shall end on the last day of June of the following year.
- C. The Lodge Executive Committee (LEC) shall be composed of the five elected lodge officers; the immediate past Lodge Chief; any youth appointed by the Lodge Chief; the Lodge Adviser; any Associate Lodge Advisers appointed by the Lodge Adviser, another member of the Council Program Committee, the Scout Executive, and the Lodge Staff Adviser. All LEC meetings are open to all lodge members with only youth members, who are either elected officers or appointed by the Chief as LEC members, having voting rights.
  - D. The Lodge Adviser shall be appointed annually by the Scout Executive.
  - E. The Lodge Chief shall appoint and dismiss such members of the LEC as may be required with the approval of the Lodge Adviser; all group or block leaders and chairpersons must be under twenty-one (21) years of age for their entire term of office.
  - F. Should any elected lodge office become vacant due to resignation, removal, or inability to perform the duties of the office, the office shall be filled by a member appointed by the Lodge Executive Committee. The appointee must be under twenty-one (21) years of age for the remainder of the term of office.
  - G. Should any elected office become vacant after the next year's lodge officers have been elected, but before the new officers begin their term of office, the office shall be filled by the officer just elected, with all the powers, duties, and privileges of this office.
  - H. Only youth members present at the Lodge Officer Election Meeting and in good standing with the Boy Scouts of America, Spirit of Adventure Council and Pennacook Lodge will be eligible to vote and to stand for election to an officer position.
  - I. All elections of officers will be by a simple majority vote (50% plus 1) of the youth members present and voting. If no candidate receives this majority, the candidate receiving the lowest number of votes will be eliminated and the voting resumed until a candidate receives a majority vote.
  - J. Voting will be by secret ballot. No proxy voting is allowed.
  - K. If available, the Immediate Past Chief shall preside at the Officer Election portion of the Annual Business Meeting. If not available, the Lodge Chief and the Lodge Adviser shall appoint a presiding officer to administer the election or serve jointly themselves.
  - L. If necessary, the Lodge Adviser shall be the arbiter in determining compliance to election procedure and interpretation of these by-laws.

#### **Article IV - Duties of Lodge Officers**

- A. The Lodge Chief is the chief executive officer of Pennacook Lodge. The Lodge Chief shall preside at all Lodge and Executive Committee meetings; appoint all lodge committees and chairpersons; represent the lodge at all meetings of the National and Section Council of Chiefs



- and Section Conclave/New England Fellowship, and at the Spirit of Adventure Council Executive Board.
- B. The Lodge Vice Chief shall, in the absence of the Lodge Chief, assume the full responsibilities of the office of Chief and assist in the discharge of any other duties. The Vice-Chief, in addition to other duties delegated by the Lodge Chief, will oversee the functions of the District Operations and Lodge District Captains, particular to unit and community service, and unit elections.
- C. The Lodge Secretary shall be responsible for overseeing and coordinating all lodge communications through the effective use of print media, social media and the official website. Editors, coordinators, writers, and a trained webmaster should be appointed to support and execute these functions. The Lodge Secretary will record all dues, keep the minutes of all Lodge and Lodge Executive Committee meetings, handle all correspondence relative to the lodge, and coordinate with the other lodge officers the submission and presentation of a written report at the Annual Business Meeting reflecting the progress of the Lodge, each officer's work, and general status of its membership. In the absence of the Lodge Chief and Lodge Vice Chief, the Lodge Secretary shall assume the full responsibilities of the Office of Chief.
- D. The Lodge Treasurer shall:
1. Maintain all financial records of the lodge income, expenses, dues, inventory, and the annual budget. Work closely with the Lodge Adviser and the Council Service Center in matters of income, expenses, inventory, and auditing. Supervise the collection and receipts of all income from lodge members, activities, and events; and deposit receipts with the Council to the Order of the Arrow Lodge Account.
  2. Serve as the custodian of all lodge property, including but not limited to, trading post inventory, lodge gear and equipment, and supplies. With the approval of the Lodge Chief, the Treasurer shall appoint, train, supervise, and support a Lodge Trading Post Manager.
  3. Working with the Lodge Chief and Lodge Adviser, the Treasurer shall supervise the creation of an annual lodge budget and be responsible for the budget's proper execution.
  4. In the absence of the Lodge Chief, Lodge Vice Chief, and Lodge Secretary, the Lodge Treasurer shall assume the full responsibilities of the office of Chief.
- E. The Lodge Chief Excitement Officer (CEO) shall be charged with promoting the spirit and fun aspects of all lodge activities, to maintain a commitment to cheerful service and a focus on respect, diversity and inclusion for all members. The CEO will work closely with the Lodge Officers, and the Communications, Inductions and Program leadership to ensure that the principles of scout spirit, brotherhood & fellowship are ever present in lodge programming and outreach, and to call attention to the scout oath and law and the Obligation of the Order in all of Pennacook's activities. In the absence of the Lodge Chief, Lodge Vice Chief, Lodge Secretary, and the Lodge Treasurer, the CEO shall assume the full responsibilities of the office of Chief.
- F. When an elected lodge officer cannot fulfill their duties as outlined in Article IV of the Constitution and Bylaws and as delegated to the officer by the membership, then that officer is



subject to removal from office. The Lodge Executive Committee will have the responsibility to determine the fulfillment of duties and may remove such officer by majority vote.

#### **Article V - Lodge Function and Meetings**

- A. Each program year, the Lodge shall at least schedule and conduct these Lodge events and meetings:
  - 1. Annual Business Meeting
  - 2. Ordeal Inductions, Brotherhood Inductions, and if warranted, Vigil Honor Inductions
  - 3. Annual Lodge Banquet
  - 4. Annual Lodge Leadership Development
  - 5. Camp and community service days or weekends
- B. The Lodge Executive Committee will meet monthly and shall organize at least once during the lodge year for formal training.
- C. Special Meetings of the Lodge Executive Committee or of the Lodge may be called by the Scout Executive or the Lodge Adviser, or by the Lodge Chief with the approval of the Scout Executive.
- D. Members of the lodge twenty-one (21) years of age or over shall have no vote in any decision of the lodge.
- E. One-tenth (10%) of the total youth (under 21) active membership shall constitute a quorum at any Lodge meeting.
- F. One-quarter (25%) of the youth members (under 21) of the Lodge Executive Committee shall constitute a quorum at any meeting of the Lodge Executive Committee.

#### **Article VI - Dues and Finance**

- A. There shall be an induction fee, the amount to be determined by the Lodge Executive Committee annually, payable at the time of induction. For such fee, each new member will receive:
  - 1. Credit for payment of all fees due for the Ordeal Induction itself
  - 2. A Membership Card noting dues paid through December 31 of the year of induction
  - 3. An Order of the Arrow Ordeal sash
  - 4. An Order of the Arrow Handbook
  - 5. The standard lodge flap of Pennacook Lodge
- B. The amount of lodge dues shall be determined annually by the Lodge Executive Committee during the annual budget development process and no later than December 1<sup>st</sup>.
- C. The dues year runs from January 1<sup>st</sup> to December 31<sup>st</sup> of any given year.
- D. To incentivize active member retention and participation, the lodge shall allow, provide and promote an annual membership effort to encourage the collection of dues and the participation at events called The Pennacook Pass. Through the payment of a single annual fee, determined through the annual budget development process and approved by the LEC, members may make their annual dues payment and pre-pay for designated lodge events, such as the banquet, Ordeals, Brotherhoods, etc. The Pennacook Pass will not include registration or payment for any special unscheduled lodge event, any Section or National event, or any gatherings of the Vigil Honor.



- E. Dues for the coming year shall be collected annually by the Lodge Treasurer or appointee.
- F. A dues notice will be sent to members in January of each year or earlier.
- G. A final notice will be sent to any members who have not paid their dues before they are dropped to inactive status at year's end.
- H. All Lodge Funds shall be handled through the Council office and go through all normal accounting procedures. All Order of the Arrow funds will be deposited in a separate Lodge account.
- I. Inactive members may be restored to active status by paying the current year's dues.
- J. Former and/or current OA members affiliated with other OA Lodges may transfer into the Pennacook Lodge to become active members upon affirmation of the following: Ordeal Induction and previous Order of the Arrow membership in any current or legacy Lodge, present BSA registration, and the payment of current year's dues.
- K. Failure to pay the annual lodge dues will result in inactive status. Inactive members may not participate in lodge events or be eligible for any formal recognition or awards.
- L. All expenditures of the Lodge funds/monies must be approved by the Lodge Executive Committee and the Lodge Adviser either through the annual budget or through special appropriation.
- M. A Lodge Budget shall be created by the Lodge Treasurer, or designee, and submitted to the Lodge Executive Committee for approval in the Fall of each year but no later than December 1<sup>st</sup> for the upcoming new calendar year beginning January 1<sup>st</sup>.
- N. The Council or LEC may appoint a Lodge Auditor to review financial records and file a written financial statement with the LEC who may, in turn, appoint an Audit Committee comprised of lodge members or an independent auditor for reporting to the Annual Business Meeting. An annual Lodge Inventory must be completed for the Annual Business meeting.
- O. All properties, including Trading Post stock, equipment, tools, devices, and gear belong to Pennacook Lodge and the Spirit of Adventure Council BSA. The removal, disposal, loaning, and distribution of any property must be approved by the Lodge Officers and the Lodge Adviser or their delegated representatives.

#### **Article VII - Brotherhood and the Vigil Honor**

- A. Completion of Brotherhood membership shall be in accordance with the requirements in the current printing of the *Order of the Arrow Member Handbook* and the *Order of the Arrow Guide for Officers and Advisers*.
- B. Induction into the Vigil Honor shall be in accordance with the requirements in the current printing of the *Order of the Arrow Member Handbook* and the *Handbook for Officers and Advisers*.
- C. The Vigil Nominating Committee shall be composed of all youth Vigil Honor members of Pennacook Lodge, with a youth Vigil Chairperson appointed by the Lodge Chief and adult adviser(s) appointed by the Lodge Adviser. Only youth committee members shall be able to vote for the selection of Vigil Honor candidates. In the event that there are no youth Vigil Honor Members in any given year, the Lodge Chief and the Lodge Adviser will defer to the existing National OA guidelines when appointing the Vigil Nominating Committee.
- D. Provision of Vigil nominations to National OA can be made only after the submission and return of the annual Lodge Charter as approved by National Order of the Arrow, BSA.

### **Article VIII - Automatic Changes to the Bylaws**

- A. The Lodge shall be subject to the National Standard Constitution and Bylaws of the Order of the Arrow, Boy Scouts of America, and nothing here within shall be contrary with the same, and this Constitution and Bylaws shall be automatically amended to any changes made in the National Standard Constitution and Bylaws of the Order of the Arrow or the Boy Scouts of America.
- B. Any changes to this Constitution and Bylaws shall be published to the Lodge within six months of the voted change. A complete amended copy of the Constitution and Bylaws will be published for each new member.

### **Article IX - Amendments to the Constitution and Bylaws**

- A. The Constitution and Bylaws of this Lodge shall be subject to amendment at any regular or special meeting of the Lodge, provided that such amendment has been submitted to the Lodge Executive Committee at least thirty days prior to such a meeting, and that notice of such a meeting be sent to all active members at least 15 days in advance of the meeting.
- B. A two-thirds vote of all youth members present shall be required to pass an amendment. A special request for secret balloting will be provided if approved by ten percent of all voting members present at the meeting.

#### ***End of Constitution and By-Laws***

#### **SPECIAL NOTES:**

Pennacook Lodge, its Constitution and By-Laws significant dates:

- The Spirit of Adventure Council BSA became incorporated upon the merger of the Boston Minuteman Council and the Yankee Clipper Council on July 1, 2015. The new council supported the continuation of the two legacy Order of the Arrow Lodges, namely Moswetuset Lodge and Nanepashemet Lodge, for the next six months during the work of a Lodge Merger Task Force which was comprised of youth leaders of both lodges and duly appointed adult advisers.
- The original draft of these By-Laws, which included the name of the new Lodge, was submitted by the By-Laws Committee to all OA members in the Spirit of Adventure Council, under the jurisdiction of the Lodge Merger Task Force, on September 4, 2015. At that time, all members of the two legacy lodges were considered members of Pennacook Lodge.
- The first Constitution and By-Laws of Pennacook Lodge was voted and accepted by the joint Lodge membership on September 20, 2015 and approved by the Scout Executive on October 26, 2015.
- Pennacook Lodge was created and became effective on January 1, 2016.
- The first amendments to the by-laws were approved by the general membership on May 7, 2017.
- Other amendments were approved by the general membership on April 7, 2024.

***End of document***