

**ST. ANDREW'S SOCIETY OF DETROIT**  
**CONSTITUTION**

**ARTICLE I – NAME**

**Section 1.01**           The name of the Society shall be the St. Andrew's Society of Detroit.

**Section 1.02**           The Society shall be incorporated as a non-profit, charitable and educational association under the laws and regulations of the State of Michigan and shall abide by all applicable provisions of state and federal law.

**Section 1.03**           The Articles of Incorporation of the Society shall be maintained by the Board of Trustees. Amendments to these Articles shall be proposed in the manner prescribed for amendments to this Constitution.

**ARTICLE II – OBJECTIVES**

**Section 2.01**           The objectives of this Society shall be exclusively for charitable and educational purposes, including, without limitation, the following:

- a.   Relieve the distressed and unfortunate, with priority being given to those of Scottish lineage;
- b.   Foster and encourage, particularly among the young, a love of Scotland, its history, culture, and national games;
- c.   Promote friendly relations among its members and among all persons of Scottish blood;
- d.   Foster and promote knowledge of Scottish history and of the contribution Scots have made throughout the world; and
- e.   Make appropriate contributions to other qualified charitable, literary, or educational organizations, including Scottish organizations.

**Section 2.02**           In this Constitution and in any amendments to it, the term "charitable and educational purposes" shall be limited to and include only charitable, literary, or educational purposes within the meaning of those terms as used in Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE III – SEAL**

**Section 3.01** The seal of the Society shall be the figure of St. Andrew bearing his cross, the letters B.P.F., meaning benevolence, patriotism, and fraternity, and the name of the Society.

## **ARTICLE IV – MEMBERSHIP**

**Section 4.01** The membership of the Society shall be restricted to men and women, 18 years of age or older, who are of Scottish birth or lineage; spouses; significant others; children; stepchildren; and adoptive children. This latter provision of birth or lineage does not apply to honorary members. All members must be of good moral character and profess a belief in Almighty God.

**Section 4.02** The following classes of membership shall be established:

- a. Regular
- b. Life
- c. Non-resident
- d. Honorary

**Section 4.03** Members in good standing of other St. Andrew's Societies may, upon recommendation of a member and approval at a general membership meeting, be extended the privileges of the Society during their stay in the Detroit area.

## **ARTICLE V – GENERAL MEMBERSHIP MEETINGS**

**Section 5.01** General membership meetings shall be held on a regular and frequent basis. One meeting each year shall be designated the Annual General Meeting for the transaction of such corporate business as may be required.

## **ARTICLE VI – TRUSTEES, OFFICERS, AND OTHER OFFICIALS**

**Section 6.01** The executive responsibilities of the Society shall be vested in a Board of Trustees as established in the Bylaws. The operational responsibilities of the Society shall be vested in elected and appointed officers and in other positions of trust and responsibility as established in the Bylaws.

**Section 6.02** The Chairperson of the Board of Trustees shall be the Chief Executive Officer of the Society. The President shall be the Chief Operating Officer of the Society.

**Section 6.03** The Trustees and the elected and appointed officers shall be responsible to the general membership of the society.

**Section 6.04** All Trustees, elected and appointed officers, and others holding positions of trust and responsibility in the Society shall perform the duties prescribed in the Constitution and the Bylaws and by the parliamentary authority adopted by the Society.

## **ARTICLE VII – COMMITTEES**

**Section 7.01** The Standing Committees of the Society shall be: Library, Auditing, Executive, Finance, Highland Games Steering, House, Membership, Investment, Newsletter, Nominating, Rituals, Benevolence and Scholarship, Sponsorship, Scottish Arts, and such other committees as shall be established by Trustees or the President.

**Section 7.02** The responsibilities and membership of these committees shall be as prescribed in the Bylaws.

## **ARTICLE VIII – PARLIAMENTARY AUTHORITY**

**Section 8.01** The rules contained in the most current edition of “Robert’s Rules of Order Newly Revised” shall govern the Society in all cases in which they are applicable and in which they are not inconsistent with the Constitution, the Bylaws, or any special rules of order the Society may adopt. In the case of any conflict, the Constitution and then the Bylaws shall govern in that order.

**Section 8.02** If a quorum is present, a simple majority shall, unless otherwise specified in this Constitution or in the Bylaws, decide the question.

## **ARTICLE IX – DISSOLUTION**

**Section 9.01** Upon the dissolution of the Society, its assets shall be distributed for charitable, literary, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding Section of any future federal code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Society is then located exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

## ARTICLE X – BYLAWS

**Section 10.01** Bylaws to implement the provisions of this Constitution and to govern the operation of the Society consistent with the purposes and limitations in this Constitution shall be prepared and shall become effective upon approval by a two-thirds majority of those present and voting at a general membership meeting at which this approval is a specifically stated item of business.

## ARTICLE XI – AMENDMENT

**Section 11.01** Amendments to this Constitution may be proposed at any general membership meeting and must subsequently be submitted in writing to the Secretary. Such amendments shall then be referred to the Executive Committee for evaluation only.

**Section 11.02** At the first general membership meeting immediately following the introduction of the amendment(s), the Secretary shall read the full text of the proposed amendments, and the President shall advise the membership of the recommendation(s) of the Executive Committee as to adoption and the reasons therefor. If the recommended action is rejection, the Executive Committee's report may indicate what, if any, changes might make the proposed amendment acceptable.

**Section 11.03** A vote shall be taken at the first general membership meeting immediately following the report of the Executive Committee. The Executive Committee shall have notified the membership by mail of this impending vote. Amendments must be approved by a three-fourths majority present and voting at this meeting.

**Section 11.04** This Constitution may be amended consistent with the above provided that no amendment shall authorize the Society to conduct affairs of the Society in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Internal Revenue Code or the corresponding Section of any future federal tax code. Any amendment to the provisions of the Constitution or Bylaws of this Society or any amendment to it shall be valid only if and to the extent that such amendment further restricts the Society's amending power.

Adoption: January 8, 1990  
Amended: April 1, 1991  
Amended: June 1, 1992  
Amended: May 1, 2000  
Amended: September 11, 2006 – 501(c)(3)  
Amended: November 5, 2007 – Financial and Audit Guidelines  
Amended: November 4, 2013  
Amended: February 1, 2016 – Committee name changes Section 7.01