

ST. ANDREW'S SOCIETY OF DETROIT
BYLAWS

ARTICLE I – AUTHORITY

Section 1.01 These Bylaws are established in accordance with the provisions of the Constitution of the St. Andrew's Society of Detroit.

ARTICLE II – CALENDAR AND ELECTIVE YEAR

Section 2.01 The Society shall manage its financial and reporting requirements on a calendar-year basis beginning on January 1 and ending on December 31.

Section 2.02 The Society shall manage its elective year from January 1 through December 31 of the next calendar year.

ARTICLE III – RULES OF DEBATE

Section 3.01 Any question not provided for in the Constitution, these Bylaws, or Robert's Rules of Order Newly Revised shall be decided by a majority vote of those present and voting.

Section 3.02 Any rule other than set forth in the Constitution and these Bylaws may be suspended with the unanimous consent of those present and voting.

ARTICLE IV – QUORUMS

Section 4.01 Meetings of the general membership, the Board of Trustees, or committees of the Society cannot be conducted in the absence of a quorum, defined as follows:

- a. General membership meetings: 10 percent of the currently active regular and life members.
- b. Board of Trustees meetings: A simple majority of the Board's elected members.
- c. Committee meetings: The chairperson or his/her designated representative and those committee members present.

Section 4.02 The minutes of each respective meeting shall reflect if a quorum were present.

ARTICLE V – BUDGET

Section 5.01 The Society shall have a consolidated budget. This consolidated budget, reflecting both the anticipated expenses and the reasonable income expected from all sources, shall be prepared by the Finance Committee. Once prepared, it will be submitted for approval to the Executive Committee and the Board of Trustees for their joint approval. Once approved, it will be presented by the President for adoption by the Society at the December general membership meeting each year.

Section 5.02 The budget for the Annual Highland Games shall be developed by the Annual Games Committee and presented to the Highland Games Steering Committee for their action by October 15th of each year. The Highland Games Steering Committee will then present the recommended budget to a joint meeting of the Executive Committee and the Board of Trustees for their approval not later than their November meeting.

Section 5.03 Budgets for other celebrations and special events shall be prepared by each Chairperson of each committee and presented to and approved by the Executive Committee with least possible delay following appointment of the Chairperson.

Section 5.04 No expenditures beyond approved budgetary limits are authorized. Amendments to the budget may be proposed to the Society at any time and must be approved in accordance with these Bylaws before becoming effective.

ARTICLE VI – COMPENSATION

Section 6.01 All officers and Trustees of the Society shall serve without compensation except for reimbursement of reasonable out-of-pocket expenses required to be incurred in the performance of their duties hereunder and shall be prohibited from engaging in any activity involving the Society from which they stand to make a financial gain, provided, however, that members may provide necessary services to the Society provided such services are approved by the Trustees at a meeting at which such member is not present and the compensation does not exceed rates generally available to the public. Nothing in this section shall preclude a member from being reimbursed for out-of-pocket expenses made on behalf of the Society, providing that such expenses are approved in advance by the Chairperson of the Board of Trustees, the President, or the Treasurer. Nothing in this article shall preclude a member from receiving compensation while serving as an employee of the Society.

Section 6.02 No part of the net earnings of the Society shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II of the Constitution.

ARTICLE VII – DUES, FEES, AND SPECIAL ASSESSMENTS

Section 7.01 The following classes of membership shall be established:

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

Section 7.02 The annual dues of the Society for regular members shall be \$50.00, prorated for new members according to the date they join the Society.

Section 7.03 The annual dues of the Society for additional family members with the same residence as the regular member shall be 50 percent of the first regular member's dues, prorated for new members according to the date they join the Society.

Section 7.04 Non-resident and honorary members shall be assessed an annual fee of \$15.00 to defray the cost of retaining them on the mailing list.

Section 7.05 A special assessment of all regular members may be levied if approved by a two-thirds majority of those present and voting.

Section 7.06 Any member who is more than 90 days in arrears in the payment of annual dues, fees, or special assessments shall be deemed to be no longer in good standing and shall be barred from attending the general membership meetings. An elected or appointed officer who is in such arrears must vacate his or her office.

Section 7.07 A delay in payment of dues or a special assessment or relief therefrom, such relief being for a period of no longer than one year, may be made by the President.

Section 7.08 A member no longer in good standing because of arrears in annual dues may be reinstated upon payment of the current year's dues and, if in arrears for a period longer than one year, the amount owed, but this additional amount shall not exceed that of the dues for two years.

Section 7.09 A member no longer in good standing because of non-payment of a special assessment may be reinstated upon payment of that special assessment.

ARTICLE VIII – MEMBERSHIP

Section 8.01 Applications for regular or family membership shall be submitted in the manner prescribed by the Membership Committee and must be accompanied by an initiation fee of \$65.00 before any consideration can be given to the application. The procedure for reviewing applications and approving the candidates for membership shall be as specified by the Membership Committee.

Section 8.02 Applicants for membership must be approved by the Society in a vote taken at a general membership meeting. Voting may be on an individual or group basis by voice vote, show of hands, or, if requested, a secret ballot. Secret ballots shall be conducted only on an individual basis. Election to membership requires unanimous approval. Those who have been elected to membership must be initiated no later than the second opportunity following their election or their application is null and void.

Section 8.03 Any regular member in good standing who has been an active member of the Society for 20 years shall, upon reaching his or her seventieth birthday, be eligible for recognition as a Life Member. Eligible members may make application to the Membership Secretary and, once approved, shall be relieved from further payment of annual dues. Life members shall receive a special membership certificate and card and appropriate identification in the Membership Directory.

Section 8.04 A regular member in good standing who moves from the Detroit area and is no longer able to participate in Society activities but wishes to maintain a connection with the Society may make application to the Membership Secretary to be recognized as a non-resident member. Non-resident members shall remain on the mailing list and shall be listed, with appropriate identification, in the Membership Directory. Reinstatement to active status may be requested at any time; and, upon payment of the dues for that current year, shall be reinstated to active status.

Section 8.05 Any person who has made a significant contribution to the St. Andrew's Society of Detroit or to Scottish affairs, but who, because of birth or lineage, is not eligible for regular membership in the Society, may be proposed for honorary membership by any currently active member. An application form must be completed, and it will be reviewed and presented at a general membership meeting by the Membership Committee as prescribed above. Honorary members need not pay an initiation fee or annual dues.

ARTICLE IX – BOARD OF TRUSTEES

Section 9.01 The Board of Trustees shall be the corporate officers of the Society and shall consist of nine members, three elected each year for a three-year term each. The Board shall, by the December general membership meeting each year, elect from among its

members a Chairperson, a Vice-Chairperson, and a Secretary. The Chairperson and Vice-Chairperson shall be of Scottish descent.

Section 9.02 The President and the Treasurer of the Society shall be a member of the Board of Trustees and shall have both voice and the right to vote, but neither shall be eligible to hold elective office on the Board.

Section 9.03 The Society shall provide each Trustee with an appropriate badge of office, which shall remain the property of the Society.

ARTICLE X – ELECTED AND APPOINTED OFFICERS

Section 10.01 The elected officers of the Society shall be a President, First Vice-President, Second Vice-President, Secretary, Membership Secretary, Treasurer, Activities Director, Communications Chair and Piper. The President and First Vice-President must be of Scottish descent.

Section 10.02 The appointed officers of the Society shall be a Bard, Chaplain, Color Sergeant, Editor of the Society Newsletter, Genealogist, Parliamentarian, Sergeant-at-Arms, and Social Activities Director. The President of the Society shall make these appointments.

Section 10.03 The term of office for each elected and appointed officer shall be for one year.

Section 10.04 The Society shall provide each elected and appointed officer with an appropriate badge of office, which shall remain the property of the Society.

Section 10.05 Upon election or appointment, an officer may exercise the authority of his/her office only after publicly taking the oath of office at the January meeting or thereafter.

ARTICLE XI – ELECTION OF TRUSTEES AND OFFICERS

Section 11.01 The Nominating Committee, consisting of three regular members appointed by the President, shall recommend a slate of officers at the October meeting each year. At that meeting and again at the November meeting, nominations for each elective office may be made from the floor. The election shall be held at the December meeting; installation shall take place at the January meeting.

Section 11.02 All trustees and elected officers may stand for re-election to their respective office. When, because of resignation, recall, or other vacation of office, a vacancy occurs on the Board of Trustees or among the elected officers of the Society, the Chairperson of the Board or the President, as appropriate, shall immediately appoint a replacement to serve until the elected successor takes office.

Section 11.03 A separate, secret, written ballot shall be taken for each elective office. In the event no one receives a majority, a run-off election between the two top ranking candidates shall be immediately held.

Section 11.04 A nominee who is absent on election night without prior notification to the President shall be ineligible to stand for election.

Section 11.05 All Trustees and Officers shall be elected by the members. Each member present, regardless of classification as a life, family, regular, non-resident or honorary, shall have one vote.

ARTICLE XII – QUALIFICATIONS FOR HOLDING OFFICE

Section 12.01 Nominees for all elected and appointed offices must be in good standing at the time of nomination and must have attended at least six of the previous 10 monthly general membership meetings. It shall be conclusively presumed that a nominee attended a meeting if such attendance:

12.01.1 Is reflected in the Secretary's attendance register;

12.01.2 If the Executive Committee excuses the absence for medical reasons or other exigent reason within 60 days of a missed meeting; or

12.01.3 If the Executive Committee corrects the attendance register based upon a nominee's affidavit certifying their attendance at a specific meeting.

No Trustee or Officer may be installed or appointed who is not in good standing at the time of such installation or appointment.

Section 12.02 To be eligible to serve as a Trustee, a member must have been in good standing throughout each of the immediately preceding 36 months.

Section 12.03 To be eligible to serve as President, a member must have been in good standing throughout each of the immediately preceding 36 months and be of Scottish descent.

Section 12.04 No member shall concurrently hold more than one elected position in the Society.

Section 12.05 At the time of election, the Chairperson of the Nominating Committee shall certify that the candidates for office meet the mandatory eligibility requirements enumerated in Sections 12.01 through 12.04.

Section 12.06 It is desired, but not required, that each of the following officers or committee members possess the qualifications indicated:

- a. Auditing Committee members: Accounting training or experience.
- b. Chaplain: A clergyman or lay minister.
- c. Finance Committee members: Accounting training or experience.
- d. House Committee members: Property management experience.
- e. Investment Committee members: Investment training or experience.
- f. Parliamentarian: Knowledge of parliamentary procedure and the rules of debate.

ARTICLE XIII – DUTIES OF THE BOARD OF TRUSTEES

Section 13.01 The Board of Trustees shall:

- a. Hold title to the name, property, and resources of the Society and shall manage its corporate activities. The Board shall also ensure that the Society is appropriately incorporated with the State of Michigan and recognized by federal officials as a non-profit, charitable, and educational association, and maintain all appropriate documentation thereof.
- b. Participate in the development and approval of the Society's budget in accordance with Article V of these Bylaws.
- c. Represent the Society in all legal proceedings.
- d. Develop a general description for each position of employment, establish lines of supervision and authority, and determine the appropriate compensation (salary and benefits) to be provided to each employee.
- e. Approve the employment of individuals by the Society on either a full- or part-time basis. Members of the Society are eligible for employment and, when equally qualified with other applicants, shall be given preference for such employment.
- f. Approve all grants and other aid provided by the Society. Temporary assistance, as distinguished from benevolence, may also be extended to members of the Society.
- g. Develop a means by which gifts and bequests can be received and endowment funds established through which these funds can be invested and maintained for the good of the Society and from the interest on which the charitable and educational purposes of the Society can be drawn.

h. Maintain a Scholarship Fund, used to provide assistance to full-time students of Scottish birth or lineage.

i. Make regular reports on the decisions and activity of the Board at general membership meetings.

j. Submit a written report, including a financial statement, at the Annual General Meeting.

Section 13.02 The Chairperson shall be the presiding officer of the Board of Trustees and shall be of Scottish descent.

Section 13.03 The Vice-Chairperson shall, in the absence of the Chairperson, be the presiding officer of the Board of Trustees. Should the Chairperson resign, be recalled, or otherwise vacate the office, the Vice-Chairperson shall succeed to that office until such time as an election can be held. The Vice-Chairperson shall also chair the House Committee.

Section 13.04 The Secretary shall:

a. Prepare and maintain an accurate record of each meeting of the Board of Trustees, recording all motions and the vote thereon.

b. Retain as part of the record copy of those minutes all documents and other materials that are pertinent.

c. Be responsible for all correspondence concerning gifts and bequests to the Society.

d. File the annual "Michigan Annual Report – Non-Profit Corporation" and all other reports as required by law.

ARTICLE XIV – DUTIES OF ELECTED OFFICERS

Section 14.01 In addition to such duties as may be established in the Constitution, elsewhere in these Bylaws, Governance Guidelines and Operating Procedures Manual, or in the Book of Rituals of the Society, elected officers of the Society shall be responsible for the following duties.

Section 14.02 The President shall:

a. Implement the policies and programs of the Society as established by the Bylaws, Constitution, and membership.

b. Ensure that no activity of the Society conflicts with or jeopardizes its accreditation as a non-profit, charitable, and educational association.

c. Preside at all general membership meetings of the Society, conducting the business of the Society in an orderly and efficient manner and maintaining order and decorum.

d. Serve as a member of all committees or appoint a representative of the President to serve and report to the President from the Committee.

Section 14.03 The First Vice-President shall:

a. In the absence or disability of the President perform the duties and exercise the powers of the President.

b. Serve as President following the resignation, recall, or other vacation of the office by the President until the next regularly scheduled election.

c. Assist the President in the conduct of all meetings and in the maintenance of good order and discipline.

d. Chair the Membership Committee.

e. Read the objectives of the Society at a minimum of two general membership meetings each year.

f. Perform such other duties as may be assigned by the President.

Section 14.04 The Second Vice-President shall:

a. Assist the President and First Vice-President in the conduct of all meetings and in the maintenance of good order and discipline.

b. Preside, in the absence of the President and First Vice-President, over all meetings.

c. Chair the Auditing Committee and utilize the Society's Financial Audit Program.

d. Perform such other duties as may be assigned by the President.

e. Manage the Flower Fund of the Society or assign a member to do so.

Section 14.05 The Secretary shall:

a. Prepare and maintain a sign-in record of those attending each Society meeting, including the Trustees, elected, and appointed officers.

b. Prepare and maintain an accurate record of each general membership meeting of the Society, recording all motions and the votes of the membership thereon.

- c. Retain as a part of the record copy of those minutes all documents and other attachments that are pertinent.
- d. Receive all correspondence concerning the Society, forwarding it to the appropriate Society officer or committee.
- e. Prepare and cause to be distributed notices of all meetings of the Society.
- f. Conduct such secret ballots as may be required.
- g. Have custody of the Seal of the Society, using it on certificates of membership of the Society and such other correspondence and documents as deemed appropriate.
- h. Serve on the Membership Committee.
- i. Perform such other duties as may be assigned by the President.

Section 14.06 The Membership Secretary shall:

- a. Prepare and distribute to all members requests for payment of annual dues and such other special assessments as may be approved.
- b. Maintain the membership records of the Society, ensuring that application fees and dues are promptly collected and properly credited.
- c. Record and subsequently transmit in a timely and efficient manner to the Treasurer all monies received.
- d. Notify any member when in arrears in dues.
- e. Receive and act upon all requests for recognition as a life member or designation as a non-resident member.
- f. Serve on the Membership Committee.
- g. Prepare and maintain a mailing list and provide a copy of it to members and committees as required. This mailing list shall not be distributed outside the Society unless approved by the Executive Committee.
- h. Supervise the preparation and maintenance of an annual directory of all members of the Society, providing a copy to all members, and distributing updates as appropriate at general membership meetings. This directory shall not be distributed outside the Society unless approved by the Executive Committee.
- i. Perform such other duties as may be assigned by the President.

Section 14.07 The Treasurer shall:

- a. Have custody of all funds and investments of the Society and shall keep full and accurate accounts of receipts and disbursements in a manner approved by the Auditing Committee.
- b. Receive and deposit all funds in a timely manner in such depositories as are duly authorized.
- c. Retain on hand in the operating accounts of the Society sufficient funds to meet the operating expenses of the Society.
- d. Pay all bills in a timely manner. Checks of \$1000.00 or more must be co-signed by the President, Chairperson or Vice Chairperson of the Board of Trustees, as appropriate.
- e. Provide a written report of all financial transactions of the Society at each general membership, Executive Committee, and Board of Trustees meetings, providing a copy of this report to the Secretaries of the Executive Committee and Board of Trustees for retention with each month's minutes.
- f. Secure, maintain, and provide for use as necessary the tax identification number of the Society, ensuring that all uses of this identification number are legitimate and proper.
- g. Chair the Finance Committee.
- h. Perform such other duties as may be assigned by the President.

Section 14.08 The Piper shall:

- a. Be responsible for meeting or making arrangements for the ceremonial piping requirements of the Society.
- b. Pipe at all meetings and at other affairs of the Society as may be requested.
- c. Serve on the Scottish Arts Committee.
- d. Be the liaison between the Society and the St. Andrew's Pipe Band.
- e. Perform such other duties as may be assigned by the President.

Section 14.09 The Cultural Activities Director shall:

- a. Be responsible for the selection of the facilities, the programs, the arrangements, and the refreshments as are deemed appropriate for initiations, installations, the Robert Burns Dinner, the St. Andrew's Dinner, and other meetings of the Society.
- b. Serve as Chairperson of the Cultural Activities Committee.

Section 14.10 The Communications Director shall:

- a. Be Editor of the Society newsletter and be responsible for preparation and distribution of the Society newsletter.
- b. Be in charge of all media placement, including print, banners, flyers, and/or promotional pieces as deemed necessary by the Executive Committee and the Trustees regarding all Kilgour Centre media.
- c. Prepare and distribute e-blasts to members when directed by the Executive Committee and the Trustees.
- d. Maintain and update the Society Web sites.

ARTICLE XV – DUTIES OF APPOINTED OFFICERS

Section 15.01 The appointed officers of the Society shall be responsible for duties as follows:

Section 15.02 The Bard shall:

- a. Chair the Scottish Arts Committee.
- b. Be responsible for informing the members of cultural developments in the Scottish world.
- c. Be responsible for preparing and presenting at a minimum of two general membership meetings a program on Scottish arts, customs, folklore, etc.

Section 15.03 The Chaplain shall:

- a. Offer a prayer at the beginning of each meeting and special event.
- b. Visit or arrange to have visited members and their families who are hospitalized or in special need.
- c. Be responsible for sending appropriate remembrances to members of the Society and their families.

d. Organize a “call list” to notify the membership of the death of another member.

Section 15.04 The Color Sergeant shall:

a. Assist the President in the initiation and installation ceremonies of the Society as prescribed in the Book of Rituals.

b. Act as liaison between the President and the St. Andrew's Royal Scottish Honor Guard.

Section 15.05 The Genealogist shall assist interested members in beginning genealogical research and overcoming obstacles.

Section 15.06 The Parliamentarian shall advise the President and all bodies of the Society on appropriate points of parliamentary procedures.

Section 15.07 The Sergeant-at-Arms shall:

a. When requested by the President, ensure that only eligible members of the Society are permitted entry during general membership meetings and shall announce immediately after the call to order whether or not a quorum is present and, should attendance fall below a quorum at any time, immediately call this fact to the attention of the President..

b. Maintain order and discipline at all meetings of the Society.

ARTICLE XVI – GENERAL MEMBERSHIP MEETINGS

Section 16.01 General membership meetings of the Society shall be held on the first Monday of each month at such locations and times as may be announced in advance in the monthly issue of the Highland Fling. In those months where the first Monday is a holiday or follows a holiday weekend, the meeting shall be held on the second Monday.

Section 16.02 A portion of the December meeting each year shall be designated as the Annual General Meeting and shall be presided over by the Chairperson of the Board of Trustees.

Section 16.03 Trustees and elected and appointed officers shall be installed at the January meeting each year. Appointed Trustees and officers shall be installed at the first meeting following their appointment. New members shall be initiated at the March, June and October Membership Meetings. Individuals who apply for membership shall be presented for approval and elected to membership upon receipt of application. Initiation must take place no later than the second opportunity following their election or their application is null and void. A celebration will take place following each initiation ceremony.

Section 16.04 Trustees and elected and appointed officers are expected to attend all general membership meetings of the Society. A total of three unexcused absences during an elective year may warrant consideration for recall.

Section 16.05 Special meetings of the Society may be called by the President when appropriate. All members of the Society shall be notified of the time, place, and purpose of the special meeting, and no business other than that specified in the call shall be conducted.

ARTICLE XVII – BOARD OF TRUSTEES MEETINGS

Section 17.01 The Board of Trustees shall meet at an announced time and place a minimum of eight times annually. A portion of each meeting shall be open and any member of the Society shall be permitted to attend and speak.

Section 17.02 Special meetings of the Board of Trustees may be called by the Chairperson when appropriate. All members of the Board shall be notified of the time, place, and purpose of the special meeting, and no business other than that specified in the call shall be conducted..

ARTICLE XVIII – COMMITTEES

Section 18.01 The responsibilities of the Standing Committees shall be as follows:

a. The Library Committee shall be responsible for maintaining the collections of the Library and making them accessible to it's membership and the community. This committee shall also be responsible for the display, preservation and security of Library and archived items. This committee shall prepare, update and maintain a written history of the Society. This committee will maintain a genealogy research center in the library for its members and the community. The Collection Development Policy will be used to determine whether donations will be added to the library's collection.

b. The Auditing Committee, chaired by the Second Vice-President, shall be responsible for annual year-end audit of all financial operations of the Society. Members of the committee shall be the Second Vice-President, a member of the Board of Trustees, and one other member of the Society appointed by the President. Committee members shall not include anyone who manages the financial records or is a signer on any Society bank or investment accounts. The annual audit shall be completed no later than April 30th and reported at the May general membership meeting each year with a written copy of the report provided to the Secretary for retention with the minutes of that month's meeting.

c. The Executive Committee, chaired by the President and comprised of all elected officers, shall be responsible for the planning, coordination, and oversight of the

operational activity of the Society. The Chairperson of the Board of Trustees shall serve on this committee with voice and the right to vote. This committee shall meet in advance of the January general membership meeting to plan the activities for the Society's upcoming year. It shall meet at least bi-monthly thereafter to evaluate programs and to plan new activities.

d. The Finance Committee, chaired by the Society Treasurer and comprised of a member of the Board of Trustees selected by the Board of Trustees' Chairperson, a member of the Executive Committee selected by the President, and the Annual Games Committee Chairperson. This committee shall meet in October to prepare a consolidated budget that reflects the goals and policies of the Society. The committee shall submit its consolidated budget for approval at a November joint meeting of the Board of Trustees and Executive Committee. The consolidated budget shall be submitted for adoption by the membership at the December general membership meeting. The committee shall meet quarterly to monitor income, expenditures, and program activities against budget.

e. The Annual Games Committee shall be chaired by the Annual Games Chairperson. The Annual Games Chairperson shall appoint the other members of the Committee, which shall be comprised of the Games Budget Director, Games Treasurer, and the Chairs of each event. The Committee shall prepare a line-item budget that is based on volume assumptions, program content, fixed costs, contingency plans and "worst" case scenario losses.

f. The Highland Games Steering Committee, chaired by the President, shall have full oversight for the planning, organization, budget, and operation of the Annual Highland Games. Members of this committee shall be the President, the Treasurer, the incoming and immediate past General Chairperson of the Games, previous General Chairpersons, and the Piper. By October 1st of each year, the President shall nominate and the Highland Games Steering Committee shall appoint the General Chairperson of the Annual Games Committee for the Games to be held the following year. The General Chairperson shall appoint the Vice-Chairperson(s) and all committee chairs. The Highland Games Steering Committee shall also appoint the Society's representative and alternate representative to all national or regional-level organizations concerned with the organization or presentation of Highland Games to which the Society belongs.

g. The House Committee, chaired by the Vice-Chairperson of the Board of Trustees and responsible to the Board, shall: plan, organize, direct and control the operations, maintenance, security and repair of the Society's Kilgour Centre for the enjoyment and use by the Society. Develop an annual budget and maintain the Standard Operating Procedures Manual and the Audio-Visual Manual for the operations, maintenance, security repairs and improvements to the facility. Work with the Sponsorship Committee, as needed, to provide funds for large repairs and improvements.

Plan and facilitate the rental use of the facility, giving priority to the Society's meeting and annual events. Control expenses and seek rental profits to supplement the Kilgour/Restricted Investment Account(s) in order to provide for the expenses of the facility on a long-term basis. Develop goals and monitor progress to increase rental profits to accomplish long-term stability.

h. The Investment Committee will consist of at least three members, including two or more members of the Board of Trustees, one of whom will be the Chairperson and one or more Society members at large, appointed by the Board of Trustees in January of each year. The committee shall develop an "Investment Policy Statement" and "Asset Allocation" of the Society's Investment Portfolio for the approval of the Board of Trustees and to be consistent with the Society's Governance Guidelines and Operating Procedures Manual. The committee shall communicate to the Investment Manager, the Society's investment goals, objectives, guidelines, and performance measurements of the Portfolio. The committee shall meet periodically with the Investment Manager to monitor the Portfolio's performance and report the performance of the Portfolio to the Board of Trustees.

i. The Membership Committee, chaired by the First Vice-President, shall endeavor to recruit new members, retain present members, and restore to active membership those who have allowed their membership to lapse. This committee shall also:

(1) Receive, investigate, and recommend to the general membership action on each application for regular membership. In making its determination, the committee shall ascertain Scottish eligibility and the motivation for application and the degree to which the applicant is willing and/or able to support the Society's objectives and participate in its activities before making a recommendation to the Society.

(2) Organize and conduct at a time prior to initiation for each class of new members an orientation on the Society's organization and purposes, etc. Further, the committee shall appoint a sponsor from among the general membership for each new candidate, who shall be responsible for ensuring that the candidate has transportation to the Hall for initiation, introducing him/her to other members, and providing a general orientation and acclimation to the Society. The committee shall plan and conduct the initiation of new members, present to each new member at the time of initiation a membership pin, a name tag, a membership directory, an annual calendar, and such other items as may be deemed appropriate.

j. The Communications Committee shall be responsible for publishing a newsletter reporting on the events of the Society.

k. The Nominating Committee shall present at the October meeting each year a slate of Trustees and officers for the upcoming election.

l. The Rituals Committee shall prepare and maintain the Book of Rituals of the Society.

m. The Benevolence and Scholarship Committee, chaired by a member of the Board of Trustees, shall develop a list of organizations, including schools and vet new recommendations, for the distribution of benevolent donations for charitable and educational purposes. Coordinate the distribution of these benevolent donations.

Develop a list of organizations and vet new recommendations for distribution of charitable donations to relieve the distressed and unfortunate. Develop guidelines for evaluating requests for unplanned charitable donations to the distressed and unfortunate with the priority given to those of Scottish lineage.

Recommend appropriate fundraising campaigns to the Sponsorship Committee. Encourage Society members to submit recommendations for a benevolence and/or charity. Advise the Board of Committee activities.

n. The Sponsorship Committee, chaired by a member of the Board of Trustees, shall plan, organize and conduct fundraising to support the needs of the Society, including benevolences, scholarships and Society's promotion of Scotland's history, culture, national games and the Society's financial needs. Promote awareness of gifts in Wills and Estate Plans as a means of fundraising. Advise the Board of Committee activities.

o. The Scottish Arts Committee, chaired by the Bard, shall be responsible for regularly apprising the Society of developments in Scottish arts and culture and implementing the Society's objectives relating thereto. It shall also arrange to provide the opportunity for instruction in all aspects of Scottish culture.

p. The Cultural Activities Committee, chaired by the Cultural Activities Director, shall be responsible for the planning and arranging of all aspects of the educational and cultural programs of the Society, including without limitation the installation of elected and appointed officers, The Robert Burns and St. Andrew's Event, and others as designated by the President.

Section 18.02 The Chairperson of each committee shall be responsible for the efficient and effective performance of his or her committee. The Chairperson shall report at general membership meetings as may be required.

Section 18.03 With the exception of the Audit, Executive, Financial, Highland Games Steering, House, Investment, and Annual Games Committees, the Chairperson of all standing committees shall be appointed by the President. The Audit Committee shall be chaired by the Second Vice-President; the Executive Committee shall be chaired by the President; the Finance Committee shall be chaired by the Treasurer; the Highland Games Steering Committee shall be chaired by the President; the House Committee shall be chaired by the Vice-Chairperson of the Board of Trustees; the Chair of the Investment Committee shall be selected by the Chairperson of the Board of Trustees from one of the two Board of Trustees members; and the Chairperson of the Annual Games Committee shall be appointed by the Highland Games Steering Committee. Members of standing committees shall be selected by the committee Chairperson in consultation with the Board of Trustees or the President, as appropriate.

Section 18.04 Committees shall meet at the call of the Chairperson.

ARTICLE XIX – EXPULSION OF MEMBERS

Section 19.01 No member shall be proposed for expulsion from the Society for cause, unless and until written charges, signed by not fewer than 5 percent of the members currently in good standing, have been made and submitted to the Executive Committee.

Section 19.02 Upon receipt of charges, the Executive Committee shall notify the member in question and shall then appoint three members of the general membership as an investigation committee. This committee shall undertake an investigation of the charges and shall make its report to the Executive Committee. Opportunity for explanation and defense must be given to the member in question.

Section 19.03 At the first regular meeting following receipt of the investigating committee's report, the Executive Committee shall report on the charge and the results of the investigation and recommend dismissal of the charges or expulsion. A vote to dismiss charges or expel the member shall be taken at the next general membership meeting of the Society. The Executive Committee shall have notified the members by mail of the contemplated action.

Section 19.04 A motion for expulsion must be passed by a two-thirds majority of those present and voting.

ARTICLE XX – RECALL OF TRUSTEES AND ELECTED OFFICERS

Section 20.01 A petition for recall of one or more trustees or elected officers may be submitted at any time. This written petition, specifying in detail the reasons for the proposed action and signed by not fewer than 5 percent of the members currently in good standing, shall be delivered to the Chairperson of the Board of Trustees in the case of a Trustee or to the President in the case of an elected officer.

Section 20.02 The Board of Trustees or the Executive Committee, as appropriate, shall immediately notify the Trustee(s) and/or officer(s) concerned of the receipt of this petition. A meeting of the Board of Trustees or the Executive Committee shall be held as quickly thereafter as possible. Those affected shall be permitted to attend this meeting and to speak on their own behalf.

Section 20.03 At the first general membership meeting following this meeting, a report shall be made by the appropriate body to the membership regarding the petition. The reporting body shall have notified the members by mail of the recall petition and the date on which a vote is to be taken.

Section 20.04 A motion to recall a Trustee or elected officer must be passed by a two-thirds majority of those present and voting.

ARTICLE XXI – CELEBRATIONS AND TRADITIONAL SCOTTISH ACTIVITIES

Section 21.01 The Society shall celebrate annually St. Andrew's Day and the birthday of Robert Burns on a suitable date close to the actual dates of those events. In addition, a Highland Games and a Kirking-of-the-Tartan shall also be held.

Section 21.02 Traditional Scottish-like activities, such as ceilidhs, a Tartan Ball, and a celebration of Hogmanay, shall be encouraged.

ARTICLE XXII – INDEMNIFICATION OF OFFICERS AND TRUSTEES

Section 22.01 To the full extent permitted by law, the Society shall indemnify the following:

a. A person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, other than an action by or in the right of the Society, by reason of the fact that the person is or was a member, Director, Trustee, officer, employee, or agent of the Society, or is or was serving at the request of the Society as a Director, member, officer, partner, Trustee, employee, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust or other

enterprise, whether for profit or not for profit, against expenses, including reasonable and necessary attorneys' fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit, or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Society or its members, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe that conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Society or its members and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

b. A person who was or is a party to or is threatened to be made a party to a threatened, pending or completed action or suit by or in the right of the Society to procure a judgment in its favor by reason of the fact that the person is or was a member, Director, Trustee, officer, employee, or agent of the Society, or is or was serving at the request of the Society as a member, Director, officer, partner, Trustee, employee, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise whether for profit or not against expenses, including reasonable and necessary attorneys' fees, and amounts paid in settlement incurred by the person in connection with the action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Society or its members. However, indemnification shall not be made for a claim, issue, or matter in which the person has been found liable to the Society unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability, but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for expenses which the court considers proper.

c. To the extent that a Director, officer, employee, or agent of the Society has been successful on the merits or otherwise in defense of an action, suit, or proceeding referred to in section (a) or (b), or in defense of a claim, issue, or matter in the action, suit, or proceeding, the successful party shall be indemnified against expenses, including reasonable and necessary attorneys' fees incurred in connection with the action, suit, or proceeding and in any action, suit, or proceeding brought to enforce the mandatory indemnification provided in this section.

d. An indemnification under section (a) or (b), unless ordered by a court, shall be made by the Society only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee, or agent is proper in the circumstances because the person has met the applicable standard of conduct set forth in sections (a) and (b). This determination shall be made in any of the following ways:

(1) By a majority vote of a quorum of the Board consisting of Directors who were not parties to the action, suit, or proceeding.

(2) If the quorum in subdivision (1) is not obtainable, then by a majority vote of a committee of Directors who are not parties to the action. The committee shall consist of not less than two disinterested Directors.

(3) By independent legal counsel in a written opinion.

(4) By the members of the Society.

e. If a person is entitled to indemnification under section (a) or (b) for a portion of expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement but not for the total amount thereof, the Society may indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

f. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in section (a) or (b) may be paid by the Society in advance of the final disposition of the action, suit, or proceeding upon receipt of an undertaking by or on behalf of the Director, officer, employee, or agent to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by the Society. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured.

g. The indemnification or advancement of expenses provided under sections (a) to (f) is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Articles of Incorporation, Bylaws, or a contractual agreement. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses. The indemnification provided in sections (a) to (f) and this section continues as to a person who ceases to be a Director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of the person.

h. The Society may, in the discretion of the Board of Trustees, purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Society, or is or was serving at the request of the Society as a Director, officer, employee, or agent of another corporation, business corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against the person and incurred by the person in any such capacity or arising out of the person's status as such, whether or not the Society would have power to indemnify the person against such liability under sections (a) to (g).

i. For purposes hereof, all references to the Society herein shall also include all constituent corporations absorbed in a consolidation or merger and the resulting or surviving corporation or business corporation, so that a person who is or was a member, Director, Trustee, officer, employee, or agent of the constituent corporation or is or was serving at the request of the constituent corporation as a Director, member, officer, partner, Trustee, employee, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise whether for profit or not shall stand in the same position under the provisions of this section with respect to the resulting or surviving corporation or business corporation as the person would if the person had served the resulting or surviving corporation or business corporation in the same capacity.

ARTICLE XXIII – AMENDMENTS

Section 23.01 Amendments to these Bylaws 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 23.02 At the monthly general membership meeting following introduction, the Secretary shall read the full text of the proposed amendment(s) and the President shall advise the membership of the recommendation(s) of the Executive Committee as to adoption or rejection and the reasons therefor. If the recommended action is rejection, the Committee's report may indicate what, if any, changes might make the proposed amendment acceptable.

Section 23.03 The text of the proposed amendment(s) and the Executive Committee's recommendation shall then be published in a prominent position in the next issue of the Highland Fling. In this article, it shall be indicated that a vote will be taken at the next general membership meeting and this notice shall constitute appropriate notification to the membership. Amendments must be approved by a two-thirds majority of those present and voting.

Section 23.04 No amendment to these Bylaws shall authorize the officers or Trustees to conduct the 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.

Adoption: January 8, 1990
Amended: April 1, 1991
Amended: June 1, 1992
Amended: April 1, 1996
Amended: June 7, 1999
Amended: May 1, 2000
Amended: June 6, 2005 – Section 16.03

- Amended: September 11, 2006 – 501(c)(3)
- Amended: November 5, 2007 – Financial and Audit Guidelines
- Amended: June 7, 2010 – All members voting privilege
- Amended: November 7, 2011 – Membership Dues & Fee increases & Life Membership
- Amended: November 4, 2013 – Membership Qualification & Communications and other Committee responsibilities
- Amended: January 9, 2015 - Section 14.07 - Increased Check Co-Sign requirement to \$1,000 or more.
- Amended: February 1, 2016 - Article XVIII Section 18.01 - Committees.
- Amended: December 3, 2018 - Article XVI Section 16.03 - General Membership