

Saint Andrew's Society of Williamsburg

Constitution and Bylaws

The Revision approved at a Membership Meeting October 26 2008

Article I NAME

The name of the Society is "Saint Andrew's Society of Williamsburg." The contraction "St." may be used. The phrase "The Society" may be used in reference to the Society, but the article "The" is not to be used before the words "St. Andrew's".

Article II OBJECTIVES

The objectives of the Society are to perpetuate awareness and appreciation of Scottish history, traditions and culture and the contributions of Scotland and Scots to local, regional and national development, to promote social intercourse and cooperation among its members, to support Scottish heritage and welfare through appropriate charitable contributions to individuals, groups and organizations who have applied to and been approved by the Society for assistance and, finally, to possess and exercise all the powers conferred by the laws of the Commonwealth of Virginia upon incorporated bodies.

Article III MEMBERSHIP

Section 1. Members

- A. General. Members of the Society shall be individuals (except as provided in Section D, hereafter) at least age 21 who may be active or honorary members. Active membership shall be limited to individuals who were born in Scotland or who are lineally descended from a native of Scotland. All elections to membership shall be by unanimous vote of the Directors at a duly constituted meeting of the Board of Directors of the Society. (Hereafter "Directors" or "the Board".)
- B. Active Members.
 - a. Active membership shall be limited to individuals who were born in Scotland or who are lineally descended from a native of Scotland. All elections to membership shall be by unanimous vote of the Directors at a duly constituted meeting of the Board of Directors of the Society. (Hereafter "Directors" or "the Board".)
 - b. Active membership will be extended to all members of the same family domiciled at the same location and meeting the requirements of the Society for membership. Initiation fees and membership dues are in accordance with the amounts that are prescribed in the society's Dues & Fee schedule at the time of acceptance. The fee schedule is attached as an appendix to these By-laws.
 - c. Applications for membership shall be on a form supplied for such purpose by the Society and endorsed by at least two members of the Society in good standing attesting that the applicant is qualified. Upon meeting all the requirements for membership and having been approved by the Board of Directors, the applicant is entered on the membership rolls as "Active Member."
 - d. Active members may apply to the Board of Directors for approval to be designed as a Life Member. Upon approval of the Board of Directors, the applicant will become a Life Member upon payment of the single sum life membership dues as established by a majority of members present at an Annual General Membership (AGM) Meeting and as shown in Appendix 1 – Dues & Fees Schedule.
- C. Honorary Members.
 - a. Honorary Members shall be subject to all provisions of the Constitution and Bylaws of the Society and have all the rights and privileges of Active Members except the right to vote, hold elective office, or attend the AGM, but shall not be required to pay dues. Widows of deceased members and "Scots of the Year" are automatically accorded Honorary Membership in the Society. Scots of the Year who are active members will retain their rights to vote and to hold elective office and remain responsible for dues payment.
 - b. Others selected for honorary membership are nominated at the discretion of the President of the Board and with the approval of the Board. (Hereafter the word "Bylaws" shall be taken to mean "Constitution and Bylaws".)

- D. Friends of the Society.
 - a. All family members of an active member, regardless of membership status, are considered “Friends of the Society” and are strongly encouraged to attend all Society social functions and events.
 - b. Friends of the Society have all the rights and privileges of membership except right to vote, hold office in the Society, or the right to attend the Society’s AGM Meeting.

Section 2. Initiation Fee and Dues

- A. Dues. Every applicant for membership receiving a favorable ballot may become an active member of the Society *with* payment of an initiation fee and annual dues. These shall be in amounts determined by a majority vote of the members present at an annual meeting. Annual dues are payable on the first day of each calendar year, except for the first, which is payable upon admission to membership. Dues of members admitted after September 30 shall apply for the period extending from the date of admission through December 31 of the following year. Members on active military duty, if transferred out of the area, may upon written request approved by the Board have their dues waived.
- B. Waiver of Dues. Upon application by the member, any active member age 80 years or above and has five years or more of active membership is not required to annual dues.
- C. Life Membership. Life Membership is extended to any active member in good standing. A single payment is detailed on the dues & fee schedule appendix to these By-laws and is based upon a figure ten times the annual dues. All Life Membership funds collected are to be set aside in an investment and only the interest from that account may be transferred into the general operating account of the Society.
- D. Symbols of Membership. Membership nametags, certificates, and other membership devices are given to Active members of the Society upon election to membership. Honorary Members and Friends of the Society can purchase nametags and certain devices for a fee, as prescribed by the Board of Directors.

Section 3. Termination of Membership

- A. For cause: Membership may be terminated by a unanimous vote of the Board of Directors.
- B. For Delinquency in payment of dues: Notices of delinquency to members whose dues have not been received by January 31 shall be mailed by February 10, with notice that if the delinquency is not corrected by March 10 following, recommendation will be made to the Board of Directors that the delinquent member’s membership be terminated. Any Member in good standing may, for whatever reason, terminate his/her Membership, to be effective at the end of the calendar year, by submitting a letter of resignation to the Society’s President.
- C. Reinstatement: Reinstatement to membership prior to July 1 of the year for which dues are in arrears is at the discretion of the Board of Directors and requires payment of the dues in arrears. Additionally, those members in good standing who leave the area and subsequently return after the passage of time may petition the Board of Directors for reinstatement without completing the required membership application process.
- D. Reapplication: Reinstatement to membership may not be made subsequent to the June meeting of the Board of Directors, or another called meeting prior to July 1 of the subject year. The delinquent, now terminated, former member may make a new application for membership in accordance with the provisions of this article, Sections 1 (B) and 2. Those members in good standing who have left the area and subsequently return after the passage of time may petition the Board of Directors for reinstatement without completing the required membership application process

Article IV DIRECTORS

Section 1. General Powers.

The affairs of the Society shall be managed by the Board and, except as otherwise provided by the certificate of incorporation, the Board shall be vested with all the powers of the Corporation. A majority of the board of directors must be present to constitute a quorum and allow for the valid transaction of Society business.

Section 2. Standard Operating Procedures.

Standard Operating Procedures (SOPs) may be developed and adopted by a majority vote of the Board of Directors to supplement, facilitate, and implement administrative procedures set forth in these By-laws. Any such procedures shall be subordinate to the provision contained in these By-laws. If such SOPs are established, they shall be maintained by the Secretary

from year to year as an Appendix to the By-laws and provided to all Board Members. Changes, additions, and deletions to such procedures may be proposed by any member of the Board of Directors. Upon review the change may be approved by a majority vote of member present at a regular meeting of the Board of Directors.

Section 3. Number and Qualification

The Board shall be sixteen in number. Directors must be members in good standing. No member shall be eligible for re-election to the Board until He/She shall have been off the Board for at least one year.

Section 4. Election of Directors.

At each annual meeting of the Society, four directors shall be elected for terms of four years. When a vacancy occurs, it shall be filled by appointment by the President of a member in good standing for the remaining duration of the vacated term. The president's appointment would subsequently be confirmed by the board.

Article V OFFICERS

Section 1. Election.

The officers of the Society shall be President, Vice President, Secretary and Treasurer and such others as may be appointed, as provided in Section 3 of this Article. At the first meeting of the newly constituted Board, the first order of business shall be for the new Board to organize itself by electing the officers named in this section.

Section 2. Removal of Officers

Any officer of the Society may be removed summarily with or without cause, at any time, by a resolution of a majority of all of the Directors.

Section 3. Other Officers.

Other officers may be elected by the Board, including one or more additional Vice Presidents, and one or more assistant Secretaries or assistant Treasurers and shall hold office for such term(s) as may be designated by the Board.

Section 4. Duties.

The officers of the Society shall have such duties as generally pertain to their offices.

- A. President. The President shall preside at all meetings of the Society and shall represent the Society at public functions. He/she shall execute in the name of the Society all legal instruments appropriate to the conduct of the Society's affairs.
- B. Vice President. The duties of the President, in his absence, shall devolve upon the Vice President.
- C. Secretary. The Secretary shall keep accurate written minutes of each meeting of the Society and each meeting of the Board. The Secretary shall attach the corporate seal to each document requiring it when signed by the President. The Secretary shall give notice of each meeting of the Society by mailing a notice thereof to each member. He/she may be assigned other duties by the Board. The Secretary shall also record the actions and activities at the Annual General Membership (AGM) Meeting. Further, the Secretary shall present the minutes of the previous at annual meeting at the AGM of the Society.
- D. Treasurer. The Treasurer will keep records of all receipts and expenditures and will provide an income statement at each meeting of the Board, showing the activity which took place in the immediately preceding period of time since the last meeting of the Board. The Treasurer shall also provide an income statement at each annual meeting of the Society, showing the activity which took place over the administrative period since the previous annual meeting. At each of those reporting times, the treasurer shall also report the status of each account in which assets are held, showing their values at the beginning and at the end of the periods being reported. Copies must be furnished to the Directors and, in the case of the annual meeting, made available to members. Further, all reports required for 501 © (3) organizations will be submitted to the Commonwealth in a timely manner.

Article VI MEETINGS

Section 1. Meetings of the Society.

- A. Stated meetings: The Annual General Membership Meeting shall be held in the last quarter of the calendar year at a time

and place designated by the Board.

- B. Special meetings: Special meetings of the Society may be called at any time by the President, by the Board of Directors, or by petition of any five members in good standing submitted to the Secretary. The business of any special meeting shall be confined to the purpose or subjects as stated in the announcement of the meeting.

Section 2. Meetings of the Board of Directors.

The Board shall meet each calendar month except July and August on such day and at such time and place as the President shall designate.

Sections 3. Voting.

At meetings of the Society and the Board, all questions shall be determined by a majority vote of the members present and in good standing, the President abstaining. In the event of a tie vote, the President shall cast the deciding vote. All voting shall be by voice unless an immediately preceding resolution was approved calling for a written ballot, and except as provided in Section 5, following.

Section 4. Order of Business.

Procedures at all meetings, unless specifically provided for in the Constitution and by-laws, shall be in accordance with "Robert's Rules of Order."

Section 5. Elections.

- A. The President shall appoint not later than May 1 a nominating committee of not less than three members in good standing and name the Chair. In addition, any five members in good standing may submit in writing a member's name for membership on the nominating committee if such name is furnished to the Secretary no later than May 1.
- B. The nominating committee shall inform the Secretary not later than June 1 of the names of proposed nominees for Director in a number not less than twice the number of Directors plus two to be elected at the next annual meeting. Any five members in good standing also may submit in writing to the Secretary not later than June 1 the name of a proposed nominee. Those proposed by the committee, together with those proposed by the membership will be presented to the Board at its June meeting, when they will be ranked by the Board in order of preference by secret ballot.
- C. The President will then contact each proposed nominee in order of the precedence established to ascertain that member's willingness to stand for election. When the President has secured commitment from a number of proposed nominees equal to the number of impending vacancies, he will inform the Board of the result at its August meeting. The secretary will prepare the ballot to be used at the Annual Meeting.

Article VII FUNDS

Section 1. General Policy.

The funds of the Society shall consist of a general fund and such other funds as the Board may establish. All assets of the Society shall be used exclusively to promote the objectives of the Society as stated in Article II. Neither the assets nor the income of the Society shall be distributed to any member other than in reimbursement for expenses incurred on behalf of the Society.

Section 2. General Fund.

The general fund consists of all financial assets of the Society.

Section 3 Special Funds.

The Board of Directors may establish special funds or accounts as may be convenient to the needs of the Society or the attainment of its objects as set forth in Article II. Upon termination or dissolution of any special fund by the Board of Directors or by the Society, any amounts which shall have been advanced from other funds shall be returned thereto, and any surplus of dissolution remaining shall be transferred or disbursed by the direction of the Board of Directors.

Article VIII AMENDMENTS.

These bylaws may be amended in whole or in part by an affirmative vote of two-thirds of the members present at the Annual General Membership (AGM) Meeting or special meeting convened for the purpose of amending the Society's bylaws. Providing notice of the proposal setting forth the proposed amendment and reason therefore shall be mailed by the Secretary to each member at his address of record, at least fifteen days prior to the vote upon the said amendment. The Secretary shall then receive any objections to or commentary in favor of the proposed amendment for announcement and discussion at the business meeting prior to

voting.

Article IX MISCELLANEOUS

Section 1. Seal.

The Seal of the Society shall be in the form of a circle and shall bear the full name of the Society within concentric circles and the words "organized 1968".

Section 2. Fiscal Year.

The fiscal year of the Society shall be the calendar year.

Article X DISSOLUTION.

If for any reason the Society is dissolved, all monies in the General Fund and any special funds remaining after all indebtedness have been paid will be donated to the Williamsburg Scottish Festival, Inc. (a tax-exempt organization). Should the Williamsburg Scottish Festival, Inc. no longer be in existence, then said monies shall be donated to another currently certified 501 ©(3) tax-exempt Scottish organization in Tidewater Virginia, the Commonwealth of Virginia or the District of Columbia (in that order), for use in its charitable and educational programs. The selection of said organization will be made by the Board of Directors.