

Saint Andrew's Society of Williamsburg



CONSTITUTION AND BY-LAWS

Approved at the Annual General Meeting, on 13 November 2022

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 and educational scholarships to individuals, groups and organizations who have applied to and been approved by the Society for assistance, to engage in activities that support local charities, 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.

- a. Members of the Society shall be individuals at least 18 years of age who may be Active, Associate, Senior, or Honorary Members.
- b. Applications for membership shall be on a form supplied for such purpose by the Society and shall be endorsed by at least two Members of the Society in good standing attesting that the applicant is qualified.
- c. All elections to membership shall be by a majority vote of the Directors of the Society at a duly constituted meeting of the Board of the Society (hereafter: "Directors" or "Board"). 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.

- d. 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, Associate Member, or Honorary Member.
 - e. Initiation fees and membership dues are in accordance with the Society's Dues & Fee Schedule at the time of acceptance. The fee schedule is attached as an appendix to these By-Laws. (Hereafter the word "By-Laws" shall be taken to mean "Constitution and By-Laws".)
- 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.
- C. Associate Members.
- a. Associate Membership is offered to all persons interested in Scottish history and culture or those who have demonstrated support and activity in promoting the Objectives of the Society.
 - b. Associate Members will have all privileges as an Active Member, except for voting, election to the Board of Directors, and holding elective office. Associate Members may chair and/or serve on committees when appointed by the President.
 - c. Applications for Associate Membership shall be on a form supplied for such purpose by the Society and shall be endorsed by two Active Members of the Society in good standing attesting that the applicant is qualified. Upon meeting all Associate Membership requirements and having been approved by the Board, the applicant is designated an Associate Member.
- D. Family Members.
- a. Active and associate membership may be extended to all members of the same family domiciled at the same location and meeting the requirements of the Society for active and associate membership.
- E. Senior Members.
- a. An Active Member who is 80 years of age or older and who has been a member for five years or longer and who has requested on the annual dues form that their annual dues be waived may be designated as a Senior Member.
 - b. Upon approval by the Board such Member may be designated as a Senior Member and is no longer required to pay annual dues.
 - c. Senior Members retain the right as an Active Member to attend and vote at the AGM but cannot serve as a Member of the Board or hold elected office. They may chair and/or serve on committees when appointed by the President.
- F. Life Members.
- a. Active and Associate Members may apply to the Board of Directors for approval to be designated as a Life Member.
 - b. Upon approval of the Board of Directors, the applicant will become a Life Member upon payment of the life membership dues.
- G. Honorary Members.
- a. Honorary Members shall be subject to all provisions of the Constitution and By-Laws of the Society and have all the rights and privileges of an Active Member, except the right to vote, serve as a Board Member, or holding elected office, but shall not be required to pay dues.
 - b. Widows and widowers of deceased Members and "Scots of the Year" are automatically accorded Honorary Membership in the Society. Scots of the Year who are an Active Member will retain their right to vote, serve as a Board Member, and to hold elective office and remain responsible for annual dues payment.
 - c. 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 "By-Laws" shall be taken to mean "Constitution and By-Laws".)

H. Friends of the Society

- a. All family members of a Member of the Society, 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 active membership except right to vote, serve as a Board Member, holding elected office, or the right to vote at the Society's AGM Meeting.

Section 2. Initiation Fee and Dues

A. Fees and Dues.

- a. Every applicant for membership receiving a favorable vote may become an Active or Associate 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 the AGM.
- b. Annual dues are payable on the first day of each calendar year, except for the first dues, which are payable upon admission to membership along with the initiation fee.
- c. 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 and approval by the Board, any Active Member age 80 years or above and who has five years or more of Active Membership is not required to pay annual dues.

C. Life Membership.

- a. Upon request and payment of Life Membership dues, Life Membership may be extended to any Active or Associate Member in good standing.
- b. The Life Membership payment is detailed on the dues & fee schedule appendix to these By-Laws and is based upon a fee consisting of ten times the amount of annual dues.

D. Symbols of Membership.

- a. Membership nametags, certificates, and other membership devices are given to Active and Associate Members of the Society upon election to membership and payment of the initiation fee.
- b. Honorary 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 February 28 shall be mailed by March 20, with notice that if the delinquency is not corrected by April 30 following, recommendation will be made to the Board of Directors that the delinquent member's membership be terminated.

C. Any Member in good standing may, for whatever reason, terminate their Membership, to be effective at the end of the calendar year or as requested by submitting a letter of resignation to the Society's President.

D. 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 prior to reinstatement.

E. Reapplication:

- a. 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 and 2.

- b. 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 and being assessed an initiation fee.

Article IV - DIRECTORS

Section 1. General Powers

The affairs of the Society shall be managed by the Board of Directors and, except as otherwise provided by the certificate of incorporation, the Board shall be vested with all the powers of the Corporation. At least 7 of the directors must be present, to include the President, Vice President, or Past President, to constitute a quorum and allow for the valid transaction of Society business. Directors will be counted as present, whether physically or electronically present. After January 1, 2023, the quorum will be 5 of the directors.

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 proposed change may be approved by a majority vote of Members present at a regular meeting of the Board of Directors.

Section 3. Number and Qualification

The Board shall be sixteen in number. After January 1, 2023, the board will be 12 in number. All Members of the Board must be Active Members in good standing. No Member shall be eligible for re-election to the Board until said Member shall have been off the Board for at least one year.

Section 4. Election of Directors

At each AGM of the Society, four directors shall be elected for terms of three years starting 1 January following their election. When a vacancy occurs, it shall be filled by appointment by the President of an Active Member in good standing for the remaining duration of the vacated term. The President's appointment will subsequently be confirmed by the Board.

Article V - OFFICERS

Section 1. General

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.

Section 2. Removal of Officers

Any Officer of the Society may be removed summarily with or without cause, at any time, by a majority vote 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. Additional officers: such as, Quartermaster, SPECTATOR Editor, and Color Sergeant may be appointed 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, shall represent the Society at public functions, and shall serve as an ex-officio member of all committees. The President 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. The Secretary will also maintain an updated listing of all Society Members and the Board of Directors, including addresses and other contact information. The Secretary shall also record the actions and activities at the AGM. Further, the Secretary shall present the minutes of the previous AGM at the AGM of the Society. The President and the Board may assign other duties as appropriate.
- 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 financial 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 AGM of the Society, showing the activity which took place over the 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 AGM, made available to all Members present. At the end of each year or upon the election of a new Treasurer, the outgoing Treasurer will submit all financial records to the President for audit by Active Members designated by the President. Upon completion of the audit copies of the audit report will be provided to all Members of the Board. Further, all reports required for 501(c)(3) organizations will be submitted to the Internal Revenue Service and the Commonwealth of Virginia in a timely manner and maintained by the Treasurer.

Article VI - MEETINGS

Section 1. Meetings of the Society

- A. Annual General Meeting (AGM): The AGM shall be held in the last quarter of the calendar year at a time and place designated by the Board. Notice of the AGM shall be provided to all Active Members by the Secretary by electronic means and/or by first class mail at least 15 days prior to the AGM, including any proposed changes to the Constitution & By-Laws and the Schedule of Dues & Fees to be voted upon at the AGM. During the AGM the President will submit the Annual Society Report followed by the Secretary's Report of the Minutes of the last AGM, the Treasurer's Report of the Financial Status of the Society, the Chairman of the Nominating Committee's Report and Request for Nominations from the Floor, and the election of the four new Directors.
- 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. Election of Directors and Society Officers

- A. The President shall appoint not later than June 1 a Nominating Committee of not less than three Members in good standing and shall designate one Member to serve as the Chair. The Nominating Committee will be responsible for identifying and confirming nominees to serve as Directors and Society Officers. 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 prior to June 1.
- B. The Nominating Committee shall inform the Secretary not later than September 15 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 September 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 September meeting, when they will be ranked by the Board in order of preference by ballot.
- C. The President will then contact each proposed nominee in order of the ranking 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 October meeting. The Secretary will prepare the ballot to be used at the AGM where the election will be conducted.
- D. At the November Board Meeting the Nominating Committee will announce the slate of nominees to serve as Society Officers during the following year. All nominees must have indicated to the Nominating Committee their willingness to serve in the nominated position.
- E. At the December Board Meeting which occurs after the AGM, prior to the new Board taking office the last item of business of the outgoing Board shall be the election of officers for the following year from the slate announced at the November Board. The President will open for nominations from the floor by any Active Member present. Any Board Member so nominated must confirm verbally that they are willing to serve in the nominated position. After all nominations are made, the President will conduct the election by verbal vote. All members of the next year's Board are eligible for election to any office,. The term of all elected officers

shall be one year and those elected shall be eligible for election to subsequent one-year terms in the same office.

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 operating assets of the Society.

Section 3. Ken Graham Educational and Charitable Fund

The Society has established a prime objective to encourage and promote the study of history, traditions, and culture of Scotland, to highlight the contributions and influence of immigrant Scots in the development of the United States, to promote, foster, undertake, and encourage research, education, and the dissemination of information concerning the history of Scots, and their traditions and culture.

To further this objective, there has been established the KEN GRAHAM EDUCATIONAL AND CHARITABLE FUND as established through a grant from Past President Ken Graham. This grant along with 25% of annual dues, and member donations allows the Society to award annual scholarships.

Section 4 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 objectives 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 By-Laws may be amended in whole or in part by an affirmative vote of two-thirds of the Members present at the AGM or a special meeting convened for the purpose of amending the Society's By-Laws. Providing notice of the proposal setting forth the proposed amendment and reason therefore shall be mailed and/or sent by electronic means by the Secretary to each member at his address of record, at least fifteen days prior to the meeting and 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 AGM or special 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 another Scottish 501c(3) organization as designated by the Board of Directors in accordance with Internal Revenue Service and the Commonwealth of Virginia laws and guidelines.

CERTIFICATION

I hereby certify that the foregoing revision of the Saint Andrews Society of Williamsburg Constitution and By-Laws adopted in 2014 were duly approved by a two-thirds vote of the Members present at the Annual General Meeting on November 21, 2021.

Signed: *Douglas Boller*

Date: November 13, 2022

Douglas Boller, President



SAINT ANDREWS SOCIETY OF WILLIAMSBURG

ANNUAL DUES AND FEES SCHEDULE

Effective with the 2016 Dues

Individual Membership @ \$ 45

Initiation Fee @ \$ 20

Second Member in the Household @ \$ 25

Initiation Fee @ \$ 20

Associate Member @ \$ 45

Initiation Fee @ \$ 20

Life @ \$ 450 (Payable in two \$ 225 segments)

Note: Must be a Member in good standing

Senior Member – Members 80 years of age or older who have been a member 5 years or longer upon their request can have their annual dues waived

Dues adopted by vote of the 2015 AGM held on November 15, 2015

Appendix 1, Saint Andrews Society of Williamsburg Constitution and By-Laws, November 15, 2015