

By-Laws
of
St. Andrew's Society of the Eastern Shore



As amended October, 2022

BY-LAWS
OF
ST. ANDREW'S SOCIETY
OF THE EASTERN SHORE

ARTICLE 1. Name

The name of this Society is “St. Andrew’s Society of the Eastern Shore” (herein referred to as the Society).

ARTICLE 2. Objectives

The objectives of this Society shall be to dispense charitable and educational assistance to deserving Scots and their descendants, individuals, and organizations with a connection to Scotland and its heritage; to [provide opportunities for social networking of Scots](#); to perpetuate Scottish traditions and culture; and to have and exercise all the powers conferred by the Laws of the State of Maryland upon said Society. Except for occasional charitable donations made through the Society’s Almoner, no part of the net earnings of this Society shall inure to the benefit of any private member or individual.

ARTICLE 3. Members

3.1 LIMITATIONS AND CLASSES

Membership is limited to natives of Scotland, descendants of Scots and friends of Scotland as they have defined their connection to Scotland. Membership shall consist of Regular, Junior, Life, Honored Life and Honorary Members. Unless otherwise designated herein, the word member shall mean Regular, Life, or Honored Life. The use of the masculine gender shall be construed to include the feminine.

3.2 REGULAR MEMBERS

Regular Members are those approved applicants qualifying under Paragraph 3.1, and Paragraphs 3.2.1 through 3.2.3.

3.2.1 A person wishing to become a member of the St. Andrew’s Society shall request a membership application from any Regular Member or from the SASES web site. Upon completion of the application for membership, the application shall be sent to the Membership Chair or Treasurer with payment of dues. The application shall be presented to the Board of Managers for vote. If the application is not accepted, the dues payment shall be refunded.

3.2.2 The Membership Chairman shall submit the name of the proposed member to the Board, which at that time will vote on the applicant. The Secretary shall record results of the vote in the Minutes of the Board meeting. Election to membership shall be by majority vote of the quorum present. Upon favorable action on any application for membership, the Membership Chairman shall advise the applicant of his acceptance. A

new member packet shall be sent to the new member and the name of the new member shall be circularized among the membership by means of a notice in the Bagpiper.

3.2.3 Upon unfavorable action on any application for membership, the Membership Chair shall advise the Treasurer and the applicant's check shall be returned. The action of the Board with respect to acceptance or rejection of applications for membership shall be final, and no Board member shall be required or be called upon for any explanation of his reasons for rejecting or accepting any proposed member.

3.3 LIFE MEMBERS

A Regular Member may elect to pay a sum to be set by the Board to the Society in lieu of all future dues, and upon such payment shall be designated a Life Member. The amount payable for such designation may from time to time be varied by the Board; however, no such variation shall in any way affect the permanent status of a Life Member who has become one prior to such variation. Life Members of this Society shall be entitled to all the privileges and shall assume all obligations of Regular Members.

3.4 HONORED LIFE MEMBERS

The Board may, by unanimous vote, elect to Honored Life Membership any Regular or Life Member of this Society. Honored Life Members shall be entitled to all privileges of Regular Members.

3.5 HONORARY MEMBERS

Any person who is of distinguished standing, and who is a Scot or descendant of a Scot, and who is not a member of this Society may be elected by unanimous vote of the Board to Honorary Membership. Honorary members do not have voting privileges.

3.6 JUNIOR MEMBERS

Any person under the age of 18 who is actively engaged in the traditions and culture of Scotland may apply for membership, can attend all functions but will not have voting privileges until the age of 18. Application process is pursuant to paragraph 3.2.

3.7 SPOUSES OF DECEASED MEMBERS

The spouse of a deceased member, upon making a yearly contribution in an amount equal to one-half of the current dues, shall continue to have non-voting privileges of the Society, as long as he or she does not remarry.

3.8 VOTING PRIVILEGES

Regular, Life, and Honored Life Members in good standing shall be entitled to vote at all Stated and Special meetings of this Society.

3.9 FEES AND DUES

3.9.1 Regular Members shall pay an initiation fee, if any, and such dues as from time to time shall be adopted by the Board

3.9.2 Upon application, the Board may exempt Regular Members from payment of dues for specific periods of time for extraordinary reasons i.e., health, dire need, Federal/military service etc.

3.9.3 Members of the clergy may be exempted from payment of initiation fees and dues under Article 3.8.1 at the discretion of the Board.

3.9.4 Honored Life and Honorary Members are excused from payment.

3.9.5 Except as provided under Article 3.9.2 nonpayment of dues for a period of three months shall constitute delinquency and automatic forfeiture of good standing. Within the two-month period following the loss of good standing, the Treasurer shall communicate with the member calling his attention to the Section of the By-laws. Non-payment of dues for a period of six months shall result in automatic termination of membership, unless waived pursuant to b. above.

3.9.6 Any new member accepted in July through October shall pay one half annual dues. New members joining in November or December will not be invoiced until the upcoming fiscal year.

3.10 RESIGNATION AND RE-ELECTION

Any member may resign his membership by written notice to the Membership Chairman, who shall report such notice to the Treasurer and to the Board at its next meeting.

In case of resignation and subsequent re-election in accordance with Article 3.2 the new date of membership shall be the date of re-election. Full current year's dues shall be paid in the event of re-election.

3.11 DISCIPLINARY PROCEEDINGS

If any member of the Society is charged in writing by any other member or members with conduct injurious to the character or welfare of the Society, the Board shall cause a statement of such charge (together with notice of not less

than ten days stating the time and place where the Board will meet for the consideration thereof) to be mailed to the member charged at his address as it appears on the records of the Society.

At the time and place specified in the notice, the Board shall consider the charge and an opportunity to be heard shall be given the member charged. If the Board is satisfied of the truth of the charge, the member may, by vote of two-thirds of the Board members present at the meeting, be censured, suspended for a period not to exceed one year, or expelled; provided however, that no member shall be suspended or expelled unless at least nine members of the Board vote in favor of such suspension or expulsion.

No dues paid by any member who is suspended or expelled shall be refunded.

ARTICLE 4. Officers

4.1 DESIGNATION

Officers shall be chosen from among Regular Members of the Society. There shall be a President, Vice President, Secretary, Treasurer, and Corresponding Secretary.

4.2 NOMINATION AND ELECTION

4.2.1 At least two months prior to the Annual Business Meeting the Nominating Committee shall submit to the Board a slate of Regular Members for all such offices. The slate shall, at least one month prior to the Annual Business Meeting, be circulated by mailing to the membership. No one shall be nominated for more than one office. No one shall be eligible for office unless he has been a member in good standing for at least one year.

4.2.2 Election of officers shall be held at the Annual Business meeting. Nominations may also be made from the floor. A majority of votes cast shall be necessary for elections. Officers so elected shall take office at the conclusion of the Annual Dinner and serve for two years and thereafter until their respective successors are duly elected.

4.3 VACANCY

In the event of death, resignation or inability to act of any of the elected officers, the vacancy shall be filled in the following manner:

4.3.1 President – the Vice President shall become President.

4.3.2 Secretary, Treasurer, Corresponding Secretary– the Board shall appoint a Regular Member to fill the vacancy for the unexpired portion of the term.

4.3.3 In the event that the President and the Vice President are unable to act, the Treasurer, followed by the Secretary shall preside.

4.3.4 The term “inability to act” shall be interpreted by the Board at its discretion.

4.4 DUTIES OF OFFICERS

All elected officers shall be ex-officio members of the Board.

4.4.1 **President**

The President shall be the Chief Executive Officer of the Society, shall preside at all of its meetings and shall, ex-officio, be Chairman of the Board. The President shall make such appointments as are required by Article 6 and maintain possession of a copy of the Society’s electronic financial records as provided by the Treasurer at each monthly Board Meeting.

4.4.2 **Vice President**

He shall be Chairman of the Ways and Means Committee and the Program Committee and shall perform such other duties as the President may assign. In case of the President’s absence or inability to act, the Vice President shall have all the powers and perform the duties of the President.

4.4.3 **Treasurer**

4.4.3.1 The Treasurer or his designee shall, subject to the Provisions of Article 5.4.1 have custody of the funds and investments of the Society. The Board may require that the Treasurer give a bond in such amount as it may determine. He shall keep regular accounts of the Society’s receipts and disbursements and of its general financial condition. The Treasurer shall use the financial accounting software package provided by the Board as the exclusive accounting system of the Society.

4.4.3.2 Unless waived by the membership, the Treasurer shall at each Stated Meeting submit a financial report of the Society. At each monthly Board Meeting, the Treasurer shall submit a financial report of the Society. In addition to any paper report, the Treasurer shall give to the President, or the Vice-President in the absence of the President, an electronic backup copy of the current Society’s financial accounting software package records along with any other electronic financial records and financial information, with all passwords and other log-on information necessary to fully access the electronic files. This establishes a second electronic copy of the Society’s financial records.

- 4.4.3.3 All disbursements by the Treasurer in excess of One Thousand Dollars (\$1,000.00) shall first be approved by the Board. The Treasurer shall retain as part of the Society's financial records these Board approvals.
- 4.4.3.4 The Treasurer or his designee shall deposit the funds of the Society in such banking and other financial institutions as the Board may designate. The Board shall ensure an Officer or an At-Large Board Member is a second Society official, with at a minimum full read-only on-line access, on each bank, investment or other financial institutions' account the Society may have. The Treasurer shall give the President and the Secretary a listing of all the accounts and which Society officer or Board member is on each account.
- 4.4.3.5 The Treasurer shall be responsible for filing any reports and notices that may be required by the Internal Revenue Service and the State of Maryland. The Board shall approve all such reports and filings. Copies of these reports and filings shall be filed with the Secretary.
- 4.4.3.6 The Treasurer or his designee shall mail to the membership the yearly dues bill and shall send similar notices to Spouses of Deceased Members.
- 4.4.3.7 The Treasurer or his designee shall receive all initiation fees and annual dues and deposit them in the appropriate bank account of the Society.
- 4.4.3.8 The Treasurer or his designee shall distribute all monies approved by the Board and shall be a member of the Ways and Means Committee.
- 4.4.3.9 The Treasurer or his designee shall have custody of the Post Office Box key and shall collect the Society's mail.
- 4.4.3.10 The Treasurer and the Communications Chair shall prepare a Roster of the members of the Society when necessary, giving their physical addresses, email addresses, and phone numbers, and shall distribute this roster to each member of the Society.

4.4.4 Secretary

- 4.4.4.1 The Secretary shall prepare and keep in permanent form the Minutes of all meetings, showing, in the case of Board Meetings, the names of all members in attendance. The Secretary shall keep in permanent

form the financial reports of the Treasurer, lists of all financial accounts, copies of reports and filings to the Internal Revenue Services and the State of Maryland, and all financial actions taken by the Board.

4.4.4.2 He shall have copies made of the Minutes of each meeting of the Board and shall be responsible for mailing them to all Board members. He shall, by means of a paragraph in the Minutes, advise the Board members of the time and place of the next meeting.

4.4.4.3 He shall keep and maintain a calendar of meetings, events and administrative timelines and provide to the Board and/or membership as necessary.

4.4.5 Corresponding Secretary

4.4.5.1 He shall act as liaison with other St. Andrews Societies.

4.4.5.2 He shall send greetings to both international and national St. Andrews Societies on the occasion of St. Andrews Day.

4.4.5.3 He shall provide an exhibit of St. Andrews greetings from other societies and displays this at the Annual Dinner.

4.4.5.4 During key months of correspondence, he shall pick up associated mail at the post office.

4.4.5.5 He shall send other correspondence as directed by the President

ARTICLE 5. Board of Managers

5.1 MEMBERSHIP

There shall be a Board of Managers (herein referred to as the Board) consisting of the President, Vice President, Secretary, Treasurer, Corresponding Secretary, Immediate Past President, Committee Chairs and up to six members elected at large.

5.2 NOMINATION AND ELECTION

At least two months prior to the Annual Business Meeting the Nominating Committee, appointed by the President under Article 6 hereof, shall nominate at least two Regular Members of the Board, and shall promptly circulate by mailing such slate to the membership at the time it circulates the annual slate of officers. All nominations to the Board shall be for a three-year term. Election shall be provided for the election of officers. The retiring at large members of the Board who have

served a three-year term shall be ineligible for reelection to the Board for a period of one year with the exception that the number of years spent as an Officer do not count in the three years.

5.3 VACANCIES

In the event of a vacancy owing to death, resignation, inability to act or automatic termination, as defined in Article 5.4.4, of a Board member, the Board shall, at its next meeting, appoint a member to fill the vacancy for the unexpired portion of the term. When a member of the Board is nominated for an office under Article 4, his position on the Board shall not become vacant until he is elected to the office. When a vacancy occurs owing to such an election, nominations and election to fill such vacancy shall take place at the same meeting.

5.4 DUTIES

5.4.1 The Board shall have general supervision over the property and affairs of the Society. It may, by resolution, authorize the President, Vice President, Treasurer, any two of them, or all three, to disburse funds, by written check or electronic funds transfer, against the Society's banking accounts, endorse and transfer securities of the Society, and have access to any safe deposit box of the Society. The Board shall first approve any commitment made in the name of the Society in excess of One Thousand Dollars (\$1000.00) except in extreme emergencies and then with the approval of the President and Vice President. Any emergency funding shall be reported to the Board and recorded in the Minutes of the next Board meeting. The Board may authorize discretionary funds to the President and the Almoner as required for their duties. The Board shall approve the annual budget of the Society. It shall have custody of any library, archives, banners, flags and regalia of the Society. The Board shall provide the Treasurer a financial accounting software package to be used as the exclusive accounting system of the Society.

5.4.2 The Board shall meet on the first Tuesday of each month to transact the general business of the Society.

5.4.3 At such meetings, the Board shall consider and act on applications to the Society for assistance. The Board may give immediate assistance out of the then-available funds of the Society.

5.4.4 Regular attendance is required of each member of the Board. Failure of a member to attend three consecutive meetings (without reasonable excuse) shall terminate his membership on the Board and create a vacancy thereon.

5.4.5 A simple majority of the Board shall constitute a quorum for the transaction of business.

5.4.6 The Board shall appoint three Society members to conduct an annual review of the Society's financial records to be completed and reported to the Board no later than the April Board Meeting of the following year. No officer may serve on this review and only one Board Member at Large may serve. At least once each five years, the Board shall hire an outside accountant to review the Society's financial records. These reviews shall ensure the:

5.4.6.1 The financial records are accurate and complete.

5.4.6.2 That all required Internal Revenue Service and State of Maryland reports and filings that may be required are in fact filed on time and incorporate accurate and complete information.

ARTICLE 6. Committees and Appointed Positions

At the first meeting of the Board after the beginning of the Fiscal Year, the President with the concurrence of the Board, shall as stated in Article 4.4.1, appoint members to the following committees and positions. Chairmen of committees and those in appointed positions are encouraged to attend meetings of the Board.

6.1 STANDING COMMITTEES

6.1.1 Ways and Means Committee. This committee shall consist of the Vice President as Chairman, the Treasurer and two or more members of the Society. It shall be responsible for development of any Foundations of the Society established by the Board. It shall keep under review the investments of the Society, and make recommendations to the Board for changes in the investment program as well as the investment of accumulated cash.

6.1.2 Nominating Committee.

The Nominating Committee shall consist of a Chairman and four members. Not more than two members may be officers of the Society, and only one, shall have been a member of the committee for the previous year. The Committee shall present a slate of regular members for the elected officers and two nominees for vacancies on the Board.

6.1.3 Executive Committee

The Executive Committee will be made up of the Officers of the Society and shall meet and take action when needed or when the Board is unable to meet.

6.1.4 Membership Committee.

The Membership Committee shall consist of a Chairman and two or more members. The Committee shall review applications for membership and report to the Board its findings, notify new members of their election and send a welcome packet, maintain a record of the names of all Regular, Life, Honored Life and Honorary members of this Society together with current addresses and dates of election, and shall design the membership application - with the approval of the Board. The Committee develops and recommends initiatives for membership solicitation and recruitment.

6.1.5 The Communications Committee

The Chair of the Committee shall coordinate the Society's various publications and media including the website, membership directory, Facebook page, the Bagpiper and the press to inform the membership and general public of the Society's activities.

6.2 OTHER COMMITTEES

Other committees may be established by the President or created by action at a Stated or Special Meeting or by the Board. The membership of such committees shall be appointed by the President as required.

6.3 DUTIES OF APPOINTED OFFICIALS

At the first meeting of the Board after each Annual Business Meeting, the President with the concurrence of the Board shall appoint the following officials who shall serve until their successors are appointed.

6.3.1 The Almoner shall perform such charitable and benevolent duties as the Board requires and shall make a report at each Board meeting. The Almoner shall also maintain dates of deceased members.

6.3.2 The Chaplain shall perform the religious duties customary at the meetings of the Society and shall by his counsel and advice, promote harmony and goodwill among the members. He shall also visit such sick or distressed persons as may be recommended to him by the Board, the Physician or Almoner.

6.3.3 The Historian shall be responsible for recording and preserving in suitable form the history of the Society. Each year he shall place such permanent records in the Archives of the Society.

6.3.4 The Assistant Treasurer shall assist in carrying out the responsibilities of the Treasurer.

ARTICLE 7. General Membership Meetings

7.1 STATED MEETINGS

The Society shall hold three Stated Meetings a year: winter, spring and fall. The fall meeting shall be the Annual Business Meeting.

7.2 SPECIAL MEETINGS

7.2.1 The President may, or upon the written request of at least seven members of the board or one-third of the membership of the Society, call a Special Meeting of the Society.

7.2.2 The Secretary shall give all members at least ten days written notice of such Special meeting, specifying the business to be transacted thereat. And at such meeting, no business shall be transacted other than that designated in the notice thereof.

7.3 QUORUM

Ten Regular Members, exclusive of Board and Officers shall constitute a quorum at all Stated and Special Meetings.

7.4 ORDER OF BUSINESS

The presiding officer shall conduct the business of the Society, unless otherwise ordered according to the following order of business:

7.4.1 Opening prayer

7.4.2 Reading of the Minutes

7.4.3 Report of the Treasurer

7.4.4 Report of the Board

7.4.5 Reports of Committees

7.4.6 Unfinished business

7.4.7 New business

7.4.8 For the Good of the Order

7.4.9 Adjournment

7.5 RULES OF ORDER

Meetings shall be conducted in accordance with **Robert's Rules of Order, Revised**, except when in conflict with the provisions hereof.

ARTICLE 8. Fiscal Year

The fiscal Year of the Society shall be from January 1 to December 31 of the calendar year.

ARTICLE 9. Seal and Membership Card

9.1 SEAL

The Seal of the Society shall bear the motto of the Society: Nemo Me Impune Lacessit, which translates: “No one can attack me with impunity.”

9.2 MEMBERSHIP CARD

Each member shall be given a membership card signed by the Treasurer or by the Membership Chairman.

ARTICLE 10. Amendments

10.1 POWER TO AMEND

The members shall have full power to make, alter and repeal any Article of the By-laws at any Stated Meeting or Special Meeting, provided the requisite proposal and notice have been first made and given.

10.2 PROCEDURE

The Board by resolution or any ten members in good standing desiring to amend the By-laws shall give notice in writing to the Secretary of the proposed amendment, setting for the same, in full, both to the exact language of the paragraph or paragraphs proposed to be amended, and as to the same as would appear containing the proposed amendment. A copy of such existing paragraph and the proposed amended paragraph shall then be mailed by the Secretary to every member at least 30 days prior to the Stated Meeting. A majority vote of two-thirds of the members present is required to amend the By-laws.

ARTICLE 11. Distribution of Assets upon Dissolution

Upon the dissolution of the Society, the Board shall after paying or making provision for payment of all the liabilities of the Society dispose of all of the assets of the Society exclusively for the purposes of the Society, as set forth in Article 2 of these By-Laws, to one or more organizations within or outside the State of Maryland that at the time are qualified under Section 501(c)(7) or Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any further law), as the Board shall determine. (Board to determine whether distribution of funds restricted to organization with Scottish connection or heritage).

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