

BYLAWS OF THE ST. ANDREW'S SOCIETY OF VERMONT

1. **Name:** The St. Andrew's Society of Vermont

2. **Purpose:** Per Constitution

3. **Membership:**

3.1. Application:

3.1.1. Form: Shall be made on a form established by the Secretary and shall include the full name; home and business address; phone number and email, if available; profession or occupation; place and date of birth. It shall include the applicant's line of descent or relationship to one of Scottish descent. It shall be signed by the applicant.

3.1.2. Submission: Applications shall be accompanied by the membership fee, equal in amount to one year's dues, submitted through the Secretary and forwarded to the Board of Directors.

3.1.3. Election: Election to membership shall require a majority vote of the Board of Managers or of the Executive Committee acting on their behalf.

3.1.4. Award: Following election, the applicant is entitled to all the benefits of membership upon payment of the current year dues

3.2. The classes of membership shall be:

3.2.1. Regular Member: a member of legal age and is entitled to all privileges of membership

3.2.2. Junior Member: a member under the legal age and is not entitled to participate in deliberations, to vote or to hold office.

3.2.3. Family Membership: shall consist of both spouses and all children under the age of 18. Both spouses are Regular Members. Children under 18 are Junior Members

3.2.4. Life Member: A Regular Member, who has paid lifetime dues, as elsewhere provided, or granted Honorary Membership, and who remains entitled to all privileges of membership.

3.2.5. Honorary Member: a Member who has been exempt from all dues for service to the Society and elected to that honor as provided below.

3.2.5.1. By Merit: Honorary membership may be conferred upon a member who has manifested unusual or exemplary service to the Society. Nomination may be made by a unanimous vote of the Board of Managers or by a petition signed by not less than twenty members in good standing and submitted through the Board of Managers. Such conferral requires a three fourths vote of all members present at a properly warned meeting

3.2.5.2. By Age and Service: After attaining the age of 75, a member with 20 years of membership in good standing may be made an Honorary Member by a majority vote of the Board of Managers without fee..

3.3. Dues: The amount of annual dues shall be set by the Board of Managers within the following guidelines:

3.3.1. Regular and Junior Members: Dues shall be not less than ten dollars (\$10.00) nor more than twenty dollars (\$20.00) annually.

3.3.2. Family Membership: Dues shall be not less that fifteen dollars (\$15.00) nor more than thirty-five dollars (\$35.00)

3.3.3. Life Members: A members may become a Life Member upon a lump-sum payment of twenty (20) times the current dues and thereafter is exempt from annual dues.

3.4. Dues Billing: Annual dues shall be due and payable on January 1st of each year. The Secretary shall issue dues billing not later than December 1st for the ensuing year. A second notice shall be sent to delinquent members in May of the year in which they become delinquent.

3.5. Suspension or Expulsion:

3.5.1. Non Payment of Dues: A member who is delinquent in his dues for one year shall be automatically suspended from membership and so notified by the Secretary.

3.5.2. Misconduct: A member may be expelled for misconduct for any action that tends to bring discredit to the Society. Expulsion requires a written, signed complaint expounding the misconduct and signed by a member in good standing. The accused member shall be notified of the complaint. The complainant and the accused shall be allowed to present their case to the Board of Managers who shall determine the validity of the complaint. Expulsion shall require a three-fourths vote of the Board of Managers.

3.6. Restoration:

3.6.1. Automatic: Membership from suspension may be restored by the Secretary within one year of suspension upon payment of delinquent and current year dues.

3.6.2. By Election:

3.6.2.1. From Suspension: Membership from suspension may be restored by majority vote of the Board of Managers upon payment of at least one year's dues in arrears plus the current year dues.

3.6.2.2. From Expulsion: Upon petition by the expelled member, the Board of Managers may restore membership by a unanimous ballot and under such addition constraints as they deem appropriate.

4. Officers

4.1. Term: The President, Vice President, Secretary and Treasurer shall be elected annually, from among the membership, to a one year term. The Directors shall be elected to a five year term. Officers shall take office immediately following their installation which shall take place at the meeting at which they are elected or as soon thereafter as is practical. They shall serve until their successors are elected and installed in their stead.

4.2. Vacancy: A vacancy in elected office may be filled by special election, duly warned and called for that purpose, thirty day notification thereof being sent to all members. Such elected officer shall serve the remainder of the vacated term. Vacancy in an appointed office may be filled by appointment by the President.

4.3. Duties:

4.3.1. President: He is the chief executive officer and the presiding officer of the Society and shall exercise general supervision of the Society's affairs.

4.3.1.1. Presider: He shall preside at meetings, chair the Board of Managers and the Executive Committee, and have signatory authority for the Society for the general business of the Society.

4.3.1.2. Appointments: He shall appoint the appointed officers and committees as required by the Constitution and this Bylaw. He may appoint such other committees as he feels are necessary and appropriate.

4.3.1.3. Assemblies: Call such meetings as are necessary to conduct the business of the Society and as may be appropriate to fulfill its philosophical and social

missions and cause appropriate notice of the time, place, and purpose of the meeting to be given to the membership.

- 4.3.1.4. President's Fund:** Exercise direction of the President's Fund, if established.
- 4.3.2. Vice President:** He shall assist the President in the performance of his duties and in his absence he shall assume the duties of the President.
- 4.3.3. Secretary:**
 - 4.3.3.1. Records:** The Secretary shall hold and maintain the records and proceedings of the Society and make entry of the minutes of all membership and Board Meetings.
 - 4.3.3.2. Membership Rolls:** The Secretary shall maintain the membership rolls of the Society. When apprised of the death of a member the Secretary shall notify the President.
 - 4.3.3.3. Finances:**
 - 4.3.3.3.1. Dues:** The Secretary shall issue annual membership dues notices and keep record of the dues and fees accruing, and receive and record payment of the same.
 - 4.3.3.3.2. Income:** The Secretary shall receive all funds due and donated to the Society, keep an account of the same and turn them over the Treasurer.
 - 4.3.3.4. Correspondence:** The Secretary shall receive and issue correspondence for the Society and keep the President apprised of all correspondence received.
- 4.3.4. Treasurer:**
 - 4.3.4.1. Income:** The Treasurer shall receive all funds from the Secretary and keep regular accounts of the same.
 - 4.3.4.2. Disbursements:** The Treasurer shall make all disbursements of the Society's funds in alignment with the annual budget and at the direction of the Board of Managers.
 - 4.3.4.3. Accounts:** The Treasurer shall establish and maintain such accounts with financial or investment institutions as may be appropriate for the safe keeping and investment of the Society's funds, establishing himself and the Assistant Treasurer as signatories
 - 4.3.4.4. Reports:** The Treasurer shall make an accounting of all funds to the Society annually. He shall make a summary accounting to the Board of Managers at each Board meeting
- 4.3.5. Director:**
 - 4.3.5.1. Duties:** The Directors together with the Elected Officers and Immediate Past President shall constitute the Board of Managers which shall perform the duties hereinafter provided, and shall assume such other duties as directed by the President.
 - 4.3.5.2. Vacancy in President and Vice President Offices:** In case of a vacancy in the offices, or in the absence of, both the President and Vice President, the senior Director will assume the duties of the President on a pro tempore basis.
- 4.3.6. Assistant Treasurer:** The Assistant Treasurer shall assist the Treasurer in the performance of his duties and shall exercise alternate signatory authority on the accounts of the Society.
- 4.3.7. Chaplain:** The Chaplain shall perform the religious duties customary at meetings of the Society. He shall, by his counsel and advice, promote harmony and goodwill among its members and perform such duties as are consistent with monotheistic

teachings. He shall issue, in consultation with the Secretary, an annual necrology report.

4.3.8. Historian: The historian shall have charge of the historical and genealogical records and archives of the Society. He shall preserve such data for genealogical and historical purposes and maintain a permanent record of the Society's affairs. He shall make an annual report to the Society.

4.3.9. Executive Secretary: If appointed by the Board of Managers, shall have such administrative functions as the Board of Managers may assign.

4.4. Board of Managers: (hereinafter referred to as the Board)

4.4.1. Quorum: Six members of the Board of Managers shall constitute a quorum for business

4.4.2. Duties:

4.4.2.1. To establish the policies and procedures which govern the Society and direct its officers and committees.

4.4.2.2. Devise and manage such programs as will further the purposes of the Society, promote membership and engage its members in its affairs.

4.4.2.3. To direct and manage the affairs of the Society.

4.4.2.4. To establish the budgets and exercise general supervision over the Society's funds

4.4.2.5. To advise the President and confirm his appointments.

4.4.3. Policy & Procedures Manual: The Board of Managers shall codify the established policies and procedures of the Society and publish the same in a manual for the guidance of its officers, committees, the Board, and their successors.

5. Funds:

5.1. Permanent Fund: Donations, bequests, and all funds received and so designated shall be invested and designated as a Permanent Fund. These Permanent Funds shall be loaned at interest or invested in bonds, stock, securities or other fiduciary instruments as directed by the Finance Committee and approved by the Board. Expenditures and distribution from the corpus of a permanent fund will require a positive vote of the membership at an annual or stated meeting. The income from such funds may be used for the general purposes of the society.

5.2. Regular Fund: The membership dues, income from the Permanent Fund, general income from fund-raising and social events, and miscellaneous incomes shall constitute the Regular Fund and be used for the general purposes of the Society.

5.3. President's Fund: The President may institute a fund to be called the President's Fund to be held and distributed by the Treasurer at the direction of the President for such purposes as the President may direct that are in concert with the general principles and purposes of the Society

5.4. Financial Management: Shall be vested in the Board under the advice of the Finance Committee and the Treasurer.

5.4.1. Fiscal Year: The fiscal year for the society shall run from January 1st through December 31st of each calendar year

5.4.2. Custodianship: The Treasurer shall be the custodian of all funds. He shall establish accounts in appropriate financial or investment institutions with offices in the State of Vermont for the deposit of all funds.

5.4.3. Signature Authority: The Treasurer and Assistant Treasurer shall be the proper signatory authority for the Society's funds. The Immediate Past President shall be established as an alternate signatory in the event the Treasurer or Assistant Treasurer is incapacitated or unavailable.

5.4.4. Budgets: The Board of Managers shall present a fiscal year budget at the annual meeting for the ensuing year, which budget must be adopted by a two-thirds vote of the members present.

6. Committees:

6.1. Standing Committees: Shall be appointed by the President and confirmed by the Board.

6.1.1. Finance Committee: Shall be composed of a minimum of three members knowledgeable and experienced in financial affairs.

6.1.1.1. Budget: The Committee shall draft a budget for the fiscal year and advise the Board of Managers in all fiscal matters

6.1.1.2. Investments: The Committee shall develop the investment strategies for the Permanent Fund and other funds as appropriate.

6.1.1.3. Audit: The committee shall annually audit the accounts of the Treasurer and report to the Board

6.1.2. Nominating Committee: Shall be composed of four members, one of which shall be a Past President, one a Director and two members at large.

6.1.2.1. Nominations: Annually, they shall nominate, at the annual meeting, members for the elective offices and may advise the President-elect on appointments.

6.1.3. Social Events Committee: Shall devise, organize and manage, under the guidance of the Board, social events for the Society such as: a Tartan Ball, a Kirkin' O' the Tartan, a Burns Night, and other similar events.

6.1.4. Cultural and Heritage Events Committee: Shall devise, organize and manage, under the guidance of the Board, cultural and heritage events such as: a Highland Games, a Scottish Heritage Festival, a Tartan Day, a St Andrews Day, a Society "tent" at games and festivals in the region, and participation in Scots Day at Fort Ticonderoga and other similar regional events

6.1.5. Internal Affairs Committee: Shall establish and execute a membership recruitment and retention program, advise the Board on charitable and relief giving, and act as a grievance resolution committee.

6.2. Special Committees: The President or the Board may establish and appoint such other committee

7. Meetings:

7.1. Annual: The annual meeting will be held in a convenient location and time designated by the Board of Managers. The President and the Board will report to the meeting on the years activities of the Society, its' financial condition, the status of its funds, and the general status and condition of its membership. The elections of the Society officers will be held. Appropriate awards ceremonies will be conducted. The President-elect will address the meeting with his planed programs for the year

7.2. Stated meetings: A stated meeting may be called by the President or by the Board to conduct business of the Society.

7.3. Special Meetings: A special meeting may be called for any non-business activity or for social or cultural purposes

7.4. Notice: The membership shall be notified at least thirty days in advance of all meetings, the time, place and the purpose therefore, and any elections or Constitution or By-law proposals to be discussed or voted upon. Electronic or Postal Service delivery of said notice being sufficient.

8. Amendments and Repeal:

8.1. Amendment: These By-laws may be amended in whole or in part at any annual or stated meeting of the Society at which members shall be present, which number shall include the President or the Vice President and a quorum of the Board of Managers, provided that the majority of those present shall vote in the affirmative and further provided that the notice of such amendment be delivered to the members either electronically or by Postal Service at least 30 days prior to the meeting at which the vote is taken.

8.2. Repeal: All previous Bylaws and Regulations of the Society heretofore adopted are hereby repealed.