

CONSTITUTION OF THE ST. ANDREW'S SOCIETY OF VERMONT

ARTICLE I

Name

1. The name of this organization will be **The St. Andrew's Society of Vermont**, hereinafter referred to as the Society

ARTICLE II

Purpose

1. The purpose of this Society is to promote social intercourse; to sponsor and promote traditional Scottish activities; to promulgate our Scottish heritage and culture; and to benefit natives of Scotland and their descendants who might be in want or distress.
2. In pursuit of these purposes, this Society shall be operated as a non-profit corporation under the laws of the State of Vermont

ARTICLE III

Membership

1. Membership shall be open to all Scots, or lineal descendants of natives of Scotland, or members of the immediate family of same, who are of good moral character.
 - a. **Classes:** Classes of membership shall be as established in the Bylaws.
 - b. **Application and Election:** Application for and election to membership shall be as established in the Bylaws.
 - c. **Dues:** Dues for the several classes of membership shall be as established in the Bylaws

ARTICLE IV

Officers

1. **Elected.** The elected officers of this Society shall be a President, a Vice President, a Secretary, a Treasurer, and five Directors all of whom shall be elected at the Annual Meeting of the Society
2. **Appointed.** The appointed officers of the Society shall be an Assistant Treasurer, Historian, and a Chaplain who shall be appointed by the President and confirmed by the Board of Managers

ARTICLE V

Management

1. **Board of Managers:** The management of the Society shall be vested in the Board of Managers, which shall be comprised of the Elected Officers and the Immediate Past President, who shall function in accordance with the Constitution and Bylaws of the Society and further, shall be subject to the direction of the general membership as voted at any annual or stated meeting.
2. **Executive Committee:** The President, Vice President and one Director may be appointed by the Board of Managers to an Executive Committee which shall act on behalf of the Board in such matters as may be specified by the Board.
3. **Executive Secretary:** Routine and ordinary functions for the administration and operation of the Society may be vested in an Executive Secretary who shall be appointed by the Board of Managers and who shall have such powers as the Board of Managers may grant and who shall operate in accordance with the Board's specific instruction.

ARTICLE VI

Meetings

1. **Annual:** The annual meeting of the Society shall be held in the month of March or April each year at a time and a place designated by the Board of Managers.
2. **Stated:** A stated meeting may be called by the President or by the Board of Managers to conduct emergent business of the Society providing adequate notice shall have been given to all members.
3. **Special:** A special meeting may be called for any non-business activity of the Society.

ARTICLE VII

Funding

1. **General Fund:** The annual dues of the members and general or designated incomes and all general purpose expenditures of the Society shall be managed through a General Fund.
2. **Permanent Fund** Donations, bequests and gifts and other designated incomes shall be kept in a permanent fund which shall be invested in fiduciary instruments to generate incomes for the General Fund.
3. **Presidents Fund:** All sums specifically donated or raised for that purpose shall constitute the President's Fund and to be dispersed at his discretion.

ARTICLE VIII

Bylaws and Regulations

1. The Society shall have power to make any bylaws, general regulations and policies, and all other power not inconsistent with this Constitution.
 - a. **Bylaws:** Bylaws for the regulation and management of the Society may be adopted and/or amended at any annual or stated meeting of the Society by a two-thirds vote of the members present, providing that 30 days' notice shall have been given to all members of such proposal
 - b. **Regulations and Policy:** Regulations or Policies for the management and operation of the Society which are not inconsistent with the Constitution or Bylaws may be established by a majority vote of the Board of Managers.

ARTICLE IX

Amendments and Repeal

1. **Amendment:** This Constitution 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 three-fourths of those present shall vote in the affirmative and further provided that the amendment shall have been placed before the members at a previous meeting of the Society 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
2. **Repeal:** All previous Constitutions of the Society heretofore adopted are hereby repealed.