

By-Laws of
The
South Bay
Scottish Society



Revised October 2014

By-Laws

Of the South Bay Scottish Society

Article I Name, Purpose and Organization

Section 1. The name of this Society shall be the South Bay Scottish Society.

Section 2. The purpose of the Society shall be to stimulate and sustain an interest in Scotland; to provide education regarding its history, traditions and culture; to bring together people of Scottish heritage; to promote goodwill and understanding between its members and the general public; and to perform such charitable works as may be reasonable and appropriate.

Section 3. The Society shall be a non—profit corporation, organized and qualified pursuant to the laws of the State of California.

Section 4. The Society may affiliate with similar organizations having the same or similar purpose.

Section 5. Upon the dissolution of this Society, the assets remaining after payment of debts and liabilities shall be distributed to a nonprofit organization with similar goals which has established its tax—exempt status under Section 501©3 of the Internal Revenue Code, pursuant to the Standing Rules.

Article II Membership

Section 1. Membership shall be open to all persons who freely and openly subscribe to and agree with the purposes of the Society, upon completion of the application for membership and payment of dues.

Section 2. Membership categories shall consist of either an individual or a family. Family membership may include spouses and all children and immediate family members residing in the same household.

Section 3. Life membership status may be awarded by vote of the membership of distinguished services to the Society.

Article III Membership Meetings

Section 1. Membership meetings of the Society shall be held during the first full week of the first month in each quarter of the calendar year (January, April, July and October) at such time and place as previously notified, unless members are notified by mail or email of a different date, time, and place, postmarked at least two (2) weeks prior to each meeting.

Section 2. The January meeting shall be deemed the annual meeting, at which time officers shall be elected.

Section 3. Five percent (5%) of the membership plus three officers constitute a quorum for the transaction of business at any meeting of the membership, regular or special. Only adults of family membership units shall be counted for the purpose of establishing a quorum.

Section 4. Each Individual and Life member shall have one (1) vote. Both spouses of Family memberships shall be entitled to vote. Voting by proxy is not allowed.

Section 5. Any business may be conducted at a regular general meeting, including amending the By—Laws in the manner prescribed in Article XI Section 1.

Section 6. The order of business at annual and regular general meetings of the members shall be:

1. Declaration by the Sennachie that a quorum is/is not present.
2. Acceptance of the minutes of the previous meeting.
3. Report of the Chief.
4. Communications to the Scribe.
5. Financial report, including charitable disbursements.
6. Reports of committees.
7. Old business.
8. Election of officers (annual meeting).
9. Presentation of the budget (annual meeting).
10. New business.
11. Adjournment.

Section 7. Only that business announced in written notice will be conducted at special meetings. Such notice must set forth the nature and extent of the business to be conducted at such meeting. No other business may be considered.

Article IV Officers and Terms of Office

Section 1. Officers shall be a President, to be styled “Chief;” a Vice–President, to be styled “Deputy Chief;” a Secretary, to be styled “Scribe;” a Treasurer, to be styled “Steward;” a Sergeant–at–Arms, to be styled “Sennachie;” and three (3) Directors, to be styled “Governors–at–Large.”

Section 2. At the annual meeting, elections will be conducted to fill all of the above–named offices, the terms of which are as follows:

Chief – two years

Deputy Chief – two years

Steward – two years

Scribe – two years

Sennachie – two years

Governors–at–Large — three years with terms to be staggered at one–year intervals

Each officer may succeed him/herself in office, but may serve for only two (2) consecutive terms in the same office.

Section 3. Each of the said officers shall be members of, and all shall comprise, the Board of Governors of this Society.

Section 4. The Chief shall have the authority to appoint, with the concurrence of the majority of the Board of Governors, such committee chairpersons as are deemed necessary to assist in the performance of Society business. Among these shall be the Chairs of the Budget, Social and Activities committees, and any ad–hoc committees so desired.

Article V Nomination, Election, and Installation of Officers

Section 1. Nomination of a slate of candidates for office shall be presented at the regular general meeting held in October of each year. Nominations will be accepted from the floor at this time.

Section 2. No member shall be entitled to hold office unless he/she is in good standing and has been a member for at least one (1) year.

Section 3. No nomination shall be valid without the knowledge and consent of the member nominated.

Section 4. Election of officers shall be at the annual meeting the first full week of January each year.

Section 5. The Scribe shall have on hand a roster of members in good standing and eligible to vote.

Section 6. Election will be by ballot when there is more than one (1) candidate for an office. No person shall be declared elected unless he/she shall receive a majority of all votes cast for the office for which he/she is a candidate. Absentee ballots will be accepted only under special circumstances prescribed in the Standing Rules.

Section 7. Any officer being absent for three (3) consecutive meetings of the Society without having given notification of cause of his absence to the Chief or the Scribe shall have his/her office declared vacant. A pro—tempore officer may be appointed by the Chief pursuant to the Standing Rules.

Section 8. Vacancies shall be filled as follows: Nominations shall be received, an election held, and the new officer installed at the next regularly scheduled meeting following the declaration of vacancy, provided that proper notice has been given to the membership.

Section 9. Officers elected at the annual meeting shall be formally installed at such annual meeting.

Article VI Duties of Officers

Section 1. *Chief* It shall be the duty of the Chief to prepare the agenda, preside at all meetings of the Society, preserve order, enforce the laws and rules of order, and perform such other duties as are enjoined by the By—Laws and Rules and Regulations of the Society. The Chief will represent the membership of the Society to the general public. The Chief may appoint committees and take such other action as is deemed necessary or advisable. The Chief shall be a member and serve as presiding officer of the Board of Governors; and serve as an *ex officio* member of all committees, except the nominating committee. The Chief shall vote only in the event of a tie vote on a question.

Section 2. *Deputy Chief* It shall be the duty of the Deputy Chief to assist the Chief and to discharge the duties of the Chief in every respect in the absence of that officer. The Deputy Chief shall be a member of the Board of Governors and shall act as presiding officer of the Board of Governors in the absence of the Chief.

Section 3. *Scribe* It shall be the duty of the Scribe to call the roll of officers at each meeting, to note the absences; to present the minutes of the previous meeting; to keep accurate minutes of the transactions of the Society; to handle all correspondence, incoming and outgoing; and to file all papers officially entrusted to him/her, unless otherwise ordered. The Scribe shall send out all notices of meetings, and elections-of officers, unless otherwise provided for. The Scribe shall be a member of the Board of Governors and shall perform the same duties thereon.

Section 4. *Steward/Membership* It shall be the duty of the Steward to receive all moneys of the Society, giving a receipt for same, and to pay all orders passed by the Society, which must be signed either by the Chief or by the Deputy Chief; and to serve as Membership Chair. The Steward will keep an account of all receipts and disbursements and report in writing quarterly to the Society. A written annual report shall be submitted at the January meeting, which shall include a record of the total receipts and disbursements made during the previous year, and an accounting of all funds belonging to the Society. When duly called upon by the Chief or member of the Board of Governors, he/she shall deliver all moneys, books and papers relating to his/her office to the Society or to his/her successor in office, and at any time, upon request of the Society. The Steward shall be a member of the Board of Governors, and shall perform the same

duties thereon. In addition, it is the duty of the Steward to monitor the revenue and expense budget as prepared by the Budget Committee and to bring any proposed variances to the attention of the Board of Governors prior to taking action for collection or payment. The Steward shall keep accurate records of all members' contact and dues information.

Section 5. *Sennachie* It shall be the duty of the Sennachie to act as aide to the Chief at all proceedings. He/she shall procure venues for meeting and events, have charge of the meeting room and keep it in order, answer roll call of officers, secure the meeting from intrusion, carry messages, introduce new members to the Chief, and perform all such duties as the Society or Chief shall direct. The Sennachie shall be held responsible for all property entrusted to his/her care and deliver the same to his/her successor in office. The Sennachie shall be a member of the Board of Governors, and shall perform the same duties thereon.

Section 6. *Governors—at—Large* It shall be the duty of the Governors—at—Large to attend all meetings of the Board of Governors, to act as liaison to the general membership, and perform any other tasks assigned by the Board of Governors. It is their responsibility to pass on to the governing board any concerns voiced by the membership requiring action to be taken.

Article VII Duties of Committees/ Committee Chairs

Section 1. The Chair of the Budget Committee shall cause to be prepared, by the committee members, a revenue and expense budget to cover all fiduciary affairs for the Society. This budget shall be presented for approval at the January Board of Governors' meeting. This budget should be modified by the committee *as* undertakings change in the Society, to reflect such changes. All such changes to the budget shall be approved by the Board of Governors prior to implementation. No funds shall be expended unless budgeted or specifically approved by the Board of Governors.

Section 2. The Chair of the Social Committee shall cause to be prepared a Social Activity calendar, including meeting programs, ceilidhs, parties, etc., for the calendar year. This committee, after approval of the calendar by the Board of Governors, shall be responsible for all social events of the Society.

Section 3. The Chair of the Activities Committee shall be responsible for all activities of the Society with the exception of the social events enumerated in Section 2. This committee shall oversee all participative actions of the Society in the community, fostering an interest in informational and cultural events within the scope of the stated purpose of the Society.

Section 4. Ad hoc committees: Other committees may be formed at the discretion of the Chief and the Board of Governors, to serve a term of one year.

1. The Nominating Committee shall consist of three members appointed by the Board. The committee shall meet throughout the year at the call of the Board to recommend candidates for vacant offices, and, at least 30 days prior to the October membership meeting, to generate a list of candidates for offices which will be vacated in the ensuing year.
2. The Publicity Committee shall strive to make the Society known in the community, to place advertisements and public—interest articles in publications within the Scottish—American community, and to otherwise work to increase the Society's visibility and membership roles.
3. The Newsletter Committee shall cause to be written, printed, emailed, and mailed out in a timely manner the Society's publication, to be entitled *The Seanachie*. The newsletter will serve as the officially recognized notification of upcoming meetings, social events, and community activities involving the Society.

4. The Fund-Raising Committee shall strive to increase the financial base of the Society, to better enable it to meet its goals.

Article VIII Board of Governors

Section 1. The Board of Governors of this Society shall consist of the Chief, the Deputy Chief, the Scribe, the Steward, the Sennachie, and the three (3) Governors—at—Large.

Section 2. The Board of Governors shall be the governing body of this Society and shall exercise all the powers of the Society, subject to the will of the members expressed at meetings thereof.

Section 3. The Board of Governors shall include, as *ex officio* members thereof, the chairs of all standing committees and past-chief, who shall be encouraged to participate with the Board of Governors, without the right to vote.

Article IX Dues

Section 1. Annual membership shall be for one calendar year from January through December.

Article X Meetings of the Board of Governors

Section 1. Meetings of the Board of Governors are to be held monthly, as established by the Standing Rules, or upon the call of the Chief or any four (4) Board of Governors at least five (5) days prior to such meetings.

Section 2. Four (4) members of the Board of Governors shall constitute a quorum for the transaction of business by the Board.

Article XI Conduct of Members

Section 1. All members shall conduct themselves in an orderly manner at all gatherings. The Board shall have the power to discipline any member whose conduct is determined to be detrimental to the best interests of the Society.

Section 2. All meetings of the Board concerning discipline of members shall be closed to the general membership, except for the member concerned and one supporter/advocate who is also a member of the Society.

Section 3. No member or any number of members shall use the name of the Society to promote any undertaking or entertainment in which the Society is not directly interested, without the consent of the Board.

Section 4. Use of the name, logo, or property of the Society is forbidden without the consent of the Board. No use of the name, logo, or property shall inure to the benefit of any individual or group.

Section 5. No political candidates, organizations, or movements shall be supported or endorsed by this Society.

Article XII Amendment to the By—Laws

Section 1. These By—Laws may be amended, revised, or altered only at a general membership meeting by a two-thirds majority vote of the members present. All proposed amendments, revisions, or alterations shall be made available in writing at the meeting prior to the meeting or ratification. Notice of vote on By—Law changes shall be mailed to all members at least ten (10) days prior to the ratification meeting. By—Laws shall take effect at the conclusion of the meeting at which they are ratified.

Section 2. The Scribe shall maintain a current set of By—Laws and make such current By—Laws available at all meetings, regular and special, of the membership and the Board of

Governors, and for examination by any members in good standing, at reasonable times and places.

Article XIII Standing Rules

Section 1. Standing Rules shall be adopted from time to time by the Board of Governors or a majority vote of the membership at a general meeting. Such rules shall supplement By—Laws, set dues, establish policies, etc.

Section 2. Standing Rules adopted by the Board of Governors shall be published in the next edition of the newsletter and may be challenged by any member at a duly called meeting within ninety (90) days. If challenged, a majority vote of the membership shall sustain or reject the Standing Rule.

Section 3. Standing Rules shall be cross-referenced to the appropriate section of the By—Laws and include their effective date.

Article XIV Procedure

In all matters not provided for herein, the authority shall be *Robert's Rules of Order*.

South Bay Scottish Society Standing Rules

Article I Section 5 [13 April 1995]

Upon the dissolution of this Society, the assets remaining after payment of debts and liabilities shall be distributed to a non—profit organization with similar goals which has established its tax— exempt status under Section 501©3 of the Internal Revenue Code. Selection of organization should be made utilizing the following criteria:

1. Located geographically in the San Francisco Bay Area, preferably; otherwise in Northern California.
2. Comply with Article I Section 2 of the By—Laws.
3. Perform philanthropic activities for those interested in furthering Scottish heritage/culture.

Article V Section 6 [24 October 2014]

In cases of unusual circumstances (for example, illness, travel, or business), members who are in good standing and who have proven to be in attendance at most membership meetings, may request to vote by absentee ballot in a general election. Those requests will be made to the chief in writing or by email prior to the election, and will be brought to the Board of Governors for their final approval or rejection.

Article V Section 7 [13 April 1995]

In the case of an *elected* officer's resignation, or a position's being declared vacant by the Chief per Article V Section 7 of the By—Laws, a pro tempore officer may be appointed by the Chief and approved by the Board of Governors.

Article X Section 1 [24 October 2014]

Meetings will be once a month, at a location approved by the BOG, unless prevented by unforeseen circumstances.

Article II Section 1 (24 October 2014)

The Society, to show appreciation, may award annually no more than two one—year memberships.

Article VII (May 15, 1996)

Job descriptions for Chairpersons of the following committees:

Nominating: The chair of the Nominating Committee shall, at the call of the Board of Governors, assemble the other two members of the committee and seek out and enlist willing candidates for offices vacated during the year and for offices required to be filled for the coming year. The Board of Governors' meeting in September must fulfill this latter responsibility in order to be presented at the General Meeting in October. The Chair of this committee shall be the liaison with the Board of Governors and shall be a non-voting member of said Board. The Chair shall be responsible for coordinating the efforts of this Committee with the Board of Governors and obtaining approval of the Board for its actions.

Newsletter: The Chair of the Newsletter Committee shall be the Editor of the *Seanachie*. The Chair shall make appointments to said Committee. The Chair shall be the liaison with the Board of Governors and shall be a non-voting member of said Board. The Chair shall also be responsible for coordinating the efforts of this Committee with the Board of Governors and obtaining approval of the Board for its actions.

Fund Raising: The Chair of the Fund Raising Committee shall be responsible for coordinating the efforts of the Fund Raising Committee. The Chair shall make appointments to said Committee. The Chair shall be responsible for focusing the efforts of the Fund Raising Committee on ways to bring funds into the Society for use in the charitable works of the Society (flea markets, car washes, yard/garage sales, special events, etc.). The Chair shall be responsible for coordinating the efforts of this Committee with the Board of Governors and obtaining approval of the Board for its actions.

Publicity: The Chair of the Publicity Committee shall be responsible for the mandated actions in Article VII Section 4 (2). The Chair shall contract to do the publicity required for specific Society events at the request of the Chair of the responsible Committee. (3). The Chair shall be responsible for coordinating the efforts of this Committee with the Board of Governors and obtaining approval of the Board for its actions.