

Bylaws (As Amended)

ARTICLE I - OBJECTS

The objects of this Society shall be to dispense charitable and educational assistance to Scotsmen, lineal descendants of Scotsmen, and to their widows; to perpetuate Scottish traditions and culture; to promote social intercourse amongst its members; and to have and exercise all the powers conferred by the laws of the District of Columbia upon said corporation (Charter, Article Third).

ARTICLE II - MEMBERSHIP

Section 1. Members. The members of Saint Andrew's Society of Washington, D.C., shall be males of the age of 18 or over, who may be active, life or honorary members. Active and life membership shall be limited to men who were born in Scotland or who are lineally descended from one or more natives of Scotland. All elections to membership shall be by unanimous vote of the managers present at a duly constituted meeting of the board of managers provided that no person shall be voted on unless there shall have been published to the members at least thirty days prior to the day such vote is taken, the Dame, occupation and home address of such person.

(a) Active Members. Applications for active membership shall be in writing and signed by the applicant and must carry the endorsement of at least two members of the Society in good standing. By such endorsement the sponsors attest that the

applicant is qualified and is desirable as a member of this Society.

(b) Life Members. Any member who has been an active member in good standing for five or more consecutive years and who contributes to the Invested Assets of the General Fund of the Society an amount, in one sum, equal to ten times the current annual dues, or any member who has been an active member in good standing for twenty-five or more consecutive years and who is sixty-five years of age or older, may become a life member of the Society. Life members shall not be required to pay any dues, but shall have all the rights and privileges of, and be subject to all other provisions of these by-laws as are applicable to active members.

(c) Honorary Members. Honorary members shall not be required to pay dues, and shall have all the rights and privileges of active members, except the right to hold elective office, and be subject to all other provisions of these by-laws as are applicable to active members. The number of honorary members shall be limited to ten.

(d) Inactive Members. Any active member in good standing who, because of age, ill health, or other infirmity, is determined to be physically or mentally incapacitated and, therefore, unable to participate in any of the Society's activities may be designated an inactive member by the board of managers, who may reduce or suspend the inactive member's dues during the period of his incapacity. Eligibility for Inactive membership shall terminate whenever the member ceases to be incapacitated.

(e) Non-Resident Members. Any applicant or member who resides more than 100 miles from the District of Columbia may, upon written request, be designated a non-resident by the board of managers. The annual dues for a non-resident member shall be one-half of the amount of the annual dues established for an active member.

Section 2. Admission Fee and Dues.

Every applicant for active membership receiving a favorable ballot may become a member of the Society by the payment of an admission fee and payment of annual dues. The admission fee may be credited as an assessment against the new member or otherwise applied as the board of managers in its discretion may decide. Annual dues and admission fees shall be in an amount determined by a majority vote of the members present at an annual meeting; they may be changed only at a subsequent annual meeting. Annual dues shall be payable in advance as of the first day of each calendar year or upon admission to active membership; new members admitted after September 30 shall have their dues applied in full against the dues for the period beginning with the date of their admission and ending with the end of the next succeeding calendar year. Upon written request by any member serving on active duty in the armed forces of the United States in time of war or national emergency, the board of managers may suspend his liability for dues during his absence from the Washington area.

Section 3. Termination of Membership.

Active, life, honorary, inactive or non-resident membership may be revoked for

just cause after a hearing and unanimous vote by the board of managers. As of the beginning of each calendar year, the names of active members whose dues are in arrears for the year just ended shall be removed from the roll of members; provided that such members shall first, by notice, be given an opportunity to continue their membership by paying within thirty days of the date of notice, both the dues in arrears and the current dues.

Section 4. Reinstatement of Membership.

Former members who resigned in good standing may be reinstated by the board of managers upon payment of the current year's dues and admission fee except that those applicants for reinstatement who have once paid an admission fee (having been elected to membership since 16 September 1964) may be reinstated upon payment of current year's dues only. Reinstatement to membership is not considered election to membership as provided for in Article II, Section 1 and therefore does not require publication to the membership prior to action by the board of managers.

ARTICLE III - OFFICERS

Section 1. Board of Managers. The affairs of the Society shall be managed by a board of managers chosen from the members in good standing, to consist of a president, a vice president, a treasurer, and a secretary, each of whom shall be elected annually to serve for a term of one year or until his successor shall have been chosen and has qualified, and nine additional managers, three of whom shall be elected each year, each to serve for a term of three

years, or until his successor shall have been chosen and has qualified. Each member of the board shall have a vote, and a majority of the board shall constitute a quorum. The board of managers at their first regular meeting of each year and at such other times as they deem necessary shall elect from among themselves a chairman of the board, who shall serve in such capacity until a successor shall have been elected by the board. The board of managers may adopt such rules and regulations for the conduct of their meetings and the management of the affairs of the Society as they may deem proper and which are not inconsistent with these by-laws.

(a) Chairman of the Board of Managers.

The chairman of the board of managers shall preside at all meetings of the board; shall appoint such additional officers and committees, and make such delegations as may be necessary to administer the activities and affairs of the Society; shall perform such other duties as may be directed to perform by the board of managers or the Society; and shall have a general oversight over the affairs of the Society. In the temporary absence of the chairman, the managers present at a meeting shall elect a chairman pro-tem.

(b) President. The president shall preside at all meetings of the Society except meetings of the board of managers (unless he shall also have been elected chairman), and shall represent the Society at public functions. He shall sign and execute in the name of the Society all legal instruments and other papers proper or necessary for the transaction of the Society's affairs,

except as such duty and authority is otherwise delegated herein.

(c) Vice President. The duties of the president shall, in his absence, devolve on the vice president.

(d) Treasurer. The treasurer shall be, ex officio, a trustee of the Society. He shall have custody of the money belonging to the Society, and shall deposit the same, in the name of the Society, in one or more insured banks, trust companies or building and loan associations, as designated by the board of trustees. He also shall have custody of the securities belonging to the Society. All payments of money and all transfers of securities shall be made, and all checks and security transfers must be signed by the treasurer, or, in his temporary absence or incapacity, by the chairman of the board of managers, or by one of the managers or trustees so authorized by resolution of the board of managers. The treasurer shall keep such books of account as the board of managers, the board of trustees or the Society may direct, and shall keep a correct roster of all members and their standing. The treasurer shall submit a written report at every meeting of the Society, showing current balances and other assets in each of the funds of the Society and his receipts and disbursements and the acquisition and disposition of assets in detail since his last report. A report of the financial condition of the Society, including a classified statement of receipts and disbursements and a complete statement of assets and liabilities shall be made by the treasurer to the board of managers or to the Society whenever directed by the board, and a report of like character as of the end of the

fiscal year shall be submitted by the treasurer at the annual meeting. The treasurer, subject to the approval of the board of trustees, shall designate one or more banks or trust companies as physical custodians of the securities belonging to the Society, and he is authorized to enter into such agreements as may be required for this purpose and to pay from the income of the appropriate Fund all proper and reasonable charges connected therewith. The treasurer and any other person designated by the board of managers to handle the monies and/or securities of the Society shall be given bond with surety in such amount as the board of managers or the Society may require. The treasurer shall at such times as he may be called upon to do so, produce the bank books, papers, books, securities and other effects submitted to his keeping for inspection and examination by the board of managers, by the board of trustees or by the Society. He shall deliver all Society property in his possession to a succeeding treasurer upon notice of the due election of such successor and the giving of the security hereinbefore directed.

(e) Secretary. The secretary shall keep in a proper book fair and correct minutes of all proceedings of the board of managers and of the Society. He shall have custody of the seal of the Society and shall attach the seal to all instruments requiring it when signed and executed by the president. He shall give notice of all meetings of the Society at least five days before each meeting a notice thereof to the post office address of each member as it appears on the records of the Society. The secretary shall keep such other records and have such other

duties as may be directed by the board of managers.

(f) Managers. Each manager shall assume the fullest responsibility for and authority over specific functions as delegated to him for supervision, and shall report directly to the chairman of the board of managers or to such other officer of the Society as he may be designated to assist.

Section 2. Board of Trustees. The trustees of the Society shall be seven in number, including the treasurer of the Society, ex officio with the right to vote. Two trustees shall be elected each year from the members of the Society in good standing, each to serve for a term of three years or until his successor shall have been chosen and has qualified. Within forty-five (45) days following the annual election the treasurer shall call a meeting of the board of trustees to elect a chairman and a vice-chairman, and to review the status of the Society's investments. The board of trustees may meet thereafter at such other times as may be designated by the chairman. The trustees shall have the general power to exercise in the name of the Society all rights of the management and ownership, including the power to buy and sell, with respect to all or any securities or investments or other real or personal property held by the Society or constituting assets of any of its Funds.

Exercise of its powers and authority, and authorization and direction to the treasurer for the execution of transfers and other documents incident to such exercise, shall be made by the board of trustees on its own resolution at a duly constituted meeting at

which a quorum of not less than four (4) members is present.

Section 3. Annual Elections. A nominating committee shall be elected at the first meeting of the Society following the annual meeting, and shall consist of five members in good standing. Upon the election of a nominating committee the president shall designate one of those so elected to be chairman pro tem of the committee. Nominations for election to the nominating committee shall be made from the floor. The nominating committee shall transmit to the Secretary, not later than October 1, one nomination each for the offices of president, vice president, treasurer, secretary, two nominations for trustees, and three nominations for the office of manager. The secretary shall publish the list submitted by the nominating committee not later than October 15, and if no additional nominations are received these names shall be presented for election at the annual meeting. Any five members in good standing may also submit a nomination for any elective office; such nominations shall be transmitted in writing to the secretary not later than November 1. All nominations shall note the consent of the nominee, and no member may accept nomination to more than one elective office. On or before December 1, if additional nominations have been received, the secretary shall mail to each member in good standing (1) a ballot containing the names of all candidates and the offices for which nominated (but containing no provision for a signature or name of the balloting member), (2) a blank envelope, (3) an envelope addressed to the treasurer and bearing a space for signature of the balloting member, and (4) appropriate instructions to

the member to mark his ballot, to seal it in the plain envelope, to sign the envelope addressed to the treasurer, to place therein the blank envelope containing the ballot, and to mail the same in time to be in the treasurer's hands not later than the date set for the annual meeting. The treasurer shall indicate on each envelope whether the member is or is not in good standing, and at the annual meeting shall deliver all envelopes received by him, unopened, to the tellers appointed by the president. The tellers shall first open the outer envelopes submitted by each member in good standing and place together in one group the opened outer envelopes, and in another group the unopened envelopes containing the ballots. The tellers shall then open the envelopes containing the ballots, tally the results, and announce the names of those elected to each office by a majority of the valid ballots cast, all of which shall be duly recorded in the minutes of the Society.

Section 4. Vacancies. In case a vacancy by death, resignation or otherwise occurs in the board of managers or board of trustees between the annual elections, the remaining managers shall fill the vacancy or vacancies by choosing from the active members of the Society as many persons as may be necessary to fill the vacancy or vacancies, who shall hold office until the next business meeting of the Society, when an election shall be held to fill such vacancies as then exist, each person so chosen to serve the residue of the unexpired term for which he is elected. At such meeting nominations may be received from the floor, and voting shall thereupon be conducted by ballot. In case the entire board of managers shall die or resign or otherwise vacate office, the

resident past president, having most recently been president, being a member in good standing, may call a special meeting and new officers may be nominated and elected at such special meeting.

Section 5. Emolument. No officer or member shall receive any emolument whatever from the Society.

ARTICLE IV - MEETINGS

Section 1. (a) Stated Meetings. The Society shall have at least three stated meetings in each year on such dates and at such times and places as shall be designated by the president. The annual meeting shall be held in January.

(b) Special Meetings. Special meetings of the Society may be called at any time by the president, by the board of managers, or by petition of any twenty members in good standing, submitted in writing to the Secretary. The business of a special meeting shall be confined to the purpose or subjects as stated in the published announcement of the meeting.

Section 2. Meetings of the Board of Managers. The board of managers shall meet regularly once in each month except July and August on such day and at such time and place as the chairman shall designate.

Section 3. Voting. At meetings of the Society, the board of managers and the board of trustees, all questions shall be determined by a majority vote of the members present, except as otherwise provided herein; in the event of a tie vote, the presiding officer of the

meeting shall cast the deciding vote. Except as otherwise provided in these by-laws, all voting shall be viva voce. At the time of holding any election, the presiding officer shall appoint two or more tellers who shall receive the votes and report the names of persons duly elected.

Section 4. Order of Business. At meetings of the Society the following order of business shall be observed so far as is consistent with the purpose of the meeting, namely:

- Reading of Minutes
- Report of Officers
- Report of Board of Managers
- Report of Board of Trustees
- Other reports
- Elections
- Unfinished business
- New business

Procedures at all meetings, unless specifically provided in these by-laws, shall be in accordance with Roberts' Rules of Order.

Section 5. Annual Reports. All annual reports of the Society shall be prepared on a calendar year basis and presented at the annual meeting, without regard to the term of office of any individual.

ARTICLE V - FUNDS

Section 1. General. Each Fund of the Society may consist of Invested Assets and Disbursable Assets. Except as otherwise specifically provided in these by-laws or by a donor, the board of managers may allocate the monies of the Society to the Invested Assets or Disbursable Assets of

such Fund of the Society as the board in its discretion may decide. Discretionary allocations to the Invested Assets of any Fund shall be made by resolution of the board, recorded in the minutes thereof, and once so allocated, such assets shall not under any circumstances be used for current requirements. The income produced by the Invested Assets and the other current receipts of any Fund shall be considered a part of the Disbursable Assets unless otherwise specifically allocated by these by-laws, or by the board of managers. It shall be the duty of the board of trustees to invest and reinvest through the treasurer the assets of the Funds of the Society by loaning the same at interest or by depositing the same in such savings accounts or shares, or by purchasing such securities and investments, including but not limited to bonds, notes, debentures, mortgages, public funds, real estate, and common and preferred stocks, as they in their discretion shall deem appropriate in accordance with the powers vested in them by Article III, Section 2 of these by-laws.

Section 2. General Fund. The General Fund shall consist of all receipts not otherwise specifically allocated by these by-laws or by the board of managers, and all expenditures for the general purposes of the Society shall be made from this Fund.

Section 3. Washington Scots Charity and Education Fund. The Washington Scots Charity and Education Fund shall constitute a permanent trust administered by the Saint Andrew's Society of Washington, D.C., or its successor or successors, solely for the purpose of providing charitable and

educational assistance to Scotsmen, lineal descendants of Scotsmen, and to their widows. The assets of this Fund or of any successor fund or funds, shall not be disbursed or used, upon dissolution or otherwise, for any general purposes of this Society or any successor organization not organized and operated exclusively for charitable or educational purposes. Separate books and accounts shall be kept for this Fund. All donations, bequests, and devises to the Society in the amount of \$500 or more, unless otherwise directed by the donor, shall become a part of the non-disbursable Invested Assets of this Fund. All other donations, bequests and devises, unless otherwise directed by the donor, shall be allocated by the board of managers between Disbursable Assets and the non-disbursable Invested Assets of the Fund. The assets of the Fund, under the direction of the board of trustees, shall be invested as provided in this Article V, Section 1, above. The treasurer shall periodically allocate to this Fund any sums so designated by action of the board of managers or by the Society. All income arising out of the invested assets of the Fund shall be disbursed, not less frequently than annually, solely for the charitable and educational purposes of the Fund.

Section 4. Special Funds. The board of managers shall have power to create such special funds, in addition to those established by these by-laws, as are required for any particular purpose or event and which are not prohibited by law. The treasurer shall keep a separate account thereof, but need not necessarily segregate the actual funds from the General Funds. Upon the termination or

dissolution of any special fund by the board of managers or b)' the Society, any amounts which shall have been advanced from other funds shall be returned thereto, and any surplus remaining in the account shall be transferred by the treasurer to such Fund as may be directed by resolution of the board of managers.

ARTICLE VI - AMENDMENTS

These by-laws may be amended by an affirmative vote of two-thirds of the members present at two successive business meetings of the Society. A notice of proposal to alter or amend the by-laws in whole or in part, setting forth the proposed amendments, shall be given by the secretary to each member prior to the first vote upon said amendments.