

BYLAWS
of
THE SAINT ANDREW SOCIETY OF TALLAHASSEE, INC.

ARTICLE I. NAME

The name of this Society is The Saint Andrew Society of Tallahassee, Inc., and its seal is the cross of St. Andrew on a blue rectangle, emblazoned with a silver thistle. To the left of the rectangle are the words “The St. Andrew Society of Tallahassee.”

ARTICLE II. OBJECT

The mission of this Society is to help its members, and others of Scottish heritage or interest, to learn Scottish history and to experience and continue Scottish traditions through benevolent, cultural, educational, scientific, and religious means.

ARTICLE III. MEMBERS

Section 1. Classes of Membership. The classes of membership in the Society are active, honorary and sustaining.

- a. Active members are members of Scottish birth or descent or who have sincere interest in Scottish history and traditions and who have full membership rights.
- b. Honorary members are members who have been awarded complimentary membership upon recommendation by the Board of Trustees and approval by three-fourths of the votes cast at a business meeting of the Society. Honorary members may attend meetings and other events and speak, but may not make motions, vote, or hold office unless they are also active members.
- c. Sustaining Members are either Active or Honorary Members who have made a contribution of \$100 for each fiscal year that directly supports the scholarship or other programs as designated by the Board for the upcoming year. Payment to be a Sustaining member does not constitute payment of Active member dues, but is an additional amount contributed for the benefit of the programs of the society. The Board is authorized to recognize Sustaining members separately in a manner it deems appropriate.

Section 2. Eligibility. Persons eighteen years old or older who are of Scottish birth or descent or who have sincere interest in Scottish history and traditions are eligible for active membership in the Society. Applications for such membership shall be submitted to the Membership Secretary on a form approved by the Board of Trustees. The Membership Committee shall determine eligibility and grant membership based on the criteria herein without regard to color, disability, marital status, national origin, race, religion, or gender or sexual orientation.

Section 3. Dues. Annual dues for membership in the Society shall be set annually by the board for Individual and Family memberships as described in Section 3.a. and 3.b. below. Dues are due and payable each July 1 and become delinquent on September 1 if not received by the Membership Secretary before that date. Members whose dues are delinquent shall remain on the mailing list and may attend meetings and other functions and address the Board, but may not make motions, vote, or hold office. Such members shall be so notified by the membership Secretary. Members whose dues remain delinquent on December 1 shall be removed from membership and their names shall be removed from the mailing list as of that date. Should the board not set dues for an upcoming year, the dues for each category below shall remain the same as the previous year. Dues for each category below shall be announced at the annual meeting.

- a. Individual dues are \$35 unless revised by the board pursuant to this section.
- b. Family dues shall be \$45 unless revised by the Board pursuant to this section. Family dues shall be for a couple or single parent, and their children under age eighteen living in the same household, except that the children may not make motions, vote, or hold office.
- c. Individual members and family unit members who pay dues for twenty years in advance in one sum based upon the current annual dues set by the board for the membership category shall be considered lifetime members with dues paid for the rest of their lives.

Section 4. Resignation. Members of the Society who resign their membership shall notify the Membership Secretary who shall notify the Board of Trustees for action. Memberships are nonassignable and nontransferable and nonrefundable.

ARTICLE IV. OFFICERS OF SOCIETY

Section 1. Officers. The officers of the Society are a President (Chief), a Vice President (Tanist), a Secretary, a Treasurer, a Chaplain, an Educator, an Events Coordinator (Piper), a Membership Secretary, and a Communications Coordinator.

Section 2. Duties. The officers of the Society shall perform the duties prescribed in these Bylaws and such other duties applicable to their offices as prescribed in the parliamentary authority adopted by the Society.

a. President (Chief).

- 1) Be the chief executive officer of the Society.
- 2) Appoint all committees except the Nominating Committee.

- 3) Appoint the chairs of the Finance Committee, the Auditing Committee, Education Committee, and the Benevolence Committee.
- 4) Be a member of and chair the Board of Trustees.
- 5) Open all meetings at the appointed time by taking the chair and calling the meeting to order, having ascertained that a quorum is present.
- 6) Announce in proper sequence the business to come before the assembly or that becomes in order in accordance with the prescribed order of business, agenda, or program, and with existing orders of the day.
- 7) Recognize members who are entitled to the floor.
- 8) State and put to vote all questions that legitimately come before the assembly as motions or that otherwise arise in the course of proceedings, and announce the result of each vote; or, if a motion that is not in order is made, rule it out of order.
- 9) Protect the assembly from obviously frivolous or dilatory motions by refusing to recognize them.
- 10) Enforce the rules relating to debate and those relating to order and decorum.
- 11) Expedite business in every way compatible with the rights of members.
- 12) Decide all questions of order, subject to appeal.
- 13) Respond to inquiries of members relating to parliamentary procedure or factual information bearing on the business of the assembly.
- 14) Authenticate by signature, when necessary, all acts, orders, and proceedings of the assembly.
- 15) Declare meetings adjourned when so voted or at the time prescribed in the program, or at any time in the event of a sudden emergency affecting the safety of those present.

b. Vice President (Tanist).

- 1) Serve in the place of the President in the absence of the President.
- 2) Be President-elect.
- 3) Be a member of the Board of Trustees.

- 4) Act as Chair of the Nominating Committee.
- 5) Coordinate and order Medals/Awards to be presented to the President at the Annual Meeting.
- 6) Present (if applicable) any Medals/Awards to the acting President at the Annual Meeting.

c. Secretary.

- 1) Be the recording and corresponding officer of the Society and the custodian of its records, except those assigned to others.
- 2) Be a member of and recording/corresponding secretary of the Board of Trustees.
- 3) Keep a record (minutes) of all proceedings.
- 4) Keep all committee reports on file.
- 5) Make minutes and records available to members upon request.
- 6) Notify office holders and committee members of their election or appointment.
- 7) Furnish committees with whatever documents are required for the performance of their duties.
- 8) Have on hand at each meeting a list of all existing committees and their members.
- 9) Sign all certified copies of acts of the Society.
- 10) Maintain record books in which the Articles of Incorporation, Bylaws, special rules of order, standing rules, and minutes are entered, with any amendments properly recorded, and have the current record books at hand at every meeting.
- 11) Send to the membership a notice of each meeting and conduct all general correspondence that is not a function proper to other officers or to committees.
- 12) Prior to each meeting prepare an order of business for the use of the President, showing in their exact order, under the correct headings, all matters known in advance that are due to come up.

- 13) In the absence of the President and Vice President, call the meeting to order and preside until the immediate election of a Chair pro tem.
- 14) Reserve the place for holding each meeting of the Board of Trustees.

d. Treasurer.

- 1) Receive and disburse the money of the Society as authorized by the Board of Trustees.
- 2) Maintain a permanent record, as specified by the Board of Trustees, with a detailed account of all money received and all money paid out.
- 3) Submit required tax forms and tax payments in timely fashion.
- 4) At the conclusion of the fiscal year, prepare a full financial report covering that fiscal year and present it to the Board of Trustees at its September meeting in the succeeding fiscal year and to the Society at its first business meeting in the succeeding fiscal year.
- 5) Make a report of receipts and disbursements at each Board of Trustees meeting covering the period since the last Board meeting.
- 6) Make a budget status report at each Board of Trustees meeting.
- 7) Be a member of the Finance Committee.
- 8) Be a member of the Board of Trustees.
- 9) Prepare the annual uniform business report and timely file it with the Florida Department of State.

e. Chaplain.

- 1) Lead invocations, benedictions, and other prayers.
- 2) Provide liaison with churches and religious activities.
- 3) Be Chair of the Benevolence Committee.
- 4) Be a member of the Board of Trustees.

f. Educator.

- 1) Chair the Education Committee and the Scholarship Committee.
- 2) Coordinate all fundraising activities related to scholarships.
- 3) Perform the duties prescribed in Article VII, Section 4 of these bylaws.
- 4) Be a member of the Board of Trustees.

g. Events Coordinator (Piper).

- 1) Chair the Events Committee which coordinates all Society events including development of costs and pricing, entertainment, decoration of the venues, and arranging for a photographer.
- 2) Perform the duties prescribed in Article VII, Section 3 of these Bylaws.
- 3) Be a member of the Board of Trustees.

h. Membership Secretary.

- 1) Bill members for their dues and receive payments of dues.
- 2) Promptly turn over to the Treasurer all money received and obtain receipts from the Treasurer.
- 3) Keep a ledger of each member's account.
- 4) Maintain the official membership roll.
- 5) Chair the Membership Committee.
- 6) Perform the duties prescribed in Article VII, Section 6 of these Bylaws.
- 7) Be a member of the Board of Trustees.

i. Communications Coordinator.

- 1) Coordinate the communication of Society activities at the direction of the President and Board of Trustees.
- 2) Edit and disseminate quarterly Society newsletter to the membership.

- 3) Direct the development and timely updating of the Society website, including providing information about officers, meetings, and events of the Society.
- 4) Maintain appropriate and timely communication with other Scottish entities throughout the Scottish diaspora and Scotland. Locally, maintain communication with Tallahassee stakeholders and partners that will benefit the Society.
- 5) Receive and send electronic mail for the Society.
- 6) Send out notices to Society members and the local media regarding upcoming SAS events, activities, accomplishments, other news-worthy events, and invitations where appropriate.
- 7) Be a member of the Board of Trustees.

Section 3. Nomination. At the regular meeting of the Board of Trustees in March, a Nominating Committee of at least three members of the Society shall be elected by the Board and the Chair shall be the Vice President. The Nominating Committee shall nominate candidates for the offices to be filled at the annual meeting of the Society. The Nominating Committee shall report at the regular meeting of the Board of Trustees in April and the nominees shall be reported to the members of the Society by two (2) weeks before the annual meeting. Before the election at the annual meeting, additional nominations from the floor are permitted, provided such nominees previously have agreed to serve in the offices for which nominated.

Section 4. Election. The officers of the Society shall be elected by ballot to serve for one year or until their successors are elected and qualified, and their terms of office shall begin on July 1 following the annual meeting at which they are elected, except as otherwise provided in these Bylaws. If one of the nominees for a given office fails to receive a majority of the votes cast and there are more than two nominees, all but the two nominees having the greatest number of votes shall be withdrawn and the balloting repeated. If there is a tie vote, the balloting shall be repeated until one nominee receives a majority of the votes cast.

Section 5. Vacancy. If an officer's position becomes vacant, the Board of Trustees shall elect a replacement to hold the office for the remainder of the unexpired term.

Section 6. Voting. Each individual officer will have one vote regardless of the number of positions held.

ARTICLE V. MEETINGS OF SOCIETY

Section 1. Regular Meetings. The meetings of the Society shall be at the times and places designated by the Board of Trustees, except that there shall be at least one (1) business meeting each year, with one held in the second quarter of the calendar year and designated the annual meeting.

Section 2. Annual Meeting. The annual meeting of the Society shall be for the purpose of electing officers and trustees, receiving reports of officers and committees, and for any other business that may arise. The annual meeting may be combined with the Regular Meeting.

Section 3. Special Meetings. Special meetings of the Society can be called by the President. The purpose of a special meeting shall be stated in the call, which shall be sent to all members via electronic notification or mailed to all members at least seven (7) days in advance of the meeting.

Section 4. Quorum. Thirty (30) members of the Society shall constitute a quorum.

ARTICLE VI. BOARD OF TRUSTEES

Section 1. Members of Board. The officers of the Society, the immediate past President, and the Trustees-at-large identified in Section 2 of this Article shall constitute the Board of Trustees.

Section 2. Trustees-at-large. The trustees-at-large specified in Section 1 of this Article are five (5) in number and shall be nominated and elected, and hold office, in the same manner as the officers of the Society. If the office of a Trustee-at-large becomes vacant and fewer than three (3) Trustees-at-large remain on the Board of Trustees, the board shall elect a replacement Trustee-at-large to hold office for the remainder of the unexpired term; otherwise, the board may elect a replacement Trustee-at-large but is not required to do so.

Section 3. Power and Authority. The Board of Trustees shall have full power and authority over the affairs of the Society except for the matters retained by the membership as specified in these Bylaws.

Section 4. Meetings of Board; Quorum. Unless otherwise ordered by the Board of Trustees, regular meetings of the Board shall be held monthly from September through June. The second Monday of September and the first Monday of each month from October through June inclusive. Seven (7) members of the Board, three (3) of whom must be officers, shall constitute a quorum. Special meetings of the Board can be called by the President and shall be called upon the written request and/or electronic notification of three (3) members of the Board.

Section 5. Removal. The Board of Trustees or any one or several trustees may be removed from office, with or without cause, upon approval by a majority of the votes cast at any meeting of the Society called expressly for that purpose.

ARTICLE VII. COMMITTEES

Section 1. Finance Committee. A Finance Committee composed of the Treasurer and other members of the Society shall be appointed by the President effective July 1. The number of Finance Committee members may vary each year depending on the membership status of the Society. The President shall designate one of the committee members, excluding the Treasurer, to serve as committee Chair. The Finance Committee shall solicit endowments, gifts, and grants; and it shall advise the Board of Trustees regarding investments. The Finance Committee shall immediately begin preparation of a budget for the current fiscal year and shall propose the budget to the Board of Trustees for adoption at its September meeting. The fiscal year shall begin the first day of July and shall end the last day of the following June.

Section 2. Auditing Committee. An Auditing Committee composed of members of the Society shall be appointed by the President effective July 1. The President shall designate one of the committee members to serve as committee Chair. The Auditing Committee shall audit the financial records of the Society for the preceding fiscal year and shall report at the next business meeting of the Board of Trustees.

Section 3. Events Committee. An Events Committee composed of the Events Coordinator as Chair and other members of the Society shall be appointed by the President effective July 1. The Events Committee shall plan the program of events of the Society for the year and shall propose the plan to the Board of Trustees for adoption at its September meeting. The Events Committee shall appoint a coordinator for each event and assist the coordinator in arranging the facilities, food, ceremonies, decorations, entertainment, and collection of funds necessary to implement the adopted program of events.

Section 4. Education Committee. An Education Committee composed of the Educator as Chair and other members of the Society shall be appointed by the President effective July 1. The Education Committee shall provide educational experiences in Scottish history and traditions as an integral part of the program at events of the Society.

Section 5. Scholarship Committee. A Scholarship Committee shall be composed of the educator as Chair and other members of the Society shall be appointed by the President effective July 1. The Scholarship Committee shall award scholarship monies for the sole purpose of expanding knowledge and skills of Scottish history in the fields of academics and performance or visual arts.

Section 6. Membership Committee. A Membership Committee composed of the Membership Secretary as Chair and other members of the Society shall be appointed by the

President effective July 1. The Membership Committee shall be responsible for membership recruitment and retention, for membership and guest identification at the events of the Society, for the maintenance of membership records, and for other membership services.

Section 7. Benevolence Committee. A Benevolence Committee composed of the chaplain as Chair and other members of the Society shall be appointed by the President effective July 1. The President shall designate one of the committee members to serve as committee Chair. The Benevolence Committee shall visit members who are hospitalized and shall send condolence cards or letters to ill or grieving members. The Benevolence Committee shall recommend benevolent activities to the Board of Trustees and shall administer the benevolent activities approved by the Board.

Section 8. Other Committees. The President may appoint other committees from time to time as deemed necessary to carry on the work of the Society.

Section 9. President as ex officio committee member. The President shall be an ex officio member of all committees except the Nominating Committee.

ARTICLE VIII. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation, these Bylaws, or any special rules of order the Board of Trustees may adopt.

ARTICLE IX. AMENDMENT OF BYLAWS

These Bylaws may be amended by the Board of Trustees at any regular or special meeting of the Board, provided that the proposed amendment is submitted in writing and, in the case of a special meeting, notice of the proposed amendment was stated in the call for the meeting.

Amended February 7, 2022

Amended April 1, 2024