

St. Andrew's Society of Richmond, VA, Inc.

By-Laws

I. NAME

The name of this organization shall be the St. Andrew's Society of Richmond, VA, Inc. (hereafter referred to as the "Society").

II. PURPOSE

The purpose of the Society shall be to promote knowledge of Scotland's history, arts, culture and society through educational presentations, scholarships, awards, social activities and publication.

III. MEMBERSHIP

A. Classes of Membership

Individuals who were at the founding meeting of the Society shall be designated as Founding members. Individuals who were members as of June 6, 1997 shall be designated as Charter Members. All members shall have equal voting power and authority to hold office.

B. Membership Dues

The amount of the membership dues shall be determined at the Annual Meeting. Members who fail to pay their dues September 30 of each year shall not be considered to be members in good standing and may be dropped from membership in the Society by a majority vote of the Board.

Members who are not in good standing shall not be allowed to vote on any Society business and shall forfeit any Society office that they might hold. Members not in good standing may pay all dues in arrears to be restored to good standing but shall not be restored to any forfeited office.

C. New Members

Prospective members shall submit a completed application to the Society along with the first year's dues. The application shall be submitted to the Board for approval at the next regular board meeting and announced to the general membership at the next regular general membership meeting.

D. Non-Discrimination Policy

Membership shall not be denied on the basis of race, religion, national origin, political affiliation, or gender.

IV. ORGANIZATION

A. Board of Directors

The Board of Directors (hereafter referred to as the "Board") shall be responsible for establishing the policies and procedures of the Society, subject to the control of the general membership. The Board shall be composed of the elected officers of the Society, immediate past president, and six at-large members. The at-large members shall be elected by the general membership to serve terms of three years on a staggered basis with two at-large members elected each year. Vacancies on the Board will be filled for the remainder of the term by nomination from the president and approval of the Board. At-large members who miss more than three board meetings in a row may be dismissed from the Board by a three-fourths majority vote of the Board at a regularly scheduled meeting of the Board.

B. Officers

1. Terms

The officers shall be elected to serve two-year terms. The President cannot be elected to two consecutive terms; all other officers may serve consecutive terms.

2. President

The President shall be the chief executive officer of the Society and shall exercise general supervision and direction of the affairs of the Society, subject to the control of the Board of Directors and the general membership. The President shall preside at all meetings of the Society and shall be responsible for requiring the Board of Directors to meet regularly and function properly. The President shall be an ex officio member of all standing committees, shall present the Society before other organizations, and shall enforce the by-laws of the Society. The President shall nominate the member to fill the unexpired term of any vacant office, subject to the approval of the Board.

3. Vice President

The Vice President shall perform the duties of the President in the absence of the President. The vice President shall be responsible for planning and coordinating all Society meetings (other than board meetings) and shall be Chair of the Programs Committee. The Vice President shall become President of the Society if the office of President should become vacant. The unexpired term of

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Vice President shall be filled within two months of the Vice President becoming President. The Vice President shall perform such other duties as assigned by the President.

4. Treasurer

The Treasurer shall keep an accurate accounting of the funds of the Society and shall disburse funds upon authorization of the Board and/or the President. The Treasurer shall report the financial status of the Society at all board meetings and at all general membership meetings. The Audit Committee shall audit the financial records of the Society whenever a new Treasurer takes office or every two years, whichever is the sooner. The Treasurer shall be the Chair of the Finance Committee. The Treasurer shall perform such other duties as assigned by the President.

5. Secretary

The Secretary shall be responsible for conducting the general correspondence relating to the Society, other than financial. The Secretary shall maintain minutes of all meetings of the Society. The Secretary shall maintain a complete roster of all members of the Society and notify new members of their acceptance. The Secretary shall be the Chair of the Membership Committee. The Secretary shall be responsible for notifying all members of upcoming Society meetings and functions in a timely manner. The Secretary shall perform such other duties as assigned by the President.

C. COMMITTEES

1. General

Unless stated otherwise in these by-laws, all committee members will be appointed by a majority vote of the Board and shall serve at the pleasure of the Board. The President may appoint such ad hoc committees as is deemed necessary.

2. Audit Committee

This committee shall consist of three members. This committee shall audit the accounts of the Society every two years or whenever there is a new Treasurer, whichever comes first. The committee shall present its report to the Board.

3. Charitable and Educational

This committee shall consist of no more than five members. This committee shall make recommendations to the Board for the disbursement of funds from the charitable and Educational Fund. The Treasurer shall be an ex officio member of this committee.

4. Nominating

This committee shall consist of three members. This committee shall prepare a nomination slate for officers and members of the Board. This committee will ascertain that such nominees are willing and able to serve in their respective offices. No member of the nomination committee can be nominated for an office.

5. Programs

This committee shall consist of the Vice President and up to three additional members. This committee shall be responsible for arranging the programs for general membership meetings of the Society.

6. Special Events Committees

A committee shall be established for each special event of the Society. Each committee shall consist of one Board member and up to three additional members. Each committee shall be responsible for arranging a special event of the Society. Each committee shall report to the Board.

7. Membership

This committee shall be composed of the Secretary and up to three additional members. This committee shall be responsible for assisting the Secretary in the maintenance of membership records and for preparing and distributing membership pamphlets and applications.

8. Finance

This committee shall be composed of the Treasurer as chairman and up to three additional members. This committee shall prepare a budget for the Society and present it to the Society for approval at the November general membership meeting.

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V. MEETINGS

A. Regular Meetings

Regular meetings of the Society shall be held on a monthly basis except for the months of June, July and August (meetings may be held during these months). The Secretary shall publish the date, time and place of such meetings.

B. Annual Meeting

The annual meeting of the Society shall be held in the month of June. Notice of the annual meeting shall be sent at least two weeks prior to the meeting. The election of Board members and/or officers shall be held at the annual meeting. The members attending the annual meeting shall constitute a quorum.

C. Board Meetings

Board meetings shall be held monthly at a standard date and place determined by the Board. Board meetings shall be open to members of the Society, but not the general public. Only members of the Board in attendance shall have voting privileges at a board meeting.

D. Special Meetings

Special meetings of the Society may be held at the request of the Board with proper notification to members.

VI. Calendar

The Society shall operate on a fiscal calendar beginning on the first day of July and ending on the last day of the following June. The newly elected officers and members of the Board shall officially take their positions at the conclusion of the June meeting.

VII. Conduct of Meetings

All meetings of the Society shall be governed by these by-laws and the latest version of *Robert's Rules of Order, Revised*. At meetings of the Society the following order of business shall be observed as far as it is consistent with the purpose of the meeting:

1. Reading of the Minutes
2. Report of Officers
3. Report of Committees
4. Elections
5. Old Business
6. New Business
7. Announcements

VIII. Amendments

Amendments to these by-laws may be made at any regular meeting of the Society by a two-thirds vote of the members present and voting, provided that notice of the proposed amendments shall have been submitted to the members at least thirty days in advance and that individual copies shall have been submitted to each member of the Board.