

BY-LAWS OF  
SCOTTISH AMERICAN SOCIETY OF SOUTH FLORIDA, INC.

ARTICLE I

**Location of Offices**

**Section 1.** Principal Florida Office. The principal office of the Scottish American Society of South Florida, Inc. (the "Society") shall be in the State of Florida.

**Section 2.** Other Offices. The Society may also have offices in such other places, both within and without the State of Florida, as the Board of Directors from time to time may designate or the business of the Society require.

ARTICLE II

**Purpose**

The Society is organized exclusively for cultural, charitable, and educational purposes, to perpetuate the traditions and customs of Scotland. The corporation is not organized and shall not be operated for pecuniary gain or profit.

ARTICLE III

**Corporate Seal**

The corporate seal of the Society shall be circular in form and have inscribed thereon the following: "Scottish American Society of South Florida, Inc., Florida, Corporate Seal, 1983".

ARTICLE IV

**Members**

**Section 1.** The President or Membership Chairperson may approve the application for membership of any individual deemed to be interested in fulfilling the purpose of the Society. The following shall constitute the levels and requirements/restrictions of membership:

- a) Individual – Extended to any individual 18 years of age or older.
- b) Family – Shall be the legally recognized marriage or partnership as defined in Florida Law and all dependants currently residing within the household who are less than 18 years of age. Voting rights are extended to the legally recognized partner or spouse only. Birthdates of family members must be provided to the Membership Chairperson for consideration of eligibility.

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- c) Life – Shall be bestowed upon a member only by majority vote of the Board of Directors. Eligibility for Life membership requires a minimum of eight years of active service within the Society. Active service is defined as participation on one or more of the several operating committees. Life membership shall not pass to family members.

**Section 1.1.** Term of Membership. The term of membership shall be for one year beginning on January 1. New memberships paid on or after October 1st shall include the upcoming calendar year.

**Section 1.2.** Eligibility to Vote. To be eligible to vote requires that membership be held for a minimum of six (6) months prior to the meeting in which the vote is to be cast. Existing members dues must have been paid for the same (6) month period.

**Section 2.** Dues. The dues for members of the Society shall be set by the Board of Directors.

**Section 3.** Meetings of Members.

- a) Annual Meeting. The annual meeting of the members of the Society shall be held on or before May 31 of each year, at which meeting the members shall elect a Board of Directors and transact such other business as lawfully may come before it.
- b) Special Meetings. Special meetings of the members may be called by the President, or by any two directors, or by not less than one-third of the members of record entitled to vote; and such meetings shall be held at such place as shall be designated in the notice calling any such meeting.
- c) Notice of Meetings. Notice of all meetings of the members of the Society stating the time and place shall be given. In case of special meetings, the objects for which it was called, shall be given by posting the same to the website or by electronic communication, not less than ten days nor more than forty days before the date set for such meeting. Such notice shall have been deemed to have been given on the date the posting or electronic communication has been completed. Failure to receive notice of any meeting shall not invalidate such meeting or any proceedings thereat.
- d) Preparation of Voting List of Members. At least fifteen (15) days before every election of directors, the Secretary shall be provided with a complete list of the members entitled to vote at the election, arranged in alphabetical order. Such list shall be held by the Secretary for the fifteen-day period for the examination of any member, and shall be produced and kept at the time and place of election during the whole thereof, and subject to the inspection of any member who may be present.

**Section 4.** Quorum of Members. A quorum shall consist of a majority of the directors or at least fifteen (15) eligible voting members for the transaction of business, except as otherwise provided by law, by the certificate of incorporation, or by these By-laws. If a majority shall not be present, the members entitled to vote may adjourn the meeting without notice other than by announcement at the meeting.

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**Section 5.** Voting by Members. Each member of record entitled to vote at any meeting must do so in person.

**ARTICLE V**

**Membership**

**Section 1.** Membership. Following the approval of the application by the Membership chairperson, membership shall be for a one-year period beginning on January 1 of each year. Members are expected to support and contribute to the activities of the Society.

**Section 2.** Termination of Membership. Memberships shall be terminated if, in the judgment of the Board of Directors, the individual has acted in detriment to the Society

**ARTICLE VI**

**Directors**

**Section 1.** Election, Number and Term of Office. A Board of Directors shall be chosen by ballot at the annual meeting of members. The number of directors of the Society shall be eleven, but at the annual meeting, such number may be changed for the ensuing year to a number not less than three by the affirmative vote of a majority of the members entitled to vote. The directors shall hold office until their successors are respectively elected and qualified. To be eligible for directorship, a member must be a working member of the Society for at least one year. Working membership is defined as participation on one of the several operating committees.

**Section 2.** Removal of Directors. At a special meeting of members called for that purpose in the manner hereinbefore provided, the Board of Directors, or any member thereof, may be removed by the vote of a majority of the total members entitled to vote. At any such meeting the vacancy or vacancies on the Board caused by such removal may be filled by a vote of the members, and the director(s) so appointed shall hold office until the next annual election and until their successors shall be duly elected and qualified, unless sooner displaced.

**Section 3.** Vacancies on the Board. Vacancies on the Board of Directors, other than such as may have been provided in Section 2 of this Article VI, may be filled by a vote of a majority of the Directors present at any meeting of the Board of Directors at which a quorum is present, and the Directors so chosen shall hold office until the next annual meeting and until their successors shall be duly elected and qualified, unless sooner displaced.

**Section 4.** Powers of Directors.

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- a) General Powers. The Board of Directors shall have the entire management of the business of this Society. In addition to such powers as are herein and in the Certificate of Incorporation expressly conferred upon it, the Board of Directors shall have and may exercise all of the powers of the Society, subject to the provisions of the laws of Florida, the Certificate of Incorporation and these By-Laws.
- b) Establishment of Record Date. Reference Article IV, Section 1.2 Eligibility to vote
- c) Committees. The Board of Directors, by resolution, may also appoint committees from their own number, or from the membership at large, the number composing such committees, and the powers conferred upon them to be determined by such resolution or resolutions. By approval of the Board, committee members may be entitled to reimbursement for expenses incurred on behalf of the Society
- d) Delegation of Duties of Officers. The Board of Directors, by affirmative vote of a majority of the whole Board, may delegate for the time being, the powers or duties of any officer of the Society, in case of his absence, disability, death or removal, or for any other reason, to any other officer or to any director.

**Section 5.     Meetings of Directors.**

- a) Regular Meetings. Regular meetings of the Board of Directors shall be held at such place within or without the State of Florida, and at such times, as the Board by vote may determine from time to time, and if so determined no notice thereof need be given. After each election of directors the newly elected Board shall meet with out notice for the purpose of electing officers and transacting such other business as lawfully may come before it.
- b) Special Meetings. Special meetings of the Board of Directors may be held at any time or place, within or without the State of Florida, whenever called by the President, the Vice President, or two or more directors.
- c) Notice of Meetings. Notice of special meetings of the Board, stating the time and place, shall be given by mailing the same to each director at his residence or business address at least five days before the meeting, or by delivering the same to him personally or by telephoning or e-mailing the same to him at said residence or business address at least one day before the meeting. Such notice shall be deemed to have been given on the date of mailing, telephoning or e-mailing as the case may be.

**Section 6.     Quorum of Directors.**

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- a) A majority of the Directors shall constitute a quorum of the Board for the transaction of business; but a smaller number may adjourn the meeting until a quorum is present.
- b) When a quorum is present at any meeting of directors, a majority of the members present thereat shall decide any question brought before such meeting, except as otherwise provided by law, the certificate of incorporation, or these By-Laws.

**Section 7.** Compensation of Directors. Directors shall not receive any salary for their services, but, by resolution of the Board, may be entitled to reimbursement for expenses incurred on behalf of the Society.

**ARTICLE VII**

**Officers**

**Section 1.** Number and Titles. The executive officers of the Society shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer, all of whom shall be elected by the Board of Directors from among themselves. The Board of Directors may appoint such other officers, including one or more Assistant Secretaries and Assistant Treasurers, as they deem necessary, who shall have such authority and perform such duties as the Board from time to time may prescribe.

Any two offices (but not more than two) may be held by the same person.

**Section 2.** Tenure of Office. Officers of the Society shall hold their respective offices until their successors are chosen and qualified, provided however, that any officer may be removed from office during such term by the vote of the Board.

**Section 3.** Duties of Officers

- a) President. The President shall have general supervision over the affairs of the Society, in which connection he shall execute all bonds, contracts, deeds, leases, and other written instruments to be executed by the Society (except as otherwise provided by the Board of Directors); shall preside over meetings of the members of the Society or the Board of Directors of the Society and shall perform such other duties as the Board of Directors from time to time may prescribe.
- b) Vice Presidents. In the absence of President, any Vice President may preside over members' meetings; and if at any time the President shall not be able to act as such, a Vice President may perform his duties. In addition, each Vice President shall have such powers and perform such duties as the Board of Directors from time to time may prescribe.

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- c) Secretary. The Secretary shall attend and record proceedings of meetings of the Board of Directors, the members, and shall be custodian of the corporate seal and affix such seal to all documents requiring the same; shall cause to be maintained a membership book and such other books as the Board of Directors may direct; shall serve all notices required by law, or by these By-Laws, or by resolution of the Board of Directors and shall perform such duties as pertain to the office of Secretary, subject to the control of the Board of Directors.
- d) Assistant Secretaries. The Assistant Secretaries shall assist the Secretary in the performance of his or her duties, and shall perform such other duties as the Board of Directors from time to time may prescribe. If at any time the Secretary shall be unable to act, an Assistant Secretary may perform his or her duties.
- e) Treasurer. The Treasurer shall perform all duties commonly incidental to that office (including, but without limitation, the care and custody of the funds and securities of the Society which from time to time may come into his or her hands, the deposit of the funds of the corporation in such banks or trust companies as the Board of Directors may direct and any such other duties as the Board of Directors from time to time may prescribe.
- f) Assistant Treasurers. Assistant Treasurers shall assist the Treasurer in the performance of his or her duties, and shall discharge such other duties as the Board of Directors may prescribe.

**Section 4.** Compensation of Officers. Officers shall not receive any salary for their services, but, by resolution of the Board, may be entitled to reimbursement for expenses incurred on behalf of the Society.

ARTICLE VIII

**Depositaries and Checks**

Depositaries of the funds of the Society shall be designated by the Board of Directors or any Committee thereof approved for such purpose; and all checks on such funds shall be signed by such officers or employees of the Society as the Board from time to time may designate.

ARTICLE IX

**Waiver of Notice**

Any notice required to be given by law, by the Certificate of Incorporation or by these By-Laws, may be waived by the person entitled thereto, either before or after the time stated in such notice.

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ARTICLE X

**Amendment of By-Laws**

These By-Laws may be amended, repealed or added to at any regular or special meeting of the Board of Directors or of the members, by the affirmative vote of a majority of the Board, or by the affirmative vote of a majority of the members entitled to vote, as the case may be, provided that Section 1 of Article IV may be amended only by vote of the members as otherwise provided.

ARTICLE XI

**Waivers**

Notice of the time, place and purpose of any meeting of members or directors may be waived in writing by a member or director, as the case may be, either before or after the meeting in question. Any member or director so waiving shall be bound by the proceedings of the meeting as to which such waiver is given in all respects as if due notice thereof had been given.

ARTICLE XII


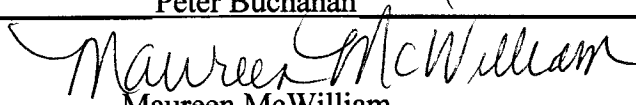


**Existence and Dissolution**

Upon the dissolution of the Society, the Board of Directors shall, after payment of all liabilities, dispose of all assets of the Society conclusively for the purpose and in such manner or to such an organization or organizations established and operated for charitable, educational, religious or scientific purposes as shall at the time qualify for exemption under Section 501 (c) (3) of the Internal Revenue Code of 1954. This article is not amendable

**NOTICE:** Any items not covered herein shall be governed by Parliamentary Procedure and Roberts Rules of Order.

These bylaws were amended by a majority vote of the Scottish American Society Of South Florida, Inc. at a meeting held 8/16/2009.

Signatures

President:	<u> Peter Buchanan</u>	Date	<u>9/13/09</u>
Vice President:	<u> Maureen McWilliam</u>	Date	<u>9/13/09</u>
Secretary:	<u> Anita Billig</u>	Date	<u>9/13/09</u>
Treasurer:	<u> Renee Campbell</u>	Date	<u>9/13/09</u>