

BY-LAWS OF
scottish american society of south florida, inc.

BY-LAWS

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 of the business of the Society require.

ARTICLE II

Purpose

The Society is organized exclusively for cultural, charitable, and educational purposes

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 of partnership as defined in Florida law and all dependents 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 for the family members must be provided to the Membership Chairperson for consideration of eligibility.
- c) Life – Shall be bestowed upon a member only by majority of the Board of Directors. Eligibility for Life membership requires a minimum of eight years of active

Amended 4/13/2020

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Initial CRG

Initial MAD

Initial RC

Initial CEW

Initial R

service within the Society. Active services 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. Eligibility to vote requires that the membership be held for a minimum of thirty (30) days prior to the meeting in which the vote is to be cast. Existing member's dues must have been paid for the same thirty (30) days.

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 31st 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. Notification of the annual meeting and the slate of candidates for the Board of Directors shall be made no later than 30 days in advance of the annual meeting. If it is not practical to hold the annual meeting by May 31st, the next regular meeting shall be considered the annual meeting, providing all members have been notified at least thirty (30) days in advance if the annual meeting is held in any month other than May.

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 and time as shall be designated in the notice calling any such meeting

c) Notice of meetings. Notice of all meetings for 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 for the Annual Meeting 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.

e) 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.

f) 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. Qualifications, Nomination & Election. The election of Directors (and officers who are automatically Directors) by the membership will be conducted in accordance with the following procedures:

- a) The Directors shall be chosen from a group of nominees, with those nominees who obtain the greatest number of votes being elected. To be eligible for directorship, a member must be a working member in active service to the Society for at least one year prior to the election.
- b) A Nominations Committee will be appointed by the Board not less than 60 days before the scheduled Annual Meeting. This committee will consist of 2-3 members in good standing who will not be running for an elected office in the current year. Nominations may be made by any member in good standing, including self-nominations, or by the Nominations Committee. No nomination will be placed on the annual election ballot unless the nominee is an active member in good standing and the nominee has affirmatively consented to the nomination. Names of the candidates for the Board shall be presented to the Secretary no later than 35 days prior to the annual meeting.
- c) Voting shall be conducted as follows:
 - a. Paper ballots will be prepared by the Secretary with all eligible and confirmed candidates.
 - b. Voting will be by ballot unless all candidates are unopposed by the nomination deadline. If the latter occurs, the Board of Directors may cancel the election as unnecessary and instruct the President to announce the candidates as elected by 'General Consent.'
 - c. All ballots must be counted and verified by at least two members who are not candidates for offices.

- d. A majority vote of members present is required for a candidate to be elected to the Board.
- e. All ballots will held for 1 year, then will be destroyed prior to the next election.

Section 2. Number and Term of Office. The number of directors of the Society shall be no more than eleven and no less than three. The terms of office shall commence upon election. The Directors shall each hold office for a term of one year or until their successors are respectively qualified and elected.

Section 3. Removal of Directors. If any Director fails to attend 3 successive meetings without cause or notice, the Board may declare the member's office vacant. 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 an qualified, unless sooner displaced.

Section 4. Vacancies on the Board. Vacancies on the Board of Directors, other than such as may have been provided in Section 3 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 qualified and elected, unless sooner displaced. Candidates must be qualified as set forth in Section 1 above.

Section 5. Powers of Directors.

- 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 their absence, disability, death or removal, or for any other reason, to any other officer or to any director.

Section 6. 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. Meetings may be held in person, by telephone, or electronically as determined by the Board of Directors. After each election of directors the newly elected Board shall meet without 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 of 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 their residence or business address at least five days before the meeting or by delivering the same to them personally or by telephoning or e-mailing the same to them 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 7. Quorum of Directors.

- 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 directors 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 8. Compensation of Directors. Directors shall not receive any salary for their services, but, by resolution of the Board, maybe 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 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 their 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.
- 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 their 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 their 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 their 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 their 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, maybe 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.

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 I 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

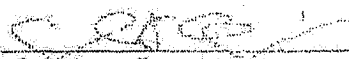

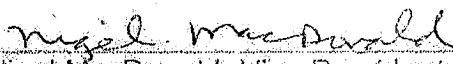


Existence and Dissolution

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 By-Laws were amended by a majority vote of the Scottish American Society of South Florida, Inc., at a meeting held on **April 19, 2020.**

Signatures

	4/21/2020
Cheryl Gowling, President	Date:
	4/28/2020
Dave Campbell, Vice President	Date:
	4/30/2020
Nigel MacDonald, Vice President	Date:
	4/30/20
Claire Cubbin Will, Secretary	Date:
	4/28/20
Renee Campbell, Treasurer	Date: