

By-Laws of the Scottish American Society of the Quad Cities

I. NAME

- a. The name of this organization shall be The Scottish American Society of the Quad Cities, hereinafter known as the "Society".

II. PURPOSE

- a. To provide an association for persons of Scottish descent and/or with an interest in Scottish art, culture, and heritage. Through this association the Society will promote an understanding and appreciation, among its members and the public at large, of the unique social, culture and artistic heritage of Scotland;
- b. To educate and instruct its members and the public at large in Scottish culture and heritage by offering and supporting activities including but not limited to entertainment, lectures, social affairs, celebrations, exhibitions, games, amusements, and classes;
- c. To promote fellowship and social activities among its members, and;
- d. To emphasize, encourage, and promote the study and preservation of the history, folklore, literature, traditions, music, and dance of Scotland in specific and Celtic Culture in general.

III. ADDRESS

- a. The address of the Society shall be as reported on the Biennial Report for Iowa Non-profit Corporation as filed with the Iowa Secretary of State's office.

IV. MEMBERSHIP

- a. Membership Qualifications and Types
 - i. Membership in the Society is open to anyone of Scottish ancestry, or who is interested in Scottish history and culture.
 - ii. The Society offers two Membership categories: Family or Individual.
 1. Family Membership is defined as members of a household residing at the same address.
 2. Individual Membership is defined as any one individual desiring Membership in the Society.

3. Dues for each Membership category shall be determined by the board annually, are due January 1st for the coming year, and are payable to the Society.

b. Membership Meetings

- i. Each Membership in good standing shall be entitled to one vote on all matters that come before the general membership. Voting by proxy will only be allowed in a system approved by the Board.
- ii. The Society shall meet in December of each year. This meeting is designated the **Annual General Meeting** of the membership for purposes of Board elections, financial reviews, and for any other business deemed necessary by the Board or requested by the membership.
 1. The meeting & event schedule will be prepared by the Board of Directors and presented at the **Annual General Meeting**.
 2. Notice of the **Annual General Meeting** shall be provided to the membership no later than 30 days prior to the date of the Meeting as posted to the Society website, the Porridge Pot or other means as approved by the Board.
- iii. A quorum for the **Annual General Meeting** shall be 10% of the Memberships in good standing. A quorum must be present to conduct Society business.
- iv. The agenda for **Annual General Meeting** is the responsibility of the Board.
- v. A Special Meeting of the Membership may be called when the Board is presented with a written request, signed by a majority of the Memberships in good standing, and the purpose of the meeting is expressly noted.
 1. The Board shall act on the request for Special Meeting within 7 calendar days and affirm or deny the request.
 2. If approved, the Notice of Special Meeting shall be provided to the Membership as posted on the Society website, printed in the Porridge Pot, or by other means as approved by the Board, within 14 days of the date the Board accepts the request.
 3. The date of the special meeting shall be set for at least 30 days, but no more than 45 days from the date of posting.
 4. The Special Meeting shall only consider the topic requested for consideration as expressed in the Membership request for a Special Meeting. No other Society business may be conducted at the Special Meeting.

5. A quorum of 10% of the Memberships in good standing must be present to act upon any business presented at a Special Meeting of the Membership.

V. BOARD OF DIRECTORS

a. Board Composition and Service

- i. The Society will be governed by a Board of Directors (in this document referred to as the "Board"). The Board shall consist of an Executive Committee composed of President, Vice-President, Secretary and Treasurer, elected by the Membership, and other appointed members as provided for below. Members of the Executive Committee shall be considered the Officers of the Society.
- ii. The Executive Board is enabled to perform the functions of the Board that are expressly reserved for the Executive Committee by statute and/or by determination of the entire Board. The Executive Board may also act for the entire Board when circumstances requiring action, as determined solely by the Executive Committee, preclude the prompt assembly of the Board for consideration of the action.
- iii. Chairpersons of Standing Committees shall serve as Board Members as noted in Section VI(a).
- iv. Other Board members may be appointed by the Executive Committee for the good of the organization.
- v. At no time shall the Board membership consist of less than four (4), nor more than fifteen (15) members.
- vi. Any Individual Member or person who is a part of a Family Membership, in good standing, is eligible to be a candidate for Board service, whether elected or appointed.
- vii. At the conclusion of the President's term, such President (or Co-Presidents) will become Past President(s), and is (are) eligible to become an ex-officio member(s) of the Board with voting privileges for a period of two years.
- viii. Any Board member may be removed prior to expiration of that Board member's term, for cause, by a majority vote of the Board.

b. Board Terms, Elections, and Duties

i. Board Terms

1. The term of office for the President, Vice-President, Secretary, and Treasurer shall be two years. The President may not be elected for more than two consecutive terms.

- a. Co-Presidents may be elected if desired by the Membership but shall share the President's vote at Board meetings.
 - b. Other Offices may serve multiple successive terms as elected by the Membership.
 - c. The President and Treasurer shall be elected in odd numbered calendar years. The Vice-President and Secretary shall be elected in even numbered calendar years. Terms of Officers in office at the time of the approval of these By-Laws shall adjust their Terms accordingly to implement this elections schedule.
2. Terms for appointed Board members that are not Committee Chairs shall be for the term approved by the Board, but no longer than 2 years
 3. Committee Chairpersons serving as Board Members shall serve for one year from the date of appointment.

ii. Board Elections and Nominating Committee

1. Board Elections shall occur at the **Annual General Meeting** of the membership as referenced in Section IV(b)(ii).
2. Nominating committee will be composed of two members of the Executive Board and two members selected from the Membership at large. The Nominating Committee shall present its slate of candidates at the **Annual General Meeting**. Nominations will also be solicited from the Membership at the **Annual General Meeting**.
3. New officers will take office immediately after the conclusion of the **Annual General Meeting**.

iii. Board Member Duties

1. President – The President shall preside at all regular meetings, Board meetings & Executive Board Meetings, shall direct and ensure that the Society functions in accordance with its By-Laws, and shall perform such duties as otherwise expressly stated in these By-Laws. The President, with approval of the Board, shall appoint a member in good standing to fill any vacancy on the Executive Board until the next **Annual General Meeting**.
2. Vice-President – Shall act as and perform the duties of the President in all respects should the President (or Co-Presidents) be unable to carry out the President's duties, until such time as the President can resume his duties or until there is an election of new Officers. The Vice-

President shall also perform any duties otherwise expressly stated in these By-Laws.

3. Secretary – Shall record and maintain minutes of all regular and special meetings of the general membership and the Board, including the Executive Board. The Secretary shall also maintain the records of Committee meetings as furnished by the committee Chairperson. The Secretary shall be the custodian of all other Society records, documentation and materials. The Secretary shall be responsible for all correspondence between the Society and all other bodies and shall be responsible for maintaining files on all such correspondence.
4. Treasurer – shall be the custodian of all funds of the Society, pay all bills approved by the Board and keep itemized records of all receipts and disbursements. The Treasurer shall prepare a financial statement, which shall be presented for approval to the Board at their meetings. The approved statements shall be made available at regular Society functions. The Treasurer will keep all financial records and tax related information. The Treasurer shall prepare the Society's books for an annual audit to be conducted each January. The Treasurer, President, and Vice President, shall prepare an Annual Budget for approval by the Board, and to be presented to the membership at the **Annual General Meeting**.

c. Board Meetings

- i. Board Meetings are open to Society members in good standing, but only Board members may vote. By majority vote of the Board, the Board may meet in closed session, to discuss issues the Board deems confidential in nature.
- ii. The Board shall meet as needed at the President's discretion, at a time and location agreeable to the Board. The Board shall meet no fewer than 4 times a year.
- iii. The agenda of each Board meeting is the responsibility of the President.
- iv. A Special Board Meeting shall be convened by request of the Board membership in written form containing the signatures of a majority of the Board membership. The purpose of the meeting shall be expressly denoted in the request.
- v. A quorum for all Board meetings shall be 50% of the current Board membership.

VI. COMMITTEES

- a. Committee Chairpersons will serve as Board members for a term of one year with no limit as to the number of consecutive terms served. The Committee Chairperson shall report committee activity to the Board and to the general membership as circumstances

dictate or as directed by the President. Standing Committees include Membership, Communication, Webmaster & Social Media, and Programs.

- i. Membership – Responsible for maintaining membership records, collection of membership dues from new and renewing members, forwarding dues to the Treasurer for deposit and preparing and issuing membership cards. This committee shall also be responsible for preparing and launching membership retention and recruitment programs as well as arranging for hospitality and reception as needed for meetings and gatherings.
 - ii. Communication – Responsible for the creation and publication of the Society’s newsletter, The Porridge Pot. The committee will also be responsible for interface with other communications media and for active promotion of all events.
 - iii. Webmaster and Social Media – Shall maintain the Society website, post updates, and generally promote Society activities on Social Media.
 - iv. Programs – This committee is responsible for the planning and execution of all aspects of the Society’s meetings, including entertainment, catering, logistics and any special needs.
- b. Ad Hoc Committees may be established by the Board to meet special non-recurring needs. The establishment of such committee shall be at the Board’s discretion. Ad Hoc Committee Chairperson(s) shall not serve on the Board, but will be responsible for providing a report to the board. The Audit Committee shall be an Ad Hoc committee.
 - c. The Agenda of Committee Meetings is the responsibility of the Committee Chair.
 - d. The committee Chairperson shall report activity to the Board and provide a written report for filing to the secretary.
 - e. The President shall be an ex-officio member of all committees. The Vice-President may represent the President if so directed by the President.

VII. FINANCIAL

- a. The Society shall maintain the accounts necessary to provide for the fiscal responsibility of the Society. Such accounts will be maintained at a FDIC financial institution. Checks drawn on the account shall require the signature of the Treasurer or the President of the Society.
- b. No part of the net earnings of the Society shall inure to the benefit of, or be distributed to its members, officers or other private person, except that the Society is authorized to make distributions in furtherance of the non-profit purposes of the Society.
- c. Directors will serve without salary, but can be reimbursed for expenses as approved by the Board.

- d. The Society is established as a 501(c)3 non-profit organization.
- VIII. PARLIMENTARY AUTHORITY
- a. The conduct of Society business shall be governed by the Parliamentary Authority of Robert's Rules of Order, latest edition.
- IX. AMENDMENT OF BY-LAWS
- a. These By-Laws may be amended at an Annual General Meeting simple majority vote of those present and entitled to vote, providing that these changes have been made available to the membership in writing at least 30 days prior to the Annual General Meeting, provided a quorum is present.
- X. EFFECTIVE DATE
- a. These By-Laws, if approved, shall be effective January 1, 2017.

Approved by the Membership
December 14, 2016