

**CONSTITUTION AND BY-LAWS OF  
THE SCOTTISH SOCIETY OF CHARLESTON, INC.  
(REVISED OCTOBER 2008)**

**ARTICLE I  
(Name and Scope)**

- Section 1.** The name of this organization shall be “the Scottish Society of Charleston, Inc.” hereinafter referred to as “The Society.”
- Section 2.** The Society was formed June 7, 1970, by agreement of the members present and incorporated under the laws of South Carolina, February 26, 1973. The Society is, and shall remain, a charitable organization under the Internal Revenue Code of 1954, as it may be amended.
- Section 3.**
- A. The Charleston area residence or business of the president shall be the *de facto* headquarters of The Society until such time as The Society shall establish a permanent headquarters. In the event that the president does not reside or conduct business in the Charleston area, the president shall designate a site to be the headquarters.
  - B. The mailing address of The Society shall be a Charleston post office box, currently P.O. Box 31951, Charleston, South Carolina 29417-1951.
  - C. The internet address of The Society shall be maintained, currently as [www.charlestonscots.org](http://www.charlestonscots.org).
  - D. The Society shall maintain a telephone answering machine, currently (843) 529 1020.
  - E. The president or designated member shall personally, or designate a member to, monitor the communications sites in a timely manner of not less than once a week, to ensure prompt response to incoming communications. The president, or designee, shall then ensure that such communications are routed to the appropriate party within 24 hours.
  - F. The president or membership chair shall advise the editor of the newsletter of the addresses and phone numbers of all existing and new members, and the new members’ names shall be published in the following newsletter.

**Article II**  
(Purpose)

- Section 1.** The purpose of The Society shall be to celebrate, promote and preserve Scottish heritage and customs.
- Section 2.** The Society shall promote through ceilidhs, picnics, tartan balls, celebrations, and days of Scottish significance, such as, but not limited to: Robert Burn's Birthday and Saint Andrew's Day and Tartan Day, presenting the Charleston Scottish Games and Highland Gathering, sponsoring or otherwise contributing to other Scottish events in the Southeast, and such other events as determined by the Board of Directors.
- Section 3.** The Society may encourage and support the development of other Scottish groups in the Charleston, South Carolina area, such as pipe bands, Scottish country dancing groups, and Highland dancing. This support may include financial aid when approved by the Board of Directors.
- Section 4.** The Society may sponsor community projects that will encourage good citizenship among our youth.
- Section 5.** The Society may with the approval of the Board of Directors give scholarships that will perpetuate our Scottish heritage as outlined in the scholarship application.

**ARTICLE III**  
(Membership)

- Section 1.** Membership in The Society shall be confined to:
- (A) Native born Scots.
  - (B) Scots by ancestry or marriage.
  - (C) Non-Scots that are nominated by at least two members and approved by two thirds (2/3) of the Board.
  - (D) Persons adopted by persons classified in subsections A and B above.
- Section 2.** (A) A person meeting the conditions in Section 1 may be admitted to Regular membership by paying an application fee and filing a written application with the membership committee, by payment of dues and by approval of the application by the Board. The amount of annual dues shall be determined by the Board of Directors each calendar year. Four classifications of membership will be recognized. Said classes will be Regular, Life, Student, and Honorary. There shall be no other classifications of membership other than those set forth herein.

- (B) Members are those persons who have been admitted to memberships and their spouses who are then living with them under the same roof, and each such adult person shall have a vote. Children of members must assume individual membership at eighteen (18) years of age to remain members.
- (C) No more than ten (10) Life membership applications per year will be accepted after the date of acceptance of this document, and future classification of Life Member will no longer be recognized. All present Life Members carried on the Society's membership roster will continue to carry the classification of Life Member and entitled to all rights and privileges as entitled to prior to this said change. A Life Member designation will apply to both married spouses living under the same roof. Each will have a vote and will be eligible to hold office.
- (D) Any person between the ages of eighteen (18) and twenty-five (25) who is enrolled as a full time or part-time student at an accredited institution of higher learning and meets the qualification requirements as stated in Section 1 may apply to The Society to become a Student Member. A Student Member will pay annual dues of one-half of the annual dues for a Regular Member.

Upon graduation or withdrawal from school, expulsion or reaching age 25 the Student Member may apply for Regular Membership within 90 days or will be dropped from the rolls of The Society upon notification that the student is no longer enrolled in school.

A Student Membership designation will apply to both married spouses living under the same roof, even if only one of the spouses is a full time or part-time student. A Student Member and spouse may vote and hold office only upon upgrading to a Regular Membership and paying dues as Regular members.

All applications for Student Membership will be voted on by the Board of Directors for acceptance or denial.

- (E) An individual may be nominated for Honorary Membership by a member in good standing of The Society for outstanding service to the Society, or the community, or to the State of South Carolina, or to the United States of America or to Scotland.

Honorary Membership is generally deemed to be for life.

Honorary Membership will not be assessed any dues, may not vote or hold office, however will enjoy all other privileges of membership and carried on the membership rolls of The Society.

All nominations for Honorary Membership must be submitted to the Board of Directors justifying the qualifications for said membership. All nominations for Honorary Membership will be voted on by the Board of Directors for acceptance or denial.

- Section 3:**
- (A) The fiscal year for payment of dues will be September 1<sup>st</sup> of each year through August 31. Dues will, heretofore, be due on September 1<sup>st</sup> each year, commencing 1 September 2008.
  - (B) The administrative year will be January 1st of each year through December 31<sup>st</sup>.
  - (C) Dues for Regular Membership will be set by the Board of Directors and may be changed at the Board's discretion.
  - (D) Dues for Student Membership shall be one half of the dues for a Regular Membership.
  - (E) A processing fee for all new memberships will be required and accompany each application along with a check for the appropriate dues. This is to include, Regular members and Student Members. The amount of the processing fee will be determined by the Board of Directors.
  - (F) Regular and Student membership shall be terminated for failure to pay the present year's dues within 90 days of the dues due date.

The Board will have the authority to hear hardship cases of a member and may decide to deny the request, waive the payment of dues for the current year or postpone payment until a later time but being paid within current dues year. The Board of Directors action will be final.

Dues will not be waived in exchange for goods and/or services provided to The Society.

- Section 4:**
- A Regular Member, Life Member, Student Member or Honorary Member may have membership revoked for actions and conduct unbecoming a lady or gentleman in which The Society is placed in an embarrassing or compromising position or in which unfavorable light is brought upon The Society or whose conduct has resulted in or is imminently likely to result

in The Society becoming liable third parties for the conduct of such member.

A charge may be lodged against any member suspected of any action or conduct as covered in the previous paragraph. All charges must be in writing to include the name of the member accused, the situation or occurrence, the date of the infraction and the name of the accuser and given to the President of the Society.

The President will review the charge and then transfer the case to the Ethics Committee consisting of the three (3) most current Past Presidents with the most recent Past President being the Chairman.

The Ethics Committee will advise the accused in writing of the charges and give thirty (30) days to request a hearing before the Ethics Committee. Should the accused desire a hearing, the accused will be given the opportunity to face their accuser.

After hearing all evidence, the Ethics Committee will give a recommendation for action to the Board of Directors. The Board of Directors will make a final decision for disciplinary action against the accused and will require a three fourths vote for such action.

Any discussion at the Board of Directors of ethics violations will be conducted in Executive Session. Only the active Board members and parties involved may be permitted to hear any discussion involving said infraction. Vote by the Board will be by secret ballot. *Ex Officio* members of the Board shall not be considered active members of the Board for this provision.

Should the accused refute the decision of the Board, the accused has the right to present his/her case before the General Membership. Such presentations shall be made at the annual general business meeting.

The accused member has the right to resign from The Society at any time prior to the vote of the Board of Directors.

**Section 5:** Any prospective member turned down for membership or any member terminated for non-payment of dues may reapply for membership following the proper procedures for applying for membership.

Members who have been expelled from the Society may not apply for readmission nor will such person be entitled to any refund of dues, regardless of membership classification. A person who has been expelled may, however, request reconsideration by the Board of Directors at any

time after the vote has been taken and recorded. The Board need not wait for a petition for reconsideration, but may raise the issue on its own accord.

#### **ARTICLE IV** (Officers)

**Section 1:** The officers of the Society shall consist of:

- (A) A president and a vice president whose terms of office shall be for two (2) years. These officers may succeed themselves for one additional term.
- (B) A secretary and a treasurer shall each be elected for a two (2) year term of office and may succeed themselves for one additional term.
- (C) Nine members at large shall serve as directors. A Director's term shall be three (3) years. Three (3) directors shall be elected each year, and may succeed themselves.
- (D) The above officers shall be called the Board of Directors.
- (E) All "past presidents" shall serve as *ex officio* members of the Board of Directors.
- (F) The immediate past president shall be a voting member of the Board of Directors.
- (G) Duties: The duties of the officers shall be, to include, but not limited to:

##### **President-**

Shall preside at all Board meetings and general membership meetings and may act as an *ex officio* member of all committees. The President shall make final and authoritative rulings on procedures and shall maintain order and decorum in said meetings and shall insure that all matters which a member or Board member or officer may present at a meeting are so presented.

The President shall be responsible for ensuring the proper governance of the Society, and with the approval of the

Board, shall appoint the place for holding established meetings.

The President, with the consent of the Board of Directors, shall have the power to appoint committee chairpersons for standing committees and other *ad hoc* committees for various activities, and to abolish non-standing committees when he or she deems it necessary. Standing committees shall include:

- (A) Finance
- (B) Membership
- (C) Scholarship
- (D) Highland Games, including subcommittees.
- (E) Social.
- (F) Ethics.
- (G) Charitable Request Committee.
- (H) Archives/History Committee.

Committee Chairs and members shall be Members in good standing and do not have to be members of the Board of Directors.

The President shall have the power to call a special meeting of the Board of Directors and General Membership provided the secretary shall give at least five days notice to the Board members naming the place and time of the meeting and the purpose of the meeting

The President may only legally bind the Society to third parties upon two-thirds approval of the Board of Directors in accordance with the Society's Constitution and By-Laws.

The president will co sign all checks over \$500.00

### **Vice President**

Shall preside at all functions in the absence of the President or appointed by the President in the President's stead.

The Vice President will serve as the Co-Chair of the Games Committee.

### **Secretary**

Shall record minutes of all scheduled meetings and Games Committee meetings and aid the President in corresponding with the Society and entities outside the Society, and shall organize and report to the Board any correspondence to the Society.

### **Treasurer**

Shall have custody of all the moneys of the Society and maintain all financial records of the Society. The Treasurer will issue and sign checks for expenses incurred by the Society. The Treasurer will provide bills and invoices for moneys due the Society to include dues notices for annual dues.

The Treasurer shall provide a financial accounting of Society's moneys at each Board meeting and an annual accounting at the Annual General Meeting.

The Treasurer shall maintain a separate list of charitable donations to the Society and contributors.

The Treasurer, with assistance from Committee Chairs and the Games Chairman, will prepare an annual budget and Games Budget to be presented to the Board and approved no later than the February Board meeting.

The Treasurer shall ensure that all reports and filings with the Internal Revenue Service are filed properly and on time.

The Treasurer will serve as Chairperson of the Finance Committee.

The board, at any time, can request an audit of The Society's books and shall be conducted by an outside party approved by the Board of Directors, on any change of the Treasurer.

**Section 2:** The head of a Scottish group in the Charleston area of an official designated by the group may be granted a non-voting seat and voice on the Board of Directors upon the receipt of an application from the group representing this privilege.

**Section 3:** In the event of a vacancy in the office of the president, the vice-president shall succeed for the remainder of the president's term of office. In the event of a vacancy in the term of office of any of the other officers listed in Section 1 above, the President shall appoint a successor to serve until the next regularly scheduled election, with the advise and consent of the Board of Directors. In the event that the vice-president completes the vacant term of office of the president or any other person completes the vacant terms of office of vice-president, the succession rule in subsection (1)(A) shall be waived.

**Section 4:** At least sixty (60) days prior to the annual business meeting, the president shall appoint a nominating committee of three (3) members to prepare a slate of officers to fill the vacancies created by the officers whose terms of office end in the current year. This committee shall render its report at the annual meeting.

**Section 5:** (A) In the event that a quorum is not present at the annual business meeting, the president shall immediately call an open meeting of the Board of Directors and if a quorum of the Board of Directors is present, conduct such business as is necessary, including receiving nominations from the membership at large for the offices to be vacated at the end of the calendar year.

(B) The Board of Directors shall then conduct the election of officers.

**Section 6:** Officers may be removed for cause and such actions are to be deemed to be an extraordinary remedy which shall be invoked cautiously.

Officers may be removed for cause only at a General Meeting of the Society, as may be called under Article IV, § 1(G) or Article VI § 1.

#### **ARTICLE V.**

##### **(Responsibilities of the Board of Directors)**

**Section 1:** The Society Board of Directors shall be the governing body of The Society with responsibilities in accordance with the provisions of the constitution and by-laws of The Society.

**Section 2:** The amount of annual dues shall be set by the Board of Directors.

**Section 3:** All persons in attendance of a meeting shall conduct themselves with dignity and decorum, and any whom shall fail to do so, or engage in conduct which is repetatively disruptive, vulgar, vile, threatening to another or illegal may be removed from the proceedings by the President.

**Section 4:** The Board may invite whatever guests or advisors it deems necessary to its meetings. Such guests may participate in discussions or make presentations to the Board. However, guests may not participate in deliberations of or make presentations to the Board except as requested by the Board and, in no event, shall guests be permitted to cast votes upon matters placed before the Board for consideration. A Board Member may request that a non-board member present a matter on his or her behalf or his or her direction, but such person shall not be entitled to deliberate with the Board, nor shall such person be entitled to vote.

**Section 5:** The procedures for Board meetings shall be governed by Article VI below.

**Section 6:** Removal of Board Members:

(A) Any Board member with three (3) unexcused absences within a calendar year may be removed from the Board by a two thirds (2/3) majority vote of the Board of Directors. Vacant positions of Directors will be filled following Section (3)(A), provided that the term of such successor shall be until the next annual business meeting at which the membership shall make permanent election to fill said vacant seat. Excused absences will be determined by the President with prior notification from the Board member.”

(B) Cause: A Board Member may be removed for just cause only.

Removal of Directors is deemed to be an extraordinary remedy which shall be invoked cautiously.

(A) Procedure: The following procedures must be followed prior to the removal of any Director.

1. At least ten (10) days prior to the meeting at which the vote is intended to take place, the president shall notify the Board member in question of the proposed action. The notification must state:
  - a. The date, time and place that the vote will occur;
  - b. The bases for the proposed action;
  - c. That the Director has the right to submit matters on his or her behalf for consideration by the Board, in writing if delivered to the President two days prior to

the Board meeting, or that the Member may appear at the meeting and make a statement on behalf of himself or herself or may have others appear on his behalf to make statements on behalf of him or her.

- d. That the Director has the right to resign at any time prior to the vote.
2. At least ten (10) days prior to the meeting at which the vote is intended to take place, the president shall notify the remaining Board members of the proposed action.
3. All procedural provisions at the hearing shall be conducted in executive session. Only the active Board members and parties involved may be permitted to hear any discussion involving said infraction. Vote by the Board will be by secret ballot. *Ex Officio* members of the Board shall not be considered active members of the Board for this provision.
3. If three fourths of the Board votes to remove, the Director shall be deemed to have been stripped of office from the time the Secretary Records the vote. For purposes of this procedure, the vote must be three fourths of the Board and not three fourths of the Board Members present at a meeting. If there are less than three fourths of the Board Members present at the meeting in question, the vote shall be deferred and the Director shall be re-notified in accordance with the provisions set forth above.
4. If three fourths of the Board are present, and the vote fails, the Director may not be subject to a second vote for the conduct which served as a basis for the failed vote. That notwithstanding, the Director may be subject to removal for cause for other acts which were not known at the time of the vote, or which may occur subsequent to the vote.

## ARTICLE VI (Meetings)

**Section 1:** General Business Meetings of The Society shall be held at the call of The Board of Directors or at least ten percent (10%) of the membership.

Notice of the meeting shall be sent to each member in good standing at least ten (10) days before the meeting. The notice shall state the purpose of the meeting and shall state if an amendment to this constitution and by-laws will be presented. A quorum for the transaction of business shall consist of five percent (5%) of the membership.

**Section 2:** Meetings of the Board of Directors shall be held at the call of the President or at the request of three (3) members of the Board of Directors. Notice of at least five (5) days shall be given before the date of the meeting and two thirds (2/3) of the members of the Board of Directors shall constitute a quorum for the transaction of business. The Board may conduct any and all general business with a quorum present unless a greater number of members is required under a different provision of this Constitution and Bylaws. The Board may not conduct business on behalf of the Society in the absence of a quorum. The monthly meeting of the Board of Directors will be held on the fourth Tuesday of each month at a pre-determined location”

Unless otherwise provided herein, all matters resolved by the Board shall have been moved, seconded and affirmatively voted upon by a simple majority of the Board members attending the meeting at which the matters are presented, discussed and/or acted upon, predicated upon a present quorum at such meetings. Any action taken in the absence of a quorum shall be void *ab initio*.

Any member of the Society in good standing may call for a special meeting of the Board at which such member may address matters to the Board for consideration. To call such special meeting the requesting member must submit a written notice of Call for Meeting accompanied by a petition signed by no less than fifteen (15) percent of the Board's membership. The written notice of Call for Meeting shall state the matter or matters the calling Member wishes to present before the Board, and at any meeting held pursuant to such a Call for Meeting, only matters stated in the Call for Meeting may be considered. Upon receipt of a valid written notice of Call for Meeting, the president shall schedule the requested meeting no later than forty-five (45) days in the future. In order to permit the continuation of an orderly governance process by the Board, no individual Member may submit a notice of Call for Meeting nor shall any particular matter be the subject of a Call for Meeting notice any more frequently than once each calendar year.

**Section 3:** Business conducted by mail, such as elections and ratification of amendments to the constitution and by-laws, shall be subject to the same quorum requirements as if the business were conducted at a scheduled meeting. Correspondence notification requirement to members will be

honored by, but not limited to, postal correspondence, telephone or electronic mail.”

**Section 4:** An Annual General Business Meeting, commonly referred to as the Annual General Meeting or “AGM” shall be scheduled by the President. Board of Directors during the month of November. Membership shall be notified in accordance with § 1.

The membership of the Society shall be notified fifteen (15) days prior to the Annual General Business Meeting of the slate of proposed officers and any amendments to the Constitution and By Laws. The membership of the Society shall be notified fifteen (15) days prior to an extraordinary general business meeting of the purpose of the meeting.

All actions ratified by the general membership at a general business meeting of The Society shall control over all other actions unless in violation of the Constitution and By-laws.

**Section 5:** Roberts Rules of Order-Revised (latest edition) shall govern all meetings of the Society.

#### **ARTICLE VII** (Residual Assets)

**Section 1:** In the event of termination or dissolution of The Society, all assets shall be distributed to an organization qualified as a charitable or educational organization under the Internal Revenue Code of 1954 as may be amended.

#### **ARTICLE VIII** (Amendments)

**Section 1:** The constitution and by-laws may be amended by a vote in favor of the proposed change(s) by at least two-thirds of the members voting at a general business meeting. Amendments may be proposed either by The Board of Directors or a petition bearing the signature of at least ten percent (10%) of the total membership.