

St. Andrew Society of Colorado CONSTITUTION and BYLAWS

ARTICLE I NAME

The ST. ANDREW SOCIETY OF COLORADO is the full and official name of the Society.

ARTICLE II OBJECTIVES

The Society exists to accomplish the following objectives:

- (A) Provide a Society for all persons of Scottish descent, their kin, and all others with an interest in Scotland, to which they may belong and with which they may be associated.
- (B) Provide a means of contact by which all resident Scots, visiting Scots, or persons connected with other Scottish associations may obtain hospitality and/or assistance.
- (C) Provide a vehicle by which to pursue the furtherance and promotion of Scottish culture, traditions, history, literature, arts and customs of sport, dress and the like.
- (D) Provide a specific body and organization for the purpose of suitably commemorating and celebrating St. Andrew's Day (November 30) and Burns Day (January 25), which are the principal, traditional functions for all Scots and Scottish Associations.
- (E) Provide means for the support of Scottish and/or related charities and provide assistance to needy Scots and those of Scottish descent.
- (F) Provide a medium for organized, traditional and innovative highland games.

ARTICLE III MEMBERSHIP

Section 1. Membership Categories

Membership in the Society shall be open to all persons demonstrating a genuine interest in its objectives. Membership Categories will be set by the Council. They will be reviewed annually and revised as necessary. Recommended revisions will require the approval of a majority of the Elected Members of the Council.

Section 2. Membership Dues

Dues will be set by the Council. They will be reviewed annually and revised as necessary. Recommended revisions will require the approval of a majority of the Elected Members of the Council.

Section 3. Membership

Maintenance – The maintenance of one's membership represents the same obligation as any other privilege and should be zealously safeguarded.

Some of the points inherent herein are:

- (A) Members who have not paid their membership dues, last due and payable within sixty (60) days of the date thereof, shall, at the discretion of the Council, forfeit all rights of membership.
- (B) Membership, and all rights thereof, may be suspended or permanently revoked by the Council if the member's conduct is considered detrimental to the Society.

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Section 4. Membership Application

Specific forms to make application for membership are available through the Membership Secretary at any time. The application, plus dues payment, is submitted to the Council through the Membership Secretary. Applications are reviewed by the Council at each regularly scheduled monthly meeting of the Council. Membership in the St. Andrew Society of Colorado and all of its auxiliary organizations is open to all people regardless of age, race, sex, color, creed, religion, national origin, sexual orientation and disability.

Section 5. Honorary Membership

The Council, by majority vote, shall have the authority to elect to Honorary Membership a maximum of three persons annually. Such election shall be for a period of one year, but may be extended annually up to a maximum of four years. Persons elected to such Honorary Membership shall not include anyone who could be reasonably expected to join the Society in his/her own right, because of Scottish birth or such pertinent circumstances, unless the Council finds specific extenuating reasons. Any member of the Society may propose persons for such membership to the Council for consideration at least twenty-one (21) days prior to the Annual General Meeting.

ARTICLE IV

FISCAL YEAR, MEMBERSHIP YEAR

Section 1.

The fiscal year shall be from October 1 through September 30. The membership year shall be from June 1 through May 31.

ARTICLE V

COUNCIL

Section 1 – Organization

The Society shall be governed by a Council. The specific operational guidelines for the Council shall be such that the objective, functions and future well-being of the Society are suitably observed, promoted and safeguarded. The Organization of the Council shall consist of the following three (3) basic units.

- (A) Elected Members: The Elected Members of the Council shall be comprised of four (4) Officers in the positions of Chieftain, Vice Chieftain, Treasurer and Secretary, and three (3) Members-at-Large, placing the total Elected Members of the Council at seven (7) persons.
- (B) Associate Members: The Associate Members shall be comprised of (i) the appointed representative of each of the three (3) auxiliary groups of the Society (i.e. the St. Andrew Scottish Country Dancers, the Rocky Mountain Highland Dancers and the Colorado Tartan Day Council), (ii) the Membership Secretary, (iii) the Newsletter Publisher, and (iv) the Games Marshal.
- (C) Immediate Past Chieftain: The Immediate Past Chieftain will be a member of the Council, in order to maintain continuity in the administration of the affairs of the Society.

Section 2. Meetings

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The fundamental operational activity of the Council shall be monthly meetings of the Elected Members of the Council, who collectively make up the legislative body governing Society affairs.

The Associate Members of the Council shall meet with the Elected Members of the Council as frequently as their duties and responsibilities necessitate. Their specific purpose is to function as the chairmen of standing committees and the holders of honorary sub-offices, and to advise and assist in Society activities.

Section 3. Term of Office

The vitality of the Council operations can best be maintained by the scheduled introduction of new personnel with fresh ideas and energy. To this end, the following term of office rulings are specified:

The normal progression of the Elected Members of the Council is as follows:

- (1) Member-at-Large #3
- (2) Member-at-Large #2
- (3) Member-at-Large #1
- (4) Secretary
- (5) Treasurer
- (6) Vice-Chieftain
- (7) Chieftain

Voting for the Elected Members of the Council will take place at each Annual General Meeting. An Officer is elected for a period of one (1) year and may hold any one office for a maximum of two consecutive years.

A Member-at-Large is elected for a period of one year and may hold a Member-at-Large position for a period of up to six (6) years.

Officers and Members-at-Large elected at the Annual General Meeting will take office immediately.

Section 4. Appointments

- (A) If a Council office is vacated prior to the Annual General Meeting, the Elected Members of the Council may make the necessary appointment of a Society member to fill the vacancy until the next Annual General Meeting.
- (B) The Elected Members of the Council, on the basis of a unanimous vote of those present, have the power to appoint the following:
 - (1) Temporary officials and committees, as necessary, to carry out more effectively the work of the Society. Such officials or committees will report to one duly designated Elected Member of the Council and, with his/her approval and general guidance, co-opt other members for assistance, as deemed necessary.
 - (2) A Membership Secretary
 - (3) A Newsletter Publisher
 - (4) A Games Marshal
 - (5) An Archivist/Historian to maintain past records of the Society
 - (6) A Master at Arms
 - (7) A Web Master
 - (8) A Videographer
- (C) Each of the three Auxiliary Groups represented on the Council by their respective associate

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member has the power to appoint its Council representative.

Section 5. Authority

The Elected Members of the Council shall have the power to authorize the expenditures and disbursement of Society funds, as may be deemed necessary for effectively fulfilling the objectives of the Society.

The Elected Members of the Council shall also have the power, under special circumstances, to effect interim modification or changes to the Constitution. Ratification of the same by the membership shall be sought at either the next scheduled Annual General Meeting or at an Extraordinary General Meeting.

Section 6. Qualifications to Serve on Council

Anyone considered for elections or appointment to the Council must have been a member of the Society in good standing.

Section 7. Nomination of Elected Members of the Council

Candidates for the position of Elected Member of the Council may be nominated as follows:

Any elected Member of the Council may nominate, at a Council meeting, a candidate for election to the Elected Members of the Council.

The Elected Members of the Council shall submit to the membership at the Annual General Meeting their recommended slate of candidates for consideration and voting.

All candidates recommended by the Elected Members of the Council shall be listed in the official notification of the Annual General Meeting issued to all members of the Society.

A written letter of nomination of a candidate for election, signed by five or more members, and an accompanying written letter of acceptance from the nominated person, must be submitted to the Secretary at least twenty-one (21) days before the Annual General Meeting. Any such nomination need not be included in the official notification of said meeting unless submitted in writing to the Secretary at least thirty (30) days before the Annual General Meeting.

Section 8. Attendance

All Elected Members of the Council will be required to attend a minimum of two-thirds of the Council meetings.

All Elected Members of the Council will also be required to attend two-thirds of the activities of the Society.

Failure to attend meetings and activities will be sufficient cause for replacement, at the option of the other Elected Members of the Council.

Section 9. Quorum

A majority of the Elected Members of the Council, one of whom must be an Officer, shall constitute a Quorum at Council Meetings.

Section 10. Voting

The seven Elected Members of the Council, as defined in Article V, Section 1(A) herein, shall be permitted to vote. In the event that fewer than seven are present, and in the event of a tie, the Presiding Officer shall have a second or casting vote.

Section 11. Duties of Council Members

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(A) Elected Members

- (1) The Chieftain's primary duty is as Chairman of the Council, as defined in article V, Section 1, Subsections A-C, and also as the Society's representative to the public.
- (2) The Vice Chieftain is responsible for upholding and ensuring that tradition is maintained, may perform special duties at the request of the Chieftain or Council, and acts for the Chieftain in the Chieftain's absence.
- (3) The Treasurer acts as custodian for all assets and property of the Society, and is responsible for all financial transactions for the Society proper.
- (4) The Secretary is responsible for all official Society correspondence, is responsible for recording the minutes of all official Society meetings, and is the main contact for most items of general information.
- (5) Members-at-Large are responsible for supporting the Council officers in the general administration of the Society and may be appointed to perform or participate in special functions at the request of the Chieftain or Council.

(B) Associate Members

- (1) The Associate Members represent their respective organizations or functions at Council Meetings or other official functions, and keep the Council informed of their group's activities.
- (2) The Membership Secretary is responsible for maintaining membership records, accepting membership applications, collecting membership dues, submitting applications for membership to the Elected Members of the Council for approval, and submitting membership dues to the Treasurer.
- (3) The Newsletter Publisher is responsible for the preparation, printing and distribution of the *Highland Herald*.

(C) Immediate Past Chieftain

The immediate Past Chieftain is responsible for maintaining continuity in the administration of the Society.

ARTICLE VI

MEETINGS

Section 1. Annual General Meeting

The Annual General Meeting (AGM) will be held each year on a date set by the Council for the purpose of conducting Society business. Said date will be in the quarter following the end of the Society's fiscal year.

The Secretary shall provide notification of the Annual General Meeting to all members of the Society at least ten (10) days prior to the meeting date. Said notice may be made through the Society's newsletter.

A quorum for the Annual General Meeting will consist of a majority of the outgoing Elected Members of the Council, and those voting members present.

At the Annual General Meeting, the outgoing Council shall present annual reports covering the offices of Chieftain, Treasurer, Secretary and others, as deemed necessary.

The election of Elected Members of the Council, as defined in Article V, Section 1(A), for the following year will be held at the Annual General Meeting, so that all Society functions may be continued without interruption.

Section 2. Extraordinary General Meeting

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Five (5) Elected Members of the Council, or any twenty (20) members of the Society may demand an Extraordinary General Meeting by submitting written notification of such a meeting to the Secretary within twenty-one (21) days of the date of said meeting. This submittal shall state the business or resolutions to be discussed at the meeting, and no other business may be discussed or conducted at the meeting.

The Secretary shall notify all members of the Society of the Extraordinary General Meeting not less than ten (10) days prior to the meeting. The notification shall state the business or resolutions to be discussed at the meeting.

A quorum for this meeting shall consist of forty (40) voting members of the Society.

Section 3. Voting Rights

All members in good standing over the age of 18 years of age will be entitled to vote at the Annual General Meeting and/or an Extraordinary General Meeting.

Members desiring to vote on Society business at the Annual General Meeting and/or an Extraordinary General Meeting must be in attendance at the meeting.

Voting shall be by a show of hands, voice or ballot, at the discretion of the Chieftain, who will have a second or casting vote in the event of an equal vote.

ARTICLE VII

ACTIVITIES

Section 1. Organization

The specific Council organization is such that Society activities will have one Member or Associate Member placed in charge of any given activity. Such activities may be held during any or every month of the year. The following occasions, which seek to observe the specific traditions of the Society's objectives, will be conducted:

Section 2. St. Andrew Gala

This function will be the responsibility of a designated Council Member, who will organize all activities and may choose to M.C. or designate a M.C for the program.

(A) The wearing of Scottish dress is encouraged, with for-mal/semi-formal attire desired.

(B) This traditional event, in honor of St. Andrew, will be celebrated on a date to be determined by the Council.

(C) A copy of the recommended program is attached as Appendix A.

Section 3. Burns Supper

This function will be the responsibility of a designated Council Member, who will organize all activities. The Chieftain will preside. Traditional requirements are:

(A) The wearing of Scottish dress will be emphasized.

(B) This traditional event, in honor of Robert Burns, will be celebrated in either January or February, as determined by the Council.

(C) Ceremonial piping in of the Haggis will be observed and the traditional "The Address to the Haggis" will be given.

(D) Toasts to the President of the United States, His/Her Britannic Majesty, and the Immortal Bard will be proposed.

(E) A Tartan Award shall be presented annually to a deserving person(s) for outstanding services rendered to the Society or community. Written nominations may be submitted to the Society Secretary from the membership at any time, but must be received no later than December 31, for consideration for awarding at the following Burns Supper. The Council

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shall act on the nominations at the meeting closest to the Burns Supper and shall determine the recipient by a majority vote.

(F) A copy of the recommended program is attached, Appendix B.

Section 4. Highland Games

The Games Marshal will serve as an Auxiliary Member of the Council, and as Chairman of the Games Committee. The Games Marshal will be governed by the following tenets:

- (A) Hold office until his/her resignation, or until requested to resign by the Council upon a majority vote of the Elected Members of the Council.
- (B) Appoint committee members as required by the scope of the Games.
- (C) Report progress at Council meetings, as appropriate.
- (D) Accept Council override by majority vote.
- (E) Emphasize the wearing of Scottish dress.
- (F) Foster Competitive Scottish Highland and Country Dancing, Piping and traditional Athletic Events.
- (G) Encourage Games programming that includes children's and youth events.

ARTICLE VIII

SPECIAL FUNCTIONS AND RESPONSIBILITIES

Excessive organization may seriously hamper initiative and originality and it is, therefore, an operating policy to minimize the organization of committees. However, some important functions necessitate an organized approach and Council Members are assigned the following responsibilities to meet such requirements:

Section 1. General Information

The Secretary is the person to contact for most items of general information.

Section 2. Membership

A Council Member designated as the Membership Secretary is the principal contact for membership information.

Section 3. Traditional Affairs

The Vice-Chieftain is responsible for upholding and ensuring that tradition is maintained in a true and unadulterated form.

Section 4. Properties

The Treasurer acts as the custodian of all Society property and assets. Each Auxiliary Group and the Games Committee is responsible for their own property, assets, and financial transactions, and will periodically report on them to the Society.

Section 5. Publicity and Public Relations

These functions are handled jointly by the Chieftain and Secretary, but all members are encouraged to utilize every opportunity for favorable exposure to the public and to advise the Chieftain and/or Secretary if they know of such opportunities.

ARTICLE IX

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AUXILIARY GROUPS

Section 1. Scope

The scope of the term Auxiliary Groups shall include any special interest group which wishes to be attached to, identified with, and receive support from the Society. The establishment of an auxiliary group shall be subject to the approval of the Council. These Groups shall include, but not be limited to, the following:

- (A) The St. Andrew Scottish Dancers
- (B) The Rocky Mountain Highland Dancers
- (C) The Colorado Tartan Day Council

Section 2. Requirements

Each Auxiliary Group shall:

- (A) Establish bylaws for its group compatible with those of the Society. These bylaws shall be approved by the Council.
- (B) Establish a fiscal year which coincides with that of the Society.
- (C) Provide the Council with a written fiscal-year-ending report in time to be audited for the Society AGM.
- (D) Be open to all Society members who wish to join, subject to limitations that might be approved by the Council.
- (E) Maintain communications with its members, the Council, and with the members of the Society.

Section 3. Representation on Council

The appointed representative of an Auxiliary Group shall attend Council meetings or appoint a substitute. Such representative or substitute must hold concurrent membership in the Society to qualify, and shall take office as an Associate Member of the Council upon election by their board of directors or governing body. Officers of SASC Auxiliary Groups shall be designated as Directors. The term Director shall apply to the said individual's performance of SASC-related duties and functions.

ARTICLE X

AMENDMENTS

This Constitution shall be altered or modified only upon approval by a majority of the members of the Society present at the Annual General Meeting or at a special Extraordinary Meeting, provided the total attendance represents a quorum. At least ten days notice of such alteration or modification shall be given to all voting members.

No new amendments may be proposed at the AGM, however, proposed changes for which notice has been given, may be modified with said modifications approved by a majority vote of the members present prior to the final vote on the modified changes. Such modified changes shall be approved by a two-thirds majority of the members present.

ARTICLE XI

NON-PROFIT STATUS

Section 1. Non-profit Status

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No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 2. Dissolution

Upon the dissolution of the Corporation, the Council shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for the charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Council may determine.

Adopted 23 October 1970, with modifications approved 17 May 1974, 20 May 1977, 19 May 1978, 16 May 1980, 23 May 1984, 13 Sep 1985, 19 Sep 1986, 18 Sep 1987, 16 Sep 1988, 22 Sep 1989, 21 Sep 1990, 7 Jun 1991, 17 Sep 1993, 27 Sep 1997, 15 Oct 1999.

Appendix A - Recommended Program for the St. Andrew Banquet Ball:

Appendix B - Recommended Program for the Burns Supper

Appendix C. Disclosure

The Council of the St. Andrew Society of Colorado will not accept any responsibility for the actions of any clan society or group, whether they are members or non-members of the Society.

Appendix D. Roster

The Roster for the St. Andrew Society of Colorado will not be used for any commercial endeavors.

Appendix E. Alcoholic Beverages

The St. Andrew Society of Colorado shall not at any time be represented to any third party as a business engaged in the selling or serving of alcoholic beverages, other than incidental to SASC functions.

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Formal Program

Reception & Cocktails (time)
Piping in of the Chieftain, et al.
Grace - Dinner
Toasts: The President
 The Queen

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St. Andrew

Piping in the Cake

Entertainment

Introductions

Announcements

Chieftain's Address

Dance Program

Chieftain's Reel

Country Dancing-name dances

Ballroom Dancing

Country Dancing -name dances

Piping

Ballroom Dancing

Country Dances-name dances

Ballroom Dancing

Country Dancing-name dances

Auld Lang Syne

Drappies (time)

Receiving line (time)

Piping in the Chieftain

Guid Evening (Chieftain)

The Haggis

(name bearers & piper)

Toasts:

The President

The Queen

The Lassies

Response

Grace - Supper

"The Immortal Memory" (Who)

Tartan Award (by Chieftain)

Youth Achievement Award (by Chieftain)

Entertainment

Country Dancing