

# CONSTITUTION OF THE SCOTTISH SOCIETY OF INDIANAPOLIS, INC.

## Article I: Name and Purpose

Section A: Name. The name of this organization shall be "The Scottish Society of Indianapolis, Inc." in accordance with the Articles of Incorporation on file with the State of Indiana.

Section B: Purpose. The purpose of the Society is to promote and perpetuate Scottish traditions, custom, culture, and heritage. Further, it is the desire of the organization to promote the interaction of its members, assist in genealogical research, provide charitable and educational assistance, and promote these goals within the community.

Section C: Non-Discriminatory Policy. Consistent with the Scottish spirit of tolerance in the achievement of its purpose, the Society further declares that in its vigorous pursuits, it shall at all times during the span of its existence, maintain an attitude strictly non-sectarian and non-partisan, nor as an organization, take part in any political issues, foreign or domestic, nor discriminate against any person based upon race, religion, creed, age, sex, or country of national origin.

## Article II: Dues

Section A: Fiscal Year. The fiscal year of the Society shall be the same as the calendar year, beginning on 1 January of each year and ending on 31 December of that year.

Section B: Dues. The annual dues shall be determined by the Society's Board of Trustees and shall be paid by the last day of February of each year (with the exception of Lifetime memberships). The failure of any member, as required by this Constitution, to perform their financial obligation to the Society after having been notified of their delinquency, shall require the removal of that member's name from the membership roster per the established procedure.

### **Article III: Officers and Duties**

Section A: Officers. The elected officers of the Society shall consist of a President and six Trustees from whom the President shall appoint a Secretary and a Treasurer. These officers shall collectively be known as the Board of Trustees. The duties of the individual officers shall be delineated by the Society's current rules and policies.

Section B: Duties and Authority. The Board of Trustees shall govern the Society by directing its policies and operations consistent with objectives and purposes for which the Society was created. The Board of Trustees shall be entitled to establish rules and policies and provide the management and control of Society property and assets.

Section C: Meetings. The Board of Trustees shall hold regular monthly meetings. The Society's Secretary shall perform a like function for the Board and shall keep the minutes of these meetings. Trustees should not miss more than one Board meeting per year. A Trustee who misses two Board meetings per year shall be considered as having offered to resign from the Board.

Section D: Quorum and Voting. At any meeting of the Board of Trustees, the presence of a simple majority of the Board's members then qualified shall constitute a quorum for the transaction of business. A Board member may, by an electronic means producing a written record, vote on any measure in absentia.

Section E: Vacancies. Whenever a mid-term vacancy shall occur, by whatever reason, in any office, such a vacancy shall be filled by appointment, by the Board of Trustees. Any member so appointed shall serve until his successor is chosen and qualified. In the case of a temporary vacancy, the Board of Trustees may delegate the powers or duties of such officer to any other officer or Trustee or appoint as an Acting Trustee first, a Director of the Scottish Foundation of Indianapolis, second, a former Trustee, and third, a member of the Society. Such appointments shall require a simple majority of the Board's approval.

Section F: Term of Office. Each Trustee shall serve in his elected capacity until such time as his successor is duly elected and qualified. There shall be no limit on the number of terms a member may serve in any elective or appointed office; however, such elected member must be in good standing to serve.

Section G: Impeachment of President or Trustee. Any member in good standing, as defined in Article V, may, for good cause shown, recommend in writing to the Board of Trustees that the President and/or any Trustee be removed from office. Upon

receipt of such a written recommendation, the Board shall meet to consider the merits of the petition as directed by established procedure.

Section H: Standard Procedures Manual. The Society shall maintain procedures providing detailed instructions for the execution of the responsibilities or events created by this Constitution. Changes to the procedures must be approved by a simple majority of the Board of Trustees, these procedures are to be reviewed and certified to be remaining in effect every two years, occurring in even numbered years.

#### **Article IV: Elections**

Section A: Election. Election of the President and Trustees shall take place at the annual meeting of the Society held during the month of November. A member elected to any office shall assume his responsibility on 1 January following his election. Detailed instructions for the conduct of the election shall be found in the Society's "Standard Operating Procedure Manual" following this Constitution.

Section B: Notice of Nominations. In the July issue of *The Thistle*, notification shall be given by the nomination committee that nominations for President and Trustees will now be accepted. This notice shall provide a cut-off date prior to the general meeting in October so that members may be apprised of names for consideration. Thereafter, no nomination will be accepted until requested by the President at the annual meeting in November.

Section C: Voting. Election to any office shall be by simple majority of those members in good standing voting in person at the annual meeting. No vote by proxy shall be accepted or counted and each member is entitled to only one vote. The chair of the nomination committee shall preside at the election, assisted by the committee.

#### **Article V: Membership**

Section A: Qualification. Any person, of good moral character, demonstrating an interest in Scottish culture or heritage, shall be entitled to apply for membership in the Society. All applications for membership shall be reviewed by the membership committee for recommendation to the Board prior to acceptance.

Section B: Membership Classifications. The following shall be the categories of membership recognized by the Society.

1. Regular:

- A. Individual – a membership covering one individual, entitled to one vote.
- B. Student – a membership covering one adult up to the age of 25 years, who maintains the status of a full-time student, entitled to one vote.
- C. Family – a membership covering up to two adult heads of household and all minor children residing in the household up to the age of 22 years, entitled to two votes resting within the heads of household.

2. Honorary:

Honorary members are those persons who have rendered a special service to the Society and/or community or have otherwise distinguished themselves in the eyes of the Society. These members shall not be entitled to vote, hold office, or be required to pay dues or fees. Such membership shall be bestowed only upon a majority approval of the Board of Trustees.

3. Life Member:

Any regular member may become a Life Member by contributing that sum of dues established by the Board of Trustees. A life member shall have all of the same rights and privileges as a regular member. A life membership shall encompass either a single individual or family as defined above.

4. Corporate Member:

Upon application and approval by the Board of Trustees, any corporation, as defined by Indiana statute, whether or not for profit, may become a member of the Society. Such member may not hold office or vote. A financial contribution shall be established by the Board of Trustees. No individual officer, shareholder, employee, agent or servant of a corporate member shall be entitled to regular membership based upon the Corporation's having been accepted by the Board as a corporate member.

Section C: Good Standing. Any member accepted by the Society upon written application and tender of appropriate dues or fees, and having maintained a good moral character and repute, advanced the goals and purposes of the Society, and remaining current in his financial obligations to the Society shall be considered to be in good standing.

Section D: Expulsion of Members. Upon the written recommendation of any member in good standing, a member, regardless of category of membership, including life members, may be considered for expulsion from the Society per established procedure.

## **Article VI: Committees**

Section A: Types. There are established two categories of advisory committees within the Society, standing and special. The chairmanship of the committees shall be appointed by the President. Each committee chair shall present their list of members for Board approval. The exception being the Nominating Committee, whose membership is established herein.

Section B: Standing Committees. Due to the nature and complexity of the Society, it is recognized that certain needs can be fulfilled only by the establishment of the following permanent committees. The membership of each committee shall consist of not less than one Trustee and one regular member in good standing in the Society. Each appointee shall serve until he resigns or is duly replaced by a successor.

1. Membership. The duties of the membership committee shall include:
  - a. receive, review and recommend applications for Society membership
  - b. receive complaints against members and make recommendations for action on those complaints
  - c. promote membership in the Society.
  - d. update the Society's Secretary with all new members admitted to the Society.
  - e. meet at least annually with the Secretary and Treasurer and, per procedure, purge the membership rolls.
2. Finance. It shall be the duty of the finance committee to assist the Society in achieving its financial goals. The Treasurer shall serve as committee chair. The committee shall have no authority to financially obligate the Society; however, it may recommend, among other things, fund raising activities.
3. Nomination. The nomination committee shall be responsible for soliciting nominations of candidates for elected office in the Society, and for the conduct of the annual elections per established procedure. The nomination committee shall be chaired by a Trustee and assisted by the three additional Trustees.
4. Special Events. This committee shall co-ordinate the planning of any special event held by the Society such as the annual St. Andrews Dinner and Kirkin' of the Tartan. In addition, the special events committee shall take charge of the Society's participation in events outside the control of the organization.

Section C: Special Committees. The President may create such special committees as deemed necessary. These committees shall exist for such duration as the President may establish; however, they shall not be permanent. The duties of any special committees, and their chairs, shall be prescribed by the President.

## **Article VII: Meetings**

Section A: General Meetings. Monthly general meetings of the membership shall be held to conduct the business of the Society. These meetings shall be held on a regularly scheduled date as established by the Board of Trustees.

Section B: Annual Meeting. An annual meeting shall be held each November. In addition to the general business of the Society, elections shall be held as provided herein and in established procedures.

Section C: Special Meetings. Special meetings shall be held at such time and place as may be called by the President or a majority of the Board of Trustees.

Section D: Committee Meetings. Committee meetings shall be held as needed. A majority of those members appointed to a committee shall constitute a quorum for the transacting of business. The committee shall provide the Board with a written report of their activities, to be placed in the Secretary's permanent record.

## **Article VIII: Amendments**

Section A: Procedure for Amendment. Additions, changes, deletions, and amendments may be made to this Constitution in the following fashion:

1. A proposition, oral or written, may be tendered by any member in good standing to the Board of Trustees
2. Upon favorable review by a two-thirds majority of the Board, the proposed amendment is published to the general membership for review.
3. No earlier than 30 days after publication, the amendment may be brought to a vote by the general membership.
4. Passage of such amendment shall be by a two-thirds majority vote of those members in good standing attending a special or general meeting approving the amendment.

## **Article IX: Dissolution**

Section A: Dissolution. If, for any reason, at any time, dissolution of the Society becomes necessary, no assets of any kind will inure to any officer or member. All assets will be transferred to some eleemosynary (charitable) corporation as determined by a majority of the general membership in attendance at the time of dissolution.

**Article X: Miscellaneous Provisions**

Section A: Compensation of President, Trustee, or Member. No portion of the earnings of the Society shall inure to the benefit or profit of any individual or group within the Society; rather, all monies shall be expended toward those purposes and goals established by the Society. None the less, any member who expends personal funds on behalf of the Society for approved purpose shall be entitled to reimbursement. Absent an unusual situation, arrangements for reimbursements shall be made with the Treasurer prior to any member incurring any expense

Section B: Gender. Use of the male gender in this Constitution shall include the female.