

# **BYLAWS OF ST. ANDREW'S SOCIETY OF CENTRAL ILLINOIS**

## **ARTICLE I NAME**

The name of this corporation is the ST. ANDREW'S SOCIETY OF CENTRAL ILLINOIS, incorporated under the "General Not-for-Profit Corporation Act" of the State of Illinois on February 8, 1989.

## **ARTICLE II PURPOSE**

The corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of section 501(c)(3) of the United States Internal Revenue Code.

The objective of this Corporation shall include, but not be limited to the following:

**Education** - The Society shall strive to the fullest extent possible to educate the general public and Society members in Celtic and Celtic-American heritage. Further, in keeping with the traditional importance placed upon education by the Celts and Celtic-Americans, the Society may choose to assist and promote the public and private education of the people of our community.

**Perpetuation of Our Heritage** - The Society shall seek to the best of its ability to continue the traditions such as dress, music, art, history, genealogy and the language arts which make the Celtic and Celtic-American distinct among people and have contributed so greatly to the wealth of humanity.

**Charitable Service** - The Society may, when deemed appropriate, contribute materially, financially or otherwise to charitable causes. Specific attention will be paid to the interests presented to the Society by its members.

### **ARTICLE III INUREMENT OF INCOME**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its Members, Directors, Officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, including the payment of employee salaries, if any.

### **ARTICLE IV LEGISLATIVE OR POLITICAL ACTIVITIES**

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. The Corporation will not endorse or oppose a political candidate for public office.

### **ARTICLE V OPERATIONAL LIMITATIONS**

Notwithstanding any other provisions 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 provisions of any future United States Internal Revenue Law) or, (b) by a Corporation, contributions to which are deductible under Section 170 c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

## **ARTICLE VI DISSOLUTION CLAUSE**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all 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 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 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principle office of the Corporation is then located exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE VII MEMBERSHIP**

Membership in the Society shall be open to anyone having a sincere interest in the Celtic or Celtic-American people, ancestry and traditions and the Society and its purposes, without regard to race, creed, color, sex, national origin, religion or sexual orientation. Membership shall be grouped under two categories as follows:

**Clan (family)** - A family membership which shall carry two votes at Society meetings. Clan (family) dues shall be set by the Bylaws.

**Single** - An individual membership which shall carry one vote at Society meetings. Single dues shall be set by the Bylaws.

## **ARTICLE VIII DUES**

**Clan (family)** membership dues shall be set at the Annual Meeting for the following year and are payable on or before St. Andrew's Day (November 30). Clan dues shall cover the head(s) of the household(s) and children.

**Single** membership dues shall be set at the Annual Meeting for the following year and are payable on or before St. Andrew's Day (November 30). Single dues shall cover the one individual.

For new members who pay dues between September 1 and November 30, the dues payment shall cover the remainder of the present year and the following year.

For current members who pay dues between September 1 and November 30, the dues payment shall cover the following year at the present year's rate, regardless of a rate increase at the Annual Meeting for the following year.

## **ARTICLE IX PROCEEDS**

All monies collected through the membership dues, special fund-raising activities, gifts or donations shall be used to establish and maintain programs, emphasizing Celtic and Celtic-American heritage, culture, music, literature, drama, traditional dancing and the constructive contributions of the Celtic and Celtic-American people to the United States of America.

## **ARTICLE X FISCAL YEAR**

The fiscal year shall be January 1<sup>st</sup> through December 31<sup>st</sup>.

## **ARTICLE XI MEMBERSHIP MEETINGS**

Annual Society Meeting - The Annual Society Meeting shall be held during the Annual St. Andrew's Dinner. At this meeting the Society shall elect Officers and Board members, receive officer, unit and committee reports, and conduct any other appropriate business. The date, time and location of the Annual Society Meeting shall be set by the Program Committee and shall be communicated in writing to the membership at least fifteen (15) days in advance. Any number of Society members present shall constitute quorum.

## **ARTICLE XII UNITS**

A "unit" is a self-governing entity within the Society whose purpose is to perpetuate the Society goals in a specific way. Current units consist of the St. Andrew's Society of Central Illinois Pipes and Drums, the Celtic Dancers of the St. Andrew's Society and the Ancient Athletics.

A unit shall elect or appoint its own Unit Manager and Treasurer, propagate its own rules and/or regulations and keep its own finances. The term of the Unit Manager shall be determined by the Unit according to its own internal rules.

Each unit shall make their financial statements available upon request by the Board of Directors.

A new unit shall be formed after a written proposal for the unit is reviewed and accepted by a vote of the Executive Committee (see Article XIV below).

A unit may be dissolved for cause by a vote of the Executive Committee (see Article XIV below) after review and discussion by the Board of Directors. Any assets of the dissolved unit will remain the property of the Society.

### **ARTICLE XIII EXECUTIVE COMMITTEE**

The Executive Committee shall consist of the seven (7) Officers of the Corporation who are elected by and from the general membership at the Annual Meeting of the Society. The Executive Committee shall consist of the Society President, Vice-President, Secretary, Treasurer, and the three at large members elected by the general membership. The Executive Committee shall have primary responsibility for the administration of the Society and shall report annually to the membership. The President shall chair the Executive Committee. Five (5) members of the Executive Board must be present to constitute of quorum.

### **ARTICLE XIV DUTIES OF THE EXECUTIVE COMMITTEE**

The Corporation shall have the following Officers with duties as elected annually or bi-annually by ballot by the membership:

**President** - The President shall preside at all meetings of the Society. She/He shall chair the Executive Committee as a non-voting member, except in instances to break a tie, and shall have all other duties appropriate to the office. The President shall report to the membership *at the Annual Society Meeting*.

**Vice-President** - The Vice-President shall act as President in his/her absence. The Vice-President shall chair the Audit, Bylaws and Program Committees and shall have all the duties appropriate to the office. The Vice-President shall report to the membership at the Annual Society Meeting. The Vice-President shall assume the office of President at the conclusion of the President's term.

**Secretary** - The Secretary shall be responsible for all current Society records. He/She shall have administration of Society correspondence, membership roster, and shall have all the duties appropriate to the office. The Secretary shall report annually to the membership at the Annual Society Meeting. A computerized backup of all records shall be kept with the President and available for review upon request to any member of the Board of Directors.

**Treasurer** - The Treasurer shall be responsible for keeping an accurate account of the Society's assets, financial and otherwise. A computerized backup of all records shall be provided to the President prior to each monthly board meeting and available for review upon request to any member of the Board of Directors.

She/He shall see that the Society's financial obligations are met and shall make recommendations to the Executive Committee as to the disposition of Society assets and shall have all other duties appropriate to the office. The Treasurer shall report annually to the membership at the Annual Society Meeting. The Treasurer shall cooperate with the Audit Committee in the conduct of the annual audit.

**Members at Large:** It shall be the duties of the Members at Large to represent the general membership at all board meetings and provide general oversight of the Officers of the Executive Committee.

## **ARTICLE XV POWERS OF THE EXECUTIVE COMMITTEE**

The Executive Committee shall have the power to approve new units for the Society. Proposals for a new unit should be submitted in writing to the Executive Committee for review and discussion. The Committee shall also dissolve a unit for just cause after review and discussion by the Board of Directors.

Any member who shall be found guilty of any breach of the criminal laws of the land, or who shall become intoxicated, or use profane, violent or obscene language, or who by his/her acts or behavior shows himself/herself unfit to associate with gentlemen/ladies, may be expelled from the Society at the discretion of the Executive Committee. In order to expel a member, a complaint shall be given in writing, signed by three members of the Society, at one stated meeting, that a motion to expel will be discussed at the next stated meeting, and written notice of the complaint thereof shall be given to the offending member by the Secretary. At the conclusion of the discussion, the Executive Committee shall vote on expulsion or other appropriate action.

**ARTICLE XVI  
BOARD OF DIRECTORS**

The affairs and business of this Corporation shall be managed by a Board of Directors consisting of the Officers of the Corporation: President, Vice-President, Secretary and Treasurer, and three (3) Members-at-Large elected by and from the general membership at the Annual Meeting; the Chair of each Standing Committee, including one (1) Unit Manager nominated and elected by and from each and all of the units of the Society which shall include but not be limited to the following: Pipe Band, Highland Dancers, and the Ancient Athletics.

A simple majority (51%) of members of the Board of Directors at the beginning of each meeting will constitute a quorum on the Board of Directors.

Directors will hold office for a term of one (1) year except for the offices of Secretary and Treasurer which will hold office for a term of two (2) years. A member of the Society may hold more than one position on the board, with the exclusion of the Officers of the Corporation, but will still have only one vote at meetings, regardless of how many positions held. Should a vacancy in the Executive Committee arise that cannot be filled by Presidential appointment, the President must assume the duty of the vacated office until a replacement is found to fill the position.

**ARTICLE XVII  
DUTIES OF THE BOARD OF DIRECTORS**

It shall be the duty of the Board of Directors:

To reasonably supervise the Officers, Agents and Employees to ensure that their duties are properly performed.



To cause to be kept a complete record of all meetings and acts, and present a full statement at the Annual Meeting of the members, showing in detail the assets and liabilities of the Corporation, and generally the condition of its affairs. A similar statement shall be presented at any other meeting of the members, upon the written request of ten (10) percent of the members of this Corporation, submitted twenty (20) days prior to said meeting. Any such statement shall be made available to any member who requests same in writing.

To maintain all records of the Corporation at the Legal Office of the Corporation.

### **ARTICLE XVIII POWERS OF THE BOARD**

All Corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Directors, subject to the General Not-for-Profit Corporation Act of the State of Illinois and conditions of the Internal Revenue Code for a tax-exempt, tax-deductible Corporation under Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986. Subject to the same limitations, it is expressly declared that the Directors shall have the following powers:

To elect or remove all Officers, Agents and Employees as may not be inconsistent with law, with the articles of incorporation or with these By-Laws.

To conduct, manage and control the affairs and business of the Corporation, and to make such rules and regulations as are not inconsistent with law, with the articles of incorporation, or with these By-Laws, as they may deem best.

To adopt, make, and use a Corporate Seal and to alter the form of the Seal from time to time as in their judgment they may deem best, provided the Seal shall at all times comply with the provisions of law. To borrow money and incur indebtedness for the purposes of the Corporation and for that purpose, to cause to be executed and delivered, in the Corporation's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation's or other evidences of debt and securities for them.

To manage in the manner they may deem best all funds and property, real and personal, received, acquired, or earned by the Corporation, and to distribute or dispense them.

To make and publish house rules, not inconsistent with these By-Laws, to govern the use and operation of the Corporation facilities.

## **ARTICLE XIX**

### **REMOVAL/VACANCY OF DIRECTORS AND OFFICERS**

Any elected officer may be removed from office for just cause. Charges must be presented in writing to the President, who shall distribute copies to each member of the Executive Committee. Within thirty (30) days, the President shall call a meeting of the Executive Committee to review the charges. If charges are against the President, they shall be presented in writing to the Vice-President, who shall distribute copies to each of the Executive Committee members. The Vice-President shall then call a meeting of the Executive Committee within thirty (30) days to review the charges. If just cause is found, a simple majority vote of the Executive Committee shall be sufficient for removal. Appointed officers and committee members may be removed by the President.

Vacancies in any office, or on any committee shall be filled by Presidential appointment for the remainder of the term, except that the Vice-President shall automatically fill the position of President in the event a vacancy occurs in that office. In the event the office of President and/or Vice-President are vacated, and the immediate succession of officer(s) occurs, a special election shall be held at the time of the next Society meeting or gathering to fill the office of

Vice-President. Notice of such special election shall be delivered in writing to the membership not less than fifteen (15) days prior to the meeting. Pursuant to Article XII, should a vacancy in the Executive Committee arise that cannot be filled by Presidential appointment, the President must assume the duty of the vacated office until a replacement is found to fill the position.

## **ARTICLE XX STANDING COMMITTEES**

Appointed Officers of Standing Committees - The President may appoint officers from the Society membership to fill committees or other positions deemed desirable, including but not limited to: Membership Coordinator, Public Relations, Highland Games and Celtic Festival, etc. Officers of Standing Committees are members of the Board of Directors and have a vote. All officers shall serve a term concurrently with the President that appointed them and shall terminate at the end of the President's term of office.

Duties and responsibilities as specified:

Membership Coordinator - The membership coordinator shall maintain the membership rolls and collect annual dues of the membership of the Society.

Public Relations - The Public Relations Chair shall publish the monthly newsletter, and maintain a relationship with the local media.

Highland Games and Celtic Festival - The Games Chair shall oversee all arrangements for the annual Springfield Area Highland Games and preside over regular meetings of the Games Committee. The Chair shall appoint area chair positions and assume responsibility for all vacant area chair positions.

The Chair shall provide an annual report within 90 days of the completion of the Highland Games on its financial outcome. The Chair shall also submit a report to the Board of Directors at regular meetings as to the Games preparations, and shall perform all duties incident to the Games Chairperson and such other duties as may be prescribed by

Executive Board. The President shall assume all duties and responsibilities of the position in the event the Games Chairperson is unable to fulfill his/her duties.

## **ARTICLE XXI VICE PRESIDENTIAL STANDING COMMITTEES**

Audit - The Audit Committee shall consist of the Vice-President, who shall serve as chair, and at least two (2) other members appointed on an annual basis by the Vice-President. The Audit Committee shall conduct an annual audit of all financial records and transactions of the Society and shall report annually to the membership at the Annual Meeting.

Program - The Program Committee shall consist of the Vice-President, who shall serve as chair, and at least two (2) other members of the Society who shall be appointed on an annual basis by the Vice-President. The Committee shall be responsible for setting the date, time, location and program/entertainment for Society meetings and gatherings. The Committee shall report annually to the membership at the Annual Meeting.

Bylaws - The Bylaws Committee shall consist of the Vice-President, who shall serve as chair, and at least two (2) other members appointed on an annual basis by the Vice-President. The Bylaw Committee shall conduct an annual review of the Bylaws of the Society, suggest additions or revisions and shall provide a current copy of the Bylaws annually to the membership at the Annual Meeting.

## **ARTICLE XXII BOARD MEETINGS**

The Board of Directors shall gather for regular meetings on a monthly basis on a regular day to conduct, manage, and control the affairs and business of the Society. At the first meeting of the newly elected Board, a decision will be made on the day of each month that the Board shall meet. This will be communicated to the general membership via the Society newsletter.

**Attendance** - All Officers/Directors shall strive to attend as many Board Meetings as possible. Failure to attend at least 50% of the regular slated meetings may result in the removal of said member according to the rules stated in Article of these Bylaws. The Executive Committee shall attend three-quarters (75%) of the regular slated meeting. Failure to attend at least 75% of the regular slated meetings may result in the removal of said member according to the rules stated in Article XIX of these Bylaws.

### **ARTICLE XXIII EXECUTION OF DOCUMENTS**

The Board of Directors may authorize any Agent or Officer to enter into any contract or execute any instrument in the name of, and on behalf of, the Corporation, and this authority may be general or confined to specific instances; and, unless so authorized by the Board of Directors, no Officer, Agent or other person shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or any amount.

### **ARTICLE XXIV ELECTION OF OFFICERS**

Except initially when both a President and Vice-President shall be elected, Vice-President shall be elected annually from among the membership by a simple majority of the Society membership present at the Annual Society Meeting. At the next Annual Society Meeting, he/she shall succeed to the office of President, in which office she/he shall serve until the next Annual Society Meeting.

The Secretary and Treasurer shall each be elected from among the membership to a two (2) year term by a simple majority of the Society membership present and voting at the Annual Society Meeting. The terms of office for the Secretary and Treasurer shall run on opposite years with an election for one of these positions occurring each year.

Three (3) Members At Large shall serve a one (1) year term as members of the Executive Committee and shall each be elected from and by the Society membership present and voting at the Annual Society Meeting by a simple majority.

Upon a motion of any Society member to use secret balloting for the election of any vacant officer position on the Executive Board and said motion being seconded by any Society member, the matter shall be put to a vote at the Annual Society Meeting. If the matter is approved by a majority of the members present and voting, it shall be the responsibility of the President to insure that materials are available to allow for secret ballot voting and tabulation of the votes cast.

## **ARTICLE XXV PUBLICATIONS**

The Society shall keep and publish a newsletter. This newsletter shall inform the membership of scheduled events and meetings, as well as providing a forum for articles submitted for and by any member of the Society.

## **ARTICLE XXVI AMENDMENTS**

Amendments to the Bylaws must be presented in writing to the Society President at least one (1) month prior to the Annual Society Meeting. Bylaws amendments require a simple majority vote of those present and voting at the Annual Society Meeting for passage, provided that the notice of any such meeting contains a summary of the proposed Amendment or Amendments. All approved Amendments shall be immediately incorporated into the text of the Bylaws.

## **ARTICLE XXVII RULES OF ORDER**

The rules contained in Robert's Rules of Order, Revised, shall govern all Board of Directors and Executive Committee meetings of the Corporation, except in instances of conflict between Robert's Rules of Order and the Articles of Incorporation or Bylaws of the Corporation

or provisions of law. In such situations, the Articles of Incorporation, Bylaws or provision of law will control.

### **ARTICLE XXVIII SELF-DEALING**

No Director or Officer of this Corporation, or any member of such director's or officer's immediate family, either individually or through a business or corporation in which the director, officer, or family member has an interest, shall enter into a contract or agreement with this Corporation, to provide goods or services, without first disclosing to the Board of Directors the nature of such interest and obtaining express consent of eight (8) members of the Board of Directors.

### **ARTICLE XXIX INDEMNIFICATION**

The Society shall indemnify any person who has been made a party or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by reason of the fact that he is or was a director, officer, employee or agent of the Society, excepting that the person is made a party as a result of that person's own unlawful conduct.

Approved at the Annual Membership Meeting held November, 16th 2013 in Springfield, Illinois.