

CONSTITUTION AND BY-LAWS OF THE SAINT ANDREW’S SOCIETY OF THE CITY OF MILWAUKEE—RE-ADOPTED AND AMENDED DECEMBER 9, 1996: AMENDED MAY 9, 2005; AMENDED OCTOBER 15, 2007; AMENDED APRIL 14, 2008; AMENDED APRIL 11, 2011; AMENDED NOVEMBER 11, 2013; AMENDED OCTOBER 13, 2014. AMENDMENT TO ART. III, OF THE BY-LAWS, CREATING ART. III, SECTION 6. Approved by unanimous vote of the membership present April 10, 2017.

## PREAMBLE

We the undersigned in order to keep alive the memory of Scotland, her manner and customs, literature and games, and to afford relief to her children and their descendants when in need, do hereby organize ourselves into an association and adopt for our government the following.

## CONSTITUTION

### ARTICLE I NAME AND SEAL

SECTION 1. This Society shall be called the “Saint Andrew’s Society of the City of Milwaukee”, and its seal shall be a figure of Saint Andrew bearing his cross, and surrounded by a wreath of thistles with the motto: “relieve the Distressed”.

### ARTICLE II MEMBERSHIP

SECTION 1. ACTIVE MEMBERS: Any person of Scottish birth or descent or Scottish relationship through marriage, or any person who, actuated by their love of the Scottish people and things Scottish, who are Scottish by inclination, may be admitted as an active member of this Society.

Applicants may be elected, upon being proposed and seconded by members of the Society, the initiation fee and dues being paid.

SECTION 2. HONORARY MEMBERS: Natives of Scotland, children and grandchildren of such and distinguished citizens irrespective of nationality, may be admitted as honorary members, on being proposed at any meeting of the Society, and receiving not less than a three-fourths vote of all members present.

### ARTICLE III OFFICERS

SECTION 1. The Officers of the Society shall consist of a President, two Vice Presidents, Recording Secretary, Assistant Secretary, Corresponding Secretary, Activities Secretary and Treasurer who shall be chosen annually from among the active members at the regular meeting held in April of each year, and to serve for one year.

SECTION 2. There will be eight managers, four of whom shall be annually chosen at every such meeting in April to serve for two years.

SECTION 3. The Officers shall be installed at the President's Dinner in May and shall take up their respective offices at that time.

SECTION 4. A majority of votes shall elect.

SECTION 5: The President, immediate Past-President, current Officers shall be ex-officio members of the Board of Managers. The Officers and Managers of the Society shall continue in office until their successors are installed.

SECTION 6. No one shall be eligible to hold office who has not been a member for six months.

SECTION 7. All Officers elected shall be required to signify their acceptance of the respective office to which they have been chosen, at or before the next ensuing regular meeting. In case of their failure to do so, the Society may declare the office vacant, and proceed to fill the same.

#### ARTICLE IV TRUSTEES

SECTION 1. There will be three Trustees elected each year and serve as ex-officio officers on the Board of Managers.

SECTION 2. The Trustees duties are to serve as advisor to the President and to oversee the financial transactions of the Society. In May of each year, a fiscal report shall be presented by the Treasurer to the Trustees.

SECTION 3. Trustees will be chosen from Past Presidents or any member who has had fifteen years of membership.

#### ARTICLE V PRESIDING OFFICE

SECTION 1. The President, and in their absence one of the Vice Presidents, shall preside at all meetings of the Society and perform the duties usually devolving on that office.

SECTION 2. The First Vice President shall act as chairperson of the Board of Managers.

SECTION 3. Should neither the President nor the First Vice President, or the Second Vice President be present, the meeting shall elect a chairperson pro-tem.

## ARTICLE VI THE SECRETARIES

SECTION 1. The Recording Secretary shall have custody of all the records and journals of the Society and shall make a regular entry of all the proceedings at each meeting. They shall keep a list of the members of the Society. And shall summon them to all meetings directed by the By-Laws: or called by the President.

SECTION 2. The Assistant Secretary shall assist in the duties of the office, when called on by the Secretary or in their absence, and other duties as needed.

SECTION 3. The Corresponding Secretary shall maintain correspondence received by the Society and shall report on newly received correspondence at each business meeting of the Society. The Corresponding Secretary shall respond to or issue correspondence for the Society as directed by the President.

SECTION 4: The Activities Secretary shall be responsible for arranging and scheduling of events as determined under Article II, Section 4 of the By-Laws and may schedule other events and outings to promote and advance Society. The Activities Secretary shall also be responsible for presentations and activities scheduled for monthly members meetings.

## ARTICLE VII THE TREASURER

SECTION 1. The Treasurer shall have the custody of the funds belonging to the Society, and previous to entering on the duties of their office, shall give such security as the Board of Managers may require.

SECTION 2. They shall collect all dues from the members and shall report their collections at each meeting of the Society and the Secretary shall enter the same in the minutes.

SECTION 3. They shall keep regular accounts of all receipts and expenditures in suitable books and shall, at each regular meeting, present an abstract of their accounts, and at the regular meeting in May, shall render their report.

SECTION 4. They will make disbursements only on the orders of the Board of Managers, or the President, or the Chairperson of the Benevolence Committee. They shall enter on their books the names of the person to whom the money was paid.

## ARTICLE VIII VACANCIES

SECTION 1. In the case of the death or resignation or removal of any officer during their term of office, the Society shall, at the next regular meeting, elect another in their stead, to serve during the remaining part of the year, but a notice of such election shall be given in the notice of the meeting.

## ARTICLE IX REMOVAL OF MEMBERS

SECTION 1. Courtesy and good order shall be observed by all members at all meetings and gatherings held under the auspices of the Society, and whoever offends in this respect shall be liable to be reprimanded by the presiding officer, and the Society may protect itself against gross and persistent violations of the rule by expelling the guilty member.

SECTION 2. Any member also who shall use their connections with the Society for the purpose of obtaining goods or money unwarrantably, or who shall be guilty of dishonest or dishonorable conduct outside the Society and thereby bring the Society and its membership into disrepute, shall be liable to expulsion.

SECTION 3. All charges against a member must be handed to the President or the Secretary in writing, and the accused shall be allowed full opportunity to make a defense.

SECTION 4. A three-fourths vote of the members present at a regular meeting shall be necessary to expel any member and notice of the proposed expulsion shall be given at the meeting next preceding such action.

## ARTICLE X AMENDMENT OF THE CONSTITUTION AND BY-LAWS.

SECTION 1. This Constitution or By-Laws may be amended by a two-thirds vote of all members present at any regular meeting, provided such amendment shall have been proposed in writing at a previous meeting, and notice that an amendment to the Constitution, briefly stating the nature of such proposed amendment, shall have been given to the members in call for the meeting at which such amendment is to be passed upon.

## BY-LAWS

### ARTICLE I ADMISSION

SECTION 1. A candidate for admission must be proposed at a meeting of the Society by one member and seconded by another, the proposal being accompanied by the initiation fee then effect, The name shall then be referred to the Board of Managers, and on a favorable report from that body, the candidate shall be balloted for by the Society, and if there be not three negative votes they shall be declared elected, but if there be three votes cast against them, they shall be rejected and their initiation fee returned.

SECTION 2. A person so rejected shall not be eligible for membership until six months have elapsed from the date of their rejection, and should they be again rejected it shall be final.

SECTION 3. A candidate for admission, who can produce a certificate of full membership from another Scottish Society, shall not be required to pay any initiation fee if said certificate be not over one year old.

### ARTICLE II MEETINGS

SECTION 1. The Society shall hold regular meetings on the second Monday of each month, September to May, inclusive each year.

SECTION 2. The President, when they shall deem it expedient, or upon application in writing made for that purpose by five members of the Board of Managers or any six active members, shall call a special meeting of the Society upon the date specified in the application.

SECTION 3. At all regular meetings of the Society, nine members shall constitute a quorum, and at special meetings, fifteen members.

SECTION 4. Social meetings of the Society shall be held from time to time as the Board of Managers shall determine, such as the St. Andrew's Dinner, Robert Burns Banquet, and the President's Dinner.

SECTION 5. Notice of all meetings shall be given to each member by mailing same to their post-office address or delivered by electronic device at least three days before the date of such meeting.

SECTION 6. All meetings shall be governed by Roberts Rules of Order; meetings shall be conducted without reference to race, religion or current politics.

### ARTICLE III BOARD OF MANAGERS

SECTION 1. The Board shall meet once a month throughout the year and take care of any commitments relevant to the objectives of the Society.

SECTION 2. The First Vice President of the Society shall be Ex-Officio Chairperson of the Board of Managers, in their absence, the Second Vice President will serve, If neither are present, the Board may elect a chairperson from their number pro-tem.

SECTION 3. The Board shall have the full power to dispense the bounty of the Society in such manner and to such persons as in their judgment shall seem best, members of the Saint Andrew's Society of Milwaukee and any others deemed worthy. Also upon application by groups or events, funds in support of the group or event that support the Scottish community are eligible for funds with consent of the Board. During one year no more than five hundred dollars shall be expended on behalf of any one person, group or event with consent of the Board of Managers. The Board may award education scholarships to applicants not to exceed one thousand dollars in one year. It is further stipulated that in the course of one year, the amount disbursed to any person, group or event shall not exceed 4% of the cash and cash equivalent assets of the Society.

A: Each January, the Treasurer and the Trustees of the Society shall meet in committee to review the benevolence of the Society, the committee shall consider factors relating to the financial limits in the By-laws and apply consideration as to whether the amount shall be increased or changed. The committee may offer recommended changes at the February members meeting.

Notwithstanding Article 10, of the By-laws the recommended changes may be considered and voted upon directly by the membership. A majority vote shall be required.

SECTION 4. The Board shall have charge of the furniture and rooms, and all property of the Society and shall see that the same is properly taken care of.

SECTION 5. Seven members of the Board of Managers shall constitute a quorum.

SECTION 6. Notwithstanding, and in addition to, the provisions in Art. III, Sec. 3, the Board SHALL have the authority to raise and disperse funds and tangible goods raised by the Society for the specific benefit of a designated individual, group or entity, including members of the Society, without restriction as to the amounts raised; all such designated funds raised will be held separately from the Society's General Fund and SHALL be dispersed in their entirety to the designated recipient. The Board SHALL consider situational need for any and all designated fundraising with the paramount goal of Relieving the Distressed. A vote in favor of any such action SHALL carry with a simple majority.

#### ARTICLE IV FUNDS

SECTION 1. At any time, money in the treasury may be invested by the Treasurer with approval of the Board of Managers. No investment shall be withdrawn by the Treasurer unless authorized by the Board of Managers.

SECTION 2. All monies in the hands of the Treasurer shall be held in some good bank in a checking account in the name of the Saint Andrew's Society of Milwaukee. The fiscal year for the Society shall be January 1 to December 31 annually.

SECTION 3. The Board of Managers shall identify by vote those members who are authorized to sign drafts on behalf of the Society.

SECTION 4. Upon the dissolution of the Society, all legal debts of the Society shall be paid in full and all remaining funds, if any, shall be deposited into a trust account for the maintenance of the Burns Monument, located in Milwaukee, Wisconsin at the intersection of Prospect Avenue and Knapp Street.

#### ARTICLE V LIABILITIES AND INDEMNITIES

SECTION 1. Except as otherwise provided by law, no manager shall be liable to the Society, or any person asserting rights on behalf of the Society, for damages, settlements, fees, fines, penalties or monetary liabilities arising from a breach of, or failure to perform, any duty resulting solely from their status as a manager, unless the person asserting liability proves that the breach or failure to perform constitutes (a) a willful failure to deal

fairly with the Society in connection with the matter in which the manager has a material conflict of interest , (b) a violation of criminal law, unless the manager had reasonable cause to believe their conduct was lawful or no reasonable cause to believe their conduct was unlawful, (c) a transaction from which the manager derived an improper profit, or (d) willful misconduct.

SECTION 2. The Society shall indemnify a manager or officer, to the extent they have been successful on the merits or otherwise in the defense of any threatened, pending or completed civil, criminal, administrative or investigative action, suit, arbitration or other proceeding, whether formal or informal, which involves foreign, federal, state or local law and which is brought by or in the right of the Society or by any other person, for all reasonable expenses, including fees, costs, charges, disbursements and attorney fees, incurred in the proceeding, provided the manager or officer was a party because they are a manager or officer of the Society, and in all other cases, the Society shall indemnify a manager or officer against liability, including judgments, settlements, penalties, assessment, forfeitures, fines and reasonable expenses, incurred by the manager or the officer of the Society, unless the liability was incurred because the manager or officer breached or failed to perform a duty they owe to the Society and the breach or failure to perform constitutes (a) a willful failure to deal fairly with the Society in the connection with the matter in interest, (b) a violation of criminal law, unless the manager or officer had reasonable cause to believe their conduct was lawful or no reasonable cause to believe their conduct was lawful, (c) a transaction from which the manager or officer derived an improper personal profit, or (d) willful misconduct.

The termination of a proceeding by judgment, order settlement or conviction, or upon a plea of no contest or an equivalent plea, shall not, by itself, create a presumption that indemnification of the manager or officer is not required under this By-Law. No indemnification is required under this By-Law to the extent the officer or manager has previously received indemnification or allowance of expenses from any person, including the Society, in connection with the same proceeding. Determination of whether indemnification is required under this By-Law shall be made by the means provided pursuant to Section 181.043 of the Wisconsin Non-stock Corporation Law.

The Society, by its Board of Managers, may indemnify in a like manner, or with any limitations, any employee or agent of the Society who is not a manager or officer with respect to any action taken or not taken in their capacity as such employee or agent. The foregoing rights of indemnification shall be in addition to all rights which managers, officers, employees or agents may be entitled as a matter of law, by resolution of the Board of Managers, or by written agreement with the Society. All terms used in this Section for which a definition is provided in Section 181.041 of the Wisconsin Non-stock Corporation Law and not otherwise herein defined shall have meaning set forth in said statute.



SECTION 3. Maintenance of Insurance. The Society may, by its Board of Managers, purchase and maintain insurance on behalf of any person who is a manager, officer, employee or agent of the Society against liability asserted against and incurred by the person in their capacity as a manager, officer, employee or agent, or arising from their status as a manager, officer, employee or agent, regardless of whether the Society is required or authorized to indemnify the person against the same liability.

## ARTICLE VI DUES

SECTION 1. Active members of the Society shall pay annual dues as set by the members at a regular business meeting, payable at the regular meeting in December.

SECTION 2. If any member, unless they be in indigent circumstances (of which the Committee on Benevolence shall judge) shall neglect or refuse to pay their dues for one year after they have accrued, they shall, after having been notified of the amount due from them, and their refusal to pay the same, be considered to have withdrawn themselves from the Society, and the Secretary shall erase their name from the list of members.

SECTION 3. No member in arrears of dues shall vote at any meeting of the Society.

SECTION 4. Any member indebted for tickets or other property to the Society for three months, shall be deemed in arrears, and their name may be erased from the roll by the Board of Managers.

## ARTICLE VII COMMITTEES/APPOINTMENTS

SECTION 1. There shall be Standing Committees, Regular Committees, and Ad Hoc Committees.

SECTION 2. The President will also make the following appointments of Chaplain, Historian, Piper, Photographer, and Physician.

SECTION 3. All committees/appointments are appointed by the President to serve at their pleasure with the approval of the Board of Managers.

## ARTICLE VIII NOMINATING COMMITTEE

SECTION 1. The Nominating Committee shall consist of the President, one Officer, one Manager, one Trustee and one Member, to be chosen by the then current President.

## ARTICLE IX ORDER OF BUSINESS

1. Reading of the minutes of the previous meeting.
2. Treasurer's report
3. Reports of Standing Committees
4. Reports of Special Committees
5. Election of New Members
6. Proposals for New Members
7. Unfinished and New Business

## ARTICLE X AMENDMENTS

SECTION 1. The By-Laws of this Society may be altered or amended by a two-thirds majority vote of the members present at any regular meeting, provided such proposed alteration or amendment shall have been submitted in writing at a preceding regular meeting, and notice of such proposed amendment, stating briefly its provisions, shall have been given to the members of the Society in the call for the meeting at which such proposed amendments shall be acted upon.

SECTION 2. Nothing here-in shall preclude changes to any proposed and duly noticed amendment at any regular meeting.