

BY-LAWS OF THE CALEDONIAN SOCIETY OF ARIZONA

*As approved by the Membership May 12, 2016
Plus addition of Article XIII, Section 1b – April 2018 (red)*

THE CALEDONIAN SOCIETY OF ARIZONA, a Scottish cultural society, is a non-profit corporation chartered under the laws of the State of Arizona and is governed by the by-laws and regulations thereunder.

ARTICLE I – NAME

The name of this corporation shall be “**THE CALEDONIAN SOCIETY OF ARIZONA**,” and shall hereinafter be referred to as the “The Society.”

ARTICLE II – PURPOSE

The purpose of The Society shall be:

SECTION 1. To create a bond of fellowship with all persons, organizations, and those interested in Scottish culture and heritage.

SECTION 2. To promote, support and encourage the arts, culture, and heritage of Scotland through the sponsorship of activities such as, but not limited to, an annual Phoenix Scottish Games (“Games”), a Robert Burns Celebration, a Tartan Day celebration, a St. Andrews Day celebration – and participation in similar events sponsored by other organizations for those same purposes.

SECTION 3: The Society will endeavor to hold the Phoenix Scottish Games event each year.

ARTICLE III – MEMBERSHIP

Membership in The Society is open to anyone who has an interest in Scottish history, culture, and customs, and is not restricted as to gender, race, color, creed, or national origin.

SECTION 1. Classes of membership:

- A. REGULAR MEMBER** – A person 18 years of age or older.
- B. JUNIOR MEMBER** – A person younger than 18 years of age.
- C. FAMILY MEMBER** – A member of a family living at the same address as a regular member, regardless of age. This would include full-time students attending classes in another city or maintain their permanent non-academic residence at their family’s home.

D. HONORARY LIFE MEMBER – A member who has been granted life membership upon nomination by a member, and with the approval of the Board, for extraordinary or meritorious service to The Society. Honorary Life Members shall be entitled to all privileges in The Society and shall be exempt from payment of membership dues. All former recipients of the Honorary Member Award are hereinafter reclassified as Honorary Life Members.

SECTION 2. Membership Dues:

- A.** Membership dues shall be determined by The Board, subject to approval by the membership.
- B.** Dues shall be assessed per calendar year and become payable at the beginning of the calendar year. Failure to pay within sixty (60) days from the beginning of the calendar year may result in termination of the person’s membership.
- C.** Membership may be reinstated upon payment of all delinquent dues and with approval of The Board, and The Board is empowered to waive payment of delinquent dues at its discretion.
- D.** A “member in good standing” shall be defined as any member that is not delinquent in the payment of annual dues.

ARTICLE IV – POWERS

Except as otherwise provided by law, the Articles of Incorporation of The Society, or these By-Laws, The Board shall exercise the powers of The Society, conduct its business affairs, and control its property. The Board is also expressly authorized to make appropriate delegations of authority.

ARTICLE V – RIGHTS AND LIABILITIES OF MEMBERS AND OFFICERS

SECTION 1. No member or officer of The Society shall have any right, title, or interest in or to any property or assets of The Society either prior to or at the time of any liquidation or dissolution of The Society, all of which property shall be paid over to an organization or organizations, described in the appropriate provisions of the Internal Revenue Code and its regulations as may now exist or as may be hereafter amended, to be selected by The Board or, failing such selection, by the Superior Court of the State of Arizona, County of Maricopa, as provided for in the articles of incorporation of The Society.

SECTION 2. The private property of the members and officers of The Society shall be exempt from execution or other liability for any debts of The Society, and no member or officer shall be liable or responsible for any debts or liabilities of The Society.

**ARTICLE VI – PROHIBITION AGAINST SHARING IN
SOCIETY EARNINGS**

The Society shall at all times be operated on a non-profit basis, and no officer, member, or employee of, or member of a committee of, or person connected with The Society, or any private individual or corporation, shall receive at any time any of the net earnings or pecuniary profit of The Society, provided that this shall not prevent the payment to any such person of such reasonable compensation for the services rendered to or for The Society in effecting any of its purposes as shall be determined by The Board, and no person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of The Society. .

ARTICLE VII – INVESTMENTS

The Society shall have the right to retain all or any part of any securities or properly acquired by it in whatever manner and to invest and re-invest any funds held by it, according to judgment of The Board, without being restricted to the class of investments which a member of The Board is or may be hereafter permitted by law to make, or any similar restriction provided, however, that no action shall be taken by, or on behalf of The Society if such action is a prohibited transaction or would result in the denial of tax exemption under the appropriate provisions of the Internal Revenue Code and its regulations as may now exist or as may be hereafter amended.

ARTICLE VIII – SEAL

The corporate seal of The Society shall have inscribed thereon the name of The Society and the words “Corporate Seal”.

ARTICLE IX – BOARD OF TRUSTEES

The Board of Trustees of The Society shall be comprised of the President, Vice President - Administration, Vice President - Games, Vice President - Membership, Treasurer, Secretary, immediate Past President, and three (3) Trustees.

Business meetings of The Board of Trustees shall be held at a place, on a date, and a time as may be designated by the Trustees. In no event shall there be less than one (1) meeting of The Board of Trustees during each fiscal year.

ARTICLE X – OFFICERS/BOARD MEMBERS/TRUSTEES

SECTION 1. The elected officers/board members/trustees of The Society, which comprise “The Board” shall be:

OFFICERS

PRESIDENT

VICE PRESIDENT – ADMINISTRATION

VICE PRESIDENT – GAMES
VICE PRESIDENT – MEMBERSHIP
TREASURER
SECRETARY

BOARD MEMBERS

IMMEDIATE PAST PRESIDENT

TRUSTEES

THREE (3) TRUSTEES

SECTION 2. The PRESIDENT shall:

- A. Be the principal executive officer of The Society and, unless otherwise determined by The Board, shall preside at all meetings of the membership and The Board
- B. In general, perform all duties incident to the office of President and such other duties as may be prescribed by The Board from time to time.
- C. Appoint all committees and be an ex-officio member of the same
- D. Submit a report of the operations of The Society to members at the regular membership meetings.
- E. Provide a clear concise hand over of documents to next in-coming President that would include (but not limited to) the current By-laws, Policy & Procedure, Membership List, other pertinent contact lists, passwords, all details of society business documents and processes, details of expected or required traditional tasks of Presidents to such a point that there are no surprises for new President's takeover of the position.
- F. Serve as the spokesperson to represent the Society at community events.

SECTION 3. The VICE-PRESIDENT – ADMINISTRATION shall:

- A. Be willing to exercise and perform the duties of the President in his or her absence or in the event of his or her inability or refusal to serve and when so serving shall have all the powers of and be subject to all the restrictions upon the President.
- B. Also have such powers and perform such other duties as may be prescribed by The Board from time to time.
- C. Offer consultation on matters of contracts, duties and obligations of the Society, or on similar matters as engaged with third parties.

SECTION 3A. The **VICE-PRESIDENT – MEMBERSHIP** shall:

- A.** Be willing to exercise and perform the duties of the President in his or her absence or in the event of his or her inability or refusal to serve and when so serving shall have all the powers of and be subject to all the restrictions upon the President.
- B.** Maintain the Society membership list
- C.** Coordinate membership additions and deletions with the Treasurer
- D.** Manage activities for the recruitment of new members, and for the retention of existing members.
- E.** Arrange for recent new members to be identified and welcomed at Society events.

SECTION 4. The **TREASURER** shall:

- A.** Have charge and custody of and be responsible for all funds of The Society.
- B.** Collect all revenues due and payable to The Society and pay all expenses of The Society.
- C.** Keep all Society financial records and accounts in accordance with Article XIV of these by-laws.
- D.** Submit or make available a current financial report to any member in good standing at each regular meeting.
- E.** Submit an annual financial report to the membership at the annual regular membership meeting in October. Submit a copy of all financial reports for retention in Society records.
- F.** Submit all records for audit when required by the by-laws or requested by the Board
- G.** Maintain accounts in the name of The Society with appropriate financial institutions.
- H.** Assure that all required filings and payments are made and kept current for tax purposes, corporation status and similar governmental requirements.
- I.** Assure that all insurance policies are kept in force

SECTION 5. The **SECRETARY** shall:

- A.** Prepare and keep all minutes of membership meetings, board meetings, and any other activities defined by The Board.
- B.** Present minutes at membership meetings or in the monthly newsletter, and any other meetings defined by The Board.

- C. Be custodian of all Society records and committee reports (all records shall be preserved for at least five (5) years).
- D. Be custodian of the corporate records and of the seal of The Society and affix the seal of The Society to documents, the execution of which on behalf of The Society under its seal, is duly authorized in accordance with the provisions of these by-laws.
- E. Prepare all correspondence of The Society and be responsible for distribution thereof unless delegated to an alternate person as prescribed by the Board. That person may be a Press Release agent.
- F. Maintain a file of all correspondence.
- G. See that all notices are duly given in accordance with these by-laws or as required by law.
- H. Perform all duties incident to the office of Secretary and such other duties as may be prescribed by The Board from time to time.

SECTION 6. The VICE PRESIDENT-GAMES shall:

- A. Oversee the coordinating of all arrangements for the annual Phoenix Scottish Games.
- B. Coordinate and manage all activities performed by contracted event management services engaged by the Society
- C. Preside over regular meetings of the games committee.
- D. Appoint area chair positions outlined in Games policy and procedures.
- E. Assume responsibility for all vacant area chair positions.
- F. Ensure that all relevant contracts, agreements, and financial documents relating to the preparation of the Games are approved by The Board and signed by a Board officer.
- G. Obtain Board approval for overall budget pertaining to the preparation of the Highland Games at the onset of the planning cycle.
- H. Provide a report within 30 days of the completion of the Scottish Games on its financial outcome.
- I. Submit a report to The Board at regular meetings as to the games preparation.
- J. Perform all duties incident to the management of the Games and such other duties as may be prescribed by The Board from time to time. The President shall assume or assign all duties and responsibilities of the position in the event the Vice President – Games is unable to fulfill his/her duties.

SECTION 7. The TRUSTEES shall:

- A. Offer counsel and advice to The Board with the right to vote on Board matters.
- B. Offer assistance generally for the good of The Society.

SECTION 8. The IMMEDIATE PAST-PRESIDENT shall:

- A. Offer counsel and advice to The Board without the right to vote on Board matters.
- B. Offer assistance generally for the good of The Society.

SECTION 9. Any two (2) of the offices of any one Vice Presidency, Secretary, or Treasurer may be held simultaneously by the same person as long as proper Segregation of Duties is upheld.

SECTION 10. The term of office for all elected Board Members shall be two years. All officers, whether appointed on an interim basis or previously elected-may be sustained and re-elected every two years.

SECTION 11. No more than one member of a family may hold elective office at the same time.

SECTION 12. All Board Members should provide a clear concise hand over of documents to next in-coming officer.

ARTICLE XI – MEETINGS OF THE MEMBERSHIP

SECTION 1. Regular meetings of the members of The Society should be held monthly or no less than quarterly, at a place, on a date, and at a time in the State of Arizona as may be designated by The Board. 3rd Quarter Financial meeting shall be considered the annual meeting and shall be held for passing on reports for the fiscal year and transacting such other business as may come before the meeting. It shall be the responsibility of the officers to make adequate plans and preparations for the meetings. Failure to hold the annual meeting shall not constitute forfeiture or require dissolution of The Society, and, in the event of such a failure, the annual meeting shall be held within a reasonable time thereafter. All meetings shall be conducted in a professional and courteous manner and in accordance with Robert’s Rules of Order, Newly Revised” .

SECTION 2. Special meetings of the members may be called by resolution of The Board or upon the request by two (2) board members, or by the President. Notices shall state the purpose of the meetings being called and published per Article XI, Section 8 not less than seven (7) days previous thereto.

SECTION 3. Each member in good standing shall be entitled to one (1) vote upon each matter submitted to a vote at a meeting of the members. All motions shall be decided by a vote of a majority of the members voting thereon in person, except as otherwise provided by law or these by-laws.

SECTION 4. A quorum shall be no less than 10% of the total members of The Society in good standing.

SECTION 5. A quorum is required to decide any matter that The Board deems to require a vote, remove officers or board members, levy assessments, or change the by-laws. In order for a

vote to decide any of the issues defined herein, a three-fourths (3/4) affirmative vote is required. In the event that a quorum cannot be achieved due to low participation of members after public announcement of meeting to vote, then the Board may be allowed to decide the outcome of the motion with a three-fourths (3/4) affirmative vote.

SECTION 6. Any member in good standing disagreeing with any action taken by The Board or any officer may, by petition, bring the matter before The Board for review.

SECTION 7. Any member may waive, in writing, that member's rights to notice of a meeting required to be given by these by-laws. The attendance of a member at any meeting shall constitute a waiver of written notice of such a meeting, unless the member shall attend a meeting for the purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called or convened.

SECTION 8. Publication on the Society web site, or in the monthly web newsletter or via email message sent to the known addresses of members shall constitute proper notice under any provision of the By-Laws.

ARTICLE XII – MEETINGS OF THE BOARD

SECTION 1. Business meetings of The Board shall be held at a place, on a date, and at a time as may be designated by The Board.

SECTION 2. Special meetings of The Board may be called by the President or by any Board Member, and it shall thereon be the duty of the Secretary to cause notice of such meeting to be given as hereinafter provided. The Board Member calling the meeting shall fix the date, time, place, and purpose for holding the meeting.

SECTION 3. Notice of date, time, place, and purpose of any regular or special meeting of The Board shall be delivered to the Board Members not less than seven (7) days previous thereto, either personally, by telephone, mail, or by email. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Board Member(s) at his or her address as it appears in the records of The Society, with 1st-class postage thereon prepaid.

SECTION 4.

For matters of expulsion, 100% of The Board must be present (less person being expelled) For all Board meeting motions (except for By-law amendments), a majority affirmative vote is required to carry the motion. Votes may be counted by e mail or any form of written verification prior to meeting. A 100% participation is needed for all Board motions unless a Board member is unobtainable or refusal to vote within a 7-day period of motion being raised.

ARTICLE XIII – ELECTIONS

SECTION 1(a). The election of Board Members shall be held at every second April regular meeting of The Society. Board Members to be elected are:

PRESIDENT
VICE-PRESIDENT - ADMINISTRATION
VICE-PRESIDENT - GAMES
VICE-PRESIDENT - MEMBERSHIP
TREASURER
SECRETARY
TRUSTEES – three (3)

SECTION 1(b). PRESIDENTIAL SUCCESSION PLAN:

In the event the President cannot exercise or perform his/her duties, the Board shall appoint either the V.P. Administration, or, the V.P. Membership to the position of President to fulfill the current term.

In the event an agreement between the V.P. Administration and V.P. Membership cannot be reached on which one will take over the President's remaining term, a Special Election of the Membership will be held within 30 days of the President's vacancy to determine the succession.

SECTION 2. A nominating committee of not less than two (2) members shall be appointed by the President prior to the April election.

SECTION 3. The nominating committee will endeavor to obtain at least one (1) nominee for each office and will submit a list of nominees, in writing, to the membership. Should the nominating committee fail to obtain a nominee for every office, the election process will continue with nominations from the floor in accordance with Section 6 of this article. In the event that a nominee for President is not obtained by the date of the April membership meeting, the current President must postpone the election as provided for in Section 9 until the next regular membership meeting. At the next regular membership meeting, the election will be held based upon the list of candidates submitted by the nominating committee and/or nominated from the floor.

After installation of the newly elected Vice-President – Administration, and Vice-President - Membership at the June membership meeting, one will move up to the President's chair in accordance with Section 1(b) above. The empty Vice-President's chair will be filled in accordance with Section 10 of this article. All other offices that may be empty after the election will also be filled in accordance with Section 10 of this article.

SECTION 4. The election shall be by secret ballot. Board Members will be elected by a simple majority of the ballots of members present at the April regular meeting, together with the absentee ballots received by the meeting date, or by an e mail ballot of standing members during the month of April. Ballots will be counted by a committee appointed by the President at the meeting. Board Members shall hold office from the June regular meeting until the next

succeeding election has been conducted and new Board Members have been installed in accordance with Article XIII, Section 5 of these by-laws.

SECTION 5. Nominations for all offices to be filled will be taken from the floor at the February - April regular membership meetings in the election year or by email. All nominees shall have given their prior consent, and if absent, such consent must be in writing. Candidate names shall be posted, emailed, or mailed to all members prior to the elections at the April membership meeting. Only members in good standing are eligible to be nominated, hold office, or participate in elections.

SECTION 6. Notice will be made that if a member wants an absentee ballot, the member should request such from the Secretary no later than the end of February.

SECTION 7. In the event of a ballot miscount or other unusual event which could affect the election result, The Board may declare the election to be void and, in such case, may call a re-election at a future date.

SECTION 8. Officers/trustees elected shall be installed at the June regular meeting in the election year and shall assume their duties beginning July 1.

SECTION 9. In the event that the election of officers/trustees cannot take place as required by these by-laws, the President may postpone the election until the next regular membership meeting.

SECTION 10. Except as otherwise provided in the by-laws, any vacancy in any office shall be filled by a majority vote of The Board for the unexpired portion of the term.

SECTION 11. Any officer/trustee or agent appointed by The Board may be removed by The Board whenever, in its judgment, the best interests of The Society will be served thereby, provided, however, that the removal shall require the affirmative vote of the majority of The Board.

SECTION 12. Any member deliberately violating Society by-laws, the purpose of The Society, not acting in a civil manner, or displaying any disruptive behavior, is liable for expulsion from The Society by a unanimous-less-one (1) decision of The Board and with subsequent motion approved by the membership at a meeting. Such action must be initiated by a signed complaint of any member in good standing. At the discretion of The Board such member may be permanently barred from reinstatement.

ARTICLE XIV – FINANCIAL TRANSACTIONS

SECTION 1. The fiscal year of The Society shall begin on the first day of July each and every year and shall end on the last day of June of the following year.

SECTION 2. The Treasurer shall cause to be established and maintained, in accordance with generally accepted accounting principles (GAAP), an appropriate accounting system for the financial affairs of The Society.

SECTION 3. The Treasurer shall maintain appropriate accounts to ensure that funds are accurately received and disbursed. These accounts shall consist of at least one checking account as long as separate financial statements can be accurately maintained and presented for the

- Robert Burns Celebration, _____

- Phoenix Scottish Games, and

- the general operating activities of The Society. Such other accounts as may be deemed necessary shall be established when and if funds are available, to manage such items as, but not limited to, certificates of deposit.

SECTION 4. Each account established in Section 3 above shall bear at least three signatures:

1. President
2. Vice-President - Games
3. Treasurer

A fourth additional board member other than the Vice President – Games may also be added to the signature card at the discretion of The Board.

One of these authorized signatures shall be required for all disbursements.

SECTION 5. Except as otherwise (Note: Article X, Section 6E) provided in these by-laws, The Board shall authorize any officer(s)/agent(s) to enter into any contract or execute and deliver any instrument in the name and on behalf of The Society, and such authority may be general or confined to specific instances.

SECTION 6. All notes, bonds, or other evidence of indebtedness issued in the name of The Society shall be signed by the President.

ARTICLE XV – COMMITTEES

SECTION 1. The President shall appoint such committees as he or she feels necessary to promote the welfare and purpose of The Society. Such committees might include, but are not limited to, publicity, hospitality, history and property. The President shall be an ex-officio member of all committees, except the Nominating Committee, with the full rights of office.

SECTION 2. The President shall appoint the following committees:

- A. AUDIT COMMITTEE** – This committee shall be appointed prior to the June regular membership meeting by the President. This committee shall audit The Society’s books and records after the close of the fiscal year just concluded and submit a written report to the President prior to the October annual membership meeting. The committee shall consist of one member of The Board (other than the Treasurer) and two (2) society members in good standing who has not served in any financial capacity during the fiscal

year just concluded. Those serving in a financial capacity are defined as any ~~officer~~ Board Member authorized to sign checks during the period being audited. The report of the audit shall be published in The Society newsletter in the month following the annual membership meeting.

- B. ROBERT BURNS CELEBRATION** – This committee shall be responsible for making and coordinating all arrangements for the annual Robert Burns Celebration – if held. The chairperson shall be appointed by the President with the approval of The Board.
- C. NOMINATING COMMITTEE** – The President shall appoint the nominating committee, as required by Article XIII, Section 2, and the by-laws review committee as required by Article XVI, Section 6.

ARTICLE XVI – AMENDMENT OF THE BY-LAWS

SECTION 1. The Board shall have the power to propose such rules and regulations, not inconsistent with the law, the articles of incorporation, or these by-laws, as it may deem advisable for the management of the business affairs of The Society. However, any additions, deletions, or revisions of the by-laws are subject to approval of two-thirds (2/3) of The Board prior to submittal to a membership vote.

SECTION 2. The by-laws may be altered, amended, or revised by the affirmative vote of two-thirds (2/3) of the members in good standing present at any regular or special meeting, provided that notice of such meeting and purpose shall have contained a copy of the proposed additions, deletions, or revisions, that the notice shall have been ~~submitted~~ published per Article XI, Section 8 to all members in good standing, and provided that the total number of members present shall constitute a quorum as defined in Article XI, Section 4, of these by-laws.

SECTION 3. Changes to the by-laws, when approved, shall be entered into the by-laws, with a notation of the revision date, and shall become effective as of that date.

SECTION 4. All revisions to these by-laws shall be submitted to the appropriate governmental authorities as required by the laws governing non-profit organizations as now exist or as may be hereafter amended.

ARTICLE XVII –WHISTLEBLOWER POLICY

The Society is committed to operating in furtherance of its tax-exempt purposes and in compliance with all applicable laws, rules and regulations, including those concerning accounting and auditing, and prohibits fraudulent practices by any of its board members, officers, or members. This policy outlines a procedure for members to report actions that a member reasonably believes violates a law, or regulation or that constitutes fraudulent accounting or other practices. This policy applies to any matter which is related to the Society's business and does not relate to private acts of an individual not connected to the business of the Society.

If a member has a reasonable belief that another member has engaged in any action that violates any applicable law, or regulation, including those concerning accounting and auditing, or constitutes a fraudulent practice, the employee is expected to immediately report such information to the Board [nothing was speificevieAll reports will be followed up promptly, and an investigation conducted. In conducting its investigations, The Society will strive to keep the identity of the complaining individual as confidential as possible, while conducting an adequate review and investigation.

The Society will not retaliate against a member in the terms and conditions of membership or position because that member: (a) reports to an Officer, Board member or Trustee what the member believes in good faith to be a violation of the law; or (b) participates in good faith in any resulting investigation or proceeding.

The Society may take disciplinary action (up to and including expulsion) against ~~an employee~~ a member who in the Board's assessment has engaged in retaliatory conduct in violation of this policy.

In addition, The Society will not, with the intent to retaliate, take any action harmful to any member who has provided to law enforcement personnel or a court truthful information relating to the commission or possible commission by the Society or any of its members of a violation of any applicable law or regulation

ARTICLE XVIII – DISSOLUTION

All members of The Society shall be deemed to have expressly consented to and agreed that upon such dissolution or winding up of the affairs of The Society, whether voluntary or involuntary, the assets of The Society, after all debts have been satisfied, then remaining shall be distributed, transferred, conveyed, delivered and paid over in such amounts as The Board may determine or as may be determined by a court of competent jurisdiction upon application of The Board, exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the appropriate provisions of the Internal Revenue Code and its regulations as now exist or as may be hereafter amended

This revision of the by-laws of The Caledonian Society of Arizona is accepted and acknowledged by Board of Trustees, following acceptance by the membership, May 12, 2016.

PRESIDENT

VICE-PRESIDENT - ADMINISTRATION

SECRETARY

VICE-PRESIDENT - MEMBERSHIP