

**REVISED BY-LAWS
OF
SAINT ANDREW SOCIETY OF HAWAII
ADOPTED JUNE 6, 2016**

ARTICLE I

NAME

The name of this corporation is the SAINT ANDREW SOCIETY OF HAWAII (the "Society"). The Society is a Hawaii non-profit corporation, organized for charitable, educational and cultural purposes within the meaning of § 501(c)3 of the United States Internal Revenue Code and in accordance with Chapter 415B of the Hawaii Revised Statutes.

ARTICLE II

PURPOSE

The objectives of the Society 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 about Scottish and Scottish-American heritage. Further, in keeping with the traditional importance placed on education by Scots and Scottish-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 language, that make the Scottish and Scottish-American cultures distinct and have contributed so greatly to the wealth of humanity. A goal is to establish and administer a non-profit center for the exchange of ideas among those interested in Scottish traditional arts, history and culture.

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.

Celtic Cooperation - Nothing in these by-laws or in the Society's articles of incorporation shall be construed as meaning the Society's activities and programs must be exclusively Scottish in orientation. The Society and its members are urged to work closely with like-minded Celtic groups to further and accomplish the purposes under this article and to ensure that our Scottish heritage is fully recognized and appropriately represented in a renaissance of Celtic culture.

ARTICLE III

MEMBERSHIP

Membership in the Society shall be open to anyone having a sincere interest in the Scottish or Scottish-American people, ancestry and traditions, and the Society and its purposes, without regard to race, creed, color, gender or national origin. The Board of Directors may provide for one or more classes of membership:

Individual Member - An adult who supports the purposes and activities of the Society may be an Individual Member. An Individual Member in good standing shall be entitled to one (1) vote at any meeting of the membership of the Society and may be elected to serve on the Board of Directors. Individual Members are encouraged to wear at appropriate times a tartan in the plaid of the member's choice.

Honorary Member - A person approved by majority vote of the Board of Directors, and who supports the purposes and activities of the Society, may be an Honorary Member. The Board is to bestow this honor sparingly and in recognition of significant accomplishments or support of the Scottish or Scottish-American communities. Honorary Members shall pay no annual dues or initiation fees. Honorary Members may attend, but shall not be entitled to vote at, any meeting of the membership of the Society, nor may they serve on the Board of Directors of the Society.

Membership in the Society shall end when the member dies, resigns from membership, fails to make required dues payments on time, or is expelled from the Society under the process specified in Article XVII.

ARTICLE IV

NEW MEMBER DUES

New Member dues shall be as follows:

Individual Member - \$75.00
Honorary Member - \$0.00

New member dues may be adjusted at any time by the Board of Directors as appropriate. New Member dues include annual dues, investiture, and the SASH orders.

ARTICLE V

ANNUAL DUES

Minimum annual Individual Member dues shall be \$35.00. Honorary members pay no annual

dues. Dues shall be payable annually in March. Only Individual Members who have paid their annual dues in full shall be eligible to vote at the annual meeting or any other meeting of the membership of the Society or be elected to serve on the Board of Directors. The Board of Directors may adjust annual dues as appropriate.

ARTICLE VI

GIFTS AND DONATIONS

All members, as well as interested non-members, are encouraged to make contributions, whether material, financial or in-kind, to further the Society’s purposes. The Board of Directors shall conduct or cause to be conducted specific fund-raising activities in support of the objectives of the Society.

ARTICLE VII

PROCEEDS

All monies collected through membership dues, initiation fees, fund-raising activities, gifts or donations shall be used to establish and maintain programs consistent with the Society’s purposes, emphasizing Scottish and Scottish-American heritage, culture, music, literature, drama, traditional dancing, athletics and the constructive contributions of the Scottish and Scottish-American peoples to the United States of America. All expenditures of funds, however derived, shall conform to all requirements of the Internal Revenue Code and implementing regulations concerning tax-exempt organizations under §501(c)3 of the Code.

ARTICLE VIII

FISCAL YEAR

The Society’s fiscal year shall be April 1st through March 31st.

ARTICLE IX

MEMBERSHIP MEETINGS

All meetings of the membership of the Society shall be held at the call of the President or of the Board of Directors. There shall be at least one (1) membership meeting each year designated as the “Annual Meeting.” At this meeting, the membership shall elect Officers and Directors, receive Officer and Committee reports, and conduct any other appropriate business. No amendment of the Articles of Incorporation of the Society shall be made at any meeting unless advance notice of the meeting shall have included the specific text of the proposed amendment and a statement of its purpose.

The date, time and location of the Annual Meeting shall be communicated in writing (including by electronic means) to the membership at least fifteen (15) days prior. Any number of Society members present shall constitute a quorum. No proxy voting shall be permitted except on matters subject to Article XIX below.

ARTICLE X

OFFICERS

The officers of the Society shall be President, Vice-President, Secretary, Treasurer and such other Officers with powers consistent with these By-Laws as may be determined by the Board of Directors. Terms of elected Officers shall be for two (2) years. There are no term limits. Duties of elected officers shall include:

President - The President shall be the principal officer and shall in general supervise and control the affairs of the Society. The President shall call and preside at meetings of the members and the Board of Directors. The President may sign or execute any contracts or other binding instruments the Board of Directors has authorized, except where the signing and/or execution thereof has been expressly delegated by the Board of Directors or these By-Laws, or by statute, to some other Officer or Agent of the Society. The President shall perform such other duties as may be decided or assigned by the Board of Directors. The President shall report at least annually to the membership.

Vice-President - The Vice-President shall be the principal executive assistant to the President and shall carry out the duties of the President in the President's absence.

Secretary - The Secretary shall draft and keep the minutes, and the attendance records, of general membership meetings and of meetings of the Board of Directors. The Secretary shall be responsible for giving and distributing all notices and shall have charge of all records (whether in physical or electronic form) of the Society, other than those maintained by the Treasurer. The Secretary shall maintain a roster of the current membership and copies of all correspondence. Correspondence shall be open to examination by any member at reasonable times. The Secretary shall be responsible for providing reports and literature pertaining to management of the Society.

Treasurer - The Treasurer shall be responsible for keeping an accurate account of the Society's financial assets. The Treasurer shall see that the Society's financial obligations are met and shall make recommendations to the Board of Directors as to the disposition of the Society's assets. The Treasurer is responsible for seeing the Society meets all its obligations required for non-profit organization documentation and tax purposes by the State of Hawaii and the Internal Revenue Service. The Treasurer shall report at least annually to the membership and shall cooperate with the Audit Committee in the conduct of the annual audit.

Appointed Officers - The President, consulting with the Board of Directors, may appoint additional Officers to head committees or other positions deemed desirable, including but not limited to: Historian, Newsletter Editor, Events Coordinator, Membership Coordinator, Website Manager, Advertising/Public Relations Coordinator, etc.

All Officers shall perform such other duties as may be decided or assigned by the President or the Board of Directors.

ARTICLE XI

BOARD OF DIRECTORS

The management of the Society shall be vested in the Society's Board of Directors. The Board shall be composed of the elected officers plus no fewer than three (3) or more than nine (9) elected Directors. The number of Directors and Officers may be altered by the Board as needed. An elected Director has a term of two years and must be an active member of the Society in good standing. There are no term limits.

Powers & Responsibilities - The Board of Directors shall transact the business and activities of the Society, shall generally supervise the affairs of the Society, and shall have the authority to approve any expenditure on behalf of the Society. The Board shall make all policies, rules or regulations it deems necessary or proper for achieving the purposes of the Society or conducting its activities, consistent with the Charter and these By-Laws. All Corporate powers shall be exercised by or under the authority of, and the business and affairs of the Society shall be controlled by, the Board of Directors, subject to the laws of the State of Hawaii and conditions of the Internal Revenue Code for a tax exempt organization under §501(c)3 of the Internal Revenue Code. It is expressly declared the Board of Directors shall have the following powers:

- To remove all Officers, Agents or Employees consistently with law, the Society's Charter or these By-Laws.
- To conduct, manage and control the affairs and business of the Society, and to make such rules and regulations, consistent with law, the Society's Charter or these By-Laws, as they may deem best.
- To manage in a manner they deem best all funds and property, real and personal, received, acquired or earned by the Society, and to distribute or dispense such assets.
- To make and publish house rules, consistent with these By-Laws, to govern the use and operation of any of the Society's facilities.
- To adopt and use, as needed, a corporate seal for the Society.

Duties - It shall be the duty of the Board of Directors:

- To develop educational, cultural and other programs of events and activities to promote Scottish and Scottish-American heritage, setting the time, place and programs for such events. The Board may delegate responsibility for program preparation to a Program Coordinator or Committee, while continuing to exercise oversight.
- To reasonably supervise the Officers, Agents and Employees of the Society 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 society, and generally the condition of its affairs. Any such statement shall be made available to any member who requests it in writing (including by electronic means).

ARTICLE XII

BOARD MEETINGS

The Board of Directors shall meet at least quarterly to conduct, manage and control the affairs and business of the Society. Three (3) members constitute a quorum. In the absence of a quorum, the presiding Officer or a majority of the Directors present may adjourn the meeting from time to time until a quorum is present.

All Officers and Directors shall strive to attend as many Board meetings as possible. Failure to attend at least half of the regularly scheduled meetings during a twelve (12) month period may result in removal from office or the Board according to the procedure specified in Article XVII.

Other Board meetings may be held at the request of the President or three other Board Members. The date, time and location of all Board meetings shall be set by the President.

Notice of meetings may be oral or written (unless otherwise indicated) and communicated in person, by telephone or other form of wireless communication, or by mail or private carrier. If such forms of personal communication are impracticable, notice may be made by a newspaper of general circulation in the area where published or by radio, television, or other form of public broadcast. Oral notice is effective when it is communicated if done in a comprehensible manner. Written notice, if done in a comprehensible form, is effective at the earliest of the following: (i) when received; (ii) five (5) days after it is mailed with the US Postal Service (as evidenced by the postmark), provided the correct address and first class postage are used; or (iii) on the date shown on the return receipt signed by or on behalf of the addressee, if sent by registered or certified mail.

A Director may at any time waive any notice required under the Hawaii Non-profit Corporations Act, articles of incorporation or By-Laws by submitting a signed waiver of notice, which shall be filed with the minutes or corporate records. A Director's attendance at or participation in a meeting also waives any required notice unless the Director at the beginning of the meeting or

prior to the vote on a matter not properly noticed, objects to lack of notice and does not thereafter vote for or assent to the objected to action.

Subject to the notice requirements in this Article XII, the Board of Directors may allow any or all of the Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication whereby all participating Directors can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all the Directors unanimously sign one or more written consents describing the action taken and include such consent(s) in the minutes filed with the Society records reflecting the action taken. The action taken is effective when the last Director signs the consent, unless the consent specifies a different effective date. Such consent shall have the same effect as a meeting vote.

ARTICLE XIII

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 Society. This authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no Officer, Director, Member, Agent, Employee or other person shall have any power or authority to bind the Society by any contract or undertaking, or to pledge its credit or render it liable for any purpose or amount.

ARTICLE XIV

COMPENSATION

No compensation may be paid to Officers, Directors or Members of the Society for services rendered or performed in its behalf, unless said individual has been hired as an employee of the Society or as an independent contractor, in which case a reasonable compensation for specific services to the Society may be paid.

Salaries or other forms of reasonable compensation may be paid to employees of the Society or to other persons rendering professional or advisory services. The amount of such salary or compensation shall be determined by the Board of Directors.

ARTICLE XV

CONFLICT OF INTEREST

No Director, Officer or Employee of the Society, or any member of such person's immediate family, either individually or through a business or corporation in which the Director, Officer or Employee has an interest, shall enter into a contract or agreement with the Society to provide goods or services, without first disclosing to the Board of Directors the nature of such interest and obtaining express consent of a majority of the disinterested Directors.

ARTICLE XVI

LIABILITY AND INDEMNIFICATION

No Officer, Director or Member of this Society who serves without remuneration or expectation of remuneration shall be liable for damage, injury or loss caused by any action or omission while in office, including, without limitation, liability for any debts, liability or obligations of the Society, except to the extent of gross negligence or willful acts or omissions. "Remuneration" does not include payment of reasonable expenses and indemnification or insurance for actions as an officer, as allowed by the Hawaii Nonprofit Corporations Act, Sections 414D-159 to -167 (relating to indemnification and proceedings related thereto). Further, the personal liability of a Director to the Corporation for any monetary damage because of a breach of the Director's duties to the Corporation shall be limited to the extent specified in the articles of incorporation, as allowed by the Hawaii Nonprofit Corporations Act, Section 414D-32. The Society shall indemnify and advance expenses to a Director and an Officer, Employee, or Agent of the Society who is not a Director, in accordance with the Hawaii Nonprofit Corporations Act, Sections 414D-159 to -167.

ARTICLE XVII

RESIGNATION AND REMOVAL OF OFFICERS, DIRECTORS OR MEMBERS

Any Officer, Director or Member may be removed from the Society by the Board of Directors whenever, in its judgment, the best interests of the Society would be served thereby. The Board may choose to remove an Officer or Director from their position yet permit the individual to remain within the organization as a member.

The Board of Directors may remove an elected Director or Officer from office without cause by the affirmative vote of two-thirds of all Directors or such greater number as is set forth in the articles or By-Laws.

An Officer or Director may resign at any time by giving written notice to the Board of Directors. Such resignation will be effective when the notice is effective, unless the notice specifies a later effective date. If the notice specifies a later effective date, the Board of Directors may fill the

pending vacancy before that date so long as the successor does not take office until the effective date.

The Board of Directors will fill vacancies by a majority vote of the Directors remaining in office. If a vacancy will occur at a specified later date (by reason of a resignation effective at a later date or otherwise), such vacancy should be filled before it actually occurs so long as the new Director or Officer does not take office until the vacancy occurs.

Appointed officers or committee members may be removed from those positions by the President at any time.

ARTICLE XVIII

COMMITTEES

Any number of committees, such as program, charity, fundraising or other committees, may be appointed by the President as required. Committees will be made up of active members in good standing. The Chair of each committee will be under the jurisdiction of, and will report to, the Board of Directors.

A standing Audit Committee shall consist of the Vice-President, who shall serve as Chair, and two (2) members-at-large appointed on an annual basis by the 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.

ARTICLE XIX

DISSOLUTION, LIQUIDATION, MERGER OR CONSOLIDATION

No voluntary dissolution of the Society or liquidation of its assets shall take place without the assent of two-thirds of the organization's members in good standing with voting rights. Assent must be obtained at a meeting of the membership duly called and held for the purpose of authorizing such dissolution or liquidation. Written notice, setting forth the purpose of the meeting, shall be given to all members not less than forty-five (45) days in advance of the meeting.

Upon a vote to dissolve the Society at a general membership meeting, any and all assets of the Society, and any and all funds available for distribution upon dissolution, shall be paid and distributed exclusively for such charitable, educational or community purposes as provided in the Charter of Incorporation and as the Board of Directors may then determine. In no event shall any funds, property or assets of the Society, upon dissolution, be paid, directly or indirectly, to any Member, Director or Officer of the Society.

The Society may participate in mergers or consolidations with other non-profit corporations

organized for similar purposes, provided that any such merger or consolidation shall have the assent of two-thirds of the eligible members, following the above procedures for dissolution and liquidation.

ARTICLE XX

AMENDMENT

These By-Laws may be altered, amended or repealed by a two-thirds vote of the Board members present at any regular or special meeting of the Board of Directors, provided written (including by electronic means) notice of the proposed amendment or repeal shall have been presented to a meeting of the Board of Directors and filed with the Secretary not less than twenty (20) days prior.

ARTICLE XXI

LIMITATIONS

Any provision in these By-Laws found to be in conflict with the revised codes of the State of Hawaii shall be null and void. All other By-Laws continue in effect until changed in accordance with the procedures stated above.