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Amended Feb. 12, 2017  
Amended Feb. 10, 2019  
Amended Feb. 14, 2021

## BY-LAWS

### THE SCOTTISH SOCIETY OF SAN ANTONIO

#### ARTICLE I

##### OBJECTS

The Scottish Society of San Antonio is a non-profit organization incorporated within the State of Texas whose objects are to stimulate, encourage, support and sponsor activities which lead to the preservation of Scottish customs, traditions and culture.

#### ARTICLE II

##### MEMBERSHIP

Section 1. Classes of Members. Any individual who subscribes to the objects of the Society shall be eligible for membership. Membership shall be either single or family. A single membership applies to the person named on the application. A family membership applies to the applicant, spouse and unmarried members of the applicant's household under the age of eighteen (18). All elections to membership shall be by majority vote of the Executive Board (hereafter referred to as the Board) at a duly constituted meeting of the Board. Membership shall fall into one of the following categories:

(a) Regular member -- One who holds active membership by virtue of having submitted a written application on an official society membership application and having been approved by the Board.

(b) Life member -- Any regular member who has been an active member in good standing for ten (10) or more consecutive years and who pays an amount, in one sum, equal to ten (10) times the current annual dues, or any member who has been an active member in

good standing for fifteen (15) or more consecutive years and who is sixty-five (65) years of age or older, may upon request become a life member of the Society. Life members shall not be required to pay any dues; however, they shall have all the rights and privileges of, and be subject to all other provisions of these by-laws as are applicable to a regular member. Any life memberships in effect at the time of this revision of the by-laws shall continue to be in full force and effect.

Additionally, the Board may confer a Life Membership on a regular member in recognition of outstanding services to the Society by that member. Such recognition requires a two-thirds vote of the Board. A conferred Life Membership is single and does not include spouse or children.

(c) Honorary Member -- A non-member may be designated an Honorary Member for a specified time by the unanimous vote of the Board. Honorary Members shall not be required to pay dues and shall have all the rights and privileges of regular members, except the right to vote or hold office in the Society, and be subject to all other provisions of these by-laws as are applicable to regular members. An Honorary Membership does not include spouse or children.

Section 2. Dues. Annual membership dues shall be in an amount determined by a majority vote of the members present at the annual meeting; they can be changed only at a subsequent annual meeting. Beginning 1 Jan 2011, annual dues shall become due on the first day of Jan of the calendar year for all members. Dues for those members currently due between 1 Jan 2010 and 30 June 2010 shall be 100% of the then annual dues for the remainder of the 2010 calendar year. Dues, in the case of those members presently on the rolls on 30 June 2010, whose annual dues fall after 30 June, shall be 50% of the then annual dues for the remainder of the 2010 calendar year. Dues for memberships that span multiple years that expire after January 1 2011 shall be processed as are new members. For those members newly joining between Jan and June 30, the initial dues shall be 100% of the then annual dues for the remainder of the current calendar year. For those members newly joining between 1 July and 30 Sept of each year the initial dues shall be 50% of the then annual dues for the remainder of the current calendar year. For those members newly joining between 1 October and 31 December will pay 100% annual dues for the following year and nothing for the remainder of the current calendar year.

Section 3. Voting Rights. Each regular and life member shall be entitled to one vote on each matter submitted to a vote of the membership. In the case of family memberships, only the adult family members may vote.

Section 4. Resignation. Any member may resign by filing a written resignation with any board member.

Section 5. Termination of Membership. Any membership in the Society may be revoked for just cause after a hearing by, and two-thirds vote of, the Board. The individual must be notified at least 30 days prior to such hearing and has the right to be present at the entire hearing.

Any regular membership shall automatically terminate should such member default in the payment of dues by the time of the convening of the regular annual membership meeting.

Section 6. Reinstatement of Membership. Former members who resigned while in good standing may be reinstated by the Board upon application and payment in full of the current year's dues.

A former member whose membership lapsed because of failure to pay dues by the time of the convening of the annual membership meeting will be automatically reinstated upon payment in full of that year's dues within the year.

Any former member who has failed to pay dues for one year or more may be reinstated by the Board upon reapplication and payment in full of the current year's dues.

### ARTICLE III

#### THE EXECUTIVE BOARD

Section 1. Management. The affairs of the Society shall be managed by a ten member Executive Board composed of four officers and six directors elected from members of the Society. No member of the Board shall derive any material benefit or gain by virtue of service on the Board. Only an adult member currently in good standing who has been a member of the Society for at least one full uninterrupted year immediately preceding an election shall be eligible to stand for any elective office. Two members of a common household may serve on the board at the same time, however, they must be one on the executive and one on the directorship. There cannot be two family members on the executive staff or two members on the directorship.

All meetings of the Board shall be chaired by the President, or in his/her absence, by the Vice President. Each member of the Board shall have a vote. Proxy voting shall not be allowed. A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of Board members are present at said meeting a majority of the Board members present may adjourn the meeting from time to time without further notice.

The Board will meet once each month. A maximum of two such monthly meetings may be waived in a single year by majority vote of the Board. Meetings will be conducted in accordance with Roberts Rules of Order. A majority vote of the Board members present will be considered the action of the entire Board unless otherwise specified. Vote will be open unless otherwise directed by the majority present. The Board may adopt other rules and regulations for the conduct of their meetings and the management of the affairs of the Society as they may deem proper and which are not inconsistent with these by-laws. The general membership is invited to all Board meetings, but may not offer motions or vote. The Board may, upon majority vote, convene in a closed executive session, but cannot make motions or vote in such session.

Any non-expendable property of the Society may be disposed of only by action of the Board. All Society transactions calling for expenditures over fifty dollars (\$50) with the exception of the President, who may expend up to \$300 in emergency without board prior approval, shall be approved by the board in advance. All books and records of the Society are open to any member of the Society at any reasonable time.

There shall be an annual audit of Society assets and records.

Section 2. Officers. The officers of the Society shall be a president, a vice president, a secretary and a treasurer. Officers shall be elected by written ballot of the members at the annual general membership meeting in February in accordance with Article V Section 1, or appointed by the Board to fill a vacancy in accordance with Section 4 of this Article. Officers shall serve for a term of one year and shall hold office until his/her successor shall have been duly elected and assumed the duties of office. No individual may occupy the same office for more than four full consecutive elected terms nor more than eight total elective terms. This limitation applies only to elective terms after adoption of these by-laws. Officers shall assume the duties of their offices immediately after the annual general membership meeting in February.

Section 3. Directors. Six directors shall serve on the Board, two of whom shall be elected at each annual membership meeting. Each of the individual director positions on the Board shall be identified by a numerical suffix running one through six, plus the last two digits of the year of expiration of such director's term, e.g. - "1-01", "2-01", "3-02", "4-02", etc., thus achieving an orderly turnover in the election process. The director's term of office shall be three years, unless elected by the membership to complete a director position that had been filled by Board appointment due to a vacancy, in accordance with Section 4 of this Article.

No individual may serve as a director for more than two full elected terms. This limitation applies only to elective terms after adoption of these by-laws. Directors shall assume the duties of their offices immediately after the annual general membership meeting in February. To implement this provision at the time of adoption of these by-laws, the Directors with remaining term will be assigned numbers corresponding to expiration year of their terms, and all remaining vacancies will be identified by number and refilled by election. Thereafter the rotation will occur automatically.

Section 4. Vacancies. A vacancy in the office of President shall be filled by the Vice President effective as of the date the vacancy occurs, except as noted in Article IV Section 2. Vacancies in any other Board positions, both that of officer or director, shall be filled by the Board at its next scheduled meeting. Appointed Board members shall assume their duties immediately upon appointment. The term of office shall be until the next regularly scheduled general membership meeting. Time served by an individual in an appointed position on the Board shall not be considered in determining time limitations for the holding of an elected position.

Section 5. Removal. Any member of the Board may be removed by the regular and life members whenever, in their judgment, the best interests of the Society would be served thereby. Action to remove a Board member must be performed at a duly announced general membership meeting

and to become effective must be confirmed by an affirmative vote of two-thirds of the members present. Any Board member who misses four consecutive Board meetings will be presumed to have resigned from the Board.

## ARTICLE IV

### DUTIES OF OFFICERS AND COMMITTEES

Section 1. President. The president shall be the principal executive officer of the Society and shall in general supervise and direct the affairs of the Society. He/She shall preside at all meetings of the general membership and of the Board. He/She shall execute contingency plans in the event of a public emergency and cease execution of those plans when the contingency plans are no longer required. He/She will sign, with the Treasurer, all financial instruments which the Board has authorized to be executed. He/She will sign all other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by 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 prescribed by the Board from time to time.

Section 2. Vice President. The Vice President shall be the principal advisor to the President and Board on all matters pertaining to planning and scheduling programs and special events designed to accomplish the objects of the Society. In the absence of the President or in the event of his/her inability or refusal to act in that capacity, the Vice President, if holding that office by election, shall assume and perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. He/she shall advise the President and Board on all matters pertaining to budgeting, accounting and disbursing of funds, and control of the physical assets of the Society. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board.

Section 3. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by the law; be custodian of the corporate seal and corporate records; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; publish and distribute to each member a membership roster as of March 31 each year; and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board. He/she shall verify membership of all voters at a general membership meeting and verify eligibility of all nominees for Board positions.

Section 4. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Society; receive and give receipts for monies due and payable to the Society from any source whatsoever; and deposit all such money in the name of the Society in such banks, trust companies, or other depositories as shall be approved by the Board. He/she

shall insure that no financial instrument be issued in the name of the Society without his/her signature and the countersignature of the President or VP when authorized to act in lieu of the president, of the Society. In the temporary absence or incapacity of the treasurer or a conflict of interest, the Vice President, if determined by the President to be necessary, shall be temporarily designated by the President to sign or countersign financial instruments or otherwise act in lieu of the treasurer of the Society. The Treasurer shall insure that timely and proper reports are rendered to insure compliance with the provisions of Federal, State, and local laws as the case may be. The Treasurer shall in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board.

Section 5. Committees. Committees may be appointed by the President, with Board approval, to perform some special task, secure more information, investigate a situation and bring back a report or a recommendation to the Board. These committees are advisory only. Committees shall not incur debts nor obligate the Society in any manner unless given the authority, with limitations, to do so by the Board.

## ARTICLE V

### MEETINGS OF MEMBERS

Section 1. Annual meeting. An annual meeting of the general membership of the Society shall be held on the second Sunday in the month of February each year for the purpose of rendering annual reports, electing officers and directors by written ballot, and for the transaction of such other business as may come before the meeting.

Section 2. Special meetings. A special meeting of the members may be called by the president, and shall be called by the president on the instructions of the Board. Further, the Board shall instruct the President to call a special meeting of members forthwith on receipt by the secretary of a requisition signed by members with voting rights amounting in number to not less than one-tenth of the voting membership listed on the most recent published roster.

Section 3. Place of Meeting. The Board may designate any place within Bexar County, Texas, as the place of meeting for the annual or special meeting.

Section 4. Notice of Meetings. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally, electronically, or by mail, to each member entitled to vote at such meeting, not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the president or the secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his/her address as it appears on the records of the society with postage thereon prepaid.

Section 5. Quorum. Ten (10) members shall constitute a quorum at any meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 6. Rules of Order. All meetings will be conducted in accordance with Roberts Rules of Order.

## ARTICLE VI

### CHANGE IN BY-LAWS

These by-laws may be altered, amended, or repealed and new by-laws may be adopted by a majority of the regular and life members present at any regular general membership meeting or at any special general membership meeting having a quorum, if at least ten (10) days written notice is given of intention to alter, amend, or repeal, or to adopt new by-laws at such meeting. Changes in the by-laws as approved at such meeting will be effective at the close of said meeting.

## ARTICLE VII

### SPECIAL PROVISION

In November, 1986, the Scottish Society of San Antonio conducted a special ceremony on the grounds of the Alamo in observance of the Sesquicentennial of Texas Independence. A cedar elm tree was planted to honor those of Scottish birth or descent who fell there. Concurrently a time capsule was implanted which is to be exhumed by the Society members in the Texas Bi-centennial year of 2036. Specific information as to the exact location of the time capsule is maintained in the records of the business office of the Daughters of the Republic of Texas as well as in the records of the horticulturist at the Alamo. Heather Kathleen McMinn, then aged 11, implanted the capsule and was charged with being present, circumstances permitting, to assist in exhuming the capsule in 2036. The purpose of this special provision is to charge future members with the preservation of this knowledge and acting upon it in the year 2036 in order to contact Heather McMinn or her descendent(s) and to conduct appropriate ceremonies to commemorate the timelessness of the Scottish presence in Texas.

## ARTICLE VIII

### INDEMNIFICATION

Section 1. Indemnification of Directors, Officers, et al. The corporation shall, to the fullest extent to which it is empowered to do so by the Texas Business Corporation Act and any other applicable

laws as may from time to time be in effect, indemnify any person who was, is, or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding. The corporation's obligations under this section include, but are not limited to, the convening of any meeting, and the consideration of any matter thereby, required by statute in order to determine the eligibility of an officer or director for indemnification. Reasonable expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of (i) a written affirmation by the director, officer, employee, or agent who may be entitled to such indemnification of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification under the applicable statute, and (ii) a written undertaking by or on behalf of the director, officer, employee or agent who may be entitled to such indemnification, to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation. The Corporation's obligation to indemnify and to prepay expenses under this Section shall arise, and all rights granted to directors, officers, employees or agents hereunder shall vest, at the time of the occurrence of the transaction or event to which such action, suit or proceeding relates, or at the time that the action or conduct to which such action, suit or proceeding relates was first taken or engaged in (or omitted to be taken or engaged in), regardless of when such action, suit or proceeding is first threatened, commenced or completed. Notwithstanding any other provision of these Bylaws or the Articles of Incorporation of the Corporation, no action taken by the Corporation, either by amendment of the Bylaws or the Articles of Incorporation of the Corporation or otherwise, shall diminish or adversely affect any rights to indemnification or prepayment of expenses granted under this section which shall have become vested as aforesaid prior to the date that such amendment or other corporate action is taken. Further, if any provision of this section shall be held to be invalid or unenforceable, the validity and enforceability of the remaining provisions shall not in any way be affected or impaired.

## Section 2. Limitations on Indemnification

(a) No indemnification shall be made for obligations resulting from a proceeding in which the person is found liable on the basis that personal benefit was improperly received by him or her, or from a proceeding in which the person is found liable to the Corporation.

(b) Indemnification under these Bylaws shall be available only after a determination has been made that the person acted in good faith and:

(1) In the case of conduct in an official capacity, reasonably believed his or her conduct to be in the best interests of the Corporation, and

(2) In all other cases, reasonably believed his or her conduct to be at least not opposed to the best interests of the Corporation, and

(3) In the case of any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not of itself be determinative that the person failed to act in accordance with these requirements.

Section 3. Determinations of Liability and Indemnification. All determinations of facts relevant to establishing a director's exemption from liability under Article Nine of the Articles of Incorporation, or eligibility for indemnification of any person under these Bylaws, shall be made:

(1) By majority vote of a quorum of directors not named as defendants or respondents in the proceeding; or

(2) If such quorum cannot be obtained, by a majority vote of a committee of the Board of Directors, designated by majority vote of all directors, consisting solely of two (2) or more directors who at the time are not named defendants or respondents in the proceeding; or

(3) By special legal counsel selected by the Board of Directors or by a committee of the Board by vote as set forth in subparagraphs (1) or (2) , above, or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors; or

(4) By vote of the membership excluding those who are named defendants or respondents in the proceeding.

Section 4. Indemnification for Expenses of Successful Defense. Notwithstanding any other limitations, to the extent that any person has been wholly successful on the merits or otherwise in defense of any proceeding referred to herein, that person shall be indemnified against all reasonable expenses incurred by him or her, including, without limitation, attorneys' fees, court costs, and expert witness fees.

Section 5. Advancement of Expenses. Reasonable expenses incurred by a director, officer, employee, or agent of the Corporation who was, is, or is threatened to be made a named defendant or respondent in an action, suit, or proceeding may be paid or reimbursed by the Corporation in advance of the final disposition as authorized by the Board of Directors. Before authorizing the advance, the Board of Directors must determine that under the facts then known indemnification would not be precluded under these Bylaws. In addition, the Board must receive:

(a) A written affirmation by the director, officer, employee, or agent involved of that person's good faith belief that he or she had met the standard of conduct necessary under

these Bylaws for indemnification; and

(b) A written undertaking by or on behalf of the director, officer, or employee involved to repay the expenses if it is ultimately determined that he or she had not met the standard of conduct necessary under these Bylaws for indemnification.

Section 6. Indemnification Not Exclusive. The indemnification provided by this Article shall not be deemed to be exclusive of any other rights to which any person indemnified may be entitled under any regulation, agreement, vote of the members or disinterested directors, or otherwise. The indemnification provided by this Article shall not be deemed exclusive of any other power to indemnify or right to indemnification that the Corporation or any person referred to in this Article may have or acquire under the laws of the State of Texas. Indemnification shall continue and inure to the benefit of the heirs, executors, and administrators of any person entitled to indemnification under this Article.

Section 7. Liability Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or designated agent of the Corporation against any liability asserted against and incurred by that person whether or not the Corporation would have the power to indemnify him or her under the provisions of the Texas Business Corporation Act.

Section 8. Definitions. For purposes of this Article, any reference to directors or the Board of Directors shall be construed as referring to the Executive Board referred to in Article III, or to the individual members thereof as the context requires.