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BY-LAWS
OF
THE ILLINOIS SAINT ANDREW SOCIETY
2013

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31 **BY-LAWS**
32 **OF**
33 **THE ILLINOIS SAINT ANDREW SOCIETY**

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36 **PREAMBLE**
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38
39 The Society was originally organized and established by a number of Scottish residents of Illinois
40 under a Constitution and By-Laws adopted by them in 1846;

41 By Act of the General Assembly of the State of Illinois approved February 10, 1853, the Society was
42 incorporated under the name of "THE ILLINOIS SAINT ANDREW SOCIETY" the provisions of which Act
43 were accepted by the then members of the Society;

44 The Society was reincorporated under and in pursuance of the Corporation Laws of the State of
45 Illinois on June 29, 1928, and as such the Society became the successor to the original Society and is the true
46 and lawful owner of all the assets, real, personal and mixed of The Illinois Saint Andrew Society, including,
47 but not limited to, the properties comprising the "Scottish Home of The Illinois Saint Andrew Society" and all
48 appurtenances thereunto belonging, at North Riverside, Illinois;

49 The Society is vested with the power to make and from time to time to alter, as may be deemed
50 proper and expedient, By-Laws declaring the purpose and defining the powers of the Society, the time of
51 election and the manner thereof of the Officers of the Society and the number and duty of such Officers, and
52 generally such other provisions for the good government and existence of the Society as a majority of the
53 members present may determine; and

54 For the better regulation of the affairs and properties of the Society to the end that the obligation
55 which called it into existence may be more effectively encompassed, it has seemed proper and expedient to
56 restate, amend and revise the By-Laws of the Society hitherto in force;

57 NOW, THEREFORE, The Illinois Saint Andrew Society does establish and ordain these as its
58 By-laws, repealing any and all prior Constitutions, Charters and By-Laws and Amendments thereto:
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63 **ARTICLE I**

64 **NAME AND SEAL**

65 Section 1. The name of this organization shall be the Illinois Saint Andrew Society, herein
66 afterwards referred to as the "Society."

67 Section 2. The seal of the Society shall be the Lion Rampant with the name of the Society
68 surrounding said Lion.

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70 **ARTICLE II**

71 **THE PURPOSES OF THE SOCIETY**

72 Section 1. The principal purposes of the Society are the exercise the sacred duty of the charitable
73 relief of the distressed and unfortunate, including through operation of the Scottish Home,
74 and the promotion of Scottish traditions and culture through the cultivation of fellowship
75 among its Members and the sharing in the carrying out of the aforementioned purposes.

76 While honoring its Scottish heritage and its long service to the Scottish community, the
77 Society also recognizes the core values of its native land, the United States of America, and
78 in its charitable activities the Society will not discriminate on the basis of race, creed, sex,
79 ethnicity, or national origin. The mission of the Society is to nourish Scottish identity
80 through service, fellowship and celebration of Scottish culture.

81 Section 2. To implement the purposes of this Society it shall be empowered:

- 82 A. To acquire, buy, construct, establish and maintain equipment and operate a
83 cooperative residence for persons who are Scottish by birth, heritage, or
84 inclination toward Scottish principles and values.
- 85 B. To promote, encourage and facilitate mutual acquaintance, social, commercial,
86 professional relations and cooperation and friendship between and among the
87 Members of the Society, members of allied societies, and Scotland.
- 88 C. To engage in those activities which preserve, promote and advance Scottish
89 culture through events including but not limited to Scottish Games, concerts,

- 90 educational and professional events and the securing of memberships for the
91 Society in other organizations that further the same purposes.
- 92 D. Foster the development and growth of Members committed to the preservation and
93 enhancement of Scottish arts, commerce, and culture;
- 94 E. Encourage its Members to adhere to and promote public understanding of Scottish
95 values and traditions;
- 96 F. Provide educational and professional opportunities for Members;
- 97 G. Collect, research, publish and disseminate historical, genealogical, and cultural
98 information about Scots and Scotland in both written and electronic formats;
- 99 H. Enlist, organize and support Members for achievement of its purposes;
- 100 I. Foster international cooperation and exchange of knowledge, techniques and
101 education among Scots worldwide;
- 102 J. Provide scholarships to deserving students for study in Scotland and elsewhere as
103 decided by the Board of Governors;
- 104 K. Engage in such other and further means as may be necessary and proper to
105 accomplish the foregoing purposes.

106 Section 3. This Society is not organized for the pecuniary profit of its Officers, Governors or
107 Members and except for funds paid to Members for services rendered with the approval of
108 the Board of Governors, no part of its net income shall benefit any Governor, Officer or
109 Member; and any balance of money or assets remaining after the full payment of corporate
110 obligations of all and any kinds shall be devoted to the charitable, educational and
111 benevolent purposes of the Society.

112 Section 4. The foregoing statement of corporate purposes shall be construed as a statement of both
113 purposes and powers and not as restricting or limiting in any way the general power of this
114 Society, of their exercise and enjoyment, as they are expressly or implicitly granted by the
115 laws of the State of Illinois.

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119 **ARTICLE III**

120 **MEMBERSHIP**

121 Section 1. Membership Classes. There shall be the following classifications of members of the
122 Society: Active, Family, Junior, Honorary, and Life. Membership shall be available to
123 persons who are Scottish by birth, by heritage or by inclination. No person shall be denied
124 Membership on the basis of sex, religion, race or creed or national origin. All references in
125 this document to "he," "his" or "him" shall be construed to include the female gender.

126 A. Active Members. An Active Member shall be any person who is at least eighteen
127 years of age and whose individual or family application has been accepted by the
128 Society. Active Members shall be those who have committed to carry on the
129 work of the Society and who pay annual dues or who have paid a Life
130 Membership fee. Active Members may qualify for Life Membership if they
131 satisfy the conditions set forth for Life Membership in the Standing Rules, and
132 Life Members shall be treated as Active Members for purposes of voting and
133 eligibility for office.

134 B. Junior Members. A Junior Member shall be a person who has not attained
135 eighteen years of age and whose application has been accepted by the Society as a
136 Junior member. A Junior Member in good standing will automatically become an
137 Active Member effective on the first day of the fiscal year of the Society
138 commencing after the person's eighteenth birthday.

139 C. Honorary Members. The Board of Governors may confer Honorary Membership
140 upon persons recommended to the Board of Governors, following procedures for
141 recommendation set forth in the Standing Rules. Honorary Members shall be
142 exempt from the payment of dues. The maximum number of Honorary Members
143 shall be as set forth in the Standing Rules.

144 D. Family Members. A Family Member shall be any family, consisting of a parent or
145 parents and any and all of his, her or their spouses and natural or adopted children

146 younger than 18 years of age whose application has been accepted by the Society
147 as a Family Member. A Family Membership shall have only one vote.

148 Section 2. Membership Procedures

149 A. Applications

150 1. Applications for Memberships shall be made in writing or electronically.

151 Every application shall include the applicant's full name.

152 2. Applicants shall note their clan affiliation if any on the Membership
153 application.

154 B. Approval of Membership Applications

155 1. Applications for Membership shall be approved in accordance with the
156 Standing Rules. At the next regular meeting of the Board of Governors,
157 the Officers and Governors shall be informed of the approved
158 applications.

159 2. An Applicant shall not be enrolled as a member until his dues for the
160 current year have been paid or a Life Membership fee has been received.

161 Section 3. Resignation and Re-application

162 A. Resignation. A Member may resign in good standing by submitting his
163 resignation in writing to the Officer designated in the Standing Rules. The Society
164 shall issue no refunds or partial refunds on dues or fees.

165 B. Re-application. Conditions for re-application shall be as set forth in the Standing
166 Rules.

167 Section 4. Members in Good Standing

168 A. Definition. A Member in good standing is one whose Society dues are current.

169 B. Eligibility

170 1. Only Active, Family, and Honorary Members who are in good standing
171 may vote.

172 2. Only Active and Honorary Members who are in good standing may hold
173 Society Office.

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176 **ARTICLE IV**

177 **DUES AND FEES**

178 Section 1. Annual Dues. Annual dues, the schedules for assessment and payment of such dues, and
179 provisions relating to delinquency in payments shall be as set forth in the Standing Rules.

180 Section 2. Dues of Life Members. The dues of Life Members are paid once upon application and
181 no additional dues are required. The dues for Life Members are set forth in the Standing
182 Rules.

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184 **ARTICLE V**

185 **MEETINGS OF THE SOCIETY**

186 Section 1. Meetings

187 A. Annual Meeting

188 1. The Society shall meet a minimum of annually.

189 2. The Annual Meeting shall be held in the 4th quarter of the year.

190 B. Special Meetings. Special meetings of the Society shall be called in any
191 emergency by the Society Chair, or in his absence, the Chair-Elect, or the
192 President or upon written application to the Board of Governors made for that
193 purpose by any ten active Members of the Society.

194 Section 2. Notice. The Secretary shall give notice of the date and place of the meetings to the
195 Members in accordance with the laws of the State of Illinois.

196 Section 3. Vote at Meetings

197 A. Sixteen Active Members present in person or by written proxy shall constitute a
198 quorum at every such meeting.

199 B. The vote of the majority of the Active Members present at the meeting, in person
200 or by written proxy shall be necessary to render a decision. All such decisions
201 shall be recorded in writing.

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204 **ARTICLE VI**

205 **BOARD OF GOVERNORS**

206 Section 1. Board of Governors. There shall be a Board of Governors of the Society that shall be the
207 primary force in moving the organization to realize its opportunities for service and
208 fulfillment of its obligations to its constituencies.

209 Section 2. Powers, Duties and Authority. The Board of Governors shall:

210 A. Govern and direct the affairs of the Society and hold the usual powers of a Board
211 of Governors of a membership organization that shall include, but not be limited to
212 the following:

- 213 1. Establishing, revising monitoring and advancing organizational
214 adherence to mission, vision, values and goals.
- 215 2. Approving and evaluating long-range plans.
- 216 3. Authorizing the creation and elimination of job positions for employees
217 of the Society as it may deem appropriate.
- 218 4. Setting the amount of the Society's annual dues.
- 219 5. Amending the Society's By-Laws, subject to ratification by the
220 membership.
- 221 6. Chartering and discontinuing clubs and groups affiliated with the Society.
- 222 7. Serving as the Society voice for all Scottish interests.
- 223 8. Providing advice and consent to the Executive Committee in the
224 employment of the President of the Society; monitoring the performance
225 of the President of the Society; and, if deemed necessary, terminating the
226 employment of the President of the Society.
- 227 9. Approving pilot programs for membership and acquisition of groups or
228 affiliates that, for a defined time period, include lower annual Society
229 dues and fees than those fixed and stated by the Board of Governors.

- 230 10. Ensuring the development and delivery of quality programs.
- 231 11. Establishing, amending and repealing the policies of the Society.
- 232 12. Approving the annual budget of the Society, ensuring financial solvency
- 233 of the Society and providing stewardship of the Society's assets.
- 234 13. Authorizing and approving any individual expenditures of the Society in
- 235 excess of \$50,000.
- 236 14. Authorizing and approving any material financing of the Society.
- 237 15. Authorizing and approving any sale, lease, or transfer of any assets of the
- 238 Society having a value in excess of \$50,000.
- 239 16. Authorizing and approving any contract or agreement involving amounts
- 240 in excess of \$50,000.
- 241 17. Providing adequate insurance for the Society.
- 242 18. Ensuring an annual audit of the Society's financial records by
- 243 independent auditors; selecting and appointing independent auditors to
- 244 conduct such audits, and providing an annual report to the membership.
- 245 19. With the President of the Society, maintain oversight over the operation
- 246 of the Scottish Home, including employment of qualified professionals.
- 247 B. Adopt Standing Rules supplementary to and consistent with the By-Laws to
- 248 regulate such matters as may be deemed appropriate. Adoption of Standing Rules
- 249 shall require at least ten (10) days prior written notice to the Board of Governors
- 250 before the next meeting of the Board. A majority of the Board must approve the
- 251 Standing Rules.
- 252 C. Adopt such policies, rules and regulations for the conduct of its business,
- 253 responsibility and authority as shall be deemed advisable insofar as such
- 254 delegation of authority is not inconsistent with By-Laws of the Society (in their
- 255 present form or as they may be amended), or to any applicable law.
- 256 D. Carry out the duties defined in "Roles and Responsibilities" of the Board of
- 257 Governors, as presented in its Standing Rules.

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Section 3. Attendance at Meetings

- A. Failure on the part of any member of the Board of Governors to attend annually half of regular meetings of the Board without satisfactory explanation shall be considered a resignation by the Governor. Attendance via electronic means shall constitute attendance at a meeting, provided that the Governor so attending can hear and be heard by all those attending in person.
- B. The Secretary shall make a report to the Board of all Governors who have attended less than half of the meetings, and the Board shall determine which of such Governors shall be deemed to have resigned.

Section 4. Composition of the Board of Governors

- A. Effective January 1, 2013, the Board of Governors shall be composed of the following members, including:
 - 1. The Officers of the Society, other than the President, who are provided for in Article VII, Section 1 and who shall be voting members of the Board of Governors;
 - 2. Up to twenty-four (24) Governors elected by the Society at the Annual Meeting, who shall be voting members of the Board of Governors; and
 - 3. The President and active past Society Chairs, who shall not be voting members of the Board of Governors and shall be excluded from the determination of any quorum.
- B. Honorary Governors. Honorary Governors may be appointed by the Board of Governors to serve in an advisory capacity to the Board of Governors. They may not be assigned duties or committee appointments, except by their prior consent, and shall have no vote, nor make any motions, and they shall not be included in determining the existence of a quorum.

Section 5. Term of Office

- A. Governors. Governors who are not Officers of the Board of Governors shall serve a term of three (3) years, with 1/3 (one-third) rotating each year. No Governors

286 who are not Officers shall serve more than two (2) consecutive terms (six
287 consecutive years).

288 B. Commencement of Term. The term of office for all members of the Board of
289 Governors shall commence on January 1.

290 C. Current Governors As Of The Effective Date Of These By-Laws. Governors
291 serving at the time of the adoption of these By-Laws shall be eligible for service
292 under these terms without regard to any lengths of current or past service, except
293 that the size of classes of Governors, if any, to be elected for inclusion in classes
294 during the first two years after the effective date of these By-Laws may be
295 adjusted based on the number of Governors already serving in those classes
296 following election under prior By-Laws.

297 D. Resignation. Any Governor may resign at any time by giving written notice to the
298 Society Chair. Such resignation shall take effect at the time specified therein or, if
299 no time is specified, at the time of acceptance as determined by the Society Chair.

300 E. Vacancies. In the case of resignation of a Governor or, if for any other reason,
301 including ineligibility, a Governor is unable to complete the term, the Governance
302 Committee shall present a candidate for consideration by the Board of Governors.
303 The Board of Governors shall elect a successor to complete the unexpired term.

304 F. Appointments of Governors to Standing Committees. Each Governor shall be
305 assigned annually by the Society Chair to one or more of the Standing Committees
306 of the Board of Governors as specified in the Standing Rules.

307 G. Board Meetings.

308 1. The Board of Governors shall have a minimum of four regularly
309 scheduled meetings each year in the spring, summer, fall, and winter.
310 Additional regular meetings may be held as determined and scheduled by
311 the Board of Governors.

312 2. Special Meetings. Special meetings of the Board of Governors may be
313 called at the discretion of the Society Chair, by a majority of the

314 Executive Committee or by a majority of the voting Governors then in
315 office, to be held at such time, day and place as shall be designated in the
316 notice of meetings as described in Article V, Section 2 of these By-Laws.

317 H. Notice. Notice of the time, day and place of any meeting of the Board of
318 Governors shall be given at least 30 days in advance by notice sent by mail, e-mail
319 or telephone to each Governor. The purpose or purposes for which a special
320 meeting is called shall be stated in the notice.

321 I. Waiver of Notice. Any Governor may waive notice of any meeting by written
322 waiver prior to the meeting, by subsequent approval of the minutes or by
323 attendance. The attendance of a Governor at any meeting shall constitute a waiver
324 of notice of such meeting, except where a Governor attends a meeting for the
325 express purpose of objecting to the transaction of any business because the
326 meeting is not lawfully called or convened.

327 J. Quorum. Fifty-one percent (51%) of the duly elected Governors currently serving
328 shall constitute a quorum for the transaction of business at any meeting of the
329 Board of Governors. Such majority shall exclude any active past Chairs of the
330 Society in attendance.

331 K. Compensation. Governors shall not receive any compensation for their services as
332 members of the Board of Governors. Under special circumstances, the Board of
333 Governors may authorize payment by the Society for the expenses of Governors to
334 attend regular or special meetings of the Board of Governors.

335 L. Voting
336 1. All actions and decisions by the Board of Governors shall be taken by
337 majority vote of the voting Governors present at the meeting.
338 2. There shall be no voting by proxy by the Board of Governors.
339 3. A voting Governor attending the Board of Governors meeting by
340 electronic means may cast his or her votes provided that he or she can

341 hear and be heard by all those Governors physically present at the
342 meeting.

343 M. Attendance via electronic means shall constitute attendance at said meeting.

344

345 **ARTICLE VII**

346 **OFFICERS**

347 Section 1. Officers of the Society. The Officers of the Society shall consist of:

348 A. The Chair of the Society (also referred to in these By-Laws as the Society Chair);

349 B. The Chair-Elect;

350 C. The Treasurer;

351 D. The Secretary;

352 E. The Chairs of the Standing Committees of the Board of Governors as such

353 committees are specified in these By-Laws or the Standing Rules; and

354 F. The President.

355 Section 2. Terms of Office. With the exception of the President, whose term is set forth in his or

356 her agreement with the Society, all Officers of the Society shall hold office for two (2)

357 years, beginning January 1 of the calendar year, or until their respective successors shall be

358 duly elected and become qualified. All Officers other than the Society Chair and Chair-

359 Elect may serve two (2) additional one-year terms for a total of four (4) consecutive years

360 in the same office. By a vote of the Board of Governors, the Society Chair and Chair-Elect

361 may be authorized to serve one additional one-year term, for a total of three (3) consecutive

362 years in the same office, if so elected by the membership of the Society.

363 Section 3. Resignation. Any officer may resign at any time by giving written notice to the Society

364 Chair. Such resignation shall take effect at the time specified therein or, if no time is

365 specified, at the time of acceptance as determined by the Society Chair.

366 Section 4. Vacancies

- 367 A. In the case of resignation of the Society Chair or, if for any other reason, the
368 Society Chair is unable to complete the term, the Chair-Elect shall succeed to the
369 office of Society Chair and complete the unexpired term.
- 370 B. In the case of resignation of any other Officer of the Society, or if for any other
371 reason, including ineligibility, an officer is unable to complete the term, the
372 Governance Committee shall present a candidate for consideration by the Board of
373 Governors. The Board of Governors shall elect a successor to complete the
374 unexpired term.

375 Section 5. Chair of the Society. The Chair of the Society shall serve as the chair of the Board of
376 Governors and shall have all the powers and shall perform all the duties commonly incident
377 to and vested in the office of the chair of the board of governors or directors of a
378 corporation and shall, in partnership with the President, ensure the Board of Governors
379 fulfills its governance responsibilities. The powers and duties of the Society Chair shall
380 include, but not be limited to:

- 381 A. Presiding at all meetings of the Board of Governors, Executive Committee and
382 Society;
- 383 B. Scheduling meetings of the Board of Governors, Executive Committee and
384 Society;
- 385 C. Setting the agendas for the Board of Governors and Executive Committee, with
386 the assistance of the President and the Executive Committee;
- 387 D. Recommending to the Executive Committee, with the counsel from the President
388 and considering the future needs of the Society, persons to serve as chairs of
389 Standing Committees of the Board of Governors, and members of other
390 committees, subcommittees and task forces;
- 391 E. Serving in an ex-officio capacity without vote on all committees of the Society;
- 392 F. Appointing the Society's Legal Counsel, Auditor, Chaplain and Physician, or
393 delegating such appointment to another Officer with notice to and the approval of
394 the Executive Committee;

- 395 G. Focusing the Board of Governors' attention on matters of institutional governance
396 that relate to the organization's mission, vision and long range plans and to its own
397 structure, role and relationship to management;
- 398 H. Exercising such other powers as the Board of Governors may assign in accordance
399 with Board of Governors policy; and
- 400 I. Appointing the President with the approval of the Executive Committee and the
401 advice and counsel of the Board of Governors and directing his work.

402 Section 6. Chair-Elect. The Chair-Elect of the Society shall perform all duties of the Society Chair
403 during the absence or disability of the Society Chair, and shall perform such other duties as
404 the Society Chair and Board of Governors may designate, including, but not limited to:

- 405 A. Serving as a member of the Board of Governors and the Executive Committee;
- 406 B. Overseeing the Society's strategic planning;
- 407 C. Assisting the Society Chair in the performance of his or her duties whenever
408 requested to do so;
- 409 D. Attending special meetings as directed by the Society Chair; and
- 410 E. Representing the Society to other associations or organizations as requested by the
411 Society Chair.

412 Section 7. Treasurer.

- 413 A. The Treasurer of the Society shall ensure the fiscal integrity of the Society and
414 shall have all the powers and shall perform all the duties commonly incident to
415 and vested in the office of the treasurer of a corporation, and such other duties as
416 the Society Chair and the Board may designate, including, but not limited to:
- 417 1. Serving as a member of the Board and the Executive Committee;
 - 418 2. Serving as the Chair of the Finance Committee;
 - 419 3. Ensuring that the Society maintains accurate financial records;
 - 420 4. Monitoring Society expenditures to ensure operation within the annual
421 budget;
 - 422 5. Exercising a fiduciary responsibility to the Society;

- 423 6. Overseeing preparation and distribution of an independent annual audit of
424 the Society's finances by a certified public accounting firm;
425 7. Ensuring that all Board financial policies are being followed;
426 8. Ensuring that regular financial reports are submitted to the Board and
427 presenting a report at each meeting of the Board; and
428 9. Assisting in the preparation of the budget.
- 429 B. If the Treasurer is unable to attend any meeting the Treasurer shall appoint a
430 member of the Finance Committee to attend said meeting in his place.

431 Section 8. Secretary

- 432 A. The Secretary of the Society shall ensure that records are maintained of all
433 Society, Board and Executive Committee meetings, and shall have all the powers
434 and shall perform all the duties commonly incident to and vested in the office of
435 the secretary of a corporation, and such other duties as the Society Chair and
436 Board of Governors may designate, including, but not limited to:
- 437 1. Serving as a member of the Board of Governors and the Executive
438 Committee;
439 2. Ensuring that all actions of the Board of Governors and Executive
440 Committee meetings are recorded in the minutes and distributed to
441 Governors, the President and others as approved by the Board;
442 3. Ensuring that current copies of the Society By-Laws, Standing Rules,
443 policies and procedures are provided to the Society Chair and other
444 Officers and Governors as appropriate;
445 4. Obtaining information from records and minutes for Board of Governors
446 decision-making; and
447 5. Keeping safe all the official papers of the Board.
- 448 B. If the Secretary is unable to attend any meeting, the President shall insure that
449 minutes of said meeting are recorded and transmitted to the Secretary in a timely

450 fashion. The Secretary may appoint, subject to Board approval, such Assistant
451 Secretaries as may be necessary to effect the Secretary's responsibilities.

452 Section 9. Chairs Of Other Board Standing Committees. The responsibilities of the chairs of other
453 Board Standing Committees shall be as specified in the Standing Rules.

454 Section 10. President

455 A. The President of the Society shall be nominated and appointed by the Executive
456 Committee with the advice and counsel of the Board of Governors as the chief
457 executive officer of the Society and shall perform all duties commonly incident to
458 and vested in the office of the president and chief executive officer of a
459 corporation, and such other duties as the Society Chair and the Board of
460 Governors may designate. The President gives direction to the formulation of, and
461 leadership to, the achievement of the organization's mission, vision, values and
462 strategies and to its annual objectives and goals. With the Board of Governors, the
463 President shall be the primary force in moving the organization to realize its
464 opportunity for service and fulfillment of its obligations to its constituencies. With
465 the Society Chair, the President shall enable the Board of Governors to fulfill its
466 governance function, facilitating optimum interaction between the Society's
467 management and staff and the Board of Governors.

468 B. The duties and responsibilities of the President shall include, but not be limited to:

- 469 1. Planning regularly with the Society Chair for leadership of the
470 organization;
- 471 2. Assisting the Society Chair and, with the Executive Committee, as
472 appropriate;
- 473 3. Informing the Board of Governors and the Society Chair of the condition
474 of the Society and all important factors affecting it;
- 475 4. Helping to formulate and implement the policies and plans of the Board
476 of Governors;
- 477 5. Managing the development and evaluation of plans;

- 478 6. Overseeing and conducting the day-to-day business affairs of the Society;
479 7. Entering into routine business agreements and contracts on behalf of the
480 Society, obtaining prior authorization and approval of the Board of
481 Governors when required by Article VI, Section 2.A.13 to 2.A.16;
482 8. Engaging, managing, supporting, retaining and evaluating the staff;
483 9. Reviewing the Society’s financial resources and maintaining budgetary
484 controls;
485 10. Communicating the Society’s vision and mission to its Members, staff
486 and volunteers and to the public;
487 11. Presenting the Society to its several publics and serving as the chief
488 spokesperson for the Society;
489 12. Acting as an ex officio and non-voting member of all Standing
490 Committees of the Board of Governors, other committees and
491 subcommittees;
492 13. Attending and providing advice at meetings of the Board of Governors as
493 a non-voting participant in such meetings; and
494 14. Exercising such other powers and duties as the Board of Governors may
495 assign.

496 Section 11. Bonding. All Officers of the Society shall be furnished a fidelity bond in such sum as
497 the Board of Governors shall prescribe.

498

499 **ARTICLE VIII**

500 **STANDING COMMITTEES OF THE BOARD OF GOVERNORS**

501 Section 1. Executive Committee. The Executive Committee shall be composed of the Officers of
502 the Society as listed in Section 1 of Article VII of these By-Laws.

- 503 A. General Authority. The Executive Committee shall ensure ongoing support,
504 coordination and implementation of the Board of Governors’ decisions and plans.

- 505 B. Duties and Responsibilities. The powers and duties of the Executive Committee
506 shall include, but not be limited to:
- 507 1. Providing leadership for the Board of Governors in annual planning and
508 goal setting;
 - 509 2. Acting on behalf of the Board of Governors when necessary between
510 meetings of the Board of Governors, subject to subsequent ratification by
511 the Board of Governors, and promptly informing the Board of Governors
512 of actions taken on its behalf;
 - 513 3. Setting agendas for the Society and helping the Society Chair and the
514 President prioritize agendas for the Board of Governors;
 - 515 4. Partnering with the President to identify committee and subcommittee
516 chairs and members, for recommendation for nomination and election or
517 appointment as the case may be;
 - 518 5. Providing information and support to the President, and
 - 519 6. Ensuring the annual evaluation of the President's performance.
- 520 C. Meetings. The Executive Committee shall convene upon call of the Society Chair,
521 as needed.
- 522 D. Quorum. Fifty-one percent (51%) of the members shall constitute a quorum of the
523 Executive Committee for any meeting.

524 Section 2. The Finance Committee

- 525 A. The Finance Committee of the Board of Governors shall consist of at least three
526 (3) members and shall include the Treasurer and at least two Governors appointed
527 by the Chair of the Society. The Finance Committee shall be comprised of an odd
528 number of voting members. The President shall serve ex-officio as a non-voting
529 member. Additional members appointed to the Finance Committee need not be
530 members of the Board of Governors.
- 531 B. The Finance Committee shall be chaired by the Treasurer and shall report directly
532 to the Board of Governors.

533 C. The duties and responsibilities of the Finance Committee shall be to assist and
534 advise the Treasurer in the performance of the duties and obligations of that office,
535 to monitor the financial conditions of the Society, to assist in the planning of the
536 financial affairs of the Society, and to make reports and recommendations to the
537 Board of Governors regarding its financial affairs and related topics as it may
538 deem appropriate.

539 D. The Finance Committee shall meet as necessary, but no less than once per quarter.

540 Section 3. Governance Committee

541 A. The Governance Committee shall consist of at least three (3) members, including
542 the Chair of the Governance Committee. Serving on the committee, in addition to
543 the Chair of the Governance Committee, shall be the immediate past Chair of the
544 Society, or the Chair-Elect; and at least one (1) Governor appointed by the Society
545 Chair. The Governance Committee shall be comprised of an odd number of
546 voting members. The President shall serve ex officio as a nonvoting member.

547 B. Duties and Responsibilities. The duties and responsibilities of the Governance
548 Committee shall include: (a) to nominate Officers and members of the Board of
549 Governors; (b) to ensure orientation of new Governors; (c) to evaluate Governors'
550 performance based on criteria approved by the Board of Governors; (d) to advise
551 the Society Chair, President and Board of Governors concerning Society staff
552 personnel issues that are brought to the committee's attention from time to time;
553 and (e) to make recommendations concerning amendments to the By-Laws,
554 Standing Rules and Policies.

555 C. The Governance Committee shall mail a slate of Officer and Board of Governors
556 nominees to all voting Members of the Society at least 30 days prior to the
557 established date of the Annual Meeting, at which time the election will occur.

558 D. Meetings. The Governance Committee shall convene as necessary, but no less
559 than once per year.

560 E. Restriction on Members. Members of the Governance Committee, exclusive of
561 the Society Chair and the Chair-Elect, may not be considered as nominees for any
562 Officer position, other than the position of Chair of the Governance Committee,
563 under discussion by that committee.

564 Section 4. Other Standing Committees of the Board of Governors. The membership, duties,
565 responsibilities and operation of other Standing Committees of the Board of Governors
566 shall be as set forth in the Standing Rules.

567 Section 5. Terms of Membership on Standing Committees of the Board of Governors. The term of
568 membership on Standing Committees of the Board of Governors shall be as follows:

569 A. Officers shall be members of the Executive Committee during their terms of
570 office.

571 B. Officers who are designated as chairs of other Standing Committees of the Board
572 of Governors under these By-Laws or the Standing Rules shall serve on those
573 committees during their terms as Officers.

574 C. The terms of membership on Standing Committees other than the Executive
575 Committee shall be one (1) year, and members may not serve more than six (6)
576 consecutive one-year terms. Additional terms may be served following a break of
577 at least one (1) year.

578 D. Terms of membership on committees shall commence on January 1.

579 Section 6. Operation, Creation and Dissolution of Standing Committees of the Board of Governors
580 and Subcommittees of Standing Committees and Other Committees

581 A. Through its Standing Rules, the Board may create new Standing Committees and
582 other committees, dissolve existing Standing Committees and other committees,
583 and provide for the operation of the Standing Committees and other committees in
584 a manner supplementary to and consistent with these By-Laws.

585 B. With the exception of the Executive Committee, the Standing Committees of the
586 Board of Governors may perform their duties through subcommittees, which shall
587 be identified in the Standing Rules. Members appointed to the subcommittees need

588 not be members of the Board of Governors, except that each subcommittee shall
589 be chaired by a member of the Board of Governors. The subcommittees shall be
590 comprised of an odd number of voting members. The terms of membership on the
591 subcommittees shall be as specified in the Standing Rules. Subcommittees shall
592 meet as necessary.

593 C. Any one or more of the subcommittees of the Board Standing Committees may be
594 dissolved, and one or more new subcommittees of such committees may be
595 created, by the Board of Governors upon the recommendation of the Society
596 Chair.

597 D. The identifications, operations, descriptions, duties and responsibilities of all
598 subcommittees of Board Standing Committees shall be set forth in the Standing
599 Rules.

600 Section 7. Ad-Hoc Committees. The Society Chair, with the consent of the Board of Governors,
601 may appoint such other *ad hoc* committees of the Board of Governors as are deemed
602 necessary on such terms and conditions as are approved by the Board of Governors.

603

604 **ARTICLE IX**

605 **ANNUAL ELECTION OF THE OFFICERS AND BOARD OF GOVERNORS**

606 Section 1. The Annual Election

607 A. The Annual Election of the Officers and members of the Board of Governors shall
608 be held at the Annual Meeting. (See Article V)

609 B. The Election shall be by valid proxy and by vote of those Members in good
610 standing present at the Annual Election and who have not submitted a proxy
611 ballot. The proxy ballot and list of candidates shall be sent to the Membership at
612 least thirty (30) days before the Annual Election. However, Members who are
613 present at the Annual Election and who are already represented by valid proxy
614 may change their vote. There shall be counted both the Members present in
615 person and those present by valid proxy.

- 616 C. When there is only one candidate for each office, the Secretary may, by motion
617 duly made, seconded and carried, be directed to cast the unanimous ballot of
618 Members present, in favor of the candidates presented by the Governance
619 Committee.
- 620 D. The majority of those qualified to vote and voting shall constitute an election.

621 Section 2. Tenure of Officers and Governors

- 622 A. Officers. The term of Officers shall be as set forth in Article VII, Section 2.
- 623 B. Governors
- 624 1. The Governors of the Society shall be elected as follows:
- 625 2. A total of up to twenty-four (24) Governors shall be elected by the
626 membership of the Society.
- 627 3. Each year, up to eight (8) of the twenty-four (24) Governors shall be
628 elected to serve a term of three (3) years or until their successors are
629 elected.
- 630 4. Each year vacancies in Governors shall be filled for the unexpired term of
631 the vacancy.
- 632 5. The terms of membership on the Board of Governors shall be as set forth
633 in Article VI, Section 5.
- 634 6. A Governor elected by the Society, or elected by the Board of Governors
635 to fill a vacancy, is eligible for reelection to the same position at the next
636 Annual Election.
- 637 7. After serving two consecutive terms, Governors may be reelected to the
638 Board of Governors after an interim of one year off the Board of
639 Governors.
- 640 8. Honorary Governors shall be elected for life.

641 Section 3. Qualifications

- 642 A. The candidate for Society Chair shall have served as a Governor or Officer.

- 643 B. Except as otherwise provided herein, all candidates for Officer or for Governor
644 shall be Active Members in good standing of the Society.
645 C. Candidates for Honorary Governor shall have performed extraordinary service for
646 the Society. The number of Honorary Governors shall be limited to fifteen (15) at
647 any one time.

648 **Section 4. Methods of Nomination**

- 649 A. By the Governance Committee.
650 B. By Petition signed by fifteen (15) members of the Society and delivered to the
651 Society Chair, at least four (4) weeks before the Annual Election.
652

653 **ARTICLE X**

654 **FISCAL YEAR**

655 **Section 1.** The fiscal year of the Society shall commence on January 1 and terminate on December
656 31.
657

658 **ARTICLE XI**

659 **LIMITATION ON ACTIVITIES**

660 **Section 1.** The Society shall use its funds only to accomplish the objectives and purposes specified
661 in these By-Laws, and no part of the net earnings, gains or assets of the Society shall inure
662 to the benefit or be distributable to its Governors, Officers, other private individuals or
663 organizations organized and operating for profit, except that the Society is authorized and
664 empowered to pay reasonable compensation for services rendered.
665

666 **ARTICLE XII**

667 **DISSOLUTION**

668 **Section 1.** Upon dissolution or final liquidation of the Society, any remaining assets shall, after
669 payment or the making of provision for payment of all the lawful debts and liabilities of the
670 Society, be distributed to one or more regularly organized and qualified not-for-profit

671 organizations to be selected by the Board of Governors in conformance with the By-Laws
672 of the Society.

673

674 **ARTICLE XIII**

675 **INDEMNIFICATION**

676 Section 1. The Society shall indemnify (a) any person who was or is a party or is threatened to be
677 made a party to any threatened, pending or completed action or suit by or in the right of the
678 Society to procure a judgment in its favor by reason of the fact that such person is or was a
679 Governor, Officer, employee or agent of the Society or is or was serving at the request of
680 the Society as Governor, Officer, employee or agent of another corporation, partnership,
681 joint venture, trust or other enterprise, against expenses (including attorney's fees) actually
682 and reasonably incurred by such person in connection with the defense or settlement of
683 such action or suit, and (b) any person who was or is a party or is threatened to be made a
684 party to any threatened, pending or completed action, suit or proceeding, whether civil,
685 criminal, administrative or investigative (other than an action by or in the right of the
686 Society) by reason of the fact that he is or was a Governor, Officer, employee or agent of
687 the Society, or who is or was serving at the request of the Society as a governor, director,
688 officer, partner, trustee, employee or agent of another corporation, partnership, joint
689 venture, trust or other enterprise, against expenses (including attorneys' fees), judgments,
690 fines and amounts paid in settlement actually and reasonably incurred by him in connection
691 with any such action, suit or proceeding, in each case to the fullest extent permissible under
692 subsection (a) through (f) of Section 24 of the General Not-For-Profit Corporation Act of
693 the State of Illinois, as amended from time to time, or in the indemnification provision of
694 any successor statute.

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699 **ARTICLE XIV**

700 **PARLIAMENTARY AUTHORITY**

701 Section 1. Robert's Rules of Order, Newly Revised, shall govern this Society when applicable and
702 not inconsistent with the By-Laws, and Standing Rules.

703

704 **ARTICLE XV**

705 **AMENDMENTS**

706 Section 1. The Society shall make and from time to time alter and amend these By-Laws as may be
707 necessary to carry into effect any of the purposes of the Society, or which may be needful
708 in its governance or in the conduct of its business. Such By-Laws may be made or
709 amended at any regular or special meeting of the Society, provided, however, that any
710 proposed By-Law change shall be made available to all eligible members of the Society no
711 less than 20 days prior to the meeting at which such proposed By-Law change shall be
712 considered for adoption.

713 Section 2. The adoption of these Amended and Restated By-Laws of the legal members of the
714 Society, ratifies and confirms in The Illinois Saint Andrew Society, a corporation organized
715 under the laws of Illinois (not-for-profit) on June 20, 1928, titles to all properties real and
716 personal acquired, owned or held by The Illinois Saint Andrew Society, a corporation
717 created by Special Act of the Illinois General Assembly in 1853, and its successors. No
718 impermissible or unauthorized amendments to or changes in the objects, purposes,
719 properties, powers and authorities granted to this Society by Special Act of the Illinois
720 General Assembly, approved February 10, 1853 and/or the certificate or incorporation
721 issued by the Secretary of State of the State of Illinois on June 29, 1928, is contemplated by
722 these Amended and Restated By-Laws. All amendments and changes contained herein are
723 intended and believed to be in accordance with the laws of the State of Illinois.

724 Section 3. The foregoing By-Laws shall be in force immediately upon their adoption, and all the
725 provisions of the previous By-Laws with the amendments thereto, shall thereupon be

726 repealed and of no effect, without prejudice, however, to all rights or properties heretofore
727 vested in the Society.

728 Section 4. The first election of Officers and Governors under the provisions hereof shall take place
729 at the Annual Election immediately after their adoption. The incumbents of the various
730 offices and members of the various committees provided for by the former By-Laws shall
731 continue in office for the remainder of their respective terms and until the election and
732 qualification of their successors.

733

734 Adopted and entered this _____ day of _____, 2011.

735

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737

738 Chair of the Society

739

740 Attest:

741

742

743

744 Secretary

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