BY-LAWS

OF

THE ILLINOIS SAINT ANDREW SOCIETY

2013

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BY-LAWS
OF
THE ILLINOIS SAINT ANDREW SOCIETY

PREAMBLE

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

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

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

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

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

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

NAME AND SEAL

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

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

ARTICLE II

THE PURPOSES OF THE SOCIETY

Section 1. The principal purposes of the Society are the exercise the sacred duty of the charitable relief of the distressed and unfortunate, including through operation of the Scottish Home, and the promotion of Scottish traditions and culture through the cultivation of fellowship among its Members and the sharing in the carrying out of the aforementioned purposes. While honoring its Scottish heritage and its long service to the Scottish community, the Society also recognizes the core values of its native land, the United States of America, and in its charitable activities the Society will not discriminate on the basis of race, creed, sex, ethnicity, or national origin. The mission of the Society is to nourish Scottish identity through service, fellowship and celebration of Scottish culture.

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

A. To acquire, buy, construct, establish and maintain equipment and operate a cooperative residence for persons who are Scottish by birth, heritage, or inclination toward Scottish principles and values.

B. To promote, encourage and facilitate mutual acquaintance, social, commercial, professional relations and cooperation and friendship between and among the Members of the Society, members of allied societies, and Scotland.

C. To engage in those activities which preserve, promote and advance Scottish culture through events including but not limited to Scottish Games, concerts,
educational and professional events and the securing of memberships for the
Society in other organizations that further the same purposes.

D. Foster the development and growth of Members committed to the preservation and
enhancement of Scottish arts, commerce, and culture;

E. Encourage its Members to adhere to and promote public understanding of Scottish
values and traditions;

F. Provide educational and professional opportunities for Members;

G. Collect, research, publish and disseminate historical, genealogical, and cultural
information about Scots and Scotland in both written and electronic formats;

H. Enlist, organize and support Members for achievement of its purposes;

I. Foster international cooperation and exchange of knowledge, techniques and
education among Scots worldwide;

J. Provide scholarships to deserving students for study in Scotland and elsewhere as
decided by the Board of Governors;

K. Engage in such other and further means as may be necessary and proper to
accomplish the foregoing purposes.

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

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

MEMBERSHIP

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

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

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

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

D. Family Members. A Family Member shall be any family, consisting of a parent or parents and any and all of his, her or their spouses and natural or adopted children
younger than 18 years of age whose application has been accepted by the Society as a Family Member. A Family Membership shall have only one vote.

Section 2. Membership Procedures

A. Applications
1. Applications for Memberships shall be made in writing or electronically. Every application shall include the applicant’s full name.
2. Applicants shall note their clan affiliation if any on the Membership application.

B. Approval of Membership Applications
1. Applications for Membership shall be approved in accordance with the Standing Rules. At the next regular meeting of the Board of Governors, the Officers and Governors shall be informed of the approved applications.
2. An Applicant shall not be enrolled as a member until his dues for the current year have been paid or a Life Membership fee has been received.

Section 3. Resignation and Re-application

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

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

Section 4. Members in Good Standing

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

B. Eligibility
1. Only Active, Family, and Honorary Members who are in good standing may vote.
2. Only Active and Honorary Members who are in good standing may hold Society Office.
ARTICLE IV

DUES AND FEES

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

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

ARTICLE V

MEETINGS OF THE SOCIETY

Section 1. Meetings

A. Annual Meeting

1. The Society shall meet a minimum of annually.

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

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

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

Section 3. Vote at Meetings

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

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

BOARD OF GOVERNORS

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

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

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

1. Establishing, revising monitoring and advancing organizational adherence to mission, vision, values and goals.

2. Approving and evaluating long-range plans.

3. Authorizing the creation and elimination of job positions for employees of the Society as it may deem appropriate.

4. Setting the amount of the Society’s annual dues.

5. Amending the Society’s By-Laws, subject to ratification by the membership.

6. Chartering and discontinuing clubs and groups affiliated with the Society.

7. Serving as the Society voice for all Scottish interests.

8. Providing advice and consent to the Executive Committee in the employment of the President of the Society; monitoring the performance of the President of the Society; and, if deemed necessary, terminating the employment of the President of the Society.

9. Approving pilot programs for membership and acquisition of groups or affiliates that, for a defined time period, include lower annual Society dues and fees than those fixed and stated by the Board of Governors.
10. Ensuring the development and delivery of quality programs.

11. Establishing, amending and repealing the policies of the Society.

12. Approving the annual budget of the Society, ensuring financial solvency of the Society and providing stewardship of the Society’s assets.

13. Authorizing and approving any individual expenditures of the Society in excess of $50,000.


15. Authorizing and approving any sale, lease, or transfer of any assets of the Society having a value in excess of $50,000.

16. Authorizing and approving any contract or agreement involving amounts in excess of $50,000.

17. Providing adequate insurance for the Society.

18. Ensuring an annual audit of the Society’s financial records by independent auditors; selecting and appointing independent auditors to conduct such audits, and providing an annual report to the membership.

19. With the President of the Society, maintain oversight over the operation of the Scottish Home, including employment of qualified professionals.

B. Adopt Standing Rules supplementary to and consistent with the By-Laws to regulate such matters as may be deemed appropriate. Adoption of Standing Rules shall require at least ten (10) days prior written notice to the Board of Governors before the next meeting of the Board. A majority of the Board must approve the Standing Rules.

C. Adopt such policies, rules and regulations for the conduct of its business, responsibility and authority as shall be deemed advisable insofar as such delegation of authority is not inconsistent with By-Laws of the Society (in their present form or as they may be amended), or to any applicable law.

D. Carry out the duties defined in “Roles and Responsibilities” of the Board of Governors, as presented in its Standing Rules.
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
who are not Officers shall serve more than two (2) consecutive terms (six consecutive years).

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

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

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

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

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

G. **Board Meetings.**

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

2. **Special Meetings.** Special meetings of the Board of Governors may be called at the discretion of the Society Chair, by a majority of the
Executive Committee or by a majority of the voting Governors then in office, to be held at such time, day and place as shall be designated in the notice of meetings as described in Article V, Section 2 of these By-Laws.

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

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

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

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

L. Voting
1. All actions and decisions by the Board of Governors shall be taken by majority vote of the voting Governors present at the meeting.
2. There shall be no voting by proxy by the Board of Governors.
3. A voting Governor attending the Board of Governors meeting by electronic means may cast his or her votes provided that he or she can
hear and be heard by all those Governors physically present at the
meeting.

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

ARTICLE VII
OFFICERS

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

A. The Chair of the Society (also referred to in these By-Laws as the Society Chair);
B. The Chair-Elect;
C. The Treasurer;
D. The Secretary;
E. The Chairs of the Standing Committees of the Board of Governors as such
committees are specified in these By-Laws or the Standing Rules; and
F. The President.

Section 2. Terms of Office. With the exception of the President, whose term is set forth in his or
her agreement with the Society, all Officers of the Society shall hold office for two (2)
years, beginning January 1 of the calendar year, or until their respective successors shall be
duly elected and become qualified. All Officers other than the Society Chair and Chair-
Elect may serve two (2) additional one-year terms for a total of four (4) consecutive years
in the same office. By a vote of the Board of Governors, the Society Chair and Chair-Elect
may be authorized to serve one additional one-year term, for a total of three (3) consecutive
years in the same office, if so elected by the membership of the Society.

Section 3. Resignation. Any officer may resign at any time by giving written notice to the Society
Chair. Such resignation shall take effect at the time specified therein or, if no time is
specified, at the time of acceptance as determined by the Society Chair.

Section 4. Vacancies
A. In the case of resignation of the Society Chair or, if for any other reason, the Society Chair is unable to complete the term, the Chair-Elect shall succeed to the office of Society Chair and complete the unexpired term.

B. In the case of resignation of any other Officer of the Society, or if for any other reason, including ineligibility, an officer is unable to complete the term, the Governance Committee shall present a candidate for consideration by the Board of Governors. The Board of Governors shall elect a successor to complete the unexpired term.

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

A. Presiding at all meetings of the Board of Governors, Executive Committee and Society;

B. Scheduling meetings of the Board of Governors, Executive Committee and Society;

C. Setting the agendas for the Board of Governors and Executive Committee, with the assistance of the President and the Executive Committee;

D. Recommending to the Executive Committee, with the counsel from the President and considering the future needs of the Society, persons to serve as chairs of Standing Committees of the Board of Governors, and members of other committees, subcommittees and task forces;

E. Serving in an ex-officio capacity without vote on all committees of the Society;

F. Appointing the Society’s Legal Counsel, Auditor, Chaplain and Physician, or delegating such appointment to another Officer with notice to and the approval of the Executive Committee;
G. Focusing the Board of Governors’ attention on matters of institutional governance that relate to the organization’s mission, vision and long range plans and to its own structure, role and relationship to management;

H. Exercising such other powers as the Board of Governors may assign in accordance with Board of Governors policy; and

I. Appointing the President with the approval of the Executive Committee and the advice and counsel of the Board of Governors and directing his work.

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

A. Serving as a member of the Board of Governors and the Executive Committee;

B. Overseeing the Society’s strategic planning;

C. Assisting the Society Chair in the performance of his or her duties whenever requested to do so;

D. Attending special meetings as directed by the Society Chair; and

E. Representing the Society to other associations or organizations as requested by the Society Chair.

Section 7. Treasurer.

A. The Treasurer of the Society shall ensure the fiscal integrity of the Society and shall have all the powers and shall perform all the duties commonly incident to and vested in the office of the treasurer of a corporation, and such other duties as the Society Chair and the Board may designate, including, but not limited to:

1. Serving as a member of the Board and the Executive Committee;

2. Serving as the Chair of the Finance Committee;

3. Ensuring that the Society maintains accurate financial records;

4. Monitoring Society expenditures to ensure operation within the annual budget;

5. Exercising a fiduciary responsibility to the Society;
6. Overseeing preparation and distribution of an independent annual audit of
   the Society’s finances by a certified public accounting firm;
7. Ensuring that all Board financial policies are being followed;
8. Ensuring that regular financial reports are submitted to the Board and
   presenting a report at each meeting of the Board; and
9. Assisting in the preparation of the budget.

B. If the Treasurer is unable to attend any meeting the Treasurer shall appoint a
   member of the Finance Committee to attend said meeting in his place.

Section 8. Secretary

A. The Secretary of the Society shall ensure that records are maintained of all
   Society, Board and Executive Committee meetings, and shall have all the powers
   and shall perform all the duties commonly incident to and vested in the office of
   the secretary of a corporation, and such other duties as the Society Chair and
   Board of Governors may designate, including, but not limited to:
1. Serving as a member of the Board of Governors and the Executive
   Committee;
2. Ensuring that all actions of the Board of Governors and Executive
   Committee meetings are recorded in the minutes and distributed to
   Governors, the President and others as approved by the Board;
3. Ensuring that current copies of the Society By-Laws, Standing Rules,
   policies and procedures are provided to the Society Chair and other
   Officers and Governors as appropriate;
4. Obtaining information from records and minutes for Board of Governors
   decision-making; and
5. Keeping safe all the official papers of the Board.

B. If the Secretary is unable to attend any meeting, the President shall insure that
   minutes of said meeting are recorded and transmitted to the Secretary in a timely
fashion. The Secretary may appoint, subject to Board approval, such Assistant
Secretaries as may be necessary to effect the Secretary’s responsibilities.

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

Section 10. President

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

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

1. Planning regularly with the Society Chair for leadership of the
organization;

2. Assisting the Society Chair and, with the Executive Committee, as
appropriate;

3. Informing the Board of Governors and the Society Chair of the condition
of the Society and all important factors affecting it;

4. Helping to formulate and implement the policies and plans of the Board
of Governors;

5. Managing the development and evaluation of plans;
6. Overseeing and conducting the day-to-day business affairs of the Society;

7. Entering into routine business agreements and contracts on behalf of the Society, obtaining prior authorization and approval of the Board of Governors when required by Article VI, Section 2.A.13 to 2.A.16;

8. Engaging, managing, supporting, retaining and evaluating the staff;

9. Reviewing the Society’s financial resources and maintaining budgetary controls;

10. Communicating the Society’s vision and mission to its Members, staff and volunteers and to the public;

11. Presenting the Society to its several publics and serving as the chief spokesperson for the Society;

12. Acting as an ex officio and non-voting member of all Standing Committees of the Board of Governors, other committees and subcommittees;

13. Attending and providing advice at meetings of the Board of Governors as a non-voting participant in such meetings; and

14. Exercising such other powers and duties as the Board of Governors may assign.

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

ARTICLE VIII

STANDING COMMITTEES OF THE BOARD OF GOVERNORS

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

A. General Authority. The Executive Committee shall ensure ongoing support, coordination and implementation of the Board of Governors’ decisions and plans.
Duties and Responsibilities. The powers and duties of the Executive Committee shall include, but not be limited to:

1. Providing leadership for the Board of Governors in annual planning and goal setting;
2. Acting on behalf of the Board of Governors when necessary between meetings of the Board of Governors, subject to subsequent ratification by the Board of Governors, and promptly informing the Board of Governors of actions taken on its behalf;
3. Setting agendas for the Society and helping the Society Chair and the President prioritize agendas for the Board of Governors;
4. Partnering with the President to identify committee and subcommittee chairs and members, for recommendation for nomination and election or appointment as the case may be;
5. Providing information and support to the President, and
6. Ensuring the annual evaluation of the President’s performance.

Meetings. The Executive Committee shall convene upon call of the Society Chair, as needed.

Quorum. Fifty-one percent (51%) of the members shall constitute a quorum of the Executive Committee for any meeting.

Section 2. The Finance Committee

A. The Finance Committee of the Board of Governors shall consist of at least three (3) members and shall include the Treasurer and at least two Governors appointed by the Chair of the Society. The Finance Committee shall be comprised of an odd number of voting members. The President shall serve ex-officio as a non-voting member. Additional members appointed to the Finance Committee need not be members of the Board of Governors.

B. The Finance Committee shall be chaired by the Treasurer and shall report directly to the Board of Governors.
The duties and responsibilities of the Finance Committee shall be to assist and advise the Treasurer in the performance of the duties and obligations of that office, to monitor the financial conditions of the Society, to assist in the planning of the financial affairs of the Society, and to make reports and recommendations to the Board of Governors regarding its financial affairs and related topics as it may deem appropriate.

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

Section 3. Governance Committee

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

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

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

D. Meetings. The Governance Committee shall convene as necessary, but no less than once per year.
E. Restriction on Members. Members of the Governance Committee, exclusive of
the Society Chair and the Chair-Elect, may not be considered as nominees for any
Officer position, other than the position of Chair of the Governance Committee,
under discussion by that committee.

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

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

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

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

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

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

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

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

B. With the exception of the Executive Committee, the Standing Committees of the
Board of Governors may perform their duties through subcommittees, which shall
be identified in the Standing Rules. Members appointed to the subcommittees need
not be members of the Board of Governors, except that each subcommittee shall be chaired by a member of the Board of Governors. The subcommittees shall be comprised of an odd number of voting members. The terms of membership on the subcommittees shall be as specified in the Standing Rules. Subcommittees shall meet as necessary.

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

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

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

ARTICLE IX

ANNUAL ELECTION OF THE OFFICERS AND BOARD OF GOVERNORS

Section 1. The Annual Election

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

B. The Election shall be by valid proxy and by vote of those Members in good standing present at the Annual Election and who have not submitted a proxy ballot. The proxy ballot and list of candidates shall be sent to the Membership at least thirty (30) days before the Annual Election. However, Members who are present at the Annual Election and who are already represented by valid proxy may change their vote. There shall be counted both the Members present in person and those present by valid proxy.
C. When there is only one candidate for each office, the Secretary may, by motion
duly made, seconded and carried, be directed to cast the unanimous ballot of
Members present, in favor of the candidates presented by the Governance
Committee.

D. The majority of those qualified to vote and voting shall constitute an election.

Section 2. Tenure of Officers and Governors

A. Officers. The term of Officers shall be as set forth in Article VII, Section 2.

B. Governors

1. The Governors of the Society shall be elected as follows:

2. A total of up to twenty-four (24) Governors shall be elected by the
   membership of the Society.

3. Each year, up to eight (8) of the twenty-four (24) Governors shall be
   elected to serve a term of three (3) years or until their successors are
   elected.

4. Each year vacancies in Governors shall be filled for the unexpired term of
   the vacancy.

5. The terms of membership on the Board of Governors shall be as set forth
   in Article VI, Section 5.

6. A Governor elected by the Society, or elected by the Board of Governors
   to fill a vacancy, is eligible for reelection to the same position at the next
   Annual Election.

7. After serving two consecutive terms, Governors may be reelected to the
   Board of Governors after an interim of one year off the Board of
   Governors.

8. Honorary Governors shall be elected for life.

Section 3. Qualifications

A. The candidate for Society Chair shall have served as a Governor or Officer.
B. Except as otherwise provided herein, all candidates for Officer or for Governor shall be Active Members in good standing of the Society.

C. Candidates for Honorary Governor shall have performed extraordinary service for the Society. The number of Honorary Governors shall be limited to fifteen (15) at any one time.

Section 4. Methods of Nomination

A. By the Governance Committee.

B. By Petition signed by fifteen (15) members of the Society and delivered to the Society Chair, at least four (4) weeks before the Annual Election.

ARTICLE X

FISCAL YEAR

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

ARTICLE XI

LIMITATION ON ACTIVITIES

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

ARTICLE XII

DISSOLUTION

Section 1. Upon dissolution or final liquidation of the Society, any remaining assets shall, after payment or the making of provision for payment of all the lawful debts and liabilities of the Society, be distributed to one or more regularly organized and qualified not-for-profit
organizations to be selected by the Board of Governors in conformance with the By-Laws of the Society.

ARTICLE XIII
INDEMNIFICATION

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

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

ARTICLE XV
AMENDMENTS

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

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

Section 3. The foregoing By-Laws shall be in force immediately upon their adoption, and all the provisions of the previous By-Laws with the amendments thereto, shall thereupon be
repealed and of no effect, without prejudice, however, to all rights or properties heretofore vested in the Society.

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

Adopted and entered this __________ day of ____________________, 2011.

Chair of the Society

Attest:

Secretary