

**Scots' Charitable Society Constitution and By-Laws:**  
**as of January 1st, 2024**

**Preamble**

Whereas, since the sixth day of January, 1657 (O.S.), there has existed in the town of Boston an institution for benevolent and charitable purposes, which was organized by emigrants from Scotland, and incorporated by the Legislature of Massachusetts, the sixteenth day of March, 1786, under the name of the Scots' Charitable Society; and, whereas, it appears that said institution has in the time past been productive of much good, in relieving the distress and mitigating the hardships of many a worthy through unfortunate Scot, when friendless and a stranger in foreign land; and, whereas, under a due sense of beneficial influences which have heretofore resulted from its operations, we indulge an honest pride in sustaining this venerable Society as transmitted to us by our worthy predecessors, and feel it more a privilege than a duty to improve to the extent of our ability the usefulness, and enlarge the influence, of our institution, valuable for its purposes of benevolence and charity, interesting for its recollections, and revered for its time-honored associations:

We, therefore, members of the Scots' Charitable Society, in order the more effectually to accomplish the aforesaid object, do hereby adopt and subscribe to the following,—

## Article I

### Annual

Section 1. **Name** - The name of the corporation shall be Scots' Charitable Society. The corporation is sometimes referred to herein as the "Society".

Section 2. **Purpose and Mission** - To furnish relief and/or educational assistance to persons of Scottish extraction and their families.

Section 3. **Location** - The principal office of the corporation shall be located at such a place in Massachusetts or elsewhere as established by the Board of Government from time to time.

Section 4. **Fiscal Year** - Except as from time to time otherwise determined by the directors, the fiscal year of the corporation shall end on the 31st day of December of each year.

## Article II

### Members

Section 1. **Members** - The members of the Society shall be persons of Scottish extraction who may be admitted as members in accordance with the following:

- (a) Applications shall be admitted to membership upon filing of an application with the Membership Secretary attesting to their Scottish descent and their agreement with the principles of the Society and upon paying to the Membership Secretary the initiation fee and the years dues. The application must be reviewed by a committee consisting of the Membership Secretary and two other members of the Board of Government who will meet with the applicant and approve or reject their application. Approved applicants must attend the next quarterly members' meeting to be introduced.
- (b) Annual dues shall be in an amount determined by the Board of the Government, payable prior to January 1st for the following year.

- (c) Any member refusing, or neglecting, to pay their annual dues for two (2) years may, by vote of the Board of Government, be dropped from membership. The Membership Secretary shall notify the member, in writing, of this action. The member may be reinstated by paying any arrearage and by vote of the Board of Government. All members must maintain a current dues status in order to be eligible to vote at membership meetings. Such members will be carried on the Society's roster as active members. Any members in arrears as stated above will be ineligible to vote and will be carried on the Society's roster as inactive members.
- (d) Any member who at one time pays a sum to be determined by the Board of Government shall be a member for life and be exempt from the payment of any further annual dues.
- (e) Any person may be admitted as an Honorary Member by being proposed, approved, and voted for as in the case of other members, but shall not be required to pay the initiation nor annual assessments. Honorary Members shall not have any vote as a Member either at any meeting of the members or by written consent, not be allowed to hold any office.
- (f) Any member who has paid all their dues is entitled, on their own written application to the Society through the membership Secretary, to an honorable discharge. In cases of improper or immoral conduct a member reported to the Board of Government, a vote of two-thirds of the Board of Government shall be necessary to expel such member. Such accused member shall be notified in writing by the Board of Government prior to the meeting at which their expulsion will be considered.
- (g) Members in good standing for thirty (30) consecutive years shall have their names placed on the Roll of Life Membership, and shall henceforth be exempt from all dues.
- (h) Any member may resign at any time by written notice to the secretary of the Corporation.

Section 2. **Meetings of Members** - The Annual Meeting of the members of the corporation shall be held on the fourth Thursday in January in each year (or on such other day as near such date as is reasonably practicable) at such time and place as the Board of Government may determine. If the Annual Meeting is not

held on such date, a special meeting in lieu of an Annual Meeting may be held with all the force and effect of an Annual Meeting. No visitors or guests shall be admitted to the Annual Meeting. Special meetings of the members may be called at any time by the President or the Board of Government, and shall be called by the Secretary, or in the case of the death, absence, incapacity, or refusal of the Secretary, by any other officer, upon the written request of members representing at least a quorum of members required for a vote upon any matter at the Annual Meeting. There shall be at least two (2) special meetings each year on dates set by the Board of Government. Notice of the Annual Meeting shall be mailed to all members not less than seven (7) days prior to the date thereof. Notice of any special meeting shall be given in person or by telephone, telegraph, facsimile, or electronic mail transmission at least twenty-four (24) hours in advance of the meeting or by mail postmarked at least three (3) days in advance of the meeting including the date of postmarked but excluding the date of receipt. Notice of any meeting (whether a special or Annual Meeting) shall include a description of the material matters to be voted on at such meeting.

**Section 3. Action at Meetings: Proxy Voting** - At all meetings of the members the vote of each member must be cast in person or by written proxy. Proxies shall be filed with the clerk of the meeting, or of any resumed meeting, before being voted. Except as otherwise limited therein, proxies shall entitle the member named therein to vote at any resumed meeting but shall not be valid after final adjournment of such meeting. A proxy purporting to be executed by or on behalf of a member shall be deemed valid unless challenged at or prior to its exercise, in which event the burden of proving invalidity shall rest on the challenger. Twelve (12) of the members present in person or represented by proxy shall constitute a quorum at any meeting of the members but a lesser number may without further notice adjourn the meeting to any other time. At any meeting of the members at which a quorum is present, the vote of a majority of those present or represented by proxy and voting shall decide any matter, unless a different vote is specified by law, the Articles or Organization, or these By-laws.

**Section 4. Action by Consent** - Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if all the members consent to the action in writing and the written consents are filed with the records of the meeting of members. Such consents shall be treated for all purposes as a vote at a meeting.

## Article III

### Board of Government

Section 1. **Powers** - The business and property of the corporation shall be managed by a Board of Government who may exercise all the powers of the corporation which are not expressly reserved to the members by law, the Articles of Organization or these By-laws. The members of the Board of Government shall be the directors of the corporation and are referred to as such herein and in the Articles of Organization. The Board of Government is vested with the power to examine into the merits of candidates for admission as members, to receive and answer all communications addressed to the Society, to investigate any complaints made to them, in writing, relative to the improper or immoral conduct of any member, and to report thereon to the members if they shall consider it expedient.

Section 2. **Election** - The Board of Government shall include each officer elected at the Annual Meeting of members or at a special meeting in lieu of an Annual Meeting and the chairpersons of each of the Relief Committee *ex officio*. All members of the Board of Government shall hold office until the next Annual Meeting of the members or special meeting in lieu of an Annual Meeting and thereafter until their respective successors are chosen and qualified. Any vacancy in the Board of Government may be filled until the next Annual Meeting of the members by vote of the members of the Board of Government.

Section 3. **Resignation and Removal** - Any member of the Board of Government may resign by delivering a written resignation to the corporation at its principal office or to the president or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time. Any member of the Board of Government may be removed from office with or without cause by the affirmative vote of a majority of the members present at any meeting of the members at which a quorum of the members entitled to vote is present.

Section 4. **Meetings** - Regular meetings of the Board of Government may be held without call or notice at such places and times as the directors may from time to time determine, provided that any member of the Board of Government who is absent when such determination is made shall be given notice thereof. A regular meeting of the Board of Government shall be held each year prior to the Annual

Meeting of the members or the special meeting held in lieu thereof. Special meetings of the directors may be held at any time and place designated in a call by the president, the treasurer, or two or more directors.

Section 5. **Notice of Special Meetings** - Notice of all special meetings of the Board of Government shall be given to each member thereof by the Secretary or, in case of the death, absence, incapacity or refusal of the Secretary, by the officer or one of the directors calling the meeting. Such notice shall be given to each member of the Board of Government in person or by telephone, telegram, facsimile, or electronic mail transmission sent to each such member's business or home address at least twenty-four (24) hours in advance of the meeting or by mail addressed to the members of the Board of Government's business or home address and postmarked at least forty-eight (48) hours in advance of the meeting. Except as required by law, notice of a special meeting need not be given: (i) to a member of the Board of Government who either before or after the meeting, delivers a written waiver of notice, executed by such member of the Board of Government, which is filed with the records of the meeting; or (ii) to any member of the Board of Government who attends the meeting and who, either prior to the meeting or at its commencement, fails to protect the lack of such notice. A notice or waiver of notice need not specify the purpose of any special meeting unless such purpose is the removal of a director or an officer.

Section 6. **Quorum** - At any meeting of the Board of Government, four (4) members shall constitute a quorum for the transaction of business, but a lesser number may without further notice adjourn the meeting to any other time.

Section 7. **Meeting by Teleconference** - Any meeting of the Board of Government may take place by teleconference or other means of communication where all participants can hear all other participants and be heard simultaneously.

Section 8. **Action at Meetings** - At any meeting of the Board of Government at which a quorum is present, the vote of a majority of those present shall decide any matter, unless a different vote is specified by law, the Articles of Organization of these By-laws.

Section 9. **Action by Consent** - Any action by the members of the Board of Government may be taken without a meeting if a written consent thereto is signed

by all the directors and filed with the records of the meetings of the Board of Government. Such consent shall be treated for all purposes as a vote at a meeting.

## Article IV

### Advisory Council

Section 1. **Powers** - The Advisory Council shall meet with the Board of Government at its scheduled meetings to advise the Board of Government on matters pertaining to each member's responsibilities and to propose for the Board of Government's approval any advised course of action and related expenditures.

Section 2. **Composition** - The Advisory Council shall consist of the Society's Chaplain, Trustee of Graves, and Historian as well as the chairpersons of the Investment Committee, the Entertainment Committee, and the Marketing and Communications Committee *ex officio*.

## Article V

### Committees

At any meeting of the committee, a quorum for the transaction of all business properly before the meeting shall consist of a majority of the members of such committee. All committees, other than those specifically elected by the members as set forth below, shall be appointed by the President of the Society. Each committee shall elect its own chairperson at its first organizational meeting following the Annual Meeting and report such chairperson to the President and Secretary. All committee appointments shall remain in effect until the next Annual Meeting. The President may also appoint ad hoc, temporary committees to deal with specific issues.

### Standing Committees

Section 1. **Nominating Committee** - A Nominating Committee, consisting of three (3) current members, shall be elected at the Annual at the Annual Meeting of the members and shall nominate officers for the ensuing year. A list of nominees shall be forwarded by the Nominating Committee to the Secretary, before January

1st of each year, who shall have the names inserted in the notice for the Annual Meeting.

Section 2. **Audit Committee** - The Audit Committee shall maintain oversight of the financial reports of the society. The Audit Committee shall annually recommend the services of a certified public accountant to the Board of Government. It shall be the duty of the accountant to examine the accounts of the Treasurer, Secretary, Chairperson of the Relief Committee, Chairperson of the Scholarship Committee, and Chairperson of the Investment Committee on an accounting level of service is not less than the current requirements of the Massachusetts Attorney General's office. The accountants report shall be filed directly with the Audit Committee and reported back to the Board of Government with any notes or recommendation. Such examination reports shall be completed in an expeditious manner. For the purpose of these financial statements, the accounts shall be closed at the end of the fiscal year. The Audit Committee shall meet at that call of its chairperson with the same notice as is required for meeting of the Board of Government.

Section 3. **Relief Committee** - It shall be the duty of the Relief Committee to inquire into the circumstances of any applicant for financial aid, additionally to visit the indigent and infirm members. To see that relief, when granted, shall be prompt and efficient, whether in the form of housing, rent, food, clothing, fuel, or money. The chairperson of the Relief Committee shall propose all disbursements to the Board of Government which, if they approve, shall authorize such disbursements to the Treasurer for payment. The chairperson of the Relief Committee shall render a statement of relief disbursements at each regular meeting. The chairperson will also present a full written report noting the full activities of the committee, at the Annual Meeting. The Relief Committee shall meet at the call of its chairperson, with the same notice as is required for meeting of the Board of Government. The chairperson of the Relief Committee shall receive an honorarium in an amount to be voted on at the Annual Meeting.

Section 4. **Scholarship Committee** - It shall be the duty of the Scholarship Committee to investigate all applications for scholarships, and to make awards based on their best judgment as to need and scholarship ability. The Scholarship Committee shall propose to the Board of Government scholarship award recipients and award amounts from those funds indicated by the Treasurer of the Society for



use to pay scholarships. Upon approval by the Board of Government of the proposals of the Scholarship Committee, the Treasurer of the Society shall disburse such awards. The committee shall meet at the call of its chairperson with the same notice as is required for meeting of the board of government. The chairperson of the Scholarship Committee shall receive an honorarium in an amount to be voted on at the Annual Meeting.

Section 5. **Entertainment Committee** - The Entertainment Committee shall make arrangements for the St. Andrew's Day Festival and any other entertainment functions of the Society. The Entertainment Committee shall meet at the call of its chairperson with the same notice as is required for the meeting of the Board of Government. The chairperson of the Entertainment Committee shall receive an honorarium in an amount to be voted on at the Annual Meeting.

Section 6. **Investment Committee** - The Investment Committee shall oversee the invested assets of the corporation and shall have the power and authority to make changes in the portfolio for securities when it is deemed advisable. All investments must be made under the "prudent man" rule and in strict adherence to the "Investment Policy Statement" as recommended by the Board of Government and adopted by the members. With the prior approval of the Board of Government, the Investment Committee shall have the authority to retain the services of a professional financial consultant if deemed in the best interest of the corporation. With the prior approval of the Board of Government, the Investment Committee chairperson shall instruct the financial consultant to make any changes in the portfolio, or confirm changes made by the financial consultant, upon vote of the Committee, and notify the Treasurer of these events for his records. A listing of portfolio selections shall be reported at the Annual Meeting. The Investment Committee shall meet at the call of its chairperson with the same notice as is required for meeting of the Board of Government. The chairperson of the Investment Committee shall receive an honorarium in an amount to be voted on at the annual meeting.

Section 7. **Marketing and Communication Committee** - The Marketing and Communications Committee shall, under the direction of the Board of Government, develop marketing strategies and messages to promote the Society and its activities to members of the Society and to the general public. It shall determine appropriate media for disseminating such messages and also be

responsible for the social media activities of the Society, including, but not limited to, maintaining the Society's website and use of Facebook. The chairperson of the marketing and Communications Committee shall receive an honorarium in an amount to be voted on at the Annual Meeting.

## Article VI

### Officers

Section 1. **Officers** - The officers of the corporation shall be natural persons and members in good standing of the Society and shall consist of a President, a Vice-President, a Treasurer, a Secretary, and such other officers as the directors may determine, including those listed below.

Section 2. **Election** - Unless otherwise stated, all officers shall be elected annually by the members. A nominating committee, consisting of three (3) current members, shall be elected at the Annual Meeting to nominate officers for the following year. A list of nominees shall be forwarded to the Secretary, before June 1st, who shall have the names inserted in the notice for the Annual Meeting. Any other officers determined necessary or desirable by the members for the Annual Meeting. Any other officers determined necessary or desirable by the members may be elected by the members. No person may hold more than one office at a time, and no person shall receive more than one honorarium at any time. The Secretary shall be a resident of the Commonwealth of Massachusetts unless the corporation shall appoint a resident agent for the service of process appointed in the manner prescribed by law. Except as otherwise provided by law, the Articles of Organization, or these By-laws, all officers shall hold office until the first regular Annual Meeting of the members and thereafter until their respective successors are chosen and qualified.

Section 3. **Resignation and Removal** - Any officer may resign by delivering a written resignation to the corporation at its principal office or to the President or Secretary, and such resignation shall be effective upon receipt unless it is specified to be effective at some later time. The Board of Government may remove any officer with or without cause by a vote of a majority of the directors then in office.

Any vacancy in any office may be filled until the next Annual Meeting of the members by vote of the members of the Board of Government.

Section 4. **President** - The President shall be the chief executive officer of the corporation and as such shall have charge of the affairs of the corporation subject to the supervision of the Board of Government. The President shall, subject to the direction and control of the Board of Government, preside when present at all meetings of the members and the Board of Government. The President shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these By-laws or by the directors. The President shall report the doings of the Board of Government to the members and be the organ of communication between the two bodies, and shall appoint all committees, unless those otherwise voted by the society. The President shall receive an honorarium in the amount to be voted on at the Annual Meeting.

Section 5. **Vice President** - In the absence of the President, the Vice-President shall exercise all his functions, and in the absence of both officers, the members shall appoint a president *pro tempore* to serve until the next Annual Meeting. The Vice-President shall also set the location for special meetings and the Annual Meeting, make reservations for such, and arrange for presentation by speakers. The Vice-President shall act as Master of ceremonies for the St. Andrew's Festival. The Vice-President shall receive an honorarium in an amount to be voted on at the Annual Meeting. The Vice-President shall be familiar with all provisions of the Constitution and By-laws of the Society and shall ensure that all activities of the Board of Government and the membership are in conformity with the Constitution and shall ensure that any proposed amendments to the Constitution follow the process described in Article IX of the Constitution. The Vice-President shall ensure that all changes to the CONstitution approved by the membership are reflected in a timely fashion in the document and that a completely updated version of the Constitution is available at all times.

Section 6. **Treasurer** - The Treasurer shall, subject to the direction and control of the Board of Government, have general charge of the financial affairs of the corporation and shall keep full and accurate books of account. The Treasurer shall maintain custody of all funds, securities, and valuable documents of the corporation, except as the directors may otherwise provide. The Treasurer shall have such other powers and duties as are usually incident to that office and as may

be vested in that office by these By-laws or as the Board of Government may designate for such office from time to time. The Treasurer shall give a bond with such sureties as the Board of Government may approve, for the faithful performance of his trust, which bond shall be deposited in the hands of the President for safe keeping; said sureties to be a bonding company. The Treasurer shall receive all monies and be entrusted with the operating funds of the corporation held in the Treasurer's accounts. The Treasurer shall pay all drafts or orders made upon him, consistent with the Articles of Organization, those By-laws, and applicable law; and the current expenses of the corporation, when approved by the Board of Government. The Treasurer shall keep record of all sums of money disbursed by him, with the name of the Recipient and all other necessary particulars. The Treasurer shall state, in writing, to the members of each meeting, the amount of available funds in the Treasurer's possession, how much received, from what sources, and payments made since the last meeting. At the Annual Meeting, the Treasurer shall submit a printed statement of his accounts for the preceding year in full. The Treasurer shall receive honorarium from the society for services rendered in an amount to be voted on at the Annual Meeting. The Board of Government may from time to time appoint an Assistant Treasurer. The Assistant Treasurer will have the authority to accept monies and expend funds at the Treasurer's discretion. In the absence of the Treasurer, the Assistant Treasurer will assume the duties of the Treasurer. Said Assistant Treasurer shall likewise be bonded in accordance with the requirement of the Treasurer. The Assistant Treasurer shall not be a member of the Board of Government.

Section 7. **Secretary** - The Secretary shall give such notices of meetings of members and directors as are required by these By-laws and shall keep a record of all the meetings of members and the Board of Government. Unless the Secretary not be a resident of the Commonwealth of Massachusetts, the Secretary shall ensure that all required reports are filed with the Secretary of the Commonwealth of Massachusetts in a timely fashion. In the absence of the Secretary from any meeting of members or the Board of Government, a temporary Secretary designated by the person presiding at the meeting shall perform the duties of the Secretary. The Secretary shall receive an honorarium in the amount to be voted on at the Annual Meeting.

Section 8. **Chaplain** - The Chaplain's duties shall be to offer devotional service at the St. Andrew's Festival and at special and Annual Meetings. The

Chaplain shall also visit the sick when requested by the chairperson of the Relief Committee. The Chaplain shall receive an honorarium in an amount to be voted on at the Annual Meeting.

Section 9. **Historian** - A Historian shall be elected at the Annual Meeting of the members. The Historian's duties shall be to investigate and maintain the historical records of the corporation. The Historian shall receive an honorarium in an amount to be voted on at the Annual Meeting.

Section 10. **Membership Secretary** - The Membership Secretary's duties shall be to collect all membership dues, life memberships, and initiation fees. The Membership Secretary shall maintain an up-to-date roll of members. The Membership Secretary shall pay over to the Treasurer all monies collected. The Membership Secretary shall receive an honorarium in an amount to be voted on at the Annual Meeting.

Section 11. **Trustee of the Graves** - The Trustee of the Graves shall control the lots in two cemeteries, Mount Auburn and Mount Hope, owned by the corporation. All applicants for burial in these lots shall be made to the Trustee of the Graves, who is directed to instruct the cemetery superintendent to prepare the grave. In the absence of the Trustee, the chairperson of the Relief Committee, the President, or Vice-President of the Society may instruct the cemetery superintendent to prepare the grave. The Trustee of the Graves shall keep a book for the recording of all burials which occur during his tenure of office. He shall deliver this book to his successor in office at the time of his election. A record of lots shall be kept by the Trustee of the Graves. No alteration or improvements in excess of \$750 shall be made without the approval of the Board of Government and the members. Any such disbursement authorized by the Society shall be paid out by the Treasurer upon written request by the Trustee of the Graves. The Trustee of Graves shall receive an honorarium in the amount to be voted on at the Annual Meeting.

## Article VII

## Funds

There shall be two categories of funds utilized by the corporation, a Restricted Fund and a Non-Restricted Fund. The Restricted Funds shall be utilized for the sole purpose of the Scholarship Fund. All donations and legacies bequeathed to the Society for that purpose shall be deposited to the Fund and be used for awards authorized by Article IV, Section 3 of these By-laws and expenses associated with the administration of the Scholarship Fund and related functions. The Non-Restricted Funds shall consist of all income derived from annual dues, life membership dues, functions net income not specifically designated for scholarships, income from this Fund, and any other donations not otherwise specified by the donor. The Non-Restricted General Fund shall be utilized for the operating expenses of the corporation, and any other use as determined by the Board of Government including transfers to the Scholarship Fund.

## Article VIII

### St. Andrews Day

St. Andrew's Day shall be regarded as the Festival of the Society, devoted to the cultivation of the personal and social relations of the members, cherishing the associations of the land from which they originated, and inciting among their fellow countrymen a zeal for the welfare of this time-honored institution. The Treasurer shall account for all receipts and disbursements. The festival is encouraged to be held on November 30th of each year, or as close to that date as circumstances will permit.

## Article IX

### Miscellaneous Provisions

Section 1. **Execution of Instruments** - All contracts, deeds, leases, bonds, notes, checks, and other instruments authorized to be executed by an officer of the corporation on its behalf shall be signed by the President or the Treasurer except as the directors may generally or in particular cases otherwise determine.

Section 2. **Voting of Securities** - Except as the board of directors may otherwise designate, the President or Treasurer may waive notice of and appoint any person or persons (with or without power of substitution) to act as proxy or attorney in face for this corporation at any meeting or stockholders of any other corporation, the securities of which may be held by this corporation.

Section 3. **Corporate Records** - The original or attested copies of the Articles of Organization, By-laws, and records of all meetings of incorporators and members shall be kept at the principal office of the corporation or of the Secretary, but such corporate records need not all be kept in the same office. They shall be available at all reasonable times for inspection by any member for any purpose in the proper interest of the member relative to the affairs of the corporation.

Section 4. **Limitations of Debate** - At the meetings of the members or Board of Government, no discussion on religious, political, or other subjects foreign to the mission or interests of the Society shall be allowed.

Section 5. **Definitions** - All references in these By-laws to the Articles of Organization and to these By-laws shall be deemed to refer, respectively, to the Articles of Organization and the By-laws of the corporation as amended and in effect from time to time.

## Article X

### Amendment of By-Laws

Section 1. **Amendment** - These By-laws may at any time be amended or repealed in whole or in part, by vote of a majority of members present and voting at a meeting called for the purpose, provided that the substance of any proposed change must be stated in the notice of the meeting at which such action is to be taken. Following the making, amending, or repealing by a majority of members of any By-laws, notice thereof stating the substance of such change shall be given to all members entitled to vote no later than the time required for notice of the next Annual Meeting of the members, and any By-laws adopted by a majority of members may be amended or repealed by the members.