

**BYLAWS OF
THE ST. ANDREW'S SOCIETY OF NEW HAMPSHIRE, INC.**

ARTICLE 1

SECTION 1. NAME

The name of this Corporation is The St. Andrew's Society of New Hampshire, Inc.

SECTION 2. PRINCIPAL OFFICE

The principal office of the Corporation is located in the State of New Hampshire at a place so designated by the Board of Conveners.

SECTION 3. CHANGE OF ADDRESS

The designation of the State of the Corporation's principal office may be changed by amendment of these Bylaws. The Board of Conveners may change the principal office from one location to another within the named state by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

_____ Dated: _____, _____

SECTION 4. OTHER OFFICES

The Corporation may also have offices at such other places, within or without its State of Incorporation where it is qualified to do business, as its business and activities may require, and as the Board of Conveners may, from time to time, designate.

**ARTICLE 2
NONPROFIT PURPOSES**

SECTION 1. IRC SECTION 501(c)(3) PURPOSES

This Corporation is organized exclusively for one or more of the purposes as specified in SECTION 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under SECTION 501 (c)(3) of the Internal Revenue Code.

SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this Corporation shall be:

1. To perpetuate Scottish traditions and culture within the State of New Hampshire specifically and, more generally, throughout the New England region and to encourage the development of clan societies and Scottish organizations;

2. To provide educational opportunities for its membership and the general public to participate in programs designed to foster and develop a better understanding of the history, culture and traditions of Scotland; and
3. To provide charitable assistance in two (2) distinct areas; namely a) through our Scholarship Fund, we offer financial assistance to those students, regardless of specific ethnicity, creed, color, religion or the like, who wish to further their education in Scottish arts and culture; and b) through our Charitable Assistance Fund, we seek to provide temporary financial relief to less fortunate individuals within both our Society and the general public alike.

ARTICLE 3 MEMBERSHIP

SECTION 1. MEMBERSHIP

Membership in the Corporation shall be open to any individual adult aged eighteen (18) or older. In the case of Family Membership, children under the age of 18 shall also be considered members, except that they shall have no voting rights.

SECTION 2. DETERMINATION AND RIGHTS OF MEMBERS

The Corporation shall have four (4) categories of membership. No member shall hold more than one membership in the Corporation. All members of the Corporation may, but need not be, Scottish by birth or descent, and must sign the membership application form. Except as expressly provided in or authorized by the Articles of Agreement, the Bylaws of this Corporation, or provisions of law, all memberships shall have the same rights, privileges, restrictions and conditions.

General rights and qualifications of membership are as follows:

1. Individual Memberships shall be limited to individuals aged 18 or older and may include sponsors and patrons. All members under this classification shall enjoy full voting rights.
2. Family Memberships shall include 2 adults living in the same household and minor children residing in that household. In this category, each adult member of the family unit shall be entitled to full voting rights. Once a child reaches the age of 18, they must apply for their own Individual Membership.
3. Life Memberships shall be extended to individuals or families, aged eighteen (18) or older who fulfill the requirements associated with Life Membership in the Corporation, with accrual of all rights and privileges of such membership.
4. Honorary Memberships shall be limited to individuals, aged eighteen (18) or older. To be considered for admission under this category, the individual will, through his/her

actions, have advanced the Corporation's mission in a manner far above the norm. Such honor, which shall be considered "for life," shall be granted by a vote of the Board of Conveners, provided that three-fourths (3/4) of the full Board cast a vote in favor of such an individual. Honorary Members shall be exempt from the payment of Annual Dues and shall enjoy all the rights and privileges of membership in the Society, including, but not limited to, the right to vote. Individuals who are admitted to this category due to the position they hold shall be considered Honorary Members only for the duration of the appointment.

Notwithstanding the above categories, the Board of Conveners of the Corporation may from time to time create different categories or classifications of memberships and prescribe different rights, privileges, qualifications or requirements for each category. Such action will be undertaken only after full discussion with the Membership.

Members shall have the right to run for election to the Board of Conveners of the Corporation, vote for Conveners, serve on organizational committees and attend all regularly scheduled general meetings, special meetings and Board of Conveners meetings. However, in the case where a member attends a meeting of his/her volition and is not a serving member of that committee, his/her role will be limited to that of an observer. Such rights and responsibilities as are consistent with a member's voting status will extend to casting a vote to amend the Bylaws of the Corporation.

SECTION 3. REQUIREMENTS

In order to be considered a member of the Corporation, an individual shall complete a formal application for membership. This application will be reviewed, considered and voted on by the Board of Conveners of the Corporation. Acceptance into membership of the Corporation shall be by a vote of the majority of the Board, assuming a quorum is present and shall further require the member to pay the Annual Dues, together with any assessments, which the Corporation may levy in consideration of this membership. Thereafter, voting privileges, where they so apply, will be extended to the member, this to occur no later than thirty (30) days following receipt of the original, signed application. Moreover, a specific requirement for a member to be considered "in good standing" shall be for all dues and assessments, if applicable, to be current. If there is no meeting scheduled within thirty (30) days of receipt of an application, voting of the majority can be done via email.

In circumstances where dues are not considered current, there shall be a Grace Period of six (6) months extended to allow members to renew prior to their transfer to a "past due" status. During the Grace Period, the member will receive notification, in writing, of their "past due" status. They will continue to receive a copy of the Corporation's newsletter. At the end of this Grace Period, if renewal has not occurred, the member will thereafter be considered "inactive," all privileges in the Corporation shall be suspended. At the end of twelve (12) months, if the "inactive" member has not renewed, he/she will be removed from the Corporation's membership records. Reinstatement will, thereafter, be through re-application to the Board of Conveners.

SECTION 4. ANNUAL DUES AND OTHER FEES

Except as provided for otherwise in these Bylaws, membership dues, payable to the Corporation, shall be due annually on January 1, except that, if this date falls on a weekend, such dues shall become due on the first business day thereafter. All monies shall be collected in accordance with the recommendations and resolution of a majority of the Board of Conveners. Changes in amounts due and date of collection may only be undertaken by a resolution of a majority of the Conveners. The Board of Conveners shall have the additional authority, from time to time and by appropriate resolution of a majority vote of the Conveners, to levy other fees and/or assessments on the membership as it considers in the best interests of the Corporation.

Life Members are individuals who have paid to the Corporation, in a single amount, a sum equal to ten (10) times the Annual Dues of an Individual or Family Membership. All monies collected from such members shall be placed in a Life Member Fund. On an annual basis, the dues from Life Members shall be transferred from this fund to the General Fund on a prorated basis over ten (10) years.

Life and Honorary Members shall be exempt from paying to the Corporation any Annual Dues and/or other financial assessments "for life."

SECTION 5. NUMBER OF MEMBERS

There shall be no limit on the number of members the Corporation may admit.

SECTION 6. MEMBERSHIP ROSTER

The Corporation shall keep membership records as may be approved, from time to time, by a majority vote of the Board of Conveners, which shall contain, at a minimum, the name, address, membership category and dues record(s) of each member. Such records shall be kept at the Corporation's principal office or in another place so designated by the Board of Conveners.

SECTION 7. NONLIABILITY OF MEMBERS

A member of this Corporation is not personally liable for the debts, liabilities, or obligations of the Corporation.

SECTION 8. NONTRANSFERABILITY OF MEMBERSHIP

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

SECTION 9. TERMINATION OF MEMBERSHIP

Membership of a member shall terminate upon the occurrence of any of the following events:

1. Upon his or her notice of such termination delivered to the Chief Convener, Membership Coordinator, or Secretary of the Corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
2. Upon a failure to renew his or her membership, if so required by virtue of membership category, by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the Secretary of the Corporation or Membership Coordinator. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the member's receipt of the written notification of delinquency.
3. After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board of Conveners that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the Corporation. Any person expelled from the Corporation shall receive a prorated refund of dues already paid for the current dues period.

All rights of a member in the Corporation shall cease on termination of membership as herein provided.

SECTION 10. REMOVAL FOR CAUSE

Any member, regardless of category, may be removed for cause from the membership by a two-thirds (2/3rds) vote of the full Board of Conveners, provided that such members shall have first been served written notice of the accusations against him/her. In keeping with democratic values, there shall be a process established to allow a member to be heard by the Board of Conveners at the meeting prior to such vote being cast by the Conveners. Except in extraordinary circumstances, the meeting at which the member may be heard, if so desired, and a vote of Conveners taken, shall be set to take place no later than fourteen (14) days from the date of the written notice to the member.

SECTION 11. RESIGNATION

As indicated in ARTICLE 3, SECTION 4 of these Bylaws, membership in the Corporation shall be considered renewable annually, except in the case of Life and Honorary members. However, any member may resign from membership in the Corporation at any time by filing written notice with the Secretary of the Corporation. Acceptance of the member's notice of resignation by the Board of Conveners of the Corporation shall not be required to deem it effective, such effective date being the date on which the written notice is received by the Secretary of the Corporation.

**ARTICLE 4
MEETINGS OF MEMBERS**

SECTION 1. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Agreement, these Bylaws, or provisions of law, notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, by any means available, by or at the direction of the Chief Convener, or the Secretary, or the persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the Corporation, with postage prepaid. Personal notification includes notification by telephone or electronically, provided however, in the case of electronic notification, the member to be contacted shall acknowledge personal receipt of the electronic notice by a return message or telephone call within twenty four hours of the first electronic transmission.

The notice of any meeting of members at which Officers and/or Conveners are to be elected shall also state the names of all those who are nominees or candidates for election to the Board at the time notice is given. Whenever any notice of a meeting is required to be given to any member of this Corporation under provisions of the Articles of Agreement, these Bylaws, or the law of this state, a waiver of notice in writing signed by the member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 2. QUORUM FOR ANNUAL MEETINGS

A quorum shall consist of a minimum of ten percent (10%) or twenty-five (25) of the voting members of the Corporation, whichever is lower. Except as otherwise provided under the Articles of Agreement, these Bylaws, or provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the Chief Convener or, in the Chief Convener's absence, the Vice-Chief Conveners Northern or Southern Region shall entertain at such meeting is a motion to adjourn.

SECTION 3. MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of voting members present in person at a duly held meeting at which a quorum is present is the act of the members, unless the Articles of Agreement, these Bylaws, or provisions of law require a greater number.

SECTION 4. VOTING RIGHTS

Each member of the Corporation, "in good standing" and eligible, shall be entitled to one vote upon each matter submitted to a vote of the members at all general and special meetings. For the purposes of these Bylaws "Good Standing" shall be deemed to mean those whose dues and/or assessments are current, according to the Corporation's membership records, as more fully

outlined in ARTICLE 3, SECTION 3 of the Bylaws. Voting at duly held meetings shall normally be by voice vote. This shall include the election of Conveners at the Annual Meeting.

SECTION 5. ACTION BY WRITTEN BALLOT

Except as otherwise provided under the Articles of Agreement, these Bylaws, or provisions of law, any action which may be taken at any regular or special meeting of members may be taken without a meeting if the Corporation distributes a written ballot to each member entitled to vote on the matter. The ballot shall:

1. Set forth the proposed action;
2. Provide an opportunity to specify approval or disapproval of each proposal;
3. Indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of Conveners, state the percentage of affirmative votes necessary to pass the measure submitted; and
4. Shall specify the date by which the ballot must be received by the Corporation in order to be counted. The date set shall afford members a reasonable time within which to return the ballots to the Corporation.

Ballots shall be mailed or delivered in the manner required for giving notice of membership meetings as specified in these Bylaws. Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of affirmative votes equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Conveners may, but need not, be elected by written ballot. Such ballots for the election of Conveners shall list the persons nominated at the time the ballots are mailed or delivered.

Ballot results shall be made available to the membership within thirty (30) days after the vote was taken.

SECTION 6. CONDUCT OF MEETINGS

Meetings of members shall be presided over by the Chief Convener of the Corporation, or, in the Chief Convener's absence, by the Vice-Chief Conveners Northern or Southern Region or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members, present at the meeting. The Secretary of the Corporation shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Robert's Rules of Order, Newly Revised, insofar as such rules may be further revised from time to time and are not inconsistent or in conflict with the Articles of Agreement, these Bylaws, or the provisions of law.

SECTION 7. GENERAL MEETING (S)

There shall be at least one (1) meeting of the Membership held during the fiscal year of the Corporation, which shall be designated as the Annual Meeting. With the exception of Executive Sessions of the full Board of Conveners of the Corporation, all meetings shall be open to the Membership. All times and places of such meetings shall be at the direction of the Board of Conveners. A petition of 25 members, which shall not include any members of the Board of Conveners, may initiate any additional meetings under this section.

SECTION 8. ANNUAL MEETING

The Annual Meeting of the Corporation shall be held during the month of October, November or December, the specific date, time and place to be designated by the Board of Conveners. All eligible voting members of the Corporation shall receive notification in writing of the time, place and agenda for the Annual Meeting and the nominations for the election of officers and Conveners, such notice to be received not less than thirty (30) days prior to the date of the Annual Meeting. A quorum requirement of twenty-five (25) individuals of the Membership shall be deemed necessary for any business to be conducted.

SECTION 9. SPECIAL MEETINGS

A Special Meeting may be called by the Chief Convener of the Board of Conveners or any three (3) Conveners. Alternately, the Membership shall have the right to call a Special Meeting of the Corporation, provided that:

1. Written confirmation is received from twenty-five (25) individuals of the Membership, which shall not include any of the Board of Conveners.

In all instances, the Chief Convener shall arrange the manner and place for holding any Special Meeting of the Membership. Notice of any special meeting shall be given at least ten (10) days prior by any means available. If mailed, such notice shall be deemed to have been given when deposited in the United States mail, postage prepaid and addressed to the member at the address on record at the time of such notice.

ARTICLE 5 BOARD OF CONVENERS

SECTION 1. GENERAL POWERS

Subject to the powers of the Corporation as provided by law, including, but not limited to, the New Hampshire Voluntary Corporation Statute, RSA 292, as amended and the Articles of Agreement of the Corporation, or as herein set forth, all corporate powers of the Corporation

shall be exercised by, or under the authority of, and the business and affairs of the organization shall be controlled by, the Board of Conveners. For the purposes of these Bylaws, the minimum responsibilities of the Board of Conveners shall include, but shall not necessarily be limited to:

1. Meeting at such times and places as required by these Bylaws;
2. Creation of policies to govern the activities of the Corporation;
3. Fiduciary oversight of the use of all funds entrusted to the Corporation;
4. Assurance of compliance with all legal requirements, including the New Hampshire Voluntary Corporation Statute, RSA 292, as amended;
5. Development of clear job descriptions for individual Conveners, committee members, and approval of employees' job descriptions, if applicable;
6. Participation in and approval and implementation of strategic plans for the organization; and
7. Appointing and removing, employing and discharging, and except as otherwise provided in these Bylaws, prescribing the duties and fixing the compensation, if any, of all officers, agents and employees of the Corporation.

SECTION 2. NUMBER

The Corporation shall have a minimum of nine (9) and a maximum of fifteen (15) Conveners and collectively they shall be known as the Board of Conveners. This number may be changed from time to time by a resolution of the Board of Conveners and as so directed by the Membership of the Corporation.

SECTION 3. QUALIFICATIONS

All Conveners shall be individuals, aged eighteen (18) or older and current Members in good standing, as more fully described in ARTICLE 3, SECTION 3 of these Bylaws.

SECTION 4. ELECTION AND TENURE

Conveners shall be elected by the Membership at each Annual Meeting of the Corporation. Such election shall have a slate of Conveners as proposed by the Nominating Committee and approved for submission to the Membership at the Annual Meeting by the Board of Conveners of the Corporation. Nominations to this slate may be made to the Nominating Committee, a committee appointed by the Board of Conveners, consisting of no less than three (3) persons and whose Chair shall be a current member of the Board of Conveners. The slate shall be selected from those nominations submitted by any member in good standing.

Thereafter, this slate shall form part of the notification to the Membership as defined in ARTICLE 4, SECTION 1 of these Bylaws. The Membership shall have the right to nominate other eligible candidates, in addition to those slated, for election to the Board of Conveners, with a vote by a show of hands, in the event that this shall be needed to satisfy the requirements of ARTICLE 5, SECTION 2 of these Bylaws.

The Conveners shall be classified into three (3) classes with respect to the time for which they severally hold office, with each class consisting of approximately one third (1/3) of the total number of persons serving as Conveners. All Conveners of the Corporation shall hold office until their successors are elected or until such Convener's death, resignation or removal in the manner provided hereinafter. At any given time, the Board of Conveners shall consist of less than 50% related couples (however defined).

At each successive Annual Meeting, those Conveners succeeding that class whose terms shall expire that year shall be elected for a term of three (3) years, so that the terms of office of one class of Conveners shall expire in each year. No Convener shall serve more than two (2) consecutive three (3) year terms, excepting in those cases where appointments are made to fill a vacancy with an unexpired term remaining of less than three (3) years. Following the completion of the second consecutive term, a Convener shall be required to allow one (1) year to elapse before seeking reelection to the Board of Conveners of the Corporation. New Conveners may also be elected at regular Board meetings under special circumstances and under guidelines established at that time by a majority of the Board at that meeting, provided a quorum shall be present.

In recognition of the Corporation's Northern and Southern Region sub-division, as outlined more fully in ARTICLE 14, SECTION 3, the Board of Conveners shall have elected both a Vice-Chief Convener - Northern Region, together with a Vice-Chief Convener - Southern Region.

Additionally, two (2) members-at-large shall be selected from the Board of Conveners to represent each region.

SECTION 5. TRAINING

All Conveners shall receive orientation and periodic training with respect to the operation of the Corporation.

SECTION 6. VACANCIES

Any vacancy occurring on the Board of Conveners may be filled for the remainder of the unexpired term by a majority vote of the Board of Conveners provided always a quorum is present. Any Convenership to be filled by reason of an increase in the number of Conveners may be filled by the Conveners.

SECTION 7. REMOVAL FOR CAUSE

At any meeting called for this purpose, any Convener may be removed for cause by a vote of two-thirds (2/3) of the full Board of Conveners, provided that such Convener shall have first been served written notice of the accusations against him/her. In keeping with democratic values, there shall be a process established to allow a Convener to be heard by the Board of Conveners at the meeting prior to such vote being cast by the Conveners. Except in extraordinary circumstances, the meeting at which the Convener may be heard, if so desired, and a vote of Conveners taken, shall be set to take place no later than fourteen (14) days from the date of the written notice to the Board member.

SECTION 8. RESIGNATIONS

Any Convener may resign at any time by giving written notice to the Board of Conveners through the Chairperson or Secretary of the Corporation. The resignation shall take effect at the time specified in the notice, and, unless otherwise specified in such notice, acceptance of the Convener's notice of resignation by the Board of Conveners of the Corporation shall not be required to deem it effective.

SECTION 9. CONDUCT OF MEETINGS

Meetings of the Board of Conveners shall be presided over by the Chief Convener of the Corporation, or, in his/her absence, by the Vice-Chief Convener - Northern Region or by the Vice-Chief Convener - Southern Region. Or, in the absence of each of these persons, by a Chairperson chosen by a majority of the Conveners present at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board, provided that, in his/her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Robert's Rules of Order, Newly Revised, insofar as such rules may, from time to time, be further revised, are not inconsistent with or in conflict with the Articles of Agreement, these Bylaws, or with the provisions of law.

SECTION 10. QUORUM FOR MEETINGS

A quorum shall consist of a majority of the members of the Board of Conveners. Except as otherwise provided under the Articles of Agreement, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

SECTION 11. PLACE OF MEETINGS

Meetings shall be held at the principal office of the Corporation or at such other place as may be designated from time to time by agreement of the Board of Conveners.

SECTION 12. REGULAR MEETINGS

There shall be at least six (6) regular meetings of Conveners, excluding the Annual Meeting. The Board of Conveners shall meet at a regularly scheduled retreat or workshop to discuss training, strategic planning and other issues as decided by the Board of Conveners.

SECTION 13. SPECIAL MEETINGS

Special meetings of the Board of Conveners may be called by the Chief Convener, the Vice-Chief Convener(s), the Secretary, by any two Conveners, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the Board. Such meetings shall be held at the principal office of the Corporation or, if different, at the place designated by the person or persons calling the special meeting.

SECTION 14. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Agreement, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Conveners:

1. Regular Meetings: Notice may, but need not, be given of any regular meeting of the Board of Conveners with the exception of the Annual Meeting of the Corporation.
2. Special Meetings: At least seven (7) calendar days prior notice shall be given by the Secretary of the Corporation to each Convener of each special meeting of the Board. Such notice will be delivered by any means available, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of electronic notification, the Convener to be contacted shall acknowledge personal receipt of the notice by a return message or telephone call within twenty-four (24) hours of the first electronic transmission.
3. Waiver of Notice. Whenever any notice of a meeting is required to be given to any Convener of this Corporation under provision of the Articles of Agreement, these Bylaws, or the law of this State, a waiver of notice in writing signed by the Convener, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 15. ATTENDANCE AT MEETINGS

It is the responsibility of each Convener to attend all regular meetings of the Corporation. In cases where the Convener has indicated, by advising the Chief Convener, either in writing or by other personal communication, of circumstances, which will prevent attendance at three (3) consecutive regular Board meetings (an excused absence), the Board shall, in closed Executive Session, if appropriate, discuss the circumstances. Thereafter, the Board of Conveners shall decide, by a two-thirds (2/3) majority of the full Board, the best course of action available, which may include a "Leave of Absence" for that individual as an alternative to requesting resignation.

A Convener shall not be granted more than two (2) "Leaves of Absence" in a maximum of six (6) months during his/her term. This maximum shall incorporate the period of non-attendance, whether excused or unexcused, of the Convener at regularly scheduled Board meetings, as referred to in ARTICLE 5, SECTION 11 of these Bylaws.

The unexcused absence of a Convener from two (2) consecutive regular meetings of the Board of Conveners shall require the Chief Convener of the Board of Conveners to meet with the individual Convener in order to determine the reason(s) for non-attendance. If the Convener is not in a position to commit to attendance at the next regular meeting of the Board, the Chief Convener shall advise the Convener that the Board shall meet to consider what action may be considered in the best interests of all. Such options shall include, but not be limited to, Resignation and "Leave of Absence." The decision of the Board of Conveners shall be communicated to the individual Convener by written notice not more than five (5) days following the meeting of the Board.

In instances where the individual Convener is in disagreement with such course of action, as the Board of Conveners deem appropriate, he/she may request a meeting in order to review the decision. The Board shall normally agree to such meeting but shall not be bound to change its actions. However, should such actions be reconsidered, this shall be done by a vote of no less than seventy-five (75) per cent of the full Board, such final decision being communicated by written notice, no later than five (5) days following such meeting.

SECTION 16. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Conveners present at a meeting duly held at which a quorum is present is the act of the Board of Conveners, unless the Articles of Agreement, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

SECTION 17. ACTION WITHOUT A MEETING

Any action, which may be taken by the Board of Conveners of the Corporation at a meeting, may be taken without a meeting if a consent or consents in writing, setting forth the action so taken, shall be signed before or after such action by all Conveners who had cast a vote. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

SECTION 18. PRESUMPTION OF ASSENT

A Convener of the Corporation present at a meeting of the Board of Conveners at which any action on any corporate matter is taken is presumed to have assented to such action taken, unless his/her dissent shall be entered into the minutes of the meeting or unless the Convener shall file a written dissent to such action with the person acting as Secretary of the meeting before adjournment thereof or shall forward such dissent, by registered mail, to the Secretary of the Corporation immediately following the adjournment of the meeting. Such right to dissent shall not apply to a Convener who voted in favor of such action.

SECTION 19. PROHIBITION OF COMPENSATION

Conveners shall not be paid compensation for performance of their duties as Conveners. No Convener shall be precluded from serving the Corporation in any other capacity and receiving compensation therefore.

SECTION 20. CONFLICT OF INTEREST

No contract or transaction between the Corporation and one (1) or more of its Conveners, or between the Corporation and any other Corporation, partnership, association or other organization in which one of more officers have a financial interest, shall be void or voidable, nor shall such Conveners be liable with respect to such contract or transaction solely for this reason, or solely because the Convener is present at or participates in the contract or transaction, or solely because his/her vote is counted for such purpose, provided that:

1. The material facts as to said Convener's interest are disclosed or are known to the Board of Conveners of the Corporation, and the Board of Conveners authorizes, approves or ratifies any contract or transaction in which said Convener has an interest by the affirmative vote of a majority of the disinterested Conveners, even though the disinterested Conveners be less than a quorum; or
2. The material facts as to said Convener's interest or relationship are disclosed or are known to the members, and any contract or transaction in which said Convener has an interest is specifically authorized, approved or ratified by a vote of the disinterested members; or
3. Any contract or transaction in which said Convener has an interest is fair and reasonable to the Corporation.

Common or interested Conveners may be counted in determining the presence of a quorum at a meeting of the Board of Conveners of the Corporation or of a committee which recommends approval to the Board of any contract or transaction in which said Convener has an interest.

Notwithstanding anything to the contrary herein contained, all Conveners shall promptly disclose all potential conflicts of interest to the Board of Conveners prior to any consideration of any matter in which a conflict exists and shall, if a conflict of interest is determined to exist by the Chief Convener and/or other Conveners with whom the Chief Convener shall choose to discuss such actual or perceived conflict, abstain from all discussions and voting on the matter.

SECTION 21. NONLIABILITY OF CONVENERERS

The Conveners shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

SECTION 22. INDEMNIFICATION OF CONVENERS AND OFFICERS

The Conveners and officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of this state.

SECTION 23. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Conveners may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Convener, officer, employee or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Agreement, these Bylaws or provisions of law.

ARTICLE 6 OFFICERS

SECTION 1. DESIGNATION OF OFFICERS

The officers of the Corporation shall be a Chief Convener, Vice-Chief Convener - Northern Region, Vice-Chief Convener - Southern Region, Secretary, and Treasurer. Collectively, these officers shall form an Executive Council.

SECTION 2. QUALIFICATIONS

Any Convener as defined in ARTICLE 3 SECTION 2 may serve as an officer of this Corporation. Any two (2) members living in the same household shall not serve as officers of the Corporation at the same time.

SECTION 3. ELECTION AND TERM OF OFFICE

Officers shall be elected by the Board of Conveners at the first meeting of the year. Moreover, each officer elected by the Board of Conveners to serve on the Executive Council shall hold office for a one (1) year term.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Conveners, at any time. Any officer may resign at any time by giving written notice to the Board of Conveners or to the Chief Convener or Secretary of the Corporation. Any such resignation shall take effect on the date of receipt of such notice or at any later date specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Conveners. In the event of a vacancy in any office other than that of Chief Convener (or acting Chief Convener), such vacancy may be filled temporarily by appointment by the Chief Convener until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled, as the Board shall determine.

SECTION 6. DUTIES OF CHIEF CONVENER

The Chief Convener shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Conveners, supervise and control the affairs of the Corporation and the activities of the officers. He/she shall perform all duties incident to his/her office and such other duties as may be required by law, by the Articles of Agreement, or by these Bylaws, or which may be prescribed from time to time by the Board of Conveners. Unless another person is specifically appointed as Chairperson of the Board of Conveners, the Chief Convener shall preside at all meetings of the Board of Conveners and, if this Corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Agreement, or by these Bylaws, he/she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments, which may from time to time be authorized by the Board of Conveners.

SECTION 7. DUTIES OF VICE-CHIEF CONVENER (NORTHERN AND SOUTHERN REGIONS)

In the absence of the Chief Convener, or in the event of his/her inability or refusal to act, the Vice-Chief Conveners shall perform all the duties of the Chief Convener, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chief Convener. The Vice-Chief Conveners shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Agreement, or by these Bylaws, or as may be prescribed by the Board of Conveners.

SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

1. Certify and keep at the principal office of the Corporation, or at such other place as designated by the Executive Council, the original, or a copy, of these Bylaws as amended or otherwise altered to date;
2. Keep at the principal office of the Corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Conveners, and, if applicable, meetings of committees of Conveners and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given,

the names of those present, excused, unexcused, or represented at the meeting, and the proceedings thereof;

3. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
4. Be custodian of the records, reports, and of the seal of the Corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the Corporation;
5. Exhibit at all reasonable times to any Convener of the Corporation, or to his/her agent or attorney, on request therefore, the Bylaws and the minutes of the proceedings of the Conveners of the Corporation; and
6. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Agreement, or by these Bylaws, or which may be assigned to him/her from time to time by the Board of Conveners.

SECTION 9. DUTIES OF TREASURER

The Treasurer shall:

1. Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Conveners;
2. Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever;
3. Disburse, or cause to have disbursed, the funds of the Corporation as may be directed by the Board of Conveners, taking proper vouchers for such disbursements;
4. Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;
5. Exhibit at all reasonable times the books of account and financial records to any Convener of the Corporation, or to his/her agent or attorney, on request therefore;
6. Render to the Chief Convener and Conveners, whenever requested, an account of any or all of his/her transactions as Treasurer and of the financial condition of the Corporation;
7. Prepare, or cause to have prepared, the financial statements to be included in any required reports;

8. Prepare and file the annual corporate report or any other tax filings as may be required by the Corporation's IRS 501(c)(3) status; and
9. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Agreement of the Corporation, or by these Bylaws, or which may be assigned to him/her from time to time by the Board of Conveners.

SECTION 10. PROHIBITION OF COMPENSATION

Officers shall not be paid compensation for performance of their duties as officers. No officer shall be precluded from serving the Corporation in any other capacity and receiving compensation therefore.

ARTICLE 7 COORDINATORS

The Corporation may appoint people to coordinate various activities as designated by these Bylaws and by vote of the Board of Conveners. These positions shall be, but not limited to:

SECTION 1. PUBLIC RELATIONS COORDINATOR

The Public Relations Coordinator shall:

1. Prepare, or cause to have prepared, all public media releases and advertisements for distribution through various media outlets including, but not limited to, the Corporation's newsletter;
2. Arrange to have maintained, in a current status, corporate affiliations with various and sundry umbrella organizations to include the Council of Scottish Clan Associations, Inc., Scottish Heritage, USA, The National Trust for Scotland, Scots Charitable Society and the United Scottish Organizations of New England. These, together with successor organizations, and others will be subject to approval of the Board of Conveners; and
3. Submit for approval to the Board of Conveners all reports, and thereafter forward, or arrange to have forwarded, such reports to the Historian for preservation.

SECTION 2. MEMBERSHIP COORDINATOR

The Membership Coordinator shall:

1. Prepare and distribute membership applications;
2. Maintain, or cause to have maintained, a current roster of all members in good standing;
3. Collect, or arrange for collection of, Annual Dues;

4. Recruit another non-committed Member as an assistant;
5. Coordinate the distribution of the current Roster to the Board of Conveners individually;
and
6. Submit for approval to the Board of Conveners all reports, and thereafter forward, or arrange to have forwarded, such reports to the Historian for preservation.

SECTION 3. HISTORIAN

The Historian shall collect from any member of the Board of Conveners, as required, copies of the Corporation's media, together with visual and/or audio media. Together with various and sundry sub-committee reports subject to preservation, he/she will submit such documents to the Board for approval prior to archiving.

SECTION 4. EVENTS COORDINATOR

The Events Coordinator, together with a non-assigned Convener, will assume primary responsibility for coordinating and thereafter selecting appropriate personnel to ensure that the Corporation's events are properly executed. Any and all reports resulting from such events are to be submitted for approval to the Board of Conveners.

SECTION 5. GAMES COORDINATOR

The Games Coordinator shall recommend to the Board of Conveners the Games and events at which he/she wishes to participate and, if approved by the Board of Conveners, shall be responsible for selecting members, as required, to assist in operating hospitality tents, booths, or tables at Scottish or Celtic events. The Games Coordinator shall maintain a proper and current inventory of all goods and make a full and complete report, in the format required by the Treasurer, after each Game or Event of all inventory sold and income received.

ARTICLE 8 COMMITTEES

SECTION 1. EXECUTIVE COUNCIL

The Board of Conveners may, by a majority vote of its members, designate an Executive Council consisting of the certain officers of the Corporation as so designated in ARTICLE 6, SECTION 1 of these Bylaws, together, if it so wishes, with additional Board members as it may, from time to time, deem necessary. Further, it may delegate to such committee the powers and authority of the Board in the management of the business and affairs of the Corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the Board may at any time revoke or modify any or all of the Executive Council authority so delegated, increase or decrease but not below four (4) the number

of the members of the Executive Council, and fill vacancies on the Executive Council from the members of the Board. The Executive Council shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

SECTION 2. STANDING COMMITTEES

These committees, such as the Nominating Committee, the Scholarship Committee, the Charitable Foundation Committee, and others as designated by the Board of Conveners, may consist of persons who are not also members of the Board of Conveners and will undertake actions and responsibilities as designated by the Board. The chairpersons of such standing committees are not required to be members of the Board of Conveners. However, one or more Conveners must be a member of the committee. The meetings of these committees shall be governed by the stated provisions of these Bylaws and be reported back to the Board of Conveners.

SECTION 3. OTHER COMMITTEES

The Corporation may have ad hoc committees as may from time to time be designated by the Chief Convener. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board. Further, such committees may undertake certain actions and responsibilities so designated them by the Chief Convener. As such, they shall normally be accountable for the implementation of such Board-approved activities as they are constituted to conduct.

SECTION 4. MEETINGS AND ACTION OF COMMITTEES

Meetings and actions of committees shall be governed by, and in accordance with the provisions of these Bylaws. The Board of Conveners may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 9 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Conveners, except as otherwise provided in these Bylaws, may, by resolution, authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Conveners, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and countersigned by the Chief Convener and/or a Vice-Chief Convener of the Corporation.

SECTION 3. DEPOSITS

All funds of the Corporation shall be deposited in a timely manner to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Conveners may select.

SECTION 4. GIFTS

The Board of Conveners may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this Corporation. No member of the Board may accept a gift for personal use or gain.

ARTICLE 10 CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The Corporation shall keep at its principal office or other designated place:

1. Minutes of all meetings of Conveners, committees of the Board and, if this Corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
2. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses, together with report of the Audit Committee and/or accountant, if so designated by the Board of Conveners;
3. A record of its members, if any, indicating their names and addresses and, if applicable, the category of membership held by each member; and
4. A copy of the Corporation's Articles of Agreement and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the Corporation at all reasonable times.

SECTION 2. CORPORATE SEAL

The Board of Conveners may adopt, use, and, at will, alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation or other place so designated by the Board of Conveners of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. CONVENERS' INSPECTION RIGHTS

Every Convener shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation and shall have such other rights to inspect the books, records and properties of this Corporation as may be required under the Articles of Agreement other provisions of these Bylaws, and provisions of law.

SECTION 4. MEMBERS' INSPECTION RIGHTS

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member as determined by the Board of Conveners:

1. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board or committees of the Board, upon written demand ~~on~~ to the Secretary of the Corporation by the member, for a purpose reasonably related to such person's interests as a member.
2. Members shall have such other rights to inspect the books, records and properties of this Corporation as may be required under the Articles of Agreement, other provisions of these Bylaws, and provisions of law.

SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this ARTICLE may be made in person or by agent or attorney and the right to inspection shall include the reasonable right to copy and make extracts, at the expense of the inspecting party.

SECTION 6. PERIODIC REPORT

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members of this Corporation, to be so prepared and delivered within the time limits set by law.

ARTICLE 11
IRC 501(c)(3) TAX EXEMPTION PROVISIONS

SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by SECTION 501(h) of the Internal Revenue Code], and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under SECTION 501(c)(3) of the Internal Revenue Code, or (b) by a Corporation, contributions to which are deductible under SECTION 170(c)(2) of the Internal Revenue Code.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, Conveners or trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

SECTION 3. DISTRIBUTION OF ASSETS

Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed for one or more exempt purposes within the meaning of SECTION 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

SECTION 4. PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

In any taxable year in which this Corporation is a private foundation as described in SECTION 509(a) of the Internal Revenue Code, the Corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under SECTION 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in SECTION 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in SECTION 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the Corporation to tax under SECTION 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in SECTION 4945(d) of the Internal Revenue Code.

**ARTICLE 12
AMENDMENT OF BYLAWS**

SECTION 1. AMENDMENT

Subject to the power of the members of this Corporation to adopt, amend or repeal the Bylaws of this Corporation at the annual meeting and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of a majority vote of the Board of Conveners, assuming always a quorum of the Board shall be present.

**ARTICLE 13
CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Articles of Agreement of this Corporation, the provisions of the Articles of Agreement shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Agreement shall be to the Articles of Agreement, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this Corporation filed with an office of this state and used to establish the legal existence of this Corporation.

All references in these Bylaws to a SECTION or SECTIONS of the Internal Revenue Code shall be to such SECTIONS of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

**ARTICLE 14
GENERAL PROVISIONS**

SECTION 1. FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year.

SECTION 2. CONFIDENTIALITY

Except as required by law, the Board of Conveners shall not willfully and /or knowingly sell, exchange, disclose or otherwise disseminate to any other person(s) and/or other third party, confidential information acquired by them in the course of and by reason for their official duties as Conveners of the Corporation. Disclosure shall include, but shall not be limited to, the sale or exchange of member information to third parties where material gain shall accrue to the Corporation from such a transaction.

SECTION 3. REGIONAL REPRESENTATION

The Corporation will represent the State of New Hampshire in two (2) distinct regions:

1. The NORTHERN REGION shall consist of all areas North of, and including, Laconia
2. The SOUTHERN REGION shall consist of all areas South of Laconia

Members of both geographic sub-regions shall enjoy full and equal membership privileges in all matters of the Corporation. This shall extend, as outlined in ARTICLE 5, SECTION 4, to each region having one (1) designated Vice-Chief Convener and one (1) member-at-large.

SECTION 4. PROHIBITION AGAINST SCHOLARSHIP AWARD

It shall be a specific requirement of the Bylaws that a current Convener and his/her family member(s) shall be prohibited from applying for and/or receiving any scholarship monies during the term of office of such Convener.