

BY-LAWS OF THE
SAINT ANDREW'S SOCIETY OF LOS ANGELES INC.
Amended February 27, 2021

(A NON-PROFIT 501(c)(3) CORPORATION)

I – OFFICES

ARTICLE SEVEN of the Articles of Incorporation provides that the principal office of the corporation (hereinafter referred to as the “SOCIETY”) shall be in the County of Los Angeles, State of California. Said offices may be moved from place to place therein as the Board of Directors (hereinafter referred to as the “Board of Trustees” or the Board”) shall from time to time determine.

II – PURPOSES AND POLICIES

SECTION 1 – PURPOSES: The purposes of the SOCIETY are set forth in ARTICLE TWO and ARTICLE THREE of the Articles of Incorporation. The specific and primary purpose of the SOCIETY is to conduct and promote such cultural, historical and other educational activities as will provide a greater knowledge of Scottish history, art, literature, music and traditions both to its membership and to the community at large. The general purposes are (a) to incorporate an existing unincorporated membership association known since 1930 as the Saint Andrew’s Society of Los Angeles and (b) to have and exercise all rights and powers conferred upon non-profit corporations under the laws of the State of California and Federal exemption, provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities and/or exercise any powers which are not in furtherance of its primary purpose. The SOCIETY has the express power to contract and to own, sell and rent property.

SECTION 2 – POLICIES: The policies of the SOCIETY shall at all times be consistent with and in furtherance of its stated purposes. The SOCIETY is, and at all times shall remain, non-political and non-sectarian.

III – CLASSES OF MEMBERSHIP

The SOCIETY shall have five (5) classes of membership. Qualifications and obligations of each membership classification are as follows:

SECTION 1 – HONORARY: honorary membership shall be open to domestic and foreign dignitaries whose activities and/or duties involve an interest on Scottish history, art, literature, music and traditions. Each such membership is subject to the continuing acceptance of the member who shall neither be required to pay any dues nor entitled to vote on any matter submitted to a vote of the membership.

SECTION 1a – HONORARY LIFE MEMBERSHIP: Honorary Life membership may be bestowed to a member who has shown exemplary service or extreme dedication to the Society. No dues shall be payable by said member who shall be entitled to one (1) vote on every matter submitted to a vote of the membership.

SECTION 2 – LIFE: Life membership shall be open to individuals eligible for Regular membership upon a one-time payment to the SOCIETY of an established amount determined by the Board of Trustees. No additional dues shall be payable thereafter by said member who shall be entitled to one (1) vote on every matter submitted to a vote of the membership. In exceptional cases and upon the unanimous vote of the Board of Trustees, the one-time payment requirement may be waived.

SECTION 3 – REGULAR: Regular membership shall be open to individuals who would demonstrate a strong connection with Scotland by birth, descent, lineage and/or a sincere interest and concern for the culture, history, music, art, and heritage of Scotland. Each applicant admitted to Regular membership shall be required to pay such annual dues as are established by the Board of Trustees and, subject to prior payment of such dues, shall be entitled to one (1) vote on every matter submitted to a vote of the membership.

SECTION 4 – NON-RESIDENT: Non-Resident membership shall be open to individuals otherwise eligible for Regular membership during any year that their place of residence

is not within the State of California or, if within the State of California, not within the counties of Los Angeles, Orange, Riverside, San Bernardino or Ventura. Each applicant admitted to Non-Resident membership shall be required to pay one-half of such annual dues as are then provided for by the Board of Trustees for Regular membership and, subject to prior payment of such dues, shall be entitled to one (1) vote on every matter submitted to a vote of the membership.

SECTION 5 – LIFE ASSOCIATE: Life Associate membership shall be open to the following:

1. Any surviving spouse of a deceased member.
2. Any person long associated with the Society who is in the unanimous judgement of the Board of Trustees deserving of such membership.

Associate members shall not be required to pay membership dues for one calendar year and are not entitled to vote on any matter submitted to a vote of the membership.

IV – MEETING OF MEMBERS

SECTION 1 – ANNUAL MEETING: An Annual Meeting of all members of the SOCIETY entitled to vote shall be held in the County of Los Angeles during the month of February at a date, time and place to be determined each year by the Board of Trustees. Notice of each such Annual Meeting shall be given in accordance with SECTION 4 below. The purpose of the Annual Meeting is to report the conditions of the SOCIETY at the close of the calendar year immediately preceding said meeting, to elect trustees, and to conduct such other business as may come before the meeting. Each Annual Meeting shall be conducted according with standard corporate procedures and basic parliamentary rules, but no failure to comply with said rules shall, in and of itself, have the effect or invalidating any such Annual Meeting. Business shall be presented in the following order:

- a. Declaration as to the existence of a quorum
- b. Call to order by the President
- c. Reading of minutes of last Annual Meeting (unless waived)
- d. Report of the President

- e. Report of the Secretary
- f. Report of the Treasurer
- g. Election of Trustees
- h. Other Business
- i. Adjournment

SECTION 2 – SPECIAL MEETING: A Special Meeting of all members of the SOCIETY entitled to vote may be called at any time by the Board of Trustees or by the President at the direction of the Board or by individual members entitled to vote whose collective number constitutes at least twenty-five percent (25%) of the total number of such members. Notice of at least twenty-one (21) days prior to the date of such Special Meeting must be provided. No business expressly required by these By-laws to be presented at the Annual Meeting and no business other than that specified in the notice and call of any Special Meeting may be considered or transacted at such Special Meeting unless all the members entitled to vote are present in person or represented by proxy, and unless all consent to the transaction of such business.

SECTION 3 – PLACE OF MEETINGS: All meetings of members of the SOCIETY entitled to vote shall be held within the County of Los Angeles, State of California.

SECTION 4 – NOTICE OF MEETINGS: Written, printed or electronically transmitted notice stating the place, day, and hour of each Annual Meeting of members entitled to vote shall be delivered either personally, electronically or by US mail to each such member at least fourteen (14) days prior to the date of such Annual Meeting. The purpose or purposes for which each meeting of members entitled to vote shall be stated in and/or at the time said notice is given, and all notices shall be deemed delivered when provided electronically or deposited, postage prepaid, in the United States mail, addressed to the member at the postal or email address appearing on the records of the SOCIETY.

SECTION 5 – QUORUM: A quorum at any meeting of members entitled to vote shall require the attendance, either in person, electronically or by proxy, of at least twenty five percent (25%) of all members entitled to vote.

SECTION 6.– PROXIES: At any meeting of members, any member entitled to vote may vote by proxy executed in writing, or electronically, by the member. No proxy shall be valid after eleven months from the date of its execution, unless otherwise so provided in the proxy.

V – BOARD OF TRUSTEES

SECTION 1 – GENERAL POWERS: In a manner consistent with the Articles of Incorporation and the By-laws, the general management of the affairs of the SOCIETY shall be under the control, supervision and direction of the Board of Trustees. The expressed will of this Board shall be carried out by the President and other officers of the SOCIETY whose duties are set forth in these By-laws.

SECTION 2 – NUMBER AND TENURE: The number of Trustees shall be not less than seven (7) of whom one (1) shall be the immediate past president. Each Trustee shall be a member entitled to vote and shall hold office until his or her successor shall have been elected and qualified. No Trustee shall serve for more than three (3) consecutive years and shall not be reelected to the Board unless one (1) year has elapsed. Each year, two (2) new members entitled to vote shall be elected to the Board of Trustees. If a Trustee fails to serve for three (3) years, a replacement will be elected by the Board to fill the remaining term. Any vacancy occurring in the Board of Trustees may be filled by remaining members of the Board of Trustees.

SECTION 3 – ANNUAL AND REGULAR MEETINGS. An annual meeting of the Board of Trustees shall be held with or without notice other than this By-law, immediately after and at the same location as the Annual Meeting of members. At said meeting, the Board shall schedule four (4) Regular Meetings to be thereafter noticed and called by the President; one in the month of April, one in the month of August, one in the month of October, and one in the month of January.

SECTION 4 – SPECIAL MEETINGS: Special Meetings of the Board may be called by the President on at least 24 hour actual notice to each Trustee. Said notice shall specify the date, place and hour of the meeting and the general nature of the business to be

conducted. If necessary, such meetings may be conducted remotely/electronically.

SECTION 5 – QUORUM: A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Trustees is present, a majority of the Trustees actually present may adjourn such meeting without further notice.

SECTION 6 – MANNER OF ACTING: The act of a simple majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees unless the act of a greater number is required by law or by these By-Laws.

SECTION 7 – COMPENSATION: No trustee shall receive any salary or other compensation for services rendered in such capacity, but the SOCIETY may reimburse any Trustee for reasonable expenses directly incurred in connection with performance of duties on behalf of the SOCIETY.

SECTION 8 – MEETING ELECTRONICALLY OR BY TELEPHONE: One or more Trustees, if unable to be present at any meeting of the Board, may participate electronically or by means of the telephone, so long as all persons participating at such meeting can hear or read the views of the others. All Trustees so participating shall, for the record, be deemed present at the meeting.

VI – OFFICERS AND THEIR DUTIES

SECTION 1 – OFFICERS: Elected officers shall consist of a president, at minimum, two vice - presidents, a secretary and a treasurer. Each such officer shall be a person of legal age, and any number of offices may be held by the same person except that the president shall hold no other office. The Board of Trustees may also appoint such other officers, assistants and/or agents as the business of the SOCIETY may require and each such officer, assistant and/or agent shall have such term of office and perform such duties as shall be determined by resolution of the Board. Elected officers are entitled to one vote each on all Society matters.

SECTION 2 – ELECTION AND TERM: The officers of the SOCIETY shall be elected each year at the Annual Meeting of the Board of Trustees immediately following the Annual Meeting of the members of the SOCIETY. Each officer so elected shall hold office until his or her successor shall have been duly elected and qualified.

SECTION 3 – REMOVAL: Any officer elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever, in its judgment, the best interests of the SOCIETY would be served thereby.

SECTION 4 – VACANCIES: Any vacancy occurring in any elected office may be filled by the Board of Trustees.

SECTION 5 – COMPENSATION: No officer, Society member or general committee member, elected or appointed by the Board of Trustees, shall receive any salary or other compensation for services rendered in such capacity, but the SOCIETY may reimburse any such person for reasonable expenses directly incurred in connection with his or her duties and/or appointment on behalf of the SOCIETY.

SECTION 6 – THE PRESIDENT: The President is the chief executive officer of the SOCIETY and shall preside at all meetings of the SOCIETY and at all meetings of the Board of Trustees. The President shall keep the Board fully informed as to all SOCIETY activities on a timely basis and shall act in accordance with its direction. All events sponsored by the SOCIETY, to which the public is invited, shall be presided over by the President, or if unavailable, by a Vice President. The President shall conduct the active daily business of the SOCIETY and shall be responsible to the Board for all his or her actions in this regard. At the end of the year, the President shall prepare a concise written report to be presented and submitted to the membership at the Annual Meeting which reviews the activities of the SOCIETY for the membership and for all others interested in the progress of the SOCIETY. The term for the office of President shall be two years. It shall be the policy of the SOCIETY not to encourage the election of individuals to the office of the President for more than two consecutive terms, and no President shall be elected for more than two consecutive terms without the unanimous

consent of the Board of Trustees. All agreements made by the SOCIETY shall be executed by the President except where the execution thereof shall be expressly delegated by the Board of Trustees to some other officer or agent of the SOCIETY.

SECTION 7 – FIRST VICE PRESIDENT - RESOURCE DEVELOPMENT: The First Vice President shall, in the absence of the President, perform the duties and exercise the powers of the President. The First Vice President is responsible for public liaison and outreach, maximizing visibility in the catchment area from which the SOCIETY typically draws membership. The First Vice President shall also perform such other duties as the Board of Trustees may require or the President may delegate. It shall be the policy of the SOCIETY to encourage the election of individuals to said office who have both the capacity and desire to serve as President in the future.

SECTION 8 – SECOND VICE PRESIDENT - ADMINISTRATION: The Second Vice President shall, in the absence of the President and First Vice President, perform the duties and exercise the powers of the President. The Second Vice President is responsible for providing administrative, planning, and fundraising leadership for the SOCIETY's events. The Second Vice President shall also perform such other duties as the Board of Trustees may require or the President may delegate. It shall be the policy of the SOCIETY to encourage the election of individuals to said office who have both the capacity and desire to serve as President in the future.

SECTION 9 – THE SECRETARY: The Secretary, or in the event of his or her unavailability, an assistant secretary, shall attend all meetings of the Board of Trustees and the members of the SOCIETY. The Secretary shall take notes on all matters brought before every such meeting and cause them to become written minutes of such meetings, which accurately reflect the substance of matters therein discussed and any resolutions passed. The Secretary shall maintain an annual calendar of due dates for the Society, which includes authorized and required meetings, communications and formation of committees, etc. The Secretary shall have custody of the corporate seal, if any, and current corporate records of the SOCIETY, which shall be kept electronically and in a book provided for that purpose. The Secretary shall be responsible for keeping

said corporate records in order and up to date and shall provide the President with true copies thereof. The Secretary shall be responsible for seeing that proper notices are given of all meetings of the Board of Trustees and of the membership and will cooperate and coordinate with the President in this regard. In addition, the Secretary shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Trustees. The Secretary shall be entitled to the services of an Assistant Secretary appointed by the Board of Trustees in carrying out the duties of Secretary, but responsibility for performance of the duties imposed hereunder shall be and remain that of the Secretary.

SECTION 10 – THE TREASURER: The Treasurer or in the event of his or her unavailability, an assistant treasurer, shall attend all meetings of the Board of Trustees and the members of the SOCIETY. Subject to the supervision and control of the Finance Committee, the Treasurer shall have custody of all funds, investments, and securities belonging to the SOCIETY and shall keep full and accurate accounts of receipts and disbursements in electronic records/books provided by the SOCIETY for that purpose. The Treasurer shall deposit all money and securities in the name and to the credit of the SOCIETY in such depositories as shall be designated by the Board of Trustees. The Treasurer shall disburse the funds of the SOCIETY when so ordered by the President or Board of Trustees, taking proper vouchers for such disbursements, and shall render to the Board of Trustees, at each of the four (4) regular meetings of said Board and upon request, an account of all transactions as Treasurer and current statement setting forth the financial condition of the SOCIETY. The Treasurer shall be responsible for ensuring all applicable tax, permit or license reporting or obligations of the Society are fulfilled in a timely manner. During the first two weeks of January of each fiscal year, the Treasurer shall determine, the latest contact information of current members of the SOCIETY who are obligated to pay annual dues under the provisions of Paragraph VIII of the By-laws and who have not yet made payments. Thereafter, during said month, the Treasurer shall promptly bill by US mail or electronically each such member for dues then payable and oversee their ultimate collection. In addition, the Treasurer shall perform all the duties incident to the office of Treasurer as well as such other duties as from time to time may be assigned by the President or by the

Board of Trustees. Moreover, and if required by the Finance Committee, the Treasurer shall give the SOCIETY, at the expense of the SOCIETY, a bond for faithful discharge of all duties of this office. Within a period of six (6) weeks prior to each Annual Meeting of members entitled to vote the Treasurer shall present a copy of his or her accounts for the fiscal year just completed to the Chairperson of the Finance Committee who shall authorize said Committee to confirm the year- end financial condition of the SOCIETY.

VII – COMMITTEES

SECTION 1 – AUTHORITY: The Board of Trustees by express resolution may designate one or more standing or other committees ,composed, unless otherwise specified in any such resolution, only of members of the SOCIETY entitled to vote. Each standing committee shall include at least one trustee who shall report directly to the President. A Finance Committee and a Nominating Committee are, by these By-laws required.

SECTION 2 – FINANCE COMMITTEE: The Board of Trustees by express resolution shall create a standing committee to be known as the Finance Committee. The purpose of the Finance Committee shall be to oversee and control the financial condition of the SOCIETY and to engage in long-term financial planning. The members of the Finance Committee shall be appointed each year by the Board of Trustees at its regular January meeting and shall consist of five (5) members of the SOCIETY entitled to vote who shall be the President, the Treasurer, not more than one other member of the Board of Trustees, and least two individual members of the SOCIETY who at such time are neither officers nor trustees. Each year, the Finance Committee shall elect one of its members to act as chairperson. Each year, the Committee shall meet to review the books and records of the SOCIETY and to ensure the timely filing of any and all governmental reports and exempt organization tax return as are required. In connection with its activities, the Finance Committee may make use of an accountant, and any reasonable charge for his or her professional services shall be charged to the SOCIETY. At the end of each fiscal year and within four (4) weeks prior to the date set

for the Annual Meeting of members entitled to vote, the Finance Committee shall approve a written statement of Financial Condition of the SOCIETY to be prepared by the Treasurer for presentation to the membership at the Annual Meeting.

SECTION 3 – NOMINATING COMMITTEE: Each year during the month of November, the President with the knowledge and approval of the Board of Trustees, shall appoint a member of the SOCIETY entitled to vote who is not an officer of the SOCIETY and who has been a member of the SOCIETY for at least two years, to create and to serve as chairperson of a committee formed for the purpose of nominating suitable candidates for the office of Trustee to serve during the coming fiscal year. This individual shall then select another member of the SOCIETY entitled to vote who is then neither an officer nor Trustee and who also has been a member entitled to vote for at least two years. These two individuals, so selected, shall then agree upon a third member of the SOCIETY entitled to vote, other than the President, who has also been a member for at least two years. These three individuals, so selected, shall then constitute a committee to be known each year as the "Nomination Committee". This committee, once formed shall then review and consider qualifications of various candidates who are able, willing, and qualified to serve the SOCIETY in such a capacity during the coming fiscal year and convey their final recommendations to the Board of Trustees. In selecting candidates, an invitation shall be submitted to the membership so as to provide the Nomination Committee with current background resumes of such individuals as may be qualified and willing to serve. Thereafter, the President of the Board of Trustees shall publish the names of those selected to the entire membership by notice in writing not later than the date of notice of the next Annual Meeting of Members entitled to vote, at which time the work of the Nominating Committee shall be deemed completed for the year and the committee automatically dissolved.

SECTION 4 – OTHER COMMITTEES: Other Committees, that is, committees other than those appointed under SECTION 1 above, may be created by the President at various times and for various purposes not expressly reserved to the Board of Trustees. Each such committee so created shall nominate a committee head acceptable to the President who shall make timely reports of committee activity and

progress to the President as required. The President may remove and/or replace committee members as required or may disband any such committee entirely. While the use of such other committees by a President is not to be deemed essential to proper management of the SOCIETY, one or more such committees, if composed of willing and competent individuals, can be of real assistance in administration and also provide the SOCIETY with a source for potential future leadership. In this regard, it is proposed that questionnaires periodically be submitted to membership so as to provide the Board of Trustees with current background resumes of such individuals as may be qualified and willing to serve. Suggested areas of committee activity include Hospitality, Education and Philanthropy, Membership, Fundraising, Publications, Information Technology, Administration, and Liaison with other Scottish organizations. It is to be understood by both the President and the Board of Trustees that no delegation of authority to any committee shall operate to relieve the Board of Trustees and officers of the SOCIETY of any responsibility imposed by law.

VIII – NATURE AND CONDITION OF MEMBERSHIP

SECTION 1 – NATURE: Membership in the SOCIETY is a conditional privilege and confers no rights upon any member, proprietary or otherwise. Saint Andrew's Societies exist throughout the world, and their traditions as well as their charitable, educational and community activities are well known. The purposes and policies of the SOCIETY are set forth in Article II of these By-laws. The SOCIETY exists to carry out these purposes, and every member agrees as a condition of continued membership not to be a party to any conduct prejudicial thereto.

SECTION 2 – DUES: The Board of Trustees may determine from time to time the amount of dues payable to the SOCIETY by members of each class. No other classes of membership shall be required to pay any dues, and memberships in the SOCIETY are neither transferable nor subject to assessment.

SECTION 3 – PAYMENT OF DUES: Dues for annual membership shall be payable in advance on the first day of January in each calendar year, and each such membership

shall expire at the end of said year unless renewed. Dues of any new member paid after the end of the eighth month of any fiscal calendar year shall be credited to the following calendar year.

SECTION 4 – ENTITLEMENTS: Every member in good standing shall be entitled to participate in all activities of the SOCIETY, and no member by virtue of such membership shall be liable for the debts liabilities or obligations of the SOCIETY. Copies of the Policies and Procedures, the Articles of Incorporation and By-laws, together with any amendments thereto are available for review on the Society Website. ~~en~~ Upon reasonable notice, members shall have the right to inspect the books and records of the SOCIETY for any proper purpose at any reasonable time. Every member in good standing shall also be entitled to the latest financial statement of the SOCIETY, and following each Annual Meeting of members entitled to vote, a copy thereof shall be made available upon request to every such member who attended said meeting in person or by proxy. Said financial statement shall cover the fiscal year immediately preceding said Annual Meeting and shall consist of a reasonably detailed report of receipts and expenditures together with a list of all specific items of disbursement made during said fiscal year for charitable and educational purposes.

SECTION 5 – TERMINATION OF MEMBERSHIP: Article EIGHT of the Articles of Incorporation of the SOCIETY provides “that the general management of the affairs of this corporation shall be under the control, supervision and direction of a “Board of Directors” (referred to herein as the “Board of Trustees”). This authority of the Board of Trustees is exclusive. and said Articles contain no provisions for alternate and/or concurrent management by individual members or groups of members holding management concepts at variance with those held by the Board and who, instead of properly presenting their concepts in writing to said Board of Trustees for consideration and response, seek to disrupt and divide the SOCIETY.

No member, including elected members of the Board of Trustees and officers shall engage in any activity or conduct deemed prejudicial to the high purposes of the Society. No member of the Board of Trustees or Officer shall contemporaneously hold

Board membership in any organization which may be determined as operating in conflict of interest or competition with the SOCIETY. Further, a signed statement from each member of the Board of Trustees and its officers attesting they are not engaging in any activity that may be determined prejudicial to the high purposes of the Society shall be required to be submitted to the president annually at the AGM.

Moreover, membership and continued membership in the SOCIETY requires individual social conduct consistent with the high purposes of Saint Andrew's societies everywhere. In view of these considerations, therefore, and subject to the provisions of Sections 5340 and 5341 of the Corporation Code of the State of California, termination of membership may occur as follows;

1. Any member may resign his or her membership at any time by tendering written notice of such fact to the Board of Trustees.
2. The membership of any member entitled to vote (other than that of Life Members) shall expire when the agreed time period has elapsed unless such membership is renewed.
3. The Board of Trustees by majority vote may also suspend or terminate the membership of any individual member if done in good faith and in a fair and reasonable manner. A procedure for any such suspension or termination is deemed fair and reasonable under California law where:
 - (a) The provisions of the procedure have been set forth in the Articles or By-laws, or copies of such provisions are sent annually to all members as required by the Articles or By-laws;
 - (b) The procedure provides for the giving of at least fifteen (15) days prior written notice to a member of any intended suspension or termination and reasons therefore; and
The procedure provides an opportunity for the member to be heard orally or in writing, not less than five (5) days before the effective date of the suspension or termination by a person or body authorized to decide that the proposed suspension or termination not take place.

4. The SOCIETY expressly adopts the requirements of Section 5341 of the Corporation Code of the State of California set forth in sub-section 3 above as a fair and reasonable procedure and, subject to such requirements, the Board of Trustees after having heard the evidence is empowered by majority vote to find the conduct of any member, either within or without the SOCIETY, to be or have been prejudicial to the good reputation and dignity of the SOCIETY, prejudicial to the ability of the SOCIETY to carry out its purposes and/or prejudicial to the ability of the SOCIETY to maintain controlled and efficient management of its affairs.
5. Based on any findings specified in sub-section 4 above being made against any member of the SOCIETY, the Board of Trustees by majority vote is empowered to suspend or terminate the membership of such individual or, in lieu thereof, require his or her immediate resignation. In the event of any suspension, the Board may attach such conditions thereto as it may deem appropriate.
6. No individual who under such circumstances resigns or whose membership is suspended or terminated hereunder shall have any remedy or claim against the SOCIETY, its member, officers, or trustees except that he or she shall be entitled to a return of the unused portion of his or her annual dues and if a Life Member, fifty percent (50%) of said dues.
7. No individual who under such circumstances resigns or whose membership is suspended or terminated shall be admissible as a visitor or guest into any activity sponsored by the SOCIETY except to such events as the Kirkin' O' The Tartans Church Service, which is dedicated to the public at large.
8. No individual who under such circumstances resigns or whose membership is terminated shall be considered for readmission or shall his or her membership be reinstated unless by an Order of Court. No individual whose membership has been suspended shall be reinstated except according to the express conditions of such suspension unless by and Order of Court.

IX – GENERAL PROVISIONS

SECTION 1 – FISCAL YEAR: The fiscal year for the SOCIETY shall begin on the first day of January and end on the last day of December in each year.

SECTION 2 – CHECKS, GIFTS AND DEPOSITS: All checks or other orders for the payment of money shall be signed by such officers or agents of the SOCIETY as shall from time to time be determined by resolution of the Board of Trustees. The Board of Trustees shall have the authority to accept on behalf of the SOCIETY any gift, bequest or device for the general purposes or any special purpose of the SOCIETY. All depositories for funds or other assets of the SOCIETY shall be selected by the Board of Trustees.

SECTION 3 – ANNUAL ROSTER: Each fiscal year, the Board of Trustees shall electronically make available an annual roster of current members. The annual roster shall consist of electronically published additions to and deletions from the prior year's roster. The annual roster shall set forth each member's name and, except in the case of HONORARY members, and subject to their consent, each member's email address. Memberships shall be listed according to their classifications following a listing of current officers and trustees. Said roster may also include a list of past presidents, the current By-laws or portion thereof and any other informational material relating to the SOCIETY.

SECTION 4 – AUTHORITY TO INCUR LEGAL OBLIGATIONS: The President or, if unavailable, the First Vice President, shall have the authority to bind the SOCIETY for legal obligations not to exceed an amount set by the Board of Trustees.

SECTION 5 – AMENDMENTS TO BY-LAWS: The several By-laws of the SOCIETY may be amended from time to time by majority vote of the Board of Trustees, provided however, that each and every such amendment shall be submitted thereafter to the membership of the SOCIETY at a Special Meeting called and noticed by the Board or

at the next Annual Meeting of the members entitled to vote and approved by a majority vote of said members present in person, electronically or by proxy. If, and in the event, any member or group of members entitled to vote believes that a proposed amendment to the By-laws is inappropriate, a revised amendment shall be submitted in writing to the Board for its consideration. The Board shall study the proposed revised amendment so submitted at its next quarterly meeting and respond in writing to the proposer or proposers as to its views. If those actively supporting any such proposed amendment is found by the Board to constitute twenty five (25%) or more of the total membership entitled to vote, the Board shall place such proposed amendment so submitted on the agenda of matters be voted upon at the next Annual Meeting of members entitled to vote for either approval or rejection.

SECTION 6 – SEAL: The Board of Trustees shall provide the SOCIETY with a corporate seal, the form of which is to be impressed hereon.

(SEAL)

KNOW ALL PERSONS BY THESE PRESENTS:

That the undersigned, the President and the Secretary of the SAINT ANDREW'S SOCIETY OF LOS ANGELES, INC., hereby confirm that at the Annual General Meeting held in the County of Los Angeles on February 27, 2021, the membership entitled to vote, by a majority vote of 100%, did approve the above By-Laws which were first adopted by the corporation on July 16, 1976; amended by the Board of Trustees on January 31, 1985; February, 1999, March 6, 2010, and February 25, 2018. Said By-Laws so amended are hereby adopted by the membership as the By-Laws of the SOCIETY as of this date:

Date: February 27, 2021

Original signatures on file

Kimberlee Bradford,

Eileen B Skone-Rees,

President

Secretary