



By Laws

The Society of Scottish Armigers, INC.

Information Leaflet No. 14
Bylaws



B Y L A W S

As amended and restated on September 11, 2010

Bylaws for the regulation, except as otherwise provided by statute or its Articles of Incorporation ("Articles"), of Society of Scottish Armigers, Inc. (A California Nonprofit Corporation)

ARTICLE I

PRINCIPAL OFFICE

The principal office for the transaction of the business of the corporation is hereby fixed and located at [3580 Carmel Mountain Road, Suite 300, San Diego, CA 92130](https://www.google.com/maps/place/3580+Carmel+Mountain+Road,+Suite+300,+San+Diego,+CA+92130). The Board of Governors may at any time or from time to time change the location of the principal office from one location to another in said country.

ARTICLE II

MEMBERSHIP

Section 1. MEMBERS. There shall be three classes of membership in the Society: Fellow, Member (Individual and Corporate), and Associate. All members other than associate must have Arms recorded and recognized in Scotland.

a. Fellows. These are members who have been granted the additional status of Fellow by the Board of Governors for outstanding contributions to the Society or to the

art and science of heraldry. They shall be entitled to use the post nominal “Fellow of the Society of Scottish Armigers,” or FSSA.

b. Member. Individuals whose Arms are recorded in the Public Register of All Arms and Bearings in Scotland and their heirs as determined by Lord Lyon, who have duly applied and been accepted for membership and paid such initiation fees and dues as may from time to time be established by the Board of Governors. Corporate members are corporate bodies with arms registered and recognized by Lyon Court. Chiefs of the name and their heirs and officers of arms may be designated as honorary members and shall have shall have the right to hold office.

c. There shall also be allowed a number of Associates who have no vote but are permitted to attend functions and gatherings. Other than spouses and children who shall be allowed by right of a deceased Armiger, the board will determine the qualifications of an Associate, on a case-by-case basis, the number being limited to 10% of the total membership, other than the aforementioned spouse and children of a deceased Armiger. Spouses of Armigers may apply for Associate status by right of the deceased armiger if the spouse is permitted the use of the Arms of the deceased member.

Section 2. QUALIFICATIONS. Death, resignation or removal of any member as provided in these Bylaws shall automatically terminate membership of such person in this corporation.

Section 3. MEETINGS. The annual meeting of the members of the corporation shall be held on the first day of May of each year at 10:00 A.M. at the principal office of the corporation or at such other time and place as the Chairman may direct. No notice of such annual meetings need be given. Special meetings of the members may be called in the same manner as special meetings of the Board of Governors. A quorum of either the annual meeting or a special meeting is constituted by 50% (fifty percent) of the members of the Board of Governors present in person or electronically or voting by proxy.

Section 4. LIABILITIES AND PROPERTY RIGHTS OF MEMBERS. No member of the corporation now or hereafter elected shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors shall look only to its assets for payment.

Section 5. MEMBERSHIP BOOK. The officers of this corporation shall maintain a current book containing the name and address of each of the members of this corporation. Termination of any membership shall be recorded in the book, together with the date on which the membership ceased. Said book shall be available for inspection only by the officers and Governors of this corporation and such other persons as the Board of Governors of this corporation may from time to time authorize, and no other persons.

ARTICLE III

BOARD OF GOVERNORS

Section 1. NUMBER OF GOVERNORS. The Board of Governors shall consist of not less than five nor more than twelve persons until changed by amendment to these Bylaws as hereinafter provided, and a majority of the Board shall constitute a quorum for the transaction of business. The immediate past chairman shall be a member of the Board of Governors ex officio and shall not be counted against the limit set forth above. Signed proxies are permitted due to the Society's geographical dispersal.

Section 2. POWERS OF GOVERNORS. Subject to the powers of the members as provided by law 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 corporation

shall be controlled by, the Board of Governors. Without limiting the generality of the foregoing, the Board of Governors shall have the following powers:

- (a) To select and remove all the other officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or the Bylaws, fix their compensation and require from them security for faithful service.
- (b) To conduct, manage and control the affairs and business of the corporation, and to make such rules and regulations therefore not inconsistent with law, with the Articles of Incorporation or the Bylaws, as they may deem best.
- (c) To change the principal office for the transaction of the business of the corporation from one location to another within the same country; to fix and locate from time to time one or more subsidiary offices of the corporation within or without the State of California; to designate any place within or without the state of California for the holding of any Governors' or members' meetings; and to adopt, make and use a corporate seal and to alter the form thereof from time to time as in their judgment they may deem best, provided such seal shall at all times comply with the provisions of law.
- (d) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust,

mortgages, pledges, hypothecations or other evidences of debt and securities therefore.

Section 3. ELECTION AND TERM OF OFFICE. The Governors shall be elected at each annual meeting of the members, and shall hold office for three years or until their respective successors are elected.

Section 4. VACANCIES. Any vacancy or vacancies in the Board of Governors resulting from death, incapacity, resignation, expiration of term of office, removal, or otherwise, shall be filled by appointment by the Chairman for the remainder of the term.

Section 5. PLACE OF MEETING. Regular meetings of the Board of Governors shall be held at any place within or without the state, which has been designated from time to time by resolution of the Board of Governors, or by written consent of all members of the Board of Governors. In the absence of such designation regular meetings shall be held at the principal office of the corporation. Special meetings of the Board of Governors may be held either at a place so designated or at the principal office.

Section 6. ORGANIZATION MEETING. Immediately following each annual meeting of members, the Board of Governors shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Notice of both such meetings is hereby dispensed with.

Section 7. OTHER REGULAR MEETINGS. Other regular meetings of the Board of Governors may be held upon the call of the chairman or any four Governors

Section 8. SPECIAL MEETINGS. Special meetings of the Board of Governors for any purpose or purposes shall be called at any time by the Chairman or by any four Governors.

Notice of the time and place of special meetings shall be delivered personally to each Governor or sent to each Governor by mail or other electronic communication including email, addressed to him at his address as it is shown upon the records of the corporation, or if it is not so shown on such records or is not readily ascertainable, at the place in which the meetings of the Governors are regularly held. Such notice shall be transmitted at least seventy-two (72) hours prior to the time of the holding of the meeting.

The transactions of any meeting of the Board of Governors, however called and noticed and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present or if either before or after the meeting each of the Governors not present either physically or electronically signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 9. PARTICIPATION BY TELEPHONE. Members of the Board may participate in a meeting through use of conference telephone or other communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting. Email may also be used to transact business as long as all communication is addressed to every member of the Board.

Section 10. ADJOURNMENT. In the absence of a quorum at any meeting of the Board of Governors, the majority of the Governors present may adjourn the meeting from time to time until the time fixed for the next regular meeting of the Board. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place

shall be given prior to the time of the adjourned meeting to the Governors who were not present at the time of the adjournment.

Section 11. REMOVAL. A Governor may be removed from office, for cause, by the vote of a majority of the Governors.

Section 12. COMPENSATION. The Governors shall receive no compensation for their services as such.

Section 13. QUORUM. A quorum is present when 50% of the Governors are present or voting by proxy.

ARTICLE IV

OFFICERS

Section 1. OFFICERS. The officers of this corporation shall be a President, a Chairman, a Vice Chairman, a Secretary, and a Treasurer, and such other officers as the Board of Governors may appoint. When the duties do not conflict, one person, other than the Chairman, may hold more than one of these offices. Officers other than the Chairman need not be members of the Board of Governors but shall be members.

Section 2. ELECTION. The Board of Governors shall elect all officers of the corporation for terms of three years, or until their successors are elected and qualified.

Section 3. VACANCIES. A vacancy in any office because of the death, resignation, removal, disqualification or otherwise shall be filled by the Board of Governors.

Section 4 PRESIDENT (non executive) Subject to control of the Board of Governors shall be elected by the Board and shall as his other duties permit, represent and support the Society whenever possible. He shall promote the membership and advise

the Board on matters within his scope of experience and expertise. The presidency shall first be offered to the current Lord Lyon, and should the Lord Lyon not consent to serve, then to another Officer of Arms of Scotland.

Section 5. CHAIRMAN. Subject to the control of the Board of Governors, the Chairman shall have general supervision, direction and control of the business and affairs of the corporation. He shall preside at all meetings of the members and Governors, and shall have such other powers and duties as may be prescribed from time to time by the Board of Governors.

Section 6. VICE CHAIRMAN. In the absence or disability of the Chairman, the Vice Chairman shall perform all the duties of the Chairman, and in so acting shall have all the powers of the Chairman. The Vice Chairman shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Governors.

Section 7. SECRETARY. The Secretary shall keep a full and complete record of the proceedings of the Board of Governors, shall keep the seal of the corporation and affix the same to such papers and instruments as may be required in the regular course of business, shall make service of such notices as may be necessary or proper, shall supervise the keeping of the books of the corporation, and shall discharge such other duties as pertain to the office or as prescribed by the Board of Governors.

Section 8. TREASURER. The Treasurer shall receive and safely keep all funds of the corporation and deposit the same in such bank or banks as may be designated by the Board of Governors. Such funds shall be paid out only on the check of the corporation signed by the Chairman, Vice Chairman, Treasurer, or Secretary or by such

officers as may be designated by the Board of Governors as authorized to sign the same. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Governors.

ARTICLE V

AMENDMENT OF BYLAWS

These Bylaws may be amended or repealed and new Bylaws adopted by the vote of a majority of the members of the Board of Governors at any Governors' meeting, except that a Bylaw fixing or changing the number of Governors may be adopted, amended or repealed only by the vote or written consent of a majority of the members of the corporation voting upon such an amendment, provided at least 30% of the members vote.

ARTICLE VI

ADVISORY BOARD

The Corporation shall have an advisory board consisting of individuals whose knowledge and expertise would be useful to the corporation. The Advisory board shall be elected by the Governors and shall serve at the will of the Board.

ARTICLE VII

PROTOCOL

As this Corporation desires to educate the Scottish-American community regarding the culture and heritage of Scotland, particularly the Law of Arms, the Corporation

and its members will adhere to the announcements, instructions and publications of Lyon Court regarding the Law of Arms in carrying out the Corporate mission and while acting for the Corporation. The Corporation will use the rules set forth in “Debrett’s Correct Form” for all official rosters and communications.

ARTICLE VIII

MISCELLANEOUS

The Chairman, or the Vice Chairman and the Secretary, or such other officers as the Board of Governors may select for that purpose, are authorized to vote, represent and exercise on behalf of this corporation all rights incident to any and all voting securities of any other corporation or corporations standing in the name of this corporation. The authority herein granted to said officers to vote or represent on behalf of this corporation any and all voting securities held by this corporation in any other corporation or corporations may be exercised either by such officers in person or by any person authorized so to do by proxy or power of attorney duly executed by such officers.

CERTIFICATE OF SECRETARY

I certify:

That I am the duly elected and acting Secretary of Society of Scottish Armigers, Inc., a California nonprofit corporation; and

That the foregoing Bylaws, comprising ten pages, constitute the Bylaws of such corporation on the date hereof.

IN WITNESS WHEREOF, I have executed this Certificate and affixed the seal of such corporation on _____, 2010.

Secretary

[SEAL]

B Y L A W S

O F

SOCIETY OF SCOTTISH ARMIGERS, INC.
a California Nonprofit Corporation

Committee notes regarding 2010 amendments

A quorum is defined.

The Fellows definition and duties are changed and postnomial authorized.

Chiefs of the name and heirs are allowed as honorary members, consistent with our current practice.

Other regular meetings are changed from monthly to the call of the chairman or four members of the Board, consistent with our practice.

The title of CFO is changed to Treasurer

The preference of Lyon as President is formalized.

Other style, grammar, punctuation in a somewhat pedantic and individualized manner.

25AUG2010