

**The St. Andrew's Society
of
Philadelphia**
(Organized 1747)

and

**The Foundation of
The St. Andrew's Society
of Philadelphia**

**CHARTER, BY-LAWS
AND
DIRECTORY**

www.standrewsociety.org

Approved by Membership February 17, 2021

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use
by the Members of the
St. Andrew's Society of Philadelphia only

Approved by Membership February 17, 2021

The St. Andrew's Society OF PHILADELPHIA

The St. Andrew's Society of Philadelphia is the oldest charitable organization in continuous existence in North America. It was organized in 1747 by twenty-five prominent Scotsmen, who elected as President Dr. Thomas Graeme, then an Associate Justice of the Supreme Court of the Province.

Before the Revolution, two Governors of the Province, James Hamilton and Robert Hunter Morris, served as Presidents of the Society and four members signed the Declaration of Independence — James Wilson, The Rev. Dr. John Witherspoon, George Ross and Philip Livingston (honorary member). Another signer, Hon. Thomas McKean, joined the Society later. Alexander Hamilton was an honorary member.

In the United States there were four such Societies organized prior to 1800, as follows:

The St. Andrews Society, Charleston, S.C.
Organized 1729
Incorporated 1798

The St. Andrew's Society of Philadelphia
Organized December 7, 1747
Incorporated December 30, 1808

St. Andrew's Society, Savannah, Ga.
Organized 1750
Incorporated December 20, 1824

St. Andrew's Society of the State of New York
Organized 1756
Incorporated December 30, 1826

There were two other Scottish Societies in the United States before 1800, viz:

Scot's Charitable Society, Boston
Organized 1657
Incorporated 1786

Scots Thistle Society, Philadelphia
Organized November 30, 1796
Incorporated March 17, 1799

LIST OF PRESIDENTS

1749	Thomas Graeme, M.D.
1750-53	Hon. James Hamilton
1754-56	Hunter Morris
1757-58	Thomas Graeme, M.D.
1759-63	Hon. James Hamilton
1764-71	Thomas Graeme, M.D.
1772-74	John Inglis
1775	Rev. William Smith, D.D.
1776-96	Hon. James Wilson
1797-02	Rev. William Smith, D.D.
1803-12	Gen. William Macpherson
1813-30	Robert Smith
1831-39	James McAlpin
1840-44	Quintin Campbell
1845-48	Nathanial Chapman, M.D.
1849-50	John K. Mitchell, M.D.
1851-57	Thomas Dunlop
1858-61	Stephen R. Crawford
1862-63	David Milne
1864-73	Charles Macalester
1874-76	John Gibson
1877-81	Daniel Hendrie
1882-83	Alexander C. Fergusson
1884-85	William Helme
1886-87	Caleb J. Milne
1888-89	Craig D. Ritchie
1890-91	M. Hampton Todd
1892-93	James F. Hope
1894-95	John Fergusson
1896-97	George W. Hall
1898-99	David Milne II
1900-01	William Rudolph Smith
1902-03	William E. Helme
1904-05	Peter Boyd
1906-07	Gen. Robert Burns Beath
1908-11	S. Weir Mitchell, M.D.
1912-13	John Gordon Gray
1913-14	Alexander C. Fergusson, Jr.
1915-16	Caleb J. Milne, Jr.
1917-18	J. Frederick Thomas

1919-20	Charles J. Maxwell
1921-22	John Peter MacBean
1923-24	R. Tait McKenzie, M.D., LL.D.
1925-26	Benjamin Rose Hoffman
1927-28	Alexander Reed McIntire
1929-30	Rev. Alexander MacColl, M.D.
1931-32	Hilson H. Whyte
1933-34	George Valentine McKinnon
1935-36	David Halsted
1937-38	Samuel Frederick Houston
1939-40	Rev. Andrew Mutch, D.D.
1941-42	Robert Haig
1943-44	Merle M. Odgers, Ph.D., LL.D.
1945-46	John McLean Johnston
1947-49	Joseph Welles Henderson, Esq.
1950-51	Norman Egbert McClure, Ph.D.
1952-53	Arthur Laurie Dewar
1954-55	Lt. Col. Laurence S. Whyte, O.B.E.
1956-57	Douglas Macfarlan, M.D.
1958-59	David Farow Maxwell, Esq.
1960-61	John James Herd
1962-63	Archibald DeBaun Johnson
1964-65	Robert Galbraith Dunlop
1966-67	Ralph Smith Croskey, Esq.
1968-69	Irvin L. W. Gloninger
1970-71	J. Welles Henderson, Jr., Esq.
1972-73	Alexander Carter Fergusson
1974-75	Burdett S. Fuller, Ed.D.
1976-77	Brig. Gen. William Buchanon Gold, Jr.
1978-79	V. Adm. Ephraim R. McLean, Jr.
1980-81	R. Stewart Miller
1982-83	William Hartley Johnston
1983-85	Howard Butcher, IV
1985-87	Charles Stewart Fischer
1987-89	Henry Kellogg Justi
1990-91	Charles William Craig
1991-93	W. Marshall Schmidt
1993-95	Angus Neaves
1995-97	Robert Gordon Chambers
1997-99	James Schock Bishop
1999-01	George W. Robertson, Jr.
2001-03	Graham D. Andrews
2003-05	John Francis McDonald, Jr.
2005-07	Andrew Roxburgh McGhie, Ph.D.

2007-09	John Black McGowan, Jr.
2009-11	Rev. Barrie Shepherd
2011-13	Craig Douglas Mills, Esq.
2013-15	Edward Vincent Cattell, Esq.
2015-17	Stephen Wales Armstrong, Esq.
2017-19	C. Kenneth Leith
2019-21	Stephen Wesley Holt

THE ST. ANDREW'S SOCIETY
OF PHILADELPHIA

A PENNSYLVANIA/A NONPROFIT CORPORATTON (MEMBERSHIP)

BYLAWS

ARTICLE I - PURPOSES

1.1 The purposes of the Society are as set forth in its Charter and Articles. In pursuing such purposes, the Society shall not act so as to impair its eligibility for exemption under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

ARTICLE II - OFFICE

2.1 ADDRESS. The registered office and the principal office of the Society shall be such location in Pennsylvania as the Board may from time to time determine.

2.2 OTHER OFFICES. The Society may also have offices at such other places as the Board may select and as the business of the Society may require.

ARTICLE III - MEMBERS

3.1 NUMBER. The Society shall have five classes of membership ("Membership Classes") consisting of:

Resident Members.	Members who reside within the boundaries described in Article III of the Charter.
Non-resident Members	Members who reside beyond the boundaries described in Article III of the Charter.
Life Members	Members described in § 3.3(f) of these Bylaws.
Hereditary Life Members	Members described in § 3.3 (h) of these Bylaws.
Honorary Members	Members described by such term in Article III of the Charter.

3.2 DUES

(a) Annual dues for each Membership Class (except Life, Hereditary Life, and Honorary Members, for whom there shall be no dues) shall be determined each year by the Board. In the absence of such determination, the previous dues for each Membership Class shall continue in effect. Any proposed increase of more than twenty percent (25%) in the dues of any Membership Class must appear in the notice of a regular or special meeting and must be approved in advance by a majority of all of the members present at such meeting. All assessments to be levied against one or more Membership Classes must receive similar membership approval.

(b) Each member must pay the required annual dues. At least 20 days prior to each February meeting, the Treasurer shall give proper notice to any member who has not paid all billed dues. Such notice shall provide that the member shall cease to be a member unless he pays all delinquent dues within 12 months of the date of the notice. At every February meeting, the Treasurer shall report all

members on the delinquent dues list. Thereafter, reported members who fail to pay such dues shall be notified that they have been removed from the membership rolls, and the Treasurer shall send the Secretary a list of all members who have been stricken from the rolls for this cause.

3.3 APPLICATION FOR MEMBERSHIP.

(a) The name of each applicant for membership shall be submitted by a member of the Society to the Chair of the Membership Committee, together with such other information as and in the form prescribed by the Elective Committee from time to time. The application must be signed by the proposing member and also by a seconding member, both of whom shall also submit letters regarding their knowledge of the applicant, his personal characteristics as a gentleman, and his suitability for membership. The Membership Committee shall forward the completed application and letters to the Elective Committee for review and approval. When the Elective Committee has approved the application, the Membership Committee Chair shall announce approval of the application for membership consideration at the close of the next stated meeting.

(b) All approved applications for membership shall be placed on a Waiting List in the order in which they are received and approved by the Elective Committee. Such applicants shall be eligible for election as vacancies occur in the membership of the Society. An applicant shall not become a voting member of the Society until elected under 3.3(c).

(c) All elections for membership shall be by ballot, and three black balls in the box shall defeat the candidate. The proposer of an applicant who has been blackballed shall have the discretion to request that the ballot be taken again at the next stated meeting, and such second ballot shall be final. Upon a motion approved by a majority of the members present at any meeting, a single vote may be taken as to all candidates proposed for membership, to be followed by individual voting should more than three black balls be cast in the unified vote.

(d) An applicant's residence at the time that he is eligible to stand for election shall determine whether his application will be submitted to a vote. If, at that time, the applicant resides beyond the boundaries described in Article III of the Charter, his application will not be submitted to the members for a vote. However, if he subsequently moves within the boundaries described in Article III of the Charter, he will be eligible for election as a member.

(e) Each applicant receiving a favorable ballot shall become a member of the Society by the payment of an admission fee as determined by the Board, plus dues for the current year.. All admission fees received shall be invested as part of the Society's Supper Fund.

(f) Any member may become a life member by the payment of one sum as determined by the Board; any member of at least fifteen years in good standing may become a Life Member by payment of one sum as determined by the Board; and any member who has attained the age of sixty may become a Life Member by the payment of one sum as determined by the Board.. All sums so received shall be invested as part of the Society's Supper Fund.

(g) Honorary members shall be nominated for election by the Board and shall be elected in the same manner as prescribed in Section 3.3(d). Honorary

members need not meet the Scottish ancestry requirements of Article III of the Charter. Honorary members shall not have the rights of members, as that term is defined under the Pennsylvania Nonprofit Corporation Act of 1988 (the "Act"):

(h) Minor sons and grandsons of living or deceased regular members who otherwise meet the requirements of membership in the Society may be admitted as Hereditary Life Members. This requires the submission of an application signed by a proposer and a seconder, both of whom are members of the Society in good standing, an admission fee as determined by the Board and the payment for each such hereditary member of a sum determined by the Board for minors under age six and a sum determined by the Board for minors over age six. Hereditary life members may not attend meetings or quarterly suppers of the Society, take part in its deliberations, vote, or hold office until the first stated meeting following their attainment of age twenty-one, at which time they shall become members of the Society. For the purposes of § 3.3(i) hereof, Hereditary Life Members shall be considered supernumeraries.

(i) The number of members shall be limited to 500. When a Resident Member moves beyond the boundaries described in Article III of the Charter, that Resident Member shall automatically become a Non-Resident Member. If a Non-Resident Member moves back within the boundaries described in Article III of the Charter, he shall be reinstated as a Resident Member.

3.4 MEETINGS.

(a) The Society shall have an annual meeting on or about October 31 at the principal office of the Society or at such other time and place as is determined by the Board.

(b) Special meetings of the entire membership may be called by the Board or at the written request of fifteen percent of the Members (excluding Honorary Members). It shall be the duty of the Secretary, on receipt of a request for such a special meeting, to send at least five days written notice to members, stating the time, place, and purpose of the special meeting. If the Secretary fails or refuses to send such notice, the persons calling for the special meeting may call the meeting at any time or place within Philadelphia County, Pennsylvania.

(c) Twenty-five members present at a meeting shall constitute a quorum for the transaction of business at each meeting.

(d) All meetings shall commence at 6 o'clock in the evening unless specifically ordered otherwise. The meeting held on or around St. Andrew's Day shall commence at the hour determined by the Annual Dinner Committee.

3.5 VOTING BY PROXY. Any absent member eligible to vote at any meeting of the Society may be represented as present and may vote at such meeting by a proxy authorized in writing. Such written authorization must specify the matter with respect to which the proxy is granted and the person entitled to vote,

must be signed and dated by the member granting the proxy, and must be filed with the Secretary of the Society prior to the meeting.

3.6 ORDER OF BUSINESS. At all stated meetings the order of business shall be as follows:

- (a) reading, amendment, and approval of the minutes of the previous meeting,
- (b) reports of committees,
- (c) Treasurer's report and action thereon,
- (d) election of members,
- (e) election of officers and directors,
- (f) reading the names of candidates for membership,
- (g) unfinished business,
- (h) new business, and
- (i) adjournment.

At an adjourned meeting the business shall commence where the same was left off at the time of the adjournment of the previous meeting. At a special meeting no business shall be transacted other than that for which the meeting was called.

3.7 EXPULSION. In addition to the removal provisions under Section 3.2(b), any member who is found guilty of any felony, or who shall become intoxicated or use profane, violent, or obscene language at any meeting of the Society, or who shall by his acts and behavior show himself to be unfit to associate with gentlemen, may be expelled from membership in the Society. In order to expel a member at least three members must give written notice at a stated meeting of the Society that they will submit a motion to expel at the next stated meeting. Notice of this action shall be given to the offending member by the Secretary. The motion to expel will pass at the next following meeting only if at least two-thirds of the members present vote for its adoption.

3.8 COLLATION. After the adjournment of every quarterly meeting, the members present shall be entitled to partake of such collation as the income from the Supper Fund may justify without additional charge or upon the payment of such surcharges or guest fees as the Board may set from time to time.

ARTICLE IV - SEAL

4.1 The seal of the Society shall be in circular form and shall bear the name of the Society and the words "Corporate Seal, Pennsylvania 1747".

ARTICLE V - BOARD OF DIRECTORS

5.1 MANAGEMENT. The business and affairs of the Society shall be managed by the Board of Directors. The powers of the Society shall be exercised by the Board, except as otherwise authorized by statute, these Bylaws, or a resolution duly adopted by the Board. The President of the Society shall preside at all meetings of the Board.

5.2 QUALIFICATIONS OF DIRECTORS. Each Director shall be a natural person of full age who is a Resident or Non-resident Member of the Society.

5.3 NUMBER AND ELECTION OF DIRECTORS. The Board shall consist of six persons, each serving a three-year term; Members who hold the offices of President or First and Second Vice Presidents shall not be eligible to be a Director at the same time. No member shall be elected as a Director for more than four consecutive terms. The Nominating Committee shall propose a slate of Directors at least 15 days in advance of the annual meeting of members. Any seven members of the Society may put other names in nomination for Directors. Directors shall be elected by an affirmative vote of a majority of the Resident and Non-resident Members present at the annual meeting. They shall take office at the Annual Dinner following the annual meeting at which they are elected.

5.4 TERM OF OFFICE. Each Director shall hold office until the expiration of the term for which he was elected and until his successor has been elected and qualified or until his earlier death, resignation, or removal.

5.5 REMOVAL OF DIRECTORS. Any Director may be removed from office, without the assignment of any cause, by a vote of a majority of all Directors at a regular or special meeting of the Board, provided that written notice of the intention to consider removal of a Director and the reason(s) therefore has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal procedure need be followed.

5.6 QUORUM. A majority of those persons entitled to vote at a Board meeting shall constitute a quorum for the transaction of business at any meeting, and the acts of the majority of the Board present at a meeting at which a quorum is present shall be the acts of the Board.

5.7 UNANIMOUS CONSENT IN LIEU OF MEETING. Any action which may be taken at a meeting of the Board may be taken without a meeting, if a consent or consensus in writing setting forth the action so taken shall be signed by all of the voting members in office and shall be filed with the Secretary of the Society.

5.8 TELECONFERENCE MEETINGS. One or more Directors may participate in any meeting of the Board by means of a conference telephone or similar communications equipment by which all persons participating in a meeting can hear one another.

5.9 VOTING RIGHTS. Each Director shall be entitled to one vote.

5.10 ANNUAL MEETING. The annual meeting of the Board shall be held not more than 60 days after the annual meeting of the members.

5.11 REGULAR MEETINGS. Regular meetings of the Board shall be held on the same date as regularly scheduled meetings of the Society, or as otherwise determined by the Board.

5.12 SPECIAL MEETINGS. Special meetings of the Board may be called by the President or by two Directors at any time. At least five days' written notice stating the time, place, and purpose of any special meeting shall be given to the Directors.

5.13 ADJOURNED MEETINGS. When a meeting of the Board is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting other than by announcement at the meeting at which such adjournment is taken.

ARTICLE VI - COMMITTEES

6.1 BOARD COMMITTEES. The Board may resolve to establish one or more committees to consist of one or more Directors of the Society. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all of the powers and authority of the Board, except that no committee shall have any power or authority as to the following:

- (a) filling of vacancies on the Board,
- (b) adoption, amendment, or repeal of the Bylaws
- (c) amendment or repeal of any resolution of the Board, and
- (d) action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.

6.2 STANDING COMMITTEES.

- (a) Activities Committee
- (b) Annual Dinner Committee
- (c) Assistance Committee
- (d) Auditing Committee
- (e) Burial Lots Committee
- (f) Development Committee
- (g) Elective Committee
- (h) Insignia Committee
- (i) Investment Committee
- (j) Library Committee
- (k) Pipers Committee
- (l) Nominations Committee
- (m) Standard Bearers Committee
- (n) Memorial Monument Committee
- (o) By-Laws Committee
- (p) Membership Committee

6.3 DUTIES OF STANDING COMMITTEES.

(a) The Activities Committee shall make all arrangements for the social activities of the Society, as well as the Quarterly and Annual Meetings.

(b) The Annual Dinner Committee shall make all arrangements for the Annual Dinner. It shall be chaired by the Second Vice President, shall include the chairman of the Standard Bearers Committee, and such other members as the President may appoint.

(c) The Assistance Committee shall be responsible for providing relief to distressed Scottish immigrants following their arrival in Pennsylvania and to the widows, minor children, and descendants of such immigrants. Further, the Assistance Committee shall be responsible for providing assistance to such other individuals and organizations, which in the opinion of the Committee will result in the continued activities of such individuals and organizations in supporting Scottish culture, language, history and music in the United States and particularly in Pennsylvania. The Assistance Committee shall have the authority to expend the amount budgeted by the Board for such purposes. Additional amounts may be expended as approved by the Board. The Committee shall keep accurate records of all applications for assistance, the amount given, the date given and other particulars of use to the Society. The Committee shall have power to call for the professional services of the Society's physicians and counselors.

(d) The Auditing Committee shall audit the accounts of the Treasurer, examine the securities, and make a written report to the Society at least once each year.

(e) The Burial Lots Committee shall have oversight of the Society's Lot No. 121, Section G, North Laurel Hill Cemetery, PA, known as the "Mercer Lot." It shall have the care, direction, and management of the Society's Lots Nos. 832 -835, Section F, in the Woodlands Cemetery, Philadelphia, to be used as a last resting place for friendless Scots dying far from home and kindred. The Committee shall have power to incur expenses for funerals and burials in the Society's lots in the Woodlands Cemetery; however, before any sum is to be expended, the Treasury must have at that time sufficient funds to meet the same. It shall have the care, direction, and management of the Society's memorial tablet of the Signers of the Declaration of Independence now erected in the courtyard of City Hall, Philadelphia.

(f) The Development Committee shall implement all fund-raising activities and shall be responsible for creating strategies for increasing the assets of the Society.

(g) The Elective Committee shall review all applications for membership. No applicant shall be voted upon by the Society until his application has been approved by the Elective Committee.

(h) The Insignia Committee shall maintain the records of the insignia of the Society and develop the designs for any appropriate new insignia. The Committee is charged with responsibility for care and maintenance of dies for striking medals and printing and shall attend to procuring and supplying to members such insignia as medals, neckties, rosettes, blazer badges, and blazer buttons and similar items.

(i) The Investment Committee shall have the responsibility to invest and reinvest the permanent funds of the Society in such securities and investments, including but not limited to bonds, notes, debentures, mortgages, and common and preferred stocks, as the Committee in its discretion shall see fit. All purchases or sales of securities are to be subject to the approval of the Society at its next stated meeting. There shall at all times be at least three members of the Committee, and the Treasurer shall be an ex-officio member of the Committee.

(j) The Library Committee shall have charge of the Library of the Society and shall report as to the Library with such recommendations as its members shall deem proper.

(k) The Pipers Committee shall have charge of the music at the Annual Dinner and at Quarterly Suppers and such other activities of the Society as may be appropriate, including Burns Night, Tartan Day and the annual Ceidlidh. The Society's Pipers and Drummers shall be members of this Committee. The Pipers shall pipe the President into the dining hall at the Annual Dinner and at the Quarterly Suppers of the Society and shall so honor any guests designated by the President. They may be requested to attend the President at any outside gathering. The Society shall provide a piper at the funeral of members, if requested, at the Society's expense.

(l) The Nominations Committee shall be appointed by the President not later than the May meeting and shall serve for two years. It shall consist of three former Presidents of the Society and four other members. This Committee shall present at the October meeting of the Society nominations for officers and Directors to be voted on at that time and shall cause the same to be published in the regular notice of the October meeting sent to each member by the Society.

(m) The Standard Bearers Committee shall have the duty of carrying the flags and relics in the procession at the Annual Dinner and at all other times when requested to do so by the President or the Board. The Committee's members shall attend to the placing of flags at Quarterly Meetings, and they shall have custody and responsibility for maintenance and security of the flags and relics of the Society. The Committee shall also conduct the haggis ceremony at the Annual Dinner.

(n) The Memorial Monument Committee shall be responsible for the supervision and maintenance of the Memorial Monument of the Society located on Front Street in Philadelphia or at such other location at which the Monument may be located and shall preserve and maintain such other memorials as the Board may direct.

(o) The By Laws Committee shall review the Society's By-Laws and make such suggestions for amendment of the By-Laws to the Board as the Committee deems appropriate and shall draft such amendments as the Board may direct.

(p) The Membership Committee shall have the responsibility for sending applications and other membership information to prospective members as identified by a member of the Society, receiving completed applications, along with a proposal and seconding letter, and assuring that all are properly completed and, in general, the Committee shall support the membership in recruiting new members to the Society. The Membership Committee shall forward completed applications to the Elective Committee for review and action as appropriate. Members of the Membership Committee shall greet newly elected members at Society meetings to assure that they are welcomed into the Society. The Committee shall prepare lists of new members, to be updated after each meeting at which new members are elected and forwarding that information to the Webmaster for inclusion on the website. The Committee shall also keep

up to date the membership rolls of the Society to assure that the Secretary has accurate records for communicating with the membership. The Committee shall coordinate with the Treasurer to remove members from the rolls if they have been voted out of the Society for non-payment of dues. A separate roll of deleted members shall be maintained for a reasonable period of time in case such deleted members reapply for membership. The Chair of the Membership Committee shall be the Membership Secretary.

6.4 AD HOC COMMITTEES. The President may appoint such other committee as he deems appropriate.

ARTICLE VII - OFFICERS

7.1 NUMBER AND QUALIFICATIONS. The officers of the Society shall include the following:

- (a) President
- (b) First and Second Vice Presidents
- (c) Treasurer
- (d) Secretary
- (e) Membership Secretary
- (f) One or more Chaplains
- (g) Two or more Counselors
- (h) Two or more Physicians
- (i) Historian

The officers shall be natural persons.

7.2 ELECTION AND TERM OF OFFICE. The President, First and Second Vice Presidents, Treasurer and Secretary shall be elected at the annual meeting of the members and shall serve for a term of one year and until their successors are elected and qualified. No member may serve more than two consecutive terms as President. Officers may be elected for consecutive terms. No less than twenty-one members of the Society may put other names in nomination for officers. Officers shall commence their term of office at the Annual Dinner following the annual meeting at which they are elected. Members who hold the offices of President, First Vice President, Second Vice President, Treasurer and Secretary shall not serve as Directors while holding such offices. The Chaplain(s), Counselors, Physicians, Historian and the Membership Secretary shall be appointed by the President.

7.3 DUTIES. The duties of the officers shall include the following:

(a) The President shall be the chief executive officer of the Society; shall preside at all meetings of members and directors; shall have general and active management of the business of the Society; shall see that all orders and resolutions of the Board are carried into effect, subject to the right of the Board to delegate any specific powers as allowed by law; shall execute bonds, mortgages, and other contracts requiring a seal under the seal of the Society; and when authorized by the Board, shall affix the seal to any instrument requiring the same, and the seal when so affixed shall be attested by the Secretary. After the annual meeting of members the president shall appoint members of all committees created by the Board or by these Bylaws and shall himself be ex-officio a member of each committee, unless otherwise determined by the Society. He shall perform any other duty assigned to him from time to time by the Board or by the Society.

(b) The Vice Presidents shall, in order of seniority and office, perform the duties of the President in his absence, and in the same order succeed to his place in case of his death or resignation until his successor be duly chosen. The Second Vice President shall act as chairman of the Annual Dinner Committee.

(c) The Treasurer shall keep full and accurate accounts of receipts and disbursements of the Society; shall collect all funds due the Society and disburse funds as required to meet the obligations of the Society; shall keep the funds of the Society in a separate account to the credit of the Society, unless the Board provides otherwise; shall render a written report at each stated meeting of the Society showing receipts and disbursements in detail since his last report; and shall prepare an annual budget for approval by the members no later than the February meeting. The Treasurer shall be ex-officio a member of the Investment Committee.

(d) The Secretary shall be Secretary of the Board; shall attend all meetings of the Board and membership; shall act as clerk thereof; and shall record all votes and the minutes of all proceedings. The Secretary shall give or cause to be given notice of all Board meetings to the Directors and of all membership meetings to all members. He shall give written notice of election to every new member elected, and to every officer not present at the time of election. Each notice of a stated meeting shall contain the names and residences of candidates for membership to be balloted upon and the names of the proposers and seconders. The Secretary shall notify the Treasurer of the name and address of each new member elected and the chairman of each committee appointed of such appointment, with a list of the members of the committee. He shall send an invitation in the name of the Society to the subscribers and invited guests for the Annual Dinner. He shall lay before the chair at each meeting a written order of business, with the names of the committees that should report, and a statement of the unfinished business, if any. He shall keep a correct roll of all active and honorary members, and all reports, letters, and other papers of the Society shall be properly filed and preserved by him. The Secretary shall perform such other duties as may be prescribed by the Board or by the President, and shall keep custody of the corporate seal, and when authorized shall affix the seal to any instrument requiring it.

(e) A Chaplain shall open each meeting at which he is present with prayer and shall render such spiritual advice and consolation to the sick and suffering who have been referred to him by the Assistance Committee, as he may deem proper in the circumstances of the case. Further, if requested by the President or another officer, a Chaplain shall perform proper funeral services for persons buried under the care of the Society.

(f) The Counselors, who shall be men learned in the law, shall give the Society such legal advice as may be required by time to time without charge.

(g) The Physicians, who shall be regular graduates of a reputable medical college shall, under the direction of the Assistance Committee, render proper medical attendance to the sick and suffering under the Society's care without charge.

(h) The Historian shall keep the biographical records of the members with any historical records of the Society.

(i) The President, Vice Presidents, Secretary and Treasurer shall be entitled

(b) The Vice Presidents shall, in order of seniority and office, perform the duties of the President in his absence, and in the same order succeed to his place in case of his death or resignation until his successor be duly chosen. The Second Vice President shall act as chairman of the Annual Dinner Committee.

(c) The Treasurer shall keep full and accurate accounts of receipts and disbursements of the Society; shall collect all funds due the Society and disburse funds as required to meet the obligations of the Society; shall keep the funds of the Society in a separate account to the credit of the Society, unless the Board provides otherwise; shall render a written report at each stated meeting of the Society showing receipts and disbursements in detail since his last report; and shall prepare an annual budget for approval by the members no later than the February meeting. The Treasurer shall be ex-officio a member of the Investment Committee.

(d) The Secretary shall be Secretary of the Board; shall attend all meetings of the Board and membership; shall act as clerk thereof; and shall record all votes and the minutes of all proceedings. The Secretary shall give or cause to be given notice of all Board meetings to the Directors and of all membership meetings to all members. He shall give written notice of election to every new member elected, and to every officer not present at the time of election. Each notice of a stated meeting shall contain the names and residences of candidates for membership to be balloted upon and the names of the proposers and seconders. The Secretary shall notify the Treasurer of the name and address of each new member elected and the chairman of each committee appointed of such appointment, with a list of the members of the committee. He shall send an invitation in the name of the Society to the subscribers and invited guests for the Annual Dinner. He shall lay before the chair at each meeting a written order of business, with the names of the committees that should report, and a statement of the unfinished business, if any. He shall keep a correct roll of all active and honorary members, and all reports, letters, and other papers of the Society shall be properly filed and preserved by him. The Secretary shall perform such other duties as may be prescribed by the Board or by the President, and shall keep custody of the corporate seal, and when authorized shall affix the seal to any instrument requiring it.

(e) A Chaplain shall open each meeting at which he is present with prayer and shall render such spiritual advice and consolation to the sick and suffering who have been referred to him by the Assistance Committee, as he may deem proper in the circumstances of the case. Further, if requested by the President or another officer, a Chaplain shall perform proper funeral services for persons buried under the care of the Society.

(f) The Counselors, who shall be men learned in the law, shall give the Society such legal advice as may be required by time to time without charge.

(g) The Physicians, who shall be regular graduates of a reputable medical college shall, under the direction of the Assistance Committee, render proper medical attendance to the sick and suffering under the Society's care without charge.

(h) The Historian shall keep the biographical records of the members with any historical records of the Society.

(i) The President, Vice Presidents, Secretary and Treasurer shall be entitled

to cast their votes on any matter requiring the approval of the Board of Directors, and such votes will be counted in determining the majority vote on any such matter.

7.4 REMOVAL OF OFFICERS. Any officer or agent may be removed by the Board, whenever, in its judgment, the best interests of the Society will be served thereby. Such a removal shall follow the procedure for removing Directors described in Section 5.5. Such removal shall be without prejudice to the contract rights of any persons so removed.

7.5 EMOLUMENTS. No Officer shall receive any emolument whatsoever from the Society.

ARTICLE VIII - VACANCIES

8.1 RESIGNATIONS. Any Director or officer may resign his position at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Society, unless some other time may be fixed in the resignation, and then from that date. The acceptance of the resignation by the Board shall not be required to make it effective.

8.2 FILLING VACANCIES. If the office of any Director or officer becomes vacant by an increase of number of Directors or officers or by reason of death, resignation, disqualification, or otherwise, the remaining Directors, although less than a quorum, by a majority vote may choose a successor or successors who shall hold office for the unexpired term.

ARTICLE IX - MEETINGS AND NOTICE

9.1. MEETINGS. Meetings may be held on five days' notice at such place within or without Philadelphia as the Board may from time to time determine or as may be designated in the notice of the meeting.

9.2 NOTICE. Notice may be given to any person either (a) personally, (b) by sending him a copy thereof through first class mail, postage prepaid or by e-mail, , to the address appearing on the books of the Society or supplied to the Society for the purpose of notice by such person, or (c) by telephone . If the notice is sent by mail or e-mail , it shall be deemed to have been given to the person entitled thereto when deposited in the mail or sent electronically.. Such notice shall specify the place, day, and hour of the meeting and in the case of a special meeting or where otherwise required, the general nature of the business to be transacted.

9.3 WAIVER OF NOTICE. Any required notice may be waived by the written consent of the person entitled to such notice either before or after the time for giving of notice, and attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE X - INDEMNIFICATION

10.1 GENERAL RULE. A Director shall not be personally liable for monetary

damages as Director for any action taken, or any failure to take any action, unless:

(a) the individual has breached or failed to perform the duties of Director in accordance with the standard of conduct contained in Section 5712 of the Act and any amendments and successor acts thereto; and

(b) the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness;

Provided, however, the foregoing provision shall not apply to (a) the responsibility or liability of a Director pursuant to any criminal statute or (b) the liability of a Director for the payment of taxes pursuant to local, state, or federal law.

10.2 INDEMNIFICATION. The Society shall indemnify any officer, or Director, or employee, or representative of the Society who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, (and whether or not by, or in the right of, the Society) by reason of the fact that such person is or was a representative of the Society, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Society, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal, provided, however, that no persons shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; and provided, further, however, in instances of a claim by or in the right of the Society, indemnification shall not be made under this Section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Society unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Society is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

10.3 PROCEDURE. Unless ordered by a court, any indemnification under Section 10.2 or otherwise permitted by law shall be made by the Society only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standard of conduct set forth under that section. Such determination shall be made:

(1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action or proceeding;

(2) if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion; or

(3) by the members.

10.4 ADVANCEMENT OF EXPENSES. Expenses incurred by a person entitled to indemnification pursuant to this Article or otherwise permitted by law in defending a civil or criminal action, suit, or proceeding may be paid by the Society in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Society.

10.5 CONTINUING RIGHT TO INDEMNIFICATION. The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an officer, or Director, for employee, or representative] of the Society and shall inure to the benefit of the heirs, executors, and administrators of such person.

10.6 OTHER RIGHTS. This Article shall not be exclusive of any other right which the Society may have to indemnify any person as a matter of law.

ARTICLE XI - ANNUAL REPORT

11.1 The Board shall prepare annually a report, verified by the President and Treasurer or by a majority of the Board, showing in appropriate detail the following:

- (a) the assets and liabilities, including the trust funds, of the Society as of the end of the fiscal year immediately preceding the date of the report;
- (b) the principal changes in assets and liabilities, including trust funds, of the Society as of the end of the fiscal year immediately preceding the date of the report;
- (c) the revenue or receipts of the Society, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Society;
- (d) the expenses or disbursements of the Society, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Society.

The annual report of the Board shall be presented at the annual meetings of the Board and the general membership and shall be filed with the minutes of the meetings of the Board. The Board may, but shall not be required to, have such report prepared and verified by a certified public accountant or by a firm of practicing public accountants. Such accountant or firm of accountants may be or include a Director, officer, or member of the Society.

ARTICLE XII - CORPORATE RECORDS

12.1 The Society shall keep an original or duplicate record of the proceedings of its Board, the original or a copy of its Bylaws, including all amendments thereto to date, certified by the Secretary of the Society, and appropriate, complete and accurate books or records of account, at its registered office or at its principal place of business.

ARTICLE XIII - AMENDMENTS

13.1 The Articles of Incorporation of the Society may be amended by a vote of two-thirds of those members present at any duly convened meeting of members after not less than 10 days prior written notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby.

13.2 The Bylaws may be amended by a vote of two-thirds of those members present at any duly convened annual, regular, or special meeting of all members after at least 10 days' prior written notice of such purpose has been given.

ARTICLE XIV - MISCELLANEOUS

14.1 FISCAL YEAR. The fiscal year of the Society shall begin on the first day of July and end on the last day of June.

14.2 HEADINGS. In interpreting these Bylaws, the headings of Articles shall not be controlling.

14.3 BOND. If required by the Board, any person shall give bond for the faithful discharge of his duty in such sums and with such sureties as the Board shall determine.

14.4 SUBVENTIONS. The Society shall be authorized, by resolution of the Directors, to accept subventions on terms and conditions not inconsistent with the Act and to issue certificates therefore.

Revised and adopted
by the Members on
February 17, 2021

Approved by Membership February 17, 2021

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17,
2021

November 1957

THE FOUNDATION OF
THE ST. ANDREW'S SOCIETY OF PHILADELPHIA

ARTICLES OF INCORPORATION

1. The name of the proposed corporation is THE FOUNDATION OF THE ST ANDREW'S SOCIETY OF PHILADELPHIA. Such name has been registered with the Department of State within six months of the date of the application for charter, said registration being effective as of (See Exhibit "A").

2. The location and post office address of its initial registered office in this Commonwealth is:

Rooms 205-207
1924 Chestnut Street
Philadelphia 3, Pennsylvania

3. A precise and accurate statement of the purpose or purpose for which it is to be formed is as follows:

To promote understanding between the United States and Scotland and Scotland and the United States, and in so doing, to help develop in the most practical way the potential leaders each country most needs, by awarding scholarships to carefully selected students under 35 years of age from the United States and Scotland, to facilitate the attendance by those students selected from the United States at an accredited institution of higher learning in Scotland and to facilitate the attendance in those students selected from Scotland at an accredited institution of higher learning in

the United States, to publish and disseminate such writings of the scholars remitting from their studies as are deemed beneficial to the relationship existing between the two countries, and to conduct such other educational activities as are considered in furtherance of Scottish-American amity.

The scholars will be chosen because of their personal qualifications for practical leadership, their scholastic aptitude, their extra-curricular proficiency, and their desire to work in their respective countries following the completion of scholarship study toward the creation of a better accord between the people of the United States and Scotland.

4. No part of the net earnings of the corporation shall be permitted to inure to the benefit of any private individual and no pecuniary gains or profits, incidental or otherwise, to the members of the corporation is contemplated, and none shall be permitted.

5. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting the influence of legislation.

6. The term for which said corporation is to exist shall be perpetual.

7. The name, place of residence and post office addresses of each of the incorporations are as follows:

<u>Name</u>	<u>Residence and Post Office Address</u>
David T . Maxwell	1103 Kenilworth Apartments Philadelphia 44, Pennsylvania
John J. Herd	348 Valley Road Merion, Pennsylvania

Archibold DeBeun Johnson	415 Glyn Wynne Road Haverford, Pennsylvania
Robert L. Gray, Jr.	8925 Crefeld Street Philadelphia, Pennsylvania
Richard Gregory Sutcliffe	Wrightstown Bucks County, Pennsylvania

8. The names and addresses of eleven persons who are to act as Directors (to be called Trustees) until the selection of their successors, who shall be subject to all of the provisions of the Non Profit Corporation Law relating to Directors, are as follows:

<u>Home</u>	<u>Address</u>
David T . Maxwell	1103 Kenilworth Apartments Philadelphia 44, Pennsylvania
John J. Herd	348 Valley Road Merion, Pennsylvania
Archibold DeBeun Johnson	415 Glyn Wynne Road Haverford, Pennsylvania
Robert L. Gray, Jr.	8925 Crefeld Street Philadelphia, Pennsylvania
Richard Gregory Sutcliffe	Wrightstown Bucks County, Pennsylvania
Burdett S. Fuller	5358 North Sydenham Street Philadelphia 41, Pennsylvania
Joseph W. Henderson, Jr.	1910 Packard Building Philadelphia, Pennsylvania
Allen Lesley	502 West Mt. Airy Avenue Philadelphia, Pennsylvania
Donald Macfarlan	1805 Chestnut Street Philadelphia 3, Pennsylvania

9. The corporation is to be organized upon a non stock basis.

10. The amount of assets classified as to real and personal property which the corporation shall have to start its corporate functions is:

Real Property	\$ None
Personal Property	\$1,000.00

11. The corporation shall have the right to make, alter, amend and revoke by-laws, from time to time, which are not inconsistent with or in violation of law, governing the qualification of members and their discipline and suspension, the date of the annual meeting and such other matters as are usually covered in and by by-laws.

12. The officers of the corporation shall be a President, Vice-President and Treasurer, and Secretary and such other officers and assistant officers as the corporation may decide from time to time. They shall be elected as provided for in by the by-laws of the corporation. The first officers of the corporation who shall hold office until the next annual meeting shall be:

<u>Name</u>	<u>Address</u>	<u>Title</u>
David T . Maxwell	1103 Kenilworth Apartments Philadelphia 44, Pennsylvania	President
Archibold DeBeun Johnson	415 Glyn Wynne Road Haverford, Pennsylvania	Vice-President and Treasurer
Richard Gregory Sutcliffe	Wrightstown Bucks County, Pennsylvania	Secretary

WITNESS our hands and seals this 19th day of December 1957.

_____(SEAL)
David F. Maxwell

_____(SEAL)
Archibold DeBeun Johnson

_____(SEAL)
Richard Gregory Sutcliffe

_____(SEAL)
Andrew Dutch

_____(SEAL)
John J. Herd

BYLAWS
THE FOUNDATION OF
THE ST. ANDREW'S SOCIETY OF PHILADELPHIA
A PENNSYLVANIA NONPROFIT CORPORATION
(MEMBERSHIP)

ARTICLE I
PURPOSES

1.1 The purposes of the Foundation are as set forth in its Articles. In pursuing such purposes, the Foundation shall not act so as to impair its eligibility for exemption under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

ARTICLE II
OFFICE

2.1 ADDRESS. The registered office and the principal office of the Foundation shall be 215 S. 16th Street, Philadelphia, PA 19103, or such other location in Pennsylvania as the Trustees may from time to time determine.

2.2 OTHER OFFICES. The Foundation may also have offices at such other places as the Trustees may select and as the business of the Foundation may require.

ARTICLE III
MEMBERS

3.1 COMPOSITION. The members of the Foundation shall be those members of The St. Andrew's Society of Philadelphia (the "Society") who have made a donation to the Foundation during the prior fiscal year.

3.2 MEETINGS.

(a) The Foundation shall have an annual meeting on or about February 28 at the principal office of the Foundation or at such other time and place as is determined by the Trustees. There shall be two other stated meetings each year, viz., on the last day of August and October, or such other day as the Trustees may prescribe,

(b) Special meetings of the entire membership may be called by the Trustees or at the written request of fifteen percent (15%) of the membership. It shall be the duty of the Secretary, on receipt of a request for such a special meeting, to send at least five days' written notice to members, stating the time, place, and purpose of the special meeting. If the Secretary fails or refuses to send such notice, the persons calling for the special meeting may call the meeting at any time or place within Philadelphia County, PA.

(c) Twelve members present at a meeting shall constitute a quorum for the transaction of business at each meeting.

(d) All meetings shall commence at 5:45 o'clock in the evening unless specifically ordered otherwise.

3.3 VOTING BY PROXY. Any absent member eligible to vote at any meeting of the Foundation may be represented as present and may vote at such meeting by a proxy authorized in writing. Such written authorization must specify the matter with respect to which the proxy is granted and the person entitled to vote, must be signed and dated by the member granting the proxy, and must be filed with the Secretary prior to the meeting.

3.4 ORDER OF BUSINESS. At all stated meetings the order of business shall be as follows:

- (a) reading, amendment, and approval of the minutes of the previous meeting,
- (b) reports of committees,
- (c) Treasurer's report and action thereon,
- (d) election of Officers and Trustees,
- (e) unfinished business,
- (f) new business, and
- (g) adjournment.

At an adjourned meeting the business shall commence where the same was left off at the time of the adjournment of the previous meeting. At a special meeting no business shall be transacted other than that for which the meeting was called.

ARTICLE W

SEAL

4.1 The seal of the Foundation shall be in circular form and shall bear the name of the Foundation and the words "Corporate Seal, Pennsylvania 1958".

ARTICLE V

TRUSTEES

5.1 MANAGEMENT. The business and affairs of the Foundation shall be managed by the Trustees. The powers of the Foundation shall be exercised by the Trustees, except as otherwise authorized by statute, these Bylaws, or a resolution duly adopted by the Trustees. The President shall preside at all meetings of the Trustees.

5.2 QUALIFICATIONS OF TRUSTEES. Each Trustee shall be a natural person of full age who is a member of the Foundation.

5.3 NUMBER AND ELECTION OF TRUSTEES. There shall be a total of twelve persons serving as Trustees, each serving a three-year term; however, four Trustees shall be elected in one year, four in the next year, and four in the third year. No member shall be elected as a Trustee for more than four consecutive terms. The Nominating Committee of the Society shall propose a slate of Trustees at least 15 days in advance of the annual meeting of members. Any seven members of the Foundation may put other names in nomination for Trustees. Trustees shall be elected by an affirmative vote of a majority of the members present at the annual meeting. They shall take office immediately. The President shall preside at all meetings of the Trustees.

5.4 TERM OF OFFICE. Each Trustee shall hold office until the expiration of the term for which he was elected and until his successor has been elected and qualified or until his earlier death, resignation, or removal.

5.5 REMOVAL OF TRUSTEES. Any Trustee may be removed from office, without the assignment of any cause, by a vote of a majority of all Trustees at a regular or special meeting of the Trustees, provided that written notice of the intention to consider removal of a Trustee and the reason(s) therefore has been included in the notice of the meeting. No Trustee shall be removed without having the opportunity to be heard at such meeting, but no formal procedure need be followed.

5.6 QUORUM. A majority of the Trustees shall constitute a quorum for the transaction of business at any meeting, and the acts of the majority of the Trustees present at a meeting at which a quorum is present shall be the acts of the Trustees.

5.7 UNANIMOUS CONSENT OF TRUSTEES IN LIEU OF MEETING. Any action which may be taken at a meeting of the Trustees may be taken without a meeting, if a consent or consensus in writing setting forth the action so taken shall be signed by all of the Trustees and shall be filed with the Secretary.

5.8 TELECONFERENCE MEETING. One or more Trustees may participate in any meeting of the Trustees by means of a conference telephone or similar communications equipment by which all persons participating in a meeting can hear one another.

5.9 VOTING RIGHTS. Each Trustee shall be entitled to one vote in person.

5.10 ANNUAL MEETING. The annual meeting of the Trustees shall be held not more than 60 days after the annual meeting of the members.

5.11 REGULAR MEETINGS. Regular meetings of the Trustees shall be held on the same date as regularly scheduled meetings of the Foundation, or as otherwise determined by the Trustees.

5.12 SPECIAL MEETINGS. Special meetings of the Trustees may be called by the President or by two Trustees at any time. At least five days' written notice stating the time, place, and purpose of any special meeting shall be given to the Trustees.

5.13 ADJOURNED MEETINGS. When a meeting of the Trustees is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting other than by announcement at the meeting at which such adjournment is taken.

ARTICLE VI COMMITTEES

6.1 TRUSTEE COMMITTEES. The Trustees may resolve to establish one or more committees to consist of one or more Trustees. Any such committee, to the extent provided in the resolution, shall have and may exercise all of the powers and authority of the Trustees, except that no committee shall have any

power or authority as to the following:

- (a) filling of vacancies among the Trustees,
- (b) adoption, amendment, or repeal of the Bylaws,
- (c) amendment or repeal of any resolution of the Trustees, and
- (d) action on matters committed by the Bylaws or by resolution of the Trustees to another committee of the Trustees.

6.2 STANDING COMMITTEES.

- (a) Development Committee
- (b) Investment Committee
- (c) Nominations Committee
- (d) Scholarship Committee

6.3 DUTIES OF STANDING COMMITTEES.

(a) The Development Committee shall implement all fund-raising activities and shall be responsible for creating strategies for increasing the assets of the Foundation.

(b) The Investment Committee shall have the responsibility to invest and reinvest the permanent funds of the Foundation in such securities and investments, including but not limited to bonds, notes, debentures, mortgages, and common and preferred stocks, as the Committee in its discretion shall see fit. All purchases or sales of securities are to be subject to the approval of the Foundation at its next stated meeting. There shall at all times be at least three members of the Committee, and the Treasurer shall be an ex-officio member of the Committee.

(c) The Nominations Committee shall be appointed by the President and shall serve for two years. It shall consist of three former Presidents of the Society and four other members. This Committee shall present at the February meeting of the Foundation nominations for officers and Trustees to be voted on at that time and shall cause the same to be published in the regular notice of the February meeting sent to each member by the Foundation.

(d) The Scholarship Committee shall have the responsibility for administering all of the scholarships that are granted by the Foundation each year. The Committee shall also be responsible for negotiating the terms of new scholarships that may be created under the Foundation.

6.4 AD Hoc COMMITTEES. The President may appoint such other committees as he deems appropriate.

ARTICLE VII OFFICERS

7.1 NUMBER AND QUALIFICATIONS. The officers of the Foundation shall include the following:

- (a) President

contribute to its support.

Membership in the Society shall be limited to five hundred persons, excluding honorary members. The By-Laws of the Society shall also prescribe the rules and regulations that shall govern the election of all members and the method of determining required contributions for the support of the Society.

ARTICLE IV OF OFFICERS AND ELECTIONS

The officers of the Society shall be a President, two Vice-Presidents, Treasurer, Secretary, Chaplain, two Physicians, two Counselors, and such number of Assistants and other offices as may from time to time be provided for by the By-Laws. The officers shall perform such duties as usually appertain to the respective offices and which shall be particularly set forth by the By-Laws.

They shall be elected annually by ballot at the October Meeting, and shall hold office for the term of one year from the thirtieth day of November of the year of their election; and if from any cause there should fail to be an election at the proper time, the officers then in office shall hold their respective places, until their successors shall be duly chosen at a subsequent meeting.

At all elections for officers the candidates elected must have a majority of the whole number of votes cast. in case any of the offices becoming vacant by death, resignation or otherwise during the current term, the vacancy shall be filled by election by ballot at the next stated meeting, or at a special meeting called for the purpose.

ARTICLE V OF MEETINGS

There shall be at least five stated meetings of the Society held every year, viz., on the last day of the months of February, May, August and October, and on St. Andrew's day, unless said meetings shall happen on Sunday, when the meeting shall be held on the day next succeeding.

The order of business and the number necessary to form a quorum shall be prescribed by the By-Laws.

The President or either of the Vice-Presidents at any time may, and shall at the request of three members in writing, call a special meeting of the Society.

ARTICLE VI OF BY-LAWS

The Society shall have power to make all needful By-Laws for the regulation of its affairs not contravening this Charter, or the Constitution and Laws of the United States of America, or of the Commonwealth of Pennsylvania.