

BY-LAWS OF THE  
SCOTTISH COUNTRY DANCE SOCIETY OF BOSTON, MA INC.  
(Approved at the 2018 SAGM)

ARTICLE I. – NAME AND PURPOSE

- I.A. The Scottish Country Dance Society of Boston, Massachusetts, Inc. (hereinafter called the Society) is a corporation, organized under the General Laws of Massachusetts (Terc. Ed.) Chapter 180. The Society is also the Boston Branch of the Royal Scottish Country Dance Society (RSCDS).
- I.B. The purposes of the Society are:
  - I.B.1. To preserve and further the practice of traditional Scottish Country Dances;
  - I.B.2. To promote and encourage the formation of other Scottish Country Dance groups;
  - I.B.3. To provide or assist in providing special education or instruction in the practice of Scottish Country Dances;
  - I.B.4. To publish, or cause to be published, descriptions of Scottish Country Dances, with music and diagrams, in simple form and at moderate price;
  - I.B.5. To collect books, manuscripts, and illustrations relating to Scottish Country Dances;
  - I.B.6. To cooperate with other societies, organizations, and groups, practicing, teaching, or otherwise interested in Scottish Country Dances and music; and
  - I.B.7. Generally, to do such other things as are considered by this Society to be incidental or conducive to the attainment of the objects above stated, or any of them.

ARTICLE II. – MEMBERSHIP AND DUES

- II.A. Membership in the Society is open to any person who supports the purposes of the Society. A member of the Society automatically becomes a member of the Royal Scottish Country Dance Society (hereinafter “RSCDS”). Acceptance in the Society shall be given by the Executive Committee. Membership begins upon receipt by the Society of the appropriate dues payment.
- II.B. The Society’s membership year runs from the first day of October of each year through the thirtieth of September of the following year. For a new member joining between July 1st and September 30th of a calendar year, the initial membership year shall continue through September 30th of the following calendar year. Memberships are renewable annually. If a renewing member does not pay dues on or before the first of November of the membership year, his or her membership shall cease as of that date.
- II.C. There are three categories of membership:
  - II.C.1. Regular membership for persons who are age 18 or above at the beginning of the membership year.
  - II.C.2. Junior membership for persons under age 18 at the beginning of the membership year.
  - II.C.3. Associate membership

- II.D. Junior members may not vote, hold any of the offices described in these By-Laws, sign petitions nominating others for office, or request Special Meetings of the Society.
- II.E. Dues for each membership category will be fixed by the Executive Committee annually before the start of the Society's membership year. The Executive Committee may adjust dues for sub-categories of Regular members to meet Society objectives. The Treasurer shall transfer that portion of the dues designated as subscription payments for RSCDS membership to RSCDS Headquarters.
- II.F.1. An Associate member must be a current paid-up member of another Branch of the RSCDS.
- II.F.2. An Associate member is entitled to receive a copy of The Tartan Times, be listed in the Society Directory, and receive a copy of this directory.
- II.F.3. An Associate member may vote in any Society meetings but may not hold office in the Society.
- II.F.4. The Associate member will receive his/her membership card, dance book(s), bulletin, news briefs, and any other general information through his/her primary Branch, which will also have the responsibility of making payment to Headquarters on his/her behalf.
- II.F.5. Dues to the Society for Associate members will be less than those for a Regular membership but at least sufficient to cover the costs incurred to the Society.

### ARTICLE III. – OFFICERS

- III.A. The officers of the Society shall be President, Vice President, Secretary, Treasurer, and Clerk (if appointed under Paragraph V.B.1.b. below). The President and the Secretary shall be elected in the even-numbered year for terms of two years, and the Vice President and the Treasurer shall be elected in the odd-numbered year for terms of two-years, in the manner hereinafter provided. All of the officers shall serve until their respective successors are elected (or appointed) and qualified and shall be eligible for re-election.

### ARTICLE IV. – DUTIES OF THE OFFICERS

- IV.A. The President shall preside at all meetings of the Society and of the Executive Committee; shall serve a member of the Executive Committee; shall serve as an ex officio member, without vote, of all other Standing, Special, and Ad Hoc committees, with the exception of the Nominating Committee; may at any time call a special meeting of the Executive Committee. In the absence of the President, duties of the President shall be performed by the Vice President, the Secretary, or the Treasurer, in order here set forth.
- IV.B. The Secretary shall keep minutes of all meetings of the Society, and the Executive Committee, and shall keep proper records of the activities of the Society. The Secretary shall make a report to each meeting of the Executive Committee, and a written report to the Annual and Semi-Annual Meetings.
- IV.C. The Treasurer shall have custody of all monies, securities, and bankbooks belonging to the Society, shall disburse the funds of the Society as directed by the

Executive Committee, and shall make a report to each meeting of the Executive Committee and a written report to the Annual and Semi-Annual Meetings.

## ARTICLE V. – COMMITTEES

V.A. There shall be three Standing committees: The Executive Committee, Nominating Committee, and Teaching and Music Committee.

V.B. Unless specifically set forth otherwise below, the quorum for any committee shall be the majority of the voting membership of the committee.

V.B.1. The Executive Committee:

V.B.1.a. The Executive Committee shall be composed of the President, Vice President, Secretary, Treasurer, and six other members of the Society.

V.B.1.b. The Executive Committee shall appoint one of its officers who is a resident of Massachusetts to serve as Clerk, to perform the duties as required by law. If none of the officers is a resident of Massachusetts, the Executive Committee shall appoint one of its members who is a resident of Massachusetts to serve as Clerk. The Clerk's term shall end at the next Annual Meeting.

V.B.1.c. Of the non-officer members of the Executive Committee, two shall be elected each year, for a term of three years, in the manner hereinafter provided. All members of the Executive Committee shall serve until their respective successors are elected (or appointed) and qualified. No member of this Committee except for the elected officers of the Society, shall be eligible for re-election to this Committee until two years after the expiration of that term.

V.B.1.d. A quorum of the Executive Committee shall be six members.

V.B.1.e. The Executive Committee shall have all of the powers of the directors, under provisions of the Massachusetts General Laws (Terc. Ed.), Chapter 180, and amendments thereto. It shall conduct and direct the business of the Society and shall have complete control over all the activities in which the Society shall from time to time engage. Without limiting the generality of the foregoing, the Executive Committee shall have the power to:

V.B.1.e.i. Fix the dues of each category of membership;

V.B.1.e.ii. Authorize the expenditure of the monies of the Society provided that any member of the Executive Committee who has, or will have, any financial interest in such expenditure shall not vote on such expenditure of monies. Without limiting the generality of the foregoing, 'financial interest' shall be deemed to be any money, thing of value or economic benefit conferred on or received by any person in return for services rendered or to be rendered or goods, supplies, or materials furnished or to be furnished. No member of the Executive Committee shall be prohibited from seeking, requesting, or otherwise advocating an expenditure of monies of the Society notwithstanding such member's disqualification to vote on such expenditure. A disqualification of a member of the Executive Committee to vote on an expenditure of monies shall not affect that member's presence for the purpose of constituting a quorum.

- V.B.1.e.iii. Fix the time and places of their own meetings, and of the Annual and Semi-Annual Meetings of the Society;
- V.B.1.e.iv. Employ necessary office assistance;
- V.B.1.e.v. Make arrangements for Society activities through special committees, or otherwise;
- V.B.1.e.vi. Appoint persons to fill unexpired terms of any officer or committee member whose office shall become vacant through resignation, failure to elect or otherwise, and to fill any newly created office but such persons shall hold office only until the next general election at which time the ballot shall contain candidates for the remainder of any unexpired term of any officer or committee member. The Nominating Committee shall nominate candidates for such unexpired term and any five members may nominate any candidate by petition for such unexpired term;
- V.B.1.e.vii. Nominate at least one member of the Society for election to the annual vacancy on the Nominating Committee;
- V.B.1.e.viii. Appoint a delegate and liaison to the Royal Scottish Country Dance Society and to its Management Committee.
- V.B.2. The Nominating Committee:
- V.B.2.a. The Nominating Committee shall be composed of three members of the Society, one member to be elected each year for a three-year term
- V.B.2.b. On or before March 15th of each year, the Nominating Committee shall report to the Executive Committee the nominations for:
  - V.B.2.b.i. President and Secretary in an even-numbered year;
  - V.B.2.b.ii. Vice President and Treasurer in an odd-numbered year;
  - V.B.2.b.iii. Two members of the Executive Committee
- V.B.2.c. There shall be at least two nominations for each office, if possible. A member of the Nominating Committee may be nominated for office but may not nominate or vote (in the votes of the Nominating Committee) for himself or herself. No member of the Executive Committee may be a member of the Nominating Committee. With these exceptions, all Regular members of the Society shall be eligible for the above offices.
- V.B.2.d. The nominations shall be made known to the members at least two weeks in advance of the distribution of the ballot so that petitions for other nominees may be submitted. Date for the return of petitions shall be given in the notification. Upon receipt by the Secretary of a petition signed by five or more members of the Society, except Junior members, the name of any member nominated shall be placed upon the ballot as an additional candidate for the office specified in the petition.
- V.B.2.e. All candidates for office must accept their candidacy in writing prior to their name being placed upon the ballot.
- V.B.3. The Teaching and Music Committee:
- V.B.3.a. The Teaching and Music Committee shall consist of nine members, seven appointed by the Executive Committee and two ex officio. The appointed members shall be selected from members of the Society according to the following formula: four teachers, two musicians, and a member-at-large.

For purposes of this by-law, a teacher is a member of the Society who holds a full or preliminary RSCDS teaching certificate, has passed Part 1 or 2 of the RSCDS teacher training system, or has taught regularly in Branch classes for a period of five or more years. A musician is a member of the Society experienced in arranging and performing music for Scottish country dancing. The Pinewoods Session chair and the Highland Ball chair shall be ex officio members of the committee. If there are co-chairs for these events, both chairs may attend meetings, but may cast only one vote.

- V.B.3.b. The Executive Committee shall appoint the Teaching and Music Committee members. The Teaching and Music Committee may recommend candidates for membership to the Executive Committee. Teaching and Music Committee members shall be appointed for terms of three years, plus two months at the end of the third year, beginning on July 1 of the applicable calendar year. An appointed member may serve no more than two consecutive terms. If an appointed member resigns before completing a term, the Executive Committee may appoint a successor to fill the unexpired term.
- V.B.3.c. At the beginning of the Committee year, the Teaching and Music Committee shall select one member to serve as chair. The Committee shall meet regularly on a schedule as necessary to perform its duties. A quorum for a meeting shall be four appointed members of the Committee, except during July and August when it shall be half the number of appointed members then serving plus one. The chair of the Committee may delegate specific tasks to subcommittees.
- V.B.3.d. The duties of the Teaching and Music Committee include, but are not limited to, planning for and organizing the teaching and music aspects of Branch events that require the service of RSCDS-certificated teachers and experienced musicians of demonstrably high quality, and other events at which it is desirable to uphold the standards of Scottish country dancing and dance musicianship. The Committee shall be responsible for the teaching and music staff and related tasks for the annual Pinewoods Scottish Sessions. The Committee will work with the Executive Committee to encourage teachers and musicians to serve on the Teaching and Music Committee. It may ask the Executive Committee to resolve any questions about the Committee's duties.

## ARTICLE VI. – ELECTIONS

- VI.A. The Executive Committee shall prepare a ballot containing the names of all candidates nominated as provided above, without indicating which nominations were made by the Nominating Committee and which nominations were made by petition of five members (if any), and shall send it to every member of the Society entitled to vote, directed to the electronic or postal address at which the member has chosen to receive materials from the Society, as shown upon the Society's most recent membership records. A biographical sketch of all candidates shall be included with the ballot.

- VI.B. Members shall return paper ballots or respond to electronic ballots by a date prior to the Annual Meeting. The votes shall be counted by two or more officers of the Society and the results reported to the Annual Meeting by the Secretary. The candidates receiving the majority of votes cast for their respective offices shall be considered elected.
- VI.C. If no candidate received a majority of all votes cast for any office, the Executive Committee shall prepare and cause to be distributed to all, members of the Society entitled to vote, in accordance with the procedures in Article VI.A, a second ballot containing only the names of the candidates receiving the highest and the second highest number of votes and a return date. The candidate receiving the highest number of votes on this second ballot shall be considered elected.
- VI.D. The elected candidate shall take office at the Annual Meeting following their election, or, in the case of a second ballot, upon tabulation of the votes.

#### ARTICLE VII. – REMOVAL OF OFFICERS AND MEMBERS OF THE EXECUTIVE COMMITTEE

- VII.A. Any officer or any other member of the Executive Committee who fails to attend three consecutive meetings of the Executive Committee, or who fails to perform the duties of their office as set forth in these By-Laws, shall, upon a two-thirds vote of the Executive Committee, be removed from office and a successor shall be selected in accordance with Paragraph V.B.1.e.vi. above.

#### ARTICLE VIII. – FISCAL YEAR

- VIII.A. The fiscal year of the Society shall begin on the first day of October of each year and end on the last day of September of the year following.

#### ARTICLE IX. – CONDUCT OF GENERAL AND SPECIAL MEETINGS

- IX.A. The Annual Meeting of the Society shall be held during either the first or second week in June of each year, as determined by the Executive Committee, at a time and place fixed by the Executive Committee. The Semi-Annual Meeting of the Society shall be held in October or November, with the date, time, and place to be determined by the Executive Committee. Upon written request of a majority of the Executive Committee, or any three or more members of the Society except Junior members, the President shall call a Special Meeting of the Society. Notice of any meeting shall be sent to each member of the Society, directed to the electronic or postal service address at which the member has chosen to receive materials from the Society, as shown on the Society's most recent membership records, at least ten days in advance of the date for said meeting.
- IX.B. Only simple majority votes of those present and voting will be required at all meetings of the Society, except on proposed amendments to the By-Laws, where a two-thirds vote is required, and on other matters where the laws of the Commonwealth of Massachusetts prevail.
- IX.C. Meetings shall be conducted in accordance with Robert's Rules of Order (current edition).

## ARTICLE X. – QUORUM

- X.A. A quorum at any meeting of the Society shall consist of 10 percent of the membership in good standing and entitled to vote. Proxy votes will count towards the quorum.

## ARTICLE XI. – AMENDMENTS

- XI.A. These By-Laws may be amended at any Annual, Semi-Annual, or Special Meeting of the Society by the affirmative vote of two-thirds of those voting, providing a copy of the proposed amendment and a reply form including a return date no later than the published date and time of the meeting shall have been sent to the members, in accord with the procedures in Article IX.A, at least three weeks before the meeting. In order to be counted, the Secretary must receive responses from those not present at the meeting by the designated return date.
- XI.B. Amendments may be proposed by the Executive Committee or by written petition of 25 or more members.
- XI.C. Included with the proposed amendment will be an explanation representing the majority position of the Executive Committee on the amendment and any different positions and/or explanations submitted by a minority of the Executive Committee or by any of the petitioners.

## ARTICLE XII. – DISBANDMENT

- XII.A. Procedures for voting on the disbandment of the Society shall be the same as for amendments to the By-Laws, with the additional requirements as identified below.
- XII.B. A motion for disbandment shall require a roll-call vote. Proxy votes shall be signed. Results of the roll-call vote shall be made available to the membership.
- XII.C. Upon passage of such motion, the Clerk shall immediately petition the Commonwealth of Massachusetts for dissolution. Assets shall be distributed in accordance with the purposes of the Society, the motion for disbandment, and laws of the Commonwealth of Massachusetts.