

**THE HIGHLAND SOCIETY OF HARFORD COUNTY, INC.**  
**BY-LAWS      FEBRUARY 2024**

**PREAMBLE**

The Highland Society of Harford County is incorporated for the preservation of the spirit, dress, music, culture, and history of the Scottish people and is dedicated to the promotion of these traditions within Harford County and its environs.

The Charter Members of the Society on date of incorporation, March 7, 1967, were; Brodnax Cameron, Jr.; Honorable Harry E. Dyer, Jr.; Gwynne L. Holden; Colonel William H. B. Howard, Sr.; William H. B. Howard, Jr.; J. Garland Green; J. Stanley Lenox; John A. Malcomb; Howard J. McCann; D. Franklin McGinnis, Sr.; David F. McGinnis, Jr.; Richard G. McGinnis; O. Barton McLean; Doctor Donald G. Russell; Alexander Shaw; I. Dale Snodgrass; and George L. Van Bibber. This list of designated Charter Members of this Society shall be perpetuated in the Preamble to the By-Laws of this Society.

In order to secure and perpetuate the advantages expected to result from this Society to the natives of Scotland and their descendants in Harford County and its environs, the following rules were unanimously approved and adopted and subsequently amended as the By-Laws by which the Society shall hereafter be governed.

**ARTICLE I, NAME AND ADDRESS**

The name of this Society shall be THE HIGHLAND SOCIETY OF HARFORD COUNTY, INC., hereinafter referred to as "the Society".

**ARTICLE II, OBJECTS**

The primary object of the Society shall be to promote and preserve the traditions, lore, poetry, art, dress, welfare, and history of the Scottish people in Harford County and its environs. The Society shall bring together persons interested in Scottish traditions for the mutual exchange of ideas, information, and knowledge, and shall work to promote the general welfare of the Society. The Society shall be a nonprofit corporation and no profit shall inure to the benefit of any of its members.

**ARTICLE III, SEAL**

The Seal of the Society is portrayed with a walking plow over a Shield which is the flower of the European Thistle on a field of blue and gold against a background of bends and pales representing the three Harford County streams which are Deer Creek, Winters Run, and Bynum Run. The Seal and Shield are enclosed within two circles, inner of gold and outer of blue, with the name of the Society in block letters on the outer edge of the gold circle. The numerals "1967" on either side of the Shield signify the year of incorporation and the motto "CAMPANOS BLATHOS LEAS CURIM" or in English, "Fellowship – Warmth – Good Cheer" exemplifying the Society itself. The plow identifies the Society as being located within an agricultural area, thereby reminding all Scots to drive the plowshares of thought diligently through the heavy ground of ignorance. The circles of gold and blue represent the richness of the soil under a blue sky.

## **ARTICLE IV, FLAG**

The Society shall have a flag of appropriate design incorporating the Official Seal. The flag shall be displayed at functions and gatherings where deemed fitting and proper, such as all regular and special meetings, parades, and formal dress occasions.

## **ARTICLE V, POWERS**

The Society shall have all the powers permitted by law and necessary or desirable for carrying out the objects for which it was incorporated.

## **ARTICLE VI, OFFICERS**

Section 1. The elected Officers of the Society shall consist of a President (Laird), 1<sup>st</sup> Vice President (Aide de Laird), 2<sup>nd</sup> Vice-President (2<sup>nd</sup> Aide de Laird), Secretary, and Treasurer, all of whom must be regular or life members. The Immediate Past President shall be an officer by succession.

Section 2. Unless specifically requested otherwise by a voting member, each officer shall be elected by a voice or show of hands vote. The officers shall be elected by a simple majority of the voting members at the annual meeting provided a quorum is present, and shall serve for a term of one year effective upon installation in January, or until a successor has been duly elected and qualified.

Section 3. The president may serve in this capacity for no more than three consecutive terms, but other elected officers may succeed themselves in office for more than three consecutive terms.

Section 4. In addition to the elected officers, the president may appoint, with the advice and consent of the Board, other persons to fill positions needed to carry out the objectives of the Society. The terms of these appointed persons shall coincide with that of the president.

## **ARTICLE VII, DUTIES OF PRESIDENT (LAIRD)**

Section 1. To preside at all meetings; regular, special, and those of the Board of Directors.

Section 2. To establish committees as necessary and appoint chairpersons, with the advice and consent of the Board

Section 3. To ensure that all books, reports, and certificates required by law and the Society are properly kept, submitted, and filed.

Section 4. To sign all checks and drafts of the Society in the event of incapacity or unavailability of the treasurer.

Section 5. To present at the annual meeting an annual report of the work of the Society.

Section 6. To plan, organize, and schedule, regular meetings.

## **ARTICLE VIII, DUTIES OF VICE-PRESIDENTS**

### Section 1. 1st Vice President (Aide-de-Laird)

- (a) To assist the president in conducting the business of the Society.
- (b) To assume and perform all of the duties of the president in the absence of the president.
- (c) To become acting president for the remainder of the term of office whenever the president can no longer carry out the president's required duties.
- (d) To assist the president in planning, organizing, and scheduling programs for regular meetings.

### Section 2. 2nd Vice President (2nd Aide-de-Laird)

- (a) To be responsible for the safekeeping, maintenance, and replacement of the flags, banners, and other regalia of the Society, and be responsible for the assignment and return of all such property when used by the members of the Society.
- (b) To assume and perform all of the duties of the 1st Vice President in the absence of the 1st Vice President.
- (c) To assist the president in developing strategies for fund raising and public relations activities and provide oversight of these activities.
- (d) To ensure the completion of financial reviews every three years or upon a change of treasurer, whichever occurs first.
- (e) To assist the president in any duties assigned by the president.

## **ARTICLE IX, DUTIES OF SECRETARY**

Section 1. To maintain custody of the Seal of the Society.

Section 2. To keep, in permanent form, the minutes, and other records of the Society and to submit a copy of the minutes of the regular meetings of the Society to the editor of the newsletter.

Section 3. To serve as the secretary to the Board of Directors and record the minutes of the meetings of the Board of Directors.

Section 4. To file all certificates and reports required by local, state, and federal laws.

Section 5. To give and serve all notices to members of the Society. Any notices may be delivered by US Postal Service or email.

Section 6. To submit to the president any communications received addressed to the secretary of the Society.

Section 7. The secretary shall provide each new member a current directory of the membership of the Society and a copy of the By-Laws.

Section 8. To attend to all correspondence of the Society.

Section 9. To maintain, in coordination with the treasurer, a list of members of the Society and to receive applications from prospective members.

#### **ARTICLE X, DUTIES OF TREASURER**

Section 1. To receive all monies paid to the Society and to disburse funds to satisfy Society obligations and expenses under the oversight of the Board of Directors.

Section 2. To promptly deposit all monies received by the Society into a bank or other financial institution selected by the Board of Directors.

Section 3. To prepare and sign all checks and drafts of the Society. A debit card with the approved financial institution may be used in lieu of a check.

Section 4. To keep a regular and exact account of all receipts and disbursements and have the books and vouchers ready for examination when called upon by the Board of Directors and/or Financial Review Committee.

Section 5. To render a written statement of the financial condition of the Society at such times as the Board of Directors may designate. All such statements shall be affixed to the minutes of the Board of Directors.

Section 6. To submit a monthly financial report to the editor of the newsletter.

Section 7. To maintain, in coordination with the secretary, a list of members of the Society.

#### **ARTICLE XI, BOARD OF DIRECTORS**

The Society shall be managed by a Board of Directors

Section 1. The Board of Directors shall consist of the President, 1st Vice-President (Aide-de-Laird), 2nd Vice President (2<sup>nd</sup> Aide de Laird), Secretary, Treasurer, and Immediate Past President.

Section 2. A majority of the currently serving members of the Board of Directors shall constitute a quorum for meetings of the Board of Directors. The first meeting of the Board shall be normally held during the month of January. Subsequent meetings of the Board shall be held as needed. The Board of Directors may meet in person, by telephone, virtually, or any combination thereof.

Section 3. Each Director shall have one vote and such voting may not be done by proxy. The president shall vote only to break a tie.

Section 4. On recommendation of the treasurer, the Board of Directors shall select a bank and/or other financial institution in Harford County for the deposit and safekeeping of monies, securities, and other financial instruments belonging to the Society.

Section 5. The Board of Directors shall determine the need for liability insurance coverage and shall arrange for procurement of same.

Section 6. Vacancies on the Board of Directors shall be filled for the unexpired balance of the term by a vote of the voting membership at the next regular meeting following such vacancy.

## **ARTICLE XII, MEMBERSHIP**

Section 1. Membership is limited to four types: Regular, Paid-Up Life, Honorary Life, and Junior. Regular, Paid-Up Life, and Honorary Life members are voting members and Junior members are non-voting members.

Regular Membership in the Society may be conferred to persons who have reached their twenty-first birthday and who demonstrate interest in furthering the objects of the Society. Regular Members are those whose applications have been reviewed and approved by the Board of Directors and who pay annual dues.

Paid-Up Life Membership in the Society may be purchased by current or new members who have paid the dues determined for this category by the Board of Directors.

Honorary Life Membership in the Society may be conferred upon Regular Members who have distinguished themselves by their long and meritorious service to the Society, and who have been unanimously selected by the Board of Directors for Honorary Life Membership. Honorary Life Members are exempt from paying dues.

Junior Membership may be conferred to persons who have reached their sixteenth birthday and who demonstrate interest in furthering the objects of the Society. A Junior Member shall not vote and will not qualify to be an elected officer of the Society. Upon reaching their twenty-first birthday they may apply for Regular Membership. Junior Members are exempt from paying dues.

Section 2. Each prospective member shall complete a membership application. The completed application, together with appropriate dues, as stated hereinafter, will be submitted to the Board of Directors for processing.

Section 3. Members may have their membership terminated for conduct unbecoming to the Society by a vote of two-thirds of the voting members present at any meeting. Such members may appeal their termination to the Board of Directors whose decision will be final.

Section 4. The Board of Directors shall have the power to remove a member for non-payment of dues.

## **ARTICLE XIII, COMMITTEES**

Section 1. Committees may be established and chairpersons appointed as provided in Article VII, Duties of the President. The term of the committee shall coincide with that of the president but may be shorter whenever the purpose for which such appointment was made has been fulfilled, or whenever terminated by the president.

Section 2. The appointed committee chairpersons shall select the members of their committees.

Section 3. There shall be no permanent/standing committees in the Society.

#### **ARTICLE XIV, VOTING**

Unless specifically requested otherwise by a voting member, voting at all meetings will be by voice or show of hands vote. Unless provided otherwise herein, a majority vote shall be required to decide all issues and questions.

A quorum at any meeting of the general membership of the Society shall be twenty-five percent (25%) of the voting membership.

#### **ARTICLE XV, DUES**

The dues of the Society shall be determined by the Board of Directors.

#### **ARTICLE XVI, MEETINGS**

Section 1. The place, date, and time of regular meetings of the Society shall be designated by the Board of Directors.

Section 2. The annual meeting of the Society shall be held in the fall of each year.

Section 3. Special meetings of the Society may be called by the president when deemed in the best interest of the Society by the president. Notices of such meetings shall be provided as specified herein to all members at least five days before the scheduled date set for such a special meeting. Such notice shall state the reasons for such a meeting and the business to be transacted.

Section 4. The president shall call a special meeting whenever requested in writing by letter or email by at least two members of the Board of Directors or five voting members of the Society. Such special meeting will be held within thirty days from the receipt of the request.

#### **ARTICLE XVII, POLITICAL CANDIDATES**

The endorsement of candidates for public office by the Society is prohibited.

#### **ARTICLE XVIII, PARLIAMENTARY PROCEDURE**

Robert's Rules of Order (latest edition) shall govern the proceedings at all meetings of the Society except when in conflict with the provisions herein. A rule within Robert's Rules of Order may be suspended by a two-thirds vote of all voting members present.

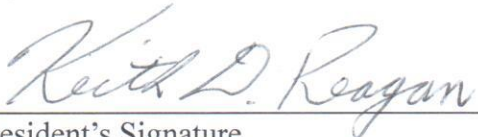
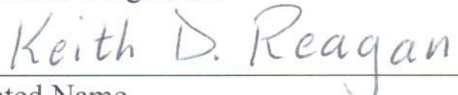
## ARTICLE XIX, AMENDMENTS

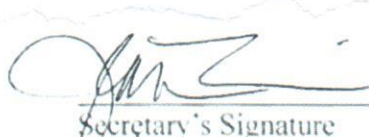
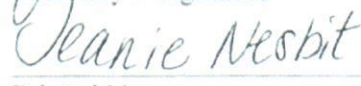
These By-Laws may be altered or amended at any general membership meeting of the Society by a vote of two-thirds of the voting members present provided a quorum is present. A copy or the substance of such proposed amendment shall be provided to each voting member at least ten days in advance of the meeting at which it is to be acted upon.

### Revision History

Revised date	Attest
February 20, 2024	Keith D. Reagan, President By-Law Revision Committee, Keith D. Reagan, Chairperson, SJ Anderson, Andrea Bowden, John Polk, Glen Schmiesing, Susan Wheeler
March 1, 2009	Charles Wilson Jr., President Constitution and By-Laws Committee, J. Michael Pratt, Chairman, Hon. Jeffrey Dirk Wilson, Thomas L. Dorsey Jr. Esq.
October 17, 2006	David C. Robinson, President Constitution and By-Laws Committee, Wayne R. Kirn, Chairman, J. Michael Pratt, Col. James V. Wasson
January 17, 2006	David C. Robinson, President Constitution and By-Laws Committee, Wayne R. Kirn, Chairman, J. Michael Pratt, Col. James V. Wasson
May 30, 2002	David F. Wallace, President Wayne R. Kirn, Chairman, Constitution and By-Laws
September 21, 1999	Wayne R. Kirn, President Judge Kenneth A. Wilcox, Chairman, Constitution and By-Laws
June 21, 1988	J. Garland Green, President Albert W. Laisy, Chairman, Constitution and By-Laws
November 29, 1979	J. Garland Green, Chairman; Harry E. Dyer, Allan C. Hamilton, S. Todd Holden.
June 24, 1971	

This is to certify that these By-Laws were approved and adopted at the regular meeting of the Highland Society of Harford County at The State Theater of HDG on February 20, 2024.

  
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 President's Signature  
  
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 Printed Name

  
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 Secretary's Signature  
  
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 Printed Name