

THE BY-LAWS OF THE HARP AND SHAMROCK SOCIETY OF TEXAS, INC.

ARTICLE I. OFFICERS

Section 1.

The Board shall be composed of the elected officers, the directors and the Chaplain.

Section 2. The elected officers of this Society shall be:

- A. President
- B. First Vice-President
- C. Second Vice-President
- D. Secretary
- E. Treasurer

Section 3:

Officers shall be elected from the membership and shall serve without pay for one year beginning October 1 and ending September of the year following.

Section 4.

There shall be twelve (12) elected directors. After the initial term of any directorship created by these By-Laws has been completed, thereafter the directors so elected to such directorship shall be elected to serve a three (3) year term, beginning October 1.

Section 5.

Interim vacancies on the Board of Directors shall be filled by appointment of the President with the approval of the board and the person so appointed shall hold office for the remainder of the unexpired term of the vacancy.

Section 6.

The President may appoint (3) directors with the approval of the board, for one-year terms to be served during the President's current elected term.

Section 7.

The (3) founding fathers of this Society were Dr. Seán Burke, Mr. Patrick J. Dowd and Colonel Joseph B. McShane.

Section 8.

The immediate past President shall be a member of the Board of Directors for the two (2) years after his/her term of office.

Section 9.

The duly elected chairmen of the St. Patrick's Day Parade Committee, Society Festival Committee and the Newsletter Editor shall be members of the Board of Directors as long as they are the active chairmen.

Section 10.

The Irishman of the Year honoree shall serve as a member of the Board of Directors until a new honoree is selected by the Irishman of the Year Committee.

Section 11.

The President may appoint a Parliamentarian or Sergeant-at Arms at will.

ARTICLE II. STANDING COMMITTEES

Section 1.

Permanent standing committees shall consist of:

- A. Membership Committee
- B. Nominating Committee
- C. Election Committee
- D. St Patrick's Day Parade/Events Committee
- E. Festival Committee
- F. Irishman of the Year Committee
- G. Publicity Committee
- H. Social Committee
- I. Fund Raising Committee
- J. Ways, Means, and Budget Committee
- K. Telephone Committee
- L. Cultural Committee
- M. Cusack Award Committee
- N. Academic and Cultural Scholarship Committee

Section 2.

The standing committees shall have a composition and duties as further described in the By-Laws, or as may be assigned by the President with the approval of the Board of Directors, if no duties or composition are further described or set out in these By-Laws.

Section 3.

Except as may otherwise be provided for in these By-Laws, the chairperson of each standing committee shall be appointed by the President and shall be a member of the Board of Directors.

Section 4.

During the President's term of office, the President may create other committees, (other than standing committees) as is deemed necessary and appropriate, and such committees shall exist only during the term of the appointing President. The President shall make all appointments to those committees, and the President shall have the power to name a permanent chairperson on each committee created under this section for the duration of the committee; however, each person so appointed by the President as a chairperson, and all members appointed to such committees created by the President, shall automatically have their appointment thereto expire upon the termination of the term of office of the appointing President, unless such committee or members thereof is sooner terminated or removed by the appointing President or its successor to the term thereof.

ARTICLE III. MEMBERSHIP COMMITTEE

Section 1.

The Membership Committee shall be composed of:

- A. The President as an -officio member.
- B. Three members appointed by the President
- C. Other members approved by the Board of Directors.

Section 2.

The Membership Committee shall investigate all applications for membership to meet the following requirements:

- A. Irish ancestry
- B. Interest in the objectives of this Society.
- C. Eighteen (18) years of age.

D. Of good moral character.

Section 3.

Any individual who meets the requirements of membership shall be eligible upon approval of the Board of Directors.

ARTICLE IV. SCHOLARSHIP COMMITTEE

Section 1.

The purpose of the scholarship/grant will be for academic and/or cultural pursuit. As an Academic scholarship it will fund tuition for an accredited college or private school. As a cultural scholarship, the gift would be used for cultural pursuit for such things as Irish dancing, Gaelic language, or any of a number of Celtic heritage studies.

Section 2.

The committee will be comprised of nine members, each serving a term of three years, with three members rotating out as three new members rotate in. Members of the committee would be selected in three ways; one elected by the membership, one selected by the President, and one selected by the Board of Directors of the Society. All members of the committee shall be members of the Harp and Shamrock Society. There are no term limits on committee members.

Section 3.

The Board of Directors cannot cull out any recommendations for grant or scholarship approved by the standing committee. Recommendation for grant or scholarship shall be submitted to the President for Board approval at the next scheduled Board meeting.

Section 4.

The recommendation of monetary grants or scholarships as stated by the committee shall be voted on by the Board. There shall be no amendment or alteration of the committee's recommendation by the Board. The Board shall approve or disapprove the committee's report in toto.

Section 5.

The annual total of the gifts of scholarship and or grant shall not exceed 75% of the annual interest accrued on the fund in the last calendar year, except as otherwise provided. The committee recommends at least one gift of scholarship/grant be awarded each year. Said award will be paid directly to the individual who shall provide evidence of enrollment or receipt of payment to school or institution.

Section 6.

The President shall be empowered to select a replacement for any member of the committee who either resigns or is otherwise unable to serve.

ARTICLE V. MEETINGS

Section 1.

There shall be at least four (4) meetings of the Society each year. Nominations of officers and directors shall be held during the meeting in May. The election of officers and directors shall be held during the meeting in June.

Section 2.

Society meetings shall be held at such times and places as designated by the President and/or the Board of Directors. Ten (10) days notice shall be given each member of such meetings.

Section 3.

The members who are present at such Society General Membership Meetings shall constitute a quorum to transact business.

ARTICLE VI. THE BOARD OF DIRECTORS

Section 1.

The affairs of the Society shall be under the management of the Board of Directors.

Section 2.

The Board of Directors is authorized to spend funds. The President with the advice of the treasurer and one other officer may spend up to \$250.00 for the good of the Society without board approval. Expenditures above \$250.00 must have board approval and may not exceed cash and secured funds of the Society without approval by a simple majority of the membership meeting providing that members are notified in advance that such issue will be addressed at the General Membership meeting.

Section 3.

The President with the Board of Directors approval may designate outstanding persons as he deems fit as Honorary Vice-Presidents.

Section 4.

Any officer or director who publicly uses his office or the name of the Society with intent to endorse any political ideology, party, or personality shall be subject to dismissal from the Society. Any person so charged shall be entitled to a hearing before the Board of Directors. A two-thirds (b) majority vote of the board shall be required for dismissal.

Section 5.

Presence of one-third (a) of the Board of Directors may be called by any officer or by three (3) directors upon ten (10) days notice to each board member.

Section 6.

Special meetings of the Board of Directors may be called by any officer or by three (3) directors upon ten (10) days notice to each board member.

Section 7.

If the President fails to call a board meeting within seventy (70) days from the last meeting of the Board of Directors, any three (3) directors may call a meeting with ten (10) days notice to the members of the board. If the President fails to attend such a called meeting, the First Vice-President, or in his/her absence, the Second Vice-

President or in his/her absence, whomever the board designates.

Section 8.

The Board of Directors shall have and exercise all the powers and prerogatives granted the directors of private corporations under the laws of the State of Texas.

Section 9.

The Cusack Family Award is hereby established, consisting of an appropriate award to be given annually at the Awards Banquet to honor a society member or members who have been outstanding volunteer workers on behalf of the Society during the preceding year. This award is given in honor of Jim and Ann Cusack, and Howard and Arline Cusack, commemorating their unselfish work with and for the Society over the years. The recipients are to be determined at a meeting of the Cusack Award Committee, comprised of the past honorees, and presented to the Board of Directors during the February meeting. The committee shall elect its chairman, annually, from its membership.

ARTICLE VII. NOMINATIONS AND ELECTIONS

Section 1.

For the purpose of this article the term "eligible members" shall mean the eligibility of members of the Society to vote for nominees and be nominated for an elected office in the annual election of the officers and elected directors of the Society.

Section 2.

Only those members whose annual membership dues have been fully paid by the 17th day of March preceding the election and who are members in good standing shall be considered eligible members for the purposes of this article.

Section 3.

The Secretary together with the Treasurer shall prepare and verify a list of eligible members to be presented to the Board of Directors at their monthly meeting in April preceding the election for inclusion in the permanent record of the Society.

Section 4.

Nominations for officers and directors on the Board of Directors shall be made by a nominating Committee prior to the annual elections under the following guidelines:

- A. The Nominating Committee shall consist of five (5) members, none of whom shall be the President.
- B. Three (3) members of the Nominating Committee shall be appointed by the President and two (2) members shall be elected by the Board of Directors.
- C. The committee shall elect its own chairman.
- D. The Nominating Committee shall nominate eligible members only, and any eligible member of the Society may submit his or her name and qualifications to the Nominating Committee for consideration by the committee as a nominee for any office of the Society if they would otherwise be eligible to hold such office, and for each Board of Directors position which shall be voted upon.

Section 5.

The Nominating Committee will report to the Board of Directors and then to the general membership. At the membership meeting in May, nominations may be made from the floor by any eligible member only.

Section 6.

At the membership meeting in May, the President will appoint an Elections Committee consisting of at least three (3) and no more than five (5) members, none of whom have been nominated for election to office.

Section 7.

The Election Committee shall verify the eligibility of all nominees for election.

Section 8.

The Election Committee shall prepare and send a ballot listing the nominees for officers and directors to each eligible member at least twenty (20) days before the election meeting, which shall be held in June.

Section 9.

The Election Committee shall send notice of the date, place, and time of the June election meeting to all members at least twenty (20) days in advance of said meeting.

Section 10.

Election of officers and directors of the Society shall be by secret ballot.

Section 11.

The outgoing President or a presiding officer appointed by the President shall preside over the June meeting.

Section 12.

The Chairman of the Election Committee shall report the results of the election to the membership.

ARTICLE VIII. POWERS AND DUTIES OF OFFICERS

Section 1.

The President shall preside at all meetings (other than committee meetings). He/she shall sign all instruments on behalf of the Society (requiring his/her signature) and shall perform such other duties as pertain to the office and as may be required of him/her by the Board of Directors. The President shall be an ex-officio member of all committees other than the Nominating Committee and Irishman of the Year Committee.

Section 2.

The Vice-Presidents in descending order shall perform such duties as may be required of them by the Board of Directors or by the President. In the event of the absence of the

President or his/her inability to act, his/her duties shall be performed by the First Vice-President.

Section 3.

The Secretary shall attend all official meetings of the Society and committee meetings and shall keep accurate minutes of the proceedings in a permanent book and shall maintain correspondence for the Society as deemed necessary by the President or by the Board of Directors.

Section 4.

The Treasurer is directly responsible to the President and the Board of Directors for all accounting and reporting functions and is specifically charged with the following duties:

- A. The proper recording of all receipts and disbursements of the Society.
- B. The maintenance of adequate records in all matters of a financial nature, including presentation of a planning budget for the forthcoming year, no later than the board meeting in July.
- C. The preparation and interpretation of a financial report to be submitted to the Board of Directors at the monthly meeting or whenever requested by the board.
- D. The preparation and filing of all necessary tax returns.

Section 5.

Directors shall attend all meetings of the Board of Directors and carry out the duties required of them by the President or the Board of Directors. If an officer or an elected or appointed member of the Board of Directors misses three (3) consecutive monthly meetings without adequate reason, this may be cause for the Board of Directors to ask for the resignation of such director or officer.

Section 6.

The Chaplain as a member of the Society shall represent the Society in all spiritual and moral endeavors and provide guidance in such other duties such as visiting the

seriously ill, conducting memorial services, giving the invocation at the annual Alamo ceremonies and such other duties as may be required by the President or the Board of Directors.

Section 7.

An Executive Committee may be appointed by the President. The President will serve as chairman of the Executive Committee. The committee shall be composed of five (5) members, at least two (2) of whom will be from the Board of Directors.

ARTICLE IX. FINANCES

Section 1.

The fiscal year of the Harp and Shamrock Society of Texas shall be from October 1 through September 30.

Section 2.

This Society shall be without capital stock.

Section 3.

This Society is to be non-profit and any income it may receive shall be used for the purpose for which the Society is formed and shall not in any way inure to the benefit or financial profit of any individual.

Section 4.

The income of this Society shall be derived from annual dues, as hereby provided, from fund-raising events and from donations and contributions from its members and others. This Society shall receive funds as may be necessary to carry out its objectives from such dues, voluntary subscriptions, donations, gifts, conveyances, bequests, annuities, or otherwise.

Section 5.

In the event of disbandment of the Society, all remaining assets are to be turned over

to:

- A. Two-thirds (b) to St. Peters-St. Joseph's Children's Home, Bexar County, Texas.
- B. One-third (a) to Mother Columkille Scholarship Fund at the University of the Incarnate Word, San Antonio, Texas.

Section 6.

All fund-raising project chairmen shall be appointed by the President with board approval, except as provided elsewhere. The term as chairman will be specified upon appointment.

ARTICLE X. IRISHMAN OF THE YEAR

There shall be an annual Irishman of the Year Award given to the person selected by the Irishman of the Year Committee, which shall be comprised of the past recipients of this award who are members of the Society. The most recent recipient present shall act as committee chairman.

ARTICLE XI. SEAL

This Society may have a seal if so voted by the members, and in such event, the Board of Directors shall determine the design of such a seal.

ARTICLE XII. PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order Revised shall be the authority of all question of parliamentary law not covered by the By-Laws.

ARTICLE XII. AMENDMENT OF THE CONSTITUTION AND BY-LAWS

The Constitution and By-Laws may be amended by a vote of seventy-five percent (75%) of the membership present and voting at a General Membership Meeting, providing that copies of the proposed amendment are mailed to the members at least ten (10) days before the meeting.

ARTICLE XIV. COMPLIANCE WITH STATE LAW

Section 1.

Nothing in the Constitution and By-Laws shall be contrary to the laws of the State of Texas.

Section 2.

If any one or more of these provisions shall be held to be void, unlawful or illegal by a court of competent jurisdiction, the remaining provisions of this Constitution and By-Laws shall remain in full force and effect.