

April 10, 2025

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

(RECOMMENDED AMENDMENTS ARE HIGHLIGHTED)

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 **a two (2) year** beginning October 1 and ending September 30th of the following year. **In the event no election has been held by October 1st, all Officer and Board positions shall remain in hold over-status until an election is held. There shall be a limit of not more than two successive terms for an individual to hold the same office, except for the office of Secretary and Treasurer. There shall be no limit to the number of terms the same Individual may be elected to the office of Secretary, and the office of Treasurer shall not be held by the individual by election for more than four (4) consecutive and successive terms.**

Section 4.

There shall be **six (6) elected directors**. After the initial term of any directorship created by these By-Laws has been completed, thereafter the directors elected to such directorship shall be elected to serve a three (3) year term, beginning October 1st.

Section 5.

Interim vacancies on the Board of Directors shall be filled by appointment by 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 **(2)** directors with the approval of the board, for a one-year terms to be served during the President's current elected term **or hold-over period.**

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 **one (1)** year after his/her term of office.

Section 9.

The President may appoint a Chaplin, Parliamentarian or Sergeant-at Arms, at Will, and unless already serving in an elected or appointed capacity, they shall be a member of the board without vote or for consideration of a quorum. .

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. Irishman of the Year Committee**
- F. Social Committee**
- G. Ways, Means, and Budget Committee**
- H. Cusack Award Committee**
- I. Academic and Cultural Scholarship Committee.**

Ad Hoc Committees shall consist of:

Publicity Committee/Newsletter

Fund Raising Committee
Telephone Committee
Culture Committee

Section 2.

The standing committees **and ad hoc 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 only the chairs of the following Standing Committees who are not on the Board of Directors in some other capacity shall be considered as a member of the Board of Directors with voting rights.**

- A. Membership Committee**
- B. Ways, Means and Budget Committee**
- C. St. Partick's River Parade/Events Committee**
- D. Academic and Cultural Scholarship Committee.**

Section 4.

During the President's term of office, the President may create other committees, (other than standing committees) as 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, except as otherwise provided for in these By-Laws, 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.

Section 5.

After each committee hearing, the Chairperson of that committee, at the direction of the President, shall present an oral/written report of the committee proceedings

to the Board at the Board's next regular scheduled meeting held after the committee meeting.

ARTICLE III. MEMBERSHIP COMMITTEE

Section 1.

The Membership Committee shall be composed of:

- A. The President as an **ex-officio** member.
- B. **No more than three members** appointed by the President.
- C. Other members approved by the Board of Directors, **but no more than two.**

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 selection criteria and rubric used to judge each applicant shall be developed by the committee with the advice and consent of the Board. The committee shall

review its procedures for selection annually and shall submit any proposed changes to the Board for approval.

Section 3.

The committee will be comprised of **no more than six (6) but no less than five members**, each serving a term of three years, with two (2) members rotating out as two (2) new members rotate in. **Members of the committee would be selected in two ways: one (1) elected by the membership, and one selected by the President.** All members of the committee shall be members of the Harp and Shamrock Society **in good standing during their term**. There are no term limits on committee members. **The committee shall elect its own Chairperson annually, The committee's term shall commence on October of the year elected or appointed.**

Section 4.

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 5.

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 6.

At the beginning of the fiscal year the Scholarship Committee shall submit to the Treasurer a proposed budget setting out the total scholarship dollars intended to be awarded during the fiscal year and the proposed fundraising and donation activity projected to be raised for scholarships. The Committee shall only be authorized to utilize funds from the dedicated savings or investment funds maintained by the society for the Scholarship Committee in an amount not to exceed 110% of the total amount of the fund raising or donation activity actually achieved by the Scholarship Committee during the preceding fiscal year and within thirty (30) days of the award date, which shall be no earlier than the end of the month of June. The Scholarship Committee shall recommend at least one gift of scholarship/grant be awarded each fiscal 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 7.

The savings or investment funds maintained by the Society for the Scholarship Committee shall be the dedicated funds for the Scholarship Committee and may not be used by the Society for any other purpose except by formal approval of seventy-five percent (75%) of the total membership of the Board of Directors of the Society

Section 8.

The President shall 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 **three (3) meetings** of the Society General Membership 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 **by any reasonable method** shall be given to each member of the society **in good standing** of such meetings.

Section 3.

The members who are present at such Society General Membership Meetings, **but no less than 10 members in good standing**, 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 **and shall consist of the elected and appointed Board of Directors, the elected Officers, the Immediate past President, and those designated chairpersons of the Standing Committees with voting rights.**

Section 2,

A quorum of thirty (30) % of the total number of the Board of Directors is required to hold a meeting at which at least two (2) Officers and four (4) elected board members must be in attendance.

Section 3.

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 issues will be addressed at the General Membership meeting.

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 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.

Regular scheduled meetings shall be called by the President on a timely basis. Unless the President fails to call a meeting of the Board of Directors, a meeting may be called by any three (3) officers or by any five ((5) directors upon ten (10) days' notice, given by any reasonable method, to each board member. Meeting dates, times and location may be set by the President with a consensus of the board, and meetings may be conducted in person or by video or telephonic methods.

Section 6.



Special meetings of the Board of Directors may be called by the President **or by any three (3) officer** or by any **five (5) directors** upon ten (10) days' notice, **given by any reasonable method**, 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) officers **or any five (5) directors** may call a meeting with ten (10) days' notice, **given by any reasonable method**, 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 by 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 awarded 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 chairperson, annually, from its membership.

ARTICLE VII. NOMINATIONS AND ELECTIONS

Section 1.

For this article, the term "eligible members" shall mean the eligibility of members of the Society **in good standing** 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 shall be considered as members in good standing, as that term is used throughout these By-Laws, and shall be eligible members for the purposes of this article and any other article relating to an elected or appointed position.

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 chairperson.
- D. The Nominating Committee shall nominate eligible members in good standing only, and any eligible member of the Society in good standing 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) but no more than five (5) members, in good standing,

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 in good standing 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, by any reasonable method, to all members at least twenty (20) days in advance of said meeting.

Section 10.

The election of officers and directors of the Society shall be by secret ballot. **The ballot must be completed by sealed paper ballot or by any electronic voting program that ensures the integrity of the secret ballot. Sealed paper ballots are permitted to be cast and delivered to the General Membership Meeting held for the election at any time prior to the scheduled time for the beginning of the meeting. Electronic ballots can be cast no later than midnight the day prior to the scheduled date of the election meeting. Voting by proxy shall not be authorized.**

Section 11.

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

Section 12.

The Chairperson 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 Second Vice President shall assume, as its primary duty, the position of Chair of the Social Committee and shall be responsible for all functions of that committee.

Section 4.

The Secretary shall attend all official meetings of the Society **(other than 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 **and as approved by a majority vote of the Board of Directors.**

Section 4.

The Treasurer is solely 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 and approved 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 **regular scheduled** 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 **regular** monthly meetings, without adequate reason, this may be cause **for the majority vote** of Board of Directors to ask for the resignation of such director or officer.

Section 6.

If an Officer or an elected or appointed member of the Board of Directors who has missed three (3) consecutive regular scheduled monthly meetings without adequate reason, and who has been requested to resign by the board of Directors, fails to resign, the Board of Directors may take formal action by 2/3 vote of the full board to remove the member at any regular or special meeting called and placed on the agenda for that purpose. The member under consideration for removal shall be notified of the date, time and place of the meeting and provided an opportunity to attend the meeting and present information for consideration by the board as to the adequacy of the reasons for missing three consecutive regular scheduled monthly meeting prior to the formal action by the board.

Section 7.

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 8.

The President may appoint an Executive Committee. The President will serve as chairperson of the Executive Committee. The committee shall be composed of at least 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 **January 1st through December 31st**

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 the 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 conduct 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. Fifty percent (50%) to the Dr Sean Burke Scholarship Fund.

B. Fifty percent (50%) 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. SENIOR CITIZENS PRIVILEGE

The Society, ever mindful of the needs of all its members, and in expressing its concern and admiration for its senior citizens, extends the following privilege:

To all members, who are at least seventy (70) years of age by March 17, annual dues are \$5.00 per member if they so desire to partake of this privilege.

ARTICLE XII. 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 XIII. 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 XIV. AMENDMENT OF THE CONSTITUTION AND BY-LAWS

The Constitution and By-Laws may be amended by a vote **of two-thirds percent (2/3)** 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 **by any reasonable methods, before the meeting.**

ARTICLE XV. 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.