

SCOTTISH AMERICAN ATHLETIC ASSOCIATION (SAAA)

BY-LAWS

Article I - Physical Offices

A. Principal Office -The principal office of the Scottish American Athletic Association (SAAA), a California nonprofit corporation, shall be 3301 S Bear St, #35D, Santa Ana CA 92704 or such place as the National the Board of Directors may designate. The National Board may change the location of the principal office by majority approval of the Board.

B. Additional Offices -The SAAA may also have offices outside California, as its business may require and/or as the National Board of Directors designate. Such change of address or addition of offices shall not be deemed an amendment of these Bylaws.

Article II - Objective and Purposes

A. Nonprofit Legal Status -Founded in 1981, the SAAA is a nonprofit public benefit corporation. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

B. Mission Statement -The SAAA is an athletic sanctioning body that provides rules, regulations, standards, and implements for hosting both men's and women's Amateur and Professional Scottish Highland Games competitions. The SAAA is a non-profit 501 c(3) organization that works with local and national festivals to help promote and standardize the athletic aspect of Scottish culture, and celebrate its rich tradition.

C. Prohibited Activities -Notwithstanding any other provision of these Bylaws, the SAAA shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c) of the Internal Revenue Code.

D. Political Activities -The SAAA shall be prohibited from carrying on propaganda, or otherwise attempting to influence legislation, and SAAA shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

E. Property Dedicated to Nonprofit Purposes -The property of SAAA is irrevocably dedicated to the support of its mission and no part of the net income or assets of SAAA shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

F. Distribution of Assets Upon Dissolution -Upon the dissolution of SAAA, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for the perpetuation of Scottish/Gaelic Culture and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

Article III - Definitions

A. Definitions -As used in these Bylaws for the SAAA:

1. Director shall indicate an individual or individuals who are serving the SAAA in an elected position (i.e. Officers and Board Members at Large).

2. Officer shall mean an elected individual serving on the SAAA National Board of Directors holding one or more of the following four (4) positions: President, Vice President, Secretary, or Treasurer.

3. Board Member at Large (BMAL) shall mean an elected individual on the SAAA National Board of Directors who serves in the capacity of active support and oversight of the SAAA Officers and SAAA operations. There are five (5) Board Members at Large (BMALs).

4. Board shall mean the elected National Board of Directors for the SAAA. The National Board of Directors consists of nine (9) positions: Four (4) Officers: President, Vice President, Secretary, Treasurer, and five (5) Board Members at Large (BMALs). Each BMAL shall be assigned a Seat from 1 to 5 for election purposes.

➤ *Reference Appendix A for Current SAAA Elected Officials.*

➤ *Reference Appendix B for a History of SAAA Governance.*

5. Athlete shall mean an individual who participates in any Scottish Highland Games or Celtic Festival heavy events competition.

6. Judge Certification Test shall mean the written test administered by the SAAA Vice President to individuals who desire certification as an officiating judge at a Sanctioned Heavy Events competition.

7. Classes shall mean those designated classes of competition in which athletes compete in Scottish Highland Games or Celtic Festival Heavy Events athletic competition, including the following: Professional, Amateur, Women, Lightweight and Master.

8. Editor shall mean the individual, selected by the Board, responsible for the compilation and publication of the electronic Newsletter.

9. Events shall generally mean the core competition disciplines at a Scottish Highland Games or Celtic festival Heavy Events athletic competition. The disciplines should include all of, or a combination of, the following six (6) general categories: Stone Put, Hammer Throw, Weight For Distance, Weight Over Bar, Caber Toss, and Sheaf Toss. SAAA may utilize, pursuant to the published rules and regulations of SAAA, in each general category of Events, implements of varying weights and sizes. Additional Events such as Challenge Stones, Farmer's Walk, etc. may be included as "extra" Events and shall be scored individually and separately.

10. Games shall mean a Scottish Highland Games or Celtic Festival Heavy Events athletic competition carried out under the guidelines of the SAAA pursuant to the published rules and regulations of the SAAA and shall include a designated number of classes of competition. The Games shall also include the general activities and festivities attendant to the athletic competition.

11. Judge shall mean an individual approved and certified in accordance with these Bylaws to serve as an officiating judge for Sanctioned Heavy Events.

12. Newsletter shall mean the official publication of the SAAA, in electronic form, to be used to report items such as results of Sanctioned Heavy Events athletic competitions, rankings of athletes in the Events and overall competition, drug-testing procedures, revisions to the rules and regulations of competition and notices and announcements of the SAAA to the general membership.

13. Rules of Competition shall mean the official rules and regulations of the Heavy Events competition as promulgated and published by the SAAA.

14. Sanctioned Heavy Events Athletic Competitions shall mean any competition that satisfies the procedural and registration requirements set forth in Article X of these Bylaws to receive the official recognition of a conferral of authority by the SAAA.

15. Sanctioning Guidelines shall mean the written explanation of the requirements and procedures for Sanctioned Games as promulgated by the Board and provided to the officials, directors and promoters of any Sanctioned Games.

16. Members shall mean individuals who are members in good standing of the SAAA pursuant with membership rules of the SAAA.

17. Athletic Director shall mean the local director of SAAA sanctioned Heavy Games on site. The SAAA shall involve the Athletic Director in all activities and communications pertinent to his/her Games. The Athletic Director shall work closely with the SAAA National Board to ensure proper administration and execution of SAAA sanctioned Games from a local, regional, national, and worldwide standpoint.

Article IV- Membership

A. General Membership Requirements -Membership in the SAAA shall be available to any individual or entity. All memberships shall have the same rights, privileges, restrictions and conditions. The SAAA shall offer Individual Membership, Entity/Family Membership and a Lifetime Membership. Individuals or Entities who complete the registration requirements, are accepted into the SAAA, remain current on their dues and adhere to the SAAA By-Laws shall be considered Current SAAA Members. Membership may be revoked via the procedures detailed in Termination and Reinstatement.

SAAA Directors, Officers, Athletic Directors, and Judges shall be Current SAAA Members. Membership in the SAAA is not required to register and compete in a competition. Current Association Members may receive a reduced entry fee at the discretion of the SAAA.

The three membership options are detailed below:

1. Individual Membership - An Individual Membership is for one unique individual and one member identification number will be issued. The Individual Membership includes voting privileges with one vote.
2. Entity/Family Membership - An Entity/Family Membership includes registration for the Main Entity/Family Member and up to three (3) Additional Entity/Family Members. The Additional Entity/Family Members shall be related to the Main Entity/Family Member by corporate association or family association, spouse or dependent child as an example. One unique identification number will be issued to the Entity/Family Membership group and all Members in that Entity/Family shall have full rights as described in these by-laws except for voting privileges which shall be limited to two (2) votes. The intent is for two (2) adult Members of the Entity/Family Membership to have individual voting privileges and any other adult Members or dependent children would not have voting privilege but would be able to obtain a discount for registration in competitions. The Entity/Family shall self-determine which two (2) Members vote.
3. Lifetime Membership - A Lifetime Membership is for one unique individual. One member identification number will be issued. The Lifetime Membership includes voting privileges with one vote.

The Board reserves the right to create Alternative Membership Levels, including but not limited to, Family Lifetime Membership, Corporate Membership, and Affiliate Membership.

B. Dues -The SAAA's Membership Period shall run for one calendar year, 365 days, and shall become effective on the date the dues clear SAAA treasury. Annual membership dues shall be established and published by the SAAA Board.

The preferred method for paying annual dues is via the SAAA National webpage. Payment shall be via credit card/debit card or PayPal as detailed on the webpage. On January 1 of each year the SAAA Board will post one final general message regarding pending dues payments. If payment is not received within 30 days after the last day of a Member's calendar year membership, the Member's SAAA personal profile shall be deactivated. Membership can be reactivated by following the procedures in these by-laws.

The SAAA Board reserves the right to adjust the amount of dues annually with a majority vote of the SAAA Board.

C. Termination of Membership -Membership shall be terminated upon the occurrence of any of the following events:

1. Upon a Member's written notice of termination delivered to the SAAA President, SAAA Vice President, or Secretary of the SAAA by regular mail, email, or social media outlets. Membership terminates upon the date of receipt of notice.
2. Upon failure to renew Membership dues, which may involve delinquent dues, on or before the due date, such termination shall be effective in accordance with the Dues section of these by-laws.
3. Upon determination by the SAAA Board that the Member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the SAAA. This is referred to as an Expulsion or Suspension for Cause.
4. Procedure for Expulsion or Suspension for Cause. Following determination that a Member should be expelled or suspended, the following procedure should be implemented:
 - a) A notice shall be sent by regular mail, email or private social media message, detailing reasons expulsion or suspension. Such notice shall be sent at least thirty (30) days before the proposed effective date of the expulsion or suspension.
 - b) The Member being suspended or expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed effective date of the expulsion or suspension. The hearing will be held by the SAAA Board in accordance with the quorum and voting rules set forth in these Bylaws. The notice to the member of his or her proposed expulsion or suspension shall state the date, time, and place of hearing.
 - c) Following the hearing, the SAAA Board shall decide whether or not the Member shall be expelled or suspended. If the Member is expelled, the expulsion shall be for one calendar year from the date of the decision. Suspension time may vary and shall be determined by the SAAA Board. A two-third (2/3) vote of the Board shall be required to expel or suspend a Member for cause. The decision of the Board shall be final.
 - d) Any person expelled from the SAAA shall receive a refund of dues already paid for the current Membership Period. The refund shall be prorated to return only the unaccrued balance remaining for the current Membership Period.

e) Reinstatement of Expelled Member(s). Following the elapse of one calendar year, an expelled Member may petition the SAAA Board for reinstatement and shall be afforded the due process rights as detailed in these Bylaws for Expulsion or Suspension for Cause. Following a hearing in this regard, the SAAA Board shall decide whether or not the expelled Member should be reinstated. A two-third (2/3) vote of the SAAA Board shall be required for reinstatement. Reinstatement shall be subject to such terms and conditions as the SAAA Board may impose. An expelled Member may submit multiple petitions for reinstatement. However, an expelled Member may not submit more than two (2) petitions during any twelve (12) month period.

D. Members' Inspection Rights -Each and every Member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a Member:

1. To inspect and copy the record, at his or her own expense, of all Members' names, addresses and voting rights, at reasonable times, upon ten (10) business days' prior written demand on the SAAA, which demand shall state the purpose for which the inspection rights are requested. The SAAA Board shall fulfill such demands as timely as possible but reserves the right to impose extensions to the ten (10) day lead time at its discretion.
2. To inspect at any reasonable time the books, records, or minutes of proceedings of the SAAA Board or committee meetings, upon written demand on the SAAA by the Current Member, for a purpose. The SAAA shall deliver these documents by any efficient means including but not limited to email, access to shared document repository websites, or hardcopy mailed to the address provided by the requesting Member. The SAAA will determine the time necessary to fulfill the request.

E. Right to Copy and Make Extracts -Any inspection under the provisions of these Bylaws may be made in person or by agent or attorney and the right to inspections includes the right to copy and make extracts at the requester's expense.

F. Annual Report -The Board shall create an Annual Report to be presented or provided at the Annual General Membership meeting. The Annual Report may be oral or written or a combination. Any portion of the Annual Report which is written should be included in the next edition of the Newsletter and also be available upon written request to Current Members. The Annual Report should include a Treasurer's report which provides a statement of the assets and liabilities of the SAAA as well as the SAAA's profit and loss statement as of the end of the fiscal year.

Article V – Administrative

A. Correspondence and Board Documentation -The SAAA Secretary shall be the administrative representative for the SAAA Board and SAAA Board documentation shall be maintained as detailed in these Bylaws. Correspondence with the General Membership shall be completed in the most efficient means available, including but not limited to any of the following means: Notifications posted to the SAAA National webpage, or via social media outlets, or via email, or via meeting/in-person interaction. The SAAA Board reserves the right to decide the most appropriate means of communication with the public and Members on a case-by-case basis depending on the nature of the information being shared.

B. Annual Meeting -Annual meetings of the General Membership of the SAAA shall be held at such times and place as the SAAA Board designates. All Current Members, regardless of voting privilege, shall be able to attend the Annual Meeting. Only Current Members with voting privileges as detailed in these Bylaws shall have voting rights at meetings of the General Membership.

Reasonable notice of the Annual Meeting shall be provided to the General Membership via social media outlets of the SAAA and via the SAAA National webpage or via email to all Current Members.

Meeting minutes from the Annual Meeting shall be kept and made available to the public upon completion of the meeting.

C. Board Meetings - The SAAA Board shall meet at regular intervals as determined appropriate by the current President. Board Meetings shall occur not less than twice a year and may be conducted in person or via virtual meeting. Meeting minutes of the SAAA Board shall be kept and maintained by the SAAA Secretary as detailed in these Bylaws.

Article VI – SAAA National Board of Directors: Elected Officers and Elected Board Members At Large

A. Checks and Balances/Separation of Powers -In accordance with state and federal laws and mandates, all duties of the SAAA National Board of Directors in its entirety shall be overseen by the Elected Board Members at Large (BMAL). See Article VI, Subparagraph B (3) for details.

B. Duties -It shall be the duty of the SAAA National Board of Directors collectively and individually to:

1. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation or the SAAA, or by these Bylaws;
2. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all agents and employees of the SAAA;
3. The five (5) Board Members at Large shall provide oversight of the four (4) Officers and any agents and employees, whether temporary or permanent, of the SAAA to assure that their duties are performed properly;
4. Meet at such times and places as required by these Bylaws;
5. Register their addresses with the Secretary of the SAAA and notices of meetings on the SAAA website, electronically mailed, or paper mailed shall be valid notices thereof.

C. Election -Elections shall be held yearly on an Even/Odd Year cycle:

Even Years: Vice President, Secretary, BMAL Seats 2 and 4.

Odd Years: President, Treasurer, BMAL Seats 1, 3, and 5.

Members in good standing of the SAAA shall nominate members to serve on the National Board of Directors in conjunction with the Annual General Meeting. The Secretary shall compile an official list of the nominations via communication links on the SAAA website and submit the official ballot through the SAAA website to the Voting Members of the SAAA. Members may be nominated at the Board meeting and added to the list of candidates.

Each Voting Member shall vote for no more than four (4) nominees in even years (Vice President, Secretary, and BMAL Seats 2 and 4) and five (5) nominees in odd years (President, Treasurer, BMAL Seats 1, 3, and 5).

Cumulative voting shall not be utilized. The nominated members who receive the largest number of votes shall be elected to the National Board. In the event of a tie, a runoff vote shall be taken by the current elected National

Board Members. In the event of a runoff vote tie in odd years, the Vice President and BMAL Seats 2 and 4 shall re-vote. 2/3 majority breaks the tie.

- *Only Athletes, Judges, or Persons acting in Direct Support of SAAA Operations, as determined by the SAAA National Board, shall be eligible to serve on the Board.*

Members in good standing with SAAA who hold an individual membership shall have the right to one (1) nomination and (1) vote per each of the National Board positions during an election cycle. Members in good standing with SAAA who hold family memberships shall have the right to two (2) nominations and two (2) votes per each National Board position during an election cycle.

Note: Voting Members may request a nomination form and/or voting ballot via electronic or paper mail. Requests for e-mail forms and ballots will be accepted until seven (7) days prior to nomination/voting due dates. Requests for paper mail forms and ballots will be accepted until thirty (30) days prior to nomination/voting due dates. E-mail and Paper Mail nominations and votes MUST be received by SAAA on or before their due date. Receipt of nominations/votes AFTER the due date will nullify that nomination(s)/vote.

D. Terms -Elected National Board Members shall hold office for two (2) years, or until the next annual meeting for election of the Board of Directors as specified in these Bylaws, and until his or her successor(s) are elected and qualify. Note: The first year of By-Law adoption, 2014, shall be an exception as SAAA begins its Even/Odd year election cycle.

E. Authority -Subject to the provisions of the California Corporation Code and any limitations in the Articles of Incorporation and Bylaws, the affairs and property of the SAAA shall be managed and controlled by the Board. The Board Members at Large shall provide direct oversight in the election of the following Officers for the SAAA: President, Vice-president, Secretary, Treasurer and successive Board Members. Other officers or agents may be elected or appointed by the Board to fill such other additional offices created by the Board and shall fall under Board Member at Large oversight.

F. Annual and Special Meetings -An annual meeting of the Board shall be held at such time and, or such place as designated by the Board. One annual meeting of the Board shall be held during each calendar year. In no event should a period greater than thirteen (13) months elapse without an annual meeting of the Board. Special meetings of the Board may be called by any Officer or Director by giving reasonable notice to the Board of the time and place thereof. Attendance at a meeting shall be deemed a waiver of notice of such meeting, unless the sole purpose of attending the meeting shall be to object to the transaction of any business. Action may be taken by the Directors without a meeting if a written consent, setting forth the action, shall be signed by all of the Directors either before or after such action. Conference telephone or similar communications equipment may be utilized in accordance with the law of California. At all meetings of the Board, one-half (1/2) of the members of the full Board shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by Articles of Incorporation, Bylaws or provisions of the California Corporations Code. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent Director.

G. Conduct of Meetings -Formal meetings shall be governed by Roberts Rules of Order; as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation, or with provisions of the law. Informal meetings may be held at the discretion of the

Board and may not necessarily require Roberts Rules of Order. The conduct of meetings shall be dictated in the initial meeting announcement.

H. Proxy Voting -Directors entitled to vote shall be permitted to vote or act by proxy. Directors shall have the right to vote either in person or by written proxy executed by such person or by his or her duly authorized agent and filed with the Secretary of the SAAA, provided, however, that no proxy shall be valid after eleven (11) months from the date of its execution. All proxies shall state the general nature of the matter to be voted on and, in the case of a proxy given to vote for the election of officers, shall list those persons who were nominees at the time the notice of the vote for election of officers was given to the members. Proxies shall afford an opportunity for the member to specify a choice between approval and disapproval for each matter or group of related matters intended, at the time the proxy shall also provide that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance therewith.

I. Action by Unanimous Written Consent Without Meeting -Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of the SAAA authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

J. Vacancies, Removal, Replacement of Directors -Vacancies on the National Board of Directors shall exist (1) on the death or removal of any director, (2) whenever the number of authorized directors is increased, and, (3) Voluntary resignation of any Director. The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law. Any director may resign effective upon giving written notice to the President, Vice President, or Secretary unless the notice specifies a later time for the effectiveness of such resignation. Vacancies on the Board shall be filled by appointment of the President, subject to the approval of a majority of the complete National Board of Directors. Any Director so appointed will serve until the next annual meeting of the Board or until the commencement of the appropriate election cycle for the given position. A Director shall be subject to removal only for cause as defined by statute and interpreted by California case law.

K. Compensation -Directors shall serve without compensation except that they shall be allowed and paid compensation for any special services or work performed by them which is specifically approved by the Board of Directors as compensable. In addition, they shall be allowed reasonable reimbursement of expenses incurred during the performance of irregular duties. Directors may not be compensated for rendering services to the corporation in any capacity other than director unless such other compensation is authorized by law and approved by the Board.

L. Non-Liability of Directors -The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation unless the director is personally a signatory.

M. Reimbursement of Litigation Expenses -To the extent that a person who is, or was, a director, officer, employee or other agent of the SAAA has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the SAAA, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such

proceeding. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by the SAAA but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Non Profit Public Benefit Corporation Law.

N. Insurance for SAAA Agents -The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, employee or other agent of the SAAA) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

**Article VII-Elected Board Members Definition and Duties:
President, Vice-President, Treasurer, Secretary, Board Members at Large (BMALs)**

A. Qualification, Election and Term of Office -Any person who becomes a member of the SAAA may serve as a Board Member of the SAAA. Four (4) Officers shall be elected by SAAA Members in good standing and overseen by the five (5) elected Board Members at Large (BMALs). Each Officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. Note: Initial terms for 2014 for Vice President and Secretary shall be for one (1) year as SAAA transitions to Even/Odd election cycles.

B. Elected Officers -The following officers shall be elected by the SAAA Members in good standing, overseen by Elected Board Members and shall hold office for a term of two (2) years:

1. President. The President shall preside at all meetings of the Board and shall have power to call special meetings of the Board for any purpose. The President may hire, appoint and discharge, subject to the approval, of the Board, employees and agents of the SAAA and fix their compensation. The President may make and sign deeds, leases contracts and agreements in the name and on behalf of the SAAA and shall have the power to carry into effect all directions of the Board. The President shall appoint any special committees and shall be an ex officio member of all committees of the SAAA. The President shall exercise general supervision of the business of the SAAA, except as may be limited by the Board, the Articles of Incorporation or these Bylaws.

2. Vice-president. The Vice-president shall exercise all functions of the President during the absence or incapacity of the president and such other duties as may be assigned by the Board.

3. Treasurer. The treasurer shall manage the financial affairs of the SAAA, The Treasurer shall oversee the collection and expenditures of all funds on behalf of the SAAA, to wit; (a) the collection and deposit of all proceeds into the SAAA's account(s) and the disbursement of such proceeds for the ordinary and necessary expenses of the SAAA; (b) the maintenance of the SAAA's books of account and the submission of an Income and Expense statement to the President for review on a monthly basis; (c) the collection of dues from the membership; (d) the collection and deposit proceeds and monies from the sale of products at Games, festivals or other venues which pertain to the SAAA, and (e) shall prepare and present a report of the operations and financial condition of the SAAA at the annual General meeting of the membership. The Treasurer shall perform such other duties as may be assigned by the Board and President.

4. **Secretary.** The Secretary shall be the ex officio clerk of the National Board. The Secretary shall manage the daily administrative responsibilities of the SAAA, including but without limitation, the following duties: (a) the maintenance of all correspondence for the SAAA; (b) shall give, or cause to be given, notices of all meetings of the Directors, and all other notices required by these Bylaws or by law; (c) shall record the proceedings of the meetings of the Board and hold such records in safekeeping; (c) shall have the responsibility for authenticating records of the SAAA; and (d) for maintaining a current list of the membership. With the consent of the President or the Board of Directors, the Secretary may make and sign deeds, leases, contracts and agreements in the name and on behalf of the SAAA. The Secretary shall perform such other duties as may be assigned by the Board.

5. **Board Members at Large (BMALs).** Board Members at Large shall be the primary representatives of the SAAA membership as a whole. BMALs are dutifully charged with providing oversight in all SAAA operations to ensure compliance with these By-Laws and any agreements, contracts, or undertakings by SAAA that are not specifically covered by these By-Laws. Any SAAA undertaking not specifically covered under these By-Laws shall be overseen "in good faith" in accordance with the Mission of the SAAA and its membership.

C. **Other Officers** -There may be other officers and assistant officers who shall perform such duties as may be assigned from time to time by the National Board. Any such assignment(s) shall be overseen by Elected SAAA Board Members at Large.

D. **Combined Offices** -A member may hold more than one office simultaneously, e.g. secretary and treasurer, however, a member may not be president and secretary simultaneously.

E. **Compensation** -The Officers of the SAAA shall receive no compensation for services provided as determined by the Board.

F. **Resignation and Removal** -An Officer of the SAAA may resign at any time by delivering notice to the SAAA's President, Vice President or Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the SAAA accepts the future effective date, it may fill the pending vacancy before the effective date if the successor does not take office until the effective date. The Board may remove any Officer at any time with or without cause and any Officer or assistant Officer, if appointed by another Officer, may likewise be removed by such Officer.

Article VIII- Committees

A. **General** -Except as otherwise provided in these Bylaws, the President, with the advice and consent of the Board, shall establish committees with the authority and power set forth by resolution approved by a majority of the complete Board. All committees shall be subject to the Articles of Incorporation and the Bylaws of the SAAA. Each committee shall have a chairperson appointed by the President. Meetings of committees shall be upon the call of the chairperson. All issues to be decided in committee shall require simple majority vote of the members of the committee, provided a quorum is present. The presence of one-half (1/2) of the members of any committee shall constitute a quorum.

Article IX - Rules of Competition

A. **General** -To insure a uniform understanding and application of the rules of competition at all SAAA events and to maximize the safety of participants and spectators at the Heavy Events Competitions at the Games, the SAAA shall formulate and publish the Rules of Competition.

B. Rules Committee -The Rules Committee shall consist of the President, Vice President and any additional members as shall be appointed at the discretion of the President.

1. Judge's Certification Test. The Rules Committee shall formulate the Judge's Certification Test and the Vice President shall administer the Test. The cost of the Test shall be prescribed by the Board and paid to the SAAA. Upon satisfactory performance on this test, as determined in the sole discretion of the Vice President, an individual shall be certified as a judge for the Heavy Events athletic competitions at Games and festivals and shall receive a certification card or modified SAAA membership code. Re-test of judges shall be required when there are significant changes to the Rules and any time deemed necessary by the Rules Committee and/or Vice President.

2. Rules Interpretation and Chain of Command for Rules Interpretation Escalation. All interpretations of the Rules of Competition during any Heavy Events competition shall be rendered by the Judge(s) officiating the Events. The Head Judge will be selected prior to the Games by the Athletic Director. Athletes shall be afforded the right to further interpretation by the Games Head Judge at the request of the athlete. The athlete has the right to receive further interpretation from the Games Athletic Director (AD) per request of the athlete if the athlete is not satisfied with the decision made by the Games Head Judge. In the interest of moving Games forward, the AD's decision shall be final and the athlete may return to competition. However, at the conclusion of the Games or Event, the athlete reserves the right to file a formal, written protest to the SAAA Rules Committee. The athlete has seven (7) days from the final day of Event or Games competition (regardless of the day on which the athlete competed) in which to file a protest. After the passage of seven (7) days, the protest becomes null. The SAAA Rules Committee shall respond to the athlete within fourteen (14) days of receipt of protest. The SAAA Rules Committee decision shall be final and a written explanation of the decision shall be delivered to the athlete within seven (7) days of the decision.

Article X - Sanctioning

A. General Statement -Sanctioned Games will promote the SAAA, the Games and the athletes in a manner that maximizes safety concerns and uniform application of the Rules of Competition, thereby ensuring the legitimacy and heritage of the Games.

B. Sanctioning Requirements -The following requirements must be satisfied for any Games to be sanctioned by the SAAA:

1. Notice. Officials, directors or promoters of any Games or festivals desiring Scottish Heavy Events competitions to be sanctioned by SAAA shall so notify the SAAA within a reasonable period of time prior to the desired competition. "Reasonable period of time" shall be at the discretion of the National Board. The notice shall specify the desired scope of Sanctioning, including number of classes and events for which a Heavy Events competition is desired.

2. Sanction Packet. Upon the request of the Games or festivals, the SAAA shall compile and submit to the Games or festival officials, directors or promoters a "Sanction Packet" which will include the Sanctioning Guidelines, a Sanction Agreement, Rules of Competition, list of Judges and other information deemed necessary by the SAAA.

3. Safety. Prior to the desired competition, the SAAA shall receive adequate assurances that the Heavy Events competition shall be conducted in an atmosphere and environment conducive to the safety of the Athletes, Judges and spectators in attendance at the Games or festival. The SAAA, at its discretion, may send a

representative to inspect the Games field(s) to determine there is adequate space available and all safety precautions implemented. The officials, directors and promoters of the Games or festivals shall be instructed to formulate and implement effective policies of security, crowd control and safety and shall ensure that neither the Heavy Events nor activities accompanying the Games or festivals shall violate any local law, ordinance, or regulation. Satisfaction of these requirements remains the sole discretion of the SAAA.

4. Sanctioning Fees. The officials, directors or promoters of the Games shall pay a sanctioning fee to the SAAA in accordance with the daily rate as determined by the National Board. The daily rate of sanctioning shall be determined by the Board on an annual basis and shall be published in the Sanctioning Guidelines.

5. Sanctioning Guidelines. The officials, directors and promoters of the Games shall satisfy all competition procedures as set forth in the Sanctioning Guidelines. The Sanctioning Guidelines shall include the following: pre-competition procedures, including invitation requirements (if any), registration of Athletes, competition procedures, schedule of events, strict adherence to the Rules of Competition; and, post-competition procedures (if any) including the proper completion of the competition throwing results and scores and submission of all results to the SAAA and to the North American Scottish Games Athletics (NASGA).

6. Drug-Testing. If drug-testing is to be performed, the Games or festival shall provide adequate facilities, as determined by the Board, at or near the competition area, to enable the conduct of such tests.

Article XI - Drug-Testing

A. General Statement -To protect the integrity of the sport and the principles of competition, the SAAA shall establish and implement drug-testing procedures for the testing of athletes competing in sanctioned games.

B. Drug-Testing Committee -The Board shall appoint members of the SAAA to serve on the Drug-Testing Committee. The Drug-Testing Committee shall formulate the drug-testing, policies, procedures and appropriate sanctions which shall, by resolution, be approved by the full Board. The Drug-Testing Committee shall compile and publish in the Newsletter a list of currently banned substances for athletes. The drug-testing policies, procedures and sanctions implemented by the SAAA shall at all times protect the constitutional rights and privacy of the athletes. When testing is conducted, the Drug-Testing Committee shall select an entity to conduct the drug-testing at the location of the Heavy Events competitions.

Article XII- Miscellaneous

A. Newsletter -The Editor shall compile and publish the electronic Newsletter at least two times a year. The content of the Newsletter shall reflect good taste and responsible journalism in the discretion of the Board. The editor shall submit a draft of the Newsletter to the National Board and the SAAA's legal counsel in a timely manner so as to allow for review and editing prior to the anticipated date of publication. Final editorial decisions are reserved to the Board. The position and length of service of the Editor shall be voluntary or by appointment as determined by the Board. Only the results of Sanctioned Games shall be published in the Newsletter.

B. Fiscal Year -The SAAA's fiscal year for reporting to government and regulatory authorities purposes shall be from August 1 through July 31. However, the SAAA's year for purposes of providing annual reports to the membership and the terms of office for directors and officers may differ in the discretion of the Board.

C. Professional Conduct -In keeping with the SAAA's high standards of professional service, all Members actively working in an official capacity for SAAA shall conduct themselves accordingly. Official capacity means any situation

in which a member of any office or position, whether elected or temporary, is representing the SAAA. Failure to maintain a professional demeanor may result in sanctions under Article IV, Subparagraph C, 4.

D. Amendments -The power to alter, amend or repeal these Bylaws or adopt new bylaws shall be vested in the SAAA National Board unless otherwise provided in the Articles of Incorporation.

E. General -Any matters not specifically covered by these Bylaws shall be governed by the applicable provisions of the laws of the State of California in force at the time.

****The foregoing Bylaws for the Scottish American Athletic Association (SAAA), a California nonprofit corporation, have been approved, adopted, and are in effect following a formal Official Vote of the SAAA National Board on this day, February 17, 2017****

Appendix A: Current SAAA Elected Officials

President:	Doug Mostyn	January 1, 2016 – Current
Vice President:	Charles McClain	January 1, 2019 - Current
Secretary:	Jessica Wilson	January 1, 2019 - Current
Treasurer:	Erin Burr	January 1, 2016 - Current
BMAL Seat 1:	Jesse Lee	January 1, 2019 - Current
BMAL Seat 2:	Heather MacDonald	January 1, 2019 - Current
BMAL Seat 3:	Jim Morrison	January 1, 2014 - Current
BMAL Seat 4:	Sean Smith	January 1, 2019 - Current
BMAL Seat 5:	William Ballard	November 30, 2016 - Current

Appendix B: History of SAAA Governance

President:	Charles McClain	January 1, 2014 –December 31, 2015	Former
Vice President:	Joe White	January 1, 2014 - December 31, 2018	Former
Secretary:	Ivory Carr	January 1, 2014 - June 8, 2014	Resigned
	Dave Molohon	June 10, 2014 – June 18, 2014	Resigned
	West Imboden	January 1, 2015 – February 7, 2017	Appointed BMAL
	Heather MacDonald	February 7, 2017 - December 31, 2018	Appointed BMAL
Treasurer:	Lisa White	January 1, 2014 – December 31, 2015	Resigned
BMAL Seat 1:	Heather MacDonald	January 1, 2014 - February 7, 2017	Appointed Secretary
	West Imboden	February 7, 2017 - December 31, 2018	Resigned
BMAL Seat 2:	West Imboden	January 1, 2014 - December 31, 2015	Appointed Secretary
	Gordon Lawes	January 1, 2016 – May 2, 2018	Terminated
	Cathy Ballard	May 2, 2018 - December 31, 2018	Resigned
BMAL Seat 4:	Dave Molohon	January 1, 2014 – June 10, 2014	Appointed Secretary
	Charles McClain	January 1, 2016 - December 31, 2018	Appointed VP
BMAL Seat 5:	Jen Gempler	January 1, 2014 – November 17, 2016	Resigned