

CONSTITUTION
OF
OLYMPIA HIGHLANDERS
(A Washington Corporation)

Article I

Name and Object

The OLYMPIA HIGHLANDERS is hereby constituted and established to perpetuate the Scottish culture through formation of a Scottish bagpipe band to provide educational, civic, patriotic and social pursuits for the community, its citizens and the State of Washington. Olympia Highlanders is formed exclusively as set forth in RCW 24.03, non-profit laws of the State of Washington and Section 501(c)(3) of the Internal Revenue Code of 1954.

Article II

Location of Registered Office

The registered office of the Olympia Highlanders shall be in Olympia, Thurston County, Washington.

Article III

Membership

Membership may be offered persons as provided for in the By-Laws.

Article IV

Administration

The affairs of the Olympia Highlanders shall be managed by a Board of Directors who shall be elected by the membership as provided for in the By-Laws.

Article V

Annual Meeting

Once each year the Olympia Highlanders will meet for the purpose of delineating the policies and such other functions as are provided for in the By-Laws.

Article VI

Amendment of Constitution

Amendment of the Constitution may be made upon petition of 51 percent of the membership and shall become effective at the end of ninety (90) days if approved by a two-third majority of the full membership.

By-Laws

Article I

(Definitions)

Section 1. The following are definitions of terms used in these By-Laws.

HIGHLANDERS means the Olympia Highlanders

BOARD means the Highlanders Board of Directors (Pipe Major, Treasurer and Business Manager)

PIPE MAJOR means the chief executive of the Highlanders

Article II

(Membership)

Section 1. Any person who subscribes to the purposes of the Highlanders, regardless of residence, creed or religion, and who will properly wear Scottish dress according to the By-Laws may be eligible for membership.

Section 2. There shall be three distinct categories of membership: Full, Associate and Honorary.

Section 3. Full membership shall be open to pipers, drummers, Scottish Highland dancers, and drum major who have completed eight (8) fully participating public performances within one (1) year. Full membership shall be offered only upon recommendation of the Pipe Major and confirmed by secret ballot, of the majority of full members, within thirty (30) days of recommendation.

Section 4. Any full member who resigns or leaves the band for longer than sixty (60) days, without the Pipe Major's acknowledgment, may regain his/her full member status after five (5) fully participating public performances within one (1) year, the recommendation of the Pipe Major, and confirmed by secret ballot, of the majority of full members within thirty (3) days of recommendation.

Section 5. Associate membership shall be open to pipers, drummers, Scottish Highland dancers, and drum major, who have not yet served one year with the Highlanders, including eight (8) fully participating public performances. Associate membership may also be open to other interested persons and shall be offered only upon recommendation of the Pipe Major.

Section 6. Honorary membership may be elected by the majority of full members, upon recommendation of the Pipe Major. Such membership may offered to any person who has given unusual service to the Highlanders. Honorary membership may also be conferred upon any Highlander upon his separation or retirement from the Highlanders after unusual assistance or after ten (10) years as a participating member.

Article III

(Board of Directors)

Section 1. Any full member, in good standing, who has been a member for the immediate past year, shall be eligible to be elected to the board.

Section 2. There shall be a minimum of three (3) Directors, (Pipe Major, Treasurer and Business Manager) each elected for a term of one year.

Section 3. For every six (6) full members over fifteen (15), an additional director shall be elected to the Board.

Section 4. The Board shall meet at least once a quarter.

Section 5. The Board shall administer the affairs of the Highlanders. It shall carry out recommendations and instructions emanating from the Annual Meeting. It may adopt such rules and delegate such powers as are expedient and consistent with the Constitution and By-Laws. It shall fix the date and place of the Annual meeting.

Section 6. Special meetings shall be held on call of the Pipe Major, or upon request of two-thirds of the members of the Board.

Section 7. A director may be removed from office, by two-thirds vote of the Board, for failure to meet membership qualifications, conduct unbecoming a member of the Highlanders, or malfeasance of office.

Article IV

(Meetings)

Section 1. The Annual Meeting of the Highlanders shall be held not later than ninety (90) days following the 31st of August of each year. Date and location of the Annual Meeting shall be determined by the Board.

Section 2. Special meetings may be held on call of the Pipe Major, or upon request of two-thirds of the full membership.

Section 3. Weekly practice sessions will be held when most

convenient for the majority of the Highlanders, and at the discretion of the Pipe Major.

Section 4. A quorum shall consist of 51 percent of the vote by full members present.

Article V

(Officers)

Section 1. The officers of this corporation are the Pipe Major, Treasurer, and Business Manager.

Section 2. The Pipe Major and Treasurer shall be members of the Board of Directors and duly elected according to these By-Laws.

Section 3. The Business Manager is appointed to this position by the Board and confirmed by secret ballot, of the majority of full members, within thirty (30) days of his appointment.

Section 4. The Board of Directors may appoint a Secretary to the Board. Such appointment shall be from the membership of the Highlanders.

Section 5. Appointed officers of the Highlanders shall be: Pipe Sergeant, Drum Major, Drum Sergeant, Pipe Corporal, Drum Corporal, and Quartermaster. All appointments shall be made by the Pipe Major confirmed by majority vote of full members within thirty (3) days following the Annual Meeting.

Article VI

(Duties of Elected Officers)

Section 1. The Pipe Major shall be chief executive officer of the Highlanders. He shall preside at all Board or Special meetings of the Highlanders. He shall have general charge of all business of the Highlanders and is authorized to delegate business and operations through the Business Manager. He shall execute, with the Treasurer, in the name of the Highlanders, all contracts, instruments and obligations authorized by the membership. He shall be one of the three (3) individuals authorized to sign checks of the Highlanders. He shall wear appropriate Pipe Major chevrons.

Section 2. The Treasurer shall supervise the keeping of accurate financial records. He shall execute, with the Pipe Major, all contracts, instruments and obligations authorized by the Highlanders. He shall keep full and accurate accounts of receipts, monies and other valuables of the Highlanders in the name of and to the credit of the Highlanders, in such depositories and may be designated by the membership. He shall disburse all funds of the Highlanders as directed by the Pipe Major taking proper vouchers for such disbursements. He shall render to the Pipe Major and to

the Highlanders, on demand, accounts of all transactions as Treasurer and the financial condition of the Highlanders. He shall, in general, perform all the duties incidental to the Office of Treasurer. He shall open books and accounts for audit upon demand.

Article VII

(Duties of Appointed Officers)

Section 1. The Business Manager shall be responsible for the general administration of the Highlanders, under the direction of the Board, and responsible for carrying out the policies and directives of the Board. He shall be responsible for taking and keeping the minutes of all proceedings of the Highlanders in books provided for this purpose. He shall attend to the giving and serving of notice of all meetings and engagements, including time, place and other necessary performance requirements. He shall make inquiries as to all possibilities for engagements. He shall collect all contributions for the Highlander performances and turn such contributions over to the Treasurer within one week of receipt. He shall fulfill all necessary and related duties as requested by the Pipe Major.

Section 2. The Pipe Sergeant shall have and be vested with all rights, privileges and duties of the Pipe Major during his absence or disability. He shall be responsible for training and deportment of the pipe and dance sections of the Highlanders parade and training units. The Pipe Sergeant shall wear appropriate Sergeant chevrons.

Section 3. The Drum Sergeant shall be responsible for the recruitment, training and deportment of the drum sections of the Highlanders parade and training units. The Drum Sergeant shall wear appropriate Sergeant chevrons.

Section 4. The Drum Major shall, by direction of the Pipe Major, assume command of the highlanders when on parade. The drum major shall be responsible for the overall deportment, execution and instruction of the drill and shall wear appropriate Drum Major chevrons.

Section 5. The Pipe Corporal shall assist the Pipe Sergeant and wear appropriate Corporal chevrons.

Section 6. The Drum Corporal shall assist the Drum Sergeant and wear appropriate Corporal chevrons.

Section 7. The Quartermaster shall be responsible to the Pipe Major and the Treasurer for storage and issuing of Highlanders uniforms and equipment. The Quartermaster shall keep accurate account of cited items and wear appropriate insignia.

Article VIII

(Election of Officers)

Section 1. Officers shall be elected at each Annual Meeting of the Highlanders. Officers shall hold office until their successors are elected and shall retire at each Annual Meeting. Officers shall be eligible for re-election. Only full members shall be entitled to hold elected or appointed offices, except for the office of Business Manager.

Section 2. Only full members shall be entitled to vote.

Section 3. Balloting shall be by secret ballot, and a simple majority of those voting shall prevail in the final result.

Section 4. Vacancies occurring during the term of office shall be filled by advancing the ranks. The Pipe Major will appoint members to fill the vacant subordinate positions confirmed by secret ballot of the majority of full members, within thirty (30) days of recommendation.

Section 5. Elected and/or Appointed Officers of the Highlanders may be removed from office by a two-thirds majority vote of the full membership.

Article IX

(Fiscal Matters)

Section 1. Dues and assessments may be levied by majority vote of full membership.

Section 2. Individual expenses shall be borne by each member, except reimbursement of actual expenses for services rendered not in conflict with these By-Laws, and authorized by the Pipe Major.

Section 3. Contributions derived by activities of the Highlanders shall be turned over to the Treasurer for proper disposition.

Section 4. All disbursement warrants shall be countersigned by any two (2) of the three (3) Directors.

Section 5. An annual audit shall be made prior to the Annual Meeting for the immediate past year. Such audit of the Highlanders accounts shall be prepared by an accountant not closely associated with the Highlanders officers.

Article X

(Committees)

Section 1. All Highlander equipment and uniforms, whether the property of the Highlanders or the personal property of the member, shall be kept in the best of condition and be worn according to the regulation dress of the Highlanders at all times. Maintenance and care is the responsibility of each member. Violation may result in disciplinary action as set forth in these By-Laws.

Section 2. Normal wear and tear of Highlander uniforms will be replaced from Highlander funds after determination of the Quartermaster and approval of the Pipe Major. Damage of equipment caused by neglect or misuse will be replaced by the member.

Section 3. Normal wear and tear of personal equipment is the responsibility of the individual member.

Section 4. In the event of the dissolution of the Highlanders, all uniforms, equipment and liquid assets shall be dispersed in accordance with the Articles of Incorporation, filed with the Secretary of State Office, December 3, 1975.

Section 5. The property of the Highlanders will not be worn while performing with other organizations. Violations may result in disciplinary action as set forth in these By-Laws.

Section 6. Personal equipment belonging to an individual member, that is damaged or lost as a result of neglect or misuse by the Highlanders, shall be replaced by this organization.

Article XII

(Discipline)

Section 1. Full and Associate members of the Highlanders may be disciplined for failure to adhere to the constitution and By-Laws in matters of conduct, dress code, or any other action determined as detrimental to the public image of the Highlanders.

Section 2. Discipline may consist of suspension or dismissal. Determinations of discipline may be appealed to the Board by the member by notifying any of the Highlanders officers. The matter will be taken up at a Board meeting called for that purpose, and with the member present, within thirty (30) days of filing of complaint. The member has the opportunity to appeal the complaint by presenting testimony, witnesses or exhibits as deemed appropriate. The member (defendant) may be represented by any person of his choice.

Section 4. Upon final determination of dismissal, the member shall

have ten (10) days to return all Highlander equipment and other properties in good, cleaned and repaired condition. Failure to comply with this section may be cause for damage collection services.

Article XIII

(Dress Code)

Section 1. The following basic rules will be adhered to at all times:

- a. Only standard headgear of the Highlanders will be worn in uniform;
- b. Shirts worn with the kilt will be in good taste; and
- c. When tunic is worn, all buttons (with the exception of the collar) will be buttoned. When "on parade" the collar will be fastened.

Article XIV

(Amendments)

Amendments to the By-Laws may be made by a two-thirds majority vote of the full members at the Annual Meeting, PROVIDED WRITTEN NOTICE BE SENT TO ALL MEMBERS, AT THEIR LAST KNOWN ADDRESS, AT LEAST 30 DAYS PRIOR.