

# **SCOTTISH AMERICAN ATHLETIC ASSOCIATION BY-LAWS**

## **Article I - Offices**

- A. Principal Office. The principal office of the Scottish American Athletic Association, a California nonprofit corporation (the "Association"), shall be 326 N Western Ave., Los Angeles, Ca. 90004, or such place as the Board of Directors may from time to time designate.
  
- B. The Board of Directors may change the principal office from one location to another by approval of the Board. The Association may also have offices at such other places, within or without the State of California, as its business may require and as the Board of Directors may, from time to time, designate. Such change of address or addition of offices shall not be deemed an amendment of these Bylaws.

## **Article II - Objective and Purposes**

- A. This Association is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.
  
- B. Founded in 1981, the Association is an independent educational, non-secular, non-profit 501 (c)(3) corporation formed to promote the perpetuation of Gaelic-Scottish Culture, traditions, and customs. To that end, the SAAA fosters national and international sports competition to support and develop athletes for national and international competition in traditional scottish athletic contests. Additionally, the SAAA provides assistance, free of charge to the school or student, to area schools in the form of guest speakers and tutors in the areas of general world history, US history, Scottish-Gaelic history/culture, and athletics. Particular attention is given to "under-performing schools" and "at risk students."
  
- C. Notwithstanding any other provision of these Bylaws, the Association 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. No substantial part of the activities of this Association shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Association shall not participate 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. The property of this Association is irrevocably dedicated to the support of its mission and no part of the net income or assets of the Association shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.
- F. Upon the dissolution or winding up of the Association, 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 Association:
  - 1. Athlete shall mean an individual who participates, in any designated class, in any Scottish Highland Games or Celtic Festival heavy events competition in North America.
  - 2. Board shall mean the Board of Directors for the Association.

3. Judge Certification Test shall mean the written test administered by the Head Judge to individuals who desire certification as an officiating judge at a Sanctioned Heavy Events competition.
4. Classes shall mean those designated classes of competition in which athletes compete at a Scottish Highland Games or Celtic festival Heavy Events athletic competition, including the following: Professional, Amateur, Women and Master.
5. Director shall mean an individual member of the Association duly elected to the Board of Directors.
6. Editor shall mean the individual responsible for the compilation and publication of the Newsletter.
7. Events shall mean the events of competition at a Scottish Highland Games or Celtic festival Heavy Events athletic competition. The Events shall include the following six (6) general categories: Stone Put, Hammer Throw, Caber Toss, Weight Toss, Weight Throw, and the hill race/kilted mile. The Association may utilize, pursuant to the published rules and regulations of the Association, in each general category of Events implements of varying weights and sizes.
8. Games shall mean a Scottish Highland Games or Celtic festival Heavy Events athletic competition carried out under the guidelines of the Association pursuant to the published rules and regulations of the Association and shall include as number of designated classes of competition. The Games shall also include the general activities and festivities attendant to the athletic competition.
9. Judge shall mean an individual approved and certified in accordance with these Bylaws to serve as an officiating judge

for Sanctioned Heavy Events athletic competition in North America.

10. Newsletter shall mean the official publication of the Association, 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 other notices and announcements of the Association to the general membership.
11. Rules of Competition shall mean the official rules and regulations of the Heavy Events competition as promulgated and published from time to time by the Association.
12. Sanctioned Heavy Events Athletic Competitions shall mean any competition in North America that satisfies the procedural and registration requirements set forth in Article IX of these Bylaws to received the official recognition of a conferral of authority by the Association.
13. Sanctioning Guidelines shall mean the written explanation of the requirements and procedures for Sanctioned Games as promulgated from time to time by the Board and provided to the officials, directors and promoters of any Sanctioned Games.
14. Voting Members shall mean those who are current paid members of the Association.

#### **Article IV- Membership**

- A. General Requirements. The Association shall have only one class of members. All membership shall have the same rights, privileges, restrictions and conditions. Membership in the Association shall be available for any individual or entity. Alternative Levels of membership, including by way of example only, lifetime membership,

corporate membership and affiliate membership, may be created by the Board at its discretion. The directors, officers and Judges shall be current members of the Association. However, membership in the Association shall not be a requirement to compete in a competition, but members may receive a reduced entry fee at the discretion of the Association.

- B. Dues. Annual membership dues for the upcoming calendar year shall be established by the Board of Directors at their annual meeting and shall include entitlement to the Association's Newsletter. The Board may adjust the amount of dues from time to time in accordance with a majority vote of the Board. The Association's membership year shall run from January 1 through December 31.
  
- C. Termination and Reinstatement. The membership of a member shall terminate upon the occurrence of any of the following events:
  - 1. Upon his or her notice of such termination delivered to the President or Secretary of the Association personally or by mail; such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
  
  - 2. Upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the Association.
  
  - 3. Upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) thereafter. A member may avoid such termination by paying the amount of delinquent dues. Upon payment of the delinquent dues, the member shall be automatically reinstated as a member in good standing.
  
  - 4. Procedure for Expulsion or Suspension. Following the determination that a member should be expelled or suspended under subparagraph C.(2) of this section, the following procedure should be implemented:

- a. A notice shall be sent by first-class or registered mail to the last address of the member as shown on the Association's records, setting forth expulsion or suspension and the reasons therefor. such notice shall be sent at least thirty (30) days before the proposed effective date of the expulsion.
- 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 Board of Directors in accordance with the quorum and voting rules set forth in these Bylaws applicable to the meetings of the Board. The notice to the member of his or her proposed expulsion or suspension shall state the date, time, and place of hearing on his or her proposed expulsion.
- c. Following the hearing, the Board of Directors shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some way. The decision of the Board shall be final. A two-third (2/3) vote of the Board shall be required to expelled, suspend, or sanction the member.
- d. Any person expelled from the Association shall receive a refund of dues, already paid. The refund shall be prorated to return only the unaccrued balance remaining for the period of the dues payment.
- e. Reinstatement. Following the completion of an elapse of one year, an expelled or suspended member may petition the Board for reinstatement and shall be afforded the same due process rights in a hearing for reinstatement as he was availed of in the expulsion or suspension proceedings. Following a hearing in this regard, the Board of Directors shall decide whether or not the expelled or suspended member should in fact be reinstated. A two-third (2/3) vote of the Board is

required for reinstatement. Reinstatement shall be subject to such terms and conditions as the Board may impose. An expelled or suspended member may submit multiple petitions for reinstatement. However, an expelled or suspended member may not submit more than one petition during any twelve (12) 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 of all members' names, addresses and voting rights, at reasonable times, upon ten (10) business days' prior written demand on the Association, which demand shall state the purpose for which the inspection rights are requested.
  2. To obtain from the Secretary of the Association, upon written demand and payment of a reasonable charge, a list of the names, addresses and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.
  3. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board or committees of the Board, upon written demand on the Association by the member, for a purpose.
- E. **Right to Copy and Make Extracts.** Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspections includes the right to copy and make extracts.

- F. Annual Report. The Board shall cause an annual report to be provided at the Annual General Membership meeting. Said 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 members in good standing. The annual report should include a treasurer's report which provides a statement of the assets and liabilities of the Association as well as the Association's profit and loss statement as of the end of the fiscal year;

#### **Article V - Meetings**

- A. General Meetings. Annual meetings of the general membership of this Association shall be held at such times and at such place as the Board shall designate to take up such matters as may properly come before the membership of the Association as a whole. Only Voting Members shall have voting privileges at meetings of the general membership. Reasonable notice of meetings shall be provided in the Newsletter.

#### **Article VI - Board of Directors**

- A. Duties. It shall be the duty of the 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 this Association, 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 officers, agents and employees of the Association;
  - 3. Supervise all officers, agents and employees of the Association 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 Association and notices of meetings mailed, telegraphed, or sent by facsimile to them at such addresses shall be valid notices thereof.

B. Election and Term. The members of the Association shall nominate members to serve on the Board in conjunction with the Annual General Meeting. The Secretary shall compile an official list of the nominations and submit the official ballot through the regular mail to the Voting Members of the Association. Members may be nominated at the Board meeting and added to the list of candidates. Each Voting Member shall vote for no more than nine (9) nominees and cumulative voting shall not be utilized. The nine (9) nominated members who receive the largest number of votes shall be elected to the Board. In the event of a tie, a runoff vote shall be taken by the newly elected Board members who are elected members. Only Athletes or Judges shall be eligible to serve on the Board. An elected Director shall hold office until the next annual meeting for election of the board of Directors as specified in these Bylaws, and until his or her successor is elected and qualifies.

C. 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 Association shall be managed and controlled by the Board. The Board shall elect the following Officers for the Association: President, Vice-president, Secretary, Treasurer. Other officers may be elected by the Board to fill such other additional offices created by the Board.

D. 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 elapsed 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.

- E. Conduct of Meetings. 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.
  
- F. 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 Association, 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.

- G. 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 this

Association authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

- H. Vacancies and Removal. Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

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 Chairperson of the Board, the President, the Secretary, or the Board of Directors, 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 Board. Any Director so appointed will serve until the next annual meeting of the Board.

A Director shall be subject to removal only for cause as defined by statute and interpreted by California case law.

- I. 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.
- J. 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 signatory.
- K. Reimbursement of Litigation Expenses. To the extent that a person who is, or was, a director, officer, employee or other agent of this Association 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 Association, 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 this Association 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.

- L. Insurance for Association 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, officer, employee or other agent of the Association) 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 VI - Officers**

- A. Qualification, Election and Term of Office. Any person who becomes a member may serve as an officer of this Association. Officers shall be elected by the Board of Directors, at any time, and 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.
- B. Elective Officers. The following officers shall be elected by the Board and shall hold office for a term of one (1) year:
  - 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 Association and fix their compensation. The President may make and sign deeds, leases contracts and agreements in the name and on behalf of the Association 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 Association. The President shall exercise general supervision of the business of the Association, 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 from time to time by the Board.
  
3. Treasurer. The treasurer shall manage the financial affairs of the Association, The Treasurer shall oversee the collection and expenditures of all funds on behalf of the Association, to wit;  
(a) the collection and deposit of all proceeds into the Association's account(s) and the disbursement of such proceeds for the ordinary and necessary expenses of the Association; (b) the maintenance of the Association'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 Association, and (e) shall prepare and present a report of the operations and financial condition of the Association at the annual General meeting of the membership. The Treasurer shall perform such other duties as may be assigned from time to time by the Board and President.
  
4. Secretary. The Secretary shall be the ex officio clerk of the Board. The Secretary shall manage the daily administrative responsibilities of the Association, including but without limitation, the following duties: (a) the maintenance of all correspondence for the Association; (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 Association; 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 Association. The Secretary shall perform such other duties as may be assigned from time to time by the Board.

- 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 Board.
- 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 Association shall receive no compensation for services provided as determined by the Board.
- F. Resignation and Removal. An Officer of the Association may resign at any time by delivering notice to the Association's 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 Association 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 VII - 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 Association. 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 VIII - Rules of Competition**

- A. General. To insure a uniform understanding and application of the rules of competition and to maximize the safety of participants and spectators at the Heavy Events Competitions at the Games, the Association shall formulate and publish the Rules of Competition.
  
- B. Rules Committee. The Rules Committee shall consist of the President, Head Judge 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 Head Judge shall administer the Test. The cost of the Test shall be prescribed by the Board, paid to the Association. Upon satisfactory performance on such a test, as determined in the sole discretion of the Head Judge, an individual shall be certified as a judge for the Heavy Events athletic competitions at Games and festivals and shall receive a certification card. Periodic rectification of judges shall be required at the discretion of the Rules Committee.
  
  - 2. Rules Interpretations. All interpretations of the Rules of Competition during any Heavy Events competition shall be rendered by the Judge(s) officiating the Events in his, her or their discretion. Any further interpretations required or protests submitted shall be made to Rules Committee which shall provide interpretations of the Rules of Competition pursuant to procedures established periodically by the Rules Committee and published for the membership.

### **Article IX - Sanctioning**

- A. General Statement. Sanctioned Games will promote the Association, 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 by any Games to be sanctioned by the Association:
1. Notice. The officials, directors or promoters of any Games or festivals desiring their Heavy Events competitions to be sanctioned shall so notify the Association within a reasonable period of time prior to the desired competition. Reasonableness shall be in the discretion of the 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 Association shall compile and submit to the Games or festival officials, directors or promoters a "Sanction Packet" for completion which will include the Sanctioning Guidelines, a Sanction Agreement, Rules of Competition, list of Judges and other information deemed necessary or desirable by the Association.
  3. Safety. Prior to the desired competition, the Association 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 Association, at its discretion, may send a representative to inspect the throwing field or area to determine the adequacy of the space provided and the 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 Association.

4. Sanctioning Fees. The officials, directors or promoters of the Games shall pay a sanctioning fee to the Association in accordance with the daily rate as determined by the Board. The daily rate of sanctioning shall be determined by the Board annually 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 by way of example only, 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 Association.
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 X - Drug-Testing**

- A. General Statement. To preserve and protect the integrity of the sport and the principles of competition, the Association 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 Association 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 from time to time a list of currently banned substances for athletes. The drug-testing policies, procedures and sanctions implemented by the Association shall at all times protect the constitutional rights and privacy of the athletes. When testing is to be conducted, the Drug-Testing Committee shall select an entity to

conduct the drug-testing at the location of the Heavy Events competitions.

#### **Article XI - Miscellaneous**

- A. Newsletter. The Editor shall compile and publish the Newsletter on 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 President and the Association'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 Association's fiscal year for reporting to government and regulatory authorities purposes shall be from August 1 through July 31. However, the Association'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. Amendments. The power to alter, amend or repeal these Bylaws or adept new bylaws shall be vested in the Board unless otherwise provided in the Articles of Incorporation.
  
- D. 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 and adopted pursuant to Consent of the Board in Lieu of an Organizational Meeting and dated April 14, 2003.

By: David Garman, Secretary