

## THE COUNCIL OF SCOTTISH CLANS AND ASSOCIATIONS, INC.

### BYLAWS

#### ARTICLE I: NAME AND PURPOSE

**Section 101. Name.** This organization shall be known as the "Council of Scottish Clans and Associations, Inc." and shall hereinafter be referred to as "Council".

**Section 102. Purpose.** Generally, the purpose of the Council shall be to preserve and promote the customs, traditions, and heritage of the Scottish people by educating the public as to Scottish history, literature, music, poetry, art, and culture. Additionally, the Council shall, through a variety of means, provide service to the various clan and family associations of the Scottish community. Scottish, as used hereinafter, refers to those people of Scottish and Irish descent, commonly called Celtic.

#### ARTICLE II: MEMBERSHIP

**Section 201. Type and Requirements.** Membership in the Council shall consist of 4 types, (1) Clan or Family Society and Organizational members; (2) Individual members; (3) Corporate members; and (4) Honorary members.

- A. **Clan or Family Society and Organizational Membership.** Any Scottish clan or family society or any organizations interested in or involved in Scottish affairs, which operates on a not-for-profit principle shall, upon acceptance by the Council of a proper application from such a society or association and upon payment of the appropriate annual membership dues, be a member in this category. Each such organization is entitled to representation by one regular and one alternate delegate at all Council meetings, with one vote per society or association. Sub-organizations of a clan or family organization which are separate entities governed by separate officers may also hold membership in the Council under the same terms.
- B. **Corporate Membership.** Any organization interested in Scottish affairs, which operates on a for-profit basis, shall, upon acceptance by the Council of a proper application from such organization and upon payment of the appropriate annual dues be a member in this category. Each Corporate member shall be entitled to send a delegate, without vote, to all proceedings of the Council.
- C. **Individual Membership.** Any individual interested in the aims and purposes of the Council shall, upon acceptance by the council of a proper application and upon payment of the appropriate annual dues shall be acknowledged as a member of this category. Each individual member shall be entitled to attend, with vote, all Annual General Meetings and Special Business Meetings of the Council.
- D. **Honorary Members.** All duly recognized Chiefs of Scottish Clans or Families, or the duly recognized Commanders thereof, should there be no Chief, shall be invited to be honorary members of the Council and, upon their acceptance, shall be honorary members of the Council. Invitations to other deserving individuals to become Honorary Members may, from time to time, be extended by the Board of Trustees. Honorary Members shall be entitled to attend, without vote, all proceedings of the Council.

**Section 202. Dues.** A schedule of Dues for the above categories of the membership shall be approved by the membership at the AGM.

**Section 203. Rights of Members.** All members of the Council described in Section 201 shall be entitled to receive notices for and attend all activities and proceedings of the Council.

#### ARTICLE III: MEETINGS

**Section 301. Annual General Meeting.** The Annual General Meeting shall be held each year at a time and place to be determined by the Board of Trustees.

**Section 302. Special Business Meetings.** A Special Business Meeting shall be held at the discretion and insistence of the Board of Trustees or upon written petition of ten (10) or more voting delegates or upon written petition of three (3) or more members of the Board of Trustees. If held as a result of petition, the Special Business Meeting must be convened by the Board of Trustees within ninety (90) days of the filing of said petition with the Secretary of the Council. The petition must clearly state the exact purpose of the meeting and the agenda to be discussed. The agenda shall be limited to those items presented in the petition.

**Section 303. Elections.** The election of officers and trustees shall be held by vote following the report of the Nominating Committee at the

**Annual General Meeting.** Only one official vote may be recognized from each member organization. Terms of office shall commence at the conclusion of the Annual General Meeting.

**Section 304. Quorum.** A quorum is required to approve issues brought before the membership at an Annual General Meeting or Special Business Meeting. A quorum consists of 25 members of the total voting membership of the Council. In the absence of a quorum issues will be resolved by mail or e-mail ballot.

**Section 305. Notices of Meetings.** Notices of the Annual General Meeting and the Special Business Meetings shall be mailed or e-mailed to the voting members as defined in Section 201(A) herein, and by mail or e-mail to all other members to the last known address of said members, at least thirty (30) days prior to said meeting. Notice of meetings shall also be given by general advertisement.

**Section 306. Meetings of Trustees.** The Board of Trustees shall meet annually, prior to the Annual General Meeting. A quorum shall consist of: (1) A majority of the Executive Committee and (2) A majority of the trustees either present or present by proxy. A proxy can only be given to another member of the Board of Trustees including the Executive Committee and must be received by the Secretary in writing at least seven (7) days prior to such meeting. In addition, the President or Secretary may, on their own, or the Secretary upon written request signed by any two (2) Trustees, or by ten (10) voting delegates, call a meeting of the Board of Trustees. Meetings called by the President or Secretary or by written request shall require a notice in writing to each officer and Trustee by first class mail, telegram or like communication, addressed to his the last known address, at least twenty-one (21) days prior to the time designated for such meeting and shall state all business known to be on the agenda of said meeting. Any meetings of the Board of Trustees held without due notice and any action otherwise properly taken there at shall be valid only if notice of the time, place and purpose of such meeting is waived in writing before, at or, after such meeting by all trustees to whom notices were not duly sent.

**Section 307. Transaction of Business by Mail.** All business of the Council, requiring the approval of the membership-at-large will generally be conducted at the Annual General Meeting. In absence of a quorum, the business shall be conducted by mail or e-mail. The membership shall have a minimum of thirty (30) days from the date of mailing to respond to the ballot. If the issue receives an affirmative vote by one half plus one of the responses received, the issue shall have passed. The ballots shall be mailed or e-mailed to the designated delegate of the member organization and that ballot shall be the vote of the member organization.

#### ARTICLE IV: OFFICERS AND TRUSTEES

**Section 401. Executive Committee and Board of Trustees.** There shall be an Executive Committee, which shall consist of the President, Vice-President, Secretary and Treasurer. There shall be a Board of Trustees consisting of the President, Vice President, Secretary, and Treasurer and the elected Trustees. There will be at least six trustees. The Past President and Presidents Emeritus are non-voting ex-officio members of the Board of Trustees unless removed for cause.

**Section 402. Term of Office of Trustees and Vacancies.** Trustees shall be elected for three (3) year terms, one-third (1/3) of which terminate in any one year. Any trustee may resign at any time, orally or in writing, by notifying the Secretary or the President. Such resignation shall take effect at the time therein specified, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. A trustee may be removed from office for cause by the unanimous vote of all the other trustees then in office at a duly called meeting of the Board of Trustees with notice of the proposed removal. Vacancies occurring more than three months prior to an Annual General Meeting, whether or not temporarily filled by the Board of Trustees, shall be filled permanently by election for the remainder of the term of the trusteeship, which has become vacant. Trustees shall be limited to three (3) consecutive three (3) year terms, but may be nominated again after a one-year interim.

**Section 403. Term of Office of Officers and Vacancies.** All officers shall be elected for a term of two (2) years. Any officer may serve an additional term in the same office but shall not serve more than two consecutive terms in the same office unless addition terms are approved by a majority vote of the Board of Trustees. Any officer may resign at any time either in writing or orally and confirmed in writing, by notifying the Secretary or the President. Such resignation shall take effect at the time therein specified. Any officer may be removed from office for cause by a two-thirds vote of the Board of Trustees at a duly called meeting with notice of the proposed removal. Any vacancy occurring between elections shall be filled by the Board of Trustees, except a vacancy in the office of the President in which case the Vice-President shall become President. In the event the Vice-President assumes the office of President, the Board of Trustees shall then appoint a Vice-President.

**Section 404. Eligibility.** An officer or trustee must be a member of a clan or family society, which holds membership in the Council to be eligible to be elected to and hold office in the Council.

#### ARTICLE V: DUTIES AND POWERS OF OFFICERS AND TRUSTEES

**Section 501. Duties of Officers**

- A. **President.** The President shall preside at all meetings of the Council and the Board of Trustees. He shall be an ex-officio member of all committees created either by the Board or by the Council and of all standing or ad hoc committees. In general, the President shall perform all of the duties incident to the office of President and such other duties as are provided for in these By-laws or as may be assigned to him from time to time by the Board of Trustees. The President may appoint, with the approval of the Board of Trustees, an Executive Director, whose duties shall be to provide office support, maintain membership information and conduct other duties as assigned by the Executive Committee. The President may appoint, with the approval of the Executive Committee, national or regional Commissioners to coordinate the activities of the Council within the region they represent. The President may appoint, with the approval of the Board of Trustees, a Commissioner Coordinator to oversee the activities of the Commissioners. Regional Commissioners will report to National Commissioners. National Commissioners will report to the Commissioner Coordinator or directly to the Executive Committee in the absence of a Commissioner Coordinator. The Commissioner Coordinator will report to the Executive Committee.
- B. **Vice-President.** The Vice-President shall generally assist the President in performing any duties assigned to the President and shall perform such other duties as may from time to time be assigned to him by the President or the Board of Trustees. In the absence of the President, the Vice-President shall preside at any meeting of the Council.
- C. **Secretary.** The Secretary shall keep an accurate record of all proceedings of the Council and the Board of Trustees. All records of the Secretary shall remain the property of the Council. The Secretary shall perform such other duties as are usually incident to this office or as may be prescribed by the Board of Trustees. The Secretary shall see that the reports, statements and other documents required by law are properly kept and filed, within the scope of this office.
- D. **Treasurer.** The Treasurer shall collect and keep an account of all moneys received and expended on behalf of the Council; shall deposit sums received by the Council in the name of the Council in such depositories as shall be approved by the Board of Trustees; shall make reports of the finances of the Council at least annually to the Board of Trustees and when called upon by the President, and shall perform such other duties as shall be directed by the Board of Trustees or the President. The funds, books and vouchers in the hands of the Treasurer shall at all times be subject to inspection, supervision and control of the Board of Trustees and President and, at the expiration of his term of office, the Treasurer shall turn over to the successor in office all books, moneys and other properties in his possession. The Treasurer shall see that the reports, statements and other documents required by law are properly kept and filed, within the scope of this office.

#### Section 502. Duties and Powers of the Board of Trustees.

- A. **General Duties.** The Board of Trustees is charged with the general direction and conduct of the affairs of the Council and it shall be vested with the general powers necessary for the exercising of such charge, together with the powers to adopt all required measures for promoting the interests of the Council between business meetings. All corporate powers shall be exercised by the Board of Trustees, except as otherwise expressly provided by law or by the Certificate of Incorporation or by these By-laws, the Trustees shall act only as a Board and the individual Trustees shall have no power as such. However, members of the Board of Trustees may be appointed as Committee Chairmen and as such may exercise those powers inherent with such appointment.
- B. **Grants, Contributions and other Financial Assistance.** The making of grants and contributions and otherwise rendering financial assistance for the purposes expressed in the Certificate of Incorporation shall be within the exclusive power of the Board of Trustees. In furtherance of the purposes, the Board of Trustees shall have power to make grants to any organization organized and operated exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 as amended. The Board of Trustees shall review all requests for funds from other organizations, shall require that such requests specify the use to which the funds shall be put, and if the Board of Trustees considers the use as being in furtherance of the purposes of the Council and the request is for less than or equal to \$2,000.00, approves the request, shall authorize payment of such funds to the approved grantee. In the event that the request is greater than \$2,000.00 and the Board of Trustees considers the use as being in furtherance of the purposes of the Council the request will be forwarded to the membership for approval by mail or e-mail ballot. The Board of Trustees shall require that the grantees furnish a periodic accounting to show that the funds were expended for the purposes, which were approved by the Board of Trustees. The Board of Trustees may, in its absolute discretion, refuse to make any grants or contributions or otherwise render financial assistance to or for any or all purposes for which funds are requested.
- C. **Business Meeting Agenda.** The Board of Trustees may propose any items of business it desires at any Business Meeting.
- D. **Minutes.** The minutes of the proceeding of all Board meetings shall be sent to each member of the Board and made available to any Council member upon request.
- E. **Financial Review.** The Board of Trustees shall present a proper financial review of the financial transactions and status of assets and liabilities at each Annual General Meeting for the fiscal year ending immediately prior to said Annual General Meeting.
- F. **President Emeritus.** The Board of Trustees may, by unanimous vote, bestow upon a former President of the Council the title of

President Emeritus and the recipient shall hold said title for life. Said President Emeritus shall be invited to participate in all proceedings of the Board of Trustees but shall have no vote.

#### ARTICLE VI: NOMINATIONS

Section 601. **Appointment and Meetings.** Each year, prior to Annual General Meeting, the President shall appoint a Nominating Committee. The Nominating Committee shall select the nominees for Officers and Trustees whose terms expire or which have become vacant since the last Annual General Meeting. The slate of nominees must be reported to the membership at the Annual General Meeting.

Section 602. **Nomination by Membership.** Any five (5) voting members can nominate a candidate or candidates for office. Said nominations shall be signed by a voting member and submitted in writing to the Secretary of the Council seven (7) days prior to the Annual General Meeting. No nominations shall be accepted from the floor of the Annual General Meeting except that if there shall be no nomination for a particular office, nominations from the floor will be accepted for that office.

#### ARTICLE VII: COMMITTEES OF THE COUNCIL OR BOARD OF TRUSTEES

A. Section 701. **Creation, Powers and Duties.** The President may, with the approval of the Executive Committee, create from time to time Committees as deemed necessary. The President shall, with the approval of the Executive Committee, appoint a Chairperson for such Committee. The Chairperson shall select the members of the Committee. The Chairperson shall serve at the pleasure of the President and the Committee members shall serve at the pleasure of the Chairperson.

#### ARTICLE VIII: GENERAL PROVISIONS

Section 801. **Fiscal Year.** The fiscal year of the Council shall be 1 January to 31 December.

Section 802. **Rules of Order.** The rules contained in Robert's Rules of Order, the latest available edition, shall apply and govern all meetings insofar as they are not inconsistent with these By-laws.

Section 803. **Voting.** Voting members are entitled to one (1) vote.

Section 804. **Compensation of Members, Officers, and Trustees.** No part of the net earnings or profits of the Council shall inure to the benefit or private profit of the Council's Trustees, Officers, or to any member of their families, or to any individual, nor shall the Council aid any organization or corporation conducted for the benefit of or private profit of its stockholders, but all activities and all aid of the Council shall be solely for charitable, scientific, literary, or educational purposes. No trustee or officer shall receive any compensation, either directly or indirectly, for acting as such.

Section 805. **Offices.**

- A. **Registered Office.** The registered office of the Council shall be in Georgia or at a location approved by the Board of Trustees.
- B. **Other Offices.** The Council shall also have offices in such other places as the Board of Trustees may, from time to time, determine or the business of the Council shall require.

#### ARTICLE IX: AMENDMENTS

Section 901. **Changes and additions to these By-laws may be effected by a majority of the voting members present at the Annual General Meeting.**

Section 902. **Any five (5) voting members may propose amendments to these By-laws. Said proposed changes shall be signed by voting members and submitted in writing to the Secretary of the Council not less than two (2) months prior to the Annual General Meeting.**

Section 903. **These By-laws shall be reviewed periodically by the Board of Trustees or a Committee thereof and proposed changes shall be approved by the Board of Trustees and presented to the membership at the annual General Meeting.**

[These by-laws were approved by vote of the membership on \_\_\_\_\_.]