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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 **the Council "COSCA"**.

Section 102. Purpose. The purpose of the Council shall be to preserve and promote foster the customs, traditions, and heritage of the Scottish people by educating the public as in regards to Scottish history, culture, literature, music, poetry, and art. 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 Scots-Irish descent also known as Celtic.

[NOTE: A great many Scots are not Celtic and "Celtic" would include a number of other ancestries and world regions that are not in any way Scottish]

The Mission of COSCA is to represent the interests of Scottish clan and family associations and our other heritage member organizations across the USA and internationally—in the process promoting our shared Scottish heritage and culture through all forms of public education.

ARTICLE II: MEMBERSHIP

Section 201. Type and Requirements. Membership in the Council shall consist of **4 five (5)** types, (1) Clan or Family Society **Organizational** members; (2) Individual members; (3) Corporate members; (4) **Scottish Cultural Association members** and (5) Honorary Members.

- A. Clan or Family Society **Organizational** Membership. Any Scottish clan or family society **or association 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 member in this category** 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.
- C. B. 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 in** this category. Each individual member shall be entitled to attend, with **vote voting privileges, all the** Annual General Meetings (**hereinafter "AGM"**) and Special Business Meetings of the Council **as defined in Article VII herein**.
- B. C. 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.

D. Scottish Cultural Organization Membership. 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 organization** 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 organization. *[NOTE: this category is excised from the original Category A.]*

D. E. 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 become **hHonorary mMembers** of the Council. Invitations to other deserving individuals to become Honorary Members may, from time to time, be extended by the Board of Directors. 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 membership shall be proposed by the Board and approved by the membership at **the an** 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 **including meetings as defined in Article VII herein.**

ARTICLE III: OFFICERS AND DIRECTORS

[section IV previously]

Section 301. Executive Committee and Board of Directors. 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. There shall be a Board of Directors which shall consist of at least six (6) but no greater than fifteen (15) elected Directors to include a President, Vice President, Secretary, and Treasurer. There shall be a Sergeant-at-Arms, who may also be an elected Director, appointed by the President with approval of the Board. The Past Presidents and Presidents Emeritus (as defined in Article IV) are non-voting ex-officio members of the Board of Directors unless removed for cause.

[NOTE: We should limit the number of Directors to avoid mob scenes and to facilitate getting the business done] [See the Sgt-at-Arms job description further on]

Section 302. Executive Committee. There shall be an Executive Committee, which shall consist of the President, Vice-President, Secretary and Treasurer (collectively, the Officers) and other Directors as deemed appropriate by the President from time to time.

Section 303. Elections. The election of Officers and Directors shall be held by vote of the qualified members present at an AGM following the report of the Nominating Committee. Only one official vote may be recognized from each member organization. *[NOTE: previously included under Meetings but more appropriately fits here]*

Section 3024. Term of Office of Directors and Vacancies. Directors 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 Director may be removed from office for cause by the unanimous vote of all the other Directors then in office at a duly called meeting of the Board of Directors with notice of the proposed removal. Vacancies occurring more than three months prior to an **Annual General Meeting AGM**, whether or not temporarily filled by the Board of Directors, shall be filled permanently by election for the

remainder of the term of Directorship which has become vacant. Directors shall be limited to three (3) consecutive three (3) year terms but may be nominated again after a one-year interval. *[Resignations moved]*

Section 3035. Term of Office of Officers and Vacancies. Officers shall be elected for a term of two (2) years. An oOfficer may serve two consecutive terms in an office. **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.** Should a majority of the Board of Directors approve by vote at a properly called meeting, additional terms may be served. Except for filling a vacancy, terms of office begin and end at the conclusion of an AGM. **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 oOfficer may be removed from office for cause by a two-thirds vote of the Board of Directors at a duly called meeting with notice of the proposed removal. Any vacancy occurring between elections shall be filled by the Board of Directors, 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 Directors shall then appoint a Vice-President.

[NOTE: The Board needs to have a serious discussion about term limits before enacting them. Example would be Clark who has served more than 4 years as Treasurer but whose departure from the office would be detrimental to COSCA]

Section 3046. Eligibility. An oOfficer or trustee Director must be **a member of a clan or family society, which holds membership in an Individual Member of** the Council to be eligible to be elected to and hold office **in the Council.**

[NOTE: If a Director is eligible to serve only because he/she is a member of a member Clan and that Clan fails to renew its membership, the Director is immediately ineligible and forced out] [McInnis: I firmly believe Directors should be so personally committed that they join on their own] [CLS comment: Can individual members be eligible for election, or members of a 210. D cultural Organization?]

Section 3057. Resignations. Any Officer or Director may resign at any time, **orally or in writing, by notifying** letter to 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.

[NOTE: An oral resignation cannot be confirmed and no record of such will exist except on paper in writing & signed.]

ARTICLE IV: DUTIES AND POWERS OF OFFICERS AND DIRECTORS

Section 401. Duties of Officers

A. President. The President shall preside at all meetings of the Council and the Board of Directors. He or she 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 bylaws or as may be assigned to him from time to time by the Board of Directors. **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.

[NOTE: This stuff removed to a new section F.]

- 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 may from time to time be assigned by the President or the Board of Directors. In the absence of the President, the Vice-President shall preside at any meeting of the Council.
- C. Secretary. [this section is rearranged] The Secretary shall keep an accurate record of all proceedings of the Council and the Board of Directors. The Secretary shall **see assure** that the **minutes of meetings**, reports, **statements** and other documents required by law are properly kept and filed, within the scope of this office. The Secretary shall perform such other duties as are usually incident to this office or as may be prescribed by the Board of Directors. All records of the Secretary shall remain the property of the Council.
- 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 Directors; shall make quarterly reports of the finances of the Council **at least annually to the Board of Directors and when called upon by the President or the Board, and as directed in Section VII herein**, and shall perform such other duties as so directed. The books and records in the hands of the Treasurer shall at all times be subject to inspection, supervision and control of the Board of Directors 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, **financial** statements and other documents required by law are properly kept and filed, within the scope of this office. The Treasurer will Chair a Budget Committee, selected by the President, which will prepare an annual Budget to be presented for approval to the Board prior to each AGM and, when amended and approved by the Board, will then be reported to the Membership at the AGM. Such Budget will be the foundation for periodic reports to the Board.
- E. Sergeant-at-Arms. The Sergeant-at-Arms will assure orderly and productive meetings of the Board and the Membership at the AGM. The Sergeant-at-Arms is responsible for assuring a Quorum at all meetings, monitoring compliance with the Bylaws and Roberts Rules of Order and overseeing elections and voting. The Sergeant-at-Arms acts as the assistant to the secretary. The Sergeants-at-Arms is appointed for a fixed period of time. He/she is a non-voting member of the board, but may vote as a member in general votes during the AGM.

[NOTE: This position is proposed to provide for details of meeting management, should a need arise, and to insulate the President from a forced disciplinary situation or any case where a question arises re: quorum, procedure, voting and membership status]

- F. Appointments. The President may **appoint** hire, with the approval of the Board of Directors, an Executive Director, whose duties shall be to provide general management, office support, membership management servicing 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 designated regions. The President may appoint, with the approval of the Board of Directors, a Commissioner Coordinator to oversee the activities of the Regional Commissioners will report to the Commissioners Coordinator or directly to the Executive Committee in the absence of a Commissioner Coordinator. The Commissioner Coordinator will report to the Executive Committee.

Section 402. Duties and Powers of the Board of Directors.

- A. General Duties. The Board of Directors 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 exercising such duties, 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 Directors, except as otherwise expressly provided by law or by the Certificate of Incorporation or by these bylaws, the

Directors shall act only as a Board and the individual Directors shall have no power as such. However, members of the Board of Directors 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 purpose expressed in the Certificate of Incorporation shall be within the exclusive power of the Board of Directors. In furtherance of the purposes, the Board of Directors 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 Directors shall review all requests for funds from other organizations, and shall require that such requests specify the use to which the funds shall be put, detail for what specific purpose the funds will be used. and if If the Board of Directors considers the use as being in furtherance of the purposes of the Council and the request is for less than or equal no greater than to \$2,000.00, approves it may approve the request, shall and 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 Directors considers the use as being in furtherance of the purposes of the Council, the request will be forwarded by mail or e-mail ballot to the membership for approval by mail or e-mail ballot within a limit of 30 days. The Board of Trustees Directors shall require that the grantees furnish a periodic accounting to show that the funds were expended for the approved purposes, which were approved by the Board of Trustees. The Board of Directors 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.

[NOTE: redundant – states the obvious from the first sentence whereby if given the power to do a thing, the power to not do it is also granted and the Board has first right of refusal]

- C. Business Meeting Agenda. The Board of Directors may propose any items of business it desires at any Business Meeting. A Business Meeting is so designated and called with the intent or expectation that official votes will be taken and that reports will be entered into the minutes as described in Section 707 herein.

[NOTE: “Business Meeting” is not defined. Should the By-laws require a minimum number of Business (Board) Meetings per year?]

- D. Minutes. The minutes of the proceeding of all Board meetings shall be sent by the most convenient method to each member of the Board and made available to any Council member upon request via posting conspicuously on the Council website.
- E. Financial Review and Audit. The Board of Directors shall present a proper financial review of the financial transactions and status of assets and liabilities at each AGM for the fiscal year ending immediately prior to said AGM. The Board shall provide for an audit to be performed on the financial records of the Council at least every two years by a qualified auditor independent of the Council.
- F. President Emeritus. If by unanimous vote, T the Board of Directors may, by unanimous vote, bestow upon a former President of the Council the title of President Emeritus and the recipient who shall hold said such title for life unless removed for cause. Said Any President Emeritus shall be invited to participate in all proceedings of the Board of Directors but shall have no vote.

ARTICLE V: NOMINATIONS

Section 501. Appointment and Meetings. Each year, at least 60 days prior to the AGM, the President shall appoint a Nominating Committee. The Nominating Committee shall select the nominees for Officers and Directors whose terms expire or which have become vacant since the last AGM. The slate of nominees must be reported to the membership at the AGM.

Section 502. 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 AGM. No nominations shall be accepted from

the floor of the AGM except that if there shall be no nomination for a particular office, nominations from the floor will be accepted for that office [provided that such nomination shall be joined by at least five voting members.](#)

[NOTE: It may be better to leave an office vacant than risk an unknown and unvetted nominee from the floor.]

ARTICLE VI: COMMITTEES OF THE COUNCIL OR BOARD OF DIRECTORS

Section 601. 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 VII: MEETINGS

[Article move from III to VII]

Section 701. Annual General Meeting of the Membership. The Annual General Meeting shall be held each year A Meeting of the Membership shall be held annually at a time and place to be determined by the Board of Trustees Directors and is herein titled the “AGM”. [The purpose of the AGM is to present reports on the affairs and activities of the Council, to present a financial report, to elect Directors and Officers, to approve Bylaws changes, to inform the Membership of future plans and to conduct other business that may be brought before the Membership.](#)

Section 702. Special Business Meetings. A Special Business Meeting may be held at the discretion and insistence of the Board of Directors 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 Directors. If held as a result of petition, the Special Business Meeting must be convened by the Board of Directors 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 703. Elections. The election of officers and Directors shall be held by vote following the report of the Nominating Committee at the AGM. Only one official vote may be recognized from each member organization. Terms of office shall commence at the conclusion of the AGM. [moved to Article III]

Section 7043. Quorum. A quorum is required to approve issues brought before the membership at an AGM or Special Business Meeting. A quorum consists of 25 members [ten \(10\) percent](#) of the total voting membership of the Council. In the absence of a quorum issues will be resolved by mail or e-mail ballot.

[NOTE: The question of our actually having a quorum NEVER has been raised since no actual, up-to-date and verified, membership roster on hand at the AGM. Currently, the quorum will be 25 verified paid-up members (not just bodies) out of 140 members – 18% of the membership. 10% will be more practical but may still be a challenge to meet.]

Section 7054. Notices of Meetings. Notices of the AGM 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 in the COSCA newsletter and on its website.](#)

Section 7065. Meetings of Directors. The Board of Directors shall meet annually, prior to the AGM. A quorum shall consist of: (1) A majority of the Executive Committee and (2) A majority of the Directors 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. [moved southward] In addition, the President or Secretary **may**, on their own, or the Secretary upon written request signed by any two (2) Directors, or by ten (10) voting delegates, **may** call a meeting of the Board of Directors. Meetings called by the President or Secretary or by written request shall require a notice in writing to each **officer and Trustee Director** by first class mail, **telegram e-mail** 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 Directors** 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 Directors** to whom notices were not duly sent.

Section 706. Proxy. A member of the Board of Directors or Executive Committee may use a Proxy to supply a quorum and to vote. A Proxy can only be given to another member of the Board of Directors or Executive Committee and must be received by the Secretary in writing at least seven (7) days prior to such meeting. The Board shall approve the standard form and content of an acceptable Proxy. [MOVED & clarified]

Section 707. Business of the Board

At each Business Meeting of the Board, the following reports will be presented for the record:

- (1) Minutes of the previous meeting.
- (2) A Financial Report sufficient to illustrate the fiscal condition of the Council with the current assets and liabilities and progress within the Budget.
- (3) A Membership Report describing by category the active, lapsed and prospective members and recruiting progress.
- (4) A President's Report on the status of projects, programs and coming events, and
- (5) Any other matters of importance to the health and welfare of the Council.

Section 708 Transaction of Business by Mail or Email. All business of the Council, requiring the approval of the membership-at-large will generally be conducted at **the Annual General Meeting an AGM**. In absence of a quorum, the business **shall may** be conducted by mail or **electronically**. 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 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 bylaws.

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

Section 804. Compensation of Members, Officers, and Directors. No part of the net earnings or profits of the Council shall **inure to the benefit or provide** private profit **or benefit of to** the Council's Directors, 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 Director or Officer** shall receive any compensation, either directly or indirectly, for acting as such.

[NOTE: the word 'inure' is possibly appropriate in this context, but has the more common meaning: to 'harden' or 'fortify']

Section 805. Advisory Board. COSCA may establish an Advisory Board, without governing power or authority, to serve as a resource, and to be consulted at the direction and pleasure of the Board of Directors, in order to assist them to advance and promote the stated purposes of the organization.

Section 806. Indemnification. Each and every Officer and Director, or former Officer or Director, of the corporation shall be indemnified by the corporation against any and all costs and expenses, to include attorney fees, damages, and/or settlement amounts actually and necessarily incurred or imposed upon him or her in the performance of their duties, or imposed upon him or her in connection with the defense of any legal action, suit, or other proceeding to which he or she may be made a party by reason or being, or having in the past been, an Officer or Director of COSCA, except in relation to any such matter as to which he or she shall be adjudicated or otherwise adjudged liable for gross negligence, theft, fraud, embezzlement, or other gross misconduct in the performance of his or her duties.

Section 807. Offices.

- A. Registered Office. The registered office of the Council shall be in the state approved by the Board of Directors.
- B. Other Offices. The Council shall also have offices in such other places as the Board of Directors 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 in an election conducted over a limited period of time by mail-in or electronic ballot with the determination of such procedures approved by the Board.

[NOTE: The benchmark to change the Bylaws is incredibly low given the importance of such action. A majority of a quorum is a mere handful of members – currently just 13 votes, or if the proposed quorum change is accepted, just 7 votes can change all our rules (140x10%x51%=7). This allows a small group of like-minded members (all who would be able to attend the AGM at GMHG) to collaborate to cause true harm to our operations: election procedures, voting rights, finances, etc. A solution could be to open a narrow window of time for all members to vote electronically to ratify changes once accepted by the attending members.]

Section 902. Any five (5) voting members may propose amendments to these bylaws by petition. 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 an AGM.

Section 903. These By-laws shall be reviewed periodically by the Board of Directors or a Committee thereof and purposed proposed changes shall be approved by the Board of Directors and prior to being presented to the membership at the annual General Meeting next scheduled AGM.

[These bylaws were approved and adopted by vote of the membership on _____.]

Acknowledged by the President _____ on _____

Acknowledged by the Secretary _____ on _____