

# THE COUNCIL OF SCOTTISH CLANS AND ASSOCIATIONS, INC.

## CODE OF 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 “COSCA”.

**Section 102. Purpose.** 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 COSCA shall consist of five (5) types, (1) Clan or Family Society members; (2) Individual members; (3) Corporate members; (4) Scottish Cultural Association members and (5) Honorary Members.

**A. Clan or Family Society Membership.** Any Scottish clan or family society or association upon acceptance by the Board COSCA 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 member in this category is entitled to representation by one regular and one alternate delegate at all COSCA meetings, with one vote per society. Sub-organizations of a clan or family organization which are separate entities governed by separate officers may also hold membership in COSCA under the same terms.

**B. Individual Membership.** Any individual upon acceptance by the COSCA of a proper application and upon payment of the appropriate annual dues shall be a member in this category. Each individual member shall be entitled to attend, the Annual General Meetings (hereinafter “AGM”) and Special Business Meetings of COSCA as defined in Article VII herein.

**C. Corporate Membership.** Any organization interested in Scottish affairs, which operates on a for-profit basis, shall, upon acceptance by COSCA 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, to all proceedings of COSCA. Corporate members have no voting rights

**D. Scottish Cultural Organization Membership.** Any organization interested in or involved in Scottish affairs, which operates on a not-for-profit principle, shall, upon acceptance by COSCA of a proper application from such 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 COSCA meetings.

**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 COSCA and, upon their acceptance, shall become Honorary Members of COSCA. 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 all proceedings of COSCA. Honorary members have no voting rights.

**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 an AGM.-

**Section 203. Rights of Members.** All members of COSCA described in Section 201 shall be entitled to receive notices for and attend all activities and proceedings of COSCA including meetings as defined in Article VII herein.

### **ARTICLE III: OFFICERS AND DIRECTORS**

**Section 301. Board of Directors.** 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 President and Presidents Emeritus (as defined in Article IV) are non-voting ex-officio members of the Board of Directors unless removed for cause

**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. Only one vote may be recognized from each member.

**Section 304. 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.

A 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 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.

**Section 305. Term of Office of Officers and Vacancies.** Officers shall be elected for a term of two (2) years. An Officer may serve two consecutive terms in an office. 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 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.

**Section 306. Eligibility.** An Officer or Director must be an Individual Member of COSCA to be eligible to be elected to and hold office.

**Section 307. Resignations.** Any Officer or Director may resign at any time, in writing, by 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.

### **ARTICLE IV: DUTIES OF OFFICERS AND DIRECTORS**

#### **Section 401. Duties of Officers**

- A. President.** The President shall preside at all meetings of COSCA and the Board of Directors. He or she shall be an ex-officio member of all committees created either by the Board or by COSCA 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.

- 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 COSCA.
- C. Secretary.** The Secretary shall keep an accurate record of all proceedings of the COSCA and the Board of Directors. The Secretary shall assure that the minutes of meetings, reports 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 COSCA.
- D. Treasurer.** The Treasurer shall collect and keep an account of all monies received and expended on behalf of COSCA; shall deposit sums received by COSCA in the name of COSCA in such depositories as shall be approved by the Board of Directors; shall make quarterly reports of the finances of COSCA, 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.
- F. Appointments.** The President may 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, Regional Commissioners to coordinate the activities of COSCA 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. 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 COSCA 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 COSCA 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 detail for what specific purpose the funds will be used. If the Board of Directors considers the use as being in furtherance of the purposes of COSCA and the request is for no greater than to \$2,000.00, it may approve the request 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 Directors considers the use as being in furtherance of the purposes of COSCA, the request will be forwarded by mail or e-mail ballot to the membership for approval within a limit of 30 days. The Board of Directors shall require that the grantees furnish a periodic accounting to show that the funds were expended for the approved purposes.

- 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.
- 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 COSCA member via posting conspicuously on COSCA 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 COSCA at least every two years by a qualified auditor independent of the COSCA.
- F. President Emeritus.** If by unanimous vote, the Board of Directors may bestow upon a former President of COSCA the title of President Emeritus who shall hold such title for life unless removed for cause. 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 COSCA 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.

#### **ARTICLE VI: COMMITTEES OF THE COSCA 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.** A Meeting of the Membership shall be held annually at a time and place to be determined by the Board of Directors and is herein titled the “AGM”. The purpose of the AGM is to present reports on the affairs and activities of COSCA, 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 COSCA. 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. Quorum.** A quorum is required to approve issues brought before the membership at an AGM or Special Business Meeting. A quorum consists of ten (10) percent of the total voting membership of COSCA. In the absence of a quorum issues will be resolved by mail or e-mail ballot.

**Section 704. 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 in the COSCA newsletter and on its website.

**Section 705. 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. In addition, the President or Secretary 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 Director by first class mail, 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 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 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.

**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 COSCA 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 COSCA.

**Section 708 Transaction of Business by Mail or Email.** All business of the COSCA, requiring the approval of the membership-at-large will generally be conducted at an AGM. In absence of a quorum, the business 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 COSCA 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 COSCA shall provide private profit or benefit to the COSCA's Directors, Officers, or to any member of their families, or to any individual, nor shall the COSCA aid any organization or corporation conducted for the benefit of or private profit of its stockholders, but all activities and all aid of the COSCA shall be solely for charitable, scientific, literary, or educational purposes. No Director or Officer shall receive any compensation, either directly or indirectly, for acting as such.

**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 COSCA shall be in the state approved by a majority vote of the Board of Directors.
- B. Other Offices.** The COSCA shall also have offices in such other places as the Board of Directors may from time to time, determine or the business of the COSCA shall require.

**ARTICLE IX: AMENDMENTS**

**Section 901. Changes and additions to these Bylaws** may be effected by a majority of the voting members 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

**Section 902. members may propose amendments to these bylaws by petition,** submitted in writing to the Secretary of the COSCA not less than two (2) months prior to an AGM.

**Section 903. These By-laws shall be reviewed periodically by the Board of Directors** or a Committee thereof and proposed changes shall be approved by the Board of Directors prior to being presented to the membership at the 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 \_\_\_\_\_*