BY-LAWS OF
The CLAN MacKENZIE SOCIETY IN THE UNITED STATES, Inc

ARTICLE I - NAME

SECTION 1.1 **NAME** The name of this organization shall be The Clan MacKenzie Society In the United States (Hereafter called the Society).

ARTICLE II – PURPOSE

SECTION 2.1 **PURPOSE** The Society is organized as a Corporation and is intended to promote the preservation and study of Scottish culture, including music, art, history, folklore, dance, literature, athletics, and all other things distinctively Scottish and in particular as they relate to clan Mackenzie, among interested persons in The Americas and to cooperate with like minded persons, groups, and organizations both here and abroad.

SECTION 2.2 **OPERATION** The Society shall operate exclusively for charitable, historical and educational purposes within the meaning of Section 170(c) (2) (B), 501(C) (3) of the Internal Revenue Code of the United States.

SECTION 2.3 **RESTRICTIONS** The Society is a non-profit, non-political, and non-sectarian organization and its operation must comply with all requirements of the IRS Code referred to in Section 2.2.

ARTICLE III – MEMBERSHIP

Section 3.1 **MEMBERS** All persons regardless of age, sex, national origin, or religious belief; who express and profess a genuine interest in the purposes and objectives of the Society; who have a genuine love of the Scottish Heritage and Tradition with respect to the Clan Mackenzie; and who will work to uphold, promote, and encourage perpetuation of Scottish Tradition and Heritage, shall be eligible for membership.

Section 3.2 **ACTIVE MEMBERS** Applicants for membership shall become members in good standing, with full voting rights and the right to hold office as required by the By-Laws and Articles of Incorporation, immediately upon payment of current dues. Associate members are spouses who are members by virtue of their being married to a dues paying member. Associate members do not have the right to vote. Associate members may become voting members by becoming a dues paying member in good standing.

Section 3.3 **ANNUAL DUES** Individual dues, including Lifetime dues, shall be set by the Board of Directors (hereafter called the Board) and are due annually on or before September 30. Dues cover the period October through September. The Secretary shall maintain a data base of all members. A certificate of membership will be issued to each new dues paying member joining the Society.

Section 3.4 **ANNUAL DUES RENEWALS** Dues Notices will be sent to all members no later than August 31st, of each year. A follow up notice will be sent no later than October 15th to prior active members who have not responded to the initial notice. In addition, at the discretion of the President, inactive members may be solicited to rejoin the Society. Any new person joining during the summer festival season beginning in March will be due for renewal the September of the following year.

Section 3.5. **LIFE MEMBERSHIPS** Any member may become a life member by paying the following dues.

REQUIREMENT	DUES
Current age 21 to 30:	$500
Current age 31 to 50:	$400
Current age 51 to 70	$300
Current age greater than 70	$200

The Treasurer shall place all life membership dues in an interest earning savings account to be transferred to an investment of either insured CD's or triple A rated bonds with the earnings to be paid annually to the operating fund.

Members who wish to make additional annual contributions, may be recognized in the Tulach Ard as "Contributing Members" ($100 - $199 contribution) or as "Sustaining Member" ($200 and up contribution).

Section 3.6 **INACTIVE MEMBERS** Membership shall become delinquent if payment of dues is not received by the Treasurer by December 31st and the member shall be placed in inactive status losing their voting rights and status as a member in good standing until such time as dues are paid in full.

ARTICLE IV - MEETINGS

Section 4.1 **ANNUAL MEETING** There will be an Annual General Meeting (AGM) of all active members of the Society. The location for the AGM will rotate among the various geographical regions of the country. The Vice President for a region will select the site within that region for the AGM, subject to approval by the President. The site shall be selected by the Regional Vice President and approved by the Board at least 10 months prior to the date scheduled for the AGM.

Section 4.2 **OTHER MEETINGS** The Executive Council (hereafter called the Council) may meet at any time when there is a quorum of its members present. The Council may also meet through electronic means (chat rooms, Email, etc.)

Section 4.3 **QUORUMS** At any meeting of the Society at which a vote of the members is required, those members present constitute a quorum. At a meeting of the Board of Directors, or Executive Council a quorum is defined as Members of Board of Directors, Executive Council Members, or Active Members present.

Section 4.4 **ELECTRONIC VOTING** A record of any vote by electronic means (email, chat room, or phone) must show: the names of all Members of the Board of Directors, Members of the Executive Council and members that voted; along with the date; the issue voted upon; and the way the member voted. The results of any vote must be published in the Tulach Ard. General voting through proxy is prohibited.

ARTICLE V - OFFICERS

Section 5.1 **GENERAL ADMINISTRATION** A Board of Directors consisting of the President, Vice President (US), Treasurer, Secretary, and Regional Vice Presidents shall manage the affairs of the Society. Each officer shall be elected by the voting membership. Each member of the board will exercise one (1) vote.

5.1.A. **TERMS OF OFFICE** The term of office for officers shall be three (3) years. The President and VP (US) cannot serve two consecutive terms. All other officers may serve consecutive terms without limit upon approval of the Board. The Directors may combine offices as necessary. Any vacancy arising among the Officers

between elections, with the exception of the President and Vice President (US), will be filled for the amount of the remaining term of the officer, by a vote of the Executive Council. If the Vice President (US) should step down or vacate the office for any reason a special election will be held for a new VP (US). The position will remain vacant until a new Vice President (US) is chosen. The special election will be conducted within 90 days of the vacancy. All elected officers and Past Presidents are Commissioners for purposes of this Society. All appointed Commissioners serve at the pleasure of the President. Commissioners may be nominated by a Regional Vice President at any time and may, at his discretion, be appointed by the President for a term not exceeding the President's term of office. Any Commissioner may resign or the President may terminate his/her appointment at any time by written notice.

5.1.B. **EMOLUMENT** No part of the funds of the Society shall inure to the benefit of, or be distributable to, its officers, commissioners, or other private persons, except that the Treasurer shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose of the Society as set forth in Article 2 and in accordance with the duly adopted annual budget, Articles of Incorporation, and These By-Laws.

Section 5.2 **DUTIES AND RESPONSIBILITIES**

5.2.A. **PRESIDENT** The President shall be the chief administrative officer of the Society, carrying out the programs of the Board of Directors in support of its objectives and purposes. The President shall preside at all meetings of the membership, the Board, and the Council. The President shall appoint all Commissioners and Committees, shall sign all contracts and other official documents authorized by the Board and shall lead the Society in cooperating with other Scottish organizations around the world. The President shall not independently commit the Society to specific programs, projects or expenditures without the approval of the Board.

5.2.B. **VICE PRESIDENT (US)** The Vice President (US) is the President-Elect. The Vice President (US) shall assist and direct the Secretary and Treasurer in performing their duties, shall provide leadership assistance and direction for the Regional Vice Presidents, shall assist the President as directed and shall discharge the duties of the office of the President in the absence of the President. If the President, for any reason, is unable to fulfill his/her term of office the Vice President (US) will become the President and fill the remaining term.

5.2.C. **SECRETARY** The Secretary will maintain the membership records and database of the Society as specified in Article 3, the correspondence records of the Society, minutes of all meetings of the Society, of the Executive Council, and of the Board of Directors and shall submit the same to the Tulach Ard. The Secretary shall conduct all general correspondence of the Society as directed by the President or Vice President. The Secretary shall submit a membership report at the AGM, when requested by the Board, and at the end of the fiscal year. The reports shall accurately show the numbers of each type of membership as of the end of the reporting period. At the expiration of the term of office the outgoing Secretary shall deliver all Society books and records to the incoming Secretary.

5.2.D. **TREASURER** The Treasurer shall collect and have custody of the funds of the Society. The Treasurer shall sign all authorized checks for disbursement of funds, and shall maintain itemized records of all receipts and disbursements. The Treasurer shall, with reasonable dispatch, deposit all receipts collected in such bank or banks as may be approved by the Board of Directors and shall set up special accounts as necessary to facilitate the management of all special funds. The Treasurer shall make a financial report, complying with the principals of accounting for tax exempt organizations, at the end of each fiscal year, to the membership of the Society by publication in the Tulach Ard. The Treasurer shall make additional financial reports at the AGM and as requested by the President. At the expiration of the Treasurers term of office or upon forfeit of the office, the

outgoing Treasurer shall deliver to the incoming Treasurer, a financial statement complying with the above requirements, all money and securities, accounting records, and any and all other records of financial transactions and correspondence. An audit, performed by an audit committee appointed by the Board of Directors must be completed within 30 days of any change of the Society Treasurer.

5.2.E. **REGIONAL VICE PRESIDENTS** Regional Vice Presidents shall serve the states in their region, see Exhibit "A" attached to these bylaws and made a part thereof. The primary duties of a Regional Vice President shall be to coordinate the Society activities in their region, obtain new commissioners and conveners in areas not being served, prepare and submit a Budget for their Region and to assist the Commissioners in the region in any way possible to fulfill their duties. Additional duties shall include developing new ways to promote the Society in their Region, to assure that the Society is well represented at Scottish related events throughout their Region, to report activities within their region at the AGM and to review reports of events from Commissions and forward the reports to the Tulach Ard for inclusion.

5.2.F. **COMMISSIONERS AND CONVENERS** Commissioners are the primary representatives of the Society. Commissioners and Conveners are expected to act as tent hosts at Scottish Game and Festivals, to represent the Society at various Scottish Community Activities and to act as a representative of the Society in their community. Conveners will have no voting right. Commissioners and Conveners are to provide a report, with photographs, of each event participated in to their Regional Vice President.

5.2.G. **REIMBURSEMENTS** Officers and Commissioners may be reimbursed for expenses incurred in fulfilling their Society duties. Such reimbursement, not to exceed $20.00 per event, shall be limited to items such as postage, supplies, telephone, and printing. The President may be reimbursed for expenses in attending one Highland Game of his/her choice per year up to an annual amount of $500. The President may also be reimbursed for an amount up to $500 to attend the International Gathering held in Strathpeffer, Scotland. In addition, each Commissioner, Convener or Officer shall be reimbursed for actual expenses for tent space, tents, booths, chairs and tables at any event where they act as representatives of the Society

5.2.H. **COMMITTEES**

(1) The President shall appoint a nomination and election committee consisting of a chair and two other individuals. The committee will assume all the duties of holding the election including but not limited to preparing ballots, letters and receiving ballots for presentation to the counting committee.

(2) The President shall appoint a counting committee consisting of three Commissioners to count the ballots and to certify the results of the election.

(3) The President shall appoint an audit committee to perform an in depth audit whenever the position of Treasurer changes hands and at other times deemed necessary and prudent for the efficient running of the Society.

(4) Other committees may be appointed as deemed necessary and appropriate by the President in order to efficiently conduct the business of the society.

(5) The Chairpersons and members of all committees serve at the pleasure of the President.

I. **CLAN GENEALOGIST** The President may appoint a member to serve as the Clan Genealogist.

J. **CLAN PHOTOGRAPHER** The president may appoint a Clan Photographer whose purpose will be to capture

for posterity activities and events of the Society.

K. **NEWSLETTER EDITOR** The President will appoint an Editor of the Tulach Ard. The Editor may select a newsletter committee to assist with the preparation of the newsletter when deemed necessary.

L. **WEBMASTER** The President will appoint a Webmaster for the society website. The Webmaster may select a webpage committee to assist with the management of the website when deemed necessary.

M. **OTHER POSITIONS** The President may appoint members to positions such as the Society Harpist, Fiddler, Piper, etc as he/she sees fit.

ARTICLE VI - ELECTIONS

Section 6.1 **ELECTIONS** In March of each election year, the Tulach Ard will publish a request that all individuals desiring to be considered for nomination to an office and all members desiring to propose an individual submit the name and a brief statement supporting the prospective nomination to the President on or before 15 April. If a member proposes another member for office the proposed member's consent must be secured. Any member proposed for elective office must have been a member of the Society for at least four (4) years and a Commissioner for at least two (2) years. For the office of President if the individual does not possess the name Mackenzie, or one of its recognized Septs, that individual may be asked to state to the nomination committee their relationship.

A. The President, by 1 April, will appoint a nominating committee of three (3) members including him/herself, selected from the Society's Commissioners and act as chairperson of the committee. No member of the nominating Committee may be a candidate for election.

B. The Nominating Committee will prepare the slate of nominees and submit it to the Secretary by 15 April.

C. The Secretary will submit the list to the editor of the Tulach Ard and notify each nominee immediately. The nominee will have until 1 May to submit to the editor of the Tulach Ard a one paragraph statement, 10 lines or less, supporting their election.

D. The Secretary will prepare and send a ballot, and a return envelope addressed to the Secretary to every member in good standing by July 15th.

E. All return envelopes containing the ballot must be postmarked no later than 15 August to be counted.

F. Write-ins are allowed.

G. Neither the Secretary nor anyone assisting in the election shall disclose a member's vote. The member receiving the most votes will be elected

H. If a tie results in any office, the Executive Board, excepting the President, shall vote to determine the winner. If a tie should still result the President shall determine the winner.

I. The Secretary shall inform all candidates of the results immediately by mail or email (when available) and publish the results in the Tulach Ard.

ARTICLE VII - GENERAL PROVISIONS

Section 7.1 **FISCAL YEAR** The fiscal year shall begin on the first day of October and end on the last day in September. All annual reports of the Society shall be prepared on a fiscal year basis without regard to the term of office of any Individual.

Section 7.2 **BUDGET** The Budget is essential to the successful operation of the Society. The Budget for the upcoming fiscal year must include all anticipated income and expenses of the Society. The approved budget constitutes authorization for the Treasurer to make disbursements from Society funds. Budgets for all Offices, Committees and Regional Vice Presidents must be submitted to the Treasurer no later than August 31 of each calendar year. With input from their Commissioners, the Regional Vice President shall develop a Budget for their region, and submit it to the Treasurer no later than August, 31 of each calendar year. In addition each Society Officer must prepare and submit to the Treasurer, a Budget for their Office for the upcoming year not later than August 31. The Budget for the Regional Vice Presidents and Officers must include all necessary and scheduled expenses for their Region or Office. At a minimum the Regional Budget and the Officers Budget will provide for the reimbursement of Commissioner and Officer expenses as specified in the bylaws, for games and festivals and for the operation of the Offices of the Society Officers. Any expense not included in the approved Budget must be approved by the Board of Directors prior to reimbursement.

Section 7.3 **FINANCES** The Treasurer, with input from the Board of Directors, Regional Vice Presidents and officers will prepare an annual budget in September of each year as outlined in Section 7.2. That budget shall be presented to the Board of Directors no later than the first day of October. The Treasurer shall disburse funds in strict accordance of these by-laws and the approved budget. All requests for reimbursement of expenditures not included in the approved budget must be approved by the Board of Directors prior to payment by the Treasurer.

Section 7.4 **SCHOLARSHIPS & AWARDS** Inasmuch as the goals and objectives of the Society include the fostering and support of Scottish Heritage and Traditions, each Officer and Commissioner is encouraged to seek and identify worthy recipients of monetary support for such purposes. These purposes would include but not be limited to: Scottish dance, Scottish music, Scottish singing, Gaelic language, highland games, and athletics. Preference should be given to those individuals and purposes with a connection to Clan MacKenzie. Commissioners shall forward their recommendations to their Regional Vice-President. The Regional Vice President will then forward them to the Treasurer with their recommendation and comments. The Treasurer will compile all requests, annotate each request with suggested amounts, and forward the compiled list to the Board of Directors for their consideration as to amount and number of scholarships to be awarded. The Board of Directors will review the applications and return their decision to the Treasurer for payment. A simple majority vote of the Board of Directors is all that is required. Payment of scholarships and awards shall first be made from designated funds. Once the designated funds are exhausted, any unpaid balance shall be made from the general fund.

Section 7.5 **INDEMNIFICATIONS** No officer or member of the Society shall be personally responsible for the legal or financial obligations of the Society and shall be indemnified by the Society against any cost arising from civil suit or proceeding to which the officer or member may be a party by reason or actions taken on behalf of the Society as long as those actions were in good faith and did not involve willful misconduct.

ARTICLE VIII - NEWSLETTER

Section 8.1 **PUBLICATIONS** A quarterly newsletter, the Tulach Ard, is to be sent to each active member on 1 September, 1 December, 1 March, and 1 June each year.

Section 8.2 **EDITORS REIMBURSEMENT** The editor of the Tulach Ard may be reimbursed in full for expenses incurred in fulfilling his/her Society duties. Such reimbursement shall be limited to items such as postage, supplies, telephone, and printing. A Tulach Ard account in the amount of $2,000.00 will be established by the editor. This account shall be replenished periodically upon the Editor's request and submission of receipts to the Treasurer.

Section 8.3 **NEWSLETTER ADVISORY COMMITTEE** The President may appoint a newsletter advisory committee to provide guidance, advice, and assistance to the editor. This committee shall consist of two commissioners. The term of office of this committee shall coincide with the terms of commissioner.

ARTICLE IX - AMENDMENTS TO THESE BY LAWS

Section 9.1 **AMENDMENTS** All but Section 10.1 of these Bylaws may be amended. Any proposed changes to the Articles of Incorporation or to the Bylaws shall be sent to the Secretary for promulgation to the Board of Directors for their vote.

Section 9.2 **ADOPTIONS** Approval of all such changes shall require a simple majority vote of the Board of Directors. This vote may be conducted in writing or electronically.

ARTICLE X - DISSOLUTION

Section 10.1 **DISSOLUTION PROCESS** Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation then remaining exclusively for the purpose and objectives of the corporation, in such manner, or to such organization or organizations organized and operated exclusively for education or charitable purposes as shall at the time qualify as an exempt organization under Sections 501(3)(c) and 170(c)(2) of the internal Revenue Code of the United States or corresponding sections of any prior or future law as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court located in the County in which the principal office of the corporation is then located, having jurisdiction over such matters, exclusively for such purpose or to such organization of organizations as said Court shall determine which are organized and operated exclusively for such purpose.

Section 10.2 **DISSOLUTION VOTE** Dissolution of this corporation must be approved by a majority vote of at least 90 percent (90%) of the active members.