

# CLAN MACKINNON SOCIETY

## BY-LAWS

*Approved June 1, 2016 by the General Membership*

### ARTICLE I

#### **Section 1.1 Name**

The name of this organization shall be Clan MacKinnon Society. Hereafter called the Society.

#### **Section 1.2 The Chief of Clan MacKinnon**

Anne MacKinnon of MacKinnon, the Chief of the Clan MacKinnon is the Patron of the Clan MacKinnon Society.

#### **Section 1.3 Representative of the Chief and Chieftain of Mishnish**

Representative of the Chief and Chieftain of Mishnish is the honorary President of the Clan MacKinnon Society.

#### **Section 1.4 The Clan MacKinnon Society**

The purpose of this Society is to promote and foster the Spirit of Clan MacKinnon, to provide a focal point and means for expressing MacKinnon Sentiment, and to aid members in establishing and maintaining contact with each other and with others of Scottish heritage. Society membership encourages, promotes, educates, and supports the preservation of Scottish and MacKinnon history, tradition, and cultural activities.

### ARTICLE II

#### **Section 2.1 Operation**

The Society shall operate exclusively for charitable, historical and educational purposes within the meaning of Section 501(C)(3) of the Internal Revenue Code of the United States.

#### **Section 2.2 Restrictions**

The Society shall be non-profit, non-political, and non-sectarian.

### ARTICLE III - MEMBERSHIP

#### **Section 3.1 Members**

All persons, regardless of age, sex, national origin, or religious belief, who express and

profess an interest in the purposes and objectives of the Society, have a love of the Scottish Heritage and Tradition as expressed by the Clan MacKinnon, and who will promote, and encourage the perpetuation of our Scottish Traditions 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 with the right to hold office in accordance with these By-Laws immediately upon payment of current dues.

### **Section 3.3 Types of Memberships**

There shall be Annual, Friend of the Clan, and Honorary memberships.

- a. Annual and Friend of the Clan members apply for membership using forms and paying dues proscribed by the Board. Applicants are accepted for membership at the pleasure of the Board in accordance with procedures established by the Board, with full voting rights.
- b. Honorary memberships may be awarded by the Representative of the Chief and the High Commissioner on the recommendation of the board. These awards are made to recognize service to the Society or service which promotes our MacKinnon Heritage in the greater community. Honorary members may not vote or hold office.

### **Section 3.4 Spouses**

Spouses of Members are themselves members of the same type, except that they do not apply separately for membership and do not pay separate membership dues. In the event of death, a spouse should be encouraged to continue membership.

### **Section 3.5 Privileges of Membership**

- a. All Annual and Friend of the Clan members may:
  - (1) Vote for elected members of the Board, or on any other matter brought before the membership.
  - (2) Serve as Officers, Trustees, members of the Board, and in all other offices created by the Chairman, the Board, or the membership.
- b. Honorary members may not vote or hold office, but can be called upon to assist the Society by the Chairman, the Board, or the membership.
- c. All members may participate in all other activities of this Society.

### **Section 3.6 Termination of Membership**

- a. The Board may drop from membership in this Society any Annual or Friend of the Clan member for the following causes:

- (1) Failure to pay membership dues.
  - (2) If in the opinion of the Board, a member is disruptive of the activities or affairs of the Society, or involves the Society in unwarranted controversy with others, the Board may cancel that individual's membership. A unanimous vote of Board members, present in a duly constituted Board Meeting, or a vote of not fewer than 80% of the total Board membership by mail or email is required to effect a removal. In the event of the removal of a Board member from the Board, that individual's membership cannot be cancelled until a new Board member is duly installed. Appeal in person to the membership in the next General Membership Meeting is the prerogative of an individual whose membership is cancelled under these provisions.
- b. The Board with the concurrence of the members in General Membership Meeting may drop from membership any Annual, Friend of the Clan, or Honorary member for immoral, dishonest, or infamous actions tending to bring discredit upon Clan MacKinnon or this Society.
  - c. Honorary memberships may be terminated by the Board with the concurrence of the majority of the members present in a General Membership Meeting.

#### **ARTICLE IV - PUBLICATIONS**

##### **Section 4.1 Publications**

- a. Newsletter – The Society Newsletter, currently the “Shank Bone”, or its successor, shall be the official publication of the Society. Official notices made to the membership shall be considered timely and official notification is published and distributed in an edition of the Newsletter within reasonable deadline requirements. The Board shall establish editorial policy and ensure the continuing publication of the Newsletter.
- b. Other Publications – The Chairman or High Commissioner/Convener may issue official bulletins and other publications to expedite necessary communication with the membership. Any other mailing or emailing to all Clan MacKinnon Society members, except billing from the Membership Secretary, must be approved by the Chairman.

#### **ARTICLE V - SOCIETY RECORDS**

##### **Section 5.1 Records**

- a. The Board Secretary, Treasurer, Membership Secretary and any authorized agent shall maintain, at a place convenient to each and according to his or her duties, accurate and complete records of the Society's operations and assets including current copies of the By-Laws as amended, copies of current state registrations, a record of the membership, minutes of General Membership Meetings or other official membership meetings, minutes of meetings of the Board and, where required by the Board, minutes of meetings of committees.

- b. Records to support tax returns shall be maintained for five (5) years.
- c. Submission of records to the Board shall be in accordance with the requirements of the Board.
- d. All records required by applicable laws shall be open for inspection by the membership at reasonable times.

## ARTICLE VI - MEETINGS

### **Section 6.1      General Membership Meeting**

- a. The General Membership Meeting of the Society shall be held every two (2) years at a location to be determined by the Board of Directors. Announcement of each General Membership Meeting shall be made to the membership at least one (1) year prior to each Meeting. Election of Board Members/Officers shall be 5 positions held for four (4) years. The terms of office for Board members shall be staggered with (3) positions eligible for election during one general meeting, and two (2) positions eligible at the following general meeting, which is held every two (2) years.
- b. At the General Membership Meetings, members present shall consider reports of the affairs of the Society and transact such business as is properly brought before the meeting.

### **Section 6.2      Special Membership Meetings**

The Board may meet at any time when there is a quorum of its members present. The Board may also meet through electronic means (chat rooms, Email, etc.)

### **Section 6.3      Board Meetings**

- a. The day before each General Membership Meeting shall be the date of the Board's General Meeting. The Board's General Meeting shall be open to audition without comment, by any members not on the Board. The Chairman shall designate an appropriate time and place.
- b. The Board, with the written consent of 60% of its members, may call for a Special Board Meeting. The Secretary must be afforded time to give all members of the Board thirty day notice of the meeting. The notice must include the names and addresses of the Board members, the proposed agenda, the time and date agreed upon for the Meeting. A Special Board Meeting may be held at locations other than the vicinity of the last General Membership Meeting with the approval of 60% of the Board. Two (2) members of the Board may initiate an action by correspondence which when approved by 60% of the members of the Board shall have the force of an action taken in a meeting of the Board. The Secretary will report to the members of the Board the outcome of such proposed action.

### **Section 6.4      Quorum**

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, a Quorum is defined as a simple majority.

### **Section 6.5 Electronic Voting**

Any vote by electronic means (Email, chat room, phone or mail) must show that a majority of the Board members have voted. The results of any vote must be published in the Shank Bone.

### **Section 6.6 Conduct of Meetings**

- a. All meetings shall be conducted in accordance with Robert's Rules of Order when not in conflict with these By-Laws.
- b. All Membership and Board Meetings shall be chaired by the Chairman of the Board, Vice Chairman, or by the High Commissioner/Convener or the Representative of the Chief in the absence of the Chairman. In the absence of all three, the membership in attendance, or the Board members, as appropriate, may elect by a 60% affirmative vote a "Chairman Pro Tem".
- c. Meetings may not be continued to another location, and may only be continued for a maximum of two (2) days unless approved by 60% of the Board members.

## **ARTICLE VII - BOARD OF DIRECTORS OF THE SOCIETY**

### **Section 7.1 Officers**

There are two types of officers in the Clan MacKinnon Society but as their functions differ, a member may hold both: an appointed and an elected position simultaneously.

- a. The Board of Directors, who manages the Society, will be elected by the membership at large.
- b. Representative of the Society are to be appointed.
- c. No Officer will receive payment or compensation from the Society for any work done for or on behalf of the Society.

### **Section 7.2 Elected Officers**

The Board of Directors will consist of five elected members.

- a. The offices of the board are: Chairman of the Board, Vice Chairman, Board Secretary, Comptroller, and one Director at Large.
- b. When necessary for efficient administration of the Society, one person may hold two of these positions. One of them not being Director at Large.
- c. Board members are expected to attend and participate in at least 70% or more

meetings and not miss more than 3 consecutive meetings. Should a Board member be unable to fulfill their duties as a Board Member, at the Board's discretion the member may be removed from the Board. In the event of a Board vacancy, the Chairman has the power to appoint an interim replacement to serve out the remainder of the term.

**(1) Chairman of the Board**

- i. The Chairman of the Board will preside over meetings of the Board of Directors either electronically or otherwise and chair the Society's General Meeting.
- ii. The Chairman of the Board will report to the membership on the affairs of the Society at the General Membership Meetings.
- iii. The Chairman of the Board will oversee the formation of any committees reporting to the Board of Directors.

**(2) Vice Chairman**

- i. The Vice Chairman will preside over the meetings of the Board of Directors in the absence of the Chairman.
- ii. The Vice Chairman should be familiar with all of the current business of the Society.
- iii. The Vice Chairman serves as the chairman of the audit committee.

**(3) Board Secretary**

- i. The Secretary will be responsible for all correspondence of the Board of Directors.
- ii. The Secretary will be responsible for all of the minutes taken at each meeting of the Board of Directors and General Membership Meetings.

**(4) Comptroller of the Board**

- i. The Comptroller shall be responsible for the fiscal policies of the Society.
- ii. The Comptroller shall prepare a budget to be submitted to the Board of Directors and then presented to the General Membership Meeting for approval. The budget shall be valid for a period extending to the next General Membership Meeting.

**(5) Director at Large**

- i. Provide considered advice to the Chairman on the good management of the Society.
- ii. Chair committees of the Society as required.

**Section 7.3 Society Representatives**

The purpose of Society Representatives is to represent the Society to the general membership and the greater community. Appointed Society Representatives are the Representative of the Chief, High Commissioner/Convener, and the Commissioners. The

duration of the Society Representatives is indefinite and determined by the Representative of the Chief in consultation with the Board of Directors as required for the good order of the Society.

**a. The Representative of the Chief**

- (1) Appointed by the Chief of MacKinnon or an authorized representative. If appointment is by a representative, consideration will be given to the opinion of the Board of Directors. He/She is accountable to the chief.
- (2) The Representative of the Chief is the intermediary between the Chief and the Society.
- (3) Society correspondence with the Chief is carried on through the Representative of the Chief.

**b. The High Commissioner/Convener**

- (1) The High Commissioner/Convener is appointed by the Representative of the Chief after consultation with the Board. The High Commissioner/Convener is the intermediary between the Commissioners and the Board of Directors.
- (2) The High Commissioner/Convener supports and enables the Commissioners to carry out their local functions.
- (3) The High Commissioner/Convener is a permanent, non-elected, non-voting member of the Board of Directors. It is his function to provide continuity and a sense of history to the board.

**c. Commissioners**

- (1) Commissioners are appointed by the High Commissioner/Convener and the Representative of the Chief on the recommendation of the Board of Directors.
- (2) Commissioners are appointed to specific geographic or political regions as is required by the Society.
- (3) Commissioners are encouraged to hold local or district events and be a source of contact or information to Society members in his/her jurisdiction.
- (4) In the absence of both the Representative of the Chief and the High Commissioner/Convener the appropriate Commissioner, territorially designated, will preside over Society functions.

**Section 7.4 Appointed Officers**

The purpose of the Appointed Officers is to ensure that there is continuity in the functional management of the society. The duration of the periods of office of appointed officers are indefinite and determined by the Representative of the Chief in consultation with the Board of Directors as required for the good order of the Society.

**a. Treasurer**

- (1) Maintains the financial accounts of the Society and reports to the Chairman. The Treasurer is appointed the Representative of the Chief on the recommendation of the Board of Directors. The Treasurer is accountable to the Board of Directors.

- (2) The Treasurer will report to the membership on the financial affairs of the Society at the General Membership Meetings.
- (3) Assist the comptroller to prepare a budget.

**b. Membership Secretary**

- (1) Maintains the membership records of the Society and reports to the Chairman. The Membership Secretary is appointed the Representative of the Chief on the recommendation of the Board of Directors. The Membership Secretary is accountable to the Board of Directors.
- (2) Initiates and implements recruitment and retention policies and strategies.

**c. Shank Bone Editor**

- (1) Insures that the Society publications are produced and issued as directed by the Board of Directors. The Shank Bone Editor is appointed the Representative of the Chief on the recommendation of the Board of Directors. The Shank Bone Editor is accountable to the Board of Directors.
- (2) Insures the Society newsletter, The Shank Bone, reflects the views of the membership by actively soliciting and including appropriate submitted material.

**d. Web Master**

- (1) Responsible for maintaining and updating the Society Web Page. The Web Master is appointed the Representative of the Chief on the recommendation of the Board of Directors. The Web Master is accountable to the Board of Directors.
- (2) Coordinates with the Shank Bone Editor in selection of material that could overlap from the Shank Bone.
- (3) Works with a Web Site committee to establish guidelines, select material for publishing on the Web, solicitation of ideas for inclusion.

**e. Genealogist**

- (1) The Genealogist is appointed the Representative of the Chief on the recommendation of the Board of Directors. The Genealogist is accountable to the Board of Directors.
- (2) The Genealogist maintains the genealogical records of the Society.
- (3) The Genealogist offers encouragement, advice and reasonable aid to members of the Society in their personal genealogical endeavors.
- (4) The Genealogist will safeguard the genealogical information trusted to him/her and not release any of it to any person not a member of the Society without the express permission of the Board of Directors and of the individual who originally submitted the information.

**f. Historian**

- (1) The Historian is appointed by the Representative of the Chief on the recommendation of the Board of Directors. The Historian is accountable to the Board of Directors.

- (2) The Historian works with the Genealogist and maintains the historical records of the Society and collects and preserves written histories of member families. The Historian will make his/her collection available for research by Society members.
- (3) The Historian conducts research on Clan MacKinnon history to share with the membership.

**g. Chaplain**

- (1) The Chaplain is appointed by the Representative of the Chief on the recommendation of the Board of Directors. The Chaplain is accountable to the Board of Directors.
- (2) The Chaplain shall be responsible for the spiritual needs of the Society. He/She shall provide the Society with an Invocation and benediction and shall lead the Society in Memorial Service when called upon.

**Section 7.5 Duration of Appointed Officers**

The duration of the periods of office of appointed officers are indefinite and determined by the Representative of the Chief in consultation with the Board of Directors as required for the good order of the Society.

**ARTICLE VIII - COMMITTEES**

**Section 8.1 Appointment**

The Chairman of the Board shall designate the composition and the rules of procedure for any committee established by the Chairman with the concurrence of the Board. The Chairman may delegate such powers as he/she may exercise by virtue of his/her authority, but may not divest himself/herself of any responsibility of office.

**Section 8.2 Reporting**

The Committee Chairman shall report actions and findings of his/her committee, including minority reports, to the Chairman and shall maintain a written record of all committee activity.

**ARTICLE IX - FISCAL AND MEMBERSHIP YEARS**

**Section 9.1 Fiscal Year**

The fiscal year of the Society shall be from January 1 thru December 31 of that year.

**Section 9.2 Membership Year**

The membership year of the Society shall be from April 6 through April 5 of the following year.

## **ARTICLE X - AMENDMENTS TO ARTICLES OF THE SOCIETY OR BYLAWS**

### **Section 10.1 Proposals to Amend or to Repeal**

Amendments or repeals may be proposed by:

- a. The Chairman
- b. A majority of the Board.
- c. A majority of members present at a General Membership Meeting or at a properly called and conducted Special Membership Meeting.

### **Section 10.2 Voting**

Articles of the Society and/or By-Laws can only be amended, repealed, or have new articles inserted upon recording the results of a 60% affirmative vote by mail/email ballots received from those members eligible to vote as of the date that the proposed change is authorized for submission to the membership. A maximum of ninety days should be allowed for voting from the date ballots are mailed/emailed.

### **Section 10.3 Recording Amendments**

- a. An amendment, repeal, or new article for the Articles of the Society and/or the By-Laws is considered passed when the Board Secretary certifies to the Chairman that the change has been appropriately voted upon and approved as outlined in Section 2, above. The date of the Secretary's certification is the effective date of passage.
- b. All amendments, repeals, and new articles must be certified within ninety (90) days of mailing/emailing the related proposal(s) to the membership or the proposal(s) must be considered to have failed passage.
- c. Amendments, repeals, or new articles shall be inserted by the Secretary, or deleted as the case may be, in the appropriate place on the document held by the Secretary as the official copy. The changed section or page(s) shall reflect the effective day. A copy of the changed page(s) shall be sent to the Newsletter Editor for publication in the next immediate Newsletter. Such copies are official changes of the Articles of the Society and/or By-Laws in the hands of the membership. The Secretary shall maintain a control copy of the Articles of the Society and the By-Laws.

## **ARTICLE XI - DISTRIBUTION ON LIQUIDATION OR DISSOLUTION**

### **Section 11.1 Dissolution Process**

Upon dissolution of the Society, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Society, dispose of all the assets of the Society then remaining exclusively for the purpose and objectives of the Society, 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 Section 501(C)(3) 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 Society 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 11.2 Dissolution Vote**

Dissolution of this Society must be approved by a majority vote of at least 90 percent (90%) of the members than registered.

### **ARTICLE XII - INDEMNIFICATION**

Each person now or hereafter a Director or Officer of the Society shall be indemnified by the Society against all claims, liabilities, judgments, settlements, costs and expenses, including attorneys' fees, imposed upon or reasonably incurred by such person in connection with or resulting from any action, suite, proceeding, or claim to which such person is or may be made a part of by reason of such person being or having been a Director or Officer of the Society, except in relation to matters as to which such person shall have been finally adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of duties as such Director or Officer. In the event of a settlement, the indemnification shall be made only if the Society shall be advised by the Board or independent counsel appointed by the Directors that in its or his/her opinion such Director or Officer was not guilty of gross negligence or willful misconduct in the performance of his/her duty or that such settlement is made by the Board, it may rely as to all questions of law on the advice of independent counsel. Such right if indemnification shall be deemed exclusive of any rights to which such persons may be entitled under any Bylaw, agreement, vote or Directors, or otherwise.