

# Clan Sutherland Society of North America, Inc. Bylaws

Revision adopted March 15, 2008

## ARTICLE I – PURPOSE

1.1 The Society is founded for the purposes hereinafter set forth as a voluntary, non-profit, tax exempt organization, and no member shall receive any emolument or compensation, nor shall any income of the society insure to the benefit of any member of the Society.

1.2 The object and purpose of the Society shall be educational, historical, patriotic, social and benevolent. (Wherever used herein, Clan or Clansmen refers to those persons who bear by birthright, descent, or marriage, or is descended from a person who did bear the surname of Sutherland, in all of its spellings and variations, or the surname of any of the septs historically associated with Clan Sutherland.)

a. To promote a spirit of kinship within the Clan by providing a focal point for expressing Clan sentiment and to keep Clansmen in touch with each other throughout the world.

b. To collect and preserve literary, historical and genealogical records and documents relating to the Clan in North America and to cooperate with the Clan Sutherland Society in Scotland by contributing materials and assistance toward the development of an informational archives center for records and genealogy of the Clan.

c. To mark with plaques or other appropriate mediums, any historical sites in North America or Scotland where members of the Clan have gained undying fame.

d. To promote a deeper understanding of the cultural background of the Clan by encouraging the publication of informative manuscripts of a scholarly character dealing with the history, language, music, literature or other aspects of the Clan's past.

e. To establish and maintain a Charitable and Educational Fund used exclusively for the promotion of scholarships in Scottish history, culture, arts, or traditions and the promotion of the awareness of the same as in accordance with Article X of these by-laws. To provide educational assistance to those of any age who pursue goals in these areas, with primary, but not exclusive emphasis on youth, Clan members and their families.

f. To exercise all powers conferred by the law of the State in which the Society is incorporated governing non-profit corporations.

## ARTICLE II - QUALIFICATIONS FOR MEMBERSHIP

2.1 Membership in the Society shall be open to and consist of those persons who bear by birthright, descent or marriage, or are descended from those who did bear the surname of Sutherland, in all of its spellings and variations, or the surname of any of the septs historically associated with Clan Sutherland, including, but not limited to: Cheyne, Duffus, Federith, Gray, Grey, Mowat and Oliphant, also in all of their spellings and variations. Such persons are to be considered as active members, however voting rights and the privilege to hold elective office shall be limited to active members over 18 years of age.

2.2 Active Members - Active members may be one of the following categories:

a. Adult Member - anyone over the age of 18.

b. Junior Member - anyone under the age of 18.

c. Overseas Member - anyone over the age of 18, who resides outside of the North American Continent.

d. Life Member - any Active Member who has been a member for at least three years may become a Life Member by paying a sum equal to fifteen (15) times the current annual dues. The Life Membership will only apply to an Adult Membership or to an Overseas Membership. The Life Membership dues may be paid quarterly.

e. Family Membership - any Active Adult Member, or Overseas Member, may include his or her spouse as well as any children, who are living at the place of residence of the Adult Member, and who are under the age of eighteen (18). The children will be considered as Junior Members, and the spouse will be considered as an Adult Member and will enjoy the same voting rights as any other Adult Member.

f. Honorary Life Member - any Active Member, who, in the opinion of the Executive Council, has made an outstanding contribution to the Society, may be designated as an Honorary Life Member. Such a Member shall enjoy all the benefits and privileges of an Active Member, except voting, but shall not be required to pay dues. The number of such Honorary Life Members shall be limited to ten (10) at any one time.

g. Associate Member -

1. Persons who are not otherwise eligible for membership, but who through their conduct have provided an outstanding service to the Society may, subject to the approval of the Executive Council, become Associate Members, but shall not be entitled to vote or hold elective office.

2. Each person eligible for membership by definition of Section 2.1 to become an Active Member shall be carried on the rolls as an Associate Member until such time as a lineage chart is furnished, substantiating his or her qualification to be an Active Member under Section 2.1.

## ARTICLE III - INITIAL PROCESSING FEES AND DUES

3.1 An initial processing fee shall be payable at the time the first member of a family joins The Clan Sutherland Society of North America, Inc., and includes all other family members

residing in the same household who may subsequently join the Society. This fee shall cover the cost of a membership handbook and a copy of the By-Laws. The initial fee will not be pro-rated.

3.2 Annual dues are payable on January 1 of each year, however the initial dues submitted will be pro-rated on a quarterly basis, except for members joining in the last quarter of the year, who will, in addition, be required to pay the next year's dues.

3.3 Dues and processing fees will be set by the Executive Council, subject to approval by a majority of the members present at an Annual General Meeting.

3.4 Overseas Members shall be entitled to the same benefits as other Active Members, upon the payment of dues, but shall not be entitled to hold elective office while residing outside of North America.

## ARTICLE IV – OFFICERS

4.1 The Executive Officers shall consist of: President, Vice-President, Secretary, and Treasurer. At the discretion of the Executive Council, the office of Secretary and Treasurer may be combined. All of the above officers shall be ex-officio members of all committees except the Nominating Committee.

4.2 The term of office shall be two (2) years. No officer may serve in the same office more than two (2) consecutive terms, or four (4) years, with the exception of the Secretary and the Treasurer. When requested by a majority of the Executive Council, and approved by a 2/3 majority of the votes cast, this rule may be waived. Said waiver is not precedent setting, and the passage of any future term extensions will require the same Executive council majority and 2/3 majority of the member votes cast.

4.3 Vacancy. In the event of a vacancy in the office of President, by resignation, death or otherwise, the Vice-President shall automatically succeed to the vacated position. The unexpired portion of that term will not be considered as applying towards the time limitations set forth in Article 4.2. In the event of a vacancy in any other office, for any reason, the President shall appoint an Active Member or Life Member to fill such vacancy for the unexpired term.

4.4 Adjunct Officers. The President shall appoint the Editor of the Dunrobin Piper, the Genealogist and Assistant Genealogist. Other officers may be appointed by the President, with the concurrence of the Executive Council, as deemed necessary, including, but not limited to, one or more Assistant Vice-Presidents, and one or more Assistant Secretaries, and one or more Assistant Treasurers, and one or more Assistant Regional Commissioners.

4.5 All adjunct officers' terms shall be concurrent with the term of the President who appointed them, but this shall not prevent their being reappointed by successive Presidents.

4.6 Removal from Office. If any officer shall be considered to have engaged in conduct which would constitute malfeasance or misfeasance in carrying out the duties and responsibilities of such office as provided in the Constitution and By-Laws, then in such event, the alleged violation shall be referred in writing, signed by the complainant, to the Executive Council, excluding the officer accused. The officer so accused shall be given a copy of the charges against him/her in writing by the senior officer receiving a copy of the original complaint, and given thirty (30) days to respond to the charges in writing. After investigation, the Executive Council, excluding the officer charged, shall decide by majority vote, whether such charges should be dropped or referred to the general membership for removal. If removal is decided upon, the officer charged will be given the opportunity to resign his/her position. If the officer refuses to resign his/her position, within thirty (30) days, the matter will be submitted to the general membership, who shall decide the issue by majority vote.

## ARTICLE V - EXECUTIVE COUNCIL

5.1 The Society shall be governed by an Executive Council, consisting of the President, Vice-President, Secretary, Treasurer and Regional Commissioners, and the immediate Past President as a non voting member.

5.2 All meetings of the Executive Council shall be presided over by the President, or in his absence by the Vice-President. The presiding officer shall not have a vote except to break a tie. The Executive Council shall meet immediately prior to the Annual General Meeting of the Society and as often thereafter as the President deems as necessary. However, recognizing the difficulties inherent in holding such meetings, the Executive Council may conduct its necessary business between Annual General Meetings by mail, telephone, electronic mail, or whatever means is suitable, however, the membership is to be advised of actions taken by the Executive Council by way of the Clan Newsletter, The Dunrobin Piper. The presiding officer may instruct the Secretary to send notice of an Executive Council meeting, and to collect, tabulate, and publish results of said meeting. The Executive Officers will be authorized to carry on the routine business of the Society, however, prior approval of the Executive Council will be required for any single expenditure in excess of Five Hundred Dollars (\$500.00).

## ARTICLE VI - REGIONAL STRUCTURE AND REGIONAL COMMISSIONERS

6.1 The Society shall be structured into Regions within the United States and Canada, which will serve the members residing in those areas. The Regions shall be:

I. New England - Maine, Vermont, New Hampshire, Massachusetts, Rhode Island and Connecticut.

II. Mid-Atlantic- New York, New Jersey, Pennsylvania, Delaware, Maryland and The District of Columbia

III. South East - Virginia, West Virginia, North Carolina, South Carolina, Georgia, Alabama, Florida, Kentucky and Tennessee

IV. North Central - Michigan, Ohio, Indiana, Illinois, Wisconsin, Minnesota, Iowa, North Dakota, South Dakota and Nebraska

V. South Central - Texas, Louisiana, Arkansas, Oklahoma, Kansas, Missouri and Mississippi

VI. North West - Washington, Oregon, Montana, Idaho, Utah, Wyoming and Alaska

VII. South West - California, Nevada, Arizona, New Mexico, Colorado and Hawaii

VIII. Canada

6.2 Each Region will be under the direction of a Regional Commissioner, who will be appointed by the President. Each Regional Commissioner will be an Adult Member, who has kept his or her membership dues current, and is a member in good standing of the Society, or a Life Member. The Regional Commissioners will serve for a term concurrent with the term of the President who appointed them. They may, however, continue to serve if reappointed by succeeding Presidents. The Regional Commissioners shall have the authority to appoint State or Provincial Convenors.

6.3 The Executive Council shall periodically review the Regional structure and revise or create additional Regions as may be deemed necessary.

## ARTICLE VII – ELECTIONS

7.1 Elections shall be held every two years. In November, preceding the election year, the President shall appoint a Nominating Committee, consisting of one (1) member from each Region. One of these members shall be appointed as Chairman of the Nominating Committee. Notice of elections and names of the members of the Nominating Committee shall be made in The Dunrobin Piper for December. Any active member may submit a nominee for any office. The Nominating Committee shall notify the nominee and secure his or her acceptance of the nomination. The Nominating Committee may also propose nominees for any office. The Committee shall notify the nominees they are proposing and secure their acceptance of the nomination. If, at the close of nominations, which will be February 1, there is only one nominee for an office, that person is automatically elected. If there is more than one nominee for an office, a ballot will be prepared, which bears the name of the nominees for contested offices, with relevant information concerning the nominees. The ballot will be mailed to each member in the March issue of The Dunrobin Piper. Members shall mark their ballots and return them to the Chairman of the Nominating Committee by March 15. The postmark shall govern timeliness.

Each ballot submitted must be signed by the voting member. No unsigned ballots will be counted. Individual members will have one vote for each office. Family Memberships will have two votes per family for each office, but each ballot must be signed by both adult family members. Life Members will have one vote for each office. The results of the election will be announced in the April issue of The Dunrobin Piper. The elected officers will take office at the next Annual General Meeting of the Society. In the event of an extended time between the election and the Annual General Meeting, the Executive Council, if they so choose, may select an alternative date for effecting the officer transition.

7.2 Officers to be elected by the membership at large are the President and Vice-President. The offices of Secretary and Treasurer are to be appointed by the President.

7.3 The incumbent officers may be renominated for office under the provisions of the By-Laws as set forth in Article IV, Section 4.2.

## ARTICLE VIII - DUTIES

The officers of the Society shall have such duties as generally pertain to their offices respectively, as well as such powers and duties as from time to time shall be conferred by the Executive Council, including, specifically, but without constituting limitations, the following:

8.1 President. The president shall preside at all meetings of the Society and shall represent the Society at public functions. He/she shall sign and execute in the name of the Society all legal instruments and other papers proper or necessary for the transaction of the Society's affairs. The President shall appoint all committee chairpersons.

8.2 Vice-President. The duties of the President shall, in his/her absence, devolve upon the Vice- President. He/she shall also act as Chairman of the Membership Committee.

8.3 Treasurer. The Treasurer shall have custody of all money belonging to the Society, whether in regular or special accounts, and shall, upon proper authorization by the President and/or Vice-President, pay all bills of the Society. The Treasurer shall collect all dues from

from members of the Society, and shall keep accurate records of all financial dealings of the Society. All funds of the Society are to be deposited in the name of the Society in one or more insured banks, trust companies, or building and loan associations, as designated by the Executive Council. All payments of money shall be made and all checks must be signed by either the Treasurer or the President or Vice-President, and any accounts referred to above shall always provide for any one of the three officers to sign. The Treasurer shall keep an accurate roster of all members and their dues status. A financial report shall be given by the Treasurer or on his/her behalf at each Annual General Meeting. The financial report shall also be published in The Dunrobin Piper for the benefit of all members. The Treasurer shall maintain a list of the whereabouts of all Clan property and will report the same to the Annual General Meeting every year.

8.4 Secretary. The Secretary shall keep accurate records of the minutes of the meetings of the general membership and minutes of all Executive Council meetings. An extract of these minutes is to be published in The Dunrobin Piper.

8.5 Regional Commissioners. The Regional Commissioners shall automatically be members of the Membership Committee, and shall be responsible for promoting membership within their Regions by sponsoring Clan tents at Highland gatherings within their areas, overseeing the good and welfare of the Society members under their charge, and upholding and protecting the name of Clan Sutherland at all times.

8.6 Standing Committees. The President may, as deemed necessary, appoint standing committees for:

a. Finance. To develop recommendations concerning budget matters; securing endowments and their disposition; and other pertinent financial considerations.

b. Membership. Concerned with expansion of membership, development of member handbook, advertising, games representation, and other matters that are designed to promote the objectives of the Society and its members' participation therein.

c. Publications. To develop and coordinate with publication of the newsletter, other publications on a quarterly or semi-annual basis, at a lower postage rate, articles concerning genealogy, policy, editorial comment or other matter of great interest to the membership.

d. Scottish Heritage. To develop and recommend ways and means of carrying out objectives stated in Article I, Section 1.2 (b), (c) and (d) of the Constitution.

## ARTICLE IX - MEETINGS

9.1 There shall be at least one (1) Annual General Meeting (herein referred to as the Annual Meeting) at a time and place to be determined by the Executive Council with the concurrence of the President. This Annual Meeting shall be held once each calendar year, in conjunction with a Scottish Highland Games or another Scottish event that is recognized by the Executive Council and is attended by members of Clan Sutherland Society of North America. Any active member may propose a site for the Annual Meeting by submitting his or her proposal at either an Annual Meeting or to a member of the Executive Council. The Executive Committee will vote such proposals on, and if passed with the concurrence of the President, an Annual Meeting will be planned for the location.

9.2 A quorum at an Annual General Meeting shall consist of those in attendance.

9.3 A quorum of the Executive Council at an Annual General Meeting shall consist of those in attendance. At any other time that action is taken by the Executive Council in accordance with Article V, a quorum shall consist of 2/3 of the Council.

## ARTICLE X - EDUCATIONAL AND CHARITABLE TRUST

10.1 An educational and charitable trust shall be established, to be known as the "Sally Southerland Educational and Charitable Trust", consisting of funds thereto allocated by the Executive Council or donated by other donors. This fund shall at all times be maintained in a separate account under the direct supervision and custody of the Treasurer of the Society. The principal income of the fund shall be impressed with a charitable trust and shall be used exclusively for the promotion of scholarships in Scottish history, culture, arts, or traditions, and the promotion of the awareness of the same; the dispensation of charitable assistance to Scots, lineal descendants and relatives of Scots and for other charitable uses. The administration of these funds shall be vested in the trustees, one of whom shall always be the Treasurer of the Society, to be appointed by the Executive Council, for such terms as the Council may determine. The Executive Council is empowered to execute such indentures and documents upon such terms, and to take such further steps as may be necessary to establish the charitable fund and qualify the same under Section 501 (c) 3 of the Internal Revenue Code of 1954. It is contemplated by this Article that the Executive Council will take immediate steps to promulgate the conditions under which educational or charitable assistance will be rendered.

## ARTICLE XI - AMENDMENTS

11.1 These By-Laws may be amended from time to time by a two-thirds (2/3) majority of votes cast by the members responding to a mail ballot, provided, however, that a notice of proposed changes or amendments and reason(s) thereto shall be sent to the general membership at least sixty (60) days prior to the vote.