

CLAN MONCREIFFE SOCIETY, INC.

BYLAWS

Established:	October 20, 2010
Revised and Approved:	October 19, 2013
	August 26, 2021

ARTICLE I NAME

The name of the organization shall be Clan Moncreiffe Society, Inc., hereinafter referred to as "Society." The corporation may conduct business as Clan Moncreiffe Society or Clan Moncreiffe.

ARTICLE II MISSION STATEMENT

The Society's mission is to foster the Moncreiffe lineage of our Scottish history and culture through research, education, preservation, and to promote fellowship of Society members.

ARTICLE III PURPOSE

The Society is organized 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 Moncreiffe, among interested persons in the Americas and to cooperate with like-minded persons, groups, and organizations both here and abroad.

ARTICLE IV OBJECTIVES

The objectives of the Society shall be:

- A. To establish and promote the Scottish arts of music, piping, drumming, art, field athletics, dancing, and history;
- B. To assist members with their genealogical research to discover their ancestry, heritage, and identity thereby strengthening family ties;
- C. To educate on the Society's purpose at the Scottish gatherings and historical functions thereby preserving the Scottish culture; and
- D. To maintain a formal bond of friendship and fellowship between Society members and our Clan Chief and other Scottish cousins through membership in Clan Moncreiffe Society, Inc.

ARTICLE V 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.

ARTICLE VI RESTRICTIONS

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

ARTICLE VII MEETINGS AND VOTING

- A. Notice of the time and place of the Annual General Meeting (AGM) shall be published no less than 15 days prior to said meeting.
- B. The President may call meetings, in addition to the Annual General Meeting. The Secretary will notify of the purpose, time, and place of the meeting, no less than 15 days prior to said meeting. In the event the President is absent or fails to call a meeting, a simple majority of the Council may do so.
- C. Meetings shall be open to the public.
- D. The ordinary business and activities of the Society shall be guided by the Council with the normal order of business as follows:

Call to order (Roll Call, etc.)

Approval of minutes

Reports from:

Officers

Commissioners

Committees

Unfinished business

New business

Announcements

Adjournment

- E. Unless otherwise provided, meetings shall be conducted in accordance with Robert's Rules of Order, Revised. Rules of order may be suspended by two-thirds (2/3) vote of the members present.
- F. A quorum of the Council shall be a simple majority (one over half) of the Council officers in attendance at the Annual General Meeting. In the absence of a quorum of the Council unless previously specified by the Council, business of the Society may not be transacted.
- G. In order to conduct business expeditiously and in a timely fashion, meetings can be held in-person or online. Voting may be obtained in-person, online, or by telephone. Online indicates an interaction that does not take place in an in-person physical environment.

ARTICLE VIII MEMBERSHIP

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 corporation, have a genuine love of the Scottish heritage and tradition with respect to the Society, and who will work to uphold, promote, and encourage perpetuation of Scottish culture and history, shall be eligible for membership.

- A. Persons desiring membership in the Society are required to provide a completed membership application, appropriate application fees, and a lineage chart establishing a connection with a Moncreiffe or be invited to join as an associate member.
- B. Membership of the Society shall consist of four classes: Patron, Regular, Associate, and Honorary. Other classes and categories of membership may be created by the Council with a two-thirds (2/3) vote of all members present and voting at a regularly scheduled Council meeting.

Patron memberships:

- a. Shall be limited to the current Chief of Clan Moncreiffe, Chief of Clan Hay, Chief of Clan Murray, and Lord Moncreiff;
- b. Are not subject to annual dues;
- c. Are not eligible to vote;
- d. May not serve on committees;
- e. May not hold elective office.

Regular memberships:

- f. Shall be able to establish a genealogical connection with a Moncreiffe;
- g. Are subject to payment of annual dues;
- h. Shall be entitled to one (1) vote per membership number;
- i. May serve on committees;
- j. May hold an elective and/or appointed office in the Society; with exception of individuals under eighteen (18) years of age.

Associate memberships:

- k. Are subject to payment of annual dues;
- l. May be invited by any regular member, subject to approval by the Council;
- m. Shall be entitled to one (1) vote per membership number;
- n. May serve on committees;
- o. May not hold an elective office or be an elected official.

Honorary memberships:

- p. Are not subject to annual dues;
- q. May be granted by the Council to individuals who have displayed humanitarian deeds and a keen interest in Scottish culture and heritage;
- r. Are not eligible to vote;
- s. May serve on committees;
- t. May not hold elective office.

MEMBERSHIP SUMMARY TABLE

Member Class:	Pay Annual Dues?	Eligible to Vote?	Serve on Committee?	Hold Elective Office?
PATRON	No	No	No	No
REGULAR	Yes	Yes (1 per #)	Yes	Yes
ASSOCIATE	Yes	Yes (1 per #)	Yes	No
HONORARY	No	No	Yes	No

(# refers to membership number).

C. Membership dues

1. Annual dues are determined by the Council and approved by the Society.
2. The membership year shall run from January 1 through December 31.
3. Dues are payable on or before December 31.
4. Any change in dues shall require ratification of two-thirds (2/3) of the general membership that are present at a scheduled meeting and vote on the proposed increase.
5. For new members joining the Society, the first year's dues will be pro-rated by the quarter of year joined. January-March will be full amount; April-June will include a 20% discount; July to September will include a 40% discount; October to December will include a 60% discount.

D. Termination of membership

1. Memberships may be terminated for the following reasons: resignation, non-payment of dues, and/or expulsion by a vote of the majority of the Council present at a duly constituted business meeting.
2. Non-payment of dues for three (3) years after the same have become payable shall terminate the membership of any member or Council officer unless excused by the Council for cause shown.
3. Expulsion is to be imposed only for cause as defined as, but not limited to, behavior that is detrimental to the Society.
4. Council officers in good standing cannot be expelled from the Society except after conviction under the impeachment procedure as set forth in these By-Laws.
5. In the event of termination of membership by any means, or for any cause whatever, all such member's interest in any property of the Society shall thereupon cease.
6. Any individual whose membership is terminated by the Council and feels that it is unjustified may, within thirty (30) days, appeal directly to the membership where a majority vote shall be decisive.

F. Impeachment Procedure

1. Upon report of the Council recommending such action, any member of the Society may be suspended or expelled by a two-thirds (2/3) vote of the Council officers present at a duly constituted meeting for this purpose.
2. The person so charged shall be given at least fifteen (15) days notice of the meeting and of the charge(s).
3. The person shall be entitled to be heard at the meeting in person and with counsel.
4. Conviction of the aforementioned impeachment procedure of any member or Council officer; or any crime involving moral turpitude may be just cause for that person's expulsion from the Society.

ARTICLE IX ELECTED OFFICERS

- A. The governing body of Clan Moncreiffe Society, Inc. shall be the Council, hereinafter referred to as "Council." Council officers shall be elected by the membership and shall consist of a:
- President,
 - Vice-President,
 - Secretary,
 - Treasurer,
 - Past-President (not elected, automatic upon succession of next president)
- B. All elected officers of the Council shall serve for a term of three (3) years and are eligible for re-election to any office.
- C. All elected officers of the Council shall assume office after elections at the Annual General Meeting where elected. All property of the Society, i.e., books, records, funds, etc., will be transferred as promptly as possible following the general election.
- D. In order to be eligible as an elected officer, the member must have been in attendance, in-person or online, for two out of the last three Annual General Meetings from Roll Call to New Business.

ARTICLE X DUTIES OF ELECTED OFFICERS

The Council shall serve as the governing body of the Society and representatives of the general membership. The Council establishes the governing policies and pursues the objectives of the Society.

- A. The President shall
1. Act as the chief operating officer of the Society and represents the Society at all official functions as required.
 2. Assure that the Society operates within the guidelines established by the Council.
 3. Be assisted by the Vice-President, Past-President, Secretary, and Treasurer.
 4. Serve as ex-officio member of all committees - except the nominating committee.
 5. Approve all proposed programs or specific work prior to the commitment of Society resources and labor.
 6. Shall also have the title of Lieutenant to the Chief for North America as designated by the Chief of Clan Moncreiffe.

- B. The Vice-President shall
 1. Assist the President in the operation of the Society.
 2. Perform the duties of the President in the absence of the President.
 3. Perform such tasks as assigned by the President.

- C. The Secretary shall
 1. Keep proper minutes of the proceedings of all meetings of the Society and of the Council.
 2. Ensure the minutes of the Annual General Meeting are published or electronically delivered.
 3. Record and keep all voting records.
 4. Be responsible for all official files and documents.

- D. The Treasurer shall
 1. Receive and deposit all dues and monies in a Federal insured bank.
 2. Be responsible for payment of all Society accounts.
 3. Deliver a statement/report of the financial transactions and fiscal condition of the Society at the Annual General Meeting.
 4. Choose an auditor/accountant to review the Society's financial statement and verify its accuracy.

- E. The Past-President shall
 1. Not be elected but will exist automatically with the election of the next president for the period of one term.
 2. Assist in the operation of the Society.

ARTICLE XI ORDER OF SUCCESSION

- A. If the President is unable to fulfill the duties of the office, the Vice-President shall assume the duties of the office until such time as the President shall be able to resume the duties of the office, but not to exceed the regular term of office. If the office of President is vacant, the Vice-President shall assume the office of the President and a special election shall be held as set forth in Article XII to fill the newly vacated office of Vice-President.
- B. If the Vice-President is unable to assume the duties of President as set forth in Article VI, Section 1, the Council shall assume the duties of President until a special election is held to fill the office, as set forth in Article XII. The Secretary will coordinate the duties of the President with the Council.
- C. If the office of the immediate Past-President becomes vacant, the previous Past-President shall assume the office to the end of the original term.
- D. If any other elected official is unable to fulfill the duties of his/her office, the Council shall assume the duties until such time as that person may resume serving in the office, but not to exceed the regular term of office. The Council may declare the office vacant upon review and evaluation of the situation. The Council shall call a special election to fill the office as set forth in Article XII.

ARTICLE XII ELECTIONS

- A. A Nominating Committee of two (2) or more members of the Society shall be appointed by the President, with approval by the Council, to prepare the nominations for any offices to be elected.
- B. The Nominating Committee, with assistance from the Council, shall seek volunteers from the membership.
- C. Candidates shall be contacted by the Nominating Committee to determine their willingness to serve.
- D. The report of the Nominating Committee with the slate of names proposed for each elected office shall be made known twenty (20) days up to, and including, the day of voting.
- E. The ballot form shall be sent or posted on the website twenty (20) days up to, and including, the day of voting.
- F. No nominations shall be accepted from the floor.
- G. Candidates shall be elected by a simple majority of the ballots cast.

ARTICLE XIII APPOINTED LEADERS

Appointed leaders are appointed by the current President with Council approval and serve until the end of the current President's term.

- A. Commissioners:
 - a. The Council shall designate geographic regions deemed necessary to ensure the ongoing development of the Society.
 - b. Each geographic region shall be represented by a regional Commissioner(s);
 - c. Commissioners are to represent the Society by attending and sponsoring educational Society tents in the local Highland games in the geographical area.
- B. Appointed Chairs: Additional leaders shall be appointed as necessary, to include but not be limited to the following: AGM Chair, Chaplain, Clan Store, Falconer, Genealogist(s), Membership Chair, Newsletter Editor, Parliamentarian(s), Piper(s), Publicity Chair, SMHG Convener, Social Media Manager, Sword Award Chair, Tartan Chair, Website Manager, Whiskeytarian, etc.

ARTICLE XIV DUTIES OF APPOINTED LEADERS

The Council establishes the duties and procedures to pursue the objectives of the Society. All appointed leaders must have active paid membership. Duties shall include but not be limited to the following items.

- A. AGM (Annual General Meeting) Chair duties:
 - a. Contract with hotel for a meeting room;
 - b. Coordinate lunches for members by ordering and delivery at AGM.
- B. Chaplain duties:
 - a. Delivers invocation at AGM;
 - b. Provides spiritual guidance, counseling, and prayer for the Society anytime as needed or requested.
- C. Clan Store Chair duties:

- a. Maintain inventory of store items including prices for members and non-members;
 - b. Correspond, coordinate payments, and ship items to individuals.
- D. Genealogist duties:
- a. Support members on the Moncreiffe lineage;
 - b. Keep records and conducts research showing lines of descent
 - c. Prepare histories of family relationships and points of interest in family background.
 - d. Consult American and foreign documents in order to trace lines of descent.
- E. Membership Chair duties:
- a. Compile and maintain current roster of the members of the Society;
 - b. Assign membership numbers and send certificate for new members;
 - c. Notify members of dues annually;
 - d. After receiving dues, send a membership card with revised dates.
- F. Newsletter Editor duties:
- a. Soliciting materials, topics, advertisements, and tips to be published;
 - b. Setting and enforcing deadlines for delivery to current paid members;
 - c. Coordinating the quarterly frequency of the publication.
- G. Parliamentarian duties:
- a. Advise in rules of order and proper procedures for conducting meetings;
 - b. Assist in drafting and interpretation of bylaws.
- H. Publicity Chair duties:
- a. Post contact information in publications, i.e., Highlander magazine;
 - b. Keep data and subscription accurate and up to date.
- I. SMHG (Stone Mountain Highland Games) Chair duties:
- a. Verify Sponsorship Trophy is paid for Class IV Band at SMHG;
 - b. Register CMS and reserve tent space, tables, and chairs at SMHG;
 - c. Setup CMS tent at SMHG.
- J. Social Media Manager duties:
- a. Develop CMS' online reputation via Facebook, Instagram, and Twitter;
 - b. Manage content and generation of inbound traffic.
- K. Sword Award Chair duties:
- a. Query the Council as to the annual recipient for the Sword Award;
 - b. Order and pickup plaque for Sword Award;
 - c. Deliver plaque to Vice-President/President for presentation at AGM.
- L. Tartan Chair duties:
- a. Maintain inventory of tartan material;
 - b. Establish vendors and mills for replacement of tartan since the Moncreiffe tartan must be woven and colors must match;
 - c. Order tartan material as needed upon approval from the Council.
- M. Website Manager duties:
- a. Monitor website performance and keep website content updated;
 - b. Ensure website functionality and perform software updates;
 - c. Maintain domain name service (DNS) registration and hosting are kept current.

ARTICLE XV COMMITTEES

- A. The Council shall have the power to establish any committee deemed necessary for the conduct of the business and operation of the Society.
- B. All committees shall be reviewed by the Council each year for the need of their continued existences. The Council shall abolish any committee that is no longer needed or has fulfilled its purpose.
- C. Committee members shall be appointed by the President, with the approval of the Council.

ARTICLE XVI LIABILITY

The liabilities of the Society shall be limited to its common funds and assets. No member or Council officer shall be held personally liable financially or in any other capacity in connection with any of the Society's undertakings.

ARTICLE XVII FISCAL YEAR

The financial year of the Society shall be the first of October to the end of September.

ARTICLE XVIII AMENDMENTS

- A. The Bylaws of the Society may be amended and/or revised by a two-thirds (2/3) affirmative vote of the members present in a regular meeting or by a vote of the majority of the Council then in office at a called special meeting for amendment purposes.
- B. Notice shall be provided twenty (20) days up to, and including, the day of voting.

ARTICLE XIX DISSOLUTION

Upon dissolution of the corporation, the Council 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 qualified organization or organizations organized and operated exclusively for charitable, historical, or educational purposes as shall at the time qualify as an exempt organization under Sections 501(3)(c) of the Internal Revenue Code of the United States or corresponding sections of any prior or future law as the Council shall determine.

No portion of such assets shall be distributed to any member(s) of the Society or any other individual(s), or to non-qualified organizations.

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

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