



**CLAN MACKINNON SOCIETY
BYLAWS**

TABLE OF CONTENTS

ARTICLE I

Section 1.1	Name	1
Section 1.2	The Chief of Clan MacKinnon	1
Section 1.3	Representative of the Chief and Chieftain of Mishnish	1
Section 1.4	The Clan MacKinnon Society	1

ARTICLE II

Section 2.1	Operation	1
Section 2.2	Restrictions	1

ARTICLE III – MEMBERSHIP

Section 3.1	Members	1
Section 3.2	Active Members	1
Section 3.3	Types of Memberships	2
Section 3.4	Spouses/Partners and Children	2
Section 3.5	Privileges of Membership	2
Section 3.6	Termination of Membership	2

ARTICLE IV – PUBLICATIONS & SOCIAL MEDIA

Section 4.1	Publications	3
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ARTICLE V – SOCIETY RECORDS

Section 5.1	Records	3
-------------	---------	---

ARTICLE VI – MEETINGS

Section 6.1	General Membership Meeting	3
Section 6.2	Board Meetings	4
Section 6.3	Quorum	4
Section 6.4	Electronic Voting	4
Section 6.5	Conduct of Meetings	4

ARTICLE VII – BOARD OF DIRECTORS OF THE SOCIETY

Section 7.1	Officers	4
Section 7.2	Elected Officers	4
Section 7.3	Society Representatives	5
Section 7.4	Appointed Officers	6
Section 7.5	Duration of Appointed Officers	7

ARTICLE VIII – COMMITTEES

Section 8.1	Appointment	7
Section 8.2	Reporting	7

ARTICLE IX – FISCAL AND MEMBERSHIP YEARS

Section 9.1	Fiscal Year	7
Section 9.2	Membership Year	7

ARTICLE X – AMENDMENTS TO ARTICLES OF THE SOCIETY OR BYLAWS

Section 10.1	Proposals to Amend or to Repeal	8
Section 10.2	Voting	8
Section 10.3	Recording Amendments	8

ARTICLE XI – BOARD POLICY

Section 11.1	Establishing Board Policy	8
--------------	---------------------------	---

ARTICLE XII – DISTRIBUTION ON LIQUIDATION OR DISSOLUTION

Section 12.1	Dissolution Process	8
Section 12.2	Dissolution Vote	9

ARTICLE XIII – INDEMNIFICATION

9

CLAN MACKINNON SOCIETY BYLAWS

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

The Clan MacKinnon Society recognizes as the Chief of Clan MacKinnon the bearer of the Name and Arms of Clan MacKinnon as granted or matriculated by the Lord Lyon King of Arms.

Section 1.3 Representative of the Chief and Chieftain of Mishnish

The Representative of the Chief is an appointment of the Chief of the Name and Arms of Clan MacKinnon, and acts as the intermediary between the Chief of Clan MacKinnon and the Clan MacKinnon Society.

Section 1.4 The Clan MacKinnon Society

The purpose of Clan MacKinnon Society is to promote and celebrate MacKinnon and Scottish Gaelic culture, to preserve the history of Clan MacKinnon worldwide, and to provide a lasting impact on communities central to Clan MacKinnon's identity.

ARTICLE II

Section 2.1 Operation

The Society shall operate exclusively for charitable 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, religious belief, or any other form of social or individual diversity who express and profess an interest in the purposes and objectives of the Society, have a love of the Scottish heritage and traditions as expressed by 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 Bylaws immediately upon payment of current dues.

Section 3.3 **Types of Memberships**

There shall be members and honorary memberships.

- a. 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 Board of Directors of the Society. 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/Partners and Children**

Spouses/Partners of members are themselves members of the same type, except that they do not apply separately for membership, do not pay separate membership dues, and have full voting rights. In the event of death, a spouse should be encouraged to continue membership. Children under the age of 18 are also members but do not have voting rights.

Section 3.5 **Privileges of Membership**

- a. All members, with the exception of honorary, may:
 - (1) Vote for elected members of the Board, or on any other matter brought before the membership.
 - (2) Serve as Officers, members of the Board, and in all other offices created by the Chairperson of 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 Chairperson of 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 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. An affirming vote of not less than four out of five Board members, present in a duly constituted Board Meeting, is required to institute a removal of membership. In the event of the withdrawal or removal of a Board member from the Board, that individual's membership cannot be cancelled until a new Board member is duly installed. An appeal in person to the general membership in the next General Meeting is the prerogative of an individual whose membership is cancelled under these provisions.
- b. The Board may drop from membership any member 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.

ARTICLE IV – PUBLICATIONS & SOCIAL MEDIA

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 Board may issue official bulletins and other publications to expedite necessary communication with the membership. Publications could also include the website and social media sites.

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 Bylaws 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, voting records 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, stored on a Google Drive maintained by the Web Manager.
- d. All records required by applicable laws shall be open for inspection by the membership at reasonable times upon request.

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 geographical or virtual location to be determined by the Board of Directors. Announcement of each General Membership Meeting shall be made to the membership as early as possible prior to each meeting. Election of Board members shall be 5 positions held for four (4) years. The terms of office for Board members shall be staggered with three (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 **Board Meetings**

- a. The Chairperson shall designate an appropriate time and place with the consent of the Board. The Board may meet at any time when there is a quorum of its members present. The Board may also meet through electronic means.
- b. Board agendas and minutes will be posted on the members only page of the website.

Section 6.3 **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 6.4 **Electronic Voting**

Any vote by electronic means must show that a majority of the Board members have voted. The result of any vote must be published in the Shank Bone or posted on the Society's website.

Section 6.5 **Conduct of Meetings**

- a. All meetings shall be conducted in accordance with Robert's Rules of Order when not in conflict with these Bylaws.
- b. All Membership and Board Meetings shall be chaired by the Chairperson of the Board or Vice Chairperson, or their delegate in the absence of the Chairperson.

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 which manages the Society, will be elected by the membership at the General Meeting.
- b. Representatives of the Society are to be appointed as per Section 7.3.
- a. 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 members of the board are: Chairperson of the Board, Vice Chairperson, Board Secretary, Comptroller, and one Director at Large, with these positions determined at a reorganization meeting of the Board following a General Meeting.
- 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

Chairperson has the power to appoint an interim replacement to serve out the remainder of the term.

(1) **Chairperson of the Board**

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

(2) **Vice Chairperson**

- a. The Vice Chairperson will preside over the meetings of the Board of Directors in the absence of the Chairperson.
- b. The Vice Chairperson should be familiar with all of the current business of the Society.

(3) **Board Secretary**

- a. The Secretary will be responsible for correspondence of the Board of Directors.
- b. The Secretary will be responsible for all of the minutes taken at each meeting of the Board of Directors and General Membership Meetings.
- c. The Secretary will affirm voting by the general membership.

(4) **Comptroller of the Board**

- a. The Comptroller shall be responsible for the fiscal policies of the Society.
- b. The Comptroller shall prepare a three-year budget to be submitted to and voted on by the Board of Directors and subsequently presented to the General Membership. The budget shall be valid for a period of three years unless changes are approved by a vote of the Board of Directors.

(5) **Director at Large**

- a. Provide considered advice to the Chairperson on the good management of the Society.
- b. 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, the Commissioners, and Committee Chairs. The duration of the Society Representatives is indefinite and determined by the Board of Directors as required for the good order of the Society.

(1) **Commissioners**

- a. Commissioners are appointed by the Board of Directors.
- b. Commissioners are appointed to specific geographic or political regions as is required by the Society.
- c. Commissioners are encouraged to hold local or district events and be a source of contact or information to Society members in his/her jurisdiction.

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 Board of Directors as required for the good order of the Society. Officers are appointed by the Board and are accountable to the Board.

(1) **Treasurer**

- a. Maintains the financial accounts of the Society and reports to the Chairperson.
- b. The Treasurer will report to the membership on the financial affairs of the Society at the General Membership Meetings.
- c. Assist the Comptroller to prepare a budget.

(2) **Membership Secretary**

- a. Maintains the membership records of the Society and reports to the Chairperson.
- b. Initiates and implements recruitment and retention policies and strategies.

(3) **Shank Bone Editor**

- a. Ensures that the Society publications are produced and issued as directed by the Board of Directors
- b. Ensures the Society newsletter, the Shank Bone, reflects the views of the membership by actively soliciting and including appropriate submitted material.

(4) **Web Manager**

- a. Responsible for maintaining and updating the Society website.
- b. Coordinates with the Shank Bone Editor in selection of material that could overlap from the Shank Bone.
- c. Collaborates with the Communications Committee.

(5) **Genealogy Consultant**

- a. Submits articles for publication in the Shank Bone or website or on social media regarding genealogy.

- b. The Genealogy Consultant offers encouragement, advice, and reasonable aid to members of the Society in their personal genealogical endeavors.
- c. The Genealogy Consultant 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.

(6) **Historian**

- a. The Historian works with the Genealogy Consultant 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.
- b. The Historian conducts research on Clan MacKinnon history to share with the membership.

Section 7.5 **Duration of Appointed Officers**

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

ARTICLE VIII – COMMITTEES

Section 8.1 **Appointment**

The Chairperson of the Board shall designate the composition and the rules of procedure for any committee established by the Chairperson with the concurrence of the Board. The Chairperson 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. Committees may include Communication Committee, Election Committee, Commissioner Committee, Bylaws Committee, Grants Committee, or any other committees deemed necessary by the Board.

Section 8.2 **Reporting**

The Committee Chairperson shall report actions and findings of his/her committee, including minority reports, to the Chairperson of the Board 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 through 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 Chairperson of the Board.
- b. Any board member or officer.
- c. General membership can suggest changes to bylaws by contacting a board member.

Section 10.2 Voting

Articles of Incorporation and/or Bylaws 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 thirty 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 Incorporation and/or the Bylaws is considered passed when the Board Secretary certifies to the Chairperson 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 and/or posted on the Society website membership page. Such copies are official changes of the Articles of Incorporation and/or Bylaws in the hands of the membership. The Secretary shall maintain a copy of the Articles of Incorporation and the Bylaws.

ARTICLE XI – BOARD POLICY

Section 11.1 Establishing Board Policy

The Board of Directors has the authority to establish policies related to the governance of Clan MacKinnon Society.

ARTICLE XII – DISTRIBUTION ON LIQUIDATION OR DISSOLUTION

Section 12.1 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 12.2 **Dissolution Vote**

The dissolution of the Society must be authorized by the adoption of a resolution to dissolve by a majority of the members present at a General Meeting called for that purpose.

ARTICLE XIII – 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.