

# **The Clan Stewart Society in America, Inc. Bylaws**

## **Article I. Name**

The name and title of this Society, a nonprofit Corporation organized for existence under the laws of the State of Florida, shall be The Clan Stewart Society in America, Incorporated; here after referred to as the Society.

## **Article II. Purposes**

The purposes of this Society are:

- a) The cultivation and stimulation of interest by descendants of the Scottish House of Stewart and its adherents in the genealogical, cultural and historical background of their ancestors;
- b) The promotion and encouragement of research in these areas;
- c) The joint sponsorship with other Scottish organizations of Scottish Festivals and Highland Games; and
- d) The education, particularly among the young of Scottish descent, of knowledge and practice in Scottish folkways.

The Society shall not be operated for pecuniary profit or commercial gain. No part of its funds shall inure to the benefit of, or be distributed to, any Director of the Society or member or any other person having a personal or private interest in the activities of the Society. The Society shall not enter into a business relationship with any individual, firm, partnership, or corporation where there exists a real or potential conflict of interest or where any member of the Society or any member of the immediate family of same, shall receive any commissions, fees, financial benefits, or other benefits of pecuniary value.

## **Office**

The Board of Directors shall determine the principle place of business of the Corporation.

## **Seal**

The Board of Directors shall adopt for the Corporation a SEAL of distinctive design that shall include the name of the Corporation and the words "Corporate Seal."

## **Fiscal Year**

The fiscal year of the Society shall begin on the first day of January in each year.

## **Article III. Membership**

Membership shall include the following classifications:

- a) Annual Members shall consist of persons (18 years and older) bearing by birthright or descent, or by marriage, the surname of Stewart, Stuart, Steuart, Steward or other spelling; persons bearing in the same fashion surnames associated with septs affiliated with the House of Stewart or any of its branches; persons whose maternal lineage bears the name of Stewart in any of its different forms, or that of any of the septs; or any individual with an interest in the Stewarts in Scotland, and in Scottish culture interested in furthering the purposes of the Society. Those requirements are waived for members of the Society in good standing at the time of incorporation. Annual members may vote, hold office, serve on committees, and represent the Society in an official capacity The

## The Clan Stewart Society in America, Inc. Bylaws

term of membership of Annual Members shall be one year and shall commence on the first day of the month when the membership form is initiated and shall end on the last day of the same month the following year. Any member, member association or associate member failing to meet the deadline shall be deemed delinquent, and will not be entitled to any of the benefits of membership in the Society.

- b) Life Members are persons also eligible for Active Membership who pay to the Society Life dues to be determined in accord with Article IV at the time of application for life membership. Life members may vote, hold office, serve on committees, and represent the Society in an official capacity and are exempt from all dues and assessments once the initial life dues are paid in full. The dues of Life Members shall be invested and maintained by the Treasurer in segregated accounts from the general funds of the Society. Interest, dividends, and other returns on the investment of the dues of Life Members shall be returned to the general funds of the Society for use in the normal operations of the Society. Upon the death, resignation, or removal of a Life Member, his/her dues may be transferred to the general funds of the Society for use in the normal operations of the Society. The Board may discontinue accepting new Life Members, or begin accepting Life Members again, at any time; provided any change becomes effective at the beginning of the next fiscal year.
- c) Honorary Membership may be conferred upon persons so deserving upon selection by the Board of Directors and approval by the Membership at an Annual Meeting. The term of membership of Honorary Members shall be the life of the member unless otherwise specified by the Board of Directors of the Society. Honorary members shall have all the rights of membership except they cannot vote or hold office, and are exempt from all dues and assessments.
- d) Associate Members are persons not meeting the requirements for Annual Membership, but who are members of other societies or associations that have been recognized by the Board of Directors as interested in the furtherance of the aims, ideals and purposes of the Society. These recognized associations will collect and pay the dues for their Associate members in a lump sum. Associate Members are entitled to receive Society publications, notices of Society functions, etc., and are entitled to attend those functions that are not specifically limited to members. The term of membership of Associate Members shall be one year and shall end on December 31 each year. New Associate Members joining after September 1 shall have an initial term of membership ending on December 31 of the following year.
- e) Sister Society Membership shall be designated by majority vote of the Board of Directors and should only consist of other Stewart/Stuart Societies. Membership shall consist of persons (18 years and older) who is a member of the Sister Society, and who is a member in good standing of the Sister Society. The annual dues will be assessed at 50% of the Annual Member rate and will commence at the beginning of the month the dues are received by the Membership Database Manager and shall be of one calendar year duration. Sister Society Members are entitled to receive Society publications, notices of Society functions, etc., and are entitled to attend those functions, but are not eligible to hold office or vote.

Admission to Membership - A person may be admitted to membership by filing a written application with the Secretary and by payment of dues for a minimum of one year, or, in the case of Honorary Memberships, by action of the Board of Directors as described in Paragraph III (c).

## **The Clan Stewart Society in America, Inc. Bylaws**

Termination of Membership- Membership shall terminate upon failure to pay dues on or before the member's anniversary except in the case of Life Members and Honorary Members. The Board of Directors may also terminate any membership for cause. In the event the Board of Directors proposes to take such action, the member affected shall be given notice in writing by the Secretary and shall have thirty days after delivery or attempted delivery of the notice by registered return receipt mail or other delivery service with tracking capability in which to respond to the Board of Directors. The vote of the Council, after considering the facts and the response shall be final.

### **Article IV. Dues**

Annual and Life membership dues shall be set by the Board provided any change in the schedule of dues shall become effective only after approval by a majority vote of the membership at the subsequent Annual Meeting. Associate membership dues shall be set by the Board and shall not need the approval of the membership.

### **Article V. Board of Directors**

Board of Directors: The affairs of the Society shall be directed and managed by a Board of Directors that is vested with the general powers necessary for the exercising of such charge within the law. The Members of the Board shall be elected from and by the Members of the Society in good standing, to consist of a President, a Vice President, a Treasurer and a Secretary, the Immediate Past President, and the Regional High Commissioners. A Regional High Commissioner shall be elected by the members, in good standing, who reside in each territorial Region that shall be established by the Board of Directors, and whose number and boundaries may be modified from time to time by the Board of Directors. The Immediate Past President shall be a member of the Board unless he/she was removed from office in accordance with Article V.

The Board of Directors shall meet annually in person at the same venue as, but separate from, and within 3 days previous to the Annual Meeting. Attendance of the Board Members at the Annual Meeting is considered highly desirable, however proxy voting by means of written proxy shall be allowed in the case of an absence. Proxy voting procedures shall be developed by the Secretary and approved by the Board of Directors. Prior to the approval of proxy voting procedures, proxy voting shall be allowed only by written proxy delivered to the President or the Secretary prior to the Annual Meeting and read or published to all members of the Board present at the beginning of the Annual Meeting.

The President, or the Vice President acting in the event of disability, resignation, or removal of the President in accordance with Article V., may call additional meetings of the Board of Directors at any time that the affairs of the Society require it. The Board of Directors may hold meetings in person, by mail, by telephone, or by other electronic media or by such methods of communication as the Board of Directors may select from time to time by resolution. Each Member of the Board shall have a vote and one third of the Board members shall constitute a quorum. Actions requiring membership approval shall be placed on the next ballot and if approved by membership will take effect the same as any other item.

The Board of Directors may adopt such rules and regulations for its organization, for the conduct of its meetings, and for the management of the affairs of the Society as it deems proper and which are not inconsistent with these Bylaws.

## The Clan Stewart Society in America, Inc. Bylaws

Members of the Board of Directors shall be elected every two years to serve for a term of two years or until his/her successor shall have been chosen and has qualified, except for the past President who shall automatically become Immediate Past President for two years, or until his/her successor shall have been chosen and has qualified, upon completion of a term as President.

The newly elected President and Vice President will assume office at the Annual Meeting. The newly elected Secretary and Treasurer will assume office ninety (90) days after the election, or on the next January 1<sup>st</sup>, whichever comes first, following the election to allow for an orderly turn over of files and accounts.

The President, Vice-President, and Regional High Commissioners from odd-numbered regions shall be elected in odd-numbered years. The Secretary, Treasurer, and Regional High Commissioners from even-numbered regions shall be elected in even-numbered years.

If a vacancy occurs among the Board of Directors, it shall be filled by appointment by the President with advice of the Board of Directors, except that the office of the President shall devolve upon the Vice President. Such an appointment shall continue until the next regular election for that office, when the office shall be filled by the procedures described elsewhere herein.

The duties of the Members of the Board are as follows:

- a) President: The President shall preside at all meetings of the Society. He/she shall function as the Society's chief administrative officer; shall appoint Committees from among the members of the Society as requested by the Board of Directors, as instructed by the members at an Annual Meeting or otherwise, or as he/she may deem necessary to treat with any matter of particular interest or concern to the Society. Except as otherwise provided in these Bylaws 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. He/she shall be, ex officio, a member of all committees appointed by him except the Nominating Committee.
- b) Vice President: The duties of the President shall, in his/her absence, devolve on the Vice President. At other times he/she shall assist the President.
- c) Immediate Past President: The Immediate Past President shall assist the President and perform other duties as the President and/or the Board may direct.
- d) Treasurer: The Treasurer shall collect and keep account of all monies received and disbursed on behalf of the Society; shall deposit sums received in the name of the Society in such depository or depositories as shall be approved by the Board; shall be custodian of any and all property of the Society and of any and all securities which may accrue and come into possession of the Society; shall sign all checks authorized by the Board and shall report to the Board annually at the Board Meeting immediately prior to the Annual Meeting on the financial condition of the Society. The Treasurer's annual report shall include as a minimum a Balance Statement including all assets of the Society and a Profit and Loss statement of incomes and expenses. The Treasurer shall also provide quarterly reports to the President and the Secretary. The quarterly reports shall include as a minimum a Balance Statement including all assets of the Society, a Profit and Loss statement of incomes and expenses, and copies of all bank statements and other reports from financial institutions where assets of the Society are invested. The Treasurer shall also present a report on the financial condition of the Society to the membership at the Annual Meeting. When otherwise called upon by the President, the Treasurer shall make

## The Clan Stewart Society in America, Inc. Bylaws

additional reports and perform other duties as the President and/or the Board may direct. At the expiration of his/her term of office, the Treasurer shall surrender to his/her successor in office all books, monies, accounts, other records, and all other property and materials belonging to the Society in his/her possession and custody within ninety (90) days after the election, or before the next January 1<sup>st</sup>, whichever comes first. The funds, books, vouchers, and other records in the hands of the Treasurer shall at all times be subject to the inspection, supervision, and control of the Board and the President.

Assistant Treasurer: To assist the Treasurer in his/her supervision of all monies and properties of the Society, the Treasurer may appoint, subject to Board approval, a qualified member to serve at the Treasurer's pleasure as Treasurer of the Education and Cultural Enhancement Committee. In that capacity only and subject to the direction of the Treasurer in carrying out his/her responsibilities, the Committee Treasurer is designated an Assistant Treasurer of the Society for purposes of said Committee's receipts, disbursements and property.

- e) Secretary: The Secretary shall keep an accurate and permanent record of the proceedings of all meetings of the Society and of the Board. His/her official records shall remain the property of the Society. The Secretary shall submit written minutes of all meetings of the Board of Directors during the year to the Board of Directors meeting before the Annual Meeting. He/she shall be custodian of the Corporate Seal. He/she shall perform, also, such other duties incident to the office as may be prescribed by the Board, and shall ascertain that the reports, accounts, and other documents required by law are properly kept and filed. The address of the current Secretary shall be the official address of the Society during his/her term of office, and it shall be his/her duty to so advise correspondents of the Society. At the expiration of his/her term of office, the Secretary shall surrender to his/her successor in office all records, the Corporate Seal, and all other property and materials belonging to the Society in his/her possession and custody within ninety (90) days after the election, or before the next January 1<sup>st</sup>, whichever comes first. The funds, books, vouchers, and other records in the hands of the Treasurer shall at all times be subject to the inspection, supervision, and control of the Board and the President.
- f) Assistant Secretary: To assist the Secretary in his/her duties, the Secretary may appoint, subject to Board approval, a qualified member to serve at the Secretary's pleasure as an Assistant Secretary.
- g) Regional High Commissioners: In addition to the powers and duties as corporate Directors of the Society, specified above, each High Commissioner shall have administrative responsibility for the activities of the Society within his or her Region. Each Regional High Commissioner may appoint a State or Province Commissioner for each State or Province (or portion thereof) within that Region; such Commissioner to serve at the pleasure of the Regional High Commissioner, and to have administrative responsibilities for the activities of the Society within that State or Province. Each Regional High Commissioner may also appoint other Members of the Society as its representative at particular Games or other activities falling within the scope of interests of the Society and its Members.

No Director of the Society shall have the right or authority to bind or obligate the Association to any extent whatsoever with regard to any other matter outside the scope of the Society's purpose without the approval of the Board of Directors. No Director of the Society shall assign, transfer, or pledge any asset of the Society; use the Society's name, credit, or property for other than the

## **The Clan Stewart Society in America, Inc. Bylaws**

Society's purpose; or do any act detrimental to the interest of the Society or which would make it impossible to carry on the business or affairs of the Society.

Removal from Office - In the event that an elected Director of the Society should be charged and convicted of any illegal activity while serving in an elected position or for any reason be unable, or fail, to discharge the duties of his/her elected office the Board of Directors may remove the Director for cause by a 2/3 vote of the members of the Board of Directors voting. In the event the Board of Directors proposes to take such action, the Director affected shall be given notice in writing by the Secretary and shall have thirty (30) days in which to respond to the Board of Directors. The vote of the Board of Directors, after considering the facts and the response shall be final. The vote shall be in a media that may be tabulated and retained as a record by the Secretary for a minimum of two years. The outcome of the vote shall be published in the next issue of the National Newsletter. Appointed Officers are appointed by the President, Treasurer, Secretary, or the Regional High Commissioners, and serve at their pleasure and discretion. The President, Treasurer, Secretary, and the appointing Regional High Commissioner have the implied and express authority to dismiss such appointed officers from the offices to which they were appointed.

### **Article VI. Committees**

Standing Committees: Promptly after taking office each year, the President shall appoint from the Members of the Society in good standing the following Standing Committees:

Committee on Representation at Games, to compile and publish a list of Scottish Games and similar activities where the Society's representatives have indicated representation. This Committee shall be composed of a Chairperson and at least three members.

Nominating Committee, to propose members in good standing for election to offices provided for in these By-Laws. This committee shall be chaired by a member in good standing and two other members, all of who will not be running for an elected office in the current year. This Committee's report shall be completed and presented by the Chairperson to the Board of Directors not later than 90 days prior to the Annual Meeting each year, and shall be circulated by the Secretary to the Members no later than 60 days prior to the Annual Meeting with the call to the Annual Meeting of the Society, for mail vote prior to that meeting.

Special Committees: The President shall appoint such special committees as deemed necessary from time to time by the Board of Directors or as ordered by the Society.

Members of a Committee may hold meetings in person, by mail, by telephone, by other electronic media or by such methods of communication as the Committee may select from time to time by resolution. Every decision of a Committee shall be taken by a majority of the members present at the meeting. Written reports of the activities of all Committees shall be submitted to the Secretary prior to the Annual Meeting, for presentation to the Board of Directors.

### **Article VII. Annual Meeting**

An Annual Meeting of the members of the Society shall be held at such time and place as shall be determined by the Board of Directors, and not less than 60 days notice thereof given to the members. Notice of the Annual Meeting shall be given either personally or by mail or by

## **The Clan Stewart Society in America, Inc. Bylaws**

publication in the newsletter of the Society or by other means of written communication, addressed to the members at the address of such members appearing on the membership roster of the Association or given by the members to the Association for the purpose of notice. Notice shall have been given when delivered personally or deposited in the mail or sent by telegram, electronic facsimile, or other means of written communication.

Two percent (2%) of members in good standing, present in person, or represented by written proxy, shall constitute a quorum for the transaction of business at the Annual Meeting. The members present at a duly called and held Annual Meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to withdrawal of members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

### **Article VIII. Nominating and Voting Procedures**

Nominations for any Board of Director position, including President, Vice-President, Secretary and Treasurer, shall be made to the appointed Nominating Committee. Nominations may be made by any member in good standing at any time prior to the closing of nominations; such date shall be posted in the newsletter and on the society's website. All such nominees shall be verified by the Nominating Committee and a statement of willingness to serve shall be made in writing by each nominee.

Matters requiring a decision by vote of the membership at large shall be conducted by mail ballot. In the case of the annual election of Members of the Board, except in an unopposed election, and in the normal course of business for the Society, the results of the mail voting shall be tallied and published at the Annual Meeting. The membership shall be provided mail ballots as described below. A majority vote of the total vote of those members voting by mail and in person at the Annual Meeting shall be necessary for election. Members may vote only once in each election, either by mail or in person at the Annual Meeting. In the event that in the annual election of Members of the Board all candidates are unopposed by the posted nomination deadline, the Board of Directors may cancel the election as unnecessary and may instruct the President to announce the candidates as elected by 'General Consent' based on the fact that election rules are provided for the protection of the minority. Without opposition, a minority does not exist. However, if one candidate is opposed, or there are other matters of society business that requires a ballot, then all candidates shall be entered upon the ballot and a normal election shall occur.

When, in the opinion of the Board of Directors, a matter is of such weight as to require an expedient decision by the membership at large, a special referendum may be conducted. Any action that may be taken at the Annual Meeting may be taken without a meeting if the Society distributes a legally recognized ballot to each member entitled to vote. The Secretary shall be empowered to receive and tally the mail ballots, and the results shall be announced in the next Society newsletter.

Ballots shall be given either personally or by mail or by publication in the newsletter of the Society or by other means of written communication, addressed to the members at the address of such members appearing on the membership roster of the Association or given by the members to the Association for the purpose of notice. Ballots shall have been given when delivered personally or deposited in the mail or sent by telegram, electronic facsimile, or other means of written communication. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provided that where the person solicited

## **The Clan Stewart Society in America, Inc. Bylaws**

specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the Society. The ballots must specify the time by which they must be received by the Association in order to be counted. Approval of action by legally recognized ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at the Annual Meeting. In the event of an error on the ballot, the Society may revoke a legally recognized ballot provided that a corrected ballot is provided in a timely manner.

### **Article IX. Amendments**

Members may offer recommendations to the Board of Directors (including the RHCs) for changes, but such changes must earn a 2/3 majority vote of the Board of Directors in order to be placed on the ballot. This 2/3 majority shall be of the then serving Board members, regardless of their ability to attend an AGM. A vote to authorize placement of a proposed amendment shall be presented in writing to all Board members, for them to cast their individual votes. A proposal for change which receives a 2/3 majority approval of the Board, shall be placed on the ballot sent to all members for the next Annual General Meeting.

The Bylaws of the Society may be amended, revised, or repealed at any Annual Meeting of the Society, provided the membership shall have been provided ballots by mail and notified concerning the proposed changes at least thirty (30) days prior to the date of the meeting as described in Article VIII. A majority vote of the total vote of those members voting by mail and in person at the Annual Meeting shall be necessary to effect changes in the Bylaws. Members may vote only once in each election, either by mail or in person at the Annual Meeting.

### **Article X. Dissolution**

In the event of the Dissolution of the Clan Stewart Society in America, Incorporated, any and all assets of the Society remaining after payment of the Society's obligations shall be assigned to Scottish Heritage USA, P.O. Box 457, Pinehurst, NC 28370-0457, or other organizations as shall at that time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

### **Article XI. Indemnification**

Every person who is or shall be or shall have been an elected Director of the Society and his/her personal representative shall be indemnified by the corporation against all costs and expenses reasonably incurred by or imposed upon him/her in connection with or resulting from any action, suit, or proceeding at which he/she may have been held a part by reason of having been a Director of the Society or any subsidiary or affiliate thereof, except in relation to such matters as to which he/she shall finally be adjudicated in such action, such, proceeding to have acted in bad faith or to have been liable by reason of willful misconduct in the performance of his/her duty as a Director of the Society. "Costs and expenses" shall include, without limiting the generality thereof, attorney's fees, damages, and reasonable amounts paid in settlements.

# **The Clan Stewart Society in America, Inc. Bylaws**

## **Article XII. Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Society may adopt.

Approved as amended on May 17, 2008

Ginny Stewart, Secretary