

CONSTITUTION AND BYLAWS OF
THE CLAN MACNACHTAN ASSOCIATION WORLDWIDE
A NON-PROFIT CORPORATION

ARTICLE 1

OBJECTS

Section 1 To promote and foster the Clan Spirit and to provide a focal point for and a means of expressing Clan sentiment, and to keep Clan members in touch with one another in all parts of the World.

Section 2 To encourage and promote the study and preservation of the history, folklore, literature, music, treasure and traditions of the Clan MACNACHTAN, and such other subjects as may be of common interest to the members.

Section 3 To provide opportunities for adult, and especially for minor Clan members to learn about the heritage and history of Scotland; to contribute to the existing body of knowledge and experience indigenous to the Clan or to the Scottish heritage, and to participate in any games, events or gatherings where the Clan could reasonably benefit from such participation.

Section 4 To acquire and hold objects of historical or cultural interest to the Clan.

Section 5 Notwithstanding any other provision of these articles, the Association shall not carry on any activities not permitted under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE II

MEMBERSHIP

Section 1 Membership shall be open to all direct and indirect descendants of the Clan MACNACHTAN or any of its Septs or families and to the spouses of such descendants. Individuals who are ineligible for membership in any Clan or their Septs or families may apply to the Executive Board for Associate Membership in the Association.

Section 2 Members shall consist of:

A: **Regular Membership** – direct or indirect descendants of Clan MACNACHTAN or any of its Septs and to the Spouses and Children of the same household. A Regular Membership pays an annual fee as established by the Executive Board.

Life Membership - meets the same qualifications and has the same privileges as a Regular Membership but pays a single payment or an installment plan as established by the Executive Board.

Honorary Membership is an appointed position by approval of the Executive Board with the same privileges as a Regular Membership at no cost to the appointee.

If contact is lost with a Life Member or Honorary Member for more than 24 months, if approved by the Membership Secretary, the Member can be removed from the Clan's active mailing list.

If Contact is re-established by a Life or Honorary Member with the Clan and verified by the Membership Secretary, the member can be reinstated.

If a Life Member passes away but has a Spouse who is actively involved in the Clan, if approved by the Membership Secretary, the Life Membership passes to the said Spouse, but not to the Children.

B: Associate Membership – “Broken Men” – Individuals who are ineligible for membership in any other Clan or their Septs may apply to the Executive Board for Associate Membership in the Association.

Section 3 Applications for membership shall be made, in writing, directly to the Chairman of the Association and/or through the Membership Secretary. All applications shall be reviewed by the Chairman and the Membership Secretary. Upon approval thereby a certificate of membership shall be issued. Any questions of eligibility for membership shall be submitted to the Executive Board for approval or disapproval.

Clan tent representatives, (**Game Conveners**) as appointed by the Chairman and/or Regional Commissioners, are authorized to sign a Temporary Membership Card upon receipt of a completed membership application and first year dues.

Section 4 Honorary Memberships may be given to individuals by the Executive Board of this Association. Such shall be conferred on the basis of eminence and distinction and/or outstanding service to the Association.

ARTICLE III

OFFICERS AND THEIR ELECTION

Section 1 The Honorary President of this Association shall be the Chief of the Clan MACNACHTAN as recognized by the Lyon Court of Scotland.

Section 2 The Officers of the Association shall be: Chairman, Vice-Chairmen, Treasurer, and Membership Secretary. The Officers shall perform the duties as outlined in these Bylaws and any such duties incident to their offices.

Section 3 The Chairman shall be the Chief Executive Officer of the Association and shall preside at all meetings, when present. The Chairman shall have the additional authority to appoint committees, which would act to better accommodate the business of the Association and its objectives.

Section 4 The Vice-Chairmen shall preside at all meetings where the Chairman is absent. Should the office of Chairman become vacant, for any reason, the Vice-Chairman of the territory from which the chairman resides, shall assume the office of chairman. The Vice-Chairman shall perform all other duties as assigned by the Chairman of the Association.

Section 5 The Secretary shall be appointed by the Chairman and shall maintain minutes of all meetings of the Association or of the Executive Board and shall also maintain all correspondence of the Association.

Section 6 The Treasurer is the Chief Financial Officer of this Association and shall maintain accurate financial records for the Association. The Treasurer shall be responsible to complete and maintain all records required to maintain non-profit status for the Association. The Treasurer shall under normal circumstances be a signatory of all checks, notes or other financial documents of the Association. All checks or other payments shall be counter-signed by the Chairman and/or Membership Secretary or other such officer as designated by the Executive Board. In any event all checks shall require two signatures. The Treasurer shall provide the Officers of the Association, an annual financial report no later than February 1st of each new year.

Section 7 The Membership Secretary shall be responsible to process all applications for membership in accordance with these bylaws. The Membership Secretary shall maintain an accurate record of all members.

Section 8 Regional Commissioners shall be appointed by the Chairman and/or Vice Chairman with the approval of the Executive Board and shall become a member of the Executive Board by virtue of their office. A Regional Commissioner is responsible to further the purposes of the organization within their geographical area by securing new membership and making information about the Clan and the Association accessible at Highland Games, within the appropriate area, and other appropriate events to those of the MACNACHTAN lineage. Regional areas will be designated by the Chairman upon suggestion from the Regional Commissioners to insure adequate coverage of the Region.

Section 9 District Commissioners shall serve upon the request of the Chairman, Vice Chairman, and/or Regional Commissioner and shall be appointed by the Chairman. Their District shall be a subordinate part of a designated region. They shall insure that the duties outlined for the Regional Commissioner are followed within their District.

Section 10 The Executive Board of this Association shall consist of the Officers of the Association and all appointed Regional Commissioners.

Section 11 Nominations for any office shall be submitted to the nominating committee appointed by the Chairman on a date not less than ninety (90) days prior to the annual meeting of the Association. The nominating committee shall then prepare a ballot, which shall be mailed to every member in good standing of the Association. The ballot may be included in the Association newsletter. Ballots must include a date by which they must be returned to the Nominating committee. All ballots shall be opened and tabulated at the annual meeting of the Association. Members attending the annual meeting who have not previously submitted a written ballot may vote in person at the meeting. The person receiving the highest number of votes for each office shall be declared the elected. Officers shall serve a term of four years beginning upon the date of their election and until the installation of their successor.

To maintain experience at the officer level the elections will take place every two years for approximately half the officers. To implement this staged election procedure during the 2010 election year, the following terms will be established.

Chairman – 2010 – 2014
UK Vice – Chairman – 2010 – 2012
Central Vice – Chairman – 2010 – 2014
Eastern Vice – Chairman – 2010 – 2012
Western Vice – Chairman – 2010 – 2014
Membership Secretary – 2010 – 2012
Treasurer – 2010 – 2014
Co – Treasurer – 2010 – 2012

Hence in two years the election would be only those Officers whose term expires that year and their term of election would be for four years and likewise into the future.

Section 12 Newly Elected Officers shall be installed as soon as possible following their election. The installation shall consist of the affirmation of the following question, proposed by the Installing Officer: ***"Do you agree to discharge the duties of your respective office(s) faithfully, impartially, and to the best of your ability?"***

Section 13 Any vacancy which may occur in any office, excluding Chairman, shall be filled by election by the remaining members of the Executive Board, which Officer shall then serve until the expiration of the term of the previously vacated office, when the office shall then be filled by election by the members of the Association.

ARTICLE IV

MEETINGS

Section 1 The annual meeting of this Association shall be held at either the Grandfather Mountain Highland Games in Linville, NC or at the Highland Games in Pleasanton, CA. or at such other location as determined by the Executive Board.

Section 2 The Executive Board may meet at such times or places as necessary, and called by the Chairman and/or by a majority of the Executive Board. The Executive Board may also meet through the use of telephones or other communication devices to consider necessary action, which may be adopted by concurrence of a majority of the Executive Board members.

ARTICLE V

DUES

Section 1 The fiscal year for the Association shall be from January 1st through December 31st.

Section 2 The amount of the annual dues for a Regular and Associate Membership shall be established by the Executive Board. The one time fee for Life Membership and installment plans shall be established by the Executive Board.

Section 3 To facilitate a member joining the Association on any day of the year, the amount due will be the annual amount as established by the Executive Board. The membership will be activated and current for one year up to and including the last day of the month of the next year, that they signed their membership application. Members who have not paid their dues shall not be eligible to serve on committees, hold office, or vote for the Officers of the Association. Failure to pay dues by six months from the expiration date of their anniversary will be cause for cessation of membership rights including receipt of publications and will result in the member's name being placed in inactive status. There will be no refunds of dues.

ARTICLE VI

APPOINTED OFFICERS

Section 1 The Chairman, at his discretion, shall appoint from the membership a Secretary, Chaplain, Genealogist, Parliamentarian, Red Banner Editor, Regional and District Commissioners, and any other such position as would reasonably benefit the Association.

ARTICLE VII

COMMITTEES

Section 1 The Chairman, with the approval of the Executive Board, shall establish such committees, as he shall deem necessary and helpful to the functioning of this Association.

ARTICLE VIII

QUORUM

Section 1 The quorum at the annual meeting shall be those members, in good standing, in attendance at the annual meeting.

Section 2 The quorum of the Executive Board shall consist of one-half (1/2) of the Officers of the Association.

ARTICLE IX

PARLIAMENTARY PROCEDURE

Section 1 Robert's Rules of Order, most recent edition, shall be followed by this Association for Normal Clan business.

Section 2 If the Chairman, who is the Chief Executive Officer for the clan, receives a report that an Officer is performing substandard, has a lack of cooperation or unsuitability for their position, the following procedure would be followed. The Chairman would review the situation with the Executive Board and upon their recommendation, discipline or remove from office, the Officer in question.

ARTICLE X

AMENDMENTS

Section 1 These Bylaws may be amended at the Annual Meeting, or at other times, as required, by a two-thirds (2/3) vote of those responding to a ballot, provided one month written notice of the proposed change has been given to the members. Amendments may be proposed by the Executive Board or by written request of Five (5) members in good standing of the Association.

ARTICLE XI

RECOGNITION

Section 1 CHAIRMAN EMERITUS

To acknowledge past Chairmen for their leadership and dedication to the Clan, with a list of qualifications (terms served, etc.). This status will be bestowed on each Chair as he or she steps down. This would be retroactive to previous Chairs.

Section 2 HONOR ROLL

To establish an Honor Roll to acknowledge the dedication and contributions to the Clan of individual members and Officers. Presentations will be announced at the annual AGM and recorded in The Red Banner.

I declare under penalty of perjury that the foregoing is a true and correct copy of the Bylaws for the Clan MACNACHTAN Association - Worldwide.

Dated: _____

Secretary

R-10-20-10