

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

Updated:December 31, 2021

ARTICLE I

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. 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** – made up of Family and Individual memberships who are 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.

- B. **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.
- C. **Honorary Membership** - 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 involve in the Clan, if approved by the Membership Secretary, the Life Membership passes to the said Spouse, but not to the Children. If the Principal of a Family Membership passes away the surviving spouse can continue the Family Membership provided the membership remains current.
- D. **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 Chair of the Association and/or through the Membership Secretary. All applications shall be reviewed by the Chair 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 Chair 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: Chair, Vice-Chairs, Secretary, Treasurer, and Membership Secretary. The Officers shall perform the duties as outlined in these Bylaws and any such duties incident to their offices. The Chair shall preside at all meetings, when present. The Chair 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-Chairs shall preside at all meetings where the Chair is absent. Should the office of Chair become vacant, for any reason, the Vice-Chair of the territory from which the Chair resides, shall assume the office of chair. The Vice-Chair shall perform all other duties as assigned by the Chair of the Association.

Section 5. The Secretary shall be an elected position 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 Chair 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 Chair and/or Vice-Chair 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 Chair upon suggestion from the Regional Commissioners to insure adequate coverage of the Region.

Section 9. District Commissioners shall serve upon the request of the Chair, Vice Chair, and/or Regional Commissioner and shall be appointed by the Chair. 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, all appointed Regional Commissioners, Parliamentarian, and all Chair Emeritus.

Section 11. Nominations for any office shall be submitted to the Nominating Committee appointed by the Chair 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 installation 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 election terms were established.

<u>Elections During Leap Years</u>	<u>Even Years Other Than Leap Years</u>
UK Vice-Chair	Chair
Eastern Vice-Chair	Central Vice-Chair
Membership Secretary	Western Vice-Chair
Secretary	Treasurer

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 Chair, 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.

Section 14. In the event that an elected officer gives notice that he or she wish to serve out his or her present term but not stand for office beyond that term, an election would take place for the pending open position. If only one member is nominated for that position and no other nominations are received by the Nomination Committee prior to the 90-day nomination due date, the Chair will advise the Executive Board of the nominee, and that the position is uncontested, therefore no election is required. The nominee will be appointed to the open position by the Chair at the earliest convenience but not before the end of the previous officer's term, which normally occurs at the next Annual General Meeting.

ARTICLE IV

MEETINGS

Section 1. The Association shall hold an annual general meeting either physically, virtually or in a hybrid form. To encourage the most participation, when practicable, the location of the AGM will be rotated between the Eastern, Central, Western, and Worldwide regions. At the

AGM, the Regional Vice-Chair next in line, shall nominate a Highland Game in their region for the next AGM. The Executive Board retains final approval.

Section 2. The Executive Board may meet at such times or places as necessary, and called by the Chair 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 Chair, at his discretion, shall appoint from the membership a Chaplain, Circulation Director, Director of Social Media, Games Commissioner, Genealogist, Historian, Parliamentarian, Red Banner Editor, Copy Editor, Webmaster, Regional and District Commissioners, and any other such position as would reasonably benefit the Association. As per the Constitution and Bylaws, all Appointed Officers receive their appointment from the Chair and therefore carry out their duties under the direction and guidance of the Chair.

ARTICLE VII

COMMITTEES

Section 1. The Chair, 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 Chair, 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 Chair 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. Chair Emeritus - To acknowledge past Chair 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.

ARTICLE XII

CONFLICT OF INTEREST (COI)

Section 1. To protect the integrity of the Association, this policy sets out guidelines for the behavior of key leaders and volunteers who work with the Association in any capacity, particularly financial. Key leaders are defined as all officers of the Association (see Article III section 2), Appointed Members: (see Article III section 8), Appointed Positions: (see Article VI section 1), and Chair Emeritus. A conflict of interest occurs when a key leader or volunteer has a personal interest that conflicts with the interests of the Association; or arises in situations where such persons have divided loyalties (also known as a "duality of interest").

Key Leaders and Volunteers Shall:

- Avoid placing themselves in situations where their personal interests actually or potentially conflict with the Association's interests.
- Avoid circumstances where their actions as key leaders or volunteers confers or appear to confer a benefit to themselves, a relative, friend or business associate, without appropriate authorization.
- Not disclose confidential information.
- Not accept or demand a gift, a reward, or favor of any kind from a person or group who has dealings with the Association or who seeks to do business with the Association, where a gift could potentially influence the member when performing his or her duties. The duty outlined above shall not apply if it prevents an Association member from accepting a gift of nominal value given as an expression of courtesy or hospitality in reasonable circumstances.
- Any key leader or volunteer who fails to comply with this policy will face consequences deemed appropriate by the Executive board, including loss of a position as a key leader or volunteer.

ARTICLE XII

DISSOLUTION OF ASSOCIATION

Section 1. If it is determined that the Association must be dissolved, the following actions must take place.

The Executive Board must vote for the dissolution and only then put dissolution to a vote of the

membership. Every effort must be made to keep communication with all members and keep them informed of all actions required and those taking place. This includes but not limited to: social media, e-mail, Red Banner, in person, or electronic conference.

The Association shall follow all the steps required by the United States Internal Revenue Service (IRS) and the Secretary of State (SoS) of the state where the Association is registered as a Non-Profit organization (501(c)(3)).

All assets of the Association will be inventoried and any property and all financial assets identified. The Executive Board will determine final distribution of all remaining assets.

The assets shall be conveyed to a similar non-profit organization qualifying for tax exempt status under Section 501(c)(3) of the U.S. Internal Revenue Code, as amended or as they may hereafter be amended. The Executive Board will follow U.S. IRS procedures in these actions.

The Executive Board should remember our Association's objectives and also that the Association operates worldwide when selecting another nonprofit to receive the Association's Assets.

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: _____