

**BYLAWS OF
DONNACHAIDH OF THE CAROLINAS**

(Revised April 17, 2004)

**ARTICLE I
NAME AND PURPOSE**

Section 1.1 NAME. This nonprofit association shall be known as Donnachaidh of the Carolinas (hereinafter referred to as “the Branch”).

Section 1.2 PURPOSE. The purposes of the Branch shall be:

- A. To promote the history, heritage, traditions and sentiment of Scotland and Scottish Clan Donnachaidh in North and South Carolina and elsewhere in the world;
- B. To promote education of the general public, conduct educational research programs, and create publications and other materials conducive to the Branch’s purposes;
- C. To provide, maintain and administer traveling museum facilities for the advancement of education, and for the conservation and preservation of the traditions, records and artifacts of whatever nature relating to Scotland and Scottish Clan Donnachaidh.
- D. To encourage, sustain and support educational establishments and other charitable organizations by giving from time to time grants, prizes, subscriptions and donations; and
- E. To do anything as will further the attainment of these purposes, except that the members of the Branch will not be permitted to do anything political or sectarian in their capacity as members of the Branch, or which will cause the Branch to cease being recognized as a charity in the United States.

**ARTICLE II
MEMBERS**

Section 2.1 MEMBERSHIP. Membership in the Branch shall be open to any person interested in its purposes, subject to his or her paying the annual membership dues. The Branch particularly espouses those persons residing in North or South Carolina who by birth, marriage or adoption bear are lineal descendents of Scots bearing the name of Robertson, Duncan or Reid, or the name of an accepted sept as recognized by Clan Donnachaidh Society in Scotland. Recognized septs include Collier, Colyear, Donachie, Duncanson, Dunnachie, Inches, MacConachie, MacDonachie, Macinroy, MacIver, Maclagan, MacRoberts, MacRobie, Roy, Skene, Start, Tonnachy, and variations in the spelling of these names. The Branch shall not discriminate in any way between applications for membership by reason of race, color, creed, sex, or political or sectarian interests.

Section 2.2 MEMBERSHIP CLASSES. There shall be the following classes of membership:

- A. Active Member – A voting membership class to include the member, his or her spouse (as a non-voting auxiliary member), and all dependent children (also as non-voting auxiliary members).
- B. Five-Year Active Member – An active member who receives five years of membership upon prepayment of four years of annual dues.
- C. Life Member – A voting membership class to include life members of Clan Donnachaidh Society in Scotland. Such members may pay annual local dues, or a once-only payment of local dues as determined by the Board of Directors.

- D. Associate Member – A nonvoting membership class to include individuals living outside of the Carolinas who are members in good standing with another Affiliated Branch of Clan Donnachaidh Society in Scotland.
- E. Honorary Member – A voting membership class to include honorary members elected from time to time by Clan Donnachaidh Society in Scotland. Such members shall not be required to pay any local dues and shall remain as honorary local members for life, or until any recall of such honorary member election at any time by Clan Donnachaidh Society in Scotland.
- F. Corporate Member – A voting membership class for business entities. All references to Active Members within the Bylaws shall refer equally to Corporate Members. Each Corporate Member shall have one vote, exercised by an authorized representative whose written appointment shall be recorded by the Secretary/Treasurer of the Branch. The most recent written appointment validly served on the Secretary/Treasurer shall determine who the appropriate authorized representative shall be in the event of any dispute.

Section 2.3 DUES. The Board of Directors shall set the annual dues of all classes of membership from time to time. Such dues shall be payable as of January 1st of each year.

ARTICLE III **MEETINGS**

Section 3.1 ANNUAL MEETING. The annual general membership meeting shall be held once each year in North or South Carolina at such time and place as the Board of Directors may designate. If the annual meeting is not held as herein prescribed, the election of directors may be held at any meeting thereafter called pursuant to these Bylaws. The agenda of the annual meeting shall be:

- A. The consideration and adoption of the minutes of the prior annual meeting.
- B. The consideration and adoption of the Board of Director's Report;
- C. The consideration and adoption of the financial accounts of the Branch for the year;
- D. The amount of annual dues for membership as approved by the Board of Directors;
- E. The election of directors to succeed those whose terms expire; and
- F. The transaction of such other business as may properly come before the annual general membership meeting.

Section 3.2 SPECIAL MEETINGS. Special general membership meetings for any purpose, unless otherwise prescribed by these Bylaws, may be called by a majority of the Board of Directors, or by a signed petition of not less than 10 active members. It shall be mandatory upon the President to call such meeting. Special meetings shall be held in North or South Carolina at such time and place as stated in the Call of the Meeting. Business transacted at all special meetings shall be confined to the objects stated in the Call of the Meeting.

Section 3.3 NOTICES. Notice of all general membership meetings shall be given to each member at least thirty (30) days prior to the meeting. Notice may be by newsletter, facsimile, e-mail or letter. However, no notice need be given to any member who attends said meeting, or to any member who signs a written waiver of notice to any meeting, whether signed before or after said meeting is held.

Section 3.4 QUORUM. A quorum at all general membership meetings shall consist of at least five (5) of the members in good standing (excluding proxy votes) and at least a majority of the Board of Directors.

Section 3.5 RIGHT TO VOTE. The Secretary/Treasurer of the Branch shall determine the members entitled to vote by a review of the membership and financial records of the Branch prior to the date of

the meeting. The Secretary/Treasurer shall prepare a list of the names of the members entitled to vote and make the list available at the meeting. Members with dues in arrear are not entitled to vote. Any member who pays dues in arrear prior to any meeting shall be entitled to vote at such meeting.

Section 3.6 VOTING. Each active, life or honorary member shall have one vote. The voting at all meetings shall be by a show of hands, but any qualified voter may demand a secret ballot vote whereupon such vote shall be taken by ballot. All decisions at all meetings will be by a simple majority, unless otherwise prescribed in these Bylaws. If a member has a personal vested interest in the subject under discussion at any meeting at which the member is present, the member must declare such interest at the outset and must refrain from voting on the subject at any time and, if appropriate, be absent from that section of the meeting where such interest is evident.

Section 3.7 PROXIES. At any meeting of the general membership, every member having the right to vote shall be entitled to vote in person or by proxy. Proxy votes indicating a member's intentions must be completed, signed and given to the Secretary/Treasurer prior to the beginning of the meeting in question.

Section 3.8 GOVERNING INSTRUMENTS. The Branch shall be governed by these Bylaws and most current edition of Roberts Rules of Order. A newly revised edition will automatically be substituted with the then current edition.

ARTICLE IV **BOARD OF DIRECTORS**

Section 4.1 AUTHORITY AND RESPONSIBILITY. The governing body of the Branch shall be the Board of Directors. The management of all the affairs, property and business of the Branch shall be vested in the Board of Directors.

Section 4.2 DUTIES. The Board of Directors shall:

- A. Elect the officers of the Branch, with such election being held at the Board of Directors meeting immediately following each annual general membership meeting;
- B. Manage the financial affairs of the Branch pursuant to generally accepted accounting principles;
- C. Approve all contracts and distributions of income pursuant to these Bylaws;
- D. Organize the membership, foster increased membership and camaraderie, and advance the prominence and stature of the Branch; and
- E. And such other actions as may be required by law.

Section 4.3 ELECTION AND TERMS OF OFFICE. The appointment and election of the Board of Directors shall be to serve for terms as follows:

- A. The initial Board of Directors is elected by the general membership that approves these Bylaws. One-third of such directors shall serve for terms of three years, one-third shall serve for terms of two years, and one-third shall serve for a term of one year as determined by the Board.
- B. At each annual general membership meeting, the members shall elect by majority vote the necessary number of directors for terms of three years.
- C. No director shall serve more than two consecutive three-year terms. Former directors may again be nominated after a lapse of one year.
- D. The directors shall hold office until their successors are elected and qualify.

Section 4.4 NUMBER. The Branch will have seven (7) directors. The number of directors may be increased or decreased by a vote at the annual general membership meeting, if the Call to Meeting

contains a statement of the proposed increase or decrease. If the number is increased, the general membership shall immediately elect additional directors to hold office until their terms expire and until their successors are elected and qualify, provided the terms are staggered so that approximately one third of the total directors are elected each year.

Section 4.5 NOMINATION. Any member of the Branch may nominate candidates for director. Candidates must acknowledge their willingness to serve in writing or in person. Each candidate must be a member in good standing with both the Branch and Clan Donnachaidh Society in Scotland. Each candidate should possess one or more of the following skills: accounting, journalism, leadership, law, management, marketing, parliamentary procedure, public relations, web site maintenance.

Section 4.6 REMOVAL OF DIRECTORS. The general membership, with two thirds (2/3) of the general membership concurring, may remove any board member whose conduct they consider endangers the welfare, interest or image of the Branch, voting in a general membership meeting called for that purpose. Any director so charged will be serviced with written notice of such charge and given the opportunity of appearing before the general membership at an agreed upon time and place to refute such charges and remove the penalty thereof.

Section 4.7 REMOVAL OF GENERAL MEMBERS. The Board of Directors, with three fourths (3/4) of the directors concurring, may remove any Branch member whose conduct they consider endangers the welfare, interest or image of the Branch, voting in a Board of Directors meeting called for that purpose. Any member so charged will be serviced with written notice of such charge and given the opportunity of appearing before the Board of Directors at an agreed upon time and place to refute such charges and remove the penalty thereof.

Section 4.8 VACANCIES. A director vacancy for any reason shall be filled through appointment by the Board of Directors, or shall remain vacant until the next annual general membership meeting, as determined by the Board of Directors. A member appointed to fill any director vacancy shall hold office for the remaining term of his predecessor, and until his successor is elected and qualifies.

Section 4.9 COMPENSATION. No director of the Branch shall receive, directly or indirectly, any salary or compensation for the performance of his or her duties.

Section 4.10 REGULAR MEETINGS. The annual meeting of the Board of Directors shall be held without notice immediately following the adjournment of annual general membership meeting. Other regular meetings of the Board of Directors shall be held within North or South Carolina as often as shall be occasioned, at a time and place determined by a majority of the Board of Directors.

Section 4.11 SPECIAL MEETINGS. Special meetings of the Board of Directors may be called at any time by a majority of the board, to be held within North or South Carolina at a time and place determined by a majority of the board. It shall be mandatory upon the President to call such meeting.

Section 4.12 NOTICES. Notice of all regular Board of Directors meetings shall be given to each director at least thirty (30) days prior to the meeting. Notice of all special Board of Directors meetings shall be given at least seven (7) days prior to the meeting. Notice may be by newsletter, facsimile, e-mail or letter. However, no notice need be given to any director who attends said meeting, or to any director who signs a written waiver of notice to any meeting, whether signed before or after said meeting is held.

Section 4.13 QUORUM AND VOTING. A quorum at all meetings of the Board of Directors shall consist of a majority of the whole board. Once a quorum is established, an affirmative vote of a

majority of the directors present shall be required to pass any motion or resolution, except as otherwise stated in these Bylaws.

Section 4.14 ADJOURNMENTS. A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of directors present, to reconvene within North or South Carolina at a time and place determined by a majority of the board. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting that was adjourned.

Section 4.15 TELECONFERENCE MEETINGS. Directors may participate in and hold meetings by means of conference telecommunications or similar communications equipment that allows all persons participating in the meeting to hear each other. Participation in such a meeting shall constitute presence in person at the meeting.

Section 4.16 ACTION BY DIRECTORS WITHOUT A MEETING. Any action of the Board of Directors may be taken without a board meeting if all members of the board sign the written consent of action affirmatively. Such consent shall have the same force and effect as unanimous vote at a meeting duly called. The signed consent shall be placed in the minute book. An affirmative email by any board member will have the same force and effect as an affirmative signature.

ARTICLE V OFFICERS

Section 5.1 NUMBER. The Board of Directors will have three (3) officers: President, Secretary/Treasurer and Editor/Historian. Officers shall be elected by the Board of Directors at the annual Board of Directors meeting immediately following the annual general membership meeting. The number of officers may be increased or decreased by a vote at the annual general membership meeting, if the Call to Meeting contains a statement of the proposed increase or decrease. If the number is increased, the Board of Directors shall immediately elect additional officers to hold office until their terms expire and until their successors are elected and qualify.

Section 5.2 TERMS OF OFFICE. The officers shall be elected annually for a term of one (1) year and shall hold office until their successors are duly appointed and qualified.

Section 5.3 POWERS AND DUTIES SPECIFIC TO SENIOR OFFICERS.

A. **President.** The President shall:

- 1) Preside at all general membership meetings and Board of Directors meetings;
- 2) Have general supervision over the affairs of the Branch and over the other officers;
- 3) Sign all written contracts of the Branch;
- 4) Appoint all standing and special committees; and
- 5) Perform all such other duties as are incident to the office of President.

B. **Secretary/Treasurer.** The Secretary/Treasurer shall:

- 1) Issue notice of and attend all general membership meetings and Board of Directors meetings;
- 2) Keep the minutes of meetings, supply minutes to each member, and keep a complete set of minutes to be given to his or her successor;
- 3) Have custody of all money, securities, books, records and papers of the Branch;
- 4) Make payments and disbursements as directed by the Board of Directors;
- 5) Maintain membership and financial records of the Branch and submit them to the Board of Directors for their examination and approval as often as they require; and

6) Perform all other such duties as are incident to the office of Secretary/Treasurer.

C. **Editor/Historian.** The Editor/Historian shall:

- 1) Create and distribute all published works of the Branch including, but are not limited to, the Branch newsletter, proxy forms, notices of meetings, brochures and flyers;
- 2) Keep a history of the Branch including, but not limited to, the officers of the branch, significant events, highland games attendance, and relations with the parent society in Scotland;
- 3) Update the Branch history at least annually, and publish and distribute copies to each active member;
- 4) Work closely with the Secretary/Treasurer to ensure that publications and notices are sent to all active members; and
- 5) Perform all other such duties as are incident to the office of Editor/Historian.

Section 5.4 VACANCY OF OFFICER. Any officer vacancy for any reason shall be filled through appointment by the Board of Directors, or shall remain vacant until the next general annual meeting, as determined by the Board of Directors. A member appointed to fill any officer vacancy shall hold office for the remaining term of his predecessor, and until his successor is elected and qualifies.

Section 5.5 REMOVAL OF OFFICER. The Board of Directors, with three fourths (3/4) of the remaining board members concurring, may remove any officer whose conduct they consider endangers the welfare, interest or image of the Branch, voting in a board meeting called for that purpose. Any officer so charged will be serviced with written notice of such charge and given the opportunity of appearing before the Board of Directors at an agreed upon time and place to refute such charges and remove the penalty thereof.

ARTICLE VI

FINANCE AND PROPERTY

Section 6.1 RECEIPT OF FUNDS. The Board of Directors shall operate and maintain such banking and investment accounts as deemed necessary for all receipts. Any board member has the authority to deposit receipts, provided the board member forwards a detailed record of the deposit to the Secretary/Treasurer.

Section 6.2 DISBURSEMENT OF FUNDS. The Board of Directors shall spend or invest the funds of the Branch in such a manner as they deem fit within the scope of the purpose of the Branch specified in the Bylaws. No expenditure or investment may be made without the prior majority approval of the Board of Directors. All signature cards for any accounts shall have at least three board member signatures on them, with two signatures required to withdraw from any account.

Section 6.3 ACCOUNTING PRACTICES. The Secretary/Treasurer shall keep proper financial records for the Branch using generally accepted accounting principles. Full financial reports shall be prepared at the end of each financial year and submitted for approval at the following annual general membership meeting. The financial year of the Branch ends on December 31st of each year.

Section 6.4 ACCEPTING GIFTS. The President is authorized to accept on behalf of the Branch any contribution, gifts, bequests or devises for the general purpose or for any special purpose of the Branch. Donations and legacies shall be used for the general purposes of the Branch unless stated to be for a special purpose.

Section 6.5 REAL AND PERSONAL PROPERTY. The Board of Directors shall have the power to purchase, rent, or otherwise acquire real and/or personal property, and to erect buildings or execute any other works as they deem fit within the scope of the purpose of the Branch specified in the Bylaws, and to sell, lease, trade, exchange, or otherwise dispose of or use such property or any part or parts thereof as from time to time they may deem advisable, and to borrow upon the security of such real and/or personal property in the name of the Branch.

Section 6.6 ADVISORS. The Board of Directors may request other members of the Branch to serve as advisory members and, at the expense of the Branch, may hire professional counsel on investment, legal matters, or auditing.

Section 6.7 LIABILITY OF OFFICERS AND DIRECTORS. Officers and directors shall not be liable for any losses that may be incurred from the investment of Branch assets, except to the extent such losses are caused by bad faith or gross negligence. No officer or director shall be personally liable as long as such person acts in good faith and with ordinary prudence. No officer or director shall engage in transactions in which such person has a direct or indirect financial interest, and shall refrain from any conflict of interest with respect to Branch investments and disbursements.

ARTICLE VII ALTERATION TO BYLAWS

These Bylaws may be amended or altered at an annual general membership meeting of the Branch if two-thirds (2/3) of those active members attending (in person or by proxy) approve the amendment or alteration. Notice of any motion for amendment or alteration to the Bylaws must be submitted to the Secretary/Treasurer at least six weeks before the date of the annual meeting. Notice of the proposed amendment or alteration shall be mailed out to the membership at least thirty (30) days before the annual meeting, with the full particulars of the proposed amendment or alteration included in the notice.

ARTICLE VIII DISSOLUTION OF BRANCH

Upon dissolution of the Branch, the surplus assets (if any) remaining after the satisfaction of all debts and liabilities shall not be paid to nor distributed amongst the members of the Branch but shall be donated to the Clan Donnachaidh Society in Scotland. If the parent society does not exist, then a charitable organization qualified as tax exempt under the Internal Revenue Code will be selected and the assets of this Branch will be donated to that organization.

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