

DRAFT 4/28/08 PROPOSED AMENDMENTS

BYLAWS

Clan MacCallum/Malcolm Society of North America, Inc.
To be adopted with amendments at AGM September 6, 2008.

Article 1 Objectives

The objectives of this nonprofit Society shall be:

- A. to promote the preservation and study of Scottish history, culture and heritage;
- B. the acquisition, compilation, preservation and distribution of information of historical, cultural and genealogical interest to those of the surname, MacCallum, McCallum, McCollum, Malcolm and its families, regardless of spelling;
- C. to provide for the public a forum for discussion groups, lectures, musical programs, entertainment and instruction on our Scottish Cultural Heritage;
- D. to cooperate with other Scottish Clan and Celtic organizations that have like interests;
- E. to disseminate information of an advisory and educational nature which will be of value to its members and the general public.

This Society shall operate solely in a manner that conforms with the nonprofit corporation requirements as described in Section 501(c)(3) of the Internal Revenue Code of the United States.

Article 2 Chief

The Society recognizes and affirms the Laird of Poltalloch as the one and only Chief of the Clan.

Article 3 Membership

Membership shall be open to all persons who have a genuine interest in clan MacCallum/Malcolm and who will seek to uphold Scottish tradition and heritage. Qualified individuals shall obtain membership upon payment of membership dues. Individuals, spouses and children under 18 living at the same residence shall qualify for family memberships.

Article 4

Meeting of Members

Annual Meeting: The annual meeting of the members of the Society shall be held at the Grandfather Mountain Highland Games, at Linville, North Carolina, each year, or at an alternate site and date to be announced not less than ninety (90) days before the intended meeting.

For the purpose of conducting business, a quorum shall be defined as those members in good standing who attend.

The agenda for the annual meeting will be published in the ARGENT CASTLE and may also be published on the Society website at least 30 days prior to the annual meeting.

Article 5

Board of Directors

The Board of Directors of the Society shall be comprised of the officers of the Society, being a President, Vice-president, Secretary, Treasurer or Secretary/Treasurer. Said Directors shall be chosen at the annual meeting by a majority ballot of the members present and shall hold office for three years or until their successors are elected. Directors shall serve without compensation, but may receive reimbursement for reasonable expenses incurred on behalf of the Society.

Any Director may be removed at any time by a majority vote of the members at the annual meeting. Any Director may resign at any time by written notice to the Board of Directors or the President of the Society. All Directors must be 18 years of age or older and members in good standing of the Society.

Article 6

Duties of Directors

The duties of the Directors shall be listed in an addendum to the BYLAWS. The Directors are responsible for the overall management, leadership, policies, and direction of activities of the Clan Society.

Article 7

Indemnification

To the fullest extent permissible under the law, no officer or member of the Society shall be personally responsible for the legal or financial obligations of the Society and shall be indemnified by the Society against any cost arising from civil suit or proceeding to which the officer or member may be a party by reason or actions taken on behalf of the Society as long as those actions were in good faith and did not involve willful misconduct.

Article 8

Appointment of Committees

With the exception of the standing committees, it shall be the duty of the President, subject to the confirmation of the Directors, to appoint any committees, commissioners, genealogists, editors, historians, or such other officials as may be deemed necessary or appropriate. Such committees shall have the powers and duties prescribed for them by the Directors and shall be at all times subject to their control.

Committee leaders involved in the handling of money on behalf of the Society are accountable for all collections, disbursements, transaction records and reporting of such. Written/Email notification shall be provided to the treasurer within twenty days of the transaction. All working capital funds are to be strictly identified and segregated as property of the Society. Use of these funds for any other purpose is forbidden.

Article 9

Standing Committees

Advisory Committee: The purpose of the Advisory Committee is to provide guidance to the Directors concerning direction of the Society's policies. Members of the committee shall be the active President along with all past Presidents and future retiring Presidents. The 2004 retiring Secretary/Treasurer will also be a founding member of the Committee.

Nominating Committee: The purpose of the Nominating Committee is to seek out qualified individuals to potentially serve as Directors in the Society. A person's name will be placed on the ballot only with that person's specific approval. The listing of individuals interested in the specific offices shall be published in The Argent Castle and may also be published on the Society website along with the Agenda as stated in Article 4. Nominations may also be made from the floor at the Annual Meeting. Members of the nominating committee shall at a minimum be the Active President, the immediate Past President and any other members in good standing that the President would like to appoint.

Article 10

Dues

Membership dues and fees shall be set at the annual meeting by the treasurer and approved by the membership present. Dues shall be paid in advance annually and shall be renewable on the anniversary of each membership.

Article 11 Procedure

ROBERTS RULES OF ORDER as last revised shall govern the proceedings of all meetings of the Society.

Article 12 Amendments

These Bylaws may be amended by the majority of the membership present at the annual meeting provided that notice of such proposed amendments shall be published in the Argent Castle and may also be published on the Society website along with the Annual Meeting Agenda as stipulated in Article 4 above. The Articles of Incorporation of the Society may be amended by majority vote of the Board of Directors.

Article 13 Order of Business

Unless changed by a majority vote of all members present, the order of business shall be as follows:

- 1) Call to order
- 2) Reading of the minutes.
- 3) Secretary/treasurer's report
- 4) Unfinished business.
- 5) Election of officers.
- 6) New or miscellaneous business.
- 7) Adjournment

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