

CONSTITUTION (BYLAWS)

With 1994, 1997, 2002, 2003, 2006, 2009, 2012, 2015 & 2018 amendments.

CLAN DOUGLAS SOCIETY OF NORTH AMERICA LTD.



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CLAN DOUGLAS SOCIETY OF NORTH AMERICA LTD.

ARTICLE I

NAME

The name of this organization shall be, the Clan Douglas Society of North America Ltd., hereinafter referred to as CDSNA.

ARTICLE II

OBJECT

The object of CDSNA shall be to preserve and promote the customs, traditions and heritage of Clan Douglas and its Septs. This non-profit, charitable and social organization shall be composed of men and women who are direct lineal descendants of a Scot bearing the surname Douglas, or can trace their ancestry to the Douglas Clan or one of its Septs.

A. The purposes for which the CDSNA is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

B. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

C. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, 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 the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III

MEMBERSHIP

Section 1. Regular Membership - is limited to those at least eighteen (18) years of age, who are direct lineal descendants of a Scot bearing the surname DOUGLAS; or who can trace their Scottish ancestry to Clan Douglas or one of its Septs. Spouses of such persons shall be eligible for membership. Regular members pay dues, can vote, and may hold office.

Section 2. Honorary Members - are those who by virtue of their position in Douglas family associations or service to the Society are so designated by the Board of Directors. They are non-voting members, do not pay dues, and cannot hold office.

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Section 3. Voting Affiliate Members - Any person, at least eighteen (18) years of age, who is a direct lineal descendant of a Scot who does not descend from the DOUGLAS Clan or one of its Septs. They pay dues, can vote and participate in all affairs of the society, but are not eligible to hold a national office.

Section 4. Non-Voting Affiliate Members - are friends of the Society who desire to become a part of the Society but have no available record of Scottish Ancestry. They pay dues and may participate in all functions of the Society, but have no vote and not eligible to hold office.

Section 5. Junior Members - are those under 18 who otherwise qualify as regular members. They pay dues but have no vote and cannot hold office.

Section 6. Sept Members - Family names (varied spellings) recognized as Septs of Clan Douglas.

Agnew*	Drysdale	MacGuffey
Bell	Forest/Forrest	MacGuffock
Blackadder	Forrester/Forster	Maxwell
Blackett	Foster	Moffat *
Blacklock	Galbraith	Morton
Blackstock	Gilpatric	Pringle
Blackwood	Glendenning	Rowell/Rowle/Rule (same as
Blaylock	Glenn	Turnbull)
Breckinridge	Hamilton *	Rutherford (possible variant of
Brown (Broun)*	Harkness	Carruthers)
Brownlee	Home/Hume	Sandilands*
Carmichael *	Inglis/Ingles	Sandlin
Carruthers (possible variant of	Kilgore	Soule/Soulis
Rutherford)	Kilpatrick	Sterrett
Cavan	Kirkconnell	Symington (Simonton, Simms,
Cavers	Kirkland	Syme)
Cleland	Kirkpatrick	Troup
Crockett	Lockerby	Turnbull (same as
Dalzell/Dalyell/Deal	Lockery	Rowell/Rowle/Rule)
Dickey (Dickie, Dick)	Lockhart * - See Septs:	Weir
Dickson/Dixon – See Septs:	Symington/Syme/Simms	Young
Dickey/Dickie/Dick	M(a)cKittrick	

Other Sept names may be added if proof of valid and historical connection with Douglas Clan is accepted.

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-) The standard text names are already part of our list.
 -) The names in italic are to be added based on historical/traditional connections to the Douglas family.
 -) The names in yellow highlight are recognized by the *Standing Council of Scottish Chiefs* as separate clans with a standing chief.
(<http://www.clanchiefs.org/p/members.html>)

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Section 7. Membership Applications - shall be received and approved by the Secretary. The Board may be consulted as necessary.

Section 8. Members Dropped for Non-payment of Dues - permanent identification number is retained under classification #04.

Section 9. Member Classification - (Record Keeping)

- 01 Regular, dues paid, voting
- 02 Honorary, no dues, no vote
- 03 Voting Affiliate, Scots, non-Douglas, non-Sept related, Voting
- 04 Dropped for Non-payment dues;
Permanent ID # retained.
- 05 Special mailing list, no vote
- 06 Clan or Scottish Society newsletter exchange
- 07 Junior members, under 18, no vote
- 08 Newsletter subscriber, no vote
- 09 Known deceased
- 10 Non-voting, non-Scottish affiliates
- 11 Courtesy mailing. Members 60 or over who paid dues for 5 years and now financially stressed. No vote

ARTICLE IV OFFICERS

Section 1. National officers shall consist of :

- A. Officers elected by the membership
 - 1. President
 - 2. Vice President
 - 3. Secretary
 - 4. Treasurer

B. Officers appointed by the elected officers

- 1. Up to three (3) past presidents who have maintained active participation in the Society. These positions shall be offered by elected officers to past presidents, in reverse order of their terms in office.
- 2. Archivist (they are a non-voting member).

Section 2. The Board of directors shall consist of all National Officers.

Section 3. Terms of Office

- A. Elected officers are elected to a three year term.
- B. A person may not serve as President for more than two consecutive terms.
- C. Officers, other than the President, may be reelected to serve additional terms.
- D. The Archivist may be a lifetime appointment.
- E. The appointment of past presidents shall be reconsidered annually.

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Section 4. Election of officers shall be by majority vote and take place at the Annual General Meeting.

Section 5. Compensations

All officers shall serve without compensation or reward, except for certain expenses, as authorized by the Board.

Section 6. Filling Vacancies

- A. President - automatically filled by Vice President.
- B. Other officers - the President shall fill any other vacancy by appointment of a member for the remainder of the term of such officer.

ARTICLE V DUTIES OF OFFICERS

Section 1. President of the Society shall have general supervision over its affairs; presides over meetings of Board of Directors, Annual General Meeting, and special meetings; appoints chairman of committees and serves as an ex-officio member of all committees. Appoints special assignments as needed. Performs other duties as required.

Section 2. Vice President

- A. Shall perform duties of the president in the event of his/her absence or inability to act.
- B. If a Presidential vacancy occurs, assumes total responsibilities of the office for the expired term.
- C. Serves as coordinator of Regents, Sept Commissioners and Games Chairmen, including the appointment of these officials.
- D. The Vice President shall appoint two assistants, one for the eastern U.S.A. and one for the western U.S.A. to serve as coordinators of State Regents and Games Chairmen in their region. These assistants shall report to the Vice President.

Section 3. Secretary

- A. Keep accurate records of all transactions of the Society, including minutes of meetings.
- B. Serves as general coordinator of corporate membership: accepts, processes and approves membership applications.
- C. Keeps roster up to date.
- D. Prepares agenda for AGM, if requested
- E. Answers correspondence from members and other societies
- F. Ships newsletters to Canada, UK and Australia

Section 4. Treasurer.

- A. Shall have successfully completed a criminal background and credit check to board satisfaction. Expense to be borne by individual.
- B. Receives, deposits, and accounts for all moneys and securities belonging to the Society.

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C. Signs checks drawn against funds of the society for expenditures authorized by the Board.

D. Serves as chairman of Budget Committee that prepares annual budget, approved by the Board.

E. Provides an annual financial statement, to be published in Newsletter.

F. Treasurer's records shall always be current and ready for an annual audit by an outside auditor or audit committee.

G. Foreign countries - agreement shall be made with the Treasurer regarding the periodic transfer of membership dues in foreign countries to U.S. funds and Society account.

H. In the event that the Treasurer is unable to perform his/her duties, a regular member may be granted temporary signature privileges by the Board.

I. Upon ceasing to hold office or disqualified, he shall turn over to designated persons, all moneys, records, and other property of the society under his/her control.

Section 5. Archivist

A. Curator of all Society archives and property.

B. Assists other officers as needed.

Section 6. Board of Directors

A. This policy-making body of the Society shall be responsible for the overall leadership and direction of all activities and policies of the Society. It shall also be the arbiter in any internal disputes between members and shall render opinions regarding interpretation of Bylaws.

B. The Board shall have the power to establish precedents and policies not in conflict with the Bylaws and may change policies as it deems necessary for proper conduct of the Society.

ARTICLE VI MEETINGS

Section 1. A General Members Meeting (GMM) shall be held every three years:

A. At a site approved by the Board. The site should be approved and publicized twelve months in advance of GMM.

B. The meeting should be concurrent with a Scottish game and the location of the meeting should be at or near the site of the games.

C. Change of GMM time and place or special meetings, may be designated by the President, with approval of the Board. Any change requires 90 days written notice to all members.

Section 2. The Board of Directors shall hold two or more Directors Special Meetings (DSM) per year to discuss and articulate the business of the Society. A DSM may be closed to membership.

A. The two required DSM shall be conducted in different quarters of the calendar year and may be in person or electronically (such as conference call or Skype).

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B. Before the DSM, a quorum of Board members present must be declared. A quorum will consist of at least four (4) Board members.

C. A report of the DSM shall be published in the next possible Newsletter.

Section 3. The President shall preside at all Board and Annual General Meetings. In his

absence, the Vice President shall assume this responsibility. Should both be unable to preside, the meetings shall be presided over by the Secretary, Treasurer, or Archivist, in that order. A report of AGM shall be published in the next Newsletter.

Section 4. A quorum shall be 25 members in good standing. (Members present plus proxies).

Section 5. All matters presented at annual or special meetings shall be decided by majority vote of members, present and voting proxies. Each qualified member is entitled to one vote.

ARTICLE VII

DUES

Section 1. All dues of the Society are set by the Board. Dues will run 12 months from date of membership and are renewable on the membership anniversary date thereafter. Subscription price of Newsletter is included in annual membership dues. Dues may be changed by vote of the Board.

Section 2. Dues for a member shall include the spouse and all dependent children, but only one vote is permitted for one fee. If voting privilege is desired by a spouse, a separate membership may be purchased.

Section 3. Payment of dues to Treasurer shall be in U.S. funds.

Section 4. Members dropped for non-payment of dues may be reinstated by paying dues for the current year plus the previous year.

ARTICLE VIII

REGENTS and SEPT COMMISSIONERS

Section 1. Regents are appointed by the Vice President/Coordinator of regents to supervise members and activities in specific geographical areas.

Duties of Regents include public relations, promotion of Clan Douglas activities and recruitment of members. Represent the Society at Games within the area and maintain contact with members.

Section 2. Sept Commissioners are followers or supporters of Clan Douglas who may or

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may not have been blood kin to the Clan but were allied through community relationships. They are appointed by the Vice President/Coordinator of Sept Commissioners and are not limited to a specific area.

Duties are: to promote their Sept and Clan Douglas, and represent them at Scottish activities; help carry out Sept genealogy research subsidiary to, and in cooperation with, Clan Douglas Genealogy Coordinator.

Section 3. Only Members as defined in Article III and current in their annual dues are eligible to be a Regent and/or Sept Commissioner.

ARTICLE IX SPECIAL ASSIGNMENTS

Section 1. Genealogy Coordinator, volunteer position approved by the Board, requiring a basic knowledge of genealogical methods and a willingness to coordinate ancestor/pedigree charts. A genealogical fund, authorized by the Board shall be budgeted for necessary expenses.

Section 2. Newsletter Editor - volunteer position approved by the Board, requiring writing and editing skills, knowledge of layout and design, copyright laws and publishing. Newsletter shall be published four (4) or more times annually.

Section 3. Storekeeper - is a position approved by the Board to operate a fundraising project to support activities and needs of this non-profit organization.

Section 4. Bylaws Committee - approved by the Board, shall consist of 3-4 members in good standing; to review Bylaws at least once each administration period (3 years). The Committee shall revise the Bylaws whenever important changes occur, as requested by the Board. Bylaws may be amended at any annual meeting, when a Quorum is present. Thirty days written notice must be mailed to members prior to voting.

Section 5. Nominating Committee –

A. Committee members shall be appointed by the president.

B. The Committee shall present a slate of candidates for offices to be voted on at the Annual General Meeting. There will be one name submitted for each office. The slate of candidates will be provided in writing to all members 60 days prior to AGM.

C. Only Regular Members current in their annual dues, as defined in Article III, Section 1 are eligible to hold office. The Secretary will certify that all candidates presented are eligible to hold office.

D. Any Regular Member or Voting Affiliate Member may nominate an alternative candidate for any office. The candidate(s) name must be provided in writing to the Secretary 45 days prior to AGM. The Secretary will contact the candidate to verify their agreement to be nominated and certify they are eligible to hold office. Alternative candidates will be provided in writing to all members 30

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days prior to AGM.

Section 6. Webmaster- shall be appointed by the board to structure and maintain the organization's web site,

Section 7. Other assignments may be made by the President from time to time with board approval.

ARTICLE X EMBLEMS

Section 1. The official emblem of the Clan DOUGLAS Society of North America shall be the belted "Heart of Bruce," with Royal crown and winged, with the motto "Forward."

The motto in French, "Jamais Arriere" (translation, "Never Behind"), is just as proper but not as clearly understood by Americans. This emblem may be properly used on personal effects and stationary of the membership in North America.

Section 2. Individual members may use any emblem, mottoes, arms to which they are entitled. This Society is not allied with any Society abroad. Proper rules of the Lord Lyon, King of Arms, Edinburgh, Scotland, shall be observed in correspondence or when traveling.

ARTICLE XI INCORPORATION

Clan Douglas Society of North America, Ltd, was duly incorporated July 21, 1977 in Raleigh, North Carolina by:

- President - Douglas M. Glasgow, MD;
- Vice President - Malcolm Marion, Jr., MD;
- Secretary - Gilbert F. Douglas, Jr., MD;
- Treasurer - Paul C. Mogenson

National Office and Archives are located at the address of the Secretary unless otherwise designated by the Board of Directors.