**ByLaws**

**Western States Clan MacLaren Society, Inc.**

**A NON-STOCK, NON-PROFIT ORGANIZATION**

**INCORPORATED UNDER THE LAWS OF THE**

**STATE OF IDAHO**



**Formally Adopted by the Membership**

**26 September 2015**

**ARTICLE 1 – PURPOSE AND OBJECTIVE**

The Western States Clan MacLaren Society, hereinafter referred to as ‘Society’ or WSCMS, is a nonprofit organization, the purpose of which is to foster and encourage interest in the history, culture, and traditions of Scotland in general and Clan MacLaren in particular, as well as in providing information and education regarding the same, and to promote collegiality and friendship among members.

This Society shall include all states or Canadian Provinces either West of the Continental Divide or intersected by it, including Montana, Wyoming, Colorado, New Mexico, Arizona, Utah, Nevada, Idaho, Washington, Oregon, California, Alaska, Hawaii, in the United States and British Columbia and Alberta in Canada.

**ARTICLE 2 – MEMBERSHIP**

1. Classes of Membership shall be:

**Regular:**

Any person aged eighteen (18) years or older who by birth, marriage, descent, or interest in the name of MacLaren or any of the clan’s sept name(s). Each member has one vote on Society matters.

**Family:**

Defined as two married persons (one of whom must be designated as the primary member) and children under eighteen (18) years of age and living under one roof. Family will receive one copy of any Society literature and may cast one vote only per family on Society matters.

1. No category of membership may be inherited.
2. Membership may be terminated if a member has brought grievous harm to the Society; termination requires a two thirds vote of the members present at any regularly scheduled or specially called meeting of the Society.
3. Members agree to abide by the bylaws and policies of WSCMS.
4. Annual dues amount may be established each year by a majority vote of the membership present at the Annual General Meeting, those voting by electronic means or by proxy.
5. As a condition of membership in this Society, all members agree that if a dispute should arise, the complainant will put his/her complaint in writing, and it is to be acted upon within sixty (60) days of receipt of the written

complaint at a special or at the annual meeting, whichever is earliest and falls within the sixty (60) day time frame. The votes of a simple majority of the members present at the meeting shall resolve the issue. All members agree that no Board Member shall be severally or jointly liable for any damages arising from any decision, act, omission or other conduct which is based on good faith intent to act within the scope of these bylaws.

**ARTICLE 3 – OFFICERS AND ELECTIONS**

1. Officers of the Society shall be the following:

 President

 Vice-President

 Secretary

 Treasurer

1. Others may be appointed by the President, if deemed necessary; at the discretion of the President, any member of the Council, on an interim basis, may serve in two (2) or more offices concurrently.
2. A Registered Agent shall be appointed as part of the Articles of Incorporation.
3. The Board of Directors of the Society shall consist of all the officers, either elected or appointed, including one (1) to three (3) members at-large. The Board members shall be nominated by a Nominating Committee or may be any Regular Member in good standing who is nominated at the Annual General Meeting of the Society, and shall be elected by a simple majority vote of the membership present at that meeting, together with proxies and absentee ballots.
4. All meetings of the Board of Directors shall be presided over by the President, or in his/her absence, by the Vice-President or by any other designee named by the President.
5. Written minutes of each general and annual meeting shall be taken and prepared by the Secretary or his/her designee at each meeting, and shall be distributed to the Board of Directors. Board meetings shall be open to the membership.
6. Three members of the Board shall constitute a quorum and meetings may be held in person or by electronic means, either conference call or email. No meeting may be held or actions taken unless there is a quorum present.
7. Duties of Officers:
8. **President** – Shall be responsible for convening and conducting all meetings of the Board and the general membership, and representing the Society at official events.
9. **Vice-President** – Shall assume all duties designated to the President at such times as the President is absent or unable to perform his/her duties, and will represent the Corporation as designated by the President. If the President leaves office for any reason, the Vice-President will become President until the next scheduled election.
10. **Secretary** – Shall maintain all records of the Corporation as directed by the President and/or the Board. The Secretary, or a designee, shall take and prepare written minutes of all meetings, annual and special, of the Board and shall prepare the agenda for each meeting with input from the President, shall prepare all resolutions and other corporate papers, shall prepare and transmit all correspondence as directed by the President and the Board, shall maintain a file of all correspondence for the use of and inspection by the Board.

In addition, the Secretary shall maintain the official membership listing for the Society, so that at any and all times, the President or the Board may have available membership data necessary to the performance of their duties. Current membership data shall be provided to the Board on an annual basis, or as requested by the Board. An annual dues mailing shall be sent to all members of record in January. If deemed necessary by the President or the Board, a separate Membership Secretary may be appointed by the President to take over the membership recordkeeping.

1. **Treasurer** – Shall maintain all financial records of the Corporation. At the direction of the President or the Board, the Treasurer may consult with, or otherwise avail him/herself of accountants, bookkeepers and other experts to assist him/her in any matter to conform to generally accepted accounting principles and practices. The Treasurer is responsible for preparing annual and periodic reports of income and expenditures to state and federal agencies and as otherwise required by law. The Treasurer shall present a financial report to the Board at each meeting, and shall prepare a balance sheet and an income and expense statement for the preceding year together with financial narrative and present it to the Board at its Annual General meeting. The Treasurer shall maintain all corporate financial records in a form that permits them to be examined and audited by any member of the Board, auditors, or state and federal officials.
2. **Registered Agent**  - The Registered Agent is designated both by the State of Idaho and the Society as the point of contact between the State of Idaho and the Society. This person is named as part of the Society’s application for incorporation. Should it become necessary to appoint a new Registered Agent, it must be done by the President in accordance with the laws of the State of Idaho.
3. TERM OF OFFICERS:

Officers shall be elected at every other annual meeting of the Society, which will cause their term to be twenty-four (24) months. Terms of office will begin the January 1 following election and continue for two years, except that the first officers shall begin their term immediately upon election, and will serve the period of time between their election and January 1 in addition to a regular term. The at-large Board member shall be appointed by the President as soon as is practicable following the election, or may be elected by the membership at the annual meeting.

1. TERM LIMITS:

There will be no limitation to the number of times an officer may be re-elected.

1. NOMINATING COMMITTEE:

The President shall appoint a Nominating Committee of three (3) no less than three (3) months prior to the annual meeting at which the election is to be held, except for the very first officers, which may be nominated and elected at the first annual meeting of the Society. Members serving shall be Society members in good standing. All persons nominated must give their prior consent to serve if elected.

1. VOTING:

Members entitled to vote may do so in person, by proxy, or by absentee ballot. Absentee ballots must be received by Secretary in time to be verified prior to the voting for new officers. A member’s proxy or absentee ballot will automatically be revoked should that member be present at the meeting so that he/she can vote in person.

1. RECALL OF AN OFFICER:

A recall of any officer may be effected by a three-fourths (3/4) affirmative vote of the Board. Mail votes will be addressed to and recorded by a designated secretary, with an informational copy of that vote being sent simultaneously to another member of the Board. The officer being considered for recall shall not participate in the vote on that action.

An officer may be recalled by a majority vote of the membership if a recall petition is submitted by five (5) or more members of the Society. A vote on the petition by the membership may be effected by mail and/or email. A simple majority in the affirmative shall be required for recall.

1. VACANCY:

In the event of a vacancy in any office, the President shall appoint a member in good standing to serve until the next regularly scheduled election. All appointments are subject to objection by a majority of the Board.

**ARTICLE 4 – SOCIETY NEWSLETTER/NOTICES**

1. NOTICES PUBLISHED:

Any notice required to be made to the membership shall be considered timely made if conveyed to the membership by any of the following means and in time to satisfy any notification requirements: a) included in the Society’s official publication, b) transmission of an e-mail to the latest known addresses, or c) by conventional mail.

**ARTICLE 5 – MEETINGS**

1. OPEN MEETINGS:

All meetings shall be open to all members of the Society; meetings may be held in person, via conference telephone call or video conferencing.

1. VOTING AT MEETINGS:

All matters other than amendments to these bylaws, unless otherwise stated in these bylaws, shall be decided by simple majority. In case of a tie vote, the presiding officer of the meeting may cast a deciding vote. This applies to general membership meetings by mail or in person, and Board meetings.

1. ANNUAL MEETING AND QUORUM:

The annual membership meeting of the Society shall be held at a date, time, and place as decided by the Board. A quorum shall be constituted by twenty-five (25%) of the active voting membership represented in person or by proxy.

1. BOARD MEETINGS AND QUORUM:

The Board shall have a regular meeting at least annually, which may be held in conjunction with the Annual General meeting. Board and special meetings may be held using any communication means available, as long as all meeting members can hear one another or can participate on line and any Society member may monitor or join the meeting.

**ARTICLE 6 – FINANCES**

1. FISCAL YEAR:

The Society shall operate on a calendar year basis – January 1 thru December 31

1. SOCIETY FUNDS:

All Society funds shall be kept in bank accounts which are named as being the property of the Society.

1. FUND DISBURSEMENT AND ACCESS TO ACCOUNT:

Three (3) members of the Board shall be authorized to sign checks, which will require two signatures. Any expense amount exceeding $150 must be approved by the Board. Lesser amounts shall be approved by at least two (2) of the Board members authorized to sign checks.

1. FINANCIAL REPORTS:

An accurate and full accounting of all Society funds shall be presented to the membership on a regular basis, but no less frequently than annually. Reporting at a regular Board meeting held at the time of the general membership meeting shall be considered to meet the reporting to membership requirement. The financial reports shall be made in four (4) separate sections consisting of the following:

1. Report of funds contained in the reserve fund allocation
2. Report of funds budgeted for and designated by the Board for specific purposes, including disbursement amounts issued and remaining funds available
3. Report of remaining funds available for other uses
4. Provide a detailed balance sheet
5. RESERVE FUND ALLOCATION:

The Society shall begin immediately accumulating sufficient funds to establish and maintain a reserve allocation equal to three (3) years operating expenses, which may be listed as a separate line item on the balance sheet. A separate account for such reserve allocation is not required. Such reserved expenses are specifically earmarked to cover normal operating expenses to ensure that the Society may meet its minimal obligations to the membership for a period of three (3) years. These normal operating expenses are defined as the costs of periodic mailings to the membership specifically for the purpose of dues collection and address verification, the costs of publishing and mailing any Society newsletter, maintaining the Society’s status as an Idaho corporation, and any costs associated with holding an annual meeting. Should the Board elect to undertake any financial obligations that do not require an annual Board reauthorization, a separate designated account shall be established for such purpose.

1. CONTROL OF THE RESERVE FUND ALLOCATION:

Monies maintained as a Reserve Fund allocation and shown as a Balance Sheet line item may not be used unless such action is specifically approved by the Board in advance of any such expenditure. Management of the Reserve Fund allocation shall be approved by the Board.

1. ANNUAL AUDIT:

Immediately following the end of the calendar year, an audit of financial records of the Society shall be conducted by a qualified member or members of the Society to be designated by the Board. Additionally, the Board may call for an audit at any time.

**ARTICLE 7 - GENERAL**

1. In the event of the Society’s dissolution, funds belonging to the Society shall be used to settle any outstanding debts of the Society. Any remaining funds and property of the Society shall be distributed as designated by the Board to one or more organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code for exclusively public purposes. No assets of the Society shall be used for the private benefit of or be dispersed to its members, officers, or any private persons.
2. The rules contained in the 4th Edition of **The Standard Code of Parliamentary Procedure** by Alice Sturgis, or any subsequent revision thereof, shall govern the Society in all cases in which they are not inconsistent with the articles of incorporation and the bylaws of this Society.
3. These bylaws may be amended at any general membership meeting of the Society, provided a quorum is present, with an affirmative vote of two-thirds (2/3) of the Society members represented in person, or by proxy or electronic means. Written notice of the proposed amendments shall have been given to the members at least thirty (30) days prior to the meeting.