**SCRIBE**

**POLICY: A Policies and Procedures Manual, subject to the approval of the Council, will be maintained and will contain adequate instructions to insure consistent compliance with both the letter and the intent of the Society’s Bylaws.**

**REFERENCE based on the current ACGS Bylaws (2024) state:**

**Article III: Section A: Articles of Incorporation, Bylaws and Policies and Procedures Manual**

Subsection 2: Possession. The original governing documents will be kept in the Society’s official archives. One duplicate copy of each governing document will be kept in the possession of both the Treasurer and the Scribe.

Subsection 4: Correction of Errors. The Scribe, subject to the approval of Council, may correct any errors in spelling, punctuation, numeration, abbreviation, capitalization, and grammar of the Bylaws and the Policies and Procedures Manual to conform to current usage. No such correction may alter the meaning or application of the Bylaws or the Policies and Procedures Manual.

**Article III: Section B: Bylaws Amendments and Policies and Procedures Manual Revisions**

Subsection 1: Amendment(s) to the Bylaws:

Subsection 1(a): Amendment(s) to the Bylaws may be proposed by any eligible member of the Society who is in good standing. Proposed amendment(s) will be submitted in writing to the Scribe with the signatures of five (5) eligible voting members of the Society no later than ninety (90) days prior to the Annual General Meeting; provided, however, that any amendment proposed by a committee of the Society appointed pursuant to Article X will require only the signatures of a majority of the members of such committee.

Subsection 1(b): The Scribe will promptly certify that the submission of proposed amendment(s) complies with the procedure set forth in Subsection 1(a). If such submission does not so comply, then the submission will be promptly returned to the submitter. Once the submission is certified, the Scribe will promptly distribute copies to the Council.

Subsection 1(c): The Chancellor will submit written comments on any proposed amendment(s) to the Scribe for distribution to the Council no later than sixty (60) days prior to the Annual General Meeting.

Subsection 1(e): The Scribe will submit the proposed amendment(s) with the recommendation(s) of Council and the comments of the Chancellor, for prompt posting by the Webmaster on the Society's website; notify the members in good standing; submit the proposed amendment(s) to a vote of the General Assembly at the annual General Meeting, if it is in session, or, if not in session, at the next annual General Meeting.

Subsection 1(f): Any amendment(s) to the Bylaws that is approved by the General Assembly will be submitted by the Scribe to the Webmaster for prompt posting on the Society's website. The original will be sent to the Society archives and a copy retained by the Scribe.

Subsection 2: Revisions to the Policies and Procedures:

Subsection 2(b): The Scribe will send the proposed revisions to the Council and to the person(s) occupying the position(s) potentially affected by the proposed revision. The Scribe will retain a copy of the proposal.

Subsection 2(e): Any revision(s) to the Policies and Procedures Manual that is approved by the Council will be submitted by the Scribe to the Society’s archives; a copy will be provided to the affected person(s) and a copy will be retained by the Scribe.

**Article III: Section C: Parliamentary Procedure**

Subsection 3: Action by the Council between Gatherings. Council may hold meetings between Annual Gatherings. Such Council Meetings may be conducted in person or by telephone conference or other electronic means in which all participants are able to hear the others speak. All Council members will be notified of the time and date and provided all relevant information by first class or express mail delivery or by electronic means at least forty-eight (48) hours prior to the meeting. Any action required or permitted to be taken by the Council between Annual Gatherings may also be taken without a meeting if Council members unanimously consent in writing to the adoption of a resolution authorizing the action. Such written consent is to be delivered to the Scribe by first class or express mail, or by electronic means. The action taken at such meetings and any written consent will be filed with the minutes of the proceedings of the Council.

**Article IV: Organization, Indemnification**

Section A: Organization:

Subsection 2: Members of the Society will comply with these Bylaws and perform their duties in accordance with the Society’s governing documents and applicable laws. No member of the Society will receive any salary or compensation from the Society other than reimbursement for out-of-pocket expenses.

Section B: Indemnification

Subsection 1: The Society will, to the fullest extent permitted by law, indemnify each person who serves at any time as a Council member, officer, trustee or other official of the Society against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, incurred or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification will be provided for any such person with respect to any proceeding initiated by such person against the Society, a Council member, an officer, a trustee or another official of the Society or any matter as to which he or she will have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Society; and further provided that any compromise or settlement payment will be approved by a majority vote of the Council members at a meeting at which a quorum is present. The indemnification provided hereunder will inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article IV, Section B will be in addition to and not exclusive of all other rights to which any person may be entitled.

Subsection 2: This Article IV, Section B constitutes a contract between the Society and the indemnified Council members, officers, trustees and other officials of the Society. No amendment or repeal of the provisions of this Article IV, Section B that adversely affects the right of an indemnified Council member, officer, trustee or other official under this Article IV, Section B will apply to such Council member, officer, trustee or other official with respect to those acts or omissions that occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

**Article VIII: Officers and Officials**

Section B: Subsection 1: Elected. The officers and Council members of the Society elected by the General Assembly will be: Chieftain, Ranking Deputy Chieftain, Scribe, Registrar, Treasurer and Chancellor.

Section C: Council: There will be a Council consisting of the Chieftain, Ranking Deputy Chieftain, Assistant Chieftain (non-voting), Scribe, Registrar, Treasurer, Chancellor, Immediate past Chieftain and three (3) appointed At-Large Council members.

Section F: Scribe: The Scribe will be elected to an initial term of office of two (2) years with subsequent terms of office of one (1) year. The Scribe will keep accurate records of the proceedings of the Gatherings and the meetings of the Council, give notice of Gatherings of the Society and of meetings of the Council, will make a report at each Annual General Meeting and annual meeting of the Council. The Scribe will retain a duplicate copy of all governing documents.

Section L: Time for Holding Office

The term of office for each Council member, officer and other officials will commence with the adjournment of the Gathering at which he or she is elected or appointed, except for Area Deputy Chieftains, whose terms of office will commence on January 1 of the year following the Gathering at which they were appointed and end on the third annual December 31.

Section M: Subsection 2: Notification of Election or Appointment. The Scribe will notify all officers of their election or appointment as requested by the Chieftain and inform the Chieftain of any refusal of office.

**PROCEDURES:**

The Scribe is the executive secretary of the Society and will keep all the official documents, minutes of meetings and will work with other Society officials.

*The Scribe will:*

* Keep accurate and permanent records of the Annual General Membership (AGM) meeting, meetings of the Council and the annual meeting of the Area Deputy Chieftains. These will be published in the Yearbook of the American Clan Gregor Society for that year.
* Will make a report at each AGM and annual meeting of the Council to include any interim meetings.
* Following the AGM and annual meeting of the Council, will submit all minutes, reports and documents to the Webmaster for posting on the ACGS website for access by members by December 1 following the Gathering.
* For interim Council meetings:
  + Upon scheduling by the Chieftain, the scribe will contact all members of Council, either by telephone or by e-mail.
  + If the meeting is telephonic, a process will be used where every member can be heard by all participating and every member will be able to contribute to the call.
    - The Scribe will distribute the appropriate call number and password for Council members to call in.
    - The Scribe will record a voice roll call to help determine the presence of a quorum.
  + The Scribe will document minutes and distribute them to the Council by email within a reasonable time following the call.
* Maintain official copies of the Bylaws and the Policy and Procedure Manual and will provide electronic or printed copies to members when requested. A small fee to cover printing, handling, and postage may be charged at the discretion of the Scribe.
* Give notice of AGM of the Society and of meetings of the Council
* Notify officers of their election or appointment as requested by the Chieftain and inform the Chieftain of any refusal of office.
* Perform such other duties as may be assigned to the Scribe by the Society, the Council, or the Chieftain.
* Upon leaving the position, the Scribe will transfer all records, documents and other items to the succeeding officer in a timely manner to ensure continuity and integrity of the position for the Society.

*Society Support for the Scribe:*

* The officers and Council members of the Society will carry out timely communication of Society business that requires action by the Scribe

APPROVED

Approved by ACGS Council and AGM September 2022

Periodic Review by ACGS Council: 2025