**BYLAWS**

**OF THE**

**AMERICAN CLAN GREGOR SOCIETY,**

**INCORPORATED**

As amended by the Council and annual General Meeting on September 21, 2024

HISTORY OF THE ORGANIZATION OF THE

AMERICAN CLAN GREGOR

Whereas, the history of the Clan Gregor of Scotland is one in which the descendants of its members naturally feel a just pride; and whereas, there are in America many descendants of members of that Clan who proudly cherish the history of their ancestors; therefore be it resolved, that an Organization in America of the descendants of the Clan Gregor of Scotland be and is hereby formed, the American Clan Gregor was organized on the 8th and 9th of October, 1909 at the National Hotel in Washington, D.C. and its first BY-LAWS were adopted on October 9, 1909 and amended on October 27, 1911. On the 21st of October, 1949, the Society was incorporated in the District of Columbia, under the name of American Clan Gregor Society, Incorporated.

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CERTIFICATION OF INCORPORATION OF

AMERICAN CLAN GREGOR SOCIETY, INCORPORATED

WE, THE UNDERSIGNED SUBSCRIBERS, being persons of full age, citizens of the United States and a majority of whom are citizens of the District of Columbia, and desiring to associate ourselves as Corporation pursuant to the provisions of Chapter Six, Section 29-601 of Title 29 of the Code of Laws for the District of Columbia, do hereby certify as follows:

1. The name of this corporation will be known as: AMERICAN CLAN GREGOR SOCIETY, INCORPORATED.

1. The term for which it is organized will be perpetual.

1. The particular business and object of said corporation will be as follows:

 To gather kindred together in clanship.

To promote, foster and collect patriotic, historical and genealogical records for compilation, publication and addition to the history of the American descendants of the Clan Gregor of Scotland.

 To aid descendants within the Clan.

1. The number of trustees of this organization will be fifteen for the first year of its existence.

IN WITNESS WHEREOF we have hereunto set our hands and seals this 21st day of October, 1949.

Frank Cecil Magruder (SEAL)

Susie May Geddes van den Berg (SEAL)

Douglas Neal Magruder (SEAL)

In the presence of:

William S. Jones

As to all

DISTRICT OF COLUMBIA SS:

BE IT REMEMBERED, that on this 21st day of October, 1949, personally appeared before me, the subscriber, a Notary Public in and for the District of Columbia:

Frank Cecil Magruder

Susie May Geddes van den Berg

Douglas Neal Magruder

Parties of the foregoing certificate of incorporation, bearing date in the 21st day of October, 1949, known to me personally to be such and severally acknowledged that they signed, sealed and delivered the same as their voluntary act and deed that the facts therein stated were truly set forth.

GIVEN UNDER MY HAND AND SEAL OF OFFICE THE DAY AND YEAR AFORESAID,

(SEAL) William S. Jones

Notary Public, D.C.

My Commission expires: August 31, 1954

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RECORDER OF DEEDS

Washington, D.C.

This is to certify that the pages attached hereto constitute a full, true, and complete copy of:

CERTIFICATE OF INCORPORATION OF AMERICAN CLAN GREGOR SOCIETY, INCORPORATED, DATE ON THE 21st DAY OF OCTOBER, 1949, AT 2:30 P.M. RECORDED ON THE 24th DAY OF OCTOBER, 1949 AT 2:30 P.M. as the same appears of record in this office.

IN TESTIMONY WHEREOF I Have hereunto set my hand and caused the seal of this office to be affixed this 25th day of October, A.D., 1949.

By: Eleanor Dague Williams

Deputy Recorder of Deeds

**AMERICAN CLAN GREGOR SOCIETY, INCORPORATED**

**BYLAWS**

**ARTICLE I Name**

The name of this organization is the American Clan Gregor Society, Incorporated, which may be referred to herein as the “Society”. The Insignia of the Society will be the Arms of the Society as approved by the Lord Lyon.

**ARTICLE II Objectives**

**Section A: Authorization of the Society’s Activities**

The objectives of the Society are set forth in the Certificate of Incorporation, recorded in the Office of the Superintendent of Corporations for the District of Columbia on the 24th day of October, 1949, and are as follows:

1. To gather kindred together in clanship.
2. To promote, foster and collect patriotic, historical and genealogical records for compilation, publication and addition to the History of the American descendants of the Clan Gregor of Scotland.
3. To aid descendants within the Clan.

**Section B: Affiliation with Other Organizations**

The Society may affiliate with such other groups and organizations as will enable the Society to fulfill its purpose as set forth in the Certificate of Incorporation and these Bylaws and as authorized by the Council, provided that the autonomy of the Society is not compromised and that due regard is maintained for regulations of the IRS as they may now or in the future exist.

**Section C: Specific Society Projects**

Subsection 1: Gatherings. In furtherance of the objectives of the Society herein above set forth, the members of the Society will hold at least one formal Gathering in each calendar year, in the place and on the date specified in the notice of meeting. The formal Gathering will include a meeting of the Council and an Annual General Meeting. The members attending and eligible to vote at the Annual General Meeting may be referred to herein as the “General Assembly”.

Subsection 2: Collections and Library. The Society will collect, store, and publish such books, pamphlets, manuscripts, charts, and other records as pertain to its members, their activities and genealogy for the purpose of disclosing the history of the members of the Scottish Clan Gregor in the development of North America. The Society’s archives and a Library will be maintained for the purpose of preserving these records, with the exception that all membership records will be maintained by the Registrar.

Subsection 3: Charitable and Educational Funds. Funds, as further described in Article IX of these Bylaws, will be established and maintained by the Society for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE III Governing Documents**

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

Subsection 1: Definition. The Society's governing documents will be, in order of precedence, the Articles of Incorporation, the Bylaws, and the Policies and Procedures Manual; provided, however, with respect to the funds described in Article IX Section B, then the IRS Applications and Ruling Letters will take precedence.

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 3: Policies and Procedures Manual. A Policies and Procedures Manual, subject to the approval of Council, will be maintained. It will contain instructions to ensure consistent compliance with both the letter and the intent of the Bylaws.

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.

**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(d): The Council will review the proposed amendment(s) and the comments of the Chancellor and will, by majority vote at a Council Meeting at which there is a quorum, no later than thirty (30) days prior to the Annual General Meeting:

 1) Recommend accepting the proposed amendment(s);

 2) Recommend rejecting the proposed amendment(s) in whole or in part; or

 3) Recommend accepting the proposed amendment(s) with revisions.

Subsection 1(e): The Scribe will:

1. 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
2. Notify the members in good standing
3. 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 1(g): The Chieftain will appoint a Bylaw Review Committee every three years for the specific purpose of a comprehensive review of the Bylaws.

Subsection 2: Revisions to the Policies and Procedure

Subsection 2(a): Revisions to the Policies and Procedures Manual may be proposed by any eligible voting member of the Society who is in good standing.

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(c): Those persons potentially affected, the Chancellor and other members of Council may submit written comments regarding the proposed revisions to the Council, as necessary, within thirty (30) days of receipt.

Subsection 2(d): The Council will review such proposed revision(s) and any comments received by Council pursuant to Subsection 2(b) and will, by majority vote at a Council Meeting at which there is a quorum, vote to:

 1) Accept the proposed revision(s);

 2) Reject the proposed revision(s) in whole or in part; or

 3) Accept the proposed revision(s) with further revisions.

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.

**Section C: Council Meetings; Annual General Meetings; Parliamentary Procedure**

Subsection 1: Procedural Rules: In all matters not covered by the Bylaws or the Policies and Procedures Manual, the Society will consult Robert’s Rules of Order, as revised from time to time, if considered helpful. The Chancellor, if present, will serve as parliamentarian at the Society’s meetings. If the Chancellor is not in attendance, the presiding officer at such meeting may appoint a parliamentarian for such meeting.

Subsection 2: Quorums. Prior to the convening of Council Meetings, committee meetings and the Annual General Meeting, it must be determined and announced that a quorum is present. At all Council Meetings and committee meetings, including those meetings held electronically in accordance with subsection 3 below, a simple majority of the Council or committee must be present to constitute a quorum. At all Annual General Meetings, members of the Society having ten percent (10%) of the votes entitled to be cast will constitute a quorum.

Subsection 3: Council Meetings; Action by the Council between Gatherings. The Council will meet at least once each year. At least one Council meeting will be held in conjunction with the Annual General meeting. 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.

Subsection 4: Annual General Meetings; Special Meetings: An Annual General Meeting of the Society will be held once each year on a date and location in any state or the District of Columbia, as determined by the Council. In the event that a public health emergency has been declared or the Council otherwise determines that an in-person Annual General Meeting is not in the best interests of the Society, the Annual General Meeting may be held by electronic communications technology in a fashion pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions and make comments. At the call of the Council, a special meeting of the Society may be held at a location in any state or the District of Columbia, as determined by the Council, or by electronic communications technology, as described above.

Subsection 5: Voting. Voting on all matters that come before the Council may be conducted by mail, telephone call, telegram, cablegram, electronic mail, or any other means of electronic or telephonic transmission, provided that the member so voting will state, or submit information from which it can be determined, that the method of voting chosen was authorized by such member. Voting on all matters that come before Council will be conducted in person but not by proxy. Voting on all matters that come before the Annual General Meeting will be conducted in person or by proxy.

Subsection 6: Failure to Respond to Notice. In the event any member of Council or a committee is not responsive to reasonable effort to provide notice of any meeting, such member is determined to be absent from the subject meeting. A simple majority of votes recorded will be determined by the number of voting members present and such absent member is not included in the determination of a quorum.

**ARTICLE IV Organization, Indemnification**

**Section A: Organization**

Subsection 1: The affairs of the Society will be conducted by the Council. The Council will be the governing body of the Society except when the Annual General Meeting is in session at which time the General Assembly becomes the governing body.

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 V Eligibility and Classification of Members**

**Section A: Lineal Members**

Subsection 1: Any person is eligible for lineal membership in the Society who is eighteen (18) years of age or older and bears the surname Gregor, MacGregor, Magruder or variations thereof (or is descended from such person, maternal or paternal), and who can trace his or her ancestry to Scotland or the Americas prior to 1870. Also, any person with a recognized sept name of or alias for Gregor, MacGregor or Magruder (or is descended from such person, maternal or paternal), as recognized by the Clan Gregor Society of Scotland, and who has a documented family tradition of being a MacGregor is eligible for membership.

Subsection 2: Any person is eligible for lineal membership in the Society who is eighteen (18) years of age or older, is the legally adopted child of an individual eligible for lineal membership, or the descendent of an eligible adopted child.

Subsection 3: A lineal member will have the right to vote and to participate fully in the activities of the Society, and the obligation to pay dues, except as otherwise specifically set forth in these Bylaws.

**Section B: Associate Members**

Any person is eligible for associate membership in the Society who is eighteen (18) years of age or older and who is married to a lineal member, who was married to a person who is deceased who was a lineal member, or a step-child of a lineal member. An associate member will have the same right to vote and to participate fully in the activities of the Society, and the same obligation to pay dues as a lineal member, except as otherwise specifically set forth in these Bylaws.

**Section C: Junior Members**

Subsection 1: Lineal Junior Members. Any person is eligible for lineal junior membership in the Society, who is under the age of eighteen (18) and is descended from a lineal memberor legally adopted by a lineal member.

Subsection 2: Associate Junior Member. Any person is eligible for associate junior membership in the Society, who is under the age of eighteen (18) and who is a step-child of a lineal member.

Subsection 3: Rights and Obligation of Junior Members. Junior members will have no voting privileges and will not pay dues. At the age of eighteen (18) they may become lineal members or associate members, as applicable, and will be eligible to vote, will pay dues and will have all other rights and obligations of a lineal or associate member, as applicable.

**Section D: Life Members**

The category of Life membership was abolished as of 1 October 2018; provided that the status of Life membership granted to persons prior to such date remains unaffected. Life members will have all Society privileges. Any reference in these Bylaws to lineal members or associate members will include lineal life members or associate life members, as applicable, except that life members of any category are not required to pay dues.

**Section E: Provisional Members**

Any person who wishes to join the Society as a lineal member but who has had difficulty in tracing his or her ancestry may join as a provisional member for up to two (2) consecutive years while researching the documentation to support eligibility as a lineal member. Annual dues are required to be paid to maintain this category of membership. Provisional members will receive all Society publications and may attend all Gatherings and other meetings of the Society, but will not have the right to vote or hold office. Provisional members and the children of provisional members are eligible for Society scholarships. Children of provisional members are not eligible for junior memberships. Provisional memberships will automatically expire at the end of the second (2nd) year and may not be extended or renewed beyond two (2) years. The Registrar will certify the tracing of ancestry sufficient for lineal membership. The Registrar will notify those Provisional members who have failed to establish within the two (2) year period sufficient proof of ancestry to become a lineal member.

**Section F: Honorary Members**

A person who is not eligible for lineal or associate membership but who has shown great and sustained interest in the work of the Society may be nominated for and elected to honorary membership in the Society. An honorary member will not be required to pay dues and will not have the right to vote or hold office. Spouses and step-children of honorary members are not as such eligible for associate memberships, and children of honorary members are not as such eligible for junior memberships. To be considered for honorary membership, a petition to this effect will first be presented to the Council, in writing and signed by no fewer than (3) three current Council members, setting out the achievements and accomplishments of the nominee that are considered by the petitioners to be deserving of honorary membership. Such petition will be submitted for consideration at any convened meeting of the Council and will be decided by a majority vote of Council members present at a meeting at which there is a quorum. If not a member of the Society, the Pipe Major of the Society’s Pipe Band will automatically be an honorary member during his or her tenure as the Band’s Pipe Major.

**Section G: Application for Membership**

Application for membership will be made upon such forms as are adopted by the Registrar from time to time.

**ARTICLE VI Dues and Fees**

**Section A: Fiscal Year**

The fiscal year of the Society will be the calendar year.

**Section B: Non-refundable Application Fee**

The application fee will be determined by the Council from time to time, and will be paid by the applicant for membership when requested by the Registrar.

**Section C: Annual Dues**

The annual dues for membership will be determined by the Council from time to time and are payable in January of each year.

**Section D: Members in Good Standing**

No member will be in good standing who has not paid dues for the current fiscal year.

**ARTICLE VII Termination of Membership and Reinstatement of Members;**

 **Removal of Officers and Council Members**

**Section A: Resignation**

Subsection 1: Membership in the Society, for members in good standing, may be terminated by resignation, which will be in writing addressed to the Chieftain, and will be accepted by the Chieftain.

Subsection 2: Upon resignation of membership, all property of the Society in the possession or under the control of the resigned member will be surrendered promptly to the Chieftain, Ranking Deputy Chieftain, or Assistant Chieftain of the Society.

**Section B: Suspension**

A member whose dues have not been paid for two consecutive years will be suspended from membership in the Society.

**Section C: Termination of Membership**

Subsection 1:Any member who, in the opinion of the Council, has committed act(s) of gross misconduct against the Society may be expelled from the Society by a majority vote of Council members present at a meeting at which there is a quorum.

Subsection 2: Upon the termination of membership, all property of the Society in the possession or under the control of the expelled member will be surrendered promptly to the Chieftain, Ranking Deputy Chieftain, or Assistant Chieftain of the Society.

Subsection 3: An individual who is expelled from the Society is not eligible to rejoin the Society.

**Section D: Reinstatement of Resigned Member**

A member who has resigned from the Society, in good standing, will be reinstated upon written request to the Registrar.

**Section E: Reinstatement of Members for Non-Payment of Dues**

A member who has been suspended from membership for non-payment of dues will be reinstated upon written request to the Treasurer and payment of current dues plus one year’s unpaid dues. Notice of reinstatement will be sent to the Membership Database Manager.

**Section F: Removal of Official from Appointed Position**

An appointed official may be removed with or without cause by the person who appointed such official, or the successor to such appointing person.

**Section G: Removal of Council Member from an Appointed Position**

A Council member appointed to such a position may be removed with or without cause by the person who appointed such official, or the successor to such appointing person.

**Section H: Removal of Officer/Council Member from Elected Position**

An elected officer and an elected Council member may be removed with cause by a majority vote of Council members present at a meeting at which there is a quorum. The individual proposed for removal will not be permitted to vote on the removal issue, and the vote that he or she would otherwise have will not be considered in determining the presence of a quorum or the outcome of the vote. Any officer removed from such position will be deemed automatically to have been removed as a Council member, and vice versa.

**Section I: Right to be Heard**

Prior to any termination pursuant to Section C or removal pursuant to Section F, G, or H of this Article VII, the person being terminated or removed will be given written notice (which may include, without limitation, notice in electronic form) and an opportunity to be heard.

**ARTICLE VIII Officers and Officials**

**Section A: Hereditary Chief as Patron**

The Society may have a Patron, who will be the Hereditary Chief of the Clan Gregor in Scotland. This position may be tendered to the Hereditary Chief, and acceptance must be received by the Society before the position is deemed to be filled.

 **Section B: Elected and Appointed Officers and Officials**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

Chancellor

In the event of a vacancy in an elected officer position, other than the position of Chieftain, the Chieftain will make a temporary appointment to replace the elected officer with the approval of the majority vote of the members of Council present at a meeting at which there is a quorum. The temporary officer would be referred to as the ‘Acting’ officer for the period from the date of the appointment until a special election is held at the next Annual General Meeting.

In addition to the above-listed officers and Council members, the immediate past Chieftain will, ex-officio, be deemed an officer and member of Council, unless he/she resigns or is for any reason unable to serve.

Subsection 2: Appointed Council Members.

The following Council members are appointed by the Chieftain and approved by Council:

Three (3) At-Large Council members appointed for three (3) year rotating terms

Subsection 3: The Assistant Chieftain. The Assistant Chieftain will be appointed by the Chieftain with the approval of the Council. The Assistant Chieftain is a non-voting member of the Council.

Subsection 4: Other appointed officials. The following Society officials are nominated by the Chieftain and approved by the Council but are not officers or Council members:

Chaplain

Newsletter Editor

Yearbook Editor

Librarian

Historian

Membership Data Manager

Webmaster

Piper

Area Deputy Chieftains (three (3) year terms)

Subsection 5: The Area Deputy Chieftains will be appointed by the Chieftain for a term of three (3) years.

**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 D: Chieftain**

Subsection 1: Duties. The Chieftain will be a lineal member of the Society, who is at least twenty-one (21) years of age. He or she will be elected to an initial term of office of two (2) years with subsequent terms of office of one (1) year. He or she will provide general supervision of the Society, will preside at all Annual General Meetings of the Society and meetings of the Council. The Chieftain will fill all vacancies in the offices that occur between Council Meetings, and may call special Gatherings and special Council Meetings.

Subsection 2: Chieftain’s Term of Office. The Chieftain will not serve more than three (3) consecutive terms (a total of four (4) years).

**Section E: Ranking Deputy Chieftain**

The Ranking Deputy Chieftain will be a lineal member of the Society, who is at least twenty-one (21) years of age. He or she will be elected to an initial term of office of two (2) years with subsequent terms of office of one (1) year. He or she will perform the duties of the Chieftain in the event of the Chieftain’s absence, disability or demise.

**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 G: Registrar**

The Registrar will be elected to an initial term of office for two (2) years with subsequent terms of office of one (1) year. The Registrar will pass upon the eligibility of all applicants for membership in the Society, will have charge of all membership records of the Society, and will make a report at each Annual General Meeting and annual meeting of the Council.

**Section H: Treasurer**

Subsection 1: Duties. The Treasurer will be elected to an initial term of office for two (2) years with subsequent terms of office of one (1) year. The Treasurer will maintain financial records for all funds of the Society, except as otherwise directed by the Council. The Treasurer will prepare financial statements for distribution to Council and the Trustees on a quarterly basis, and will present a financial report at each Annual General Meeting and annual meeting of the Council. The Treasurer will be primarily responsible for writing checks from the operating funds.

Subsection 2: Review of Accounts. Not later than ninety (90) days after the end of each fiscal year, the accounts of the Treasurer will be audited by the Financial Review Committee, which will consist of two (2) qualified members of the Society selected by the Council. The results of such review will be presented to the Trustees and to Council at its next meeting.

**Section I: Chancellor**

The Chancellor will be a lawyer duly admitted to practice his or her profession. The Chancellor will be elected to an initial term of office of two (2) years with subsequent terms of office of one (1) year. The Chancellor will provide advice to the Society with respect to the Bylaws and other issues as requested by the Society, the Council, or any other official of the Society or as he or she otherwise deems appropriate. The Chancellor will be the parliamentarian of the Society and will rule on all questions of parliamentary procedure at the Society’s meetings in accordance with Robert’s Rules of Order. If the Chancellor is not in attendance at a meeting, the presiding officer may appoint a parliamentarian to serve at such meeting.

**Section J: Assistant Chieftain**

The Assistant Chieftain will be the general business manager of the Society, will make periodic reports of his or her activities to the Chieftain and will make a report at each Annual Gathering and Council meeting.

**Section K: Qualifications for Election or Appointment**

Unless otherwise specifically excepted, no member will be elected or appointed to any office in the Society who is not an adult member in good standing and eligible to hold such office as set forth in Article V, Article VI, and Article VII of these Bylaws. Except as otherwise specified in these Bylaws, an adult member will be a member who is at least eighteen (18) years of age.

**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 term 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: Acceptance and Notice of Election or Appointment**

Subsection 1: Acceptance of Candidacy. The acceptance by a member of his or her candidacy for an elected or appointed post will be obtained by the Nominating Committee or member desiring to nominate him or her to office prior to his nomination for or appointment to office.

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

**ARTICLE IX Funds and Trustees**

**Section A: Operational Funds**

Subsection 1: Operational Funds. The permanent operational funds (each an “Operational Fund”) of the Society will be the General Fund, the Peg Tichy Memorial Fund, and any other operational funds created by the Council from time to time. Gifts to the Society for a specified Operational Fund will be deposited in that fund. The Treasurer will be responsible for the day to day operation of each Operational Fund. The Treasurer will keep separate books and accounts for each of the Operational Funds, including a detailed record of each disbursement made out of income from the assets of such Operational Fund. The Council will have the power to transact all business and generally to exercise all rights of management and ownership, as fiduciary for the related Operational Fund, including the power to sell all or any securities or investments or other real or personal property held on behalf of the related Fund. In the event of dissolution of the Society, the assets of the Operational Funds will be distributed for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

Subsection 1. (a). General Fund. The General Fund is maintained and used for the daily operation of the Society. The General Fund will have a checking account and may have a savings and investment account. All dues are deposited to the General Fund.

Subsection 1. (b). Peg Tichy Memorial Fund. The Peg Tichy Memorial Fund will be maintained for the purposes of using the income there from to support genealogy studies, the Pipe Band, or Gathering deficits as recommended by the Treasurer and approved by the Council. Gifts to this fund designated by the donor for a particular purpose will be used for that purpose only. The Peg Tichy Memorial Fund may have a single account or may have both a savings and a checking account.

**Section B. The Charity and Education Fund**

Subsection 1. Purpose. The sole purpose of the C&E Fund will be to provide charitable and educational assistance, within the meaning of Section 501(c) (3) of the Internal Revenue Code. The Charity and Education Fund (also referred to herein as the “C&E Fund”) includes the Marwill Magruder Library Fund and any other funds created by the Trustees from time to time and are under the auspices of the Trustees and operated and maintained independently from the Operational Funds listed above.

Subsection 2. Assets. All income arising out of the invested assets of the C&E Fund will be disbursed by the Trustees solely for the charitable and educational purposes of the Fund. The C&E Fund money will not be commingled with the Society’s other funds and must maintain its own checking, savings, and investment accounts separate from the other funds of the Society. All donations, bequests, and devises to the Society, unless otherwise directed by the donor, will become a part of the corpus of this Fund. None of the assets of the C&E Fund or of any successor fund or funds may be disbursed or used for general purposes of the Society or any successor organization. Upon dissolution, the assets of this Fund will be distributed for an exempt purpose within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

Subsection 3. Records of Disbursements. The Trustees will keep, and will furnish to the Council at least once a year, detailed records of all disbursements made from the C&E Fund, including but not limited to the identity and qualifications of the recipients of assistance and the purposes for which the disbursements were made.

Subsection 4. Marwill Magruder Library Fund. The Marwill Magruder Library Fund (also referred to herein as the “Library Fund”) will be maintained for the purpose of using the income there from and donations thereto for the maintenance and purchase of such books and publications as pertain to the history of the Society and its members and their antecedents, and such other histories, and discourses as pertain to the purposes of the Society. All monies received for the Library Fund will become a permanent part of the Fund, and all gifts received for the purchase of books will be used for that purpose only.

*Subsection 5. Charitable assistance*. Income arising out of the invested assets of the C&E Fund may be disbursed by the Trustees for charitable purposes to MacGregors, lineal descendants of MacGregors, their widows and widowers, in an amount as specified in the Policies and Procedures, on approval of the Trustees with notification to Council. Recipients of such assistance need not be members or relatives of members of the Society.

*Subsection 6. IRS requirements.* Requirements of Section 508 (e) of the Internal Revenue Code of 1986 binding on Trustees. Any other provisions of the Bylaws notwithstanding, the Trustees of this Fund will distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws. Any other provisions of these Bylaws notwithstanding, the Trustees of this Fund will not engage in any act of self-dealing as defined in Section 4941 (d) in the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws; nor retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws; nor make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

**Section C: Board of Trustees**

Subsection 1. Number. There will be four (4) members of the C&E Board of Trustees consisting of the following:

 Subsection 1 (a): One (1) ex officio, non-voting Trustee who is the duly elected Treasurer of the ACGS

 Subsection 1 (b): Three (3) voting Trustees who are current members of the ACGS in good standing

Subsection 2. Selection of Voting Trustees. Except as otherwise determined in the Trustees’ Policies and Procedures, the voting Trustees recommend nominees for approval by the General Assembly at the next scheduled General Membership Meeting of the ACGS. At least one (1) Trustee will be elected each year at the Annual General Membership Meeting by qualified voting members of the ACGS.

Subsection 3. Term. Voting Trustees serve for a term of three (3) years. A person may not be nominated for the position of voting Trustee for at least one (1) year after completing a three (3) year term or otherwise leaving the Board of Trustees.

Subsection 4. Selection of the Chair of the Trustees. The Chair of the Trustees will be elected each year by the voting Trustees from within their ranks. The non-voting, ex officio Trustee/Treasurer is not eligible to hold the position of Chair of the Trustees.

Subsection 5. Duties and responsibilities. The following are the duties and responsibilities of the Trustees:

Subsection 5(a): The sole purpose of the Trustees is to manage the C&E Fund and to distribute its income within the meaning of IRS 501(c)(3) of the Internal Revenue Code in the form of charitable and educational assistance to qualified recipients.

Subsection 5(b): The Treasurer will keep separate books and separate checking, savings and investment accounts for the C&E Fund, including a detailed record of each disbursement from the C&E Fund.

Subsection 5(c): Disbursements from the C&E Fund will be made with the majority approval of the voting Trustees, including approval of the exact amount and payee.

Subsection 5(d): Checks and drafts from C&E funds may be issued solely by the Treasurer except for those in amounts greater than $250 that also require approval from the Chair of the Trustees via email or regular mail.

Subsection 5(e): The voting Trustees will have the power to transact all business and generally exercise all rights of management and ownership, as fiduciaries for the C&E Fund, including the power to buy or sell all or any securities or investments or other property held on behalf of the C&E Fund.

Subsection 5(f): The non-voting ex officio Treasurer/Trustee will have the responsibility of managing the day-to-day operations of the C&E Fund’s accounts and will make quarterly financial reports to each Trustee and the Chieftain.

Subsection 5(g): The Chair of the Trustees will make a report at each Annual Gathering to the Council and the General Assembly, with a written copy of the report provided to the Chieftain of the ACGS.

**ARTICLE X Standing Committees**

**Section A: Nominating Committee**

The Nominating Committee will be elected annually by the Council at the annual Council Meeting. The committee will consist of three (3) members, the Chair of which will be selected by the committee. The terms of the Nominating Committee expire at the end of the following annual Council Meeting. It will be the duty of the Nominating Committee to nominate a candidate for each elective office as to which the incumbent’s term expires at the end of the following Annual General Meeting.

**Section B: Gathering Committee**

The Chair of the Gathering Committee will be the Assistant Chieftain. It will be the duty of the Chair to name the remainder of the committee, whose terms expire at the end of the following Annual Gathering. The size of the committee will be determined by the Chair.

**Section C: Scholarship Committee**

The Scholarship Committee will be appointed by the Chieftain and approved at the annual Council Meeting. The committee will consist of three (3) members, the Chair of which will be selected by the committee. The terms of the Committee members will be a two (2) year term. The committee will review scholarship applications and make recommendations to the Trustees concerning recipients. The Trustees will determine the recipients of and the amount of each scholarship and notify Council and the Scholarship Committee.

**Section D: Recognition Committee**

The Recognition Committee will be appointed by the Chieftain and approved at the annual Council Meeting. The committee will consist of three (3) members, the Chair of which will be selected by the committee. The terms of the Recognition Committee expire at the end of the following annual Council Meeting. The committee will be responsible for receiving and considering nominations for special recognition and making recommendations to the Chieftain.

**Section E: Heraldry Committee**

The Heraldry Committee will be appointed by the Chieftain and approved at the annual Council Meeting for a two (2) year term. The committee will consist of three (3) members, the Chair to be selected by the committee. The committee will be responsible for oversight of the Grant of Arms from the Lord Lyon, Pursuviant, King of Arms for the Society and for recommendations to the Council on all aspects of the arms/heraldry including the usages and restrictions of the Society’s heraldry.

**Section F: Genealogy Committee**

 The Genealogy Committee will be appointed by the Chieftain and approved at the annual Council Meeting for a two (2) year term. The committee will consist of three (3) members, the Chair to be selected by the committee. It will be the duty of the committee to provide limited genealogical research assistance to prospective members having difficulty tracing his or her ancestry.

**Section G: Financial Review Committee**

The Financial Review Committee (formerly called the Audit Committee) will be appointed by the Chieftain and approved at the annual Council Meeting for a two (2) year term. The committee will consist of three (3) members, the Chair to be selected by the committee. It will be the duty of the committee to examine any and all of the Society financial funds and accounts to insure they are operated, ordered and maintained to reflect sound business practices thereby protecting the best interests of the Society and its members.

**Section H: Information Technology Committee**

The Information Technology Committee will be appointed by the Chieftain and approved at the annual Council Meeting for a two (2) year term. The committee will consist of the Web Master, the Membership Database Manager and other members as needed with the Webmaster as Chair. It will be the duty of the committee to manage the membership data base, the Society web site and other technology needs as necessary.

**Section I:** Other committees will be established from time to time as deemed necessary or appropriate by the Chieftain or the Council.