

CONSTITUTION (BYLAWS) With 1994, 1997, 2002, 2003, 2006 and 2009 changes.

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.

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	Forrester	
Blackett	Foster	MacGuffey
Blacklock	Gilpatric	MacGuffock
Blackstock	Glendenning	McKittrick
Blackwood	Glenn	Morton
Blaylock	Harkness	Sandilands
Brown	Inglis	Sandlin
Breckinridge	Kilgore	Soule
Brownlee	Kilpatrick	Sterrett
Cavan	Kirkland	Symington
Cavers	Kirkpatrick	Troup
Dickey	Lockerby	Young
Drysdale	Lockery	
Forest		

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

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.

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.

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. An Annual General Meeting (AGM) shall be held:

A. On even numbered years the AGM will be held on or near the site and during, the Grandfather Mountain Highland Games (GMHG).

B. On odd numbered years the AGM will be held at an alternate location during Highland Games at that location. The alternate location will be approved by the Board and should have, as a sponsor and coordinator, a Regent or Sept Commissioner for that alternate location. If a sponsor is not available, the AGM location will revert to GMHG. Alternate locations should be approved at or before the designated AGM at Grandfather Mountain Highland Games the preceding year.

C. Change of AGM time and place or special meetings, may be designated by the President, with approval of the Board. Any changes requires 30 days written notice, mailed to all members.

Section 2. An annual Board of Directors meeting shall be held, preferably prior to AGM.

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 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.

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 - shall be appointed by the president. The Committee shall present a slate of candidates for offices to be voted on at the Annual General Meeting.

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 by:
President - Douglas M. Glasgow, MD; Vice President - Malcolm Marion, Jr., MD;
Secretary - Gilbert F. Douglas, Jr., MD; Treasurer - Paul C. Mogenson, in Raleigh, North Carolina.

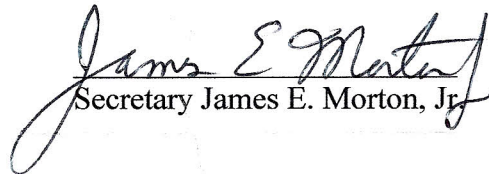
National Office and Archives are located at the address of the Secretary unless otherwise designated by the Board of Directors.

Reviewed and Revised by Bylaws Committee April 2009 George M. Douglas, Chair

Approved as revised by the Board of Directors on May 8, 2009

Accepted by membership as amended on May 8, 2009.


President James Douglas Jacobs


Secretary James E. Morton, Jr.