

**BYLAWS**  
**OF CLAN STRACHAN SOCIETY, INC.**  
A California Non-Profit Public Benefit Corporation

**ARTICLE I. LOCATION OF OFFICES**

**Section 1.1 Principal Office**

The name of this Corporation is “Clan Strachan Society, Inc.” (herein after referred to as the “Society” or the “Corporation”). It is a California Non-Profit, Public Benefit Corporation with principal offices at 30730 San Pasqual Road, Temecula, California.

**Section 2. Change of Address**

The designation of the county or state of the Corporation’s principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment to these Bylaws:

\_\_\_\_\_ Dated: \_\_\_\_\_, 20\_\_  
\_\_\_\_\_ Dated: \_\_\_\_\_, 20\_\_  
\_\_\_\_\_ Dated: \_\_\_\_\_, 20\_\_  
\_\_\_\_\_ Dated: \_\_\_\_\_, 20\_\_

**ARTICLE 2. PURPOSE**

This Corporation is a Non-Profit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the California Non-Profit Public Benefit Corporation Law for public and charitable purposes. The specific purposes of this Corporation are to preserve and promote the history, traditions and heritage of the Strachan Clan, to encourage education, the collection and preservation of records, traditions and historical material related to the history of the Strachan name, wherever located, including genealogical research, to perform such charitable work as is compatible with the aims and objectives of Clan Strachan Society, Inc. and to invest in any property within the countries of Scotland and/or Ireland which has relevance to the needs and objectives of the Society, and to engage in any other lawful activities permitted under the California Non-Profit Public Benefit Corporation Law. The recital of these purposes as contained in this paragraph is intended to be exclusive of any and all other purposes, this Corporation being formed for those public and charitable purposes only.

**ARTICLE 3. MEMBERSHIP**

**Section 3.1. Members.**

The members of this Corporation shall consist of those who have complied with the requirements set forth in Section 3.2 of this Article, have properly presented themselves for membership in accordance with the procedures determined by the Board of Directors (herein after referred to as the “Directors”), and who have been enrolled as members on the membership

roster. No person may hold more than one membership. Membership in this Corporation shall not vest in any member any distributions from the Corporation during the existence of the Corporation, but shall only entitle the member to vote at meetings of the members. Membership shall not be assignable *inter vivos* by any member, nor shall membership vest to any personal representative, heir or devisee.

### **Section 3.2. Requirements for Membership.**

There are five (5) types of membership described in detail below. Those are Annual, Life, Honorary, Non-Voting Affiliate and Emeritus memberships. The Society may, upon the Directors option, choose to keep a Clan Roll Call. The Directors have the right to change membership dues, voting rights, and any other means of participation for Honorary and Non-Voting Affiliate members at anytime.

a) **Annual Membership** : Either a Single or a Family membership.

1. **Single membership**: Limited to those at least eighteen (18) years of age, who are direct lineal descendants of a Scot bearing the surname “STRACHAN”, or one of its Spellings (see section 3.2 (g) below) .
2. **Family membership**: At least one member of an immediate family who is over the age of 18 must be a direct lineal descendant of a Scot bearing the surname “STRACHAN”, or one of its Spellings (see section 3.2 (g) below). Spouses of such person shall be recognized as eligible for the same type of membership with all benefits. Minor dependant children may be included in Family Membership, but have no voting rights, nor can they hold office.
3. Characteristics of both the Single and Family annual membership are as follows:
  - Pays Dues: yes
  - Receive news updates: yes
  - Receive newsletter: yes
  - Vote in General Elections: yes
  - Eligible to hold a position as Director: yes
  - Eligible to Hold Appointed Office: yes
  - Participate in all other functions of the Society: yes

b) **Life Members**: Limited to those at least eighteen (18) years of age, who are direct lineal descendants of a Scot bearing the surname “STRACHAN”, or one of its Spellings (see section 3.2 (g) below). Spouses of such persons shall be recognized as having the same type of membership with all benefits. Life Members can vote and may hold office. Minor dependant children may be included in Life membership, but have no voting rights, nor can they hold office. Life memberships will be offered for the first five (5) years or a total of twenty-five (25) life members. The price for a life membership shall be ten (10) times the annual dues in effect at the time of purchase.

1. Characteristics of the Life membership are as follows:

- Pays Dues: No
- Receive news updates: yes
- Receive newsletter: yes
- Vote in General Elections: yes
- Eligible to hold a position as Director: yes
- Eligible to Hold Appointed Office: yes

- Participate in all other functions of the Society: yes
- c) Honorary Members: Those who by virtue of their position in “STRACHAN” family associations or service to the Society are so designated by the Directors.
1. Characteristics of the Honorary membership are as follows:
    - Pays Dues: yes
    - Receive news updates: yes
    - Receive newsletter: yes
    - Vote in General Elections: yes
    - Eligible to hold a position as Director: yes
    - Eligible to Hold Appointed Office: yes
    - Participate in all other functions of the Society: yes
- d) Non-Voting Affiliate Members: Friends of the Society who desire to become a part of the Society but have no available record of Scottish Ancestry, or ancestry to Clan “STRACHAN”.
1. Characteristics of the Non-Voting Affiliate Membership are as follows:
    - Pays Dues: yes
    - Receive news updates: yes
    - Receive newsletter: yes
    - Vote in General Elections: no
    - Eligible to hold a position as Director: no
    - Eligible to Hold Appointed Office: no
    - Participate in all other functions of the Society: yes
- e) Emeritus Members: Emeritus membership shall be granted to the Founding President, Founding Vice President, Founding Secretary and Founding Membership Secretary( the “founding members”). In addition, there shall be a maximum of 2 Honorary Emeritus Members, who may be designated as set forth in section 4.4 (2).
1. Characteristics of Emeritus Membership are as follows:
    - Pays Dues: no
    - Receive news updates: yes
    - Receive newsletter: yes
    - Vote in General Elections: yes
    - Eligible to hold a position as Director: yes
    - Eligible to Hold Appointed Office: yes
    - Participate in all other functions of the Society: yes
- f) Clan Roll Call : The Society shall maintain a Clan Roll Call, which represents a listing of persons declaring themselves to be descendants of Clan “STRACHAN”, or members thereof. The Clan Roll Call is of particular importance as a Clan Gathering will eventually be necessary when a petition is filed with The Court of the Lord Lyon, and when subsequently a *derbhfine* council is formed to recognize a Commander of the “STRACHAN” Clan, or an Official Representative of the “STRACHAN” clan or after the period prescribed by The Court of the Lord Lyon, the appointment of a Clan Chief.
1. Characteristics of participating in the Clan Roll Call:
    - Pays Dues: no
    - Receive news updates via email: yes
    - Receive newsletter via email: yes

- Vote in General Elections: no
  - Eligible to hold a position as Director: no
  - Eligible to Hold Appointed Office: no
  - Participate in all other functions of the Society: no
- g) Evidence of a direct lineal connection to Clan “STRACHAN”: Those claiming to be a direct lineal descendant of a Scot bearing the surname “STRACHAN” shall have *prima facie* evidence of such direct lineal connection if the individual bears the Surname “STRACHAN” or one of the recognized derivatives or septs listed below: “STRACHAN”, Strachen, Straughan, Strachoun (1624), Strachquhen(1605), Stracquhan (1655), Stradaquhin (1527), Stragham (1537), Strahaquhen (1487), Strahin (1494), Straichane (1675), Straiquhen (1578), Straithin (1525), Strakekyn (1429), Straquahan (1684), Straquhane (1646), Straquhen (1665), Straquhone (1600), Straquhyn (1524), Straquhyne (1554), Straqwthane (1682), Straqwthin (1565), Stratauchin (1560), Strathauchin (1459), Strathachine (1483), Strathachtin (1427), Strathachyn (1470), Strathaquhin (1490), Strathaquhine (1504), Strathaquhyn (1498), Strathaqehyne (1485), Strathaqwhyne (1566), Strathauchine (1445), Strathawchin (1617), Strathawin (1585), Strathechin (1443), Strathzaqwyn (z as guttural y, 1445) Strauchen (1663), Strauachin and Strauachin (1541), Strauchquhen (1528), Strauthauchin (1481), Strautquhyne (1597), Strayachin (1406), Strayquhen (1578), Straythaughtin (1469), Straywham (1537); Strachin, Stradachin, Strahan, Straithachin, Straithauchquhyn, Straquhin, Strathachane, Strathaiching, Strathauchinquhyn, Strathechny, Stratheyhen, Strathin, Strethachin, Strain, Strawhun and other septs or variant spellings to be further delineated and approved by the Directors.

### **Section 3.3. Removal of Members.**

Membership of any member shall cease on the happening of any of the following events:

- (a) The member's death or resignation.
- (b) The failure of the member to pay (his or her) dues assessments within 30 days after notice of the same.
- (c) The failure of the member to actively participate in the activities of the Society.
- (d) At the discretion of and upon a vote by the Directors.

No removal may be done unless in good faith and in a fair and reasonable manner. In the case of subdivisions (b), (c) or (d) of this section, the member shall be notified at least 15 days prior to being removed from the membership list, of the fact that he or she will be removed as a member and the reasons therefore. If the member does not pay the dues or otherwise contact the Corporation within 10 days of the notice to protest the removal, the member shall be removed from the membership list. If the member timely files a protest, the member shall be given an additional 5 days to present a written explanation/objection for presentation to the Directors who shall consider the written explanation/objection prior to making a final decision on whether or not the member shall be removed.

### **Section 3.4. Place of Meetings.**

Notwithstanding anything to the contrary in these Bylaws, any meeting whether regular, special, or adjourned of the members of this Corporation may be held at any place within or without the State of California that has been designated by the Directors as a place of meeting.

### **Section 3.5. Regular Meetings.**

The regular annual meeting of the members, of which no notice need be given, shall be held at the San Diego Scottish Highland Games and Gathering of the Clans in Vista, CA., on or about the third (3<sup>rd</sup>) weekend in June of each year. The Directors may designate a different time, date, or location, in which case notice must be given in the manner specified for special meetings. At the regular annual meeting, the members shall consider reports of the affairs of the Corporation, and transact other business as may properly be brought before the meeting, including but not limited to the election of Directors of the Corporation to serve for the ensuing term and until their successors are elected and qualified.

### **Section 3.6. Special Meetings.**

Special meetings of the members may be called at any time by order of the President or any two or more Directors.

### **Section 3.7. Notice of Special Meetings.**

Written notice of special meetings of members shall be given personally or by mailing by first class to each member, at his last known address, postage prepaid, or via electronic mail to each member, at his last known email address, a notice of the meeting at least ten (10) days but no more than ninety (90) days before the time fixed for holding the meeting. Notice of any meeting of members shall specify the place, the day and the hour of meeting, and in case of a special meeting, the general nature of the business to be transacted.

### **Section 3.8. Quorum.**

At all meetings of the members, whether regular, special, or adjourned, the members present in person or by voting proxy shall constitute a quorum for the transaction of business.

### **Section 3.9. Adjournments.**

Any business that might be done at a regular meeting of the members may be done at a special or at an adjourned meeting. If no quorum is present at any meeting of the members, the meeting may be adjourned by any Director present. In this case, no notice need be given of such adjourned meeting.

### **Section 3.10. Waiver and Consent.**

The transaction of any meeting of members, however called or noticed shall be as valid as though conducted at a meeting duly held after regular call and notice, if a quorum is present, and if either before or after the meeting, each of the members, not present in person, signs a written waiver of notice or a consent to the holding of the meeting, or an approval of the minutes of the meeting.

### **Section 3.11. Voting Rights.**

Only persons in good standing, whose dues are current and whose names stand on the membership records of the Corporation on February 28 of each year, shall be entitled to vote at such a meeting. Every member entitled to vote at any election for Directors shall be entitled to one vote.

**Section 3.12. Proxies.**

Proxies are to be allowed. Proxies must be in writing, signed and signatures verified by the Secretary, in order to be valid. No member may obtain more than 10 proxies.

**ARTICLE 4. DIRECTORS**

**Section 4.1. Powers.**

Subject to limitations of the Articles and these Bylaws and of pertinent restrictions of the California Corporations Code, all the activities and affairs of the Corporation shall be exercised by or under the direction of the Directors. Without prejudice to these general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers in addition to the other powers enumerated in these Bylaws:

- (a) To select and remove all the officers, agents and employees of the Corporation, prescribe duties for them as may not be inconsistent with law, with the Articles of Incorporation, or with these Bylaws, fix the terms of their offices and their compensation and in their discretion require from them security (eg: a bond) for faithful service.
- (b) To make disbursements from the funds and properties of the Corporation as are required to fulfill the purposes of this Corporation as are more fully set out in the Articles of Incorporation thereof and generally to conduct, manage and control the activities and affairs of the Corporation and to make such rules and regulations therefore not inconsistent with law, with the Articles of Incorporation or with these Bylaws, as they may deem best.
- (c) To adopt, make and use a corporate seal and to alter the form of such seal from time to time as they may deem best.
- (d) To borrow money and incur indebtedness for the purposes of the Corporation and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefore.
- (e) To the extent permitted by the exempt status of the organization, to carry on a business at a profit and apply any profit that results from the business activity to any activity in which it may legally engage.

**Section 4.2. Number of Directors.**

The authorized number of Directors of the Corporation shall be not less than five (5) and not more than eleven (11), with the exact number to be determined from time to time by the Directors until changed by an amendment of the Articles of Incorporation, by an amendment to these Bylaws or by termination of the position(s) referenced in paragraph 4.4. If the position(s) referenced in paragraph 4.4 cease to exist, then automatically the maximum number of Directors of the Corporation shall be reduced correspondingly. The number may be changed by the vote or written assent of a majority of the directors then in office.

**Section 4.3. Selection and Tenure of Office.**

The Founding President and Founding Vice President of Clan Strachan Society, Inc. , shall initially be appointed to the Board of Directors, and shall initially serve for a period of five (5) years and until a successor has been elected and qualified. Thereafter, the President/Director and Vice President/Director shall serve for a period of two (2) years and until a successor has

been elected and qualified. If an annual meeting is not held, or the President/Director and Vice President/Director are not elected at an annual meeting, the said Officers/Directors may be elected at any special meeting of members held for that purpose.

All Directors, other than the President, Vice President or Honorary Emeritus Director, shall initially be appointed to the Board of Directors and shall initially serve for a period of four (4) years and until a successor has been elected and qualified, and thereafter shall serve for a period of two (2) years and until a successor has been elected and qualified. If an annual meeting is not held, or the Directors are not elected at an annual meeting, the Directors may be elected at any special meeting of members held for that purpose.

#### **Section 4.4 Emeritus Directors.**

Emeritus Director status shall be granted to the Founding President, Founding Vice President, Founding Secretary and Founding Membership Secretary (the “Founding members”). In addition, there shall be a maximum of 2 Honorary Emeritus Directors.

##### **(1) Director Emeritus:**

The Board of Directors shall upon retirement of, or the removal of (either voluntary or involuntary) a Founding member shall bestow upon that Founding member of Clan Strachan Society, Inc. the title of Director Emeritus and the recipient shall hold said title for life. Said Director Emeritus shall be invited to participate in all proceedings of the Board of Directors and may have a vote in said proceedings. (The position being provided for in section 4.2 referenced above). The Emeritus positions shall be included when calculating the maximum number of Board of Directors) The Director Emeritus status is not subject to the vote of the board of directors or the membership, but shall pass automatically.

##### **(2) Honorary Emeritus Directors:**

The “STRACHAN” of the “STRACHAN”s, **or** the appointed Commander of Clan “STRACHAN”, **or** the Official Representer of Clan “STRACHAN”, **or** the Chief of Clan “STRACHAN”, as recognized by the Court of the Lord Lyon ( The “**Official Clan Representative**”), shall be designated as an Honorary Emeritus Director of Clan “STRACHAN” Society, Inc. The spouse of the current “Official Clan Representative” may also be designated as an Honorary Emeritus Director. (The above referenced positions being provided for in section 4.2 referenced above). The Honorary Emeritus Director positions shall be included when calculating the maximum number of Board of Directors). The Honorary Emeritus Director status is not subject to the vote of the board of directors or the membership, but shall be vested automatically.

#### **Section 4.5. Qualifications.**

Each Director must be a voting member and have been a member for at least one (1) year immediately prior to election and must believe without reservation in the purposes of the organization. Each Director must have attended and fully participated in at least one official event of the Corporation in the year immediately preceding the election year. In order to qualify for the Offices of President or Vice President, there must be unassailable proof of a direct bloodline connection to Clan Strachan and the individual must be either a life member or an annual member in good standing.

#### **Section 4.6. Vacancies.**

Subject to the provisions of Corporations Code section 5226, any Director may resign effective on giving written notice to the President or the Secretary of the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation.

If the resignation is to take effect at some future time, a successor may be selected before that time, to take office when the resignation becomes effective.

Vacancies in the Board of Directors shall be filled in the same manner as the Director or Directors whose office is vacant was selected, provided that vacancies to be filled by election by Directors may be filled by a majority of the remaining Directors, although less than a quorum, or by a sole remaining Director. Each Director so elected shall hold office until the expiration of the term of the replaced Director and until a successor has been named and qualified.

A vacancy or vacancies in the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any Director, or if the authorized number of Directors be increased, by any provision other than section 4.4 above.

The Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty arising under the California Non-Profit Public Benefit Corporation Law. [ Corp C §§ 5230 et seq.]

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

#### **Section 4.7. Removal of Directors.**

A Director may be removed from office if any of the following has been found to have occurred:

- (a) The Director misses six (6) or more consecutive board meetings or six (6) meetings in a calendar year without cause.
- (b) A conflict of interest is found to exist between the Director and the Corporation.
- (c) The Director is found to have engaged in activities that are directly contrary to the interests of the Corporation.
- (d) The Director is found to be engaged in the misrepresentation of the Corporation and its policies to outside third parties, either willfully, or on a repeated basis.
- (e) A majority of Board of Directors who meet the qualifications set forth in Section 4.4 determine that the Director has not continued to meet these qualifications.

Before any removal occurs, the Director will be advised of the allegation and the basis for the allegation, and will be given an opportunity to present any contrary evidence or explanation he or she may have to the Board of Directors. Removal must be by a majority vote of all the Directors.

#### **Section 4.8. Place of Meetings.**

Notwithstanding anything to the contrary provided in these Bylaws, any meeting (whether regular, special, or adjourned) of the Board of Directors of the Corporation may be held at any place within or without the State of California that has been designated for that purpose by resolution of the Board of Directors or by the written consent of all the members of the Board of Directors.

#### **Section 4.9. Regular Meetings.**

Regular meetings of the Board shall be held without call or notice immediately after the adjournment of each annual meeting of members.

**Section 4.10. Special Meetings.**

Special meetings of the Directors may be called at any time by order of the President or of two or more of the Directors.

**Section 4.11. Notice of Special Meetings.**

Special meetings of the Board shall be held on four days notice by first class mail or a forty-eight hour notice given personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means. The notice shall be addressed or delivered to each Director or at the Director's address as it is shown on the records of the Corporation or as may have been given to the Corporation by the Director for purpose of notice or, if the address is not shown on the records or is not readily ascertainable, at the place at which the meetings of the Directors are regularly held.

**Section 4.12. Quorum.**

Except as otherwise provided in these Bylaws, a majority of the authorized number of Directors shall constitute a quorum except when a vacancy or vacancies prevents a majority, whereupon a majority of the Directors in office shall constitute a quorum, provided a majority shall constitute either one third of the authorized number of Directors or at least two Directors, whichever is larger, or unless the authorized number of Directors is only one. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Except as the Articles of Incorporation, these Bylaws and the California Non-Profit Public Benefit Corporation Law may provide, the act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors.

**Section 4.13. Participation in Meetings by Conference Telephone.**

Members of the Board of Directors may participate in a meeting through use of conference telephone, electronic video screen communications, or other communications equipment, so long as all members participating in the meeting can communicate with all of the other members concurrently, each member is provided the means of participating in all matters before the Board of Directors, including the capacity to propose, or to interpose an objection, to a specific action to be taken, and the Corporation adopts and implements some means of verifying that the person communicating by telephone, electronic video screen, or other communications equipment is a Director entitled to participate in the board meeting, and that all statements, questions, actions, or votes were made by that Director and not by another person not permitted to participate as a Director.

**Section 4.14. Waiver of Notice.**

Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting

or at its commencement, the lack of notice to the Director. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

**Section 4.15. Adjournment.**

A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 24 hours, notice of any adjourn to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

**Section 4.16. Action Without Meeting.**

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to the action. The consent or consents shall have the same effect as a unanimous vote of the Directors and shall be filed with the minutes of proceedings of the Board of Directors.

**Section 4.17. Rights of Inspection.**

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind, and to inspect the physical properties of the Corporation of which the person is a Director, for a purpose reasonably related to the person's interest as a Director.

**Section 4.18. Official Board Committees.**

Committees of the Board of Directors may be appointed by resolution passed by a majority of the whole Board of Directors. Committees shall be composed of two or more members of the Board of Directors, and shall have the powers of the Board of Directors as may be expressly delegated to it by resolution of the Directors, except with respect to:

- (a) The approval of any action for which the California Non-Profit Public Benefit Corporation Law also requires members' approval (must be approved by the Board as a whole);
- (b) The filling of vacancies on the Board of Directors or on any committee;
- (c) The fixing of compensation of the Directors for serving on the Board of Directors or on any committee;
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- (e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) The appointment of other committees of the Board of Directors or the members thereof;
- (g) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; or
- (h) The approval of any self-dealing transaction, as these transactions are defined in Corporations Code section 5233.

Any committee may be designated an Executive Committee or by another name as the Directors shall specify. The Directors shall have the power to prescribe the manner in which proceedings of any committee shall be conducted. In the absence of a prescription, the committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Directors or the committee shall otherwise provide, the regular and special meetings and other

actions of any committee shall be governed by the provision of this Article applicable to meetings and actions of the Directors. Minutes shall be kept of each meeting of each committee.

**Section 4.19. Fees and Compensation.**

Directors, as such, shall not receive compensation for their services as Directors. Directors may receive a reasonable allowance for personal services actually rendered pursuant to resolution passed by a majority vote at a regular or special meeting of the members and/or reimbursement for expenses as may be fixed or determined by the Board.

**ARTICLE 5. OFFICERS**

**Section 5.1. Officers of the Corporation.**

The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer/Chief Financial Officer and a Membership Secretary. The Corporation may also have, at the discretion of the Board of Directors, other officers as may be appointed in accordance with the provisions of Section 5.3 of this Article. One person may hold two or more offices, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President.

**Section 5.2. Election.**

The Secretary, Treasurer/Chief Financial Officer and Membership Secretary of the Corporation, shall be chosen bi-annually by, and shall serve at the pleasure of, the Board of Directors, subject to the rights, if any, of an officer under any contract of employment. Each officer shall hold his or her office until he or she resigns, is removed, or becomes otherwise disqualified to serve, or until his or her successor is elected and qualified.

**Section 5.3. Subordinate Officers.**

The Directors may appoint, and may empower the President or Vice President to appoint, other officers as the business of the Corporation may require, each of whom shall hold office for a period, have the authority, and perform the duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

Subordinate officer may include but are not limited to; Newsletter editor, Regional Commissioner(s), Genealogist, Corporate Counsel and others that may be necessary to achieve the goals of the Society.

**Section 5.4. Removal and Resignation.**

Any officer may be removed, either with or without cause, by a majority of the Directors at the time in office, at any regular or special meeting of the Board, or except in case of an officer chosen by the Board of Directors, by any officer on whom the power of removal may be conferred by the Board of Directors.

Any officer may resign at any time, without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party, by giving written notice to the Directors, to the President, or to the Secretary of the Corporation. The resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice; and, unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

**Section 5.5. Vacancies.**

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the Bylaws for regular election or appointment to the office, provided that the vacancies shall be filled as they occur and not on an annual basis.

**Section 5.6. Inability to Act.**

In the case of absence or inability to act of any officer of the Corporation and of any person herein authorized to act in his or her place, the Directors may from time to time delegate the powers or duties of the officer to any other officer, or any Director or other person whom the Directors may select.

**Section 5.7. President.**

The President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the activities and Officers of the Corporation. The President shall be *ex-officio* a member of all the standing committees, including the Executive Committee, if any, and shall have the general powers and duties of management usually vested in the office of a President of a corporation, and shall have other powers and duties as may be prescribed by the Directors or the Bylaws.

**Section 5.8. Vice President.**

In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform other duties as from time to time may be prescribed for him/her respectively by the Directors or the Bylaws.

**Section 5.9. Secretary.**

The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or other place as the Directors may order, of all meetings of the members, and the Directors and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice of the meeting given, the names of those present at the meetings, and the proceedings. The Secretary shall keep, or cause to be kept, at the principal office in the State of California, the original and a copy of the Corporation's Articles and Bylaws, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Directors and any committees of the Directors required by these Bylaws or by law to be given, shall keep the seal of the Corporation, if authorized in the bylaws, in safe custody, and shall have other powers and perform other duties as prescribed by the Directors.

The Secretary shall also keep, or cause to be kept, a book of minutes at the principal office or other place as the Board may order, of all meetings of the members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice of the meeting, the names of those present at meetings, and the proceedings. The Secretary shall give, or cause to be given, notice of all meetings of the members required by these Bylaws.

### **Section 5.10. Membership Secretary**

The Membership Secretary shall keep or cause to be kept, at the principal office of the Corporation, a membership register, or a duplicated membership register, showing the names of the members and their addresses.

The Membership secretary shall keep or shall cause to be kept, at the principal office or other place as the Directors may order, all membership applications, records of the Clan Roll Call and copies of all issued Membership Certificates. The Membership Secretary is responsible for the issuance of Original Membership Certificates and account numbers to members. The Membership Secretary shall maintain a listing of all members which includes all current information such as names, addresses, telephone numbers, birthdates, email addresses and copies of any substantiating documentation requested by the Society. The Membership Secretary is responsible for maintaining a Clan directory and a newsletter distribution list.

### **Section 5.11. Treasurer and Chief Financial Officer.**

The Treasurer shall be the Chief Financial Officer of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation. The books of account shall at all reasonable times be open to inspection by any Director.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Directors, shall render to the President and the Directors, whenever they request it, an account of all of his or her transactions and of the financial condition of the Corporation, and shall have other powers and perform other duties as may be prescribed by the Directors.

The Treasurer shall serve as the Chairman of the Budget committee and prepare an annual budget, which must be approved by the board of Directors.

The Treasurer must provide an annual financial statement which shall be published in the Official Newsletter of the Clan Strachan Society Inc. The prior years annual financial statement must be published no later than the 1st quarterly edition of the following years newsletter. If the Newsletter is published monthly rather than quarterly, then the prior years annual financial statement must be published no later than the following March edition of the newsletter.

- (a) In the event the treasurer is absent for a period of time which exceeds 30 days, becomes disabled, resigns, is removed from office or is otherwise unable to perform his/her duties, the then presiding President of Clan Strachan Society Inc. will be granted temporary signature privileges by the Directors until the return of the Treasurer or until a successor has been elected and qualified.
- (b) The Treasurer must be of good moral character, must maintain good standing in the Society and must not be guilty of any felony or of any crime of moral turpitude.
- (c) As ordered by the Directors, the Treasurer will be required to deposit monies or other valuable in an escrow account maintained by a neutral third party, a client trust account maintained by an attorney licensed in the State of California or a trust account maintained by a Certified Public Accountant licensed in the State of California for the Benefit of the Society "Building Fund". The Building Fund will be used for the sole purpose of acquiring land or buildings in Scotland or Ireland which has relevance to the needs and objectives of the Society. Any withdrawals

from the Building fund for purposes other than the acquisition of land or buildings in Scotland or Ireland must be approved by a unanimous vote of the Directors.

**Section 5.12. Salaries.**

Officers shall not receive compensation for their services as Officers. Officers may receive a reasonable allowance for personal services actually rendered pursuant to resolution passed by a majority vote at a regular or special meeting of the members and/or reimbursement for expenses as may be fixed or determined by the board.

**ARTICLE 6. OTHER PROVISIONS**

**Section 6.1. Endorsement of Documents; Contracts.**

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing, and any assignment or endorsement thereof, executed or entered into between this Corporation and any other person, when signed by any one of the President, the Vice President, the Secretary or the Treasurer of this Corporation shall be valid and binding on this Corporation in the absence of actual knowledge on the part of the other person that the signing Officers had no authority to execute the same.

The Directors, except as otherwise provided in the Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. This authority may be general or confined to specific instances. Unless so authorized by the Directors, and except as provided in this Section, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

**Section 6.2. Construction and Definitions.**

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Non-Profit Corporation Law [ Corp C §§ 5000 et seq.] and in the California Non-Profit Public Benefit Corporation Law [ Corp C §§ 5110 et seq.] shall govern the construction of these Bylaws.

**Section 6.3. Amendments.**

These Bylaws may be amended by repeal and new and additional Bylaws may be made from time to time by a majority of the members, or by the written assent of the members. Subject to right of the members to amend or repeal, these Bylaws (other than a Bylaw or amendment of the Bylaws changing the authorized number of Directors) may be amended or repealed by the Directors in the exercise of the power granted to the Directors in these Bylaws.

**Section 6.4. Record of Amendments.**

Whenever an amendment or new Bylaw is adopted, it shall be copied in the Book of Minutes with the original Bylaws, in the appropriate place. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in the Book.

## **ARTICLE 7. RECEIPT, INVESTMENT, AND DISBURSEMENT OF FUNDS**

### **Section 7.1.**

The Corporation shall receive all monies, other properties, or both monies and properties, transferred to it for the purposes for which the Corporation was formed (as shown by the Articles of Incorporation). However, nothing contained herein shall require the Directors to accept or receive any money or property of any kind if it shall determine in its discretion that receipt of the money or property is contrary to the expressed purposes of the Corporation as shown by the Articles.

### **Section 7.2.**

The Corporation shall hold, manage and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of this Corporation.

### **Section 7.3.**

No disbursement of Corporation money or property shall be made until it is first approved by the President of the Corporation or by the Treasurer or by the Directors. However, the Directors shall have the authority to appropriate specific sums to fulfill the objects and purposes for which the Corporation was formed and to direct the officers of the Corporation from time to time to make disbursements to implement the appropriations.

### **Section 7.4.**

All checks, drafts, demands for money and notes of the Corporation, and all written contracts of the Corporation shall be signed by the Treasurer or the officer or officers, agent or agents, as the Directors may from time to time by resolution designate.

## **ARTICLE 8. CORPORATE RECORDS AND REPORTS**

### **Section 8.1. Records.**

The Corporation shall maintain adequate and correct accounts, books and records of its business and properties. All these books, records, and accounts shall be kept at the Corporation's principal place of business in California, as fixed by the Directors from time to time.

### **Section 8.2. Inspection of Books and Records.**

The membership register or duplicate membership register, the books of account, and minutes and proceedings of the members and the Directors, and of executive committees of the Directors of this Corporation shall be open to inspection on the written demand of any member at any reasonable time, for a specifically stated purpose reasonably related to his or her interests as a member, and shall be exhibited at any time when required by the demand of any members' meeting.

Every Director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the Corporation, and also of its subsidiary organizations, if any.

**Section 8.3. Certification and Inspection of Bylaws.**

The original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall be open to inspection by the members and Directors of the Corporation at all reasonable times during office hours.

**ARTICLE 9. DISSOLUTION**

On dissolution of this Corporation, the Directors shall cause the Corporation's assets to be distributed to another Corporation with purposes similar to that identified in the Articles of Incorporation, and Article 2 of these Bylaws.

**CERTIFICATE OF SECRETARY**

I, the undersigned, being the Secretary of Clan "STRACHAN" Society, Inc., hereby certify that the above Bylaws consisting of sixteen (16) pages were adopted as the Bylaws of this Corporation pursuant to the unanimous vote of the Directors in a regularly called meeting, effective April 6, 2006. These Bylaws are, as of the date of this certification, the duly adopted and existing Bylaws of Clan Strachan Society, Inc..

IN WITNESS WHEREOF, I have set my hand this April 6, 2006.

\_\_\_\_\_  
Margaret Strachan, Secretary.