

**NON-PROFIT BYLAWS
OF
CLAN FRASER SOCIETY OF NORTH AMERICA®, INC.
Rev 1**

PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of 1993 and the Articles of Incorporation of Clan Fraser Society of North America®, Inc. (CFSNA®, Inc.). In the event of a direct conflict between the provisions of these Bylaws and the mandatory provisions of the North Carolina Nonprofit Corporation Act of 1993 (North Carolina General Statutes, Chapter 55A), said Nonprofit Act shall be the prevailing controlling law. In the event of direct conflict between the provisions of the Bylaws and Articles of Incorporation of CFSNA® Inc., it shall be these Bylaws which shall be controlling.

ARTICLE 1 – NAME

The legal name of the Non-Profit Corporation shall be known as Clan Fraser Society of North America®, Inc., and shall herein be referred to as the “Society”.

ARTICLE 2 – PURPOSE

The general purposes for which this Society has been established are as follows:

As an organization established for and with its membership limited to members of the Fraser Clan/Family, the Society is established within the meaning of IRS Publication 557, Section 501(c)(7) Organization of the Internal Revenue Code of 1986, as amended (the “Code”) or the corresponding section of any future federal tax code and shall be operated exclusively as a social organization to promote educational, historical, patriotic and benevolent activities. Its aims shall be to: (1) promote the general interest of kinship and comradeship among the members of the Clan throughout North American and the Clan Fraser in Scotland; (2) to collect and preserve literary, historical, and genealogical records, documents, and relics relating to the Clan and to Scotland; (3) to mark, with plaques and statuary, historical battle sites in Scotland and North America where members of Clan Fraser have gained undying fame; (4) to honor our Scottish heritage and to inspire among our member families and their descendants the pride and spirit of our Scottish ancestors; (5) to gather for the purpose of promoting our Scottish heritage to Clan members and others; and (6) to create and promulgate specific scholarship funds for the pursuit of Scottish studies which are consistent with the principles of the Clan Fraser Society of North America®, Inc..

In addition, this Society has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Society shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in the furtherance of its primary non-profit purposes.

The Society shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of North Carolina and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Society. At no time and in no event shall the Society participate in any activities which have not been permitted to be carried out by a Corporation exempt under Section 501(c) of the Internal Revenue code of 1986 (the "Code").

ARTICLE 3 – OFFICES

The principal office of the Society shall be located at 828 North 6th Street, Albemarle, North Carolina.

The Society may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of the Society may find a need for from time to time. The Society will establish offices for five (5) regions defined in Article 13. These offices will be at the addresses of Regional Commissioners as they are appointed. If for any reason no Regional Commissioner is appointed, the office for the affected region will be the address of the Vice-Chairperson.

ARTICLE 4 – EMBLEMS

Emblems

(A) The badges of the Society shall be the crest badges of the Frasers of Saltoun and the Frasers of Lovat.

(B) The use and display emblems unique to the society shall be limited to the members of the Society in accordance with the regulations to be promulgated by the Board.

ARTICLE 5 – DEDICATION OF ASSETS

The properties and assets of the Society are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Society, on dissolution or otherwise, shall inure to the benefit of any person or any member, director, or officer of this Society. On liquidation or dissolution, all remaining properties and assets of the Society shall be distributed and paid over to an organization dedicated to non-profit purposes, which has established its tax-exempt status pursuant to Section 501(c) of the Code, identified by the Board of Directors.

ARTICLE 6 – MEMBERS

Persons meeting the following requirements shall be eligible for membership in CFSNA®. Membership shall consist of:

Regular Members/Life Members

Regular Members are those bearing the surnames of Fraser in all its spellings and variations and those who are descendants of an ancestor bearing the name Fraser or sept of Fraser. They and through them, their spouses, and descendants are eligible to participate in all events and activities

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and may hold office in the Society. Regular members may apply for Life Membership as defined in Article 7.

Honorary Members

Honorary Members are those persons who have rendered special service to the Society or who have otherwise distinguished themselves. They and through them, their spouses, and dependent children are eligible to participate in events and activities, but shall not have a vote either on the Board of Directors or in a general election of the Society. Honorary members shall be exempt from payment of regular dues. The number of Honorary members shall not exceed ten. The Board of Directors shall be the sole determining committee for accepting and approving Honorary members.

Associate Members

Those persons not of the surname of Fraser or its septs but who have a legitimate interest in the purposes and objectives of the Society. They shall be proposed and accepted in the same manner as Regular members and shall pay dues. Associate members shall not have a vote either on the Board or in a general election of the Society. Associate may not serve in positions that are considered at the Board level based on these bylaws.

ARTICLE 7 – DUES

Dues

Dues are payable at the time of submission of application for membership and annually thereafter on the anniversary of membership. Non-receipt of dues within 3 months of the due date shall result in membership termination and the person will no longer be considered a member in good standing. Discretion shall be exercised, if mitigating circumstances are brought to the attention of the Board of Directors.

Dues for a member will include their spouse and all dependent children (per IRS definition).

Adjustments to Dues Amount

Board of Directors, prior to the annual meeting, will determine the amount for dues subject to approval by a 2/3 majority vote of all members attending the annual meeting and any proxies provided.

Life Membership

Dues for life membership shall be fifteen (15) times the annual dues at the time of life membership application. Current Regular members in good standing may at any time apply to become life members. Family Life memberships will include the spouse and also dependent children only for the period they are considered dependents (per IRS definition). Life memberships will be subject to approval by the Board. Total life memberships will not exceed 15% of the total membership. Life membership may be bestowed by the Board, at no cost to the

individual, for anyone that they deem has made a significant contribution to the success of the society and its purpose.

ARTICLE 8 – BOARD OF DIRECTORS

General Powers and Responsibilities

The Society shall be governed by a Board of Directors (the “Board”), which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the North Carolina Nonprofit Corporation Act of 1993 (North Carolina General Statutes, Chapter 55A). The Board shall establish policies and directives governing business and programs of the Society and shall delegate to the Chairperson and other elected officers, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

Number and Qualifications

The Board shall have up to ten (10), but no fewer than five (5), voting Board members. The Board will consist of the five (5) elected officers, Chairperson, Vice-Chairperson, Membership Secretary, Recording Secretary, and Treasurer. The remaining five (5) Board members will consist of Regional Commissioners appointed by the Chairperson and approved by the Board. The number of Board members may be increased beyond ten (10) members by the affirmative vote of a simple majority of the then serving Board of Directors, but will never be allowed to be less than five (5).

Duties of Elected Officers and Appointed Commissioners

(A) Chairperson (elected), who will be the chief executive officer responsible for the overall operation of the Society. In the event of a vacancy in any office, for any reason, the Chairperson will appoint a member to fill the vacant position for the remainder of the regular term of office.

(B) Vice Chairperson (elected), who will perform such duties and exercise such powers as may be determined by the Board. In the event of the absence or disability of the Chairperson, the Vice Chairperson will act as Chairperson. In the event of a vacancy in the office of the Chairperson by resignation, death, or other reasons, the Vice Chairperson will automatically succeed to the Chair. The Vice Chairperson will have responsibility for the process for appointing Conveners and for maintaining policies and consistency of documentation required for convening events under CFSNA® Inc.

(C) Membership Secretary (elected), who will keep a full and accurate database of active members of the Society, collect dues for new members and renewals and promptly pay them over to the Treasurer, and maintain any correspondence related to the membership process.

(D) Recording Secretary (elected), who will keep full and accurate records of all transactions of the Society, including all requirements of Article 14, maintain correspondence relating to Society business other than membership correspondence, and exercise other duties assigned by the Chairperson.

(E) Treasurer (elected), subject to conditions and restrictions as may be made by the Board of Directors, will have custody of all monies, debts and obligations belonging to the Society.

The Treasurer has authority to incur obligations, debts or other liabilities for expenditures detailed in the annual budget previously approved by the Board of Directors. Any expenditure over and above budgeted amounts for any budget line item and non-budgeted items must have approval of the Board of Directors.

The Treasurer shall receive all monies of the Society and deposit it in the Society's bank account. The Treasurer shall make all payments of the Society debts upon approval of the Board of Directors

All contracts, checks, drafts, notes or other orders for payment of money shall be signed and issued in the name of the Society by the Treasurer after receiving email concurrence from the Chairperson, or, in the event the Chairperson is unavailable, the Vice Chairperson

The Treasurer shall give a detailed, by line item report on the financial status of the Society at the first quarter Board of Directors meeting and shall provide a summary of previous balance, revenue, expense and current balance for publication in the Nessie Newsletter following approval of the Board of Directors. The annual, detailed financial report delivered to the Board at Board of Directors meetings will constitute an "audit" by the Board of Directors

The Treasurer is responsible, with support from the Board of Directors, for maintaining the records documenting the Not-For-Profit status of the Society and for submission of all reports and filings to local, state and Federal tax collection agencies. These records include the Society's accounts in spreadsheet format, Certification of Incorporation as a Not for Profit Organization in the State of North Carolina, the Society's Bylaws, the Society's IRS-assigned Employment Identification Number (85-1027654)

(F) Regional Commissioners (appointed), who are the appointed representatives of CFSNA® Inc. for the designated region. The Regional Commissioner is responsible for the overall coordination of all activities within the region and will serve as the point of contact, reporting to the Vice Chairperson, in support of conveners within the region and will also support the Chairperson on any regional administrative issues not related to conveners. They are responsible for keeping abreast of issues affecting the Scottish Community in general, and specifically the CFSNA® Inc., within their region. At the national level, the Regional Commissioners will serve as voting members of the Board of Directors. The Regional Commissioners are appointed by the CFSNA® Inc. Chairperson with approval by the Board of Directors. If for any reason a region does not have an appointed Regional Commissioner, the Vice Chairperson will serve in the role for that region. These positions do not have associated terms and may continue serving until such time as the appointee resigns or is removed by the Chairperson.

Other Appointed Positions

At the pleasure of the Chairperson additional positions may be appointed to facilitate the operation of CFSNA® Inc. Such positions may include, Webmaster, Nessie (newsletter) Editor, Facebook Administrator, etc. The appointees to these positions will be ex officio (non-voting)

members of the Board. Appointment will be made in writing by the Chairperson and approved by the Board. These positions do not have associated terms and may continue serving until such time as the appointee resigns or is removed by the Chairperson.

Board Compensation

The Board shall receive no compensation; however, expenses as established in separate written policy by the Board shall be paid.

Board Elections

The Nominating Committee shall present nominations for new and renewing Board members no later than August 1. Nominations from the Nominating Committee shall be made known to the Board via email before nominations are made and voted. The Board will verify that all nominees are members in good standing of CFSNA®, Inc. The nominees will be provided by the Board to the CFSNA®, Inc. membership via email and the membership shall vote by return email. Each officer will be elected based on a simple majority of votes received. Voting will commence October 1 and complete December 1 with terms commencing January 1 of the year following the election.

Term of Board

Each officer elected to the Board by the membership shall serve for a term of two (2) years. Election of Chairperson and Membership Secretary, will be held on odd numbered years. Election of Vice-Chairperson, Recording Secretary, and Treasurer will be held on even numbered years. All Officers can serve up to two (2) consecutive terms of two (2) years each. No one person will be allowed to hold more than one (1) elected Office at a time. In the event of a vacancy in an elected Office, the Chairperson will appoint an interim Officer to serve for the remainder of the position's term.

Vacancies

A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

- a) The death, resignation, or removal of any director;
- b) An increase in the authorized number of directors; or
- c) The failure of the membership, during the annual election process, to elect the full authorized number of directors.

Any vacancy on the Board may be filled by vote of the majority of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Resignation

Each Board member shall have the right to resign at any time upon written notice to the Chairperson of the Board or Recording Secretary of the Board. The notice shall be provided via hand delivery, regular mail, email, or fax. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

Removal

A Board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of the majority of the then-serving Board members.

Meetings

The Board's regular meetings may be held at such time and place as shall be determined by the Board. Any Board member may call a special meeting of the Board with thirty (30) days written notice provided to each member of the Board. The notice shall be served upon each Board member via hand delivery, regular mail, email, or fax. Meetings may be held in person, via telephone conferencing, web conferencing, other electronic means, or any combination of these.

Minutes

The Recording Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Recording Secretary is unavailable, the Chairperson of the Board shall appoint an individual to act as Recording Secretary at the meeting. The Recording Secretary, or the individual appointed to act as Recording Secretary, shall prepare the minutes of the meetings, which shall be placed in the minutes file. A copy of the minutes shall be delivered to each Board member via either regular mail, hand delivered, emailed or faxed within fifteen (15) calendar days after the close of each Board meeting.

Quorum

At each meeting of the Board of Directors or Board Committees, the presence of a simple majority of the voting members (excludes ex officio members) shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the Chairperson of the Board shall be the deciding vote. The act of the majority of the Board members serving on the Board or Board Committees and present at a meeting in which there is a quorum shall be the act of the Board or Board Committees, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committees if during the meeting he or she is present via telephone or web conferencing with the other Board members participating in the meeting.

Voting

Each Board member shall only have one vote. Ex officio members of the Board will not be voting members.

Proxy

Board members shall not be allowed to vote by written or verbal proxy.

Board Member Attendance

An elected Board member who is absent from three (3) consecutive meetings of the Board shall be encouraged to reevaluate with the Chairperson of the Board his/her commitment to the Society. The Board may deem a Board member who has missed four (4) consecutive meetings without such a reevaluation with the Chairperson to have resigned from the Board.

ARTICLE 9 – COMMITTEES

Appointment of Committees

The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, designate advisory committees as necessary to evaluate identified issues and provide recommendations for action by the Board. CFSNA® Inc. has no standing committees, but rather committees that are appointed and convened when deemed necessary by the Board. Examples of these committees would be the Nominating Committee and Bylaws Review Committee.

Meetings and Actions of Committees

Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article 6 – Board of Directors of these Bylaws concerning meetings and actions. Minutes shall be kept of each meeting of any committee and shall be filed with the Recording Secretary to be included in Society records. Upon completion of the assigned task, the committee will be dissolved.

ARTICLE 10 - CONVENERS

Convener Responsibilities

The Conveners for CFSNA® Inc. are responsible for coordinating the representation of the Society at each single event; however, each Convener may convene multiple events within the assigned area. Conveners are appointed by Regional Commissioner (or the Vice Chairperson if there is no Regional Commissioner for the region) for the assigned area. The Convener must be a member in good standing. Any individual that fails to fulfill their responsibilities as Convener or is no longer a member in good standing, may be removed as convener by mandate of the CFSNA® Inc. Chairperson, the Board of Directors, or the Regional Commissioner.

Convener Reimbursement

Conveners will be eligible for reimbursement of certain expenses associated with convening an event for CFSNA® Inc. upon submission of such expenses to the Treasurer. The specific expenses eligible for reimbursement will be defined in writing by the Board under a separate policy.

ARTICLE 11 – ANNUAL GENERAL MEETING

Scheduling the Annual General Meeting

This meeting of the whole of the Society will be held in conjunction with a major Highland Games or similar event. The location will be selected by the Board of Directors and will be held in a different region or state each year if deemed advisable by the Board. The Society representatives responsible for that state or region will act as host to the whole of the Society. The location and time of the meeting will be published in the Nessie at least 60 days prior to the meeting.

Order of Business

The order of business at all meetings of the Society will be as follows:

- a) Call to order
- b) Reading of minutes
- c) Reports
- d) Old Business
- e) New Business
- f) Announcements
- g) Adjournment

Quorums

A quorum of the Annual General Meeting shall consist of those in attendance.

ARTICLE 12 – ELECTIONS AND VOTING

Election Eligibility

Only Regular Members in good standing may be nominated or elected to Office. Nominees for Office will be those proposed by the Nominating Committee in consultation with Board. To be nominated for Office an individual must have been a member of the Society for at least one (1) year. Proposed nominees for the Executive slate must accept the nomination in writing. Slated candidates will be submitted for membership approval on a ballot with space provided for write-ins.

Election of Officers of the Board of Directors

Elected Officer positions as defined in Article 8 will be elected by ballots emailed to the Regular Members on the current membership list. Terms of office will be two (2) years commencing at the beginning of the following fiscal year. Election of Chairperson and Membership Secretary will be held on odd numbered years. Election of Vice-Chairperson, Recording Secretary, and Treasurer will be held on even numbered years. All Officers can serve up to two (2) consecutive terms of two (2) years each. No one person will be allowed to hold more than one (1) elected Office at a time. In the event of a vacancy in an elected Office, the Chairperson will appoint an interim Officer to serve the remainder of the position's term.

Voting

Only Regular Members in good standing may vote in the election of Officers or on other matters that the membership or the Chairperson may decide to put before the general membership. Voting will be by emailed ballot and return email response. Dependent members (under 18 years) have no voting rights. The candidate with the most votes will be elected; the issue with the most votes will carry. The Nominating Committee will be in charge of the election with the Chairperson as an ex-officio member. The results of the vote will be published in the next newsletter.

ARTICLE 13 – REGIONS

CFSNA® Inc. has established five (5) regions. These regions include Northeast (Maine, Delaware, New Hampshire, Vermont, Massachusetts, Rhode Island, Maryland, Connecticut, New York, New Jersey, Pennsylvania, Eastern Canadian Provinces of Ontario, Quebec, New Brunswick, Nova Scotia, and Prince Edward Island), Southeast (South Carolina, Virginia, Washington DC, West Virginia, North Carolina, Mississippi, Alabama, Kentucky, Arkansas, Tennessee, Florida, Georgia, Louisiana, Oklahoma, Texas), Northwest (Washington, Oregon, Idaho, Montana, Wyoming, Alaska, Western Canadian Provinces of British Columbia and Alberta), and Southwest (California, Nevada, Utah, Arizona, Colorado, New Mexico, Hawaii), and Midwest (North Dakota, South Dakota, Nebraska, Kansas, Minnesota, Iowa, Missouri, Wisconsin, Illinois, Indiana, Michigan, Ohio).

ARTICLE 14 – STANDARD OF CARE

Procedures and Records

All minutes of Board meetings and Committee meetings shall contain the names of the persons who were present for discussions and any votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to the proposed transaction or arrangement, and a record of any vote taken in connection with the proceedings. For the annual membership meeting the names of the Board members present shall be included as well as the information identified above for any discussion or votes conducted by the full membership. It is not necessary to include all members in attendance; however, if proxies are used in conjunction with the vote(s), the names and votes of those members will be included.

Indemnification

To the fullest extent permitted by law, the Society shall indemnify its “agents”, as described by law, including its directors, officers, and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding” and including any action by or in the right of the Society, by reason of the fact that the person is or was a person as described in the North Carolina Nonprofit Corporation Act. Such right of indemnification shall not be deemed exclusive of any right to which such persons may be entitled apart from this Article.

ARTICLE 15 – RECORDS AND REPORTS

Maintenance and Inspection of Articles and Bylaws

The Society shall keep at its principal office the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times.

Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

The Society shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent of required law.

Maintenance and Inspection of Other Corporate Records

The Society shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees. All such records shall be kept at a place or places as designated by the Board, or in the absence of such designation at the principal office of the Society. All records will be kept in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each officer or agent of the Society shall turn over to his or her successor or the Chairperson of the Board, in good order, such organization monies, books, records, minutes, lists, documents, contracts or other property of the Society as have been in custody of such officer or agent during his or her term of office.

ARTICLE 16 – EXECUTION OF SOCIETY CONTRACTS

Execution of Society Contracts

The Board of Directors may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any Society contract, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Society.

All checks and drafts drawn on banks or other depositories on funds to the credit of the Society, or in special accounts of the Society, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

Contracts

Without the express and specific authorization of the Board, no officer or other agent of the Society may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society. Without the express and specific authorization of the Board, no officer or other agent of the Society may enter into any contract or execute and deliver any instrument in the name of and behalf of the Society.

ARTICLE 17 – FISCAL YEAR

The fiscal year for this Society shall be January 1 to December 31.

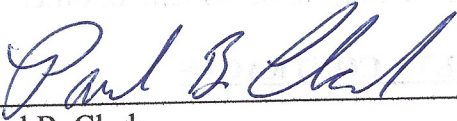
ARTICLE 18 – AMENDMENTS AND REVISIONS

These Bylaws may be adopted, amended, or repealed by the vote of a simple majority of all votes received from the Regular Members of the Society membership. The vote may be conducted in conjunction with the annual meeting or at any time during the year. New Bylaws to be adopted or amendments to existing Bylaws must be presented to the membership via email 60 days prior to the vote and must also be filed with the Recording Secretary. The vote will be conducted in accordance with Article 12 – Elections and Voting.

CERTIFICATE OF CHAIRPERSON

I, Paul B. Clark, certify that I am the current elected and acting Chairperson of Clan Fraser Society of North America®, Inc., and the above bylaws are the bylaws of this Society as adopted by the Membership on January 15, 2020 and revised as approved by the Membership on October 9, 2022. Text added by Revision 1 is identified by revision line in the left margin on page 5.

EXECUTED on this day, October 9, 2022, in the County of Stanley, in the State of North Carolina.



Paul B. Clark
Chairperson, CFSNA®