

BY-LAWS OF THE NEVADA SOCIETY OF SCOTTISH CLANS
Revised November 10, 2016

ARTICLE I
Name and Headquarters

- Section 1. The name of this non-profit organization is NEVADA SOCIETY OF SCOTTISH CLANS (hereinafter the “Society”).
- Section 2. The Society shall maintain a post office box in the vicinity of Reno or Sparks, Nevada.

ARTICLE II
Purpose and Policies

- Section 1. The purpose of the Society shall be the perpetuation of the ancient customs, literature, music, games, history, and attire of Scotland and its people through education of Society members and the community, and participation in Celtic events and activities.
- Section 2. The Society’s motto shall be *Ancestry - Honor - Friendship*.
- Section 3. No member of the Society shall receive any benefit from the income and assets of the Society.
- Section 4. Society meetings shall follow parliamentary procedures based on *Robert’s Rules of Order*.

ARTICLE III
Board of Directors

- Section 1. The Society shall be directed by the Board of Directors (hereinafter the “Board”) that is composed of Elected Officers, and the Non-Elected Officer identified in Sections 2 and 3 of this Article III. Only members holding full rights and privileges within the Society and in accordance with Section 2 of Article V may serve on the Board. The term of office for each Board member shall be one calendar year (January 1 through December 31), unless modified or terminated in accordance with these By-Laws.
- Section 2. Elected Officers shall be as follows:
- a. Chief: This Elected Officer shall be the presiding Officer of the Society, and
 - (1) Shall be the presiding Officer at all Board and general meetings of the Society;
 - (2) Shall appoint Associates and Committee Chairs identified in Article VIII;
 - (3) May dismiss Associates and Committee Chairs identified in Article VIII who are remiss in attendance or performance of duties;
 - (4) Shall be an ex-officio member of all committees, except for the Nominating Committee; and
 - (5) May, before a Board meeting, grant a Board member an excused absence from that meeting for such reasons as family affairs, work, vacation, illness, and other reasonable excuses.
 - b. Chieftain: This Elected Officer shall plan general meetings of the membership as defined in Section 1 of Article VI.
 - c. Treasurer: This Elected Officer shall maintain the financial records as defined in Article VII.
 - d. Secretary: This Elected Officer shall keep minutes of all Board meetings, record highlights of the general meetings, and process all correspondence.
 - e. Directors: These Elected Officers shall assist in conducting the business of the Society.

- (1) At the discretion of the Nominating Committee, pursuant to Article IV, from three to five Directors shall serve on the Board.

Section 3. Non-Elected Officer shall be as follows:

a. Past Chief: This Non-Elected Officer shall serve as a member of the Board.

- (1) The most recent previous Chief automatically assumes the position of Past Chief.
- (2) If the most recent previous Chief is not able or not willing to serve as the Past Chief, then the Chief shall appoint one of the previous Past Chiefs to serve as the current Past Chief. If none of the previous Past Chiefs are able or willing to serve as the current Past Chief, then the Past Chief position shall remain vacant for the term.

Section 4. A Society member shall not serve on the Board in the same Elected Officer position for more than three consecutive terms of office. The member may be elected again to the same Board position after a one year absence from that position. The one year absence limitation shall not prevent the member from being elected to a different Board position immediately following three consecutive terms of office in another Board position. The position of Treasurer is exempt from this three consecutive term limitation.

Section 5. With majority approval of the Board present, the Chief shall fill vacancies on the Board, other than Chief, by appointment for the duration of the term. A vacancy in the Chief position shall be filled in the following order of succession: Chieftain, Treasurer, Secretary, and Past Chief.

Section 6. Two consecutive absences from Board meetings by an Elected Officer that were not excused by the Chief in accordance with Section 2.a.(5) of this Article III, shall automatically require the Board to evaluate the possible dismissal of the Elected Officer from the Board position in question in accordance to Section 8 of this Article III. Three consecutive absences from Board meetings that were not excused in accordance with Section 2.a.(5) of this Article III, shall automatically result in the dismissal of the Elected Officer in question.

Section 7. The Board may only conduct Society business when a quorum is present. A majority of the Board shall constitute a quorum.

Section 8. Elected Officers who are remiss in attendance or in the performance of their duties may be removed by a two-thirds majority vote of the entire Board.

Section 9. Dismissal of Associates and Committee Chairs by the Chief in accordance with Section 2.a.(3) of this Article III, may be reviewed by the Board and overruled by a majority vote of the Board present.

Section 10. A Board member not in good standing with his or her membership annual dues on September 1, as described in Section 3 of Article VII, shall be dismissed immediately from the Board.

Section 11. The order of succession in Section 5 of this Article III shall apply for an officer standing-in for a temporarily absent Chief.

ARTICLE IV Nomination and Election of the Board

Section 1. In September of each year, the Chief shall appoint a Nominating Committee of three members to propose a slate of Elected Officer candidates for the next calendar year (January through December). The Nominating Committee shall consist of one Board member and two members from the general membership. The Nominating Committee's candidate for Treasurer shall be in compliance with Section 4 of Article III.

Section 2. The Nominating Committee shall present its slate of Elected Officer candidates for the next calendar year at the October general meeting. The election shall take place at the Annual Meeting of the Society.

Section 3. Nominations for Elected Officers shall be open to the general membership at the October general meeting to supplement the slate presented by the Nominating Committee under Section 2 of this Article IV. After

the membership has had a reasonable opportunity to make nominations from the floor at the October general meeting, the nominating process shall be closed by a majority vote of the members present at the October general meeting. No nomination shall be accepted without the prior approval of the person nominated.

- Section 4 A candidate standing for an Elected Officer position may at any time before the election described in section 5, Article IV have his or her name removed from the slate of candidates standing for election. If no other member stands for that position in compliance with either section 1, Article IV or section 3, Article IV, as applicable, then the position shall be considered vacant until filled by the Chief during the new term in compliance with section 3.a.(2), Article III or section 5, Article III, as applicable.
- Section 5. Election of the Elected Officers shall be decided by a majority of the members present at the Annual Meeting of the Society. Election shall be by voice, show of hands, or as directed by the presiding officer. Elected Officer positions that are not contested by another candidate shall be elected as a slate, while contested positions shall be elected individually.
- Section 6. The Chief, if a candidate for a Board position, shall appoint a member of the Society who is not a candidate for a Board position to be the presiding officer over the election described in Section 5 of this Article IV. The Chief, if not a candidate for a Board position, may be the presiding officer.

ARTICLE V Membership

- Section 1. Any person interested in the cultural heritage of Scotland and its people, and who is willing to support the purpose, policies, and these By-Laws of the Society, may join upon application and payment of dues.
- Section 2. Membership categories shall be as follows:
- a. Individual Membership: This annual membership shall consist of an individual, couple or family (includes children) living in the household. An Individual Membership shall hold only one vote in the affairs of the Society, such as elections at the Annual Meeting of the Society, and only one person of the Individual Membership shall vote or hold an elected office in the Society at any given time. Individuals of the same household who do not have voting rights under the Individual Membership may hold separate Individual Membership with all of the privileges associated with such membership.
 - b. Family Membership: This annual membership shall consist of a couple or family (includes children) living in the same household. A Family Membership shall hold two votes in the affairs of the Society, such as elections at the Annual Meeting of the Society, and only two people of the Family Membership shall vote (individually) or hold elected offices in the Society at any given time. Individuals of the same household, who do not have voting rights under the Family Membership, may hold a separate Individual Membership with all of the privileges associated with such membership.
 - c. Benefactor Membership: Privileges of this annual membership are the same as an Individual Membership or Family Membership, except that the Benefactor Membership annual dues are substantially greater than those of the other two memberships. The equivalency of this membership to an Individual Membership or Family Membership shall be determined by the number of people (one or two) in the household of the Benefactor Membership voting in the affairs of the Society or holding an elected office in the Society.
 - d. Honorary Membership: This membership shall consist of an individual who is not a member of the Society, but has performed a significant service in advancing the purpose of the Society as defined in Section 1 of Article II. A person shall be nominated for this membership by a member of the Society and approved by a majority vote of the Board present. Such membership shall not pay dues and shall not have the right to hold an elected office or vote in the affairs of the Society.
 - e. Lifetime Membership: This membership shall consist of an individual who is a member of the Society and has a long history of outstanding service in advancing the purpose of the Society as defined in Section 1 of Article II. A person shall be nominated for this membership by another member of the Society and approved by a two-thirds vote of the entire Board. Such membership shall have all of the privileges of an Individual Membership, but shall not be required to pay membership annual dues.

- f. Names of Benefactor Memberships, Honorary Memberships, and Lifetime Memberships shall be prominently displayed in the Membership Roster published each year in accordance with Section 1.a of Article VIII.

Section 3. The Membership Year shall be for a 12-month period from July 1 through June 30.

ARTICLE VI

Meetings

Section 1. General meetings, also known as Gatherings, of the membership shall be held at a time and place set by the Board, and such time and place shall be published in the Society's newsletter. General meetings shall be open to all members and guests.

Section 2. Board meetings shall be held a minimum of ten times per year with time and place determined by the Board, and such times and places shall be published in the Society's newsletter. Special Board meetings may be held as needed and need not be published in the Society's newsletter. All Board meetings shall be open to members in good standing with dues.

Section 3. The November general meeting shall be known as the Annual Meeting of the Society.

ARTICLE VII

Fiscal and Finance

Section 1. The fiscal year of the Society shall be from July 1 through June 30.

Section 2. Membership annual dues of the Society, which are based on the needs of the Society, shall be determined by the Board. Changes in membership annual dues must be approved by a majority vote of the entire Board and by a majority of the members attending a general meeting. Written notice of the pending vote shall be published in the Society's newsletter from 30 to 60 days prior to the membership vote.

Section 3. New members joining after January 1 shall pay 50 percent of the annual Regular Membership or Family Membership dues for the balance of the first year. Such reduced dues are not available for renewal of a Regular Membership or Family Membership. Dues are payable by July 1 and members in arrears on September 1 shall be removed from the Membership Roster. A notice of membership renewal shall be placed in the Society's newsletter from April through July, and a renewal invoice shall be mailed to each member during the last two weeks of April.

Section 4. The Society shall establish a Memorial Fund for creating and preserving a memorial honoring past members, family, and friends, and for purchasing and maintaining the Society's flags. The design of the memorial shall be at the discretion of the Board in consultation with the membership. The Fund shall be supported primarily with donations from members, but may be supplemented with funds allocated by the Board.

Section 5. During May of each year, a Budget Committee, consisting of the Chief, Chieftain, Treasurer, and another Board member appointed by the Chief, shall formulate a proposed annual budget for the next fiscal year as defined in Section 1 of this Article VII, for approval by a majority of the Board present at the June Board meeting.

- a. The Chief shall be the presiding Officer of the Budget Committee.

- b. The Board may change the annual budget at anytime during the fiscal year by a majority vote of the Board present.

Section 6. The Chief, Chieftain, and Treasurer shall have authority to sign legal documents of the Society and checks for disbursement of Society funds.

Section 7. The Treasurer shall:

- a. Collect and disburse all funds for the Society and present a current financial report at each Board meeting;
- b. Ensure that all IRS forms and related IRS Schedules are accurately completed and filed in a timely manner with the IRS;
- c. Ensure that all necessary insurance papers are timely available for Society events; and
- d. Have the financial records of the Society available for audit at the end of each fiscal year or at anytime requested by the majority of the Board with a four week advance notice.

Section 8. Financial records of the Society shall be available for review by any member of the Society in good standing with dues and after a four week advance notice. Additionally, an annual summary of Society finances shall be presented at the Annual Meeting of the Society.

Section 9. The Board shall have the right to authorize reimbursement for authorized expenses by members incurred on behalf of the Society.

ARTICLE VIII

Standing Committees, Pro tem Committees and Associates

Section 1. Standing Committees shall be as follows:

- a. Membership Committee: This committee shall process all applications and maintain a current Membership Roster to be published annually.
- b. Robert Burns Celebration Committee: This committee shall be responsible for developing a celebration of Robert Burns' birthday. The committee shall be dissolved following completion of the celebration and related business.
- c. Media Committee: This committee shall use the local media to promote the Society and its activities.
- d. By-Laws Committee: This committee, consisting of three to five members, shall be appointed as necessary to meet the requirement of Section 2 of Article IX.

Section 2. Associates shall be as follows:

- a. Editor: This Associate shall be responsible for assembling, printing, and mailing the Society's newsletter, which shall be known as the *Spirit o' the Scots*, to each member at least 10 times per year.
- b. Historian: This Associate shall collect materials relevant to all Society events and maintain them in such a manner to present them at the Annual Meeting of the Society. The Historian shall collect and maintain a repository of all editions of the Society's newsletter.
- c. Genealogist: This Associate, if appointed, shall be available at meetings to advise members interested in tracing their ancestry.
- d. Parliamentarian: This Associate, if appointed, shall assure that Society meetings are conducted according to parliamentary procedures based on *Robert's Rules of Order*.
- e. Chaplain: This Associate, if appointed, shall present Grace at dinner meetings.
- f. Piper: This Associate, if appointed, shall be the Society's Piper.
- g. Quarter Master: This Associate, if appointed, shall maintain the Society's inventory of saleable items and fill orders for such items.

Section 3. The Chief shall establish Pro tem Committees and other Associate positions as necessary.

ARTICLE IX
Amendments and Dissolution

- Section 1. Amendments to these By-Laws shall be researched by the By-Laws Committee, and if deemed necessary by the By-Law Committee, proposed to the Board for approval. Such amendments must be approved by a two-thirds majority vote of the entire Board and a two-thirds majority vote of the members attending the Annual Meeting of the Society. Written notice of the pending vote and the availability of copies of the amendments shall be sent to the membership in the Society's newsletter at least 60 days prior to the membership vote. Copies of the proposed amendments shall be available through electronic distribution (e.g., "e-mail" or the Society's "website") at least 30 days prior to the membership vote and at the October general meeting. Adopted amendments shall take effect immediately, and shall be printed in the next Membership Roster.
- Section 2. By-Laws shall be reviewed and up-dated as necessary, but at least every five years.
- Section 3. Should the Society choose to dissolve, the assets and records shall be disposed of as set forth in the Articles of Incorporation.

ARTICLE X
Parliamentary Authority

- Section 1. These By-Laws were prepared on direction of the Founding Board of Directors, in accordance with the laws of the State of Nevada, June 1982, and subsequently amended, read and approved by the Board and the general membership in accordance with Section 1 of Article IX on November 10, 2016.

Nevada Society of Scottish Clans
Policy No. 1
Financial Benefits

A. Article II, Section 3 of the By-Laws of Nevada Society of Scottish Clans (Society), shall be interpreted as prohibiting the Society from paying members for performing official Society duties, but allowing the Society to purchase items and services from members at or below fair market price.

B. Article VII, Section 10 of the By-Laws of the Society shall be interpreted as allowing Society members to be reimbursed for authorized expenses incurred on behalf of the Society, but not to be reimbursed for expenses incurred while, or in order to, perform official Society duties, such as, traveling to and from Board meeting.

C. NSSC Financial Grants, issued in accordance with Society Policy No. 2, shall not be interpreted as pay prohibited by Article II, Section 3, but reimbursement of expenses in accordance with Article VII, Section 10 of the By-Laws.

The Board of Directors approved this Policy No. 1 on April 6, 2005.

Nevada Society of Scottish Clans
Policy No. 2
NSSC Financial Grant

As stated in Article II, Section 1 of the By-Laws of the Nevada Society of Scottish Clans (Society) - Revised November 18, 2003, the purpose of the Society is to perpetuate "...the ancient customs, literature, music, games, history, and attire of Scotland and its people through education of the Society's members and the community, and participation in Celtic events and activities." Assisting individuals and organizations financially to perpetuate these cultural disciplines fosters the education of others. Therefore, to promote the education of the membership and the northern Nevada community, it is the policy of the Society to aid individuals and organizations financially with their study, practice, and teaching of the ancient customs, literature, music, games, history, and attire of Scotland and its people.

The Board of Directors (Board) shall use the following protocol for evaluating and issuing financial grants:

1. Each year the Board shall establish in the Annual Budget the amount of funds available for financial grants.
2. Individuals and organizations seeking financial assistance shall submit applications to the Board describing: a) the purpose of the grant; b) the amount of funds requested; and c) duration of the grant. An application may also be submitted by a third party on behalf of an individual or organization.
3. The Board shall use the following criteria when evaluating applications: a) availability of funds; b) the grant's capacity to perpetuate in northern Nevada the ancient customs, literature, music, games, history, and attire of Scotland and its people; c) educational value to the membership and northern Nevada community; d) prior grants to the same individual or organization; and e) diversification of grants among different individuals, organizations, and cultural disciplines.
4. Approval of a financial grant shall be by a majority vote of the entire board.
5. Grantees shall periodically report, as specified in the grant, their achievements to the Society.

The Board approved this Policy No. 2 on April 6, 2005.

Nevada Society of Scottish Clans
Policy No. 3
Stipends

The purpose of the Nevada Society of Scottish Clans (NSSC) is to perpetuate "...the ancient customs, literature, music, games, history, and attire of Scotland and its people through education of the Society's members and the community..." (Article II, Section 1 of NSSC By-Laws - Revised November 15, 2005). Since presentations and performances made at monthly NSSC Gatherings promote this purpose, it is the policy of NSSC to give such presenters and performers (including organizations), who are not members of NSSC, a stipend to defray some of their expenses. The NSSC Chief is authorized by this policy to present up to \$50.00 per Gathering, or greater amount as approved by the NSSC Board of Directors, to such individual or organization.

A NSSC member (an individual or organization) who gives a presentation or performance at a Gathering is not eligible for this stipend because Article II, Section 3 of NSSC By-Laws states that "[n]o member of the Society shall receive any benefit from the income and assets of the Society." However, in accordance with NSSC Policy No. 1, such member may be reimbursed for authorized expenses associated with such presentation or performance.

An organization (e.g., Scottish American Military Society or Gairin), which does not hold a membership in NSSC, is eligible for this stipend even though one or more of its members may be a member of NSSC.

Board of Directors approved this Policy No. 3 on September, 4, 2008.

Nevada Society of Scottish Clans
Policy No. 4
Board of Directors Nomination Process

~~The purpose of this policy is to clarify the Board of Directors nomination process described in Article IV of the By Laws of Nevada Society of Scottish Clans (By Laws).~~

~~The nomination process described in Section 3 of Article IV of the By Laws means that 1) the slate of Board candidates presented by the Nominating Committee at the October general meeting may be supplemented with nominations made from the floor by members at the October general meeting, and 2) that the nomination process shall be closed at the October general meeting to further nominations by a majority vote of the members present.~~

~~The Board of Directors approved this Policy No. 4 on September 10, 2011.~~

The Board of Directors rescinded this Policy No. 4 on December 5, 2012.

Nevada Society of Scottish Clans
Policy No. 5
Treasurer Assistant

The purpose of this Policy No. 5 is to establish the position of Assistant Treasurer and to delineate the duties of that position.

1. The Chief hereby delegates the authority under Section 3, Article VIII of the By-Laws of the Nevada Society of Scottish Clans (Society) to the Treasurer to select and appoint a member of the Society as Assistant Treasurer. The Chief shall withdraw this authority from the Treasurer if the Treasurer is unable to make the appointment.
2. The Treasurer shall select and train the Assistant Treasurer no later than one year before standing down as Treasurer.
3. The Treasurer shall train the Assistant Treasurer to become capable of performing the duties of the Treasurer as required in Section 7, Article VII of the By-Laws of the Society and as specified in the Treasurer Position Description.

The Board of Directors approved this Policy No. 5 on December 5, 2012.

Nevada Society of Scottish Clans
Policy No. 6
Certification of Treasurer Candidate Qualifications

This Policy No. 6 establishes a certification requirement for a person standing for election as Treasurer of the Nevada Society of Scottish Clans (Society) and establishes a basis for such certification.

1. Before standing for election as Treasurer of the Society, a candidate must be certified by a majority vote of the Board of Directors as capable of performing the duties of Treasurer as required in Section 7, Article VII of the By-Laws of the Society and as specified in the Treasurer Position Description.
2. Board of Directors' certification of a candidate for Treasurer shall be based on the candidate's experience and knowledge as follows:
 - a. Knowledge of accounting principles;
 - b. Experience with various accounting systems;
 - c. Experience with completing and filing IRS forms and schedules as required of non-profit organizations; and
 - d. Experience in using monthly bank statements in account reconciliation and monthly reporting.

The Board of Directors approved this Policy No. 6 on December 5, 2012.

Nevada Society of Scottish Clans
Amended Policy No. 7
Silver Thistle Award

This Amended Policy No. 7 proclaims that the Nevada Society of Scottish Clans shall annually grant the Silver Thistle Award. The purpose of the award is to recognize Americans of Scottish ancestry for their outstanding service to the people and communities of northern Nevada or northeast California.

The Silver Thistle Award shall be granted to a person of Scottish ancestry who has provided significant contributions to business, medicine, education, fine arts, and/or philanthropy in northern Nevada or northeast California, and that person shall be known thereafter as the Scot of the Year.

The recipient must be a permanent resident of either northern Nevada or northeast California, but need not be a member of the Nevada Society of Scottish Clans. Nominations for the award are open to the public.

The Board of Directors approved this Amended Policy No. 7 on March 1, 2017.

Nevada Society of Scottish Clans
Policy No. 8
Political Activities

The purpose of this policy No. 8 is to clarify the position of the Nevada Society of Scottish Clans (Society) with political activities.

As an exempt organization recognized by the Internal Revenue Service under 26 U.S. Code §501(c)(3) as copied below, the Society must be in compliance with this code at all times. Therefore, the Society or any member representing the Society, shall not participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office or activities as mandated by the Internal Revenue Service.

26 U.S. Code § 501 - Exemption from tax on corporations, certain trusts, etc.

(c) List of exempt organizations

(3) Corporations, and any community chest, fund, or foundation, organized and operated exclusively for religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, no part of the net earnings of which inures to the benefit of any private shareholder or individual, no substantial part of the activities of which is carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h)), and which does not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. [*Emphasis added*]

The Board of Directors approved this Policy No. 8 on January 3, 2018.