

Clan Maxwell Society

BY-LAWS

Preamble

Because the House of Maxwell is still rooted and flourishing in Scotland, but is now also spread throughout the world, it is right and proper that all Maxwells and members of the clan's recognized Allied Families rally, unite, and convene whenever and however possible according to the family's ancient traditions. It was to that end that the Clan Maxwell Society was established in 1964 with the aims of cultivating fellowship and brotherhood among our kin, preserving family records and traditions, and advancing the general welfare of our family.

As it has from its inception, the Society acknowledges the authority of the Hereditary Chief of Clan Maxwell. The identity of the rightful Chief was long ago lost and is still unknown, so the Clan Maxwell Society shall provide an organizational home for Maxwells and allied family members, and its elected officers shall convene and administer the Society for the good of Clan Maxwell, until such time as a Chief is recognized by the Lord Lyon King of Arms.

Article 1 Name

The name of the organization shall be Clan Maxwell Society, hereinafter called "the Society." It shall be a non-profit, familial, social, and benevolent association from the operation of which no person shall enjoy any pecuniary profit or commercial gain, and which shall distribute no surplus, earnings or dividends to any person except for charitable and benevolent assistance as provided for in these By-Laws.

Article II Purposes

Section 1 The purposes of the Society shall be literary, historical, familial, genealogical, and educational, as follows:

(a) Distributing to members newsletters, books, pamphlets, bulletins, and other material relating to (i) Scottish history, genealogy and literature, (ii) the Clan Maxwell and all branches of the House of Maxwell, (iii) Caerlaverock Castle, the ancient seat of the Chief of the Clan; and (iv) other monuments historically relevant to Clan Maxwell.

(b) Collecting, preserving and providing a repository for literary, historical and genealogical records, documents, treasures, muniments and relics relating to Scotland or the Clan;

(c) Encouraging visits by members to Scotland and Caerlaverock Castle;

(d) Assisting in the maintenance, repair and upkeep of the ruins, grounds, and buildings of Caerlaverock Castle as a Scottish historical shrine;

(e) Establishing scholarships, fellowships, awards, prizes, or other financial assistance for deserving students at schools, camps, workshops, and seminars that encourage Scottish heritage and traditions. Such activities shall include, but not be limited to, Highland dancing, piping, drumming, Scottish country dancing, Scottish crafts, and Scottish genealogy. Members and their children and wards under 18 years of age shall be given priority in the awarding of these scholarships or other financial aid.

(f) Perpetuating Scottish traditions and customs, promoting clan sentiment, and encouraging sociability among its members.

(g) In addition to the aforementioned, conducting or participating in such literary, historical, genealogical, educational or other activities as the Executive Council shall determine.

(h) Honoring distinguished Clan Maxwell folk.

Section 2 The Society's net income shall not inure to the benefit of any member, officer, director, or other individual.

Article III Membership

Section 1 The membership shall include Full Members, Associate Members, Affiliate Members and Honorary Members. All members, regardless of level of membership, shall be entitled to vote, hold office and receive all benefits of membership.

(a) Full Members shall be adult persons 18 years of age or older **(i)** who bear the surname Maxwell or any of the recognized names of families historically allied with the Maxwells, however spelled, by birth and descent or adoption, or **(ii)** whose mother or any maternal grandparent, great grandparent, or great-great grandparent bears, or bore, the surname Maxwell or any of the recognized names of families historically allied with the Maxwells by birth and descent or adoption.

(b) Associate Members shall be persons who are spouses or partners of one who qualifies for full membership in the Society.

(c) Affiliate Members shall be persons 18 years of age or over whose descent from persons bearing the surname Maxwell or the surname of an Allied Family is more distant than five generations; or any other adult person desirous of being affiliated with Clan Maxwell Society.

(d) Honorary Members may be designated by the Executive Council in recognition of meritorious and outstanding service to the Society or to the Clan. Honorary Members shall not be required to, but may, make financial contributions to this Society.

Section 2 Full Members must certify that they meet the genealogical requirements of full membership as described above, to the best of their knowledge.

Section 3 Applicants need not be invited to apply but may submit their own applications.

Section 4 The Secretary may admit to membership those who qualify under Section 1, above, with the Executive Council maintaining final authority to rule on any applicant's qualification.

Section 5 For any type of membership, termination or reinstatement shall be governed by the following rules:

(a) Membership may be terminated if a member fails for two consecutive years to make any financial contribution to the Society. The Executive Council shall publish the required amount of annual dues.

(b) A member may terminate membership at any time through written notification to the Secretary.

(c) The Executive Council may terminate membership by a simple majority vote at any meeting of the Council if a Member's conduct is deemed to be injurious to the best interest of the Society or of the Clan.

(d) A member terminated without prejudice may be reinstated upon written application to and by a simple majority affirmative vote of the Executive Council. Payment of any and all financial obligations to the Society that were outstanding at the time membership was terminated must accompany the application for reinstatement. Should reinstatement not be granted, the applicant's remittance shall be returned promptly.

Section 6 Recognition of membership shall be:

(a) Each type of member in good standing shall be entitled to receive, carry and display a membership card.

(b) Every member of Clan Maxwell Society is entitled to wear the strap and buckle badge of the Chief of Clan Maxwell, approved by the Lord Lyon King of Arms and embodied in the seal of this Society.

Article IV Executive Council

Section 1 Number and Elections:

(a) The Society shall have an Executive Council of all current elected officers and ex-officio members. Any past President shall be a permanent ex-officio member of the Council. The President of the Society shall be Convener and the Vice-Presidents Vice-Conveners of the Council. The elected officers composing the Council shall be: President, four Vice- Presidents, Secretary, and Treasurer. Each officer will serve a three-year term.

(b) Vacancies on the Executive Council that occur between elections due to any cause may, but need not, be filled for the unexpired terms by the Executive Council.

Section 2 Meetings of the Executive Council:

The Executive Council may act: **(i)** At a meeting called by the Convener or any three members of the Executive Council at a time and place specified in the notice of the meeting that must be given in writing, by text message, by email, or by telephone at least five (5) days in advance, and at which a simple majority of the Executive Council shall constitute a quorum. Any Council Member may waive notices of such meetings either before or after the meeting by any of the means listed in the previous sentence; **(ii)** By instrument (in writing) setting out the action to be taken and signed by not less than a simple majority of members of the Board; or **(iii)** By telephone or email approval of the action to be taken, given to the President or to the Secretary by a simple majority of the members of the Council and recorded by the President or Secretary (as the case may be), over his or her respective signature, in a written instrument filed with the Secretary.

Section 3 Removal of Officers:

Any officer may have their duties suspended by a unanimous, unopposed vote of the other members of the Executive Council. The suspended officer may request a reinstatement vote by the general membership, following the rules of election stipulated in Article V below, at the next Annual General Meeting. If the suspended officer does not request a reinstatement vote, or if the vote is opposed to reinstatement, the Executive Council shall appoint another Member in good standing to complete the unexpired portion of the suspended officer's term.

Article V Duties and Elections of Officers

Section I Definition, Number, Office, and Terms:

(a) An officer, as referred to in these By-Laws, is anyone elected or appointed to office in the Society.

(b) The Executive Council shall consist of the elected officers: President, four Vice Presidents, Secretary, and Treasurer.

(c) Each elected officer will serve a three-year term, and officers will be limited to no more than three consecutive terms in any one office. Terms for officers will begin each January 1st and will be staggered, with one-third of the Executive Council officers elected each year. The staggered term of office will be:

1. Treasurer and two Vice Presidents
2. Secretary and one Vice President
3. President and one Vice President

(d) Annual elections shall be held either at the Annual General Meeting, with absentee ballots being distributed to all members and collected prior to the meeting, or entirely through absentee ballots being distributed to all members and collected, counted, and results announced prior to December 31 of the appropriate year.

(e) Officers must be members in good standing at the time of their election and for the duration of their term in office. If an officer is removed from the membership rolls as described in Article III above, their term of office is deemed to have ended.

Section 2 The President:

(a) The President shall be Chief Executive Officer and Convener of the Society.

(b) The President shall preside at all meetings of Members and the Executive Council and shall recommend to the Executive Council such programs and activities as he/she considers advisable and calculated to accomplish the purposes of the Society as specified in Article 11.

(c) The President shall submit an annual report to the members of activities of the Society during the year and its plans for the future.

(d) The principal business office of the Society shall be at the home of the President of the Society. The President may elect to receive Society business mail at a home mail receptacle or at a post office box rented for that purpose.

Section 3 The Vice Presidents:

If the President is unable to act for any cause, the Vice Presidents, in order of seniority, shall have, exercise, and discharge all the powers and duties of the President.

Section 4 The Secretary:

The Secretary shall: keep a roster of the names and addresses of all members and officers; preserve records of all annual and Executive Council meetings; oversee annual membership renewals and dues collections; make annual membership reports to the Members; and assist with other administrative aspects of the Society as needed.

Section 5 The Treasurer:

(a) The Treasurer shall collect and disburse funds for the Society and shall keep a record of all funds received and disbursed. The Treasurer shall give a bond for the faithful performance of the required duties, in such amount, and with such surety as shall be approved by the Board of Governors, and at the expense of the Society; however, the Executive Council may waive the Bond requirements.

(b) The Treasurer shall deposit the Society's funds in a federally chartered bank and make such investments thereof as the Executive Council shall determine.

(c) The Treasurer shall submit to the Members an annual report of receipts, disbursements, and balances on hand. A written copy of this report shall be submitted to the President and Secretary for publication with other AGM materials not later than two weeks prior to the AGM, and shall include the prior fiscal year in its entirety, and the current year to date of the report. [move all of the following below: and shall assist in the conduct of a financial audit if the Executive Council so requests and appoints an Examiner.

(d) The Treasurer shall prepare, or assist in the preparation of, any and all required tax filings.

(e) The Treasurer shall prepare an annual budget, based upon prior years' income and operating expenses, in keeping with the Society's goals and purposes. The budget shall be submitted as part of the Treasurer's report to the Annual General Meeting.

(f) The Treasurer shall assist in the conduct of a financial audit if the Executive Council so requests and appoints an Examiner.

Article VI Membership Meetings and Financial Support

Section 1 Meetings of Members:

(a) Meetings of Members shall be held at such times and places as the Executive Council shall determine. If feasible, at least one meeting of Members shall be held each year (the Annual General Meeting). Special meetings of Members may be held at any time upon the call of the Convener or Vice Convener or of ten percent (10%) of the Members in good standing and entitled to vote, and such meetings shall be held at times and places designated by the Convener or Vice Convener. Virtual meetings are permissible.

(b) Fifteen (15) Members shall constitute a quorum at all meetings of Members. Each Member in good standing present at the meeting shall be entitled to vote. For electing officers, a quorum shall be the number of valid ballots received by mail together with Members present at the meeting.

(c) All members in good standing can participate in the election of officers either by absentee ballot or by attending the Annual General Meeting (AGM) of the Society. Absentee ballots will be sent to all members in good standing in time for to be returned before the actual election and will include a suspense date. The completed ballot must be received by an elected officer on or before the suspense date in order to be counted.

(d) The agenda of the Annual General Meeting must include the election of officers by direct and absentee balloting, the annual report of the Secretary, the annual report of the Treasurer, adoption of an annual budget, and the report of the President. Members may submit additional items for inclusion in the agenda in written form to the President not later than two weeks prior to the AGM.

Section 2 Financial Support

- (a) Every member (with the exception of Honorary Members and Life Members) is expected to make an annual contribution to provide the financial resources necessary for the operations of the Society. The Executive Council will recommend an annual average amount sufficient to accomplish this.
- (b) All revisions to the minimum annual required contribution must be approved by a simple majority vote of the Members in attendance at the Annual General Meeting.
- (c) The Executive Council may designate an amount of single contribution sufficient to award a permanent Life Membership to any member(s) contributing that (or a greater) amount, and is required to publish that decision to the membership at large. A Life Member is designated as such in the directory, and is not obligated to make any further annual contributions to the Society in order to remain a member in good standing.

Article VII Committees and Appointments

Section 1 Nominating Committee:

- (a) The President, with the approval of a simple majority of the Executive Council, shall appoint, at least three (3) months before each election of officers a Nominating Committee of not less than three (3) members in good standing of the Society, and the President shall designate one of the committee members to serve as Chairman.
- (b) The Nominating Committee shall submit to the President and Executive Council the names of candidates for elective offices so they may be voted upon at the elections provided for in Article IV and Article V.
- (c) A slate of officers shall be provided in writing to the membership at least thirty (30) days before the Annual Meeting or, if the election is to be entirely through absentee ballots, at least thirty (30) days before the ballots are due to be counted.
- (d) Members in good standing shall be entitled to submit names for Officers other than those submitted by the Nominating Committee to the Council. These additional nominations must be received in writing by the Executive Council at least fourteen (14) consecutive calendar days before the absentee ballots are mailed to the membership. Such nominations must have the assent of the person who is being proposed for office before the nomination is submitted to the Executive Council.

Section 2 Appointments:

- (a) The President will appoint all other officers with concurrence of a simple majority of the Executive Council.
- (b) The appointments may include but are not restricted to such roles as: Editor, Membership Chairman, Webmaster, State and Regional Commissioners, Genealogist, COSCA Representative, and Merchandise Manager.

(c) Various Ad Hoc Committees, as required, may be proposed by the President or other elected officers to the Executive Council and formed on the basis of a simple majority vote.

(d) The President, with the approval of a simple majority of the Executive Council, may appoint a member in good standing to be a State or Regional Commissioner to coordinate Society activities within the designated area for which he/she is responsible.

(e) All of the above shall be under the supervision of the Executive Council.

Article VIII State and Regional Sections

Section 1 The Executive Council shall encourage and promote the organization of State and Regional Sections of the Society in cities or other areas where, in its opinion, such Sections will advance the interests, purposes and well-being of this Society.

Section 2 The Executive Council shall adopt and promulgate such rules and regulations it deems necessary and expedient for the formation, operation, conduct, and guidance of Sections of this Society, and the same shall apply in equal force and effect to all such State and Regional Sections that are duly authorized by the Executive Council.

Section 3 The rules and regulations governing State and Regional Sections of the Society must include, but shall not be limited to, the following mandatory provisions:

(a) Establishing the geographical limits of the Section so that only one Section shall function within said limits.

(b) A group of seven (7) members in good standing from a given locality shall be the minimum number required for forming a Regional Section.

(c) An individual cannot be a member of a State or Regional Section without first being a member in good standing of this Society, and a member terminated from the rolls of the Clan Maxwell Society shall be automatically dropped by the section if that terminated member is also a section member.

(d) Administration of a Regional Section must be limited to not more than five (5) officers belonging to that Section, with a Chairman and a Recorder being selected from those officers.

(e) The designation "Clan Maxwell Society" followed by the locality name of the State or Regional Section shall be used at all times and on all occasions by any duly authorized section.

Section 4 This Society shall prescribe ways and means of dissolving a State or Regional Section or removing any Sectional Officers when, in the opinion of the Executive Council, the said Section or Officers functions in any manner detrimental to the aims, ideals, welfare and best interest of the Clan Maxwell Society, or when a State or Regional Section ceases to be active.

Article IX
Disbursements and Fiscal Year

Section 1 The funds of the Society shall be disbursed for its administrative expenses such as printing, postage, supplies, clerical help, etc., and for the purposes specified in Article II or some one or more thereof, as determined by the Executive Council, by check signed by such officer or officers as the Executive Council shall determine. Until the Council acts in the matter, such disbursements shall be made by check signed by the President (or any Vice President or the Secretary in the absence of the President) plus the Treasurer.

Section 2 The Society's fiscal year shall be the period beginning January 1st and ending December 31st of each year.

Article X
Gifts

Section 1 The Society may receive gifts of money, securities, or other property, real or personal, from members or foundations, corporations or other non- members, either for specific purposes or as unrestricted gifts.

Section 2 The Executive Council may refuse to accept any gifts.

Article XI
Amendments and Revision of By-Laws

Section 1 A proposal to amend or replace these By- Laws may be made only by the Executive Council; however, such proposals may be initially generated by any Member in good standing.

Section 2 These By-Laws may be altered, amended, or repealed using this procedure:

(a) Any Member may suggest to the Executive Council a change to the By-Laws, and the Executive Council shall determine whether to recommend that the potential amendment be considered and voted upon by the membership. When the Executive Council determines not to forward the potential amendment to the membership for a vote, its rationale must be entered into the record and made available for review at the next annual general meeting.

(b) A clear statement of any proposed amendment(s) will be included in a notice of the meeting that must be mailed to all eligible members at least thirty (30) days prior to the date on which the said meeting is to be held.

(c) All members will be sent an absentee ballot containing proposed By-Law changes.

(d) The returned absentee ballots plus the ballots of members in good standing who attend the meeting shall constitute a quorum.

(e) Amendments require a two-thirds vote of all Members who are physically present for the meeting at which the vote is taken plus the number of Members who returned absentee ballots in time to be counted.

(f) Upon approval by the required two-thirds vote, an amendment shall become effective immediately.

Article XII

DISTRIBUTION OF ASSETS

In the event that the Society ceases to function, or that the Members decide to terminate it, the Executive Council shall, after paying or making provisions for the payment of all of the Society's liabilities, distribute all of the remaining assets of the Society to such organization or organizations which the Executive Council shall select, which are then qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law.) Any assets not so distributed shall be distributed by the Court of Common Pleas of the county in which the principal office of the Society is then located (or was most recently located if the Society has ceased to function) to such organization or organizations which said Court shall select which are then qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law.)

Effective Date of the By-Laws

These Articles of Association & By-Laws, as amended, became effective September 9, 2017 by adoption at the Annual General Meeting.

