

Clan Irwin Association By-Laws



ARTICLE I NAME, OFFICES AND FISCAL YEAR

A. Name

The name of this Corporation is the Clan Irwin Association.

B. Offices

The Registered Office of the Association shall be in the Commonwealth of Pennsylvania. The Principal office of the Association shall be designated by the Chairman with additional offices at such other places as may be necessary to conduct its business or affairs.

C. Fiscal Year

The fiscal year of the Association shall begin on January 1 and end on December 31, unless otherwise designated by the Clan Council.

ARTICLE II PURPOSE, OBJECTIVES AND PROHIBITIONS

A. General Purpose

Clan Irwin Association is organized exclusively for charitable, religious, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the United States Internal Revenue Code, or the corresponding section of any future federal tax code.

The Association shall have power to carry on any and all activities that are not prohibited by the Section 501 (c) (3) of the United States Internal Revenue Code, the laws of the United States, or the laws of the Commonwealth of Pennsylvania.

B. Objective

The Association shall strive to educate the general public and Association members in Scottish heritage while perpetuating our heritage to the best of its ability by continuing traditions such as dress, music, art, history, genealogy, and the language arts which make the Scottish distinct among people and who have contributed so greatly to the wealth of humanity.

C. Prohibited Activities

1. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable

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compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

2. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Association.
3. Notwithstanding any other provisions of these articles, the Association shall not carry on any other activities not permitted to be carried on, (a) by a Corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law) or (b) by a Corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law).

ARTICLE III MEMBERSHIP

A. Qualifications

1. Membership in the Association shall be open to any individual who has a sincere interest in the name Irwin/Irvine/Irving/Irvin/Erwin et al., the Scottish people, their ancestry, and traditions, and in the Association and its purposes.
2. Members are required to pay dues, which rate will be established by the Clan Council.
3. Memberships are granted without regard to race, creed, color, sex, or national origin.
4. The Clan Council, reserves the right to deny membership or remove an individual from membership.
5. The Clan Council may grant Honorary Memberships as it deems appropriate. There are no dues obligations for Honorary Members.

B. Privileges

1. Members are entitled to vote for Officers, Regional Commissioner for their region, and on proposed amendments to the By-Laws.
2. Members will receive the Association Newsletter and access to member's resource on the Association website.

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C. Meeting

1. The Chairman will convene a general membership meeting at least once every year.
2. The Chairman shall determine the date, time, and location of all membership meetings and shall announce them to the membership at least thirty days in advance.
3. Membership meetings may include reports from Officers and Committees, and a Chairman's presentation on the State of the Association.
4. The meeting may be conducted on a "Virtual" basis.

ARTICLE IV GOVERNANCE

A. Officers of the Association

1. Enumeration

The Officers of the Association consist of a Chairman, a First Vice-Chairman, a Second Vice-Chairman, a Treasurer, a Membership Secretary, and a Corresponding Secretary. They shall be elected by the vote of those members eligible to cast a ballot.

2. Qualifications

The Officers shall be members of the Association whose dues are paid. A person may not hold more than one office, nor may they serve as Regional or State Commissioners, in addition to their position as an Officer.

3. Duties

a. Chairman

The day to day affairs and business of the Association shall be managed by the Chairman, acting as its Chief Operating Officer. They shall exercise general charge and supervision of the daily affairs of the Association.

- i. The Chairman shall preside at all Clan Council, Executive Committee, and Annual General Membership Meetings.
- ii. The Chairman shall maintain all legal documents.

b. First Vice-Chairman

The First Vice-Chairman shall perform the duties of the Chairman whenever the Chairman is unable to perform those duties and shall perform such other duties as are assigned to them by the Chairman or by the Clan Council. In the event of a vacancy in the office of Chairman, they will fulfill that role for the remainder of the Chairman's term. They shall fulfill all duties otherwise specified for the First Vice-Chairman in these By-Laws.

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c. Second Vice-Chairman

The Second Vice-Chairman shall perform the duties of the First Vice-Chairman whenever the First Vice-Chairman is unable to perform those duties and shall perform such other duties as are assigned to them by the Chairman or by the Clan Council. In the event of a vacancy in the office of First Vice-Chairman, they will fulfill that role for the remainder of the First Vice-Chairman's term. They shall fulfill all duties otherwise specified for the Second Vice-Chairman in these By-Laws.

d. Treasurer

The Treasurer shall have overall responsibility for the finances, financial records, properties and securities of the Association; (subject to such regulations as may be imposed by the Clan Council or by law); may be required to give bond for the faithful performance of their duties (in such sum as the Executive Committee may determine and shall be reimbursed for the cost of said bond); shall be responsible for keeping financial records for the Association in accordance with sound accounting practices; shall be responsible for filing appropriate financial reports and tax documents with the appropriate government entities.

e. Membership Secretary

The Membership Secretary shall be responsible for keeping the roster and records of the Association membership. They shall maintain dues collection records. They shall keep a record of full contact information for all members of the Association.

f. Corresponding Secretary

The Corresponding Secretary shall be responsible for all Association correspondence. They shall attend all Clan Council, Executive Committee, and General Membership meetings to record all minutes. These minutes shall be presented at the appropriate subsequent meeting for review and approval before being entered into the official Association records.

g. Additional and specific duties for each officer are detailed in the Policies and Procedures Manual.

B. Regional Commissioners

The Association shall elect Regional Commissioners. These Regional Commissioners shall serve on the Clan Council with the Officers. The number of Regional Commissioners and their geographic territory will be approved by the Clan Council, upon recommendation of the Executive Committee. The Regional Commissioner is the representative for members of their region to the Clan Council.

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C. Clan Council

The Board of Directors shall be called the Clan Council and shall have responsibility for the entire management, control, and direction of the property, finances, and activities of the corporation.

1. Enumeration
The Clan Council shall consist of the elected Officers and the Regional Commissioners. Any vacancies for positions on the Clan Council shall not affect the legality or validity of any actions taken by the Council.
2. Specific duties and powers of the Clan Council are designated in the Policies and Procedures Manual.

D. Executive Committee

1. The Executive Committee exists for the purpose of conducting, managing, and controlling the affairs and business of the Association, in a direct and timely manner.
2. The Officers shall constitute the Executive Committee of the Association. This permanent committee operates under the authority of the Clan Council.
3. The Executive Committee has no specific powers but acts within the power granted by its members. The Clan Council may grant additional powers to this committee on a temporary or permanent basis.
4. The Executive Committee, with the approval of the Clan Council, may designate a Patron who serves at the pleasure of the Clan Council. The Patron will be considered an Honorary Member and will receive the Association's Newsletter and be granted access to the Members Only page on the Association's website. The Patron will be encouraged to contribute content to both the newsletter and the website.
5. All decisions of the Executive Committee are binding only as far as these By-Laws have granted such authority to the Officers who serve on it. Any other decisions become recommendations to be presented to the Clan Council for approval.

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E. Elections and Terms

1. There shall be an Election every four years. The First Vice-Chairman will conduct the election and it shall be completed on or before June 1.
2. Results of the election shall be published in the Member section of the Association's website as soon as possible after the election and included in the next edition of the Association's newsletter.
3. The term of all offices is four (4) years commencing on January 1st of the year following the election year. Newly elected officers shall shadow retiring officers for the purpose of learning the duties and responsibilities of the office.

F. Resignation, Vacancies and Removal

1. Resignation

Any Officer may resign at any time by delivering a written resignation to the Chairman or the Executive Committee. This resignation shall be effective immediately unless the Officer and the Committee agree otherwise. Resignation of an Officer does not automatically signify as resignation from the Association, unless specified by the Officer resigning.

2. Vacancies

Whenever an Officer or Regional Commissioner position becomes vacant between elections, that position may be filled by the Chairman subject to the confirmation of the of the Executive Committee. Alternatively, the Executive Committee may seek out and appoint a candidate for the vacant position at a regular meeting or at a special meeting called for that purpose, except as otherwise designated in these By-laws. The individual chosen will serve in that position until the next regular election.

3. Removal

Any member of the Clan Council may be removed at any time, by a two-thirds majority vote of the Clan Council members present (and casting a vote) for failure to discharge their duties or for conduct inconsistent with the ideals and principles of the Association.

G. Restrictions

No Clan Council member or Officer of this Association, or any member of such Clan Council member's or Officer's immediate family, either individually, or through a business or Corporation in which the Clan Council member, Officer or family member has interest, shall enter into a contract or agreement with this Association, to provide goods or services, without first disclosing to the Clan Council the nature of such interest and obtaining express consent of eight (8) members of the Clan Council.

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ARTICLE V MEETINGS

- A. Clan Council and the Executive Committee meetings shall be called by the Chairman as they deem necessary for the purpose of enabling each entity to perform and complete its duties and responsibilities.
- B. A majority of Clan Council members in office will constitute a quorum for meetings of the Clan Council.
- C. The most recent edition of *Robert's Rules of Order, Newly Revised*, shall generally govern all Member meetings, Executive Committee meetings, and Clan Council meetings of the Association. In instances of conflict between *Robert's Rules of Order* and the Articles of Incorporation or Bylaws of the Association or provisions of Law, the Articles of Incorporation, Bylaws, or provision of Law will control.

ARTICLE VI DISOLUTION

Upon the dissolution of the Association, the assets of the Association shall be distributed to one or more exempt organizations within the meaning of Section 501 (c) (3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose – as directed by the Clan Council. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the County in which the principal office of the Association is then located exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

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ARTICLE VII AMENDMENTS

These By-Laws may be amended (or replaced) in accordance with the following provisions:

- A.** All proposed amendments to the By-Laws must originate either with Clan Council, or the petition of 25 or more voting members.
- B.** An amendment originating in the Clan Council must be presented to the Council members for their consideration at least seven days prior to the meeting at which it will be considered. A two-thirds approval by the Clan Council is required for an amendment to be considered a Valid Proposed Amendment.
- C.** The language of an amendment originating by petition of 25 or more members must be agreed upon by all petitioners (25 or more) to be considered a Valid Proposed Amendment.
- D.** All Valid Proposed Amendments shall be presented to the members for consideration (either electronically, or by postal mail) 30-days prior to a vote for ratification.
- E.** The Council Chairman will determine the date of the vote. The First Vice-Chairman will distribute ballots (electronically and/or paper) with the proposed amendment. All ballots must be returned by the date of the vote. Any votes received after the date of the vote will not be counted. The 1st Vice-Chairman (with the assistance of two additional members whom the Chairman will select) will tabulate the voting results and submit them to the Chairman and Corresponding Secretary.
- F.** A two-thirds approval of the members voting is required for ratification of an amendment.
- G.** Results of the vote will be communicated to the members electronically and included in the next available printing of the Association Newsletter.
- H.** The amendment is effective immediately upon passage, unless otherwise specified within the amendment itself, or by the specification of the Clan Council, when the Valid Proposed Amendment is presented to the members for consideration.
- I.** Replacement of the By-Laws in their entirety will be considered and approved by following the same provisions specified in this section for amendments.