

BYLAWS
Of
HOUSE OF GORDON USA
A California Public Benefit Corporation

ARTICLE 1
PURPOSES

SECTION 1. OBJECTIVES AND PURPOSES

The primary objectives and purposes of this corporation shall be:

- (a) To encourage interest in the history, arts and traditions of Scotland in general, and in particular, of the House of Gordon;
- (b) To represent the House of Gordon at Scottish Games and Festivals and any other events deemed appropriate by the President;
- (c) To collect genealogies and family traditions of the members of the Society and to provide a permanent repository for records, relics and other materials associated with the Clan;
- (d) To publish and circulate among Society members material concerning Scottish history and traditions and current Society news;
- (e) To administer money and property given or bequeathed to, or acquired by the Society, for general, specific or benevolent purposes.

ARTICLE 2
MEMBERSHIP

SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

The classes of membership in the corporation are:

Regular:

- (a) Persons aged eighteen (18) or older who by birth, marriage or descent bear, or are connected with, the name Gordon or any Clan sept name, regardless of spelling variations.
- (b) Families, defined as husband and wife and children under 18-years of age living under one roof, will receive one copy of Society Literature, and cast one undivided vote on society matters.
- (c) Persons who have a particular interest in the Gordons, Scottish culture and history.

Honorary: Persons who, for their influence on behalf of and goodwill toward the Society, are so elected by the Directors. Honorary memberships shall be non-voting and pay no dues.

Voting rights, privileges, and eligibility to stand for election to office shall be limited to members in good standing. Honorary members may attend and speak at all meetings, but shall not be eligible to vote or stand for election to office.

Members will be entitled to vote in person or by proxy. Proxies must be received by the Secretary no later than ten (10) days prior to the date of the stated election in order to be counted. A member's proxy will automatically be revoked, should that member be present at the meeting.

SECTION 2. ADMISSION OF MEMBERS

Applicants shall be admitted to membership on making application therefore in writing and upon

payment of the annual dues.

SECTION 3. DUES

Membership dues shall be in the amount approved from time to time by the Directors.

Annual membership dues shall be due no later than 30 June of each year. Membership is automatically terminated by failure to pay annual dues by 1 September unless a written request for extension of time to pay is approved by the Directors.

ARTICLE 3 MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETINGS

Meetings of members shall be open to all members of the Society and shall be held at such place as may be designated from time to time by resolution of the Board of Directors. Representation at any meeting may be by presence or by proxy.

SECTION 2. ANNUAL MEETINGS

The members shall meet annually in each year for the purpose of electing officers and other directors and transacting other business as may come before the meeting. The candidates receiving the highest number of votes shall be elected.

To the extent practicable, the annual meeting location will be rotated among major Highland Games and Gathering sites.

SECTION 3. QUORUM FOR MEETINGS

A quorum shall be constituted by twenty percent (20%) of the active voting membership represented in person or by proxy.

SECTION 4. PROXY VOTING

Membership voting by proxy being allowed, members entitled to vote shall have the right to vote either in person or by a written proxy executed by such person or by his or her duly authorized agent.

SECTION 5. CONDUCT OF MEETINGS

Meetings of members shall be presided over by the President of the corporation or, in his or her absence, by the Vice-President of the corporation. The Secretary of the corporation shall act as secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by Roberts Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these bylaws, with the articles of incorporation of this corporation, or with any provision of law.

Minutes of all meetings, whether general membership or Directors, shall be kept and made available for inspection upon request by any member.

ARTICLE 4 DIRECTORS

SECTION 1. POWERS

The general management of the corporation shall be under the control, supervision, and direction of the Directors.

SECTION 2. NUMBER AND TENURE *(amended July 2010)*

The number of Directors constituting the Board of Directors shall be fixed by resolution of the Board of Directors, but shall not be less than four (4) nor more than eleven (11) and not more than four (4) will be officers of the corporation. These will include the President, the Vice-

President, the Secretary and the Treasurer. Each Director will hold office until his or her successor is elected and qualified. Members of the Board of Directors may not be directly related nor marital partners (i.e. Fathers and sons, man and wife). Any conflicts with current Board members in place at the family member proviso adopted in July 2010 in shall be "grandfathered in their positions" until such time as the membership shall deem it desirable or needed for a replacement to be voted for said positions.

SECTION 3. ANNUAL MEETINGS

An Annual Meeting of the Board of Directors will be held at a date, time, and place to be determined each year by the President. The purpose of the Annual Meeting is to conduct such business as may come before the meeting.

SECTION 4. QUORUM

A majority of the Board of Directors will constitute a quorum for the transaction of business at any meeting of the Directors, but, if less than a majority of the Directors is present, a majority of the Directors present may adjourn the meeting *sine die*.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Director shall be filled by the Board of Directors.

SECTION 6. COMPENSATION

No Director will receive any salary or other compensation for services rendered in such capacity, but any Director may be reimbursed for reasonable expenses directly incurred in connection with performance of their duties on behalf of the Society.

SECTION 7. MEETING BY TELEPHONE OR ONLINE

One or more Director, if unable to be present at any meeting of the Board, may participate by means of telephone or online, if all the participants at the meeting can hear or view the communicator. All Directors so participating will, for the record, be deemed present at the meeting.

ARTICLE 5 OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of the corporation shall be a president, a vice-president, a secretary, and a treasurer. The corporation may also have, as determined by the Board of Directors, one or more vice presidents, assistant secretaries, assistant treasurers, or other officers.

SECTION 2. ELECTION AND TERM OF OFFICE

Officers shall be elected by the members at the annual meeting, and each officer shall hold office until he or she resigns, is removed, or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Each officer shall serve for a term of two years or until his or her successor is elected or appointed. There will be no limitation on the number of times an officer may be reelected.

Elected officers will assume office immediately at the close of the meeting at which they have been elected, and in all cases serve until their successors are elected and qualified, unless their term is sooner terminated by resignation or for other reasons.

SECTION 3. SUBORDINATE OFFICERS

The President or the Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors. Appointed officers shall

assume office immediately upon appointment.

SECTION 4. DUTIES

The duties of the elected and appointed officers shall be:

President: The President shall be chief executive officer of the Society and shall have general supervision over its affairs, subject to the control of the Directors. The President shall preside at all meetings of the general membership and all meetings of the Directors. In general, the President shall perform all the duties incident to the office of the chief executive officer of a non-profit corporation and such other duties as are provided for in these bylaws and as from time to time may be assigned by the Directors.

Vice-President: The Vice-President shall exercise all the duties and responsibilities herein required of the President at such times as the President is absent or unable to perform his or her duties, when the same would be required. Should the office of President become vacant for any reason, the Vice-President shall automatically become President until the next scheduled election.

Secretary: The Secretary shall be responsible for insuring the minutes of all general membership meetings and meetings of the Directors and distributing same to all Director Members following each meeting. The Secretary shall see that the reports, statements, and other documents required by law are properly kept and filed timely. The Secretary shall be responsible for all Society correspondence. The Secretary shall perform such other duties as may from time to time be properly assigned to carry out the duties of the office.

Treasurer: The Treasurer shall collect and keep a record of all monies received and disbursed by the Society. The Treasurer shall deposit all sums received by the Society in accounts identified as belonging to the Society. The Treasurer shall make a report of the finances of the Society at least annually to the Directors and when called upon by the President, and shall perform such duties as shall be assigned by the Directors or President. The funds, books and other records in the custody of the Treasurer shall at all times be subject to the inspection, supervision control of the Directors and the President and, at the expiration of his or her office, the Treasurer shall, within 20 days, turn over to his or her successor in office all books, moneys and other properties in his or her possession.

Membership Secretary: The Membership Secretary shall maintain the official membership lists for the Society. The Membership Secretary shall be the primary recipient of all membership applications. The Membership Secretary shall forward, in a timely fashion, all funds collected as dues to the Treasurer with a statement of each transaction. The Membership Secretary will make available, upon request, lists and labels to the various officers for use in the performance of their duties.

Communications Chair: The Communications Chair will oversee all clan publications including the House of Gordon USA newsletter and the website. The Chair will have the authority to appoint whatever assistance they feel is necessary to accomplish these duties. The Chair will work with the editor and the webmaster to publicly promote House of Gordon USA.

SECTION 5. SOCIETY NEWSLETTER

The Society newsletter shall be considered the official Society organ. The Newsletter editor(s) shall be appointed by the President in consultation with the Communication Chair.

Any notices required to be made to the membership shall be considered timely made if published in a newsletter mailed to the membership in time to satisfy any notification requirements.

SECTION 6. COMMITTEES

The President of the Society may appoint committees and persons to special positions as needed. Unless otherwise entitled, such committee persons are not considered members of the Council.

All committee chairs shall prepare a written report of the activities of their committee to be presented to the President of the Society.

SECTION 7. NOMINATING COMMITTEE

The President shall appoint, no less than six (6) months prior to an annual meeting at which an election is to be held, a nominating committee, consisting of three Society members in good standing, who will serve until the close of the meeting at which elections are held. The committee will be responsible for soliciting input from the membership and preparing a slate of nominations. This slate will be presented to the general membership in writing at least thirty (30) days prior to the date of the elections. All persons nominated must give their prior consent to serve if elected.

SECTION 8. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President of the corporation.

SECTION 9. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors.

ARTICLE 6 COUNCIL

SECTION 1. OFFICERS & MEMBERS

All elected Directors, appointed officers and Commissioners shall constitute the Council of The House of Gordon USA. Games Conveners shall be invited to participate on the Council. The President, Vice-President, Secretary, and Treasurer shall be the Officers of the Council.

SECTION 2. PURPOSE

The purpose of the Council is to tap into the greater perspective of these collected Clan representatives and to bring to the Board of Directors the opinions and feelings of their respective House of Gordon USA Members; to discuss openly situations and concerns vital to every Clan gathering in every part of the country. Suggestions on subjects from protocol to merchandise may be freely exchanged and put before the Board for final disposition. Every member should know that his or her voice will be heard through their representation at Council meetings.

SECTION 3. MEETINGS

The Council shall meet at least annually. Special meetings may be called by the President. These Special meetings may be electronically conducted.

ARTICLE 7 REGIONAL REPRESENTATION

The United States shall be divided into geographical regions, whose boundaries shall be determined from time to time by the President and Director Coordinator.

Representation shall be either by State or Games Convener or by Regional Commissioner. The Convener, being the first line of representation to the membership and public at large, shall make all arrangements with specific Games and Festival organizers to have a House of Gordon USA presence at selected events and to see to that presence for the duration of the event. A Regional Commissioner's responsibility shall extend to the several contiguous states in his/her region. Such Commissioners shall automatically serve as members of the Council. The duties of these Commissioners will be to coordinate Society activities in their region. They will have the authority to appoint whatever assistance they feel necessary to accomplish these duties. Copies of all correspondence of a general nature and any newsletters shall be sent to the President and Communications Chair. They may establish an operating fund for the use of their region. Established funds of this nature shall be considered as part of the funds of the Society as a whole.

Should a region not have an elected representative, the President in consultation with the Director Coordinator may appoint an individual to serve at the pleasure of the President or until an election is held. State and individual Games Conveners shall report to the Commissioner in their region or, if no Commissioner has been appointed, directly to the Director Coordinator.

A Director, as one of his or her duties, shall serve as Director Coordinator of the Commissioners and other Conveners.

ARTICLE 8 FINANCE

The Society shall operate on a fiscal year beginning July 1 and ending 30 June of the following year.

The purpose for which the Society is organized is exclusively educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law.

Notwithstanding any other provisions of these articles, this Society shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law.

In the event of dissolution, the residual assets of the Society will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purposes.

ARTICLE 9 AMENDMENTS TO THE BYLAWS

These By-Laws may be amended at any general membership meeting of the Society, a quorum being present, provided, however, that written notice of the proposed amendments shall have been given to the members at least thirty (30) days prior to the meeting.

No amendment shall provide authorization to conduct the affairs of this Society in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 as now in force or afterwards amended.