

BY-LAWS
FOR THE MINNESOTA COALITION OF SCOTTISH CLANS

Constitution Originally Adopted on June 10, 1983

Constitution Amended and Revised on May 2, 1992

Constitution Revised to "By-Laws" and Adopted on 14 March 1998

ARTICLE I. NAME

The name of this Society shall be the Minnesota Coalition of Scottish Clans, hereinafter referred to as the "Coalition" and / or "MCSC".

ARTICLE II. OBJECT AND PURPOSE

Section 1. Object

The Minnesota Coalition of Scottish Clans shall be for the benefit of all Clan Societies interested in membership and in the furtherance of Scottish culture. The "Coalition" will be nondenominational, nonpolitical and nonprofit.

Section 2. Purpose

The purpose of "MCSC" shall be to dispense educational assistance to new and existing Clan Societies; to perpetuate Scottish customs, traditions and culture; for charitable purposes, shall include the making of distributions to charitable organizations qualifying as exempt organizations under section 501/C/3 of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Regulations, and to act upon other duties as the Executive Board may determine will promote the purposes of the Coalition, and to retain an altruistic attitude in all matters.

ARTICLE III. MEMBERSHIP AND DUES

Section 1. Categories of Members

There shall be three categories of members in the Coalition: Regular members, Honorary members and Special Category members as determined by the Executive Board of the Coalition.

Section 2. Regular Membership

Regular membership shall be open to any individuals representing a recognized Scottish Clan Society as determined by the Lord Lyon Court, the National Council of Scottish Clans and Associations (COSCA), and / or the Executive Board of the Coalition, and who remits to the Coalition the requisite dues. Regular members shall be referred to as Clan Representatives, hereinafter known as "Clan Reps" and / or "Alternate" Clan Reps.

Section 3. Honorary Membership

Honorary membership shall be open to any individuals not affiliated with a Scottish Clan Society, and an individual or individuals who have shown interest in and loyalty to the purposes of the Coalition, shall be bestowed an "honorary membership" at the discretion of the membership as determined by simple majority vote by the clan representatives. Honorary members shall be entitled to attend, without paying requisite dues and without vote, all meetings of MCSC.

Section 4. Special Category Membership

Special category membership shall be open to individuals who are affiliated with, and remain a member in good standing with, a Scottish Clan Society or organization, and who support and perpetuate the goals of the Coalition, at the discretion of the membership as determined by simple majority vote of the clan representatives. Special members shall have all rights and responsibilities as regular members.

Section 5. Dues

Each year, prior to the Annual Meeting, the Executive Board of the Coalition shall set a schedule of membership dues for the succeeding fiscal year; their failure to do so shall extend the existing schedule for one year. Each year regular members shall pay dues to the Coalition according to such schedule.

Section 6. Voting Rights of Members

Voting members shall be regular members and special members of the Coalition who are current with all monetary obligations. Each regular member and special member, through its Clan Rep. or its Alt. Clan Rep., or a special category membership, receives one (1) vote. Twenty-five percent of the voting membership shall constitute a quorum to conduct business of the Coalition.

Section 7. Commencement of Membership Participation

Regular membership in the Coalition shall commence when the Clan application is accepted by the Coalition. Honorary membership shall commence when that honoree notifies the Coalition in writing of his/her acceptance of such membership. Special category membership shall commence when the individual/s are accepted by a simple majority vote of the Coalition.

Section 8. Termination of Membership Participation

Termination of participation in the Coalition shall end when that individual: 1) dies, 2) resigns from membership, 3) fails to make any required dues payment on time, or 4) is expelled from the Coalition for just cause.

ARTICLE IV. OFFICERS

Section 1. Titles

The Coalition shall have seven officers: one President, one Vice President, one Secretary one Treasurer, and three Delegates-at-Large. The three Delegates-at-Large shall be responsible for the activities such as : Field Marshall, Publicity and Awards. They shall comprise the Executive Board with the President acting as the Chair of the Executive Board. Each officer shall be a voting member and elected to office in staggered two year terms. Officers may succeed themselves in office for a maximum of two terms, upon which time they must sit out one term of that office before being eligible for re-election to the same office.

Section 2. The President

The President shall preside at all meetings of the Executive Board and of the Coalition or designate another officer to do so. The President shall represent the Coalition at public functions and shall act on behalf of the Coalition when and as authorized to do so by act of the Board or by the voting members of the Coalition. The President shall be responsible to all members for the good reputation, good condition, and growth of the Coalition.

Section 3. The Vice President

The Vice President shall act on behalf of, and at the direction of, the President. The Vice President shall assume the duties of the President in the event the President cannot, in the sole discretion of a majority of the Board, personally execute those duties for reasons of disqualification as a participant, ill health or prolonged absence. The Vice President shall be in charge of membership of the Coalition and properly maintain the membership records.

Section 4. The Secretary

The Secretary shall be responsible for all correspondence of the Coalition with its members and with others and for the proper maintenance of all minutes of Executive Board and regular meetings, exclusive of financial records, and act to assure the existence of the Coalition by, without limitation, notifying all appropriate parties of the time and necessity of any required meetings or actions. The Secretary shall be responsible for having the general meeting minutes available at the general meetings and making those minutes available, to any clan rep. in good standing, upon request. The Secretary shall oversee the editing and publishing of a newsletter for the Coalition as a vehicle for further information/communication with its members.

Section 5. The Treasurer

The Treasurer shall have custody of all funds of the Coalition and assure their safety by promptly placing and maintaining them in a depository account insured by FDIC or other Federally Guaranteed securities at one or more reputable financial institutions. The Treasurer shall be responsible for the proper maintenance of all financial records of the Coalition and for accepting all receipts of, and executing all authorized disbursements by, the Coalition. The Treasurer shall provide a current listing of the names, mailing addresses and telephone numbers of all Representatives to the Vice President and the Secretary. The Treasurer shall deliver, in writing, at the general meetings, a Treasurer's report on the financial condition of the Coalition, in form and substance satisfactory to the Executive Board. The Treasurer shall act to assure that all members pay their obligations to the Coalition and that the Executive Board be made aware of any financial obligations owed to or by the Coalition. The Treasurer shall complete and file all requisite tax and other governmental forms and otherwise act to assure the tax-exempt status of the Coalition. The Treasurer is also responsible for separate accounting of all scholarship funds when applicable. The Treasurer's accounts shall be audited annually by an Audit Committee appointed by the Executive Board.

Section 6. Delegates-at-Large

Three Delegates-at-Large shall be responsible for the activities as directed by the Executive Board and perform duties such as: assuring proper protocol by the Coalition at all gatherings, directing the Parade of Tartans at Macalester Scottish Country Fair, being responsible for publicity of the Coalition and for obtaining the necessary trophies and awards.

Section 7. The Executive Board

The Executive Board shall act on matters within the purview of the Officers, as set out in these By-Laws, or on the authority delegated to the Executive Board by the Coalition. Each member of the Executive Board shall act in a fiduciary manner for the Coalition and shall hold meetings at its discretion or as otherwise required by the Coalition. The Executive Board may, from time to time, create or dissolve committees of members to perform work for the Coalition. Actions of the Executive Board shall require the affirmative vote of the simple majority of the Board. Each Officer of the Executive Board receives one vote at Executive Board meetings.

Section 8. Authority to Act

Authority to enter into contracts, of any kind, on behalf of the Coalition shall reside in the Executive Board. The Executive Board may delegate such authority for a specific lawful purpose, consistent with the purpose of the Coalition, to execute such contracts to at least two members of the Executive Board acting together; one of whom must be the President.

Section 9. Election of Officers

A nominating committee shall be a standing committee appointed by the Executive Board. The nominating committee shall consist of not less than three (3) voting members in good standing: one Past President, one current committee member and one non-office holding member. The nominating committee chair shall be appointed by the President. The nominating committee shall submit the names of willing candidates for positions as officers in the Coalition not less than 30 days prior to the Annual Meeting. The nominating committee shall propose at least one member in good standing for each position. Additional nominations may be made from the floor at the Annual Meeting, in accordance with "Robert's Rules of Order Newly Revised".

Section 10. Vacancies

Any vacancy occurring in the Executive Board between Annual Meetings may be filled by appointment by the Executive Board, from the voting membership.

ARTICLE V. MEETINGS AND NOTICES

Section 1. The General Meeting

The general meetings of MCSC shall be held the second (2nd) Saturday of: October, January, March and July, or as otherwise designated by the Executive Board.

Section 2. The Annual Meeting

The annual meeting of MCSC shall be held in October at which time the election of officers shall take place.

Section 3. Special Meetings

Special meetings of the MCSC shall be called at any time when, 1) a petition has been received by the President from five or more regular voting members of the Coalition with not less than ten (10) business days' notice, sent of said meeting, to all regular members, or 2) upon the consent of a quorum vote of members of the Coalition.

Section 4. Newsletter and Notices

General meeting notices to all members shall be posted by means of the Coalition's newsletter or other means of communication that the Executive Board shall deem necessary. The Coalition shall fund these means, and shall post to all members, specifying the time, date and place of meeting.

ARTICLE VI. PRESERVATION OR EXISTENCE AND TAX-EXEMPT STATUS

Notwithstanding anything to the contrary contained in these By-Laws, any provision herein, in conflict with any federal or state law governing the tax-exempt status of the Coalition, or which might cause the Coalition to lose its tax-exempt status, shall be of no force and effect.

ARTICLE VII. PARLIAMENTARY AUTHORITY

The rules contained in the ninth edition of "Robert's Rules of Order Newly Revised" shall govern the MCSC in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Coalition may adopt.

ARTICLE VIII. AMENDMENTS

These By-Laws may be amended at any regular meeting of the Coalition by a two thirds vote of the total membership, provided that the amendment has been submitted in writing at the previous regular meeting.

ARTICLE IX. DISSOLUTION OF MCSC, AN INCORPORATED SOCIETY

In the event of the dissolution of MCSC, all monies and properties of the MCSC shall be disbursed, after paying or making provisions for the payment of all liabilities of the organization, to another organization or organizations organized and operated exclusively for charitable, religious or scientific purposes as shall at the time qualify as exempt organization/s under section 501/C/3 of the IRS Code of 1986 or the corresponding provision of any future IRS Regulations, as determined by the remaining membership in accordance with state and federal laws.

Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principle office of the organization is then located, exclusively for such purposes or to such organization/s as said court shall determine which are orgarnized and operated exclusively for such purposes.