

BY-LAWS OF THE CLAN GUNN SOCIETY OF NORTH AMERICA, INC.

Article I – Name and Offices

The name of the corporation shall be the Clan Gunn Society of North America, Inc., hereinafter also referred to as “The Society”. The principal office of the corporation shall be located at 1415 Briarcliff Road, Shelby, North Carolina, 28150. This will be a master mail receiving and forwarding office. The corporation may have such other, either within or without the State of North Carolina, as the Executive Committee may determine from time to time.

Article II – Members

Section 2.1. Membership to the Clan Gunn Society of North America, Inc. shall be open to and consist of those persons who by birthright, descent, legal adoption or marriage have the surname of Gunn or the surname of one of the septs historically associated with the Clan Gunn. Such person shall be classified as Members of the Society, after they shall have paid their dues to the Membership Secretary.

Section 2.2. Membership in the Society shall also be open to and consist of those persons who are descended from persons who bore the surname Gunn or who bore one of the surnames of one of the septs historically associated with the Clan Gunn.

Section 2.3. A Family Membership in the Society shall include the member, spouse and minor children but not adult children (18 and over).

Section 2.4. A person who is not otherwise eligible for membership in the Society, but who, through his/her conduct has provided outstanding service to the Society, thereby contributing substantially to the betterment of the Society and the furtherance of its purposes, may become an honorary member of the Society. Such person must be recommended as a candidate for honorary membership by three (3) or more members in good standing. The Executive Committee shall review the information presented by the members making the recommendation and will determine whether to approve the candidate for an honorary membership. Only upon recommendation and approval shall such person be notified by the Membership Secretary of his/her eligibility to be accepted as an honorary member. The honorary status of a member may be revoked at any time that the Executive Committee finds that such status is no longer appropriate for that person.

Section 2.5. Members of the Society shall be entitled to vote upon all matters required to be brought before or properly brought before the general membership of the Society for determination. Members, Life Members, and Members Emeritus shall be entitled to one vote. A Family Membership shall be entitled to one vote. Honorary members and minor members shall not be entitled to any vote.

Section 2.6. A notice of annual dues shall be sent to the member one month prior to his/her anniversary date.

Section 2.7. All members shall be accepted to membership in the following manner:

2.7.1. The prospective member shall complete an application for membership, with accompanying dues, setting forth in reasonable detail such facts as are necessary to determine the eligibility of the applicant in accordance with the provisions of sections 2.1., 2.2., 2.3., and 2.4. of these Articles.

2.7.2. The New Member shall be notified of his/her acceptance to membership by the Membership Secretary, upon determination that the foregoing prerequisites have been satisfactorily fulfilled, and shall also be informed of the classification of his/her membership and furnished a copy of the By-Laws of the Society.

Section 2.8. Membership status extends to one year after acceptance to membership.

Section 2.9. Forfeiture of Membership

2.9.1. Any Member, but not an Honorary Member, Life Member, or Member Emeritus, shall forfeit rights to membership for failure to pay annual dues within six months of the date which the dues were due.

2.9.2. Any Member who conducts him/herself in a way which may bring discredit to, or reflect unfavorably upon, the Society shall be notified by the Chairperson of the Executive Committee of the impropriety of his or her behavior and shall have the right to appear before the Executive Committee in a hearing to determine whether he or she shall be allowed to continue as a Member of the Society.

Section 2.10. Any Member, except an Honorary Member, who is in good standing and who finds it necessary to resign from the Society for personal reasons or fails to renew membership may, upon application and payment of full dues, but without the formalities as set forth hereinabove in this Article II, be reinstated to membership by the Society.

Section 2.11. Life Membership will be available beginning with the 60th birthday of the members. It shall be restricted to those members who have held membership for five years prior to application for Life Membership. The fees for Life Membership shall be paid as a lump sum equal to seventy percent (70%) of the dues that would normally be charged from the person's current age to age 76. All monies taken in from such memberships shall be put into a savings account separate from the general funds.

Section 2.12. Member Emeritus status shall be available beginning at age 76. A person shall be eligible for such membership if that person has been a member in good standing for five years prior to applying for that status. The Member Emeritus shall no longer be assessed dues but shall retain full membership rights and services.

Article III – Annual General Meeting

Section 3.1. There shall be an Annual General Meeting each year at a time and place to be determined by the President or President-Elect. Said meeting may be held in conjunction with a highland game or kindred Scottish festival. Every effort shall be made to give notice in THE GUNN SALUTE between six months and one year prior to the Annual General Meeting of its date and location.

Section 3.2. Notice of the Annual General Meeting and the agenda for the meeting, shall be given in THE GUNN SALUTE or by special mailing at least 30 days in advance of said Annual General Meeting.

Section 3.3. A quorum for the transaction of business at the Annual General Meeting shall be at least 8 members.

Section 3.4. Results of the election shall be announced by the President, or his/her delegate, at the Annual General Meeting. The officers shall be elected by the following procedures.

3.4.1. The Membership Secretary shall serve as Chairperson of the Nominating Committee.

3.4.1.1. The Membership Secretary, or his/her delegate, shall poll each Branch Commissioner for potential candidates for the offices to be vacated.

3.4.1.2. The Nominating Committee, through a conference phone call, or other means of communication, shall finalize a slate of candidates and submit same, in writing, to the President of the Society.

3.4.1.3. The President will arrange for the printing of the finalized ballot and delivery to the Membership Secretary.

3.4.1.4. The Membership Secretary shall mail a ballot to eligible members 45 days before the Annual General Meeting.

3.4.1.5. Ballots must be returned no later than 20 days before the date of the Annual General Meeting to the Membership Secretary.

3.4.1.6. All returned ballots will be counted by the Membership Secretary and his/her delegates.

3.4.1.7. A certified report of the ballot count shall be given/sent to the President, or his/her delegate, at the Annual General Meeting.

3.4.1.8. In the case of a tie result for an election, the President or his/her delegate from the executive committee shall toss a coin to determine the results of said election. This coin toss shall take place in view of

the membership at the next Annual General Meeting. The coin toss shall be documented in the next issue of The Gunn Salute.

Section 3.5. At each Annual General Meeting, the President shall appoint a Sergeant-at-Arms for the purpose of enforcing the Robert's Rules of Order.

Article IV – Executive Committee

Section 4.1. The Executive Committee shall consist of all the elected officers of the Society along with the immediate Past President and such other persons as the President may appoint as ex-officio.

Section 4.2. The President of the Society shall be the Chairperson of the Executive Committee.

Section 4.3. In addition to those matters as to which the Executive Committee is given specific authority on which to act in these By-laws, it shall have the authority to act on all matters which might properly be acted upon by the general membership and to carry on the business of the Society between Annual General Meetings of the Society.

Section 4.4. The Executive Committee shall meet as often as is necessary and practical by consent, telephone, or in person, to carry on the business of the Society between Annual General Meetings. The Executive Committee shall act in behalf of the membership between Annual General Meetings, its actions subject to the approval of the membership at the Annual General Meeting. The general membership shall be informed of all actions of the Executive Committee through THE GUNN SALUTE.

Section 4.5. It shall be the responsibility of the Executive Committee to fill any vacancies which may occur in an office of the Society between Annual General Meetings, and any such officer anointed by the Executive Committee shall serve until the term of such officer shall have expired or until the next Annual General Meeting, whichever comes first, pursuant to these By-laws.

Article V – Officers

Section 5.1. The officers of the Society shall be: President, First Vice-President, Second Vice-President, Recording Secretary, Membership Secretary, and Treasurer.

Section 5.2. Each of the officers set forth above shall hold office for a period of two years commencing on January 1 of the next calendar year. The President, Second Vice-President, and Membership Secretary shall be elected in odd-numbered years, and the First Vice-President, Recording Secretary, and Treasurer shall be elected in even-numbered years.

Section 5.3. Each of the above-named officers shall submit a written report at the Annual General Meeting of the Society of their activities for the preceding year. These written reports must be given to the Recording Secretary to be included with the minutes of the Annual General Meeting. All such reports must also be given orally.

Section 5.4. All officers as aforesaid shall be elected by ballot as specified in Article 3.4.

Section 5.5. The President, or in his/her absence, the First Vice-President, or in his/her absence, the Second Vice-President, or in his/her absence, the Recording Secretary, shall preside at all meetings of the Society and shall exercise the duties of the Presiding Officer under parliamentary rules established by "Robert's Rule of Order." The President shall be a member of all committees except the Nominating Committee.

Section 5.6. The First Vice-President shall assist the President in performing his/her duties and shall act for the President when requested or when the President is unable to perform his/her duties. The First Vice-President may be delegated by the President to such responsibilities as:

- 5.6.1. serving as chairperson of the By-Laws Committee; and
- 5.6.2. All other duties delegated by the President and Executive Committee.

Section 5.7. The Second Vice-President shall assist the President and First Vice-President in performing their duties and shall act for the First Vice-President when requested or when the First Vice-President is unable to perform his/her duties. The Second Vice-President shall be responsible for:

- 5.7.1. collecting, quarterly, registration data from each commissioner, for each event in the commissioner's branch, as to the number of members and visitors signing the registration form(s), the number of new member applications and the number of members renewing membership at each event.
- 5.7.2. promoting Clan Gunn Society of North America, Inc. participation that maintains and/or enhances the respected reputation of the Society at all Scottish games, fairs, and events in North America. He/she shall solicit the aid of the Branch Commissioners in this effort.
- 5.7.3. providing support, advice, and information to Branch Commissioners to facilitate them in carrying out their duties and responsibilities.
- 5.7.4. giving, once a year, at the Annual General Meeting, an oral or written report summarizing the data of the commissioners' quarterly reports. The report shall also be published in the first issue of the year of THE GUNN SALUTE.

Section 5.8. The Recording Secretary shall:

- 5.8.1. record the minutes of all meetings;
- 5.8.2. safeguard the records of the Society;
- 5.8.3. notify officers of their election;

- 5.8.4. inform members of all meetings and functions of the Society through THE GUNN SALUTE;
- 5.8.5. collect proxies for all issues to be voted upon by the general membership;
- 5.8.6. record memorable activities of the Society;
- 5.8.7. report the deaths of members of the Society for publication in THE GUNN SALUTE and shall communicate condolences to the family of the deceased;
- 5.8.8. be responsible for the accuracy of the Clan Gunn Society of North America, Inc. advertisements in THE HIGHLANDER, the SCOTTISH LIFE, and the SCOTTISH BANNER publications;
- 5.8.9. issue a press release to THE HIGHLANDER, the SCOTTISH LIFE, and the SCOTTISH BANNER publications as to the date and location of the Clan Gunn Society of North America, Inc. Annual General Meeting.

Section 5.9. The Membership Secretary shall:

- 5.9.1. receive all membership applications, determine that membership prerequisites have been fulfilled, forward the dues to the Treasurer, notify new members of their membership, supply the new member with a copy of the By-laws and a membership card, and advise members when membership renewal is due.
- 5.9.2. at the yearly Annual General Meeting, report the number of members enrolled in the Society and in each branch, and also calculate gain or loss of members per branch;
- 5.9.3. furnish a list of new members of each branch to each respective Branch Commissioner, quarterly;
- 5.9.4. upon request of the editor of THE GUNN SALUTE, supply a mailing label for each active member;
- 5.9.5. quarterly, furnish to each Branch Commissioner, a list of the previous members, with addresses, who have not renewed their membership; and
- 5.9.6. serve as chairperson of the Nominating Committee.

Section 5.10. The Treasurer shall:

- 5.10.1. be bonded and function on the basis of a fiscal year that begins on January 1 and ends on December 31;

- 5.10.2. receive and safeguard all funds of the Society and periodically acquaint the Executive Committee of the status thereof;
- 5.10.3. lodge the funds of the Society in such a bank as may be approved by the Executive Committee, in the name of the Society, and in a bank account to be operated by check signed by the Treasurer or President upon authorization of any official of the Executive Committee;
- 5.10.4. collect the dues and pay all bills of the Society;
- 5.10.5. provide an annual income and expense statement at the end of each fiscal year and submit it on time for printing in the first issue of THE GUNN SALUTE in the following year.

Section 5.11. The Chaplain shall be appointed by the President and shall offer the invocation and benediction at meetings. He/she shall, to the extent possible, offer solace and comfort to the members of the Society and their families.

Section 5.12. The editor of THE GUNN SALUTE shall be appointed by the President and shall produce at least four issues of the newsletter per year.

Section 5.13. The President shall have the power to appoint a Clan piper to serve during his/her term of office.

Section 5.14. The President shall have the power to appoint a Genealogist for the Society and/or a committee to assist the Genealogist in compiling the genealogies of the members as presented in membership applications.

Section 5.15. The President shall have the power to appoint or re-appoint a commissioner and/or deputy commissioner for each existing branch to serve during his/her term of office.

Section 5.16. The President shall have the power to appoint or re-appoint Clan Conveners.

Article VI – Standing Committees

Section 6.1. The President shall appoint the following standing committees whose chairperson shall make a report at the Annual General Meeting each year:

- 6.1.1. By-laws
- 6.1.2. Nominations
- 6.1.3. Budget
- 6.1.4. Genealogy
- 6.1.5. Any other committees needed due to a particular and continuing circumstance.

Article VII – Purpose

Section 7.1. The purpose for which the corporation is organized is to stimulate and promote a spirit of kinship among the members of the Society throughout the continent of North America and between this Society and the Clan Gunn Society of the United Kingdom:

- 7.1.1. to foster, promote and honor our Scottish heritage and traditions;
- 7.1.2. to stimulate and inspire among the members the pride and spirit of their ancestors, with particular emphasis on the ancestry of the members as it pertains to the surname of Gunn and the surnames of the septs historically associated with Clan Gunn;
- 7.1.3. to preserve the history, records, and artifacts of the Clan Gunn;
- 7.1.4. to individually provide and render, through the conduit of the Society, aid and comfort to members of the Society in time of adversity; and,
- 7.1.5. to provide to the extent practical, aid, comfort and hospitality to persons of Scottish ancestry.

Section 7.2. The corporation shall be operated exclusively for those purposes allowed and exempt organization under Section 501(c)(7) of the Internal Revenue code and its regulations as they now exist or as they may hereafter be amended, and allowed under Section 55-A of the North Carolina General statutes so that any income derived shall be income exempt from taxation.

Section 7.3. The corporation is not organized for profit and no part of the net earnings of the corporation shall inure to the benefit of any officer or director of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to and for the corporation affecting one or more of its purposes) and that no officer or director of the corporation, or any private individual, shall be entitled to share in the Distribution of any corporate assets upon the dissolution of the corporation.

Section 7.4. Notwithstanding any of the provisions of these articles, the corporation shall not conduct or carry on any business not permitted to be conducted or carried on by an organization except under Section 501(c)(7) of the Internal Revenue Code and its regulations, as they now exist or as they may hereafter be amended, or under Section 55-A of the North Carolina General Statutes.

Section 7.5. In the event of liquidation or dissolution of the corporation, whether voluntary or involuntary, the assets of the corporation received from any source whatever, after the payment of all debts and obligations of the corporation, shall be used or distributed subject to the laws of the State of North Carolina exclusively for purposes within those set forth in this article and within the intentment of Section 510(c)(7) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

Article VIII – Organization

Section 8.1. The Clan Gunn Society of North America, Inc. shall be the umbrella organization under which all Clan Gunn sponsored activities in North America shall take place but shall in no way infringe upon or limit the formation and operation of the Clan Gunn Society of Nova Scotia or any other Clan Gunn Society that may be authorized or chartered by the duly recognized head of the family Gunn.

Section 8.2. In order to give meaning and substance to membership in the Society, it is desirable to have local activities where members and potential members of the Society can conveniently meet and become acquainted. There should be at least one gathering per year close enough to the member's home to make it practical for them to attend.

Section 8.3. To provide a vehicle for local participation, wherever a sufficient number of people gather to form a family nucleus, the formation of branches is authorized and encouraged. Formation of branches should not be limited by political boundaries as family ties transcend such entities.

Section 8.4. Organization of branches should, in general, follow the procedures outlined below:

An interested local member should take applications from all interested parties and arrange a meeting for the purpose of election of a board for the new branch, adopt the organizational plan and accept the by-laws of the Society to be their guide, and structure their functions to conform to the requirements of the Society. As soon as possible after these steps have been taken, the organizing member(s) of the branch should apply to the Executive Committee of the Society for recognition as a branch.

Section 8.5. The Branch Commissioner shall:

- 8.5.1. arrange for games participation by the Society;
- 8.5.2. see that branch members are informed of activities through a newsletter;
- 8.5.3. act as a conduit for the views the branch members;
- 8.5.4. strive to provide means for participation in Society activities by his or her branch members;
- 8.5.5. send each new member within his/her branch a letter of welcome and information regarding branch newsletter, social activities, dates and location of Scottish games/fairs/events within the Branch area; and
- 8.5.6. be responsible to make a report quarterly to the Second Vice President of the Society. These quarterly reports will contain information and be created in a manner determined by the Second Vice President.

Section 8.6. Branches may charge and receive dues to finance the activities of the branch. These dues shall be in addition to the fees and dues of the Clan Gunn Society of North America, Inc. and the Clan Gunn Society of the United Kingdom. Fiscal records shall be maintained and annual financial reports submitted to the branch members and the Executive Committee of the Society.

Section 8.7. Should any branch be disbanded, any and all properties, monies, records, etc., accumulated by the branch shall be turned over to the Treasurer of the Clan Gunn Society of North American, Inc., or, if the members so choose, to the Clan Gunn Heritage Center, Latheron, Caithness, Scotland.

Article IX – Miscellaneous

Section 9.1. The fiscal year shall begin on January 1 and end on December 31. The annual dues shall be an amount determined by the Executive Committee, payable on the member's anniversary date and become delinquent six months later.

Section 9.2. The banner of the Society shall be the Saint Andrew's flag of Scotland, blue field with white cross and the Clan Gunn badge with dexter hand holding a sword in bend and the Motto "Aut Pax Aut Bellum" emblazoned at the center of the white cross.

Section 9.3. The Society shall recognize the holder of the Undifferenced Arms of Gunn, recorded according to law in the Court of Lord Lyon of Scotland, as the hereditary chief of the Clan Gunn. All other armorial bearings, crests, seals, flags, pennants, pinsels, or other regalia as are entered upon the Lyon Register or otherwise recognized by the Court of Lord Lyon shall be similarly recognized. The setts of the tartan of the Clan Gunn along with the tartan of the Clan Gunn officially authorized and recorded in the Court of the Register, but which has not yet been fractionally defined, shall be recognized by the Society. However, no other insignia or regalia, is permitted, recognized or used without the specific approval and ratification of the same by the members of the Society.

Article X – Provision for Amendment

Section 10.1. These By-laws may be amended, altered, changed, or repealed in whole or as to any provision at any time, and from time to time, upon the following conditions:

10.1.1. Any proposed alteration or amendment to the By-laws shall be made in writing and such proposed amendment shall be signed by the member so proposing; and shall be presented to the By-laws Committee, no less than three months before the Annual General Meeting.

10.1.2. Notice of such proposed amendment shall have been sent to the members of the Society by mailing the same in the U.S. Postal Service at least one month prior to the next succeeding Annual General Meeting.

Section 10.2. No amendment shall be adopted except by a quorum of the members of the Society present and voting at the Annual General Meeting or by proxy as designated in Section 10.3.

Section 10.3. Members of the Society may vote on the proposed By-laws amendments by proxy, the form and content of which shall have been provided by the Recording Secretary at the time and in the manner as prescribed in Section 10.1.2., provided, however, that such proxy must be signed by the member and returned to the Recording Secretary prior to the Annual General Meeting of the Society at which the proposed amendment is to be considered.

This corporation is formed and shall be operated pursuant to Internal Revenue Code, Section 501(c)(7); and regulations promulgated by the U.S. Treasury Department pursuant thereto. No action shall be permitted by the Society or its officers during its existence or thereafter which shall be contrary to said code section and regulations.

Revised: June 2008

Rich Gunn, President

Date

Jeani Jessen, Recording Secretary

Date