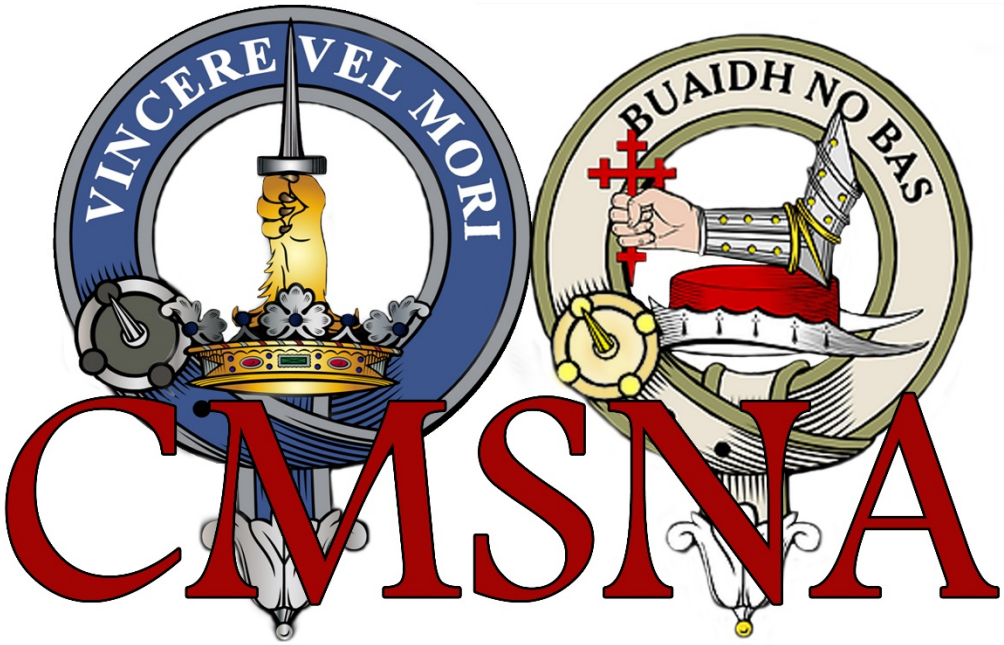
Clan MacDougall Society
Of North America



BYLAWS

Revised October 26, 2025

I. INCORPORATION AND NAME

This organization is incorporated under the provisions of the State of Delaware by the name of The Clan MacDougall Society of North America. (CMSNA)

II. PURPOSES

The purposes of CMSNA are literary, historical, and educational as follows:

a. To distribute books, pamphlets, bulletins, and other material published by CMSNA or others relating to: Scottish history and literature, Clan MacDougall, Clan MacDowall and their clan heritage sites, including Clan MacDougall's Dunollie and Gylen Castles, and Clan MacDowall heritage places in Galloway and Renfrewshire;
b. To collect and preserve literary, historical and genealogical records, documents, and relics relating to Scotland or to the heritage of Clan MacDougall and Clan MacDowall;
c. To encourage visits by Members to Scotland, specifically to Dunollie House, Grounds, Museum and Castle, and Gylen Castle;
d. To assist, through The MacDougall of Dunollie Preservation Trust, in the maintenance, repair, and upkeep of the ruins, grounds and buildings of Dunollie Castle, the ancient seat of the Chief near Oban, Argyll, Scotland, as a Scottish historical site;
e. To establish scholarships, fellowships, awards, prizes, and other means of financial assistance for deserving students (preferably with the surname MacDougall or MacDowall, however spelled) at North American or Scottish universities, colleges or other appropriate institutions, or for other individuals;
f. To perpetuate Scottish traditions and customs, promoting Clan sentiment and social interaction among Members;
g. To invite potential new members to join CMSNA in order to learn more about their history, preserve their heritage, enjoy the benefits of membership, and contribute to its activities and growth.
h. To support other literary, historical, educational or similar activities as the Board of Directors determines.

CMSNA will not be operated for pecuniary profit or commercial gain, and its net income must not inure to the benefit of any Member, Officer, Director or any other individual.

In the event of dissolution, after payment of all liabilities, all remaining assets and property of CMSNA must be distributed as may be determined by the then Directors for one or more exempt purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, and preferably for The MacDougall of Dunollie Preservation Trust, if permitted by law at that time.

III. MEMBERSHIP

Qualifications:

a. Persons having the surname of MacDougall or MacDowall, however spelled, or directly connected by marriage or descended from persons bearing these names;

b. Persons having surnames descended from families historically associated with the MacDougalls of Lorn or the MacDowalls of Galloway (often referred to as "Septs") or directly connected by marriage to these associated families;
c. Persons professing allegiance to CMSNA;

Membership includes the Chief of Clan MacDougall and spouse, Chief of the MacDowalls of Galloway and spouse, Members and Honorary Members.

Members consist of Annual Members and Life Members qualified under Section III a. whose applications are subject to approval by the Vice President for Membership.

Membership includes the spouse and children of immediate family under the age of eighteen (18). Members contribute an amount for each calendar year to CMSNA as designated by the Board of Directors.

Life Memberships are also available as designated by the Board of Directors. Life Members are not required to provide additional contributions after fulfilling their financial obligation but are encouraged to do so.

The Board of Directors may designate as Honorary Member any person who has rendered meritorious service to CMSNA or the Clan. Honorary Members are not entitled to vote or to hold office and are not required to contribute to CMSNA;

Upon non-payment of an annual contribution Members enter an inactive status. Members designated as inactive are entitled to reactivate at any time;

Membership will terminate on a Member's written request or on a vote of a majority of the Board of Directors if a Member's conduct is considered inimical to the interests of CMSNA, after careful investigation.

IV. DIRECTORS AND THEIR MEETINGS

Governing and legislative authority is vested exclusively in The Board of Directors. Each Director is elected and has one (1) vote.

a. Number and Selection of Directors:
    i. There will be eighteen (18) Directors;
    ii. The term for each Director will be three (3) years;
    iii. Six (6) Directors will be elected each year by the Board of Directors, by the Regional Commissioners, and by the Standing Committee Chairs. Each elector will have one (1) vote even if that individual holds more than one eligible position
    iv. The Directors will be elected in the month of March each calendar year by ballot; ballots are to be distributed by March 10 by the Secretary and returned by March 31. The Secretary may use existing technology to ensure privacy during the voting process;
    v. Vacancies on the Board occurring between the annual elections due to death, resignation or otherwise may be filled by the Board of Directors;

vi. Directors will assume their duties on July 1.

b. Meetings of Directors: The Board of Directors must hold an annual Board meeting on a date and at a place as the Board determines, or failing such determination, as specified by the President, and other meetings on dates and at places specified by the President or any three (3) Directors. Any meeting of Directors may be held within or outside the State of Delaware and may be conducted by any equally accessible technological means which allows all participants to hear each other. At least twenty (20) days' written notice of all meetings of Directors will be given each Director unless this requirement is waived in advance.
    i. A simple majority of ten (10) of the Members of the Board shall constitute a quorum at any meeting of the Board'
    ii. All Board members are expected to strive to participate in as many Board meetings as possible.
c. To facilitate the involvement and voting of Directors at business meetings, where circumstances prevent a Director's attendance, the Director may:
    i. Attend via approved technological or electronic means, or,
    ii. Send an advance proxy vote on a specific matter to the Secretary.
d. Upon nomination by the President, the Board of Directors may designate honorary and advisory positions in service to the organization such as Chaplains, Physicians, Counselors, Investment Advisors, and others.
e. The Board of Directors may remove Members from Office or position, providing this occurs at a Regular or Special Meeting of the Board, and the person(s) to be removed receive(s) at least thirty (30) days' notice of the proceedings. Removal requires approval by three-fourths of the Board Members present.
f. The Board of Directors may establish Standing Rules, containing the specific legislative actions and procedures of the Board and CMSNA.
g. The Board of Directors must adopt a budget for each fiscal year.

V. OFFICERS

Number, Office, and Terms:

a. The Chief of Clan MacDougall and the Chief of the MacDowalls of Galloway are Honorary Presidents of CMSNA. They shall hold office as long as they shall be a Chief.
b. Officers of CMSNA and the Board of Directors must include a President, a Tanist, a Vice President for Membership, a Secretary, a Vice President for the Treasury, and a Vice President for Canada. The Board may also name additional officers. The President, Tanist, Secretary, and Vice President for the Treasury must have been properly selected as a Member of the Board of Directors as provided in these Bylaws unless no Board Members are willing to serve in that Officer's position.
c. The term of office is two (2) years except for the President and Tanist whose terms are three (3) years. No individual may hold more than one (1) Officer position. All Officers except the President may succeed themselves.
    i. The President: The President is the chief executive Officer of CMSNA and will preside when advisable at any meetings of Members, of Directors, and of the Executive Committee which concern the purposes of CMSNA. The President will also perform duties in accordance with applicable Standing Rules.

ii. The Tanist: The Tanist carries out the duties of the President in the absence or failure to act of the President. Upon a vote of confidence by the Board of Directors, the Tanist will succeed to a vacancy in the President's position.
iii. The Vice President for Membership: The Vice President for Membership, assisted by a Membership Secretary where necessary, ensures that CMSNA keeps a current roster of the names and addresses of all Members; receives and has authority to approve applications for membership; ensures billing Members annually for dues; and encourages Members and prospective members to become active participants in CMSNA when possible. The Vice President for Membership will also perform duties in accordance with applicable Standing Rules.
iv. The Vice President for the Treasury: The Vice President for the Treasury (Treasurer) keeps a record of all funds received and disbursed by CMSNA and makes such disbursements in accordance with these Bylaws and applicable Standing Rules.
v. The Secretary: The Secretary serves as Secretary of the Corporation and performs the legally required duties of the office. These include ensuring that minutes or records are made of all meetings of CMSNA and keeping these and other information of substantial or historical importance in an archive or other safe and secure place. The Secretary will also perform duties in accordance with applicable Standing Rules.
vi. The Vice President for Canada: The Vice President for Canada will oversee and coordinate CMSNA activities in Canada and will represent CMSNA to the Membership in Canada. Residency in Canada is required during the term of office.

Election of Officers:

a. During each year in which an election of Officers is required, ballots for Directors will be distributed by April 10 and returned by April 20. Officers assume their duties on July 1.
b. Vacancy of an Officer position occurring between elections due to death, resignation, or otherwise, shall be filled by the Board of Directors.
c. An Officer's term of office may not always be coterminous with that person's term of Board Membership. If Board Membership ends before term of office ends, the Officer's Membership on the Board will be deemed to continue until completion of the term of office or re-election to the Board. It is understood that this arrangement may increase the number of Directors, and the number required for a quorum will be revised as the situation dictates.

VI. COMMITTEES

Executive: An Executive Committee will consist of the Officers of CMSNA. During intervals between Board meetings, in emergency situations only, it will exercise all the powers and duties of the Board.

Nominating: The President will appoint, before December 1 preceding any election year, a Nominating Committee of not less than three Members and will select the Committee chair. The Committee will submit the names of candidates for elections of Directors and Officers to the Board, as provided for in these Bylaws. Directors may write in other names for Officers and/or Directors than those submitted by the Nominating Committee.

Committees: The President, with the approval of the Board of Directors, may appoint (and discharge) Standing or Temporary Committees to perform such functions as seem appropriate to fulfill the purposes of CMSNA. The President will appoint and discharge chairs for each Committee which will meet as determined by the respective Committee Chairs or the President. Committee Chairs will ensure that minutes of their meetings will be kept, and copies sent to the President and the Secretary of CMSNA.

Past Presidents Council (PPC): There will be a Past Presidents Council (PPC) on which all former Presidents of CMSNA are eligible to serve, if willing. The Council may, if requested by CMSNA President, assist and advise the Executive Committee and provide an alternative forum for Past Presidents to continue to participate actively in CMSNA's affairs. The immediate Past President of the Board of Directors is automatically President of the PPC if willing to serve. Otherwise, the current President may appoint a member of the PPC to the position for the duration of the vacancy. Past Presidents may seek election to the Board of Directors if they so desire.

VII. REGIONAL COMMISSIONERS

The President appoints Regional Commissioners. The length of term is three (3) years; consecutive terms may be served. Regional Commissioners are the principal Representatives of CMSNA within the geographic region assigned. They will receive signed certificates as a warrant of their deputized authority. The Regional Commissioners coordinate CMSNA's activities within their respective regions and appoint, with the approval of the President, state and provincial Representatives who will serve under their direction. They transmit information and materials supporting the purposes of CMSNA, seek to build Membership, and encourage the enjoyment of Clan heritage. If the Regional Commissioner's position is vacant the President may appoint State Representatives.

VIII. STATE/PROVINCIAL REPRESENTATIVES

The State/Provincial Representative's term is for three (3) years; consecutive terms may be served. State/Provincial Representatives will represent CMSNA within the geographic region assigned. Their responsibility is to establish communication networks between members and to coordinate CMSNA's activities within their respective areas. They distribute information and materials supporting the purposes of CMSNA, seek to build Membership, and encourage the enjoyment of Clan heritage

IX. DISBURSEMENTS AND FISCAL YEAR

The funds of CMSNA will be disbursed in accordance with the adopted budget. Additional disbursements may be made at the direction of the Executive Committee or by the President, with the approval of the Board.

a. All disbursements will be made by check signed by the President, the Tanist, or the Treasurer, or by an electronic funds transfer directed by one of them. Disbursements in excess of one thousand dollars ($1,000) will require the signatures of the Treasurer and either the President or the Tanist, or the signature of the Treasurer with the prior written approval of either the President or the Tanist. The approval of the President or Tanist may be electronically transmitted in an agreed format. If the Treasurer is unable to make a disbursement, the President may act in the Treasurer's stead.
b. CMSNA's fiscal year begins October 1 and ends September 30 of the following calendar year.

X. GIFTS

CMSNA may receive gifts of money, securities, or other property, real or personal, from Members or from foundations, corporations or non-Members, either for one or more specific purposes specified in Section II, or unrestricted. Unrestricted gifts may be used for general expenses or for the purposes specified in Section II or for both, and in amounts the Board determines.

XI. MEETINGS AND COMMUNICATIONS

All meetings and communications among the Members, Officers, or the Board of Directors conducting the business of CMSNA may be accomplished by technological means acceptable to the Board.

XII. AMENDMENTS

The Board of Directors may alter, amend, or repeal these Bylaws by a majority vote at any meeting (preceded by a notice stating the substance of the proposed amendment).