

CONSTITUTION OF THE CLAN MORRISON SOCIETY OF NORTH AMERICA
Ratified 31 July 2001

ARTICLE I NAME

The name of the organization shall be the Clan Morrison Society of North America (hereinafter "the Society").

ARTICLE II PURPOSES AND OBJECTIVES

“This Society (association) is organized exclusively for charitable purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code”

“Notwithstanding any other provisions of these Articles, the Society (association) shall not carry on any other activities not permitted to be carried on (a) by an association exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law) or (b) by an association, contributions to which are deductible are deductible under section 170 (c) (2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law)”.

The Society is established as a non-profit, non-stock, organization exclusively for not-for-profit purposes as described above and shall include:

- A. Perpetuating Scottish history, traditions and culture, fostering Clan sentiment and cultivating social intercourse among Society members;
- B. Collecting and preserving books and documents pertaining to the history and traditions of the Morrison Clan;
- C. Promoting regular communication between members, the Executive Committee, and the Chief of Clan Morrison by regular publications and meetings.
- D. Promoting fellowship among the members by sponsoring and encouraging attendance at local activities and events of interest to the Scottish community.
- E. Promoting the continuance of Scottish and Celtic Arts, Education and Athletics through the sponsorship of scholarships for the study of, but not limited to, Highland and Scottish Country dance; music such as the bagpipes, harp and fiddle; Scottish Heavy Athletics; and History, Genealogy and Language, such as Scots Gaelic.
- F. Promoting, through fund raising activities, any Scientific and Archaeological investigations and charitable work pertaining to the Morrison Clan deemed appropriate by the Executive Committee and the General membership.

ARTICLE III MEMBERSHIP

There shall be four classes of membership, Annual, Life, Sustaining and Honorary. The "general membership", for the purposes of this Constitution shall be composed of Annual, Sustaining and Life members only.

1. Every new applicant for membership shall make application in the manner established by the Executive Committee.
 - A. Annual Members Residents of North America who bear the name Morrison, Morison, Murison, Gilmore, etc., who shall by blood, adoption or marriage be connected to the Clan

Morrison of Scotland or who shall acknowledge the Chief of the Name as his or her Clan leader shall be eligible for Annual Membership.

- B. Life Members Any Annual Member who so chooses may, upon payment of fees established by the Executive Committee, become a Life Member with all the privileges and rights of an Annual Member.
 - C. Sustaining Members Existing members and/or new applicants may, upon payment of an annual fee, as established from time to time by the Executive Committee, become recognized as a "Sustaining Member". In addition to enjoying all of the privileges and rights of an Annual (or Life) Member, they shall be accorded special recognition in the Society's newsletter and other distinctions as deemed appropriate by the executive committee.
2. Honorary Members From time to time and upon nomination by any member, the Executive Committee, may, by majority vote, elect a person or persons found to have made outstanding and unusual contributions to the Society and its purposes, as Honorary Members.
- A. All persons thus elected shall become Honorary Members of the Society if they notify the Chairman of the Society of their acceptance of the extended honor within thirty (30) days after receipt by them of a copy of this Constitution and By-Laws.
 - B. Honorary Members shall not be entitled to vote in any proceedings of the Society, to hold any office or appointment, or to participate in any business meetings (unless they are existing members or become members of one of the other three categories and they maintain that status in good standing) but shall be eligible to participate in all other Society activities.

ARTICLE IV EXECUTIVE COMMITTEE

The Executive Committee of the Society shall be composed of the Chairman, the Vice Chairman, the Secretary, the Treasurer, the Historian, and not less than two or more than four Members-at-Large elected from the general membership.

1. Terms of Office

- A. The term of office for each Officer and Member-at-Large shall be two years (more or less) commencing at the AGM in which the officer or member-at-large is first elected and terminating at the AGM when new elections for that office are held.
- B. Members-at-Large shall be elected during alternate years from Officers.
- C. All Officers and Members-at-Large may succeed themselves.

2. Duties

- A. The Executive Committee may conduct its deliberations and vote by correspondence and shall by majority vote act upon any matter concerning the Society submitted by the Chairman or by at least five (5%) percent of the general membership of the Society by petition mailed or delivered to the Chairman, who shall thereupon submit said petition to the Executive Committee for its approval, modification or disapproval. The action of the Executive Committee, other than routine and procedural matters, shall be submitted to the membership for ratification at the time of the annual election.

- B. The Executive Committee is authorized to appoint persons to fill vacancies in office as they may occur. Committee members thus appointed shall serve until the next annual election.
- C. Upon the recommendation of the Chairman, the Executive Committee may establish such subsidiary area and/or regional organizations of the Society as they shall determine to be in the best interests of the Society. They may appoint such temporary officers of such organizations as they shall determine to be best qualified to serve. The Executive Committee may terminate, at any time, such subsidiary area and/or regional organizations and/or replace any officer previously appointed.

ARTICLE V EXECUTIVE OFFICERS

1. The Executive Officers shall be the Chairman, the Vice-Chairman, the Secretary, the Treasurer, and the Historian.
 - A. The chief executive officer of the Society shall be the Chairman (the Chair) who shall also be Chairman of the Executive Committee. He/She shall execute and perform all duties necessary for the administration of affairs in the name of the Society, and, at his/her discretion, take such action as he/she deems necessary or appropriate to advance the purposes of the Society, except as specifically limited by the provisions of this Constitution. He/She shall preside at all meetings of the members and may preside at meetings of committees which he/she shall establish. He/She shall be the convener of, and shall preside at, any meetings of the Executive Committee.
 - B. The Vice-Chairman shall perform all the duties of the Chair in the event of the disability or absence of the Chair. In the event of the death or resignation of the Chair, the Vice-Chairman shall thereupon succeed to the office of the Chairman and shall serve until the next annual election of officers. Additionally, he/she shall perform such general and special duties and functions the Chair may assign. He/She shall also perform such other duties as shall be specifically delegated to him/her by the Chair.
 - C. The Secretary shall maintain records of all meetings of the members of the Society and of its Executive Committee and is empowered to authenticate all documents and records of the organization. He/she shall also perform such other duties and functions as shall be specifically delegated to him/her by the Chair.
 - D. The Treasurer shall be the chief financial officer of the Society. He/She shall maintain the financial records of the Society in such form as shall be required by the Chair. The Treasurer shall prepare an annual financial report for submission to the Chair fifteen (15) days prior to the annual meeting. The Treasurer shall also perform such other duties as shall be specifically delegated to him/her by the Chair.
 - E. The Historian shall maintain a central registry of those materials which have historic, cultural and/or genealogical value to the Society.
2. The Executive Committee may appoint administrative officers as necessary for conducting Society business. Administrative officers may be invited to attend or contribute to committee meetings on an ex-officio basis, but they shall have no vote on committee matters.

ARTICLE VI TERMS OF OFFICE AND ELECTIONS

1. The term of office for each member of the Executive Committee shall be two years, in particular as described in ARTICLE IV 1(a). Members-at-Large will be elected in alternate years from the Executive Officers. All members of the Executive Committee may succeed themselves.

2. A minimum of one month in advance of the annual meeting, the Chair shall appoint a Nominating Committee composed of not less than four (4) nor more than six (6) members to prepare and submit a recommended slate of officers to the Executive Committee.
3. The Chair shall provide for the submission of a ballot containing the names of the nominees for office to the members of the Society to the general membership before the annual general meeting.
4. Ballots shall be prepared in a form and subject to such regulation as the Chair shall prescribe. Upon the tabulation of the ballots the Chair shall certify those elected to office and provide for the publication of the election results in the next issue of the Society newsletter.

ARTICLE VII MEETINGS

1. Annual General Meeting

- A. There shall be an annual general meeting for the election of officers and for the transaction of such other business as properly should be presented for the vote of the membership of the Society.
- B. The annual general meeting shall be held not later than October 31st of each year.
- C. In designating the place of the annual meeting, the Chair shall give due consideration to the selection of a place most convenient to the general membership.

2. Special Meetings Special meetings can be held at any time upon the call of the Chair or upon the written request of ten (10) percent of the members entitled to vote and shall be held at such place as shall be designated by the Chair.

3. Quorum A quorum shall consist of those members present and voting at each properly called meeting. A minimum of one member of the Executive Board will be authorized by the chairman to conduct the meeting.

4. Voting All matters shall be decided by majority vote except in the case of an amendment to the Constitution which shall be governed by the provisions of Article XI

ARTICLE VIII OFFICIAL NEWSLETTER

There shall be an official publication of the Society which shall record all official action of the Society and which shall contain such other information as shall be of general interest to the members. The cost of such publication and its distribution to members shall be, to the extent possible, provided from the general funds of the Society. The Editor shall submit a financial report of the costs of publication to the Chair on or before January 15 of each year.

ARTICLE IX DUES AND FEES

1. Application Fee A one time application fee shall be charged for each application for membership in the Society. The amount of the application fee will be set by the Executive Committee and be subject to amendment, from time to time, at the discretion of the Committee.

2. Life Membership The fee for a Life Membership is exempt from the application fee and will be set by the Executive Committee from time to time.

3. Sustaining Membership The first annual fee for a Sustaining Membership is inclusive of the one time Life Membership Fee (as described in ARTICLE IX – 2 above) and will be set by the Executive Committee.

4. Dues The annual dues of members of the Society, exclusive of Life Members and Honorary Members, shall be set by the Executive Committee. Such annual dues shall constitute the general funds of the Society to be applied for its administrative expenses and for support of the publication of the newsletter. Annual dues shall be due and payable on January 31 of each year.

ARTICLE X TREASURY

1. No part of the net earnings of the Society shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Second hereof.

2. The funds of the Society shall be maintained in such bank or banks as shall be selected by the Treasurer with the approval of the Chair, and each account shall be designated The Clan Morrison Society of North America.

ARTICLE XI AMENDMENTS TO THE CONSTITUTION

This Constitution may be amended upon the recommendation of a majority of the Executive Committee, subject to ratification by a two-thirds (2/3) vote of the general membership. Any amendment so recommended must first be published to the entire membership for discussion and comment prior to voting. An amendment so proposed, published and ratified shall become effective upon tabulation and certification of the vote by the Chair and publication of the results and certification.

ARTICLE XII DISSOLUTION

The Clan Morrison Society of North America may be dissolved by a vote of ninety (90) percent of the general membership, present or voting by mail, at a special meeting called for the specific purpose to consider dissolution.

Upon winding up and dissolution of the Society (association), the Executive Committee shall, after paying or adequately providing for the debts and obligations of the association, distribute the remaining assets to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious, and or scientific purposes and which has established its tax exempt status under section 501 (c) (3) of the Internal Revenue Code.