

BYLAWS

OF

CLAN MUNRO ASSOCIATION U.S.A., INC.

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OF

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BYLAWS

OF

CLAN MUNRO ASSOCIATION U.S.A., INC.

ARTICLE I – NAME AND OBJECTS

Section 1. Name. The name of this association which is incorporated as a Virginia nonprofit, nonstock corporation, shall be CLAN MUNRO ASSOCIATION U.S.A., INC. (hereinafter referred to as The Association).

Section 2. Objects. The purposes for which of The Association is organized, as stated in its Articles of Incorporation as amended in 1991 are:

- (A) To operate exclusively for charitable, educational, religious and scientific purposes (hereinafter referred to as “exempt purposes”) within the meaning of Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue laws (the “Code”).
- (B) To foster and promote the study of Scottish history and the interest of Clan Munro, and its branches; to collect works of art, poetry, musical numbers, books and other writing and relics of historical interest connected therewith.
- (C) To promote the preservation of the flora and fauna of the Scottish Highlands; an interest in the Gaelic language, the encouragement of the wearing of the tartan of the Clan; the collection and preservation of records, legends, traditions and other matters of an historical nature bearing upon the history of the Celtic race in Scotland and elsewhere; and the study of the folklore, the language and the dialects of Celtic Scotland.
- (D) To foster and promote the study of the history of the Clan Munro and its Septs in the United States of America; to maintain the records of the members, the families and the contributions made by Scottish immigrants and descendents; and to collect works of art, poetry, musical numbers, books and other writing and relics of historical interest connected therewith.
- (E) The relief of and assistance to persons in necessitous circumstances who are eligible for membership in The Association, and their spouses, the widows or widowers, children or other dependents of deceased persons who had been, or would have been, eligible for membership therein.

- (F) To do all things lawful, necessary or incident to the accomplishment of the purposes set forth above; to exercise all lawful powers now possessed by or hereafter granted to, Virginia corporations of similar character; and to engage in any lawful business in the furtherance of such purposes so long as the corporation does not engage in any activity or activities not in furtherance in one or more tax exempt purposes as contemplated in section 501(c)(3) of the Code.

Within the above stated purposes, The Association will carry out the following specific objects:

- (A) The acknowledgment in practice of the spirit of the ancient motto BIODH EAGAL DE ORT (*The fear of God be upon you or Reverence Thou God*);
- (B) The continuance of the loyal tradition of Clan Munro (the “Clan”);
- (C) The general promotion of the interests of the Clan and an awareness of Scottish traditions by publication of an annual magazine;
- (D) The promotion of the welfare of the Scottish Highlands; and
- (E) The promotion and fostering of the observance and practice of the old Scottish customs, music, culture, arts and athletics in the United States.

ARTICLE II – ADDRESS AND OFFICE

Section 1. Principal Office. The address and principal office of The Association shall be the address of the Registered Agent of The Association in the State of Virginia, and shall be the main mail receiving and forwarding address.

Section 2. Other Addresses. The Corporation may have such other mail addresses, either within or outside the State of Virginia, as the Board may determine from time to time.

Section 3. Registered Agent. The Registered Agent of The Association shall receive and promptly forward all official communications to the proper officers for compliance. The Registered Agent shall be designated and appointed by the Board of Directors, and shall be a present or previous officer or Director of The Association, residing in the state of Virginia. The Agent shall be a lineal descendant of a Munro, in any one of its various spellings, or its Septs, as shown in Article III, Membership. There shall be no designated length of service for the Registered Agent.

ARTICLE III - MEMBERSHIP

Section 1. Application. As The Association functions as a branch of *Clan Munro (Association) Scotland* (hereinafter referred to as “Clan Munro Scotland”), applicants for membership in The Association shall also first be eligible and enrolled as Members in good standing of Clan Munro Scotland. Application for both The Association and Clan Munro Scotland may be combined on one application form and processed concurrently.

Section 2. Qualification. Applicants must bear the name of Munro by birth or descent in one of its various spellings (Munro, Monro, Munroe, Monroe, etc.), or of the Septs historically associated with Clan Munro (Dingwall, Foulis, MacLulich, MacCulich, McCulich or Vass) by birth or descent, or be in sympathy with the objects of The Association. The Association maintains a policy of non-discrimination regardless of race, religion, gender or creed, and is strictly nonpolitical nonsectarian and nonprofit.

Section 3. Kinds of Membership.

A. REGULAR ACTIVE MEMBERSHIP

Regular Active Members pay annual (or multiple year) dues, receive all The Association publications, may attend all Annual General Meetings (See Article IV, Section 1, hereinafter "AGMs") and have a vote when attending an AGM. This membership is open to all applicants of Munro surnames (of any spelling) as well as those of the Sept surnames, and descendants of both, or of applicants in sympathy with the objectives of The Association. Applicants are approved for membership in both The Association and Clan Munro Scotland by the Board of Directors through the procedure established, and delegated to, the Association Membership Secretary. Regular Active Members may be nominated and hold office if they also meet The Association criteria required for officers and directors.

B. HONORARY MEMBERSHIP

Individuals who have shown special interest or unusual service to The Association may be recognized with Honorary Membership in The Association. The individual must be proposed for Honorary Membership to the Board of Directors in writing by two or more Board members, and be approved by a majority vote of the Board as well as a majority vote of the general Members at the next AGM. Honorary Members are invited to attend AGMs and receive all publications of The Association, but do not pay dues, may not hold officer positions, and are not entitled to vote. The term of membership for Honorary Members is indefinite, but is usually presumed to be for life.

C. INACTIVE MEMBERSHIP

An individual with Regular Membership may apply, or be proposed in writing, by two or more Board Members, to be considered for Inactive Membership in consideration of illness or other mitigating circumstances. The majority vote of the Board and the voting Members at the AGM affirms the Inactive Membership status. Inactive Members do not pay dues, do not vote, and are not eligible to hold office in The Association, but do receive all publications of The Association.

D. LIFE MEMBERSHIP

Life Members are those Members of the The Association who have paid dues to both The Association and Clan Munro Scotland in one large payment, historically designated as a "Lifetime Membership." Life Members enjoy all the privileges of The Association but do not

pay any additional dues. The amount of the Life Membership payment shall be stipulated by the Board of Directors and is usually considered, but not limited to, at least the equivalent of a thirty year membership. All Life Members, if they meet the criteria for office, may be nominated and serve as officers and directors, vote at AGMs, and serve on Committees. Past Life Memberships shall be recognized as paid in full for the lifetime of the Member, without further assessment, despite subsequent increases in the amount of the Life Member dues.

E. DELINQUENT & LAPSED MEMBERSHIP

All annual and multiple year memberships expire, and dues are due and payable, on January 1 of the respective year. Members are considered delinquent if dues are not paid in a timely manner (i.e., before August 31 of a year). Delinquent Members do not receive The Association publications, and their privileges and activities are suspended, including voting, office holding and attendance at the AGM. Delinquent Members who are eight months in arrears will be permanently dropped from the rolls of The Association unless the delinquent Member applies for reinstatement as provided in Section 4 of this Article III. Lapsed Members are former Members who have not paid dues for more than eight months after the due date.

Section 4. Reinstatement of Members. Delinquent Members and lapsed Members may be re-instated within two years to full membership by payment of delinquent back dues and current annual dues. Membership which has lapsed over 2 years requires a new application for membership in The Association, although the requirement for genealogical data may be waived, at the discretion of the Membership Secretary, if the same data on a previous application is still on file.

Section 5. Dues.

A. REGULAR DUES

The membership dues to The Association shall be established by the Board of Directors and may be changed at any meeting by the majority recommendation of the Board of Directors, and the affirmative vote of the majority of Members present at the following AGM. The annual per capita dues for all Regular Active Members to the Clan Munro Scotland shall be paid from the annual dues collected from Regular Active Members.

B. LIFE MEMBER DUES

The dues for Life Members shall be established by the Board of Directors on a schedule according to the age of the Member. The initial schedule is:

Age up to 40 Years = 3 x 10 year dues;
Age 40-50 = 2 x 10 year dues;
Age 50-60 = 1-1/2 x 10 years dues;
Age 60 and over = same as 10 year dues

Life Member dues shall be deposited in an escrow or interest or dividend bearing account or investment, with only the interest earned and a pro rated portion of the Life dues to be

transferred to the dues and operating funds of The Association. Per capita annual dues are eliminated for Life Members as the Scotland Life Member dues are paid to Clan Munro Scotland from the initial payment for the life membership.

Section 6. Forfeiture of Membership. Any Member who conducts him/herself in a way which may bring discredit to, or reflect unfavorably upon, The Association shall be notified in writing by the President of The Association of the impropriety of his/her behavior. The Member so notified shall have the opportunity to appear before the Board of Directors, in a timely fashion - not to exceed one year - for a hearing to determine whether he/she shall be allowed to continue as a Member of The Association, or shall forfeit all present and future rights to membership, irrespective of the type of membership held by the individual. The decision of the majority of the Board of Directors shall determine forfeiture of membership. There shall be no return or reimbursement of dues or other fees paid by the forfeited Member. A notice stating forfeiture of Membership in The Association shall be forwarded to Clan Munro Scotland.

ARTICLE IV - MEETINGS OF MEMBERS

Section 1. Annual General Meeting. An Annual General Meeting of the Members of The Association shall be held in each calendar year at such time and place as designated by the President in accord with the Hosts of the Annual Gathering site. All Members shall be notified in writing of the scheduled AGM at least ninety days previous to the date provided, however, that as required by the Code of Virginia, the official written notice shall be sent as provided in Section 4 of this Article. The AGM will be held as part of the Annual Gathering to conduct the business of The Association..

Section 2. Special Meetings. Special membership meetings may be held in an emergency or as decided or directed by the officers and/or the Board of Directors, or by written request of twelve voting Members in good standing. This special meeting must allow the Secretary ninety days to notify the Members, provided, however, that as required by the Code of Virginia, the official written notice shall be sent as provided in Section 4 of this Article, and shall include an agenda and explanation of the reason for the meeting being called.

Section 3. Place of Meeting. All meetings of Members shall be held at such place, either within or without the State of Virginia, as shall be designated in the notice of the meeting or agreed upon by a majority of the Directors at the time in office or a majority of the Members entitled to vote at the meeting.

Section 4. Notice of Meetings. The official written notice, stating the time and place of the meeting, and in the case of a special meeting, briefly describing the purpose or purposes thereof, shall be given in person or by mail to each voting Member (by a separate mailing, by e-mail, by inclusion of a prominent announcement in a general mailing such as a newsletter). The notice must be sent not less than ten days and not more than sixty days before the date of the meeting to each Member addressed to the Member's address as it appears on the records of the corporation. The notice may be sent to nonvoting Members. It shall be the primary responsibility of the Secretary to give such notice, but it may be given by or at the direction of the President or other persons calling the meeting. Attendance by a Member at a meeting shall constitute a waiver of notice, except where a Member

attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Section 5. Quorum. The Members in attendance at a meeting, represented in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of the Members; provided, however, that at least twenty-five voting Members are present in person including a majority of the Directors.

Section 6. Voting. Each voting Member shall be entitled to one vote, which may be cast in person or by proxy. A proxy shall be in writing signed by the Member or a duly authorized attorney-in-fact and filed with the Secretary prior to the commencement of the meeting. Any copy, facsimile telecommunications or other reliable reproduction of the writing may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile telecommunication or other reproduction shall be a complete reproduction of the entire original writing or transmission. Any appointment of a proxy becomes effective when received by the Secretary. An appointment is valid for eleven months unless a longer period is expressly provided in the appointment form. An appointment of a proxy is revocable by the Member unless the appointment form conspicuously states that it is irrevocable and the appointment is coupled with an interest. If a proxy confers authority upon two or more persons and does not otherwise provide, a majority of them present at the meeting, or if only one is present then that one, may exercise all the powers conferred by the proxy. Unless a proxy otherwise provides, any proxy holder may appoint in writing a substitute to act in the proxyholder's place.

Section 7. Manner of Acting. Except as otherwise provided by law or in the bylaws, the act of the majority of the Members present at a meeting at which a quorum is present shall be the act of the Members.

Section 8. Fixing Record Date. For the purpose of determining the Members entitled to notice of or to vote at any meeting of Members or in order to make a determination of Members for any other purpose, the Board of Directors may fix in advance a date as the record date for the determination of Members. The record date shall be not more than 70 days before the meeting or action requiring a determination of Members. A determination of Members entitled to notice of or to vote at a Members' meeting shall be effective for any adjournment of the meeting unless the board of directors fixes a new record date, which it shall do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting. If no record date is fixed, Members at the close of business on the day before the effective date of the notice shall be entitled to notice of the meeting and to vote at the meeting.

ARTICLE V - OFFICERS

Section 1. Titles and Qualifications. The officers of The Association shall consist of a President, President-Elect, Vice President, Treasurer, Recording Secretary and Membership Secretary. All officers shall be lineal descendants of a Munro, in any one of its various spellings, or its Septs, as noted in Article III, Membership. Officers shall be Regular Active or Life Members in good standing for at least five years, and shall have attended at least three of the previous last five AGMs.

There may also be, at the discretion of the Board of Directors, additional appointments such as: Assistant Secretary and Assistant Treasurer, appointed to serve under the supervision of their respective officers, and as such are not members of the Board of Directors, do not attend Board meetings, nor are they required to meet the name and attendance criteria for the other elected offices.

Section 2. Term. The term of office for the President, President-Elect and Vice President shall be two years, beginning and ending at the dates of the respective AGMs. The succession to nomination and election to the office of President of The Association shall be through serving in the line succession first as Vice President and President-Elect. The President-Elect automatically succeeds to the office of the President at the expiration of the previous term. However, in the event a President is re-elected for a second term, the Vice President and President-Elect may also be re-elected to their respective offices to preserve the line succession, if the current officers are willing to continue in office, or new officers may be elected. The term of office for the Treasurer, Recording Secretary and Membership Secretary shall be four years, beginning and ending at the dates of the respective AGMs. Officers may only be re-elected once to each office, thus serving a maximum total of four consecutive years as President, President-Elect or Vice President, and eight consecutive years in the position of Treasurer, Recording Secretary or Membership Secretary. Officers may be elected to, and hold, only one office at a given time.

Section 3. Vacancy. Vacancies occurring in the elected offices of The Association shall be filled by appointment by the Board of Directors until the next AGM when the voting Members may vote to fill the remaining term of the vacancy. Officers elected or appointed to fill a vacated, incomplete term shall serve only the remainder of that respective two or four year term and until a successor is elected.

Section 4. Attendance at Meetings. Officers shall attend all Board meetings and AGMs unless absence is excused by the President and one other Board member. Officers may be removed from office by the Board of Directors after two or more consecutive un-excused absences.

Section 5. Duties of Officers.

A. PRESIDENT

The President presides at all meetings of The Association, presides at all meetings of the Board of Directors, and is an ex-officio (non-voting) member of all committees except the Nominating Committee. When presiding at meetings the President shall vote only in the event of a tie. The President shall formulate and distribute agendas for the Board and AGMs, provide leadership in the direction of The Association, and implement and carry forth the policies set forth by the Board of Directors.

During his/her term of office the President shall be named as a Trustee for any Trust of The Association (with the Treasurer), and shall serve on the Council of Clan Munro Scotland as the United States Association Council Member.

At least six months prior to the end of his/her term, the President shall nominate for Board approval potential Members for the Nominating Committee to carry out the duties described in Section 6 of Article IX. The members of the Nominating Committee are required by law to be approved by the Board of Directors.

B. PRESIDENT - ELECT

The President-Elect shall assume all responsibilities as assigned by the President. In the absence or incapacity of the President, the President-Elect shall preside at all meetings and assume the duties and responsibilities of the President. The President-Elect shall become President of The Association at the expiration of the President's term at the AGM.

C. VICE PRESIDENT

The Vice President shall assume all responsibilities as assigned by the President. In the absence or incapacity of both the President and President-Elect, the Vice President shall preside at meetings and assume the assigned duties of the President. If the President-Elect is absent or incapacitated, the Vice President shall assume the assigned duties of the President-Elect. The Vice President shall be nominated by the Nominating Committee and elected by the Board of Directors and the voting Members, and then automatically succeeds in line to be the next President-Elect at the expiration of the President-Elect's term at the AGM.

D. TREASURER

The Treasurer, as the Chief Financial Officer of The Association, shall receive and manage all The Association dues, funds, finances and assets. All funds and financial assets of The Association, including but not limited to: cash, bank checking and saving accounts; dues and all collections from the membership; Certificate of Deposits; stocks, bonds and other investments; Trusts, and designated Committee funds however invested or held - whether for use in the United States or Scotland - and all other material and expendable or disposable moveable assets - shall be held under the custody of the Treasurer. The Treasurer shall collect and deposit all income and The Association dues, and pay all authorized and approved bills in a timely manner. The Treasurer is responsible for compiling and filing all necessary legal financial reports, returns and statements for The Association.

The Treasurer shall assist the Board in preparing the annual budget, and shall receive and review monthly financial statements for comparison to the budget. The Treasurer prepares financial statements and a summary of the income and expenditure accounts for the Board meetings and AGMs, or as needed and requested.

During his/her term of office the Treasurer shall be named as Trustee for all Trusts of The Association (with the President), and shall be designated as the official recipient of all The Association's accounts, reports and statements. The costs of audits, accountants, bonds, assistants and brokers approved by the Board shall be paid by the Treasurer from The

Association funds as duly authorized. The Treasurer may be required to be bonded at the discretion of the Board of Directors, with the costs paid by The Association.

Assistants may be appointed or approved by the Board to assist the Treasurer, and shall work under the specific direction of the Treasurer. Assistants to the Treasurer are not officers or members of the Board, do not attend Board meetings except on the explicit invitation of the Treasurer with the approval of the President and/or the Board. Assistants shall not be bound to serve for any specific time limit, nor by the election criteria specified in Article V Officers.

E. RECORDING SECRETARY

The Recording Secretary takes minutes at all official meetings, keeps a permanent Minute Book of all meetings and correspondence, and prepares and sends copies of Minutes for all Board meetings and AGMs to the members of the Board, and prepares a summary of the Board Minutes for distribution at the AGM. The Recording Secretary shall receive and prepare correspondence as directed by the officers and the Board, and prepares documents for publication and mailing.

The Recording Secretary notifies all Board members of scheduled or special meetings, prints and circulates agendas and other documents as directed, prepares ballots and tabulates and documents votes for elections. The Recording Secretary is the custodian of The Association seal and supervises and directs activities delegated to any Assistant Secretary.

F. MEMBERSHIP SECRETARY

The Membership Secretary receives and answers all correspondence relating to Association membership, receives and processes Membership Applications according to the procedures approved by the Board of Directors, and forwards Genealogical data submitted by Members to the Association Genealogical Committee, and dues to the Treasurer. The Membership Secretary maintains the current Membership Roster, and prepares it for periodic publication as a Membership Directory.

The Membership Secretary also provides mailing labels for all publications, correspondence and committee use. The Membership Secretary compiles a roster of all Members who meet the established criteria for nomination and election to hold office, and supplies copies for use by the Nominating Committee. The Membership Secretary assists the Recording Secretary in tabulating ballots and elections, and supervises and directs activities of any Assistant Secretary.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. General Powers. The authority to manage The Association is vested in the Board of Directors, which shall direct the affairs of The Association in conformity with the laws and codes of the State of Virginia and in conformity with the provisions of these Bylaws and the Articles of

Incorporation. The Board shall develop the policies by which The Association conducts its affairs, shall receive the recommendations and reports of the various offices and committees, and may appoint committees with specified powers as deemed necessary for particular purposes.

Section 2. Number, Term and Qualification. The Board of Directors shall be composed of the designated elected officers, as listed in Article V, OFFICERS, plus the elected Directors of The Association, of which there shall be not less than four nor more than eight. The designated elected officers and the elected Directors are all Directors and are referred to in these bylaws together as “Directors.” The term of an elected Director shall be four years, beginning and ending at the dates of the respective AGMs, with four Directors being elected each two years to provide staggering of terms and continuity. Directors may be re-elected once, thus serving a maximum total of eight consecutive years in one position. Candidates for Director shall be descendants of a Munro, in any one of its various spellings, or its Septs, as noted in Article III, MEMBERSHIP, and shall be Regular Active or Life Members in good standing for at least five years, and have attended at least three of the previous last five AGMs.

Section 3. Election. Directors shall be elected as provided in Article X.

Section 4. Vacancies. Vacancies occurring among the elected Directors (who are not officers), resulting in unexpired terms, shall be filled by nomination of candidates by the Board with approval by a majority vote of the voting Members at the next AGM, and shall be only for the remainder of the specific unexpired term.

Section 5. Removal. Directors may be removed from office at any meeting of the Board of Directors, provided that the Notice of the meeting must include the removal of the Director as one of the purposes of the meeting. Removal shall be authorized by the vote of a majority of the Directors in office. If a Director is removed, a new Director may be elected by the Board to fill the vacancy at the same meeting.

Section 6. Resignation. A Director may resign at any time by communicating such resignation in writing to the Board of Directors or to the President or Recording Secretary of The Association. The resignation is effective when communicated unless the notice specifies a later effective date or subsequent event upon which it will become effective.

ARTICLE VII - MEETINGS OF THE BOARD

Section 1. Annual Meeting of the Board. The Board of Directors shall meet at least once yearly, immediately before the AGM.

Section 2. Special Meetings. Other special meetings of the Board may be held during the year as needed to conduct the business of The Association. Special meetings may be called by the President or at the request of three or more members of the Board of Directors.

Section 3. Notice. Notice of all official meetings, whether Annual or Special, shall be sent to all Board members by the President, or at the President’s direction, at least thirty days in

advance of the meeting. An Agenda for the Board Meetings shall be sent by the President to all Board members at least thirty days before the date of any meeting, with sufficient documentation and details of Agenda items. Directors who are unable to attend a scheduled meeting may participate through a conference call. Directors may not vote by proxy because by law Directors are expected to exercise fiduciary duty and judgment after participating in the discussion. Excused Directors may submit written guidance to the Board on any subject specifically mentioned in the notice of the meeting.

Section 4. Presiding Officer. The President shall preside at meetings of the Board of Directors. In the absence or incapacity of the President the following officers shall preside in the order listed: President-Elect, Vice President and Treasurer.

Section 5. Quorum. The presence of a majority of the Directors shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors.

Section 6. Vote. Each elected member of the Board of Directors (composed of the six officers listed in Article V, OFFICERS, and no more than eight elected Directors) shall have one vote. The President, or officer presiding, shall vote only in case of a tie.

Section 7. Manner of Acting. Except as otherwise provided by law or in the bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. Emergency Meeting. In case of necessity or emergency, business for The Association may be conducted in a special called interim Board meeting, called by the President and/or the Board, and composed of such Board members who are able to attend, constituting a majority of the Board, in accordance with the provisions of applicable law, the Articles of Incorporation and these bylaws. Such interim meetings may not:

- A. Fill vacancies on the Board or any of its committees;
- B. Amend the Articles of Incorporation;
- C. Adopt, amend or repeal the bylaws;
- D. Approve a plan of merger.

All business transacted during any special called Interim Meeting must be presented to the entire Board of Directors for review and approval at the next Annual Board Meeting.

Section 9. Attendance. Attendance at regular and special meetings of the Board of Directors shall be required unless excused by the President and one Director. Two consecutive unexcused absences shall be considered, and confirmed by the Board, as a resignation from the Board of Directors.

Section 10. Action Without Meeting. Any action required or permitted by law to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all of the members of the Board of Directors. The action shall be evidenced by one or more written

consents stating the action taken, signed by each Director either before or after the action taken, and included in the minutes or filed with the corporate records reflecting the action taken.

Section 11. Meeting by Conference Telephone. Any one or more Directors or members of a committee may participate in a meeting of the Board or committee by means of a conference telephone or similar communications device which allows all Directors participating in the meeting to simultaneously hear each other during the meeting, and such participation in a meeting shall be deemed presence in person at such meeting.

ARTICLE VIII - ADVISORY COUNCIL

Section 1. Purpose. The Association shall maintain a Council of Advisors - officially designated as "THE ADVISORY COUNCIL" - to serve as an informal body and valuable information resource with expertise in the various functions or aspects of The Association. The Advisory Council shall be comprised of individuals nominated, approved and invited to membership on the Advisory Council by the Board of Directors. Candidates shall qualify by having rendered service to The Association.

Section 2. Members. All previous Officers and Directors of The Association shall be members of the Advisory Council unless they decline membership. Other candidates for membership shall be proposed in writing to the Board of Directors by at least two Directors, with the specific reasons for proposal as a candidate, and approved by a majority vote of the Board. Candidates must be Members of The Association, but may be from overseas, or a member of another Scottish Clan, or Scottish Association, or an individual who has shown devotion to the welfare and interests of Clan Munro and The Association. New Advisory Council members shall be announced and presented to the membership at the appropriate AGM. Advisory Council members shall serve for an indefinite period of time, and their membership is not contingent on attendance at AGM or other meetings.

Section 3. Duties. Members of the Advisory Council who are Association Members shall retain all rights and privileges as Members of The Association, including voting, holding office, and appointment to committees. All Advisory Council members may participate, when requested and called upon, to give advice or to attend Board meetings and the AGMs to express their views and recommendations for the betterment of The Association.

ARTICLE IX - COMMITTEES

Section 1. Appointment. The President and/or the Board shall appoint such committees and/or committee chairmen, either permanent or temporary, as deemed necessary to further the work of The Association. Permanent committees or Appointments may include, but are not limited to, the following: ANNUAL GATHERING SITE SELECTION, ARCHIVES & LIBRARY, BUDGET FINANCE, BYLAWS & RULES, CHAPLAIN, GENEALOGY, PARLIAMENTARY PROCEDURE, PUBLICATIONS AND TENTS & GAMES. All committee members and chairmen shall be elected by the Board of Directors.

Section 2. Written Annual Report. Prior to the AGM all Committee Chairmen shall submit a written report to the President and the Board of the activities of the respective committees, and a summary of that report for the AGM. They shall also present a verbal summary of the report to the membership at the AGM. Written reports shall be appended to the meeting minutes.

Section 3. Qualification. Committee Chairmen and Members are not limited by any of the above criteria established for election as officers and/or directors, nor to any limits to time of service.

Section 4. Executive Committee. The Board of Directors, by resolution adopted by a majority of the number of Directors then in office, may designate two or more Directors to constitute an Executive Committee, which shall have and may exercise the authority of the Board in the management of the business and affairs of The Association during intervals between meetings except as such authority may be limited by the resolution designating the Executive Committee. Vacancies in the membership of the Executive Committee shall be filled by a majority of the whole Board of Directors at a regular meeting or at a special meeting called for that purpose. The Executive Committee shall report to the Board of Directors on action taken. Minutes of meetings of the Executive Committee shall be prepared and kept with the records of the corporation.

Section 5. Committee Authority. No committees of the Board (including the Executive Committee) shall be authorized to take the following actions:

- (a) Elect, appoint or remove Directors, or fill vacancies on the Board of Directors or on any of its committees;
- (b) Adopt, amend, or repeal the Articles of Incorporation or bylaws; or
- (c) Approve a plan of merger.

Section 6. Nominating Committee. A Nominating Committee, of not less than three nor more than five members, shall be nominated by the President and elected by majority vote of the entire Board of Directors. The election of the Nominating Committee members shall take place at the Annual Board Meeting and members shall continue as members until the following Annual Board Meeting and until new Nominating Committee members are elected. The committee shall present nominees for Vice President, up to four Directors, and for any officer whose term has been completed (the "nominees"). The slate of nominees shall be presented in writing to the Board of Directors at least two months before the AGM. The nominated slate of officers and directors must meet the criteria established for nomination and election to the appropriate offices.

ARTICLE X - ELECTIONS

Section 1. Approval of Nominees. The officers and Directors as nominated by the Nominating Committee shall be presented to the Board of Directors at the Annual Board Meeting for approval by majority vote of the entire Board. The slate of approved nominees shall then be presented to the membership at the AGM for election by the voting Members. If one or more of the nominees is

not approved by the Board, that nominee(s) shall be removed from the slate and the Board shall approve an alternate nominee(s) for presentation to the membership.

Section 2. Nominations by the Membership. Additional nominations may be made from the floor at the AGM provided they are proposed and supported by five Members present and in good standing. These nominations must show the consent of the nominee, be presented in writing, and document that the candidate meets the required criteria for office. The proposed nominee must be in attendance at the AGM.

Section 3. Vote. The officers and Directors shall be elected by majority vote of the voting Members at the AGM. Each officer shall hold office until the AGM in the year in which the term expires and until a successor is elected and qualifies.

ARTICLE XI - PRESIDING OFFICER AND QUORUM

Section 1. Presiding Officer. The President shall preside at all meetings of The Association, and the meetings of the Board. In the absence of the President the following officers shall preside in this order; President-Elect, Vice President, and Treasurer.

Section 2. Quorum of Members. The Members in attendance at a meeting, represented in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of the Members; provided, however, that at least twenty-five voting Members are present in person including a majority of the Directors.

Section 3. Quorum of Directors. A majority of the Directors shall be a quorum for the Board of Director Meetings.

ARTICLE XII - VOTES

Section 1. One Vote Per Person. Each Regular Active Member and Life Member of The Association (designated as "voting members" in Article III, MEMBERS) shall be entitled to one vote upon all matters required to be brought before, or properly brought before, the general membership for determination. At all meetings the President, or presiding officer, shall vote only in case of a tie.

Section 2. Manner of Voting. Votes may be taken by a show of hands and affirmation in open meeting, or by written ballot if requested and affirmed by the majority of the voting members.

ARTICLE XIII - GRANTS FOR USE IN SCOTLAND

Section 1. Grants for Exempt Purpose. In furtherance of the objects of The Association, the Board of Directors shall have power to make grants to the Clan Munro Scotland, or for activities in Scotland, provided that such grants are used exclusively for educational, charitable or other purposes set forth in Section 501(c)(3) of the Internal Revenue Code (the exempt purposes). The

Board of Directors shall review all requests for grants and may, in its absolute discretion, refuse to make any grants or otherwise provide financial assistance for activities in Scotland unless such funds are used exclusively in furtherance of the exempt purposes of The Association.

Section 2. Board Authority. The Board shall require an accounting to show that the grants were expended for the purposes which were approved by the Board, and shall at all times have the right to withdraw approval of any grant and to use the funds for other exempt purposes. After The Association has reviewed and approved a specific grant request as being in furtherance of its exempt purposes, the Board may solicit funds for such purposes, provided that it shall have control and discretion as to the use of the contributions received.

ARTICLE XIV - TERMINATION

Section 1. Perpetual Existence. The period of existence of The Association shall be unlimited.

Section 2. Distribution of Assets. In the event of termination, dissolution or winding up of the affairs of The Association in any manner or for any reason whatsoever, the Board of Directors shall, after paying or making provision for the payment of all liabilities of The Association, distribute ail of the remaining assets of The Association in accordance with the applicable provisions stipulated under the Articles of Incorporation, and under the provisions for exempt organizations under Section 501 (c) (3) of the Code as they may pertain at that time to The Association.

ARTICLE XV - DISTRIBUTION

Section 1. No Private Inurement. No part of the net earnings of The Association shall be distributable to or inure to the benefit of its officers or Directors or any private person, except that The Association shall be authorized to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of its exempt purposes.

Section 2. Exempt Activities. No substantial part of the activities of The Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted by Section 501 (h) of the Code), and The Association shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for office, nor carry on any other activities not permitted to be carried on by any entity subject to the provisions of the codes governing the corporate and tax-exempt status applicable to The Association.

ARTICLE XVI - INTERPRETATION AND AMENDMENT

Section 1. Interpretation. For any question of interpretation of these bylaws or of parliamentary procedure in general, the most recent publication of Robert's Rules of Order shall govern.

Section 2. Amendment. Amendments to these bylaws must be proposed in writing by five Directors, and must be submitted to the President, and the Bylaws & Rules Committee of the Board, at least 60 days prior to the Board of Directors meeting. The Bylaws and Rules Committee, after review and discussion, shall send to all Board members a copy of the proposed amendment, with their comments and opinions, at least thirty days prior to the scheduled Board meeting. The proposed amendment to the Bylaws must be approved by two thirds of the Board members, and by an affirmative vote of a majority of the voting Members present at the next Members meeting.

* * * * *

THIS IS TO CERTIFY that the above bylaws of Clan Munro Association U.S.A., Inc. were duly adopted by the Board of Directors, as restated bylaws, at a meeting held on _____, 2000 and approved by the voting Members on _____, 2000.

This the _____ day of _____, 2000.

Secretary or President

[Corporate Seal]