

# CLAN DOUGLAS SOCIETY OF NORTH AMERICA LTD. CONSTITUTION BYLAWS

With 1994 - 2024 amendments updates



## 2024

# TABLE of CONTENTS

(click on a page number to move to that page)

| PAGE               | ARTICLE                                    |
|--------------------|--|
| <a href="#">3</a>  | ARTICLE I: NAME                            |
| <a href="#">3</a>  | ARTICLE II: OBJECT                         |
| <a href="#">3</a>  | ARTICLE III: MEMBERSHIP                    |
| <a href="#">4</a>  | Septs & Allied Families List               |
| <a href="#">5</a>  | ARTICLE IV: OFFICERS                       |
| <a href="#">6</a>  | ARTICLE V: DUTIES of OFFICERS              |
| <a href="#">8</a>  | ARTICLE VI: MEETINGS                       |
| <a href="#">8</a>  | ARTICLE VII: DUES                          |
| <a href="#">9</a>  | ARTICLE VIII: REGENTS & SEPT COMMISSIONERS |
| <a href="#">9</a>  | ARTICLE IX: SPECIAL ASSIGNMENTS            |
| <a href="#">10</a> | ARTICLE X: EMBLEMS                         |
| <a href="#">10</a> | ARTICLE XI: INCORPORATION                  |
| <a href="#">11</a> | 2024-2027 CDSNA OFFICERS                   |

## CLAN DOUGLAS SOCIETY OF NORTH AMERICA LTD.

### ARTICLE I

#### NAME

The name of this organization shall be, the Clan Douglas Society of North America Ltd., hereinafter referred to as CDSNA.

### ARTICLE II

#### OBJECT

The object of CDSNA shall be to preserve and promote the customs, traditions and heritage of Clan Douglas and its Septs/Allied Families. This non-profit, charitable and social organization shall be composed of men and women who are direct lineal descendants of a Scot bearing the surname Douglas, or can trace their ancestry to the Douglas Clan or one of its Septs or Allied Families.

- A. The purposes for which the CDSNA is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
- B. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.
- C. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

### ARTICLE III

#### MEMBERSHIP

**Section 1. Regular Membership** - is limited to those at least eighteen (18) years of age, who are direct lineal descendants of a Scot bearing the surname DOUGLAS; or who can trace their Scottish ancestry to Clan Douglas or one of its Septs or Allied Families. Spouses of such persons shall be eligible for membership. Regular members pay dues, can vote, and may hold office.

**Section 2. Honorary Members** - anyone who by virtue of their position in Douglas family associations or service to the Society are so designated by the Board of Directors. They are non-voting members, do not pay dues, and cannot hold office.

**Section 3. Voting Affiliate Members** - Any person, at least eighteen (18) years of age, who is a direct lineal descendant of a Scot who does not descend from the DOUGLAS Clan or one of its Septs or Allied Families. They pay dues, can vote and participate in all affairs of the society, but are not eligible to hold a national office.

**Section 4. Non-Voting Affiliate Members** - are friends of the Society who desire to become a part of the Society but have no available record of Scottish Ancestry. They pay dues and may participate in all functions of the Society, but have no vote and not eligible to hold office.

**Section 5. Junior Members** - are those under 18 who otherwise qualify as regular members. They pay dues but have no vote and cannot hold office.

**Section 6. Sept/Allied Family Members<sup>1</sup>** - Family names (varied spellings accepted) recognized as Septs/Allied Families<sup>2</sup> of Clan Douglas.

|                       |                         |                            |
|-----------------------|-------------------------|----------------------------|
| <b>Agnew*</b>         | Dickson/Dixson          | MacGuffey                  |
| Bell                  | Drysdale                | MacGuffock                 |
| Blackadder            | Forest/Forrest          | Maxwell                    |
| Blackett              | Forrester/Forster       | McKittrick                 |
| Blacklock             | Foster                  | <b>Moffat*</b>             |
| Blackstock            | Galbraith/Gilbreath     | Morton                     |
| Blackwood             | Gilpatric/Gilpatrick    | <b>Pringle*</b>            |
| Blaylock              | Glendenning             | Rowell/Rowle/Rule          |
| Breckinridge          | Glenn                   | Rutherford                 |
| Brown/ <b>Broun*</b>  | <b>Hamilton*</b>        | <b>Sandilands*/Sandlin</b> |
| Brownlee              | Harkness                | Simms                      |
| <b>Carmichael*</b>    | <b>Home*/Hume</b>       | Soule/Soulis               |
| <b>Carruthers*</b>    | Inglis                  | Sterrett                   |
| Cavan                 | Kirkconnell             | Syme                       |
| Cavers                | Kilgore                 | Symington                  |
| Cleland               | Kirkland                | Troup                      |
| Clendenning/Clendenon | Kirkpatrick/ Kilpatrick | Turnbull                   |
| Crockett              | Lockerby                | Weir                       |
| Dalyell/Dalzell/Deal  | Lockery                 | Young/Younger              |
| Dickey/Dickie/Dick    | <b>Lockhart*</b>        |                            |

**Section 7. Membership Applications** - shall be received and approved by the Secretary. The Board may be consulted as necessary.

**Section 8. Members Dropped for Non-payment of Dues** - permanent identification number is retained under classification #04.

<sup>1</sup> **Septs** are described as surnames of a family, possibly a cadet family of the Chief; **Allied Families** are described as surnames of allied or dependent families in service to a Chief of Family. The presented list is a list of **Septs and Allied Families** to acknowledge the historical and familial connections between these surnames and Douglas without ascribing any particular subordinate classification or attenuation to any name in the list.

<sup>2</sup> Other Sept/Allied Family names may be added if proof of valid and historical connection with the House of Douglas is accepted. Documentation for each name listed can be found in the booklet titled **Officially Recognized Septs and Allied Families of Clan Douglas as Accepted by Clan Douglas Society of North America** produced for CDSNA by CDSNA member Harold Edington.

\*Indicates that these names are recognized by the Standing Council of Scottish Chiefs as separate clans with a standing chief (at the time of this update) For more information, see [<https://www.clanchiefs.org.uk/>]

**Section 9. Member Classification - (Record Keeping)**

- 01 Regular, dues paid, voting
- 02 Honorary, no dues, no vote
- 03 Voting Affiliate, Scots, non-Douglas, non-Sept related, Voting
- 04 Dropped for Non-payment dues; Permanent ID # retained.
- 05 Special mailing list, no vote
- 06 Clan or Scottish Society newsletter exchange
- 07 Junior members, under 18, no vote
- 08 Newsletter subscriber, no vote
- 09 Known deceased
- 10 Non-voting, non-Scottish affiliates
- 11 Courtesy mailing. Members 60 or over who paid dues for 5 years and now financially stressed. No vote

**ARTICLE IV****OFFICERS****Section 1. National officers** shall consist of:**A. Officers elected by the membership**

1. President
2. Vice-President
3. Secretary
4. Treasurer

**B. Appointed Officers may be added to the Board as determined by the Board. Appointments may include:**

1. Up to three (3) past presidents who will commit to attending CDSNA Board Meetings, responding to correspondence, and maintaining active participation in the Society events. These positions shall be offered by elected officers to past presidents, in reverse order of their terms in office. Past presidents accepting to serve shall be voting members.

**Section 2. The Board of Directors** shall consist of all National Officers and Appointed Officers.**Section 3. Terms of Office**

1. Elected officers are elected to a three-year term.
2. A person may not serve as President for more than two consecutive or two non-consecutive terms.
3. Officers, other than the President, may be reelected to serve additional terms.
4. The Archivist may be a lifetime appointment.
5. The appointment of Past Presidents and active Regional Vice-Presidents shall be reconsidered annually.

**Section 4. Election of National Officers – the Election Year Process:**

1. National Officers shall be elected every third year at the end of a President's term.
2. The President shall appoint a Nominating Committee of 2-5 members as per Article IX, Section 5 of these Bylaws, by no later than JANUARY 15th of the final year of the President's term of office but may appoint the committee earlier within the term.
3. The Nominating Committee shall present a slate of candidates for offices to be voted on – one name per office -- to the Secretary on or before SEPTEMBER 1st of the year before elections are to be held.

4. The Secretary will certify that all candidates presented are Regular (active and in good standing with dues up-to-date) CDSNA members who are current in their annual dues, as defined in Article III, Section 1, and eligible to hold office. The slate of certified candidates will be provided to all active members in the DECEMBER issue of Dubh Ghlasé.
5. Any Regular Member or Voting Affiliate Member may nominate an alternative candidate for any office. The candidate(s) name(s) must be provided in writing to the Secretary by JANUARY 31st of the election year. The Secretary will contact the candidate(s) to verify their agreement to be nominated and certify they are eligible to hold office.
6. Any updated slate of candidates will be provided to all active members in the MARCH issue of Dubh Ghlasé in the election year.
7. Voting shall take place from just after midnight on the third Saturday in APRIL until midnight on the fourth Saturday in APRIL of the election year.
8. Voting rights for the election will be offered to all CDSNA members on the roster of CDSNA membership who are active and in good standing (dues up-to-date) on April 15th of the voting year.
9. Election results will be reported to membership and published in the JUNE issue of Dubh Ghlasé.
10. Newly elected National Officers will be invited to attend the 2nd Quarterly Directors' Special Meeting (Board Meeting) in MAY and assume their office on
  - A. JUNE 1st in years where CDSNA has no GMM planned
  - B. At the GMM in years where CDSNA has a GMM planned

#### **Section 5. Compensations**

All officers shall serve without compensation or reward, except for certain expenses, as authorized by the Board.

#### **Section 6. Filling Vacancies**

1. President - automatically filled by Vice-President who shall serve as Acting-President for the remainder of the three-year term. At the end of the term, the position of President becomes vacant and a new President will be elected.
2. An Acting-President can be nominated for the position of President in the next term cycle. If elected to the office of President, the time served as Acting-President will not constitute a term or limit the member in the office of President.
3. Other officers - the President shall fill any other National Officer vacancy by appointment of a member in good standing for a minimum of one-year for the remainder of the term of such officer.

### **ARTICLE V**

#### **DUTIES OF OFFICERS**

##### **Section 1. President of the Society**

1. Shall have general supervision over its affairs.
2. Presides over meetings of Board of Directors, General Members Meeting (GMM), and special meetings.
3. Appoints chairman of committees and serves as an ex-officio member of all committees.
4. Appoints special assignments as needed.
5. Performs other duties as required.

##### **Section 2. Vice-President**

1. Shall perform duties of the president in the event of his/her absence or inability to act.
2. If a Presidential vacancy occurs, assumes total responsibilities of the office as Acting-President for the remainder of the unexpired term.
3. Appoints or accepts the prior appointment of the Regional Vice-Presidents, and State Regents and oversees these positions.

**Section 3. Secretary**

1. Secretary prepares the CDSNA Board Meeting agenda and records Board Meeting minutes.
2. Serves as general coordinator of corporate CDSNA membership by accepting, processing, and approving membership applications.
3. Administers and updates the website and may recruit assistants to accomplish management of it.
4. Keeps membership roster up to date.
5. Prepares the agenda for the GMM, if requested.
6. Answers correspondence from members and others societies.
7. Emails newsletters to Canada, UK and Australia and/or other places abroad.
8. Submits approved Board Meeting minutes for publication in the Dubh Ghlas e-newsletter.

**Section 4. Treasurer**

1. Shall have successfully completed a criminal background and credit check to the Board's satisfaction. Any expense to be borne by individual.
2. Receives, deposits, and accounts for all monies and securities belonging to the Society.
3. Signs checks drawn against funds of the society for expenditures authorized by the Board.
4. Serves as chairman of Budget Committee that prepares the annual budget approved by the Board.
5. Provides an annual financial statement, to be published in the Newsletter.
6. Treasurer shall keep an accurate record of all financial records, which shall always be current and ready for an annual audit by an outside auditor or audit committee.
7. Foreign countries - agreement shall be made with the Treasurer regarding the periodic transfer of membership dues in foreign countries to U.S. funds and Society account.
8. In the event that the Treasurer is unable to perform his/her duties, a regular CDSNA member with a minimum of one-year membership may be granted temporary signature privileges by the Board.
9. Upon ceasing to hold office or disqualified, the Treasurer shall turn over to designated persons, all monies, records, and other property of the Society under his/her control.

**Section 5. Archivist (non-voting Board member)**

1. Curator of all Society archives and property.
2. Assists other officers as needed.

**Section 6. Regional Vice-Presidents (non-voting Board members)**

1. The Vice-President shall appoint or accept the prior appointment of Regional Vice-Presidents (RVPs) in each designated region to serve as a coordinator of State Regents in their region. The Vice-President will contact all RVPs to affirm the commitment of that RVP for the next three years.
  - A. CDSNA will recognize at least two regions: East and West (of the Mississippi River) but can designate more regions, with approval from the Board. Currently the Board recognizes three regions: East, Central, and West.
  - B. A Regional Vice-President shall report to the Vice-President and/or the Board as needed.
  - C. Regional Vice-Presidents shall be non-voting members of the Board

**Section 7. Board of Directors**

1. This policy-making body of the Society shall be responsible for the overall leadership and direction of all activities and policies of the Society. It shall also be the arbiter in any internal disputes between members and shall render opinions regarding interpretation of Bylaws.
2. The Board shall have the power to establish precedents and policies not in conflict with the Bylaws and may change policies as it deems necessary for proper conduct of the Society.

## ARTICLE VI MEETINGS

### Section 1. A General Members Meeting (GMM) shall be held every three years:

1. At a site approved by the Board. The site should be approved and publicized (at least) twelve months in advance of the GMM.
2. The meeting should be concurrent with a Scottish game and the location of the meeting should be at or near the site of the games.
3. Change of GMM time and place or special meetings, may be designated by the President, with approval of the Board. Any change requires 90 days written notice to all members.

### Section 2. The Board of Directors shall hold at least four quarterly Directors Special Meetings (DSM) per year to discuss and articulate the business of the Society. A DSM may be closed to membership.

1. The required quarterly DSM meetings shall be conducted in different quarters of the calendar year and may be in person or held electronically.
2. Before the DSM, a quorum of Board members present must be declared. A quorum for any Board Directors Special Meeting will consist of a simple majority of the active voting Board members during the term.
3. A report of the DSM shall be published in the next possible Newsletter.

### Section 3. The President shall preside at all Board and General Members Meetings (GMM). In his absence, the Vice-President shall assume this responsibility. Should both be unable to preside, the meetings shall be presided over by the Secretary, Treasurer, or Archivist, in that order. A report of GMM shall be published in the next Newsletter.

### Section 4. All matters presented at General or Special meetings shall be decided by a majority vote of members e-voting. Each qualified member is entitled to one vote.

## ARTICLE VII DUES

### Section 1. All dues of the Society are set by the Board.

1. Dues will run 12 months from date of membership and are renewable on the membership anniversary date thereafter.
2. Subscription price of Newsletter is included in annual membership dues. Dues may be changed by vote of the Board.

### Section 2. Dues for a member shall include the spouse and all dependent children, but only one vote is permitted for one fee. If voting privilege is desired by a spouse, a separate membership may be purchased.

### Section 3. Payment of dues to Treasurer shall be in U.S. funds.

### Section 4. Members dropped for non-payment of dues may be reinstated by paying dues for the current year (the original Member ID # will be reinstated).



## ARTICLE VIII

### REGENTS and SEPT/ALLIED FAMILIES COMMISSIONERS

**Section 1. Only Members as defined in Article III and current in their annual dues are eligible to be a Regent and/or Sept/Allied Family Commissioner.**

**Section 2. Regents** are appointed by the Vice-President/Coordinator of Regents to supervise members and activities in specific geographical areas.

**Duties of Regents** include:

1. Public relations, promotion of Clan Douglas activities and recruitment of members.
2. Represent the Society at Games within the area and maintain contact with members.

**Section 3. Sept/Allied Family Commissioners** represent the followers or supporters of Clan Douglas who may or may not have been blood kin of the House of Douglas but were allied through community and/or territorial relationships. They are appointed by the Vice-President and are not limited to a specific area.

Duties are:

1. To promote their Sept/Allied Family and CDSNA and represent them at Scottish activities;
2. Help carry out Sept/Allied Family genealogy research subsidiary to and in cooperation with the House of Douglas.
3. Coordinate archiving of any such Sept/Allied Family genealogy research with the Archivist and the Genealogy Coordinator.

## ARTICLE IX

### SPECIAL ASSIGNMENTS

**Section 1. Genealogy Coordinator** will carry out genealogy research subsidiary to and in cooperation with all branches of the House of Douglas (Douglas, Morton, Angus, Queensberry, Sandilands, etc.).

1. The position of Genealogy Coordinator:
  - A. Is a volunteer position approved by the Board.
  - B. Requires a basic knowledge of genealogical methods and a willingness to coordinate ancestor/pedigree charts.
  - C. Reports to the Board and the Archivist.
  - D. Prepares an annual report for the Newsletter.
2. A genealogical fund, authorized by the Board shall be budgeted for necessary expenses.

**Section 2. Newsletter Editor** - volunteer position approved by the Board, requiring writing and editing skills, knowledge of layout and design, copyright laws and publishing. The newsletter shall be published four (4) or more times annually.

**Section 3. Storekeeper** - is a position approved by the Board to operate a fundraising project to support activities and needs of this non-profit organization.

The **duties of the Storekeeper** include:

1. Maintenance of CDSNA inventory
2. Cooperation with the Treasurer

**Section 4. A Bylaws Committee, when requested and approved by the Board**, shall consist of 3-4 members in good standing to review Bylaws at least once each administration period (3 years) and revise the Bylaws whenever important changes occur, as voted upon for approval by members at a GMM and requested by the Board. Bylaws may be amended at any GMM or DSM, when a Quorum is present. Thirty days written notice must be mailed to members prior to voting.

**Section 5. Nominating Committee –**

1. Two to five (2-5) Committee members shall be appointed by the President.
2. The Committee shall present a slate of candidates for offices – one name per office -- to be voted on at the General Members Meeting (GMM) to the Secretary.
3. The Secretary will certify that all candidates presented are eligible to hold office. Only Regular Members current in their annual dues, as defined in Article III, Section 1 are eligible to hold office.
4. The slate of candidates will be provided in writing to all members (at least) 60 days prior to the GMM.
5. Any Regular Member or Voting Affiliate Member may nominate an alternative candidate for any office. The candidate(s) name(s) must be provided in writing to the Secretary 45 days prior to the GMM. The Secretary will contact the candidate to verify their agreement to be nominated and certify they are eligible to hold office.
6. Alternative candidates will be provided in writing to all members 30 days prior to the GMM.

**Section 6. Webmaster(s)-** shall be appointed by the Board to structure and maintain the organization's web site.

**Section 7.** Other assignments may be made by the President from time to time, with Board approval.

## ARTICLE X

### EMBLEMS

**Section 1.** The official emblem of the Clan DOUGLAS Society of North America shall be *the belted "Heart of Bruce," with Royal crown and winged, with the motto "Forward."*

The motto in French, "*Jamais Arrière*" (translation, "Never Behind"), is just as proper but not as clearly understood by Americans. This emblem may be properly used on personal effects and stationery of the membership in North America.

**Section 2.** Individual members may use any emblem, mottoes, arms **to which they are entitled**. This Society is not allied with any Society abroad. Proper rules of the Lord Lyon, King of Arms, Edinburgh, Scotland, shall be observed in correspondence or when traveling.

## ARTICLE XI

### INCORPORATION

**Clan Douglas Society of North America, Ltd**, was originally created in July 1975 and duly incorporated July 21, 1977 in Raleigh, North Carolina

by: President - Douglas M. Glasgow, MD;  
Vice-President - Malcolm Marion, Jr., MD;  
Secretary - Gilbert F. Douglas, Jr., MD;  
Treasurer - Paul C. Mogenson

**National Office and Archives** are located at the address of the Secretary unless otherwise designated by the Board of Directors.

# **Clan Douglas Society of North America, Ltd 2024 – 2027 OFFICERS**

President: Mark A. Peterson  
email: mpeterson1019@comcast.net

Vice President: Scott Douglas  
email: arlyndoug@aol.com

Secretary: Carol Morton-Bianchini  
email: douglassecretary@comcast.net

Treasurer: Tom Douglas  
email: tomdouglas46@yahoo.com

## **CDSNA BOARD MEMBERS/PAST PRESIDENTS**

Chuck Mirabile (PAST PRESIDENT)  
loudbeak@yahoo.com

Tim Tyler (PAST PRESIDENT)  
email: clandouglas@socal.rr.com

## **REGIONAL VICE-PRESIDENTS (RVP)**

**CENTRAL:** Harold Edington; email: clan.douglas@yahoo.com

**WEST:** Cora Peterson; email: corampeterson@gmail.com

**EAST:** Samuel Thayer; email: clandouglasncregent@gmail.com