

**BYLAWS
OF
CLAN GRAHAM SOCIETY, INC.**

ARTICLE I: NAME

The Society shall be known as the Clan Graham Society, Inc. hereinafter called the Clan Graham Society or the Society.

ARTICLE II: PURPOSE

Section 1. To promote the general interests of the Society and to cultivate the spirit of kinship, fellowship, and social intercourse among the Society members throughout the United States and Canada and with those of the Graham Family of Scotland and their septs and descendants in Scotland and throughout the world;

Section 2. To inspire among members and descendants the pride and spirit of Scottish ancestors embodied in their history and ideals, to honor their Scottish heritage, to preserve and perpetuate for the present and future those customs and ethics of their Christian forefathers, and all the traditions of value, qualities and attitudes from the past which have proved to be of sound social benefit;

Section 3. To collect and preserve literary, historical, and genealogical records and documents and relics relating to the history of the Clan or to Scotland;

Section 4. To be strictly non-political, non-sectarian, non-stock, and non-profit;

ARTICLE III: LEGAL AND TAX EXEMPT STATUS

Section 1. The purpose for which the Society is organized is exclusively educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law.

Section 2. Notwithstanding any other provisions of these articles, this Society shall not carry on any other 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 provisions of any future United States Internal Revenue Law.

Section 3. In the event of dissolution, the residual assets of the Society will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purposes.

ARTICLE IV: ARMORIAL BEARINGS

Section 1. Public Register of Scotland

Know Ye Therefore that We have Devised, and Do by These Presents Assign, Ratify and Confirm unto the Petitioner for and on behalf of Clan Graham Society the following Ensigns Armorial, as depicted upon the margin hereof, and matriculated of even date with These Presents upon the One Hundred Twentieth page of the Seventy-fifth Volume of Our Public Register of All Arms and Bearings in Scotland, by demonstration of which Ensigns Armorial the said Clan Graham Society is amongst all Nobles and in all Places of Honour, to be taken, numbered, accounted and received as a Society Noble in the Noblesse of Scotland: **In Testimony Thereof** We have Subscribed These Presents and the Seal of Our Office is affixed hereto at Edinburgh, This Eight day of June in the Forty-third Year of the Reign of our Sovereign Lady Elizabeth the Second, by the Grace of God, of the United Kingdom of Great Britain and Northern Ireland, and of Her Other Realms and Territories, Queen, Head of the Commonwealth, Defender of the Faith, and in the Year of Our Lord One Thousand Nine Hundred and Ninety-four.

Section 2. Coat of Arms.

- a. Description in Heraldic terminology:
Or, three pellets conjoined in chief Sable each charged with an escallop Or. Above the Shield is placed an Helm with a Mantling Sable doubled Or and on a Wreath of the Liveries is set for Crest a falcon Proper, armed and beaked Or, grasping in the dexter claw three annulets conjoined Sable, and in an Escrol over the same this Motto "RIOGHAIL AGUS MARAON."
- b. Description in modern terminology:
A gold field with three black roundels in Chief (in the upper one-third of the shield) each of the black roundels being charged with a gold escallop. Above the Shield is placed a Helmet. Above the Helmet rests a Wreath mantled in black and gold. On the mantled Wreath set for Crest is a falcon Proper, armed and beaked, grasping in the right claw three black rings. In an Escrol over the falcon this Motto: "RIOGHAIL AGUS MARAON."

Section 3. Motto.

The Motto of the Clan Graham Society, Inc. shall be "RIOGHAIL AGUS MARAON" (Loyal and United.)

Section 4. Use of Coat of Arms.

- a. The Council shall designate the specific use of the Arms of the Society.
 - (1) The Arms may be used only by members in good standing of the Clan Graham Society, Inc.
 - (2) The Arms may be purchased from the Society to be used on correspondence, literature, banners, tent displays, and buttons to identify official Society representation only.
 - (3) A member who questions the appropriate use of the Arms shall contact a member of the Council.
 - (4) A member shall not assist a nonmember in acquiring or using the Society's Arms.
- b. Misuse of the Coat of Arms of the Clan Graham Society, Inc. shall result in appropriate action by the Council.

ARTICLE V: TARTANS

Section 1. The official tartan of the Clan Graham Society is the "Graham of Montrose." The official Clan crest is that of Montrose.

Section 2. The "Graham of Menteith" tartan may also be used.

ARTICLE VI: MEMBERSHIP

Section 1. Composition.

- a. All persons, either male or female, being eighteen (18) years of age or older, who bear or have borne the name of Graham, who are descendants of the Grahams of Scotland, who are members of the Graham septs, or who are descendants of the Graham septs are eligible for membership in the Clan Graham Society.
Graham Septs (not an exclusive list):
Airth*, Auehincloick (Kilpatraick), Allardyce*, Ballewen, Blair*, Bonar*, Bonnar* (Bonner), Bontein*, Buchlyvie, Buntain*, Bunting*, Conylers or Yorkshire, Dugalston, Drumaguhassle, Duchray, Esbank, Glenny, Graeme, Grahame*, Grim (Grimes), Hadden*, Haldane*, Lingo, MacGibbon*, MacGilvernock*, MacShille, MacIlvern**, Menteith*, Monteith*, Monzie, Pye*, Pyatt, Pyott*, Pitcairn, Orchille, Rednock, Sterling, Stowan.
Sources: * Scots Kith and Kin
** Seventh Duke of Montrose
- b. Husbands and widowers, wives and widows of persons qualified in Article VI, Section 1, Part a. are eligible for membership in the Clan Graham Society.

Section 2. Eligibility.

- a. Each person desiring membership in the Society shall make application on a form prepared and authorized by the Council.
- b. Each applicant for regular membership is required to complete a genealogical chart of his family as far back as possible, especially the part which traces his Scottish ancestry. In the absence of such evidence, the applicant shall certify that he is of Scottish descent and shall give the reasons for believing, i.e., family name, family tradition, the assurance of a relative, etc.

Section 3. Categories and Privileges.

a. Regular Members

- (1) Those persons qualified under Article VI, Section 1 are eligible for regular membership upon presentation of proper credentials and payment of dues to the treasurer.
- (2) Spouses of members shall be considered regular members with all privileges thereof during the lifetime of the member. Regular dues would be required of spouses after the death of the qualifying member.

b. Associate Members.

Those persons who do not qualify under Article VI, Section 1, but who have a legitimate interest in the purposes of the Society may become associate members. Associate members shall be eligible to vote and hold office.

c. Children Under 18 Years of Age.

Children of Members who are under 18 years of age shall be identified as non-voting members and are ineligible to hold office. To maintain their membership upon attaining the age of 18 years, these members must apply for regular or associate membership.

d. Life Members

(1) Qualifying Member

- (a) A regular member who is seventy 70 years of age or over may become a life member upon the payment of \$100 and thereafter shall be exempt from payment of Society dues.
- (b) A regular member who is between the ages of 60 and 70 may become a life member upon the payment of \$200 and thereafter shall be exempt from payment of Society dues.
- (c) A regular member who is between the ages of 50 and 60 may become a life member upon the payment of \$300 and thereafter shall be exempt from payment of Society dues.
- (d) A life membership is for one person and it is not transferable.

(2.) Spouse of Qualifying Member

- (a) The spouse of a life member has full privileges of membership during the tenure of the qualifying member.
- (b) With a one time payment of an additional 25% of the cost of membership in items (1) (a) through (c), the spouse may maintain his/her membership beyond that of the initiating life member.

e. Honorary Membership

- (1) A person who receives honorary membership must be eligible for regular membership in the Society and thereafter shall be exempt from the payment of Society dues.
- (2) The Council presents the honorary membership based on either outstanding service to the Society or individual distinction.
- (3) Nomination for honorary membership may be made by any member of the Society. The nomination must be a written recommendation to the Secretary and it must state the reasons for the nomination.

Section 4. Disqualification

No member of the Society shall be permitted to continue in regular membership when proof of eligibility is found to be inaccurate. Upon written notification from the Council, the applicant has thirty (30) days in which to substantiate his claim. Upon his failure to do so satisfactorily, the Membership Vice President shall be instructed by the Council to transfer his name to the associate member category.

Section 5. Termination of Membership.

- a. Non-payment of annual dues terminates regular and associate membership.
- b. Membership may also be terminated upon written request to the Membership Vice President.
- c. Membership may be terminated by a majority vote of the Council if after careful consideration, a member's conduct is deemed to be inimical to the best interest of the Society or in violation of the Bylaws of the Clan Graham Society, Inc. The Membership Vice President shall be instructed by the Council to inform the member of the action taken

Section 6. Saving Clause. A person disqualified or terminated for regular membership by the Council shall have the right to appeal to the Society at its next Annual General Meeting. A two-thirds vote of the members present and voting at the Annual General Meeting shall be required to sustain the appeal. If the appeal is sustained. The applicant's regular membership shall be restored.

ARTICLE VII: DUES

Section 1. Amount.

- a. The annual Society dues for all memberships shall be set by the Clan Graham Society Council.
- b. The annual dues shall be the same for all memberships.

Section 2. Payment.

Annual Dues shall be payable on or before July 1.

Section 3. Payment Procedure.

- a. Dues of Continuing Members. The Society Treasurer shall collect dues from continuing members.
- b. Dues of New Members. Dues of new members may be accepted at any time.

ARTICLE VIII: HEADS OF THE SOCIETY

Section 1. Chief.

The Chief of "The Grahams" is the Duke of Montrose as recognized by the Lord Lyon of Scotland.

Section 2. Chieftain.

A Clan Graham chieftainship is granted by the Chief of "the Grahams," the Duke of Montrose, at his discretion. If the Clan Graham Society wishes to suggest a candidate for the Chief's consideration, the candidate shall be nominated by the Council of the Society and the nomination shall be sustained by a two-thirds vote of the membership at an Annual General Meeting.

ARTICLE IX: OFFICERS OF THE CLAN GRAHAM SOCIETY

Section 1. Elected Officers.

The elected officers of the Society shall be President, Vice President, Secretary, Treasurer, and President-elect.

Section 2. Duties of Elected Officers.

Each elected officer shall submit a written report to the President at the Annual General Meeting of the Society.

- a. **President.** The President shall have the usual executive powers of supervision and management such as pertains to the office of president by the Bylaws and designated by the Council and Executive Committee. The President shall:
 - (1) serve as the official representative of the Clan Graham Society or designate his substitute. He shall represent the Clan Graham Society in all activities with other Clans, Clan Societies, and Associations.
 - (2) preside at all meetings of the Society, the Council, and Executive Committee.
 - (3) call special meetings of the Council or members in accordance with provisions of the Society Bylaws.
 - (4) appoint, with the approval of the Council, all committees and additional officers authorized by the Council.
 - (5) keep on file, or request that the Secretary keep on file, all written reports from officers and committee chairmen.
 - (6) serve as an ex-officio member of all committees except the Nominating Committee.
 - (7) continue to serve one year on the Society Council following his tenure as President. He shall thereafter be recognized as a Past President of Clan Graham Society, Inc.
- b. **Vice President.** The Vice President shall:
 - (1) preside at meetings in the absence of the President and act for him in his absence or disability.
 - (2) perform such other duties as are requested by the President or by the Council.
- c. **Secretary.** The Secretary shall:
 - (1) record and keep in custody the minutes of all meetings of the Society, of the Council, and of the Executive Committee.
 - (2) distribute copies of the minutes to all Council Members following each meeting.
 - (3) have available for reference at all meetings a copy of the Society Bylaws, a list of officers, committee chairmen, and members.
 - (4) have charge of such correspondence of the Society as is delegated by the President or the Council.
 - (5) keep on file all communications received and the copies of all letters sent.
 - (6) perform such other related duties as are requested by the President.

- d. **Treasurer.** The Treasurer shall:
 - (1) assume responsibility for the collection of all Society dues.
 - (2) keep the Membership Vice President informed on a regular basis.
 - (3) serve as custodian of all funds.
 - (4) pay all bills provided for in the budget or verified by the person incurring the expense.
 - (5) keep an itemized account of all receipts and disbursements.
 - (6) present a detailed financial report to the Executive Committee and Council at each meeting and upon the request of the President at other times.
 - (7) submit a financial report at the Annual General Meeting of the Society.
 - (8) make the financial records available for audit at the close of the fiscal year.
- e. **President-Elect.** The President-Elect shall:
 - (1) serve as an active member of the Council and Executive Committee by attending all meetings and participating in e-mail communications during the year prior to beginning his duties as President.
 - (2) ask questions and seek the counsel of the President.
 - (3) perform duties as assigned by the President.

Section 3. Appointed Officers

Appointed officers shall be Continental Convener Vice President, Membership Vice President, Editor of CLAN GRAHAM NEWS, Genealogist, Regional Commissioners, Mugdock Fund Chairman, Quartermaster, Chaplain, Piper, and such others as may be considered desirable to carry on the work of the Society. They shall be appointed by the President and approved by the Council.

Section 4.. Duties of Appointed Officers

Each appointed officer shall submit a written report to the President at the Annual General Meeting of the Society.

- a. **Continental Convener Vice President.** The Continental Convener Vice President shall communicate with all Regional Commissioners and shall:
 - (1) receive reports from Regional Commissioners identifying games and gatherings where the Clan Graham Society has been represented.
 - (2) furnish information and assistance as requested by Regional Commissioners, State Conveners, and games chairmen who are representing the Clan Graham Society.
 - (3) give an annual report to the Council on representation of the Clan Graham Society at highland games and gatherings.
- b. **Membership Vice President.** The Membership Vice President shall be responsible for membership development and shall:
 - (1) send appropriate information in response to Society membership inquiries.
 - (2) keep on file all active and inactive membership applications.
 - (3) maintain a current list of Society members and prospective members.
- c. **Editor of CLAN GRAHAM NEWS.** The Editor of CLAN GRAHAM NEWS oversees the printing and distribution of the newsletter. The editor shall:
 - (1) obtain necessary mailing permits when the need arises, choose a printer, order address labels, and arrange to distribute the newsletter.
 - (2) receive articles of news related to “The Grahams” and the Clan Graham Society, edit them, prepare them for the typist, proofread, and prepare layout pages for the printer.
 - (3) oversee the printing of the paper.
- d. **Genealogist.** The Genealogist shall assist members of the Society in researching their lineage.
- e. **Chaplain.** The Chaplain shall offer the invocation and benediction at meetings. He shall, to the extent possible, offer solace and comfort to the members of the Society and their families.
- f. **Piper.** The Piper shall:
 - (1) lead the Society in official ceremony such as the Parade of Tartans and formal dinners.
 - (2) perform at such other times as may be requested by the President.

Section 5. Term of Office

- a. **Beginning of Term.** The term of each officer shall begin upon election or appointment.
- b. **Term of Office.** Each officer shall serve for a term of two years or until his successor is elected or appointed.

Section 6. Vacancies

- a. All vacancies in office, excluding the presidency, shall be filled for the unexpired term by the Council.
- b. A vacancy in the office of President shall be filled by the Vice President.

ARTICLE X: TRUSTEES AND COUNCIL MEMBERS-AT-LARGE

Section 1. Trustees

Three Trustees shall be elected by the membership at Annual General Meetings.

Section 2. Duties of Trustees.

The Trustees shall be responsible for the invested funds and other property of the Society, holding the title of the same in trust and dispensing of or transferring the same upon instruction of the membership at the Annual General Meeting or upon instructions of the Council between meetings.

Section 3. Council Members-At-Large.

Six Council Members-At-Large shall be elected by the membership at Annual General Meetings.

Section 4. Duties of Council Members-At-Large.

The Council Members-At-Large are to represent the membership of the Society on the Council.

Section 5. Term of Office.

- a. **Beginning of Term.** The term of each Trustee and Council Member-At-Large shall begin upon election and installation.
- b. **Term of Office.**
 - (1) Each Trustee shall serve a term of two years with the term of one Trustee to expire in odd numbered years and the term of two Trustees to expire in even numbered years.
 - (2) Each Council Member-At-Large shall serve a term of two years with the term of three Council Members-At-Large to expire each year.

Section 6. Vacancies.

All vacancies in Trustees or Council Members-At-Large shall be filled for the unexpired term by the Council.

ARTICLE XI: NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

- a. There shall be a Nominating Committee of three (3) members elected in odd numbered years. Two (2) members shall be elected by the Society membership at the Annual General Meeting.
- b. Prior to the Annual General Meeting, the Executive Committee shall elect one (1) member to serve as Chairman of the Nominating Committee.
- c. The Nominating Committee shall serve for two years.

Section 2. Nominations.

- a. Any member in good standing may submit nominations for elective office.
- b. Nominations shall be submitted to the Nominating Committee chairman at least three (3) months prior to the Annual General Meeting. The chairman shall report to the members of the committee all names submitted.
- c. The Nominating Committee shall present a slate of one or more nominees for each office to be filled.
- d. Nominations may be made from the floor at the time of the election, providing the written consent of the nominee has been obtained.

Section 3. Elections.

- a. Officers shall be elected at the Annual General Meeting.
- b. Elections shall be by ballot except when there is only one candidate for an office in which case the election may be by voice vote.

- c. A majority of the votes cast shall be necessary for election.
- d. Elections shall be held annually.
 - (1) The President-Elect, Vice President, Treasurer, **one** Trustee, and **three** Council Members-At-Large shall be elected in **odd** numbered years.
 - (2) The President-Elect assumes his duties as President and the Secretary, **two** Trustees, and **three** Council Members-At-Large shall be elected in **even** numbered years.

ARTICLE XII: THE COUNCIL

Section 1. Members.

The elected officers, appointed officers, trustees, and members-at-large shall constitute the Council of the Clan Graham Society.

Section 2. Organization.

The President, Vice President, Secretary, Treasurer, and Past President or President-elect shall be the officers of the Council and comprise the Executive Committee. Portions of the Council's responsibilities may be delegated to subcommittees of the Council.

Section 3. Powers and Duties.

In accordance with the Bylaws and Annual General Meeting action, the Council shall have the general power to administer the affairs of the Society. The Council may adopt rules to govern its proceedings.

- a. The Council shall act for the Society between Annual Meetings.
- b. The Council shall have the power to fill vacancies in its body including all elected officers except the President until the next Annual General Meeting.
- c. The Council shall create, fill, and dissolve such special committees as it deems necessary or desirable.

Section 4. Meetings.

- a. Regular Meetings. The Council shall meet at least annually at a time and place specified by the President.
- b. Special Meetings. Special meetings of the Council may be called by the President or upon written request of ten members in good standing of the Society. The written request must be submitted to the Secretary.

Section 5. Written Vote.

Between meetings of the Council a written vote may be taken at the request of the President, provided every member of the Council shall have the opportunity to vote upon the question. The vote shall be submitted to the Secretary within two weeks.

Section 6. Quorum.

The quorum of the Council shall be a majority of its members.

ARTICLE XIII: MEETINGS OF THE SOCIETY

Section 1. Annual General Meeting.

Meetings of the membership of the Society shall be held at such times and places as the Council shall determine, but at least annually. The time and place of the Annual General Meeting shall be determined at least a year in advance.

Section 2. Special Meetings.

Special meetings of members may be held at any time for the consideration of any urgent business upon the call of the President or upon written request of 10% of the members.

- a. Requests stating the nature of the business to be discussed shall be submitted to the Secretary.
- b. The membership shall be given thirty (30) days written notice prior to a special meeting.
- c. Meetings shall be held at a time and place designated by the President.

Section 1. Quorum

A quorum of any meeting of the Society shall be the members present.

ARTICLE XIV: REGIONS

Section 1. Regions.

North America shall be divided into regions. The area of each region shall be determined by the President and approved by the Council.

Section 2. Regional Commissioners.

Each Regional Commissioner must be a member in good standing of the Clan Graham Society. A commissioner for each region shall be appointed by the President and approved by the Council. The Regional Commissioner shall:

- a. correspond with the State Conveners and Games Chairmen.
- b. assist Conveners and Chairmen in any way possible.
- c. request assistance from the Continental Convener Vice President when it is needed.
- d. send a copy of all correspondence to the Continental Convener Vice President.
- e. send an annual written report to the Continental Convener Vice President listing the specific games and gatherings at which the Clan Graham Society has been represented in the region.

ARTICLE XV STATE

Section 1. State.

Each region shall be organized into states or provinces as determined by the President and approved by the Council.

Section 2. State Conveners.

Each State Convener must be a member in good standing of the Clan Graham Society. A convener for each state shall be appointed by the Regional Commissioner and approved by the Continental Convener Vice President. The State Convener shall:

- a. correspond with Games Chairmen offering assistance where it is needed.
- b. request assistance from the Regional Commissioner when it is needed.
- c. send a copy of all correspondence to the Regional Commissioner.
- d. send an annual written report to the Regional Commissioner listing the specific games and gatherings at which the Clan Graham Society has been represented in the state.

ARTICLE XVI: GAMES

Section 1. Games.

Representation of the Clan Graham Society at highland games and gatherings shall be authorized by the State Convener and Regional Commissioner of the area.

Section 2. Games Chairmen.

Each Games Chairman must be a member in good standing of the Clan Graham Society. A Games Chairman shall be appointed by the State Convener and approved by the Regional Commissioner in the area. The Games Chairman shall:

- a. inform the State Convener in advance of plans made to represent the Clan Graham Society.
- b. request assistance from the State Convener when it is needed.
- c. send a copy of all correspondence to the State Convener.
- d. send a written report to the State Convener following the games at which the Clan Graham Society has been represented.

ARTICLE XVII: RECOGNIZED AUTHORITIES

Section 1. Parliamentary

The rules contained in ROBERT'S RULES OF ORDER NEWLY REVISED shall govern the Society in all instances in which they are applicable and in which they are not inconsistent with these Bylaws.

Section 2. Heads of the Clan

- a. **Chief.** The Clan Graham Society acknowledges the Chief of “The Grahams,” the Duke of Montrose, as the primary authority on the ideals of the “Gallant Grahams” of Scotland. The Clan Graham Society seeks the Chief’s leadership in fulfilling the ideals of the Grahams and in furthering the purposes as stated in Article II of these Bylaws.
- b. **Chieftain.** The Clan Graham Society recognizes a Chieftain as the Chief’s ambassador.

ARTICLE XVIII. AMENDMENTS TO THE BYLAWS

These Bylaws may be amended at any Annual General Meeting by a three-fourths vote of the members present and voting. All proposals for amendments shall be sent to the Secretary at least three months prior to the Annual General Meeting. The proposals for amendments shall be distributed to the membership at least one month prior to the Annual General Meeting. These Bylaws may also be amended without prior notice at any Annual General Meeting by unanimous vote. Every amendment to the Clan Graham Society Bylaws shall become effective and binding.

Adopted 16 October 1983
Amended 20 October 1985
Amended 17 October 1986
Amended 14 October 1988
Amended 20 October 1989
Amended 31 August 1990
Amended 18 October 1991
Amended 05 August 1994
Amended 16 October 1998
Amended 07 August 1999
Amended 11 August 2001
Amended 27 June 2003
Amended 18 May 2006
Amended 19 October 2007
Amended 11 October 2008