

# **THE CLAN MAXWELL SOCIETY OF THE UNITED STATES OF AMERICA BY-LAWS**

## **PREAMBLE**

For the purpose of cultivating fellowship and brotherhood amongst our kinsmen; preserving family records, treasures, muniments and traditions; and to advance the general welfare of our family, hereby is formed and established the Clan Maxwell Society of the United States.

It is to be recognized that the House of Maxwell is now spread widely over many parts of the world, in addition to flourishing and being numerous within the Ancient Kingdom of Scotland. Thus, it is deemed right and proper for the faithful preservation of the spirit of kinship which is clanship and traditions of the Honorable House of Maxwell, that those of Clan Maxwell in the United States of America may be rallied, united and convened, and being convened or rallied, have their gathering presided over and managed according to the ancient traditions of this great family. Further to recognize and acknowledge the authority of the Hereditary Chief of Clan Maxwell, as well as the right and privilege of the elected officers to convene and administer the Society under existing principles of patriarchal principles of family clanship and to report to the Chief concerning the weal of Clan Maxwell and its Allied and Dependent Families in the United States of America. Additionally, to assist in civic improvement in communities where there is a need for providing historical markers, gravestones and cemetery improvements and other public services such as memorials to our early pioneers who fought the wars and suffered hardships in the wilderness to establish civilization on the early frontiers of this country.

## **ARTICLE I. NAME:**

The name of the organization shall be CLAN MAXWELL SOCIETY OF THE UNITED STATES OF AMERICA, herein called the Society. It is a non-profit, familial, social and benevolent association, from the operation of which no person shall enjoy any pecuniary profit, or commercial gain, and which shall distribute no surplus, earnings or dividends to any person, except the charitable and benevolent assistance as provided hereinafter in these By-Laws.

## **ARTICLE II. PURPOSES:**

**Section 1.** The purpose of the Society shall be literary, historical, familial, genealogical and educational, as follows:

(a.) Distributing to members books, pamphlets, bulletins, and other material published by the Society or others, relating to (i) Scottish history, genealogy and literature, (ii) the Clan Maxwell and all branches of the House of Maxwell, and (iii) Caerlaverock Castle,

the ancient seat of the Chief of the Clan;

**(b.)** Collecting, preserving and providing a repository for literary, historical and genealogical records, documents, treasures, muniments and relics relating to Scotland or the Clan;

**(c.)** Encouraging visits by members to Scotland and Caerlaverock Castle;

**(d.)** Assisting in the maintenance, repair and upkeep of the ruins, grounds, and buildings of Caerlaverock Castle, the ancient Seat of the Chief near Dumfries, Scotland, as a Scottish historical shrine;

**(e.)** Establishing scholarships, fellowships, awards, prizes, and other methods of financial assistance for deserving members at schools, camps, workshops, and seminars which encourage Scottish heritage and traditions, such activities shall include but not be limited to Highland dancing, piping, drumming, Scottish country dancing, Scottish craft work and Scottish genealogy. Members under 18 years of age should be given priority in the use of these scholarships and related aid.

**(f.)** Perpetuating Scottish traditions and customs, fostering the happy relationship existing between Scotland and the United States, promoting clan sentiment, and sociability among its members.

**(g.)** In addition to the aforementioned, such literary, historical, genealogical, educational or other activities as the Executive Council shall determine.

**(h.)** Honoring distinguished Clan folk.

**Section 2.** The Society's net income shall not inure to the benefit of any member, officer, director or any other individual.

### **ARTICLE III. MEMBERSHIP:**

**Section 1.** The membership shall be comprised of Full Members, Associate Members, Affiliate Members and Honorary Members.

**Section 2.** The types of membership offered by this Society shall be:

**(a.)** Full Membership, which shall consist of all persons 18 years of age or older (i) who bear the surname Maxwell (however spelled) by birth and descent; or else (ii) whose mother, or any grandparent, great grandparent, or great great grandparent bears, or bore, the surname Maxwell by birth and descent; (iii) any Charter Member is a full member for their lifetime as long as they are a member in good standing. With the exception of (iii) the right to full membership shall be based on blood and family so that persons who have

adopted or assumed the surname Maxwell without having any Scottish or Irish blood in any of their antecedents are not entitled to full membership, it being clearly understood this Society is one of "Cousinship," not "Fraternity."

**(b.)** Associate Membership, which shall consist of a person who is the wife or the husband or legally adopted child of one who bears the surname Maxwell or other surnames which qualify for full membership in the Society by birth and descent.

**(c.)** Affiliate Membership, which shall consist of all persons 18 years of age or over whose descent from persons bearing the surname Maxwell is more distant than five generations.

**(d.)** Those persons of surnames listed and recognized by the Executive Council of Clan Maxwell as Allied and/or Dependent Families of the House of Maxwell shall be eligible for membership in this Society in any one of the three membership types described herein above, it being understood the lineage status with respect to his/her surname of any such eligible person shall determine the appropriate membership type.

**(e.)** The Executive Council may elevate to Honorary Membership any Clan Maxwell member who has rendered meritorious and outstanding service to the Society or to the Clan. Honorary Members shall not be required to, but may, make financial contributions to this Society.

**Section 3.** The requirements for membership are:

**(a.)** Full Members must provide reasonable proof that they are eligible for that type of membership as described herein above.

**(b.)** Birthdate and birthplace of applicant and of applicant's parents and grandparents shall be provided by each applicant. Further genealogical records may be required by the Executive Council.

**Section 4.** The method of admitting persons to membership shall be:

**(a.)** The applicant may be formally invited to apply by the Executive Council or by any individual member thereof.

**(b.)** The applicant may submit his or her own application, which shall be passed upon by the Executive Council.

**Section 5.** For any type of membership, termination or reinstatement shall be governed

by the following rules:

**(a.)** Non-payment of the required annual contribution by a member for a period of TWO years shall automatically terminate his or her membership.

**(b.)** Membership shall terminate upon a Member's written request of the Executive Council.

**(c.)** After careful consideration, the Executive Council may terminate membership by a simple majority vote at any meeting of the Council, if a Member's conduct is deemed to be injurious to the best interest of the society or of the Clan.

**(d.)** A member terminated without prejudice may be reinstated upon written application to and by a simple majority affirmative vote of the Executive Council. Payment of any and all financial obligations to the Society which were outstanding at the time membership was terminated must accompany the application for reinstatement. Should reinstatement not be granted, the applicant's remittance shall be returned promptly.

**Section 6.** Recognition of membership shall be:

**(a.)** Each type of member whose dues are not delinquent shall be entitled to a membership card duly signed by the Secretary or Treasurer upon authorization of the Executive Council.

**(b.)** Every member of Clan Maxwell is entitled to wear the strap and buckle badge of the Chief of Clan Maxwell, approved by the Lord Lyon King of Arms and embodied in the seal of this Society.

## **ARTICLE IV. EXECUTIVE COUNCIL**

**Section 1.** Number and Elections:

**(a.)** The Society shall have an Executive Council of all current elected officers and any ex-officio members. Any past President shall be a permanent ex-officio member of the Council. The President of the Society shall be Convener and the Vice-Presidents Vice-Conveners of the Council. The elected officers composing the Council shall be: President, four Vice-Presidents, Secretary, and Treasurer. Each officer will serve a three-year term.

**(b.)** Vacancies on the Executive Council, occurring between elections, owing to death or resignation may, but need not, be filled for the unexpired terms by the Executive Council.

**Section 2. Meetings of the Executive Council:**

The Executive Council may act: (i) At a meeting called by the Convener or any three members of the Executive Council, at such place and time as specified in the notice of the meeting, which shall be given in writing or by telegram or telephone at least five (5) days in advance, and at which a simple majority of the Executive Council shall constitute a quorum. Any Council Member may waive notices of such meetings in writing or by telegram or telephone, either before or after the meeting; (ii) By instrument (in writing) setting out the action to be taken and signed by not less than a simple majority of members of the Board; or (iii) By telephone approval of the action to be taken, given to the President or to the Secretary by a simple majority of the members of the Council and recorded by the President or Secretary as the case may be, over his or her respective signature, in a written instrument filed with the Secretary.

**ARTICLE V. DUTIES AND ELECTIONS OF OFFICERS:**

**Section I. Definition, Number, Office, and Terms:**

(a.) The definition of the word officer in these By-Laws means anyone elected or appointed to office in the Society.

(b.) The Executive Council shall consist of the elected officers who are President or Convener, First Vice President, Second Vice President, Third Vice President, Fourth Vice President, Secretary and Treasurer.

(c.) Each officer will serve a three-year term. Terms for officers will be staggered. The term begins 1 January of the year following the election. One-third of the Council officers will be elected each year. Each officer will be limited to no more than three consecutive three-year terms in any one elected office. The staggered term of office will be:

1. Treasurer and two Vice Presidents
2. Secretary and one Vice President
3. President and one Vice President

(d.) The election shall be held at the Annual General Meeting of Members as mentioned in Article VI, section I, Meetings of Members.

**Section 2. The President:**

(a.) The President shall be Chief Executive Officer and Convener of the Society.

(b.) He shall preside at all meetings of Members, Executive Council, and shall recommend to the Executive Council such programs and activities as he considers

advisable and calculated to accomplish the purposes of the Society as specified in Article 11.

(c.) He shall submit an annual report to the members of activities of the Society during the year and its plans for the future.

**Section 3.** The Vice Presidents:

If the President is unable to act for any cause, the Vice Presidents, in order of seniority shall have, exercise, and discharge all the powers and duties of the President.

**Section 4.** The Secretary:

The Secretary shall keep a roster of the names and addresses of all members and officers of the Society, and shall preserve records of all meetings thereof.

**Section 5.** The Treasurer:

(a.) The Treasurer shall keep a record of all funds received and disbursed by the Society and shall make such disbursements upon order of the Board of Governors. The Treasurer shall give a bond for the faithful performance of the required duties, in such amount, and with such surety as shall be approved by the Board of Governors, and at the expense of the Society. The Executive Council may waive the Bond requirements.

(b.) The Treasurer shall deposit the Society's funds in the bank, and make such investments thereof as the Executive Council shall determine.

(c.) The Treasurer shall submit to the Members an annual report of the number and classes of Members and of receipts, disbursements and balances on hand, after his accounts have been audited, if the Executive Council so determines, by an Examiner appointed by them.

**ARTICLE VI. MEMBERSHIP MEETINGS AND DUES:**

**Section I.** Meetings of Members:

(a.) Meetings of members shall be held at such times and places as the Executive Council shall determine. If feasible, at least one meeting of members shall be held each year. Special meetings of members may be held at any time upon the call of the Convener or Vice Convener or of ten percent (10%) of the Members in good standing and entitled to vote, and shall be held at such place as the Convener or Vice Convener shall designate.

(b.) Fifteen (15) Members shall constitute a quorum, at all meetings of Members. Each Member in good standing present at the meeting shall be entitled to vote. A quorum (for the purpose of election of officers) shall be the number of valid ballots received by mail together with members present at the AGM.

(c.) All members in good standing can participate in the election of officers either by letter ballot or by attending the Annual General Meeting (AGM) of the society. Letter ballots will be sent to all members in good standing and will include a suspense date. The completed ballot must be received by an elected officer on, or before, the suspense date, to be counted.

## **Section 2. Dues:**

(a.) The dues of each type of membership shall be fixed by the Executive Council of the Society and all dues shall be payable on an annual basis.

(b.) Honorary Members shall be exempt from the payment of dues.

(c.) Individuals of the same family, who are entitled to Full Membership (in their own right) shall each pay dues, should Full Membership be desired.

## **ARTICLE VII. COMMITTEES AND APPOINTMENTS:**

### **Section 1. Nominating Committee:**

(a.) The President, with the approval of a simple majority of the Executive Council, shall appoint, at least six (6) months before each election of officers a Nominating Committee of not less than three (3) members in good standing of the Society.

(b.) Its Chairman shall be designated by the President, and such Committee shall submit the names of candidates for the Executive Council to the Executive Council and Members, to be voted upon at the elections provided for in Article IV and Article V, respectively.

(c.) A slate of officers shall be provided in writing to the membership at least thirty (30) days before the annual meeting.

(d.) Members in good standing shall be entitled to submit names for Officers other than those submitted by the Nominating Committee to the Council. These additional nominations must be received in writing by the Executive Council at least fourteen (14) consecutive calendar days before the Annual Meeting. Such nominations must have the approval of the person who is being proposed for office before the nomination is submitted to the Executive Council.

**Section 2.** Appointments:

(a.) The President will appoint all other officers with concurrence of a simple majority of the Executive Council.

(b.) The appointments include but are not restricted to: Editor, Membership Chairman, Webmaster, State and Regional Commissioners, Genealogist, COSCA Representative and Merchandise Manager.

(c.) Various Ad Hoc Committees, as required, may be proposed by the President or other elected officers to the Council and formed on the basis of a simple majority vote.

(d.) The President, with the approval of a simple majority of the Executive Council, may appoint a member in good standing to be a State Commissioner to co-ordinate Society activities within the designated area for which he is responsible.

(e.) All of the above shall be under the supervision of the Executive Council of the Society.

**ARTICLE VIII. REGIONAL SECTIONS:**

**Section 1.** The Executive Council shall encourage and promote the organization of Regional Sections of the Society in cities or other areas where, in its opinion, such Sections will advance the interests, purposes and well being of this Society.

**Section 2.** The Executive Council shall adopt and promulgate such rules and regulations as are deemed necessary and expedient for the formation, operation, conduct and guidance of Sections of this Society within the United States of America, and the same shall apply in equal force and effect to all such Regional Sections which are duly authorized by the Executive Council.

**Section 3.** The rules and regulations governing Regional Sections of the Society must include, but shall not be limited to, the following mandatory provisions:

(a.) Establishment of the geographical limits of the Regional Section and only one Section shall function within said limits.

(b.) A group of seven (7) members in good standing from a given locality shall be the minimum number necessary for the formation of a Regional Section.

(c.) An individual cannot be a member of a Regional Section without first being a member in good standing of this Society and a member terminated from the rolls of the Clan Maxwell Society automatically shall be dropped by the section should said terminated member also be a Regional Section member.

(d.) Administration of the Regional Sections must be limited to not more than five (5) officers from which they shall elect a Chairman and a Recorder, same being selected by the Regional Section from Members in good standing of that particular section

(e.) The designation "Clan Maxwell Society of the United States of America" followed by the locality name of the Regional Section shall be used at all times and on all occasions by any duly authorized Regional Section.

**Section 4.** This Society shall prescribe ways and means of dissolving a Regional Section or removing any Sectional Officers when, in the opinion of the Executive Council, the said Section or Officers functions in any manner detrimental to the aims, ideals, welfare and best interest of the Clan Maxwell Society, or when a Regional Section ceases to be active.

#### **ARTICLE IX. DISBURSEMENTS AND FISCAL YEAR:**

**Section 1.** The funds of the Society shall be disbursed for its administrative expenses such as printing, postage, clerical help, etc., and for the purposes specified in Article II or some one or more thereof, as determined by the Executive Council, by check signed by such officer or officers as the Executive Council shall determine. Until the Council acts in the matter, such disbursements shall be made by check signed by the President (or any Vice President or the Secretary in the absence of the President) plus the Treasurer.

**Section 2.** The Society's fiscal year shall be the period commencing January 1st and ending December 31st of each year.

#### **ARTICLE X. GIFTS:**

**Section 1.** The Society may receive gifts of money, securities or other property, real or personal, from members or foundations, corporations or other non- members, either for specific purposes or as unrestricted gifts.

**Section 2.** The Executive Council may refuse to accept any gifts.

## **ARTICLE XI. AMENDMENTS:**

**Section 1.** These By-Laws may be altered, amended or repealed under the following procedure:

**(a.)** An amendment or amendments may be adopted at any meeting of the Clan Maxwell Society by a two-thirds vote of all members in good standing who make up a designated quorum. All members will be sent a ballot containing the proposed By-Law changes. Those returned ballots plus members in good standing attending the meeting will constitute a quorum. A clear statement of the general nature of the proposed amendment(s) will be included in a notice of the meeting that must be mailed to all eligible members at least thirty-one (31) days prior to the date on which the said meeting is to be held.

**(b.)** A proposal to amend or replace these By-Laws may be made only by the Executive Council, and comments by the membership, written or oral, relative to the proposed amendment or amendments or replacements, shall be entertained by the Executive Council and made available to all at the said meeting.

## **ARTICLE XII.**

These By-Laws shall take effect immediately upon adoption thereof.

— *Last Amended Sept.17, 2005*