

Minutes Clan MacLeod USA Council  
Hilton Embassy Suites, Alexandria VA  
December 1, 2017, 1 pm.

- Weeden Nichols called the meeting to order.
- Robert Lewis gave the invocation.
- Council Quorum was achieved with 13 present and 5 proxies, all with signed conflict of interest statements.
- The agenda was adopted.
- Minutes of the AGM and Council meetings, Wilmington, North Carolina – August 9-10, 2017 were approved.

Minutes and reports are published on the Clan MacLeod USA website in full.  
<https://www.clanmacleodusa.org/council---agm-reports.html>

President - Weeden Nichols. Written report submitted after the meeting. Below submitted by Weeden Nichols as summary.

- We satisfy our 501c3 cultural and educational responsibilities by providing accurate information to the public regarding the history of Clans of the Galley, the Highlands and Islands, and Scotland in general, and regarding Scottish culture, past and present. I find the ideas of promoting, marketing, and selling, personally offensive. I like to seek memberships by listening to the personal story of the member of the public, telling our story, and relating his/her story to ours.
- We do not have "unfunded mandates" because we do not have mandates. Volunteers cannot be forced to do anything. Regions that have regional funds should keep simple records -- where funds came from and when, where the funds went and when. Probably IRS would be interested only in our central treasury, but we should maintain financial transparency, top to bottom, because we are 501c3 top to bottom. This is not a requirement of CMSUSA because Council voted to make this a requirement of RVP's. I simply consider it prudent.

Council Reports

Vice President – John W. McLeod. No written report.

- Statements will always be short and simple. John W. has an open door for communications going in both directions. As in any family, there is likely to be squabbles, but we are still family.

National Secretary – Sandy McLeod. Report referenced.

- Ran into problems at the last AGM and had to contact people via email during meeting to get enough proxies to confirm the voting council. Would like everyone to be pro-active and get proxies ahead of time especially for Parliament AGM in 2018. We will be limited to email etc. access during this meeting. A simple proxy which signs over full rights to vote to a member attending the meeting will be sent out to council members in advance.
- When available, a Newsletter ballot will also be sent to council members. Use of the Newsletter proxy allows the person to vote preferences.

Treasurer – Kris McFadden - Overview of written report read.

Legal Counsel – John Tutterow - No report sent. Not in attendance.

Chaplain- Robert Lewis - Report referenced.

Nominations - John Norman MacLeod is head of nominations. No written report.

- Gulf Central and New England Regions are vacant.
- Regions need to account how the stipend is spent on Clan MacLeod business. A full accounting of travel costs etc. out of pocket is not necessary for official records nor required as information for an RVP position.
- Ricky Dupree is possible for Gulf Central and several possibilities for New England.
- Nominations committee need to be aligned with the bylaws which states that if the President is on the committee, he must head the committee. Weeden removed himself from the nominations committee.
- It was moved by Franklin Wyatt III that Robert McLeod be a member of the nominations committee. John Norman MacLeod seconded. Approved.

Migration Director - Ann McLeod. Report referenced.

- Database is growing by new members submitting family trees, now 65,000 links. Multiple backups are required because of size and value.

VP of Membership - Anne L. MacLeod. Report referenced.

- Current count is 917 members per written report. Membership seems to be more stable. The genealogy database which password changes every 6 months seems to have promoted membership renewal in order to continue access. Report referenced.

Newsletter - Dorna Caskie. No report. Not in attendance.

- Reminder that Chief John stories should be submitted to Dorna.

Past President – John Norman MacLeod. No Report given.

Publicist - Judy MacLeod. Report referenced.

- Did not follow up with the Highlander on an article on the Moores Creek event during the AGM. We needed a picture which was unique and different than the picture previously submitted.
- Working on several articles, nothing yet submitted or published.

Awards – Franklin Wyatt III. Report referenced.

- There is a vacancy for piping and dancing since Jack Lewis resigned.
- Franklin has the 24 remaining medals. Will distributed after the new year.
- Robert McLeod has the Gulf Central MacCrimmon trophy.
- Would like a piper to head piping. Timm Herrod who is an accomplished piper could be approached.

Internet Editor – Ian Good. Report overview read into minutes.

- Weeden moved to renew internet contract every three year as long as internet editor and council agrees the company should be renewed. Tammie seconded. Approved.
- Since 3 year contract renewal request was not submitted in time for the 2017 accounting documents and not known for 2018 projected budget, the amount does not appear in reported documents.

Dunvegan Foundation – John B. MacLeod- No written report.

- Allocated over \$30,000 in grants.
- New Dunvegan newsletter this year designed by Donald C. McLeod.
- Listing of pipers taking part in June 2017 Maclean-MacLeod memorial piping championship at University of Delaware was passed around. These are the pipers who will represent the USA in international competitions. John B. presented awards at the competition.

VP Regional Coordinator – Robert McLeod. Report referenced.

- There is a new CMSUSA RVP forum on Facebook created by Tex McCloud. This is to give RVPs etc. the opportunity to discuss issues and provide helps, hints, etc.
- Will email SOP for presenting MacCrimmon Quaich as well as publish it on website. Still looking for trophies for Pacific, Missouri Valley, Northwest regions.
- The USA website contains most current brochures etc.  
<http://www.clanmacleodusa.org/rvp-resource-library.html>

Youth Coordinator /21<sup>st</sup> Cent. – Sasha Macleod. Report read into minutes

- Council validates Sasha's appointment and she can use Twitter on behalf of Clan MacLeod USA. If Sasha questions any content, Weeden or council should be asked.

Moved to approve council reports. Seconded. Approved.

Motion made to go to business items. Seconded. Approved. Reports of Regional VPs were not presented or read in absentia.

Go to <https://www.clanmacleodusa.org/council---agm-reports.html>

### **Special Reports**

1. 2019 AGM – Tom Macleod indicated that he was willing to have the meeting in the Missouri Valley Region, Kansas City. The AGM book and/or information for AGMs will be scanned and sent to him by Robert McLeod.
2. 2020 NAG – Dorna Caskie had stated that she would like the New England Region, Portland Maine to have the 2020 NAG. Unfortunately, Dorna did not attend the meeting in Alexandria to submit a proposal. Stephen MacLeod expressed that a NAG requires a lot of preparation. Accommodations should be contracted by April 2018 for a 2020 NAG. Parliament should have a presentation or brochures for the event. It was questioned whether this was possible for the New England region which does not have a RVP. Stephen as a consultant will contact Dorna. Weeden will also contact Dorna to determine a definite commitment. An alternative would be the Great Lakes Region, Grand Rapids, Michigan with Judy MacLeod as lead. This needs to be settled quickly.

### **Old Business**

1. AGM Paypal site corrections – Ian Good is working on corrections to the cart issues which force payment with fees for each individual/item instead of collecting multiple individuals/items with a single payment and fee. Anne L commented that Paypal rolls out to pay for membership, but does not return to the site allowing completion of the membership form.
2. Bylaws rewording for long term investment – Franklin Wyatt III introduced new wording for the bylaws allowing more flexibility to the Treasurer/investment agent for long term funds (life memberships). See attachments with both John Tutterow's and Franklin Wyatt III's replacement for Article IX.2 Dues, section B (pages 6-7 of the minutes).
  - a. The current bylaws limit the Treasurer in investment ability.
  - b. John Tutterow did propose a simple change to allow the Treasurer broader scope. Franklin Wyatt III proposed more

complete, specific changes. Franklin's would require a simple majority council agreement on investments which could be handled during the normal annual Treasurer's report. However, it requires  $\frac{3}{4}$  vote to take out money.

- c. A simple decision to choose between the two proposals require a majority. However, the money can't be moved until have  $\frac{3}{4}$  vote.
  - d. At the time it was thought there were not enough votes/proxies to allow the money to be moved.
  - e. Robert Lewis moved that Franklin's proposal be accepted. Seconded. Approved.
  - f. Recounting current council determined there are 24 voting council members. With 18 proxies/votes available, there is a  $\frac{3}{4}$  vote for this meeting.
  - g. Motion was made to authorize Treasurer to move money. A no vote was made.
  - h. However, questions on Mr. Tutterow's as well as Mr. McFadden's opinion were raised by John B. MacLeod. The change will not be implemented until there are replies from legal council and the current Treasurer.
  - i. Weeden Nichols will follow up with Mr. Tutterow, Mr. McFadden and request electronic approval on any open issues in order to implement the change in bylaws.
  - j. John Norman stated there are 120 life members. Each cost \$15/year to maintain. This means that the life membership funds should provide \$1800/year in return. A money market or savings account at current rates will not provide these funds.
- 3. Deputy RVP Position definition for SOP– Weeden Nichols defined the Deputy RVP position as an alternative to a state Commissioner. The deputy RVP would have the ability to use the commissioners within a specified area of the region to coordinate games. Neither position would have a vote on council, direct distribution of funds or tax deduction except what is already available through existing IRS rules.
  - 4. Award System Use SOP – Robert McLeod will be writing and posting this to the new RVP forum.
  - 5. Youth free memberships – Robert Lewis withdrew suggestion due to lack of funds.
  - 6. Parliament Update – Dorna Caskie did not attend meeting.

## New Business

1. Redesign of MacCrimmon medal – John W. McLeod – Mr. Livermore stated that he will provide the medals and donate the funds for another run. It would be up to Mr. Livermore to determine if the current die can be modified.
2. Chief John of Raasay and his wife Lady Elizabeth will be at the Stone Mountain games Oct. 19-21, 2018. Clan MacLeod will be the honored clan at Stone Mountain as well as Panama City Beach, Florida and Dothan, Alabama. If you want to speak with Chief John, consider being a patron of the game, \$600 for a couple, which would include the patron reception, sponsors reception, hospitality tent and patron's parking.

## Proposed Changes to bylaws:

### Article IX.2 Dues

#### Current By-Laws:

- B. All life memberships and honorary membership fees shall be held in an interest bearing account which shall serve as a Contingency Fund. The interest accumulated yearly on the Contingency Fund may be allocated to the General Fund for support of the life/honorary members. Withdrawals from the Contingency Fund, other than that of interest accumulated, can be effected only with the approval of three quarters (3/4) of Council.

#### Tutterow's recommendation:

- B. All life memberships and honorary membership fees shall be held in an interest bearing a separate account which shall serve as a Contingency Fund. The interest and dividends accumulated yearly on the Contingency Fund may be allocated to the General Fund for support of the life/honorary members. Withdrawals from the Contingency Fund, other than that of interest accumulated, can be affected only with the approval of three quarters (3/4) of Council.

Tutterow also recommended the Council put forward some type of resolution giving the National Treasurer or other designated agent the authority to pursue investing this fund. This recommendation is not written in to this Article and therefore can be forgotten about after a few years as personnel changes.



**Proposal: The By-Laws section be written to include Tutterow's recommendation for future reference rather than relying on people's memory of Council's action.**

**Each sentence of the proposed section is separated for the purpose of review only. Sentences B.2 and B.3 are the requested inclusions.**

- B.1 All life memberships and honorary membership fees shall be held in a revenue generating account which shall serve as a Contingency Fund.**
- B.2 The National Treasurer or other Council designated agent shall review this Contingency Fund at least annually and present recommendation(s) to Council as to potential action that may be taken with these funds.**
- B.3 Action by Council as to how the Contingency Fund shall be invested shall be made according to Article V.14 of these By-Laws.**
- B.4 Interest and dividends accumulated in the Contingency Fund may be allocated to the Society's General Fund for support of the life/honorary members.**
- B.5 Withdrawals from the Contingency Fund, other than that of interest and dividends accumulated, can be affected only with approval of three-quarters (3/4) of the members of Council.**

**Opinion: each time investments funds designated as the "Contingency Fund" are considered to be move from one investment to another investment, Sentence B.5 could be invoked under Tutterow's recommended wording especially if future Council members having no history of why it is written that way. Putting the sentences B.2 and B.3 in the Article guarantees anyone reviewing it knows what to do.**

**A number of Council members have approached me and expressed the desire to provide better oversight of the Contingency Fund. Sentences B.2 and B.3 could satisfy this concern without being excessive in control.**

Respectfully Submitted,

Sandra McLeod  
National Secretary