

**AMENDED AND RESTATED BY-LAWS
OF THE
CLAN MACLEOD SOCIETY, U.S.A., INC.**

These provisions are the Amended and Restated By-laws of Clan MacLeod Society, U.S.A., Inc. adopted the General Meeting of the Membership of the Clan MacLeod Society, U.S.A., Inc., on the 30th day of July, the year 2016. These Amended and Restated By-Laws constitute the By-Laws of Clan MacLeod Society, U.S.A., Inc., as that term is used in the New York Not-for-Profit Corporation Law and elsewhere.

**ARTICLE I
NAME AND GUIDING PRINCIPLES**

I. This organization shall be called The CLAN MACLEOD SOCIETY, U.S.A., Inc., hereinafter referred to as the "Society". The Society is a voluntary, non-sectarian, non-stock, and not-for-profit organization, formed under the Not-for-Profit Corporation Law of the State of New York. All applicants who meet membership requirements and who support Society objectives will be accepted as members with full voting rights and privileges of membership without regard to race, creed, color, age, gender, sex, religion, or national origin.

**ARTICLE II
OBJECTIVES**

- II. 1. To honor, preserve, promote, and perpetuate the traditions and heritage of the Scottish-American people, with particular emphasis on those of CLAN MACLEOD and their contributions to the United States of America.
- II. 2. To preserve and perpetuate, for the present and the future, the history of the Clan MacLeod peoples and territories in the Islands and Mainland of Scotland.
- II. 3. To provide for literary publications of any Scottish or Gaelic literature or music which, in the opinion of the Council, may be desirable.
- II. 4. To foster and promote education and learning, providing assistance to students and support to educational programs of Scottish history, literature, culture, languages, dance and music.
- II. 5. To preserve and promote the art of Scottish Highland music, dancing, and other cultural activities, through the establishment of awards for excellence in competitions in the United States.
- II. 6. To preserve, foster, and promote Scottish-American Heritage and culture to provide a familial atmosphere of kinship for the members of the Society through newsletters and other publications, through meetings and gatherings,

through providing a forum for exchange of Scottish and MacLeod history, customs, and dress, and through such other means as may be determined by the Council of the Society.

II. 7. To acquire and administer funds and property from dues and contributions which, after payment of necessary operating expenses, shall be devoted to the accomplishment of the other Objectives stated in 1 through 6 above.

ARTICLE III MEMBERSHIP

III. 1. Membership. The designation and characteristics of each class and the qualifications and rights of, and limitations upon, the members of each class may be set forth in the Certificate of Incorporation, the By-laws or, if the By-laws so provide, a resolution of the Council. The classes of membership designated as of the date of the adoption of these By-laws are as follows: Regular Membership, Youth Membership, Life Membership, and Honorary Membership. The designation of classes of membership, and the characteristics of each class and the qualifications and rights of, and limitations upon, the members of each class may be altered, adjusted, rescinded, or otherwise changed as the Council may so resolve from time to time in accordance with the requirements for action as stated in the By-laws.

III. 2. Regular Membership. Eligibility is open to all:

A. Persons bearing the Surname MACLEOD, however spelled, or descended from persons bearing the surname MACLEOD, however spelled, and all persons directly related by marriage with such persons;

B. Persons bearing the surname, however spelled, or those descended from persons bearing such surnames, however spelled, and all persons directly related by marriage to the above, of the SEPTS or ADHERENTS of the CLAN MACLEOD, as recognized by the Lord Lyon of Scotland; and,

C. Persons not eligible under the above classifications that wish to be a Regular Member of the Society, as a "Friend of Clan MacLeod".

III. 3. Youth Membership. Eligibility is open to persons up to the age of 18 years of age, of one or more of the categories of eligibility given above under Regular Membership, at lower annual dues than regular members and without eligibility to vote. Once any Youth Member reaches the age of 18 years of age, that Youth Member is no longer eligible for Youth Membership and must become a Regular Member of the Society to maintain an affiliation with the Society.

III. 4. Life Membership. Eligibility is open to all by payment of a fee which is set by a two-thirds (2/3) vote of Council. Life Members are exempt from payment of annual dues for the remainder of their natural life.

III. 5. Honorary Membership. Eligibility is open to all persons who, in the opinion of the Council, have rendered such service or such outstanding contribution to the Society so as to distinguish themselves to the Clan MacLeod. Council must provide funds from the Society Treasury equal to that of a Life Membership to defray Honorary Membership costs for each Honorary Member. A nominee may be put forward by any Member of the Society to the Council, where any Council Member may, but is not required to, make a motion that the Council approve Honorary Membership for said nominee. All Honorary Memberships must be approved by a Council vote with two-thirds (2/3) of the vote in favor required for approval. All Honorary Members shall have the same membership rights, responsibilities, and privileges as Regular Members.

III. 6. Chiefs of the Clan MacLeod Membership. All Chiefs of the Clan MacLeod recognized by the Lord Lyon of Scotland, and subsequently recognized by the Council with a resolution to that effect, shall have a Chiefs of the Clan MacLeod Membership in the Society and will be considered as Officers of the Society and Members of the Council in a ceremonial capacity only, not eligible to vote and exercising no authority or control over the affairs and business of the Council or Society. Chiefs of the Clan MacLeod Members may bring matters before the Council and Society for consideration, and may make motions to the Council and Society accordingly, but Chiefs of the Clan MacLeod Members will not have any right to vote on the same or any other matter or motion before the Council or Society. Any individuals with Chiefs of the Clan MacLeod Membership shall not be considered members of the Council or the Society for determination of a Quorum under these By-laws at any meeting or function of the Council or Society.

III. 7. Member Benefits. Each member or household shall be eligible to receive the CLAN MACLEOD Magazine as published by the Associated Clan MacLeod Societies (ACMS), the CLAN MACLEOD, USA, NEWSLETTER, and such other material prepared by the Society for distribution to its members, as may be published from time to time, access to the CLAN MACLEOD SOCIETY, USA, Inc., website, and such other benefits as the Council may from time to time determine. No member or household is guaranteed or entitled to any particular benefit or service by virtue of membership other than those designated by Council from time to time with the understanding such benefits may and will change from time to time.

III. 8. Nature of Regular Memberships. Regular membership is personal and may be entered into only in the name of a single individual. Spouses and children of members of the Society are entitled to all benefits of membership except the right to vote and to receive separate mailings. Spouses and children may receive full regular membership as a separate individual in their own right through the payment of annual dues or life membership.

III. 9. Termination of Membership.

A. Non-payment of annual dues within one calendar year of the date on which they are due shall lead to a termination of membership. The Vice-President for Membership will determine the most feasible and latest date to take this action.

B. Membership may be terminated at a member's own written request.

C. An individual membership may also be terminated for good cause shown, on motion to the Council and approval of such motion by a vote of Council with two-thirds (2/3) of those present voting to approve such termination of membership.

**ARTICLE IV
OFFICERS**

IV. 1. Officers of the Society. Officers of the Society shall be the officers listed below and such other officers as the Council shall determine from time to time:

Chiefs of the Clan MacLeod
National President
National Vice-President
National Secretary
National Treasurer
Vice President for Membership
All Regional Vice Presidents

IV. 2. CHIEFS OF THE CLAN MACLEOD as Officers of the Society. All Chiefs of the Clan MacLeod recognized by the Lord Lyon of Scotland, and subsequently recognized by the Council with a resolution to that effect, shall be considered as Officers of the Society and Members of the Council in a ceremonial capacity only, not eligible to vote and exercising no authority or control over the affairs and business of the Council or Society in any manner.

IV. 3. Nomination and Election of Elected Officers. All elected officers shall be nominated and elected as specified in Articles V. 6., V. 7., and X. 3., of these By-laws.

IV. 4. Term of Office. The officers of the Society shall serve a term of one (1) year or until their successors have been elected and qualified or unless he sooner resigns, or shall be removed, or is otherwise disqualified to serve. Officers begin terms upon election at the Annual General Meeting. Removal or disqualification of officers can be effected by a majority vote of the Council. Officers may serve any number of successive terms. The President is limited to five (5) successive terms, absent specific resolution by the Council to allow additional terms in office.

IV. 5. Special Appointments. The Council may appoint a Chaplain, Newsletter Editor, Historian, Genealogist, Counsel, and such other officers as the affairs of the Society may require. Such officers shall hold office for such period, have such authority, and perform such duties, as the Council may, from time to time, determine, serving on an honorary basis or for such reasonable compensation for services performed as the Council may so determine.

IV. 6. Resignation and Removal. Any officer may resign at any time, giving written notice to the President. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein. The acceptance of such resignation shall not be necessary to make it effective. Any officer may be removed by the majority vote of the members of Council.

IV. 7. Vacancies. The vacancy of any officer or other Council member may be filled by an appointment by the Council. The officer or other Council member appointed to the vacancy shall serve for the remainder of the term of the officer or Council member replaced.

IV. 8. Multiple Offices. The Council, or any nominating committee that may exist, may, at its discretion, propose that a member hold more than once office or Council position concurrently. This option is also available to nominations from the floor. However, in no case may one person ever hold the offices of President and National Secretary concurrently. Regardless of whether one individual holds more than one office, that individual shall continue to have only one (1) vote on any matter before any Committee, the Council, or Membership.

IV. 9. Authority of Officers to Obligate the Society. No Officer of the Society, or Council member, has the authority to enter into any agreements or contracts, etc., purporting to bind or obligate the Society without the prior review and approval by Council, or Council's designee, of such agreement, contract, etc. Any agreements, contacts, etc., entered into without the required review and approval are null, void, and of no legal effect on the Society. These requirements notwithstanding, the Council, within its discretion, may review and approve or ratify any such purported obligation, agreement, or contract, etc., by majority vote. Specifically, but not limited to, contracts or agreements relating to facilities and functions for Annual General Meetings or similar Society business must be reviewed and approved prior to signature of and entering into such agreements. Failure to do so may result in an Officer or Council member being personally liable for any such obligations.

IV. 10. Duties of All Officers.

A. Officers shall discharge the duties of their respective positions in good faith and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

B. In discharging their duties, officers, when acting in good faith, may rely on information, opinions, reports or statements including financial statements and other financial data, in each case prepared or presented by: (1) one or more officers or employees of the Society, whom the Officer believes to be reliable and competent in the matters presented, (2) counsel, public accountants or other persons as to matters which the Officers believe to be within such person's professional or expert competence, or (3) a committee of the Council upon which they do not serve, duly designated in accordance with a provision of the Certificate of Incorporation or the By-laws, as to matters within its designated authority, which committee the officers believe to merit confidence, so long as in so relying they shall be acting in good faith and with that degree of care specified in paragraph A of this section. Persons shall not be considered to be acting in good faith if they have knowledge concerning the matter in question that would cause such reliance to be unwarranted. Persons who so perform their duties shall have no liability by reason of being or having been Officers of the Society.

C. General Duties and Responsibilities by Office.

1. Chiefs of Clan MacLeod. The Chiefs of the Clan MacLeod have duties in a ceremonial capacity only, are not eligible to vote, and exercise no authority or control over the affairs and business of the Council or Society. Chiefs of the Clan MacLeod may bring matters before the Council and Society for consideration, and may make motions to the Council and Society accordingly, but Chiefs of the Clan MacLeod Members will not have any right to vote on the same or any other matter or motion before the Council or Society. Any individuals with Chiefs of the Clan MacLeod Membership shall not be considered members of the Council or the Society for determination of a Quorum under these By-laws at any meeting or function of the Council or Society.

2. National President. The National President is the executive officer of the Society. The duties of the President include, but are not limited to, presiding at all Council meetings and Annual General Meetings, and effectuating such actions as are necessary for the daily operations and ongoing functioning of the Society.

3. National Vice-President. The duties of the Vice-President include, but are not limited to, serving in the President's stead when the President so designates, as President when the President is absent or otherwise unable to serve for a given event, function, or period of time, including but not limited to presiding at all Council meetings and Annual General Meetings. Such service as President in the stead of or as President, when not personally designated by the President, shall be done when designated by Council. When, for the good of the Society, such service is necessary prior to a designation by Council and under

circumstances where the President is unable to make or communicate a personal designation, such service as President by the National Vice-President shall be reviewed and ratified by Council as necessary for the good of the Society.

4. National Secretary. The National Secretary is the corporate secretary of the Society. The National Secretary is the key adviser to the President regarding determination of a quorum for any Council meeting or Annual General Meeting. National Secretary responsibilities also include, but are not limited to, preparing agenda and minutes of Council and Annual General Meetings, keeping and maintenance of corporate records, distribution of Council documents and information to Council members, and providing oversight for and communicating with the Vice-President for Membership on matters concerning Society membership.

5. National Treasurer. The National Treasurer is the corporate treasurer and primary finance officer of the Society. The duties of the Treasurer include, but are not limited to, preparing all financial reports, budgets, and federal and state tax returns, including the filing of such returns, issuing donation receipts, and providing letters of acknowledgement for members incurring expenses on behalf of the Society.

6. The Vice-President For Membership The Vice-President for Membership shall be responsible for maintaining membership information. The basic duties of the Vice-President for Membership include, but are not limited to: Maintaining communications with the National Secretary concerning membership for purposes of voting, Notifying delinquent members of their status, Keeping and up to date mailing list of the current members in order to send out notifications and publications, informing the Regional Vice Presidents of and other members of Council information regarding membership.

7. Regional Vice Presidents. The Regional Vice Presidents of the Society shall be responsible for the Society's affairs in regards to their individually-assigned geographic subdivisions of the United States, such geographic subdivisions being areas of the United States composed of one or more States recognized and identified as a Region of the Society by the Council. Duties include, but are not limited to, providing a presence by the Society at various Scottish and Highland cultural and themed events, including but not limited to Scottish and Highland Games, Scottish, Highland, Celtic, and related events, festivals, parades, dinners, banquets, meetings, projects and similar endeavors in their respective Regions; promoting the objectives of the Society through various awards, recognitions, and other appropriate efforts, serving as members of Council, and generally furthering the Society's growth and prosperity and supporting the various functions and events of the Society wherever said functions and events may occur.

ARTICLE V
THE COUNCIL

V. 1. General. The affairs of the Society shall be managed by a Council of Directors known as the Council, and composed of such number of Council Members as the Council may so resolve from time to time, but at no time to be less than three (3) members of the Society. The Chiefs of the Clan MacLeod (in a ceremonial capacity), the National President, National Vice-President, National Secretary, National Treasurer, and all Regional Vice-Presidents, as well as other members of the Society as specified by Council, shall, by virtue of their offices and for the term thereof, be members of the Council. The upper limit of the range between thirty (30) and three (3) Council members may be increased or decreased, and the exact number of Council members to be elected within such range shall be designated, from time to time by amendment of these By-laws, by action of the members of the Society entitled to vote, or by resolution of the Council adopted by vote of a majority of the entire Council. No decrease in the number of Council members shall shorten the term of any incumbent Council member.

V. 2. Duties of All Council Members.

A. Officers and Council Members shall discharge the duties of their respective positions in good faith and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

B. In discharging their duties, officers, when acting in good faith, may rely on information, opinions, reports or statements including financial statements and other financial data, in each case prepared or presented by: (1) one or more officers or employees of the Society, whom the Officer believes to be reliable and competent in the matters presented, (2) counsel, public accountants or other persons as to matters which the Officers believe to be within such person's professional or expert competence, or (3) a committee of the Council upon which they do not serve, duly designated in accordance with a provision of the certificate of incorporation or the By-laws, as to matters within its designated authority, which committee the Officers believe to merit confidence, so long as in so relying they shall be acting in good faith and with that degree of care specified in paragraph A of this section. Persons shall not be considered to be acting in good faith if they have knowledge concerning the matter in question that would cause such reliance to be unwarranted. Persons who so perform their duties shall have no liability by reason of being or having been Officers of the Society.

V. 3. Chiefs of the Clan MacLeod Members of Council. The Chiefs of the Clan MacLeod have duties in a ceremonial capacity only, are not eligible to vote, and exercise no authority or control over the affairs and business of the Council or Society. Chiefs of the Clan MacLeod may bring matters before the Council and

Society for consideration, and may make motions to the Council and Society accordingly, but Chiefs of the Clan MacLeod Members will not have any right to vote on the same or any other matter or motion before the Council or Society. Any individuals with Chiefs of the Clan MacLeod Membership shall not be considered members of the Council or the Society for determination of a Quorum under these By-laws at any meeting or function of the Council or Society.

V. 4. Term of Office of Council Members. The term of office of Council members is identical to the term of office of the elected Officers as stated in Article IV. 4.

V. 5. Voting and Quorum. Each individual Council member shall have one (1) vote. If any individual Council Member holds more than one Council position for any reason, that individual shall still only have one (1) vote on any matter before the Council. There will be no additional votes regardless of any additional positions a Council member may hold, even if any additional position may or would entitle an individual to vote if an individual were to hold that position alone. Except as otherwise provided by law, the Certificate of Incorporation, of the By-laws of the Society: a quorum of the Council shall consist of the minimum number required by the New York Not-For-Profit Corporation Law (which, as of the date of adoption of these Amended and Restated By-Laws, is one-third (1/3) of the entire number of the Council members, and in the case of a Council of more than fifteen (15) members, at least five (5) members plus an additional member for every ten (10) members or fraction thereof in excess of fifteen (15), when at least one officer of the Council is present; and the vote of a majority of the Council members present at a meeting at the time of the vote, if a quorum is present at such time, shall be the act of the Council.

V. 6. Nomination of Society Officers and Council Members. Nomination for election of officers and of other members of Council may be made by the Council, Council members, or, if so designated and established in accordance with these By-laws, a Nominating Committee. If such Nominating Committee is established, said Committee shall present a slate of nominees for the Society officers and the Council, to the Council, to be voted on by the membership at the next Annual General Meeting. Any nominations must be made from among members in good standing and with their consent. Nominations may also be made from the floor of the Annual General Meeting by any member in good standing. All nominations shall be presented for election at the Annual General Meeting.

V. 7. Election of Society Officers, and Council Members. Elected Officers of the Society and Council members shall be elected at the Annual General Meeting

by a vote of those members in good standing present in person or by proxy at the meeting in accordance with Article X. Each member shall have one (1) vote.

V. 8. Vacancies and Newly-Created Council Members and Positions. Newly-created Council members or positions resulting from an increase in the number of Council members elected or appointed at large, and vacancies among such Council members or positions for any reason, may be filled as the Council may direct as determined by vote of a majority of the Council members then in office, regardless of their number. A Council member elected or appointed to fill a vacancy shall hold office until the next Annual General Meeting at which the election of Council members is in the regular order of business, and until their successor is elected or appointed and qualified.

V. 9. Appointment of the Trustees of the Dunvegan Foundation. The Council will appoint the Council of Trustees of the Dunvegan Foundation of the Clan MacLeod Society, USA (The Foundation), from nominations made by the Foundation. These appointments shall be ratified by a majority vote of the Society members in good standing at the Annual General Meeting.

V.10 Chair of the Trustees of the Dunvegan Foundation. By virtue of being ratified by vote of the Society members at the Annual General Meeting, the Chair of the Trustees of the Dunvegan Foundation will be a member of the Council.

V. 11 Past President. By virtue of being previously elected to the office of the President of the Society, the immediate Past President shall be a member of the Council if that person so chooses to be a member.

V. 12. Resignation and Removal of Council Members. Any Council member may resign at any time by giving written notice to the President. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein. The acceptance of such resignation shall not be necessary to make it effective. Any or all of the Council members may be removed for cause by a majority vote of the members, or by a majority vote of the Council members, provided there is a quorum of not less than a majority of all members or all Council members present at the meeting, according to whether said meeting is a membership or Council meeting, at which such action is taken. Any or all Council members may be removed without cause by majority vote of the members.

V. 13. Quorum of Council Members. A majority of the entire Council shall constitute a quorum for the transaction of business or of any specified item of business, except that the Certificate of Incorporation or the by-laws may fix the quorum at less than a majority of the entire Council, provided that in the case of a Council of fifteen members or less the quorum shall be at least one-third of the entire number of members and in the case of a Council of more than fifteen members the quorum shall be at least five members plus one

additional member for every ten members (or fraction thereof) in excess of fifteen. Quorum may be established by valid proxies for members not physically present as described in Article X. 6.

V. 14. Action by the Council.

A. Any action required or permitted to be taken by the Council or any committee thereof may be taken without a meeting if all members of the Council or the committee consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the Council member by signing such consent or causing their signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature.

B. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Council member. The resolution and the written consents thereto by the members of the Council or committee shall be filed with the minutes of the proceedings of the Council or committee.

C. Any one or more members of the Council or of any committee thereof who is not physically present at a meeting of the Council or a committee may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each Council member can participate in all matters before the Council, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Council or committee.

D. Except as otherwise provided by law, the vote of a majority of the Council members present at the time of the vote, if a quorum is present at such time, shall be the act of the Council. Council members who are present at a meeting but not present at the time of a vote due to a conflict of interest or related party transaction shall be determined to be present at the time of the vote for the purposes of this paragraph, including the establishment of a quorum.

V. 15. Meetings of the Council. The Council shall meet in conjunction with the Annual General Meeting and as often as deemed appropriate by the Council in the interests of the Society. Special meetings may be called at the request of the President or other members of Council. Minutes of all Council meetings will be recorded, no matter the method of meeting.

V. 16. Notice of Meetings of the Council.

A. Regular meetings of the Council may be held without notice if the time and place of such meetings are in accordance with the regular meetings so fixed by

these By-laws or the Council. Special meetings of the Council shall be held upon notice to the Council members.

B. The By-laws may prescribe what shall constitute notice of meeting of the Council. A notice, or waiver of notice, need not specify the purpose of any regular or special meeting of the Council.

C. Notice of a meeting need not be given to any alternate Council member, if any, nor to any Council member who submits a waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to them. Such waiver of notice may be written or electronic. If written, the waiver must be executed by the Council member signing such waiver or causing their signature to be affixed to such waiver by any reasonable means including but not limited to facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Council member.

D. A majority of the Council members present, whether or not a quorum is present, may adjourn any meeting to another time and place. These By-laws provide that notice of any adjournment of a meeting of the Council to another time or place shall be given to the Council members who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Council members.

V. 17. Place and Time of Meetings of the Council. Meetings of the Council, annual, regular or special, may be held at any place within or without this state, unless otherwise provided by the Certificate of Incorporation or the By-laws. The time and place for holding annual or regular meetings of the Council shall be fixed by or under the By-laws, or, if not so fixed, by the Council. A special meeting may be called at any time by the President or other Society officer as provided in the By-laws or as determined by the Council.

V. 18. Executive Committee and Other Committees.

A. The Council, by resolution adopted by a majority of the entire Council, may designate from among its members an executive committee and other committees as needed, each consisting of three or more Council members, and each of which, to the extent provided in the resolution or in the Certificate of Incorporation or By-laws, shall have all the authority of the Council, except that no such committee shall have authority as to the following matters: (1) the submission to members of any action requiring members' approval under these By-laws, (2) the filling of vacancies on the Council or in any committee, (3) the fixing of compensation of the Council members for serving on the Council or on any committee, (4) the amendment or repeal of the By-laws or the adoption of new By-laws, or, (5) the amendment or repeal of any resolution of the Council

which by its terms shall not be so amendable or repealable. The current President of the Society shall not serve as a member of any committee except as Chair of any such committee.

B. The Council may designate one or more Council members as alternate members of any committee, who may replace any absent member or members at any meeting of such committee.

C. Each committee of the Council shall serve at the pleasure of the Council. The designation of any such committee and the delegation thereto of authority shall not alone relieve any Council member of their duty to the Society under Article IV. 10., and Article V. 2. of these By-laws.

D. Committees, other than committees of the Council, whether created by the Council or by the members, shall be committees of the Society. No such committee shall have the authority to bind the Council or the Society unless specifically authorized by the Council, or a majority vote of the membership, to do so. Absent specific authority granted by the Council or by membership, Committees of the Society shall serve in an advisory capacity only. Provisions of these By-laws applicable to officers and Council members generally shall apply to members of such committees. Members of such committees of the Society, who may be members that are not Council members, shall be elected or appointed in the same manner as officers of the Society.

V. 19. Power and Duties of the Council. The Council may adopt such rules or regulations for the conduct of its meetings and the management of the affairs of the Society as it may deem proper and which are not inconsistent with the Certificate of Incorporation or the By-Laws. The Council shall also have the power to create, fill or dissolve such committees as it deems necessary or desirable.

V. 20. Proxies. Proxies shall be accepted for all Council meeting, quorum, and voting purposes, in the same manner as for Membership meetings discussed in Article X. 6.

ARTICLE VI ROUTINE ACTIONS

VI. Officers, appointees and other designees shall be responsible for handling all routine matters within their purview under the general guidance and policy as promulgated by the Council. Specific duties and responsibilities are in the policies of the Council. All reasonable latitude is permitted and encouraged in the interest of promoting the maximum energetic and innovative discharge of all duties and responsibilities commensurate with the objectives and other applicable provisions of these By-laws.

ARTICLE VII RIGHTS AND PRIVILEGES OF THE SOCIETY

VII. 1. The Society may receive and acquire property by gift, devise or bequest, and may hold, own, administer, use, distribute and dispose of such property for the advancement and promotion of its objectives in conformity with all lawful conditions imposed by the donor, provided that any condition(s) imposed are not contrary to applicable laws, retention of Tax Exempt Status or contrary to the Certificate of Incorporation and By-laws, and may exercise such powers in accordance with the By-laws which are incident to private non-profit corporations.

VII. 2. The private property of the members of the Society, except as they may expressly agree and permit to the contrary, shall not be subject to the payment of any obligations, debts and liabilities of the Society to any extent whatsoever.

ARTICLE VIII

ADOPTION, AMENDMENT, AND REPEAL OF BY-LAWS

VIII. 1. Adoption, Amendment, or Repeal by Members and Council. Subject to any limitations on any rights to vote given in these By-laws, these By-laws may be adopted, amended or repealed by the members at the time entitled to vote in the election of Council members and officers, and, by the Council.

VIII. 2. Adoption and Subsequent Amendment or Repeal. Any By-law adopted by the Council may be amended or repealed by the members and, unless otherwise provided in the Certificate of Incorporation or the By-laws adopted by the members, any By-law adopted by the members may be amended or repealed by the Council.

VIII. 3. By-law Provisions. The By-laws may contain any provision relating to the business of the Society, the conduct of its affairs, its rights or powers or the rights or powers of its members, Council members, or officers, not inconsistent with these By-laws or any other statute of the State of New York or the Certificate of Incorporation. If any By-law regulating an impending election of Council members is adopted, amended, or repealed by the Council, there shall be set forth in the notice of the next meeting of the members for the election of Council members the By-law so adopted, amended or repealed, together with a concise statement of the changes made.

ARTICLE IX

FISCAL YEAR, DUES, FINANCE

IX. 1. Fiscal Year. The fiscal year of the Society shall begin on the first day of January and end on December 31 of each year.

IX. 2. Dues. The annual dues shall be an amount determined by the Council, payable on the anniversary date of the members joining the Society. The following shall apply:

A. In the case of non-payment of dues, the National Secretary will establish a procedure to remind the member of their delinquency, and, if the member fails to respond and regain a status of good standing, the dropping of that individual from the roles of the Society.

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 approval of three quarters (3/4) of Council.

IX. 3. Finance.

A. The funds of the Society shall be lodged in a bank, banks, or other appropriate financial institution(s), in the name of the Society, or otherwise invested as the Council shall determine from time to time.

B. The Council shall determine whose signature shall be necessary for checks or orders withdrawing sums from the bank and for the endorsement of checks or money orders.

C. The Council shall cause a proper Book of Account, or, in the alternative, a Treasurer's Report consisting of, at a minimum, a Balance Sheet and Income Statement, to be prepared and presented at the Annual General Meeting. The financial books and records of the Society shall be available for review by the Council at any time, and shall be made available to the membership, if requested, within a reasonable time.

**ARTICLE X
MEETINGS**

X. 1. Annual. Annual General Meetings (AGM) of the membership of the Society shall be held at such times and places within or without the State of New York as the Council of the Society shall determine, but at least annually.

X. 2. Special Meetings of the Members. Special Meetings of the Members may be called by the Council or by the President. Such meetings may be convened by the members entitled to cast ten percent of the total number of votes entitled to be cast at such meeting, who may, in writing, demand the call of a special meeting specifying the date and month thereof, which shall not be less than two nor more than three months from the date of such written demand. The National Secretary of the Society, upon receiving the written demand, shall promptly give notice of such meeting, or if they fail to do so within five business days thereafter, any member signing such demand may give such notice. The meeting shall be held at a location determined by the Council.

X. 3. Delegates. The Council may allow the election of representatives or delegates to any meeting of the members, who, when assembled within or without the state as directed by the Council in accordance with the membership meeting provisions of these By-laws, shall have and may exercise all of the powers, rights and privileges of members at an annual meeting. When so exercising the powers, rights and privileges of members, such representatives or delegates shall be subject in all respects to the provisions of this chapter governing members.

X. 4. Quorum. A quorum of any meeting of members of the Society shall be not less than the members entitled to cast one hundred votes or one-tenth of the total number of votes entitled to be cast, whichever is lesser. If no quorum is present, such members as are present may adjourn the meeting despite the absence of a quorum. Provided all relevant provisions of these By-laws are otherwise complied with. Proxies as discussed in Article X. 6., and Delegates as discussed in Article X. 3., may be used to establish a quorum.

X. 5. Vote of Members. Except as otherwise required by law, Council members and elected officers of the Society shall be elected by a plurality of the votes cast at a meeting of members by members entitled to vote in the election. Whenever any action of the Society other than the election of Council members is to be taken by vote of the members of the Society, it shall, except as otherwise required by law be authorized by a majority of the votes cast at a meeting of members by the members entitled to vote thereon.

X. 6. Proxies.

A. Any member may execute a writing authorizing another person or persons to act for them as proxy. Execution may be accomplished by the member or the member's authorized officer, Council member, employee or agent signing such writing or causing their signature to be affixed to such writing by any reasonable means including, but not limited to, by facsimile signature.

B. A member may authorize another person or persons to act for the member as proxy by providing such authorization by electronic mail to the person who will be the holder of the proxy, provided that any such authorization by electronic mail shall either set forth information from which it can be reasonably determined that the authorization by electronic mail was authorized by the member. If it is determined that such authorization by electronic mail is valid, the persons making that determination shall specify the nature of the information upon which they relied.

C. Any copy, facsimile telecommunication or other reliable reproduction of the writing or electronic mail created pursuant to this section may be substituted or used in lieu of the original writing or transmission for any and all purposes for which the original writing or transmission could be used, provided that such

copy, facsimile telecommunication or other reproduction shall be a complete reproduction of the entire original writing or transmission.

D. The National Secretary shall be notified of, and account for, all proxies prior to any vote.

X. 7. Notice of Meeting of Members.

A. Whenever members are required or permitted to take any action at a meeting, written notice shall state the place, date and hour of the meeting and, unless it is an annual meeting, indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called.

B. A copy of the notice of any meeting shall be given, personally, by mail, or by facsimile telecommunications or by electronic mail, to each member entitled to vote at such meeting. If the notice is given personally, by first class mail or by facsimile telecommunications or by electronic mail, it shall be given not less than ten nor more than fifty days before the date of the meeting; if mailed by any other class of mail, it shall be given not less than thirty nor more than sixty days before such date. If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the member at their address as it appears on the record of members, or, if they shall have filed with the National Secretary of the Society a written request that notices be mailed to some other address, then directed to that member at such other address. If sent by facsimile telecommunication or mailed electronically, such notice is given when directed to the member's fax number or electronic mail address as it appears on the record of members, or, to such fax number or other electronic mail address as filed with the National Secretary of the Society.

C. Notwithstanding the foregoing, such notice shall not be deemed to have been given electronically (1) if the Society is unable to deliver two consecutive notices to the member by facsimile telecommunication or electronic mail; or (2) the Society otherwise becomes aware that notice cannot be delivered to the member by facsimile telecommunication or electronic mail.

D. An affidavit of the National Secretary or other person giving the notice or of a transfer agent of the Society that the notice required by this section has been given shall, in the absence of fraud, be prima facie evidence of the facts therein stated.

E. Whenever the Society has more than five hundred members, the notice may be served by publication in a newspaper published in the county in the state in which the principal office of the Society is located, once a week for three successive weeks next preceding the date of the meeting, provided that the Society shall also prominently post notice of such meeting on the homepage of any website maintained by the Society continuously from the date of

publication through the date of the meeting. A Society shall send notice of meetings by first class mail to any member who requests in writing that such notices be delivered by such method.

F. When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and at the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting. However, if after the adjournment the Council fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given to each member of record on the new record date entitled to notice under paragraph A of this Article.

X. 8. Waivers of Notice. Notice of meeting need not be given to any member who submits a waiver of notice, in person or by proxy, whether before or after the meeting. Waiver of notice may be written or electronic. If written, the waiver must be executed by the member or the member's authorized officer, Council member, employee, or agent by signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means, including, but not limited to facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the member. The attendance of any member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him or her.

X. 9. List or Record of Members at Meetings. A list or record of members entitled to vote, certified by the Society officer responsible for its preparation or by a transfer agent, shall be produced at any meeting of members upon the request therefore of any member who has given written notice to the Society that such request will be made at least ten days prior to such meeting. If the right to vote at any meeting is challenged, the inspectors of election, or the person presiding thereat, shall require such list or record of members to be produced as evidence of the right of the persons challenged to vote at such meeting, and all persons who appear from such list or record to be members entitled to vote thereat may vote at such meeting.

X. 10. Qualification of Voters; Fixing Record Date for Eligibility to Vote; Voting Entitlement.

A. The National Secretary of the Society shall determine a date as the record date for the purpose of determining the members entitled to notice of any meeting of members or any adjournment thereof. Such record date shall not be more than fifty nor less than ten days before the date of the meeting.

Subject to any permissible limitations or restrictions established by Council, any member in good standing, otherwise eligible to vote, is entitled to vote at any meeting of the members.

B. If no record date is fixed in accordance with the above provisions, the record date for the determination of members entitled to vote at a meeting of members shall be at the close of business on the day next preceding the day on which notice is given, or, if no notice is given, the day on which the meeting is held.

C. The record date for determining members for any purpose other than that specified in subparagraph B shall be at the close of business on the day on which the resolution of the Council relating thereto is adopted.

D. When a determination of members of record entitled to notice of or to vote at any meeting of members has been made as provided in this section, such determination shall apply to any adjournment thereof, unless the Council fixes a new record date under this section for the adjourned meeting.

E. In any case in which a member is entitled to vote, that member shall have no more than, nor less than, one vote.

X. 11. Vote of Members.

A. Except as otherwise required by the Certificate of Incorporation or these By-laws, Council members shall be elected by a plurality of the votes cast at a meeting of members by the members entitled to vote in the election.

B. Whenever any corporate action, other than the election of Council members, is to be taken under these By-laws by vote of the members, it shall, except as otherwise required by the Certificate of Incorporation or these By-laws, as permitted by the law of New York, be authorized by a majority of the votes cast at a meeting of members by the members entitled to vote thereon.

C. Except as provided in paragraph B, any reference in these By-laws to Society action at a meeting of members by "majority vote" or "two-thirds vote" shall require the action to be taken by such proportion of the votes cast at such meeting, provided that the affirmative votes cast in favor of any such action shall be at least equal to the quorum. Blank votes or abstentions shall not be counted in the number of votes cast.

X. 12. Action by Members Without a Meeting.

A. Whenever, under these By-laws, members are required or permitted to take any action by vote, such action may be taken without a meeting upon the consent of all of the members entitled to vote thereon, which consent shall set forth the action so taken. Such consent may be written or electronic. If written, the consent must be executed by the member or the member's authorized officer, Council member, employee, or agent by signing such consent or causing the member's signature to be affixed to such consent by any reasonable means

including but not limited to facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the member. This paragraph shall not be construed to alter

or modify any provision in a Certificate of Incorporation not inconsistent with this chapter under which the written consent of less than all of the members is sufficient for corporate action.

B. Written or electronic consent thus given by all members entitled to vote shall have the same effect as a unanimous vote of members and any certificate with respect to the authorization or taking of any such action which is delivered to the Department of State of the State of New York shall recite that the authorization was by unanimous written consent.

ARTICLE XI INDEMNIFICATION OF OFFICERS AND COUNCIL

XI. 1. General Indemnification. Except as noted in these By-laws, Officers and Council members of the Society shall be entitled to indemnification from the Society for damages suffered by reason of service to the Society to the full extent provided for by New York law. Council may, on a case-by-case basis and as may be needed or appropriate from time to time, extend this general indemnification to committee members of any committees of the Society, if any. Absent specific extension of indemnity to members not officers of the Society and not members of Council, such member are not indemnified except as required under the laws of New York.

XI. 2. Requirement for Review and Approval of Indemnity, Indemnification, and Hold-Harmless Agreements.

A. No Officer, Council member, committee member, or member of the Society has any authority to sign or enter into any Indemnity, Indemnification, or Hold-Harmless agreement purporting to bind or obligate the Society without the prior review and approval by Council, the President, or the authorized designee of Council. Any such agreement entered into without the required review and approval is unauthorized and is null, void, and of no legal effect and is not binding on the Society.

B. Specifically, but not limited to the following, indemnity, indemnification, and hold-harmless agreements related to Highland, Scottish, or Celtic Games or similar events, cultural festivals, fairs, parades, or other gatherings, meetings, functions, or events, entered into by Officers of the Society, Council members, committee members, or members, on behalf of the Society, with entities or individuals acting as host, sponsor, organizer, coordinator, or other representative or person acting on behalf of said events or organizations, are

unauthorized by the Society and are null, void, and without legal effect and are not binding on the Society unless reviewed and approved in advance in accordance with these By-laws.

C. The above requirements notwithstanding, the Council may, in its discretion, and by majority vote, approve or ratify such agreements signed by an Officer of the Society, Council member, committee member, or member of the Society.

ARTICLE XII GENERAL POLICIES AND PROVISIONS

XII. 1. Related-Party Transactions.

A. The Society shall not enter into any related party transaction unless the transaction is determined by the Council to be fair, reasonable and in the Society's best interest at the time of such determination. Any Council member, officer or key employee who has an interest in a related party transaction shall disclose in good faith to the Council, or an authorized committee thereof, the material facts concerning such interest.

B. With respect to any related party transaction involving the Society and in which a related party has a substantial financial interest, the Council, or an authorized committee thereof, shall:

1. Prior to entering into the transaction, consider alternative transactions to the extent available;
2. Approve the transaction by not less than a majority vote of the Council members or committee members present at the meeting; and,
3. Contemporaneously document in writing the basis for the Council or authorized committee's approval, including its consideration of any alternative transactions.

C. The Council shall have authority to fix the compensation of Council members for services in any capacity. The fixing of compensation of officers shall require the affirmative vote of a majority of the entire Council.

D. No related party may participate in deliberations or voting relating to a related party transaction in which that person or party has an interest, provided that nothing in these By-laws shall prohibit the Council or authorized committee from requesting that a related party present information as background or answer questions concerning a related party transaction at a Council or committee meeting prior to the commencement of deliberations or voting relating thereto.

XII. 2. Conflict of Interest Policy. The Society's conflict of interest policy is to ensure that its Council members, officers, and key employees act in the Society's best interest and always comply with applicable legal requirements,

including but not limited to the requirements set forth in the law of New York and in these By-laws.

A. A conflict of interest is defined for purposes of these By-laws in the same manner as such conflict is defined under the law of New York, and generally includes, but is not limited to, any circumstance in which Society Council members, officers, or key employees fail to act in the Society's best interest, engage in self-dealing, or conduct Society affairs and discharge their duties in a manner that benefits themselves, their close associates, immediate family members, or other related parties, personally or as an entity, or otherwise fail to comply with applicable legal requirements, including but not limited to the requirements set forth in the law of New York and in these By-laws. The term conflict of interest as used in these By-laws includes any such actual, apparent, perceived, or potential conflict of interest, and includes related party transactions as defined under the law of New York.

B. Society Council members, officers, and key employees shall disclose any conflict of interest to the Council by notifying the Council, through a notice to the President with a copy provided to the Society legal Counsel, of any such actual, apparent, perceived, or potential conflict of interest.

C. Further, all Council members, officers, and key employees of the Society with any such conflict of interest shall not be present at or participate in any Council or committee deliberation or vote on the matter giving rise to such conflict, provided that nothing in these By-laws shall prohibit the Council or a committee from requesting that the person with the conflict of interest present information as background or answer questions at a committee or Council meeting prior to the commencement of deliberations or voting relating thereto.

D. This policy and these By-laws prohibit any attempt by any person with a conflict of interest to influence improperly the deliberation or voting on the matter giving rise to such conflict

E. The existence and resolution of any such conflicts of interest shall be documented in the Society's records, including in the minutes of any meeting at which the conflict was discussed or voted upon.

F. The Society conflict of interest policy requires that prior to the initial election of any Council member, and annually thereafter, such Council member shall complete, sign and submit to the National Secretary of the Society a written statement identifying, to the best of the Council member's knowledge, any entity of which such Council member is an officer, director, trustee, member, owner (either as a sole proprietor or a partner), or employee and with which the Society has a relationship, and any transaction in which the Society is a participant and in which the Council member might have a conflicting interest. Each Council member shall resubmit such written

statement each year, on an annual basis, on a date as established by the National Secretary. The National Secretary shall provide a copy of all completed statements to the President of the Society.

XII. 3. Non-Discrimination and Equal Opportunity Policy. All applicants who meet membership requirements and who support Society objectives will be accepted as members with full voting rights privileges, and benefits of membership without regard to race, creed, color, age, gender, sex, religion, or national origin.

A. All members will be eligible and shall have an equal opportunity to serve in, and perform the duties of, with all the rights, privileges, and benefits appurtenant thereto, any and all positions of the Society including any position as Officer of the Society, Council member, committee member or chairperson of any committee of Council or the Society, and any other position in any capacity whatsoever of the Society that any member may be eligible for, without regard to race, creed, color, age, gender, sex, religion, or national origin.

B. The Society expressly disavows any association with any organization or individual that does not share the same or similar non-discrimination and equal opportunity policy, position, or practices as stated in these By-laws.

XII. 4. Merger and Severability Provisions.

A. The foregoing document and all provisions thereof constitute the entire By-laws of the Society, and embody and reflect the complete understanding and intent of the Society as to the same. No other document shall be considered as part of the By-laws, or of the same legal standing as these By-laws, unless these By-laws are specifically amended to include such.

B. If any provision of this chapter or application thereof to any person or circumstances is held invalid, such invalidity shall not affect other provisions or applications of these By-laws which can be given effect without the invalid provision or application, and to this end the provisions of these By-laws are declared severable.

***As approved by the Clan MacLeod Society, USA, Inc.,
the 30th day of the month of July, in the year 2016.***