

National Secretary Job Description, January 1, 2022

The structure of Clan MacLeod USA consists of two events per year with different venues. One event at the time of the AGM/NAG/Parliament will have two meetings, one for the Council members and one for the General membership of the USA (annual meeting). The second event is at Alexandria on the Friday before the Scottish walk and consists of a Council meeting. For both events, the National Secretary needs to:

- Confirm the date, time, and location of the meetings.
- Create the agenda. Appendix A
- Send the agenda out to council for additions.
- Request written reports from each council member.
- Request proxies and ensure that enough proxies and/or members are attending for a quorum.
- Ensure announcement of the general meeting meets bylaw requirements.
- Send out the final agenda along with the minutes from the last meeting(s) prior to the meeting as well as provide copies at the meetings.
- Provide sign in sheets. The council meeting sign in must have hours worked per week and whether the council member needs a tax letter from the treasurer. Appendix B
- Assure that the minutes contain people involved, business issues and outcomes of any committee and/or motion to certify decisions.
- Send out the minutes of the meeting(s) to the full council and ask for corrections. Send Treasurer sign in sheet.
- Collect and preserve documentation.

The same individual cannot hold the offices of the President and the National Secretary. The certification of quorum as well as the documentation of decisions need to be managed so that there is proof of validity.

AGM/NAG/Parliament

1. Since this event changes date, time, and location every year, the National Secretary needs to contact the group arranging the event and make sure they schedule two Clan MacLeod USA meetings. Check the published event schedule and reconfirm. The Council meeting should precede the General meeting to review any business that the general membership needs to confirm.
2. Agenda differences:
 - a. The agendas should contain requests for new and old business based on the audience; items appropriate for the council and/or the general membership. Significant events or changes approved during the council meeting should be restated at the general meeting.
 - b. When there are two meetings, the council meeting agenda will have the non-RVP reporting; the general meeting will have RVP reports. Reports given verbally at either meeting is at the discretion of the president.
3. The RVP Coordinator defines the RVP report structure. <https://www.clanmacleodusa.org/members.html> "RVP Resource" button. Other reports should reflect how well the organization is doing in that functional aspect, (internet, migration, treasury, membership) with some measurement or statistic. Appendix C
4. For the council meeting, New York law recently clarified the means of computing quorum most defensible in a court of law. Assuming a full council of thirty (30) members, the quorum needs five (5) council members or proxies for the first fifteen. For every ten (10) additional council members or fraction, the quorum needs one additional council member present or proxy. If Clan MacLeod council

has thirty council members, the quorum requires seven proxies or council members present. It is best to request proxies from all council members.

5. The General meeting quorum requires attendance or proxies from members in good standing only dependent on the date of the meeting. Since current membership is approximately 670, quorum requires 10% or 67 members and/or proxies. Membership above one thousand, quorum requires one hundred.
6. Email requests for reports and business items for the agendas one month prior to the meeting. Council reports are sent via email to the National Secretary who forwards them to the entire council. The reports currently are compiled into a meeting packet with an index. After the meeting, this packet and minutes are sent to Ian Good who posts them in the members section of the USA web site along with the minutes: <https://www.clanmaclodusa.org/members.html> "Council and AGM" button. Minutes and compiled reports may be printed or electronically transferred to Old Dominion Library Special Library section, MacLeod archive, libspecialcollections@odu.edu. The National Secretary should retain the signed proxies and other documentation in case of a legal issue.
7. During Parliament each country is assigned a morning to present breakfast to the other participants. As National Secretary either you or a willing volunteer should coordinate with the event committee to ensure the USA event goes well. USA participants may need to bring food etc. so that the breakfast has a USA slant.

Alexandria, Scottish Walk Event

All the above which details the council meeting requirements remain the same. The agenda contains a listing of all reports, RVP, and non-RVP council members. Verbal reports are at the discretion of the president. The annual Conflict of interest forms should be signed. Appendix D

National Secretary and VP of Membership

The current bylaws give options on the procedure used to ensure quorum for the various meetings. For council meetings, you need only seven attendees and/or proxies. A council member not attending can email a simple proxy to the National Secretary stating that the person gives XXX, an attending council member, the right to vote for them.

"I appoint _____ as my proxy, with full powers of substitution, for all matters to come before the Council Meeting of the Clan MacLeod Society USA, Inc. and the General Meeting to be held on December 3, 2021 in Alexandria, Virginia and any adjournment thereof."

For the General meeting, the required attendees/proxies are linked to the number of active members at the time of the meeting. Legal counsel has stated all proxies should be simple proxies, implying that if a person wants to voice his opinion on a matter of business, they should participate at the meeting. The council roster (who and what position) can be published in the Newsletter and simple proxies can be sent electronically prior to the council meeting to the VP of Membership. The National Secretary has been providing this roster Appendix E. If the Newsletter is used as the legal publication, the newsletter editor must meet the publishing deadlines. RVPs need to ensure that proxies are gathered, signed by active members only, and brought to the meeting. The publisher must supply the actual publication dates of the Newsletter with verification that the notice went out per bylaw requirements.

For the last 3 years, the National Secretary has written legal notice in the Irish Echo newspaper published in New York County, New York, the location of the Clan MacLeod Society, USA charter. The location of publication is part of the legal requirement. The ad runs 3 weeks prior to the meeting and in return the newspaper sends verification that the legal requirement was met. This cost \$105 in 2021. The Newsletter may publish AGM information without being restricted by a deadlines. The Irish Echo provides proof of publication including the ads themselves which the National Secretary keeps proving the bylaw legal requirements. The previous Newsletter Editor would have kept prior Newsletter documentation.

At the same time as the Irish Echo publication dates, the president in conjunction with the Website Editor must change the home page of the website announcing the exact time, place, and date of the meeting.

The current VP of Membership has sent out proxies along with renewals. This has been very successful in that the proxies are being returned with renewals and therefore you know that the membership is active. If people bring signed proxies to the meeting, the signature must be verified as an active member prior to the meeting.

Special Meetings

There is a possibility of a special meeting being called. This would require deadlines, special notification to members and proxies. The details are in Article X with instructions on the role of the National Secretary.

Conflict of Interest

The bylaws adopted on July 2016 state that each council member needs to complete, sign, and submit annually a written statement the council member does not have a conflicting business relationship with an agency the Clan also does business with (Article XII, F). This conflict-of-interest form was drafted by Counsel. The responsibility of collecting and monitoring that these forms is the National Secretary's.

Appendix A - Agenda Council Meeting during AGM

Agenda Clan MacLeod USA Council Meeting
Hilton Embassy Suites Old Town, Alexandria, VA.
Dec. 3, 2022 – 10:30 am

Call to order
Opening Prayer
Determination of Council Quorum
Adoption of Agenda
Approval of previous Council Minutes, December 3, 2021
REPORTS: President – John W. McLeod

Council Reports

Vice President	Migration Director	Awards
National Secretary	VP of Membership	Internet Editor
Treasurer	Newsletter	Dunvegan Foundation
Past President	VP Regional Coordinator	Legal Council
Publicist	Youth Coordinator	Piping Coordinator

Approval of Reports
Approval of Budget for next year
At December meeting have Conflict of interest signed by each council member.

Old Business:

New Business:

Agenda Clan MacLeod USA Annual General Meeting
Hilton Embassy Suites Old Town, Alexandria, VA.
Dec. 3, 2021 - 1 pm

Call to order
Opening Prayer
Determination of AGM Quorum
Adoption of AGM Agenda
Approval of minutes of previous AGM April 27, 2019
Election of council members and Dunvegan Trustees

REPORTS: President – John W. McLeod

Regional VP Reports - Written reports from each council member available on website.
Five copies available to read at this meeting.

Southeast	Upper Midwest	Southwest	Gulf Central
Mid-Atlantic -vacant	Northeast – vacant	Missouri Valley	
Carolinas	Great Lakes	South Central	
Northwest -vacant	Pacific	New England	

Approval of reports

Old Business:

New Business:

Meeting minutes and additional reports from AGM/Council Meeting will be posted on the members only site by December 30, 2021.

= <http://www.clanmacleodusa.org/members.html>

Appendix B – Sign in sheets



CLAN MACLEOD USA
COUNCIL MEETING ALEXANDRIA
2018



COUNCIL REGISTER FOR Alexandria DATE 11/30/2018 CLAN MACLEOD USA PAGE _____

	PRINTED NAME	COUNCIL POSITION	SIGNATURE	Attendance letter? Yes/no	Hrs worked per week
1					
2					
3					
4					
5					



CLAN MACLEOD USA
AGM MEETING
Alexandria VA 2021



MEETING REGISTER FOR AGM/COUNCIL MEETING DECEMBER 3, 2021 CLAN MACLEOD U SA PAGE _____

PLEASE SIGN IF YOU ARE A MEMBER

	PRINTED NAME	COUNCIL POSITION	SIGNATURE
1			
2			
3			
4			
5			

Appendix C - Report Form for RVPs

Name, address, phone number, email address

List of State Commissioners and their email addresses

List of games attended and date

Venue and winner of regions competition for the MacCrimmon Quaich

Additional social functions with a Clan MacLeod presence

Additional awards given or received in the Region

A paragraph to share new items, ideas, tent arrangements or other concept changes

Appendix D - Conflict of Interest

Annual Conflict of Interest Statement

In accordance with the Bylaws of the Clan MacLeod Society, USA, Inc., each 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.

I, _____ (insert name), hereby attest and certify that the entities of which I am an officer, director, trustee, member, owner (full or partial), partner, associate, stockholder, employee, or otherwise affiliated with in any type of relationship from which I may personally benefit, and/or any of my close associates, immediate family members, or other related parties, personally or as an entity, is such and/or may benefit from,

and

with which the Clan MacLeod Society, USA, Inc., (hereinafter, "the Society") does business, may do business with, has any kind of business or transactional relationship with, or in any way has an interest affected by any actions the Society may take or may choose to not take, are listed below my signature and certification that follows.

I attest and certify further that I understand that 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.

I also attest and certify that I understand that 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 to such matter(s) in which I may have an actual, apparent, perceived, or potential conflict of interest.

I have been provided a copy of, and have read and understand, the conflict-of-interest policy of the Clan MacLeod Society, USA, Inc.

Certification:

Affirmed, Attested to, and Subscribed by me this _____ day of the month of _____, the year _____.

Signature

Printed Name

Position held or sought in the Society

List of Entities as Described Above

(Note, relationships with entities that consist solely and only of stock ownership which is held in mutual funds or other accounts not managed or directly controlled by the above-signed Society member, or the member's close associates, immediate family members, or other related parties, personally or as an entity, do not need to be disclosed below)

Entity Name:

Address or Primary Business Location:

Type of Business:

Actual or potential relationship with the Society:

Member's Relationship to this Entity:

Entity Name:

Address or Primary Business Location:

Type of Business:

Actual or potential relationship with the Society:

Member's Relationship to this Entity:

Entity Name:

Address or Primary Business Location:

Type of Business:

Actual or potential relationship with the Society:

Member's Relationship to this Entity:

Entity Name:

Address or Primary Business Location:

Type of Business:

Actual or potential relationship with the Society:

Member's Relationship to this Entity:

Signature

Printed Name and Date

(Please attach additional pages if necessary; please sign and date each page)

From the Clan MacLeod Society, USA, Inc., By-Laws:

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.

Appendix E – Roster for Newsletter

AGM, CLAN MACLEOD SOCIETY USA, INC.

Annual General Meeting, Friday, December 3, 2021

1. ELECTION OF COUNCIL OFFICERS

Please note that the three chiefs are "Officers of the Society": Chief Hugh MacLeod of MacLeod, Chief Tarquil Donald of the Lewes, Chief John of the Macleods of Raasay. * Note an individual has one council vote even if filling multiple positions. **council positions predetermined per bylaws *** Awards and Nominations are appointed committee chairmanships

PRESIDENT John W. MacLeod Madison, FL	NATIONAL VP/ AWARDS*** W. Franklin Wyatt III Sanford, NC	NATIONAL SECRETARY Vacant	TREASURER Kris McFadden Orem, UT	PAST PRESIDENT ** Weeden Nichols Las Cruces, NM
VP REGIONAL COORDINATION Bob MacLeod Wilmington, NC	VP MEMBERSHIP Anne L. MacLeod West Valley City, UT	RVP SOUTHWEST Dale Lewis Phoenix, AZ	CHAPLAIN/ NEWSLETTER EDITOR* Robert Lewis Damascus, MD	INTERNET MANAGER Ian Good O'Fallon, MO
COUNSEL John MacLeod Tutterow Tampa, FL	RVP GULF CENTRAL Jeff McLeod Gadsden, AL	RVP SOUTH CENTRAL Robin Ingram Spring, TX	PUBLICIST Judy MacLeod Naperville, IL	
MIGRATION DIRECTOR/ RVP SOUTHEAST * Ann McLeod Madison, FL	YOUTH COORDINATOR/ RVP MISSOURI VALLEY* Sasha MacLeod Kansas City, KS	DUNVEGAN FOUNDATION** John B. MacLeod Silver Springs, MD	RVP GREAT LAKES/ NOMINATION* John Norman MacLeod Naperville, IL	
RVP CAROLINAS Lorna McLeod Winston-Salem, NC	RVP UPPER MIDWEST Eugene McLeod Chilton, WI	RVP PACIFIC REGION Tammie Vawter Fresno, CA	PIPING COORDINATOR Tim MacLeod Chester, VA	
RVP NORTHEAST Vacant	RVP NORTHWEST Vacant	RVP MID-ATLANTIC Vacant	RVP NEW ENGLAND Vacant	

2. RATIFICATION OF COUNCIL'S APPOINTMENT OF TRUSTEES OF THE DUNVEGAN FOUNDATION

CLASS OF 2023:	Ian Good, O'Fallon, MO; James Blount MacLeod, Raleigh, NC; Bob McLeod, Wilmington, NC.
CLASS OF 2024:	Larry Sears, San Antonio, TX; Charlene Boyes, Columbia, MO; John Norman MacLeod, Naperville, IL
CLASS OF 2025:	Judy MacLeod, Naperville, IL; Robert Lewis, Jr., Damascus MD; Sarah Piegrass, Canton, MA.
CLASS OF 2026:	Bonnie Thompson, Cumberland, RI; Weeden Nichols, Las Cruces, NM; John MacLeod Tutterow, Tampa, FL
CLASS OF 2027:	Richard A. MacLeod, Dowagiac, MI; John B. MacLeod, Silver Spring, MD; Don McLeod, Southern Pines, NC.

3. THE SIMPLE PROXY AT THE BOTTOM OF THE PAGE MAY BE HAND-DELIVERED TO THE AGM BY THE NAMED PROXY, or else MAILED VIA POST OR EMAIL TO THE VICE PRESIDENT OF MEMBERSHIP

VP MEMBERSHIP
Anne L. MacLeod

Clan MacLeod Society USA
3923 Rockwood Way #B
West Valley City, UT 84120-8880

Email: anneLmacleod@comcast.net

The undersigned hereby appoints:
John W. MacLeod and Anne L. MacLeod, or either of them,

OR Print name of alternative proxy

As my proxy, with full powers of substitution, for all matters to come before the Meetings of the Clan MacLeod Society USA, Inc. to be held December 3 in Alexandria, Virginia, and any adjournment thereof.

Member signature/Date

Print member name

Print member city, state
