

**BYLAWS
OF
HOUSE OF GORDON USA**

A California Public Benefit Corporation

ARTICLE 1

PURPOSES

SECTION 1. OBJECTIVES AND PURPOSES

The Society is a California-based corporation governed under the laws and regulations of the California Corporate Code. The primary objectives and purposes of this corporation shall be:

- (a) To encourage interest in the history, arts and traditions of Scotland in general, and in particular, of the House of Gordon;
- (b) To represent the House of Gordon at Scottish Games and Festivals and any other events deemed appropriate by the President;
- (c) To collect genealogies and family traditions of the members of the Society and to provide a permanent repository for records, relics and other materials associated with the Clan;
- (d) To publish and circulate among Society members material concerning Scottish history and traditions and current Society news; and
- (e) To administer money and property given or bequeathed to, or acquired by the Society, for general, specific or benevolent purposes.

ARTICLE 2

MEMBERSHIP

SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

The classes of membership in the corporation are:

Regular:

- (a) Individual membership: Eligible persons are those who by birth, marriage or descent bear, or are connected with, the name Gordon or any Clan sept name, regardless of spelling variations; or who have a particular interest in the Gordons, Scottish culture and history. An individual member will receive one copy of Society Literature and shall be eligible to cast one vote on Society matters.

(b) Family membership: Persons eligible for individual membership who live in a single household may instead elect to join the Society as a family membership. A family membership will receive one copy of Society Literature and shall be eligible to cast one undivided vote on Society matters.

Ex officio: The hereditary chief of the Gordon Clan and the chief's adult heir are deemed ex officio members of the Society. Ex officio members shall be eligible to cast one vote on Society matters but shall pay no dues.

Honorary: Persons who, for their influence on behalf of and goodwill toward the Society, are so elected by the Directors. Honorary memberships shall be non-voting and pay no dues.

Voting rights, privileges and eligibility to stand for election to office shall be limited to ex officio members and regular members in good standing. Honorary members may attend and speak at all meetings, but shall not be eligible to vote or stand for election to office.

SECTION 2. ADMISSION OF MEMBERS

Eligible applicants shall be admitted to membership on making application therefore in writing and upon payment of the annual dues.

SECTION 3. DUES

Membership dues shall be in the amount approved from time to time by the Directors.

A member shall pay the required dues no later than 30 June of each year to remain in good standing. Membership is automatically changed to "inactive status" by failure to pay annual dues by 31 December unless a written request for extension of time to pay is approved by the Directors. Inactive members are not entitled to Society Literature.

ARTICLE 3

MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETINGS

Meetings of members shall be open to all members of the Society and shall be held at such place as may be designated from time to time by resolution of the Board. Representation at any meeting may be by presence or by proxy.

SECTION 2. ANNUAL MEETINGS

The members shall meet annually in each year for the purpose of electing officers and other directors and transacting other business as may come before the meeting. The candidates receiving the highest number of votes shall be elected.

To the extent practicable, the annual meeting location will be rotated among major Highland Games and Gathering sites.

SECTION 3. QUORUM FOR MEETINGS

A quorum shall be constituted by twenty percent (20%) of members in good standing represented in person or by proxy.

SECTION 4. VOTING & GRACE PERIOD

Ex officio members and regular members in good standing will be entitled to vote in person or by a written proxy executed by such person or by his or her duly authorized agent. Provided, however, that a member who is not in good standing because of failure to pay the required dues by 30 June will be eligible to vote in a meeting of members if (a) the meeting is held within four (4) weeks of the 30 June deadline; (b) the member was in good standing for the prior membership year; and (c) the member pays the required dues before the meeting.

Proxies must be received by the Secretary no later than ten (10) days prior to the date of the meeting in order to be counted. A member's proxy will automatically be revoked should that member be present at the meeting.

SECTION 5. CONDUCT OF MEETINGS

Meetings of members shall be presided over by the President of the corporation or, in his or her absence, by the Vice-President of the corporation. The Secretary of the corporation shall act as secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by the rules contained in the most current and authorized edition of *Robert's Rules of Order Newly Revised*, insofar as such rules are not inconsistent with or in conflict with these bylaws, with the articles of incorporation of this corporation, or with any provision of law.

Minutes of all meetings, whether of the general membership or the Board, shall be kept and made available for inspection upon request by any member.

ARTICLE 4

DIRECTORS

SECTION 1. POWERS

The general management of the corporation shall be under the control, supervision and direction of the board of Directors (the "Board").

SECTION 2. NUMBER AND TENURE

The Directors shall include the President, Vice-President, Secretary, Treasurer, Membership Secretary, Communications Chair, Quartermaster and Convener Coordinator, and at least one (1) but no more than three (3) Directors at Large, for a total of no more than eleven (11) Directors. The President, Vice-President, Secretary and Treasurer together constitute the Executive Board, and no position on the Executive Board may be held concurrently with

another position on the Executive Board. The Membership Secretary, Communications Chair, Quartermaster and Convener Coordinator are ex officio Directors, and such positions may be held concurrently with an Executive Board position, provided, however, that a Director holding concurrent positions will count as a single director and will have a single vote on Board matters.

The number of Director at Large positions available at election shall be fixed by resolution of the Board at least thirty (30) days prior to the election. Each Director will hold office until his or her successor is elected and qualified.

SECTION 3. MEETINGS

An Annual Meeting of the Board will be held at a date, time and place to be determined each year by the President. The purpose of the Annual Meeting is to conduct such business as may come before the meeting.

Other regular meetings of the Board may be held at such time and place as the Board may fix from time to time by resolution.

Special meetings of the Board for any purpose may be called at any time by the President, Vice-President, Secretary or Treasurer, or any two Directors.

SECTION 4. QUORUM

A majority of the Directors then in office will constitute a quorum for the transaction of business at any meeting of the Board, but, if less than a majority of the Directors then in office is present, a majority of the Directors present may adjourn the meeting *sine die*.

SECTION 5. COMPENSATION

No Director will receive any salary or other compensation for services rendered in such capacity, but any Director may be reimbursed for reasonable expenses directly incurred in connection with performance of their duties on behalf of the Society, in reasonable amounts as approved by the Board.

SECTION 6. MEETING BY TELEPHONE OR ONLINE

One or more Directors, if unable to be present at any meeting of the Board, may participate by means of telephone or online, if all the participants at the meeting can hear the communicator. All Directors so participating will, for the record, be deemed present at the meeting.

SECTION 7. ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board, individually or collectively, consent in writing to the action. For the purposes of this section only, "all members of the Board" shall not include any "interested Director" as defined in section 5233 of the California Nonprofit Corporation Law. Such written consent shall have the same force and effect as a unanimous vote of the Board taken at a meeting. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Written consent may be transmitted by first-class mail, messenger, courier, facsimile, email or any other reasonable method satisfactory to the President.

SECTION 8. NON-LIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

SECTION 9. CONFLICT OF INTEREST POLICY

The Society's conflict of interest policy is set out in Appendix A to these bylaws.

ARTICLE 5

OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of the corporation shall be a President, a Vice-President, a Secretary and a Treasurer.

SECTION 2. ELECTION AND TERM OF OFFICE

Officers of the corporation shall be elected by the members at the annual meeting, and each officer shall hold office until he or she resigns, is removed or is otherwise disqualified to serve or until his or her successor shall be elected and qualified, whichever occurs first.

Each officer shall serve for a term of two years or until his or her successor is elected or appointed. There will be no limitation on the number of times an officer may be reelected.

Elected officers will assume office immediately at the close of the meeting at which they have been elected, and in all cases serve until their successors are elected and qualified, unless their term is sooner terminated by resignation or for other reasons.

SECTION 3. APPOINTED OFFICERS, AGENTS AND ASSISTANTS

The Board shall appoint a Membership Secretary, a Communications Chair, a Quartermaster and a Convener Coordinator, and the President or the Board may appoint such other officers or agents as each may deem desirable. Appointed officers or agents shall serve such terms, have such authority and perform such duties as may be prescribed from time to time, in writing, by the President or the Board. Appointed officers or agents shall assume office immediately upon appointment.

Officers and Directors may appoint assistants to help them with their duties. An officer or Director making such an appointment must, in timely fashion, inform the Board of the identity of, and duties to be performed by, the assistant.

SECTION 4. DUTIES

The duties of the elected and appointed officers shall include:

President: The President shall be chief executive officer of the Society and shall have general supervision over its affairs, subject to the control of the Board. The President shall preside at all meetings of the general membership and all meetings of the Board. In general, the President shall perform all the duties incident to the office of the chief executive officer of a non-profit corporation and such other duties as are provided for in these bylaws and as from time to time may be assigned by the Board.

Vice-President: The Vice-President shall exercise all the duties and responsibilities herein required of the President at such times as the President is absent or unable to perform his or her duties, when the same would be required. Should the office of President become vacant for any reason, the Vice-President shall automatically become President and serve out the unexpired remainder of his or her predecessor's term. The Vice-President shall have such other powers and perform such other duties as may be prescribed by the Board.

Secretary: The Secretary shall keep and maintain the minutes of all general membership meetings and meetings of the Board and distribute the same to all Directors following each meeting. The Secretary shall attach the full roster of members in good standing, as well as the complete membership report, to the minutes of any general membership meeting. The Secretary shall see that the reports, statements and other documents required by law are properly kept and filed timely. The Secretary shall be responsible for all Society correspondence. The Secretary shall perform such other duties as may from time to time be properly assigned to carry out the duties of the office. At the expiration of his or her office, the Secretary shall, within thirty (30) days, turn over to his or her successor in office all minutes and other official records.

Treasurer: The Treasurer shall collect and keep a record of all monies received and disbursed by the Society. The Treasurer shall deposit all sums received by the Society in accounts identified as belonging to the Society. The Treasurer shall make a report of the finances of the Society at least annually to the Board and when called upon by the President, and shall perform such duties as shall be assigned by the Board or President. The funds, books and other records in the custody of the Treasurer shall at all times be subject to the inspection, supervision and control of the Board and the President, and, at the expiration of his or her office, the Treasurer shall, within thirty (30) days, turn over to his or her successor in office all books, moneys and other properties in his or her possession, provided that the successor has opened a bank account on behalf of the Society. The Treasurer shall add the succeeding President and Treasurer as signatories to the current Society bank account.

Membership Secretary (Board-appointed): The Membership Secretary shall maintain the official membership lists for the Society. The Membership Secretary shall be the primary recipient of all membership applications. The Membership Secretary shall forward, in a timely fashion, all funds collected as dues to the Treasurer with a statement of each transaction. The Membership Secretary will make available, upon request, lists and labels to the various officers for use in the performance of their duties.

Communications Chair (Board-appointed): The Communications Chair shall oversee all clan publications including the House of Gordon USA newsletter and the website. The Chair will work with the editor and the webmaster to publicly promote House of Gordon USA.

Quartermaster (Board-appointed): The Quartermaster shall hold, inventory, track and ship the supplies and properties of the Society and the Society store, and reports to the Treasurer and President or the President's designee.

Convener Coordinator (Board-appointed): The Convener Coordinator shall, under the direction of the President, act as the point of contact between the conveners and commissioners, and the Board; locate, interview and assess potential representatives of the various regions, divisions and games; put in place new conveners in areas without representation with the consent and at the pleasure of the President; in conjunction with the Quartermaster, ensure that new conveners are supplied with a starter kit, which may include, among other things, a banner set; in conjunction with the President and the Communications Chair, educate and provide resources to the conveners to ensure the positive promotion of the organization to the public; and perform other duties in accordance with Article 7 of these bylaws.

SECTION 5. SOCIETY NEWSLETTER

The Society newsletter shall be considered the official Society organ. The Newsletter Editor(s) shall be appointed by the President in consultation with the Communications Chair.

Any notices required to be made to the membership shall be considered timely made if published in a newsletter mailed to the membership in time to satisfy any notification requirements.

SECTION 6. COMMITTEES

The President may appoint committees as needed. Unless otherwise entitled, such committee persons are not considered members of the Council.

All committee chairs shall prepare a written report of the activities of their committee to be presented to the President.

SECTION 7. NOMINATING COMMITTEE

The President shall appoint, no less than six (6) months prior to an annual meeting at which an election is to be held, a nominating committee, consisting of three Society members in good standing, who will serve until the close of the meeting at which elections are held. The committee will be responsible for soliciting input from the membership and preparing a slate of nominations. This slate will be presented to the general membership in writing at least thirty (30) days prior to the date of the elections. All persons nominated must give their prior consent to serve if elected.

ARTICLE 6

REMOVAL, RESIGNATION AND VACANCIES

SECTION 1. REMOVAL AND RESIGNATION

Any Director or officer may be removed from office for cause, which shall include, but is not limited to, malfeasance, misfeasance or continued failure to perform the duties of the office, by a two-thirds (2/3) vote of the Board (excluding the individual subject to removal if the individual is a Director) at any duly called meeting of the Board. However, any such individual must be given written notice of such meeting, sent at least twenty (20) days in advance thereof, setting forth the charges and grounds for removal. The individual shall have an opportunity to be heard at the meeting.

Any Director or officer may resign at any time by giving written notice to the Board or to the President. Such resignation is effective upon delivery and shall become irrevocable, unless rescinded within seven (7) days.

SECTION 2. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification or otherwise, of any Director or officer shall be filled by majority vote of the Board within ninety (90) days of the vacancy.

ARTICLE 7

COUNCIL

SECTION 1. OFFICERS & MEMBERS

The Directors, officers and Commissioners shall constitute the Council of the House of Gordon USA. Games Conveners shall be invited to participate on the Council.

The President, Vice-President, Secretary and Treasurer shall be the Officers of the Council.

SECTION 2. PURPOSE

The purpose of the Council is to tap into the greater perspective of these collected Society representatives and to bring to the Board the opinions and feelings of their respective Society members, and to discuss openly situations and concerns vital to every Clan gathering in every part of the country. Suggestions on subjects from protocol to merchandise may be freely exchanged and put before the Board for final disposition. Every member should know that his or her voice will be heard through their representation at Council meetings.

SECTION 3. MEETINGS

The Council shall meet periodically, at the discretion of the President. Meetings may be conducted electronically, including by "round robin" email, being an email sent and replied to by all members of the Council with their comments inserted to form a consensus and obtain any vote count needed.

ARTICLE 8

REGIONAL REPRESENTATION

The United States shall be divided into geographical regions, whose boundaries shall be determined from time to time by the President and the Convener Coordinator.

Representation shall be either by Division or Games Convener or by Regional Commissioner. The Convener, being the first line of representation to the membership and public at large, shall make all arrangements with specific Games and Festival organizers to have a Society presence at selected events and to see to that presence for the duration of the event. A Regional Commissioner's responsibility shall extend to the several contiguous states in his or her region. Such Commissioners shall automatically serve as members of the Council. The duties of these Commissioners will be to coordinate Society activities in their region. They will have the authority to appoint whatever assistants they feel necessary to accomplish these duties. Copies of all correspondence of a general nature and

any newsletters shall be sent to the President and Communications Chair. They may establish an operating fund for the use of their region. Established funds of this nature shall be considered as part of the funds of the Society as a whole.

Should a region not have a representative, the President in consultation with the Convener Coordinator may appoint an individual to serve at the pleasure of the President. Division and individual Games Conveners shall report to the Commissioner in their region or, if no Commissioner has been appointed, directly to the Convener Coordinator.

ARTICLE 9

FINANCE

The Society shall operate on a fiscal year beginning 1 July and ending 30 June of the following year.

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

Notwithstanding any other provisions of these articles, this Society shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law.

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

ARTICLE 10

AMENDMENTS TO THE BYLAWS

These bylaws may be amended at any general membership meeting of the Society, a quorum being present, provided, however, that written notice of the proposed amendments shall have been given to the members at least thirty (30) days prior to the meeting.

No amendment shall provide authorization to conduct the affairs of this Society in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law.

ARTICLE 11

AGREEMENT TO BE BOUND BY THE BYLAWS

All members, Directors, and officers agree by virtue of holding membership or serving as a Director or an officer to be bound by these bylaws.

ARTICLE 12

SEVERABILITY

Any article or section of these bylaws found to be in conflict with any law or regulation shall be null and void. However, this shall in no way invalidate the remaining articles and sections of these bylaws.

APPENDIX: CONFLICT OF INTEREST POLICY

ARTICLE I

PURPOSE

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE II

DEFINITIONS

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

ARTICLE III

PROCEDURES

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must

disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV

RECORDS OF PROCEEDINGS

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE V

COMPENSATION

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE VI

ANNUAL STATEMENTS

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VII

PERIODIC REVIEWS

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews

shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE VIII

USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.