

1 **WORKING DRAFT #1 BY-LAWS**

2 **CLAN CRAWFORD ASSOCIATION**

3 **REVISED May 22, 2023**

4 **Major changes to the By-Laws have been highlighted in yellow in this draft.**

5 **ARTICLE I: NAME**

6 The name of the organization shall be:

7 **CLAN CRAWFORD ASSOCIATION (AKA) THE HOUSE OF CRAWFORD**

8 And shall hereafter in these By-Laws be called the Association.

9 **ARTICLE II: REGISTERED AGENT**

10 The registered agent of the Association is:

11 **URS Agents, LLC**

12 2005 E 2700 S STE 200 **Salt Lake City**, UT 84109

13 A change in the registered Agent is by two thirds (2/3) vote of the EXCOM,
14 and subject to ratification by a majority of the Board, at the next meeting. The
15 Board shall amend this Article to reflect such change. The President of the
16 Association, as the Chief Executive, will be responsible for registering the new
17 agent with the appropriate state Department of Commerce.

18
19 **ARTICLE III: PURPOSES OF THE ASSOCIATION**

20 The Association may engage in any lawful act or activity for which
21 corporations may be organized under the “Clan Crawford Association”, subject to
22 the following purposes, and is organized exclusively for charitable and educational
23 purposes.

- 24 (1) The making of distributions to organizations that qualify as exempt
25 organizations under section 501(c)(3) of the Internal Revenue Code, or the
26 corresponding section of any future federal tax code,
27 (2) The participation in and encouragement of other legal entities to collect,
28 preserve, and distribute surname history and artifacts,
29 (3) The perpetuation of the Crawford surname traditions, customs, and
30 culture, and

(4) The global promotion and development of social contacts of Association members, as described in Article VIII.

ARTICLE IV: UNITED STATES INTERNAL REVENUE SERVICE (IRS)

The Association will file with the IRS as a 501(c)(3) organization. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, officers, or other persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office, foreign or domestic. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V. MEMBERSHIP

There are three types of members who can vote: Registered, Full, and Life Members. There are three types of members who cannot vote or hold office. They are Associate, Honorary, and Junior. The criteria are listed below.

Section 1. Types of Membership

Registered Member – On record with the Secretary. Has full voting rights and may hold office within the Association. A registered member has Crawford as surname by birth and line of descent, by marriage, or legal adoption. Would be recognized as a member of the Clan under Scottish Law.

Full Member – Can vote and may hold office. Is a Crawford by descent through either parent by birth or legal adoption. Would not have legal status as a Clan member.

Family Membership- The adults can vote as Registered or Full members if qualified and any children under the age of 18 Would be a Junior Member.

Associate Member – Cannot vote or hold office. An individual accepted as a member by the Association who is not of Crawford descent. Would include individuals wanting access to clan archives for the purposes of research.

Honorary Member – Cannot vote or hold office. May be granted to a non-Crawford who has honored the House of Crawford or rendered outstanding service to the Clan or Association, by election of the Board.

Junior Member - Cannot vote or hold office. A Crawford or descendant who is under 18 years of age.

Life Member – Can vote and may hold office. May be either a registered member or a full member. Additional refinement as a Life Full Member or Life Registered Member is permitted. Registered or Full member of Clan Crawford Association, who attain the age of 85, shall be granted Life Membership in Clan Crawford Association. New members, who are 85 when they join Clan Crawford Association, shall also be entitled to a Life Membership.

Section 2: Annual Dues

Annual dues for membership of the Association are to be established by the Board.

- a. These are to be reviewed periodically and revised as suggested by the needs of the Association.

- b. Differing dues may be determined for the different categories of membership.
- c. A family rate may be established with different privileges for the individual members of the family according to age and category of membership.
- d. Honorary members shall be exempt from dues.
- e. Membership renewal dues must be paid by January 31 of each year to be eligible for the privileges of a member.

Article VI: BOARD OF DIRECTORS

Provisions for regulation of the internal affairs of the association are as provided in this Article.

Section 1. Board Composition:

- a. The Board of Directors shall be composed of the Regional Directors and the members of the EXCOM and hereafter referred to as the Board.
- b. The Regional Directors shall be composed of representatives elected by the dues paying members of each of the internationally recognized regions (British Isles, Canada,, Austral-Asia, , Africa, Sweden, and from the U.S. Northeast, U.S. Southeast, U.S. Midwest, U.S. Mountain, U.S. South Central, U.S. California - Latin America, and U.S. Pacific)
- c. Regions are based on equal divisions of Association membership and subject to alteration by the Board to represent changing Association membership demographics and international representation.
- d. Regional Directors and their Alternates shall be elected for terms of three (3) years. Successive terms are permitted.
- e. Each region has only one vote rendered by the Director or the Alternate.
- f. The office of a regional director shall become vacant if he or she dies or resigns, or by determination of the Board should a Director not participate in two annual meetings in a row. The Alternate Regional Director shall assume their duties until the next election.
- g. Occasionally ad hoc members may be designated by the Executive Committee to the Board of Directors, such as an additional vice

134 president, for the purpose of performing certain specific needed
135 tasks for a specified duration. These appointments are subject to
136 ratification by the Board of Directors.

137 h. The Chair of the Board is to be elected from among its members at
138 each annual meeting.

139 1. The Chair of the Board presides over the meetings of the
140 Board, following parliamentary procedure.

141 2. At the close of each fiscal year, the Chair of the Board shall
142 arrange for an audit of Association financial accounts by a
143 Certified Public Accountant who is not an Officer or
144 Regional Director of the Association and report audit results
145 to the Board for review and action at the next Board
146 meeting immediately following the audit report date.

147 3. The Chair shall oversee all amendments to the By-Laws.
148

149 **Section 2: Duties of the Regional Directors**

150 a. Regional Directors shall participate in Board meetings and ensure
151 that their regional members are kept informed of Board actions.

152 b. The duties of the regional Directors are to represent the interests as
153 stated in Article III Purpose, and in Section 3 of this Article of the
154 Association at a regional level so that the committees activities and
155 outcomes are represented and communicated to each region.

156 c. Regional Directors shall in turn represent the members within their
157 geographic area to the Association.

158 a. The regional directors shall, where reasonably possible, actively
159 engage with local members to promote those articles of the
160 Association to further develop and increase clan social and global
161 interests, as outlined by the said articles here within.

162 b. They shall work to establish clan tents as an Association presence at
163 highland games within their region and when feasible hold regional
164 gatherings at a selected location.

165 c. They shall encourage and identify local Crawford's participating in
166 highland games, dances, local Crawford history and historic sites.

167 d. They shall mentor and encourage others to become Regional
168 Directors in the Association.

169
170 **Section 3: Duties of the Board of Directors**

- 171 a. Subject to limitations of the Articles of Incorporation, By-Laws of the
172 Association, State of Utah Corporate Law, and any applicable state
173 and federal laws, regulations, and judicial findings, the Board of
174 Directors shall control the business affairs and manage the property
175 of the Association.
- 176 b. All powers of the Association shall be exercised by and under the
177 authority of the Board of Directors hereinafter referred to as the
178 "Board".
- 179 c. The Board shall have the power to adopt uniform rules for the
180 operation of the Association in fulfilling its stated purpose.
- 181 d. The Board shall approve all contracts and extraordinary payments
182 and shall have full power to decide all questions not determined by
183 the Articles of Incorporation of the Association or by these By-Laws.
184

185 **Section 4: Delegation of Authority**

186 For transacting the business of this Association during the intervals
187 between the meetings of the Board, the President, Vice Presidents,
188 Secretary, and Treasurer, shall constitute the Executive Committee, with
189 full authority to act on behalf of the Association subject to Board approval.
190 The Executive Committee hereafter in these By-Laws is referred to as the
191 EXCOM.
192

193 **Section 5: Action Without Meeting**

194 Any action by the Board may be taken without a meeting of a quorum of
195 members of the Board, individually or collectively by consent in writing to
196 this action. Writing shall include electronic media, but the Secretary shall
197 certify it. For a written consent to be valid, a minimum majority greater
198 than one half (1/2) of all Board members must agree with this action. Such
199 written consent shall be entered into the minutes of the proceedings of the
200 next meeting of the Board.
201

202 **Section 6: Compensation**

203 No Director or Officer shall receive compensation for their services.

204
205 **Section 7: Resignation**

206 A Regional Director may resign effective upon giving written notice to the
207 President unless the notice specifies a later time for the effectiveness of
208 such resignation.

209
210 **Section 8: Removal**

211 Any Regional Director may be removed at any time, with or without cause
212 (e.g. nonpayment of dues), by the affirmative vote of a minimum two-thirds
213 (2/3) majority of the Board attending the Board meeting or voting by proxy.
214 or by the affirmative vote of a minimum two-thirds majority of all the
215 Board in a written action.

216
217 **Section 9: Replacement**

218 If a region loses its Regional Director for any reason, The Alternate will
219 replace the resigned Director. If the Alternate resigns, the position may be
220 left vacant until an appropriate member of the Association and region is
221 identified to fill it. Within thirty (30) days the President, in consultation with
222 the ExCom, should name a temporary replacement for the region. If the
223 time until the next elections is more than 50% of the total time, new
224 elections may be decided upon by the ExCom to chair the effort.

225
226 **Section 10: Inability to Function as a Body**

227 Should the Board come to a time when it is unable to function effectively
228 for the governance of the business of the Association, the Board may make
229 the determination by majority vote to dissolve the Board and call for
230 regional elections to select a new Board and Officers.

231
232 **ARTICLE VII: OFFICERS**

233 Provisions for the conduct of day-to-day affairs of the Association are as
234 provided in this Article.

235 **Section 1: Officers**

236 The Officers of this Association shall be a President, Vice President (s), a
237 Secretary, and a Treasurer. The term of office is established at three (3)
238 years. No person shall hold more than one office.

239
240 **Section 2: Purpose**

241 Officers of the Association shall constitute the Executive Committee of the
242 Association. They shall be voting members of the Board. These officers
243 shall carry out the day-to-day business of the Association and provide
244 oversight of activities carried out by its membership in its name.
245

246 **Section 3: Duties of Officers**

247 a. **President.** Subject to the control of the Board, the President is the
248 chief executive officer of the Association. He/she shall:

- 249 1. Have general supervision, direction, and control of the
250 business and affairs of the Association, delegating duties at
251 his/her discretion.
- 252 2. Have other such powers and duties as the Board may prescribe
253 from time to time.
- 254 3. Recommend committee chairpersons and select the
255 newsletter editor with approval of the Board.
- 256 4. Represent Clan Crawford Association to the public at large and
257 may appoint another member of the Board to represent
258 him/her.
- 259 5. May appoint assistants should he/she deem the Association
260 needs them, pending official ratification by the Board.
- 261 6. Convenes the Board in consultation with the Board Chair
262 quarterly as established by the Association By-Laws, or at
263 his/her discretion should it be deemed necessary.

264 b. **Vice Presidents:** The Vice Presidents of this Association shall:

- 265 1. Have powers and duties as the Board may prescribe from time
266 to time.
- 267 2. In the absence or disability of the President, the Vice
268 Presidents in order of their seniority, shall succeed to and
269 perform all the duties of the President during the period of
270 such absence or disability, and in so acting shall have all the
271 powers of the President. The senior vice president shall
272 assume the duties of the President in the absence of the latter.

In the case of resignation or death of the President, the senior Vice President automatically shall become President.

3. The Vice President of Association Staff shall supervise the Staff and serve ex-officio on all standing committees.

4. The Vice President for Regions shall work with the regional Directors to produce consistent programs across regions, maintaining contacts with them and advocating for regional issues at EXCOM meetings.

5. They shall carry out such additional duties as are assigned by the President.

Secretary: The Secretary shall:

1. Keep a full and complete record of the proceedings of the Board.
2. Keep the seal of the Association and affix it to such papers and instruments as may be required in the regular course of business.

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The seal consists of Gules, a
surmounted by a stags head
lined Or and bearing between
cross crosslet fitchee of the
approved by the Lord Lyon.

3. Serve such notices as may be necessary or proper.
4. Maintain the membership rolls of the Association by region.
5. Supervise the keeping of the records of the Association.
6. Conduct regional elections of representatives.
7. Discharge such other duties of the office prescribed by the Board.
8. Give notice of all meetings of the Board.
9. With the assistance of the Assistant or co-Secretary, should there be one, record minutes of all Board meetings and shall prepare the minutes for distribution to Board members and post them on the Association website.
10. Be the custodian of all previous years minutes.
11. With help from the Assistant or Co-Secretary coordinate responses to inquiries and website sign-ins.
12. Maintain the Association Website.

13.Ensure that these By-laws are available to the Association membership and the public on the Association website.

Treasurer The Treasurer shall be the Chief Financial Officer of this Association and shall:

1. Receive and be the custodian of all the Association funds, depositing them in the bank or banks that may be designated by the Board.
2. Chair the Finance Committee which reviews prepared budgets from all Board members.
3. Make required adjustments and recommend their passage to the Board.
4. Keeps and maintains or caused to be kept and maintained, adequate and correct accounts of the properties and transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and surplus.
5. Make open the books of account at all reasonable times to inspection by any Director.
6. Disburse the funds of the Association as may be ordered by the Board.
7. Render to the President and Directors, whenever they request it and account of all the transactions as Treasurer and of the financial condition of the Association.
8. Have such other powers and perform such other duties as may be prescribed by the Board.
9. Present a statement of the Association financial status at every Board meeting and shall present and annual summary statement of the financial standing of the Association to the membership.
- 10.Submit annually to the Internal Revenue Service all required reports and forms.

Section 4: Term of Office

- c. The Officers of the Association shall hold office until their successors have been chosen and qualify in their stead.

- d. The term of office will be for three (3) years renewable for a second term upon approval by the simple majority of the Board.
- e. When choosing new officers, they shall be elected in November before they are to take office in January to become acquainted with their responsibilities. During this time they will be known as President-elect, Secretary-elect, etc. They will participate in the deliberations of the Board, but not vote except when they hold another Board position such as Regional Director or another Office on the EXCOM.
- f. Any officer elected or appointed by the Board may be removed at any time, with or without cause (e.g. dues payment), by the affirmative vote of a minimum of two thirds (2/3) majority of the Board attending the Board Meeting or voting by proxy, or by the affirmative vote of a minimum two thirds majority of all Board members in a written action.
- g. If the office of any officer becomes vacant for any reason, the President shall fill the vacancy for the remaining term of the office, subject to ratification by the Board or until an interim election is held.

Section 6: Delegation of Duties

In the case of absence of any officer of the Association, or for any other reason that the Board may deem sufficient, the Board may delegate, temporarily, the powers or duties of such officer to any other officer, Director of the Board, or dues paying member of the Association, provided a majority of the Board attending the Board meeting or voting by proxy concurs therein.

ARTICLE VIII: ASSOCIATION STAFF

The President may appoint such other Association staff and agents as it shall deem necessary subject to ratification by simple majority of the Board.

They shall:

- Hold their office for such terms and shall exercise such powers and perform such duties as shall be determined by the Board.

- Have advisory capacity to the President and the Board and consist of chairs of projects, standing committees and other functions determined by the Board as needed to meet the established goals of the Association.
- Attending Board meetings subject to invitation by an officer of the EXCOM or a Regional Director of the Board. They will participate in the deliberations that pertain to their areas of concern, but not have voting rights on the Board.
- Staff positions considered necessary include Newsletter editor, DNA Project Coordinator, and Webmaster.
- Staff positions that may be needed include Clan Tag master Clan Genealogist, Clan Archivist, Clan Herald, Clan Historian, Clan Piper, Clan Librarian, Clan Tent Coordinator, and Regional Webpage Coordinator
- Association staff will report to the Vice President for Association Staff.
- A staff position may be also held by a Regional Director or Officer if needed such as Clan Historian or Clan Piper.

IX MEETINGS

Section 1: The following meetings are recognized as necessary to the efficient running of the Association:

- Executive Committee (EXCOM)
- Board of Directors (Regional Directors, EXCOM, and invited guests)
- General Membership (All dues paying and honorary members.
- Regional Membership (All dues paying and honorary members within a given region.)
- Committee (Meetings of committee members to further specific Board recognized projects.)

Section 2: Executive Committee (EXCOM).

The President shall call for meetings of the EXCOM.

Section 3: Board of Directors Meetings

- a. The Board shall meet quarterly as determined by the President of the Association in consultation with the Board Chair.
Meeting notices shall be sent to all members of the Board, including the EXCOM.
- b. The President may call special meetings of the Board within 10 days written notice to each Director, by the most expedient means including electronic mail and facsimile.
- c. In view of the international dispersal of the Board, meetings may be held using email, or by phone or online conferencing.
- d. Special meetings of the Board may be called for any purpose, at any time, at the discretion of the President, or upon written request of any three (3) members of the Board, including Directors, Vice Presidents, Treasurer, and Secretary. The Secretary shall give immediate notice of such meetings, stating the purpose. Notice of such meeting shall be mailed/emailed within a reasonable time prior to the date of the meeting to each member.
- e. The Chair of the Board will preside over the meetings, opening, closing, and establishing rules of order.
- f. The President shall determine the priorities of the meeting through an agenda submitted to the Board ten days ahead of the scheduled Board meeting.

Section 4: Quorum Defined for the Board of Directors

- a. A quorum of the Board members shall be present to certify a Meeting of the Board.
- b. A quorum is defined as a minimum greater than one-half (1/2) of the Directors on record with the Secretary at the commencement of the meeting.
- c. The Secretary, or their designee, shall certify a meeting of the Board by confirming a quorum based on the presence, in person, or by proxy, of Board members determined by signed-in participation using the selected medium for the meeting.

- 445 d. If a Board member cannot be present for a meeting, he/she
446 shall defer to the elected Alternate to fulfill the assigned duties
447 in their absence, including voting in place of the Director. If no
448 alternate is available, the Regional Director will appoint a
449 suitable alternate to fulfill the assigned duties in the Directors
450 absence. Such appointees shall have full voting privileges at
451 the meeting.
- 452 e. If the quorum is not met at the first convocation, a second
453 convocation should be held, subject to a quorum of a
454 minimum one third (1/3) of the members of the Board.

455

456 **Section 5: Vote**

- 457 a. The decision of the majority of the Directors at a meeting at
458 which a quorum is present shall be the action of the Board.
- 459 b. All members are entitled to one vote in person or by the
460 agreed upon media.
- 461 c. Advisory or other invited participants may voice their views
462 but not vote.
- 463

464 **Section 6: Annual General Meeting**

- 465 a. A general meeting of the membership of the Association must
466 be called by the President.
- 467 b. **The annual general meeting must take place during the month**
468 **of January**. This meeting will be held at a location and time
469 determined by the Board or using on-line conferencing. The
470 latter may be used to supplement the actual physical site of
471 the meeting.
- 472 c. **The purpose of the meeting is to inform the general**
473 **membership as to the workings of the Association over the**
474 **previous year, and to allow members to directly address the**
475 **Board regarding their concerns and proposed future directions**
476 **of the Association.**
- 477
- 478
- 479

480 **Section 7: Regional Meetings**

- 481 a. Regional meetings may take place at the discretion of the
482 regional representatives and the local organizations. Such
483 meetings will be announced via email as well as notices
484 posted on the regional pages of the Association website.
485 b. The EXCOM shall be notified of regional meetings.

486
487 **ARTICLE X: COMMITTEES**

488 **Section 1: Purpose.** To conduct specialized functions for the Association
489 where training, certification, and/or experience is desired and/or required.

490
491 **Section 2: Appointment.** The president, with approval from the EXCOM,
492 shall present nominees for committee chairs to the Board for approval.
493 Committee chairs shall recommend, for ratification by the Board,
494 committee members who will do and support the work of the committees.

495
496 **Section 3: Standing Committees.**

- 497 1. **Election Committee.** The President, with the approval of the
498 EXCOM, shall appoint an Election Committee composed of three
499 members of the Board and one advisory member not already a
500 Director or Officer.
- 501 a. This Committee shall elect a Chair from among its members.
502 b. The Secretary shall confirm the participation of the members
503 of this standing committee not less than sixty (60) days prior to
504 a scheduled election, or not less than thirty (30) days prior to a
505 replacement election should one be needed to be held.
- 506 c. The committee shall receive nominations for Regional
507 Directors, Alternates and Officers from the membership at
508 large and place those nominees on the ballot.
- 509 d. This committee shall conduct the election of Directors and
510 Alternates in the regions of jurisdiction, as well as the election
511 of the EXCOM members in November every three years.
- 512 2. **Membership Committee.** The Chair of the Membership Committee
513 will supervise recruitment of members in the regions and will provide
514 support to the regional representatives in the presentation of the

Association goals and aims to potential members. The Membership Committee will consist of additional members from several regions who will help process applications for membership, determine eligibility, and recommend acceptance of new members.

3. **Scholarship Committee.** The aim of the Association is to promote the educational goals of Crawfords and descendants. To this end, we plan to have a Scholarship committee that will support research into Crawfords heritage and history, as well access to educational opportunities. It is our hope to also be able to provide in the future support through grants and scholarships for these purposes. The Chair of the Scholarship Committee will oversee organizing, promoting, and selecting activities and recipients, with the assistance of a regionally representative committee.
4. **Publications Committee.** The Publications Committee will be responsible for for the coordination of publication efforts related to the clan Crawford Association, including historical studies related to the history, traditions, and heraldry of the House of Crawford. The Chair of the Publications Committee will provide coordination of various efforts of this committee, They will be supported by a committee consisting of the number of members needed to complete the tasks undertaken.
5. **Finance Committee** the Treasurer of the Association is the Chair of the Finance Committee. They will be supported by a committee consisting of three to five members who will provide for the financial health of the Association. They will maintain records of all economic transactions of the Association, including income from dues, expenses, and any other financial actions realized by the Association.
6. **Genealogy Committee.** The Clan Genealogist is Chair of the Genealogy Committee. They will coordinate the various genealogical projects if the lines of Crawford descendants. One function of the committee will be to provide an archive of Crawford history and lines of descent, check for authenticity, and maintain documentation of their deliberations and recommendations. Clan officers whose duties include topics related to clan genealogy and heritage, such as

coordinator of the DNA Project, Clan Herald, and Clan Historian are ad-hoc members of the committee.

7. **Social Committee.** The Coordinator of Clan Tents is chair of the Social Committee. The function of this committee is to promote efforts to set up Clan Crawford tents and to support regional participation in the Highland games and other functions associated with Scottish heritage. This committee will also promote networking and meaningful social interactions between association members and within the clan.

8. **Special Committees**

Special ad-hoc committees will be established by the Board at their discretion or by nomination by the President of the Association with the ratification of the Board. They will realize functions determined as needed to carry out the goals and aims of the Association. Their nature is normally temporary and to last until the completion of the tasks for which they are established.

The duties of the committees are to be established by the Board. These duties are to be more specifically defined by the Committee Chairs under the supervision of EXCOM, subject to approval by the Board. Oversight is to be provided by the Vice President(s) who will report regularly to the President and with a formal report to the Board at its annual meeting in January.

ARTICLE XI: SHARES

The Association will not issue shares.

ARTICLE XII: USE

This document contains proprietary information of the Association. It is furnished for the practiced understanding of the Associations operable governance. Except with the express prior written permission of the Association EXCOM, this document and the information contained herein may not be published, disclosed, or used for any other purpose. Any unauthorized act in relation to copyright work may result in a claim for damages and/or criminal prosecution.

584
585 **ARTICLE XIII: CODE OF CONDUCT**

586 As a matter of fundamental principle, all members of the Association
587 should adhere to the highest ethical standards as a matter of pragmatic
588 self-interest. Trust in our association and its purpose as described in Article
589 III, is the bedrock of our legitimacy. Violations of the code of conduct may
590 have consequences as determined by the EXCOM, subject to approval by
591 the Board at its next meeting.

592 **Section 1: The Code of Ethics for the Association**

593 Personal and professional integrity: All members, EXCOM, Board members,
594 and volunteers of the Association will act with honesty, integrity, and
595 openness in all their dealings as representatives of the Association.

596 **Section 2: Digital Communications**

597 The Association is by its nature a collective of members from multiple
598 geographic locations. Digital communications allow the Association to
599 function and carry out its purpose, as described in Article III. All members,
600 EXCOM, Board members, and volunteers of the Association will adhere to
601 the following guidelines for digital communications.

- 602 • A digital communication should not be threatening, intimidating, or
603 menacing, grossly offensive to a reasonable person in the position of
604 the affected individual or others.
- 605 • A digital communication should not be used to harass an individual,
606 or to make a false allegation.
- 607 • A digital communication should not denigrate an individual by reason
608 of his or her color, race, ethnic or national origins, religion, gender,
609 sexual orientation, or disability.

610
611 **ARTICLE XIV: CONFLICT OF INTEREST**

612 All staff, volunteers, and management committee members of the
613 association will strive to avoid any conflict of interest between the interests
614 of the Association on one hand, and personal, professional, and business
615 interests on the other hand. This includes avoiding actual conflicts of
616 interests as well as the perception of conflicts of interest. The purpose of
617 this policy is to protect the integrity of the Association's decision-making
618 process, to enable our members to have confidence in our integrity, and to

619 protect the integrity and reputation of volunteers, staff, and committee
620 members.

621
622 In accordance to Article IX and to the extent of powers subject to all
623 sections of that Article, a conflict of interest is where someone is
624 compromised when their role or personal interests or obligations conflict
625 with the responsibilities of their role or position. It means that their
626 independence, objectivity, or impartiality can be called into question.

627
628 A conflict of interest can be:

- 629 • Actual: where the conflict already exists
- 630 • Potential: where the conflict is about to happen, or could happen
- 631 • Perceived: where other people might reasonably think that a
632 person has been compromised.

633 A person could be compromised if, in carrying out their duties, they're
634 required to deal with:

- 635 a. A relative or close friend
- 636 b. An organization, club, society, or association of which they are a
637 member.
- 638 c. A person who is their community leader
- 639 d. A person or organization:
 - 640 • To which they have a professional or legal obligation
 - 641 • With which they have a business interest or own property
 - 642 • To whom they owe money
 - 643 • For whom they have previously, or currently maintain an
644 interest in or with

645 During meetings or activities, committee members will disclose any
646 interests in a transaction or decision where there may be a conflict
647 between the organizations best interests and the committee members best
648 interest or a conflict between the best interests of two organizations that
649 committee member is involved with.

ARTICLE XV ELECTIONS

Provisions for the election of Officers and Members of the Board of the Association are as provided in this Article.

Section 1. EXCOM Elections

- a. The Board shall direct the Secretary to conduct scheduled elections.
- b. The Chair of the **Election Committee** shall publish the slate of proposed EXCOM nominees from current dues paying members of the Association to the Board for ratification no later than forty-five (45) days prior to the election in November.
- c. The slate shall consist of all nominees for President, Vice Presidents, Secretary, and Treasurer. If there is only one nomination that will appear in the election. If there is more than one nominee for a position, all nominees will appear on the ballot.
- d. The person elected shall receive the most votes in the election for each position on the ballot.
- e. The Chair of the Election Committee will conduct this agenda item and will certify all votes.
- f. Newly elected officers shall assume their office on January 1 of the coming year.
- g. A simple majority vote of the **membership** shall individually and separately elect the Officers (President, Vice President(s), Secretary, and Treasurer) for terms of three (3) years. Successive terms are permitted.
- h. Officers shall be immediately released from their previous duties on the Board upon assuming the responsibility and authority of their new office.
- i. If the Officer was serving as an elected Regional Director on the Board, then a replacement shall be conducted pursuant to Section 3 of this Article.
- j. If the Officer was serving in an appointed position on the Board, then by the same process a replacement may, but not necessarily, be appointed.
- k. The Officers of the Association shall hold office until their successors assume the office on January 1 after the November election.

- 687 l. Any Officer elected may be removed at any time, with or without
688 cause, by affirmative vote of a two-thirds majority of the Board
689 attending the Board meeting or voting by proxy, A written action by
690 the Board is not allowed in this case.
- 691 m. If the Office or any officer becomes vacant for any reason, the
692 President shall fill the vacancy for the remaining term of the vacant
693 office, or until the vacancy is filled by an interim election.

694

695 **Section 3: Regional Elections**

- 696 a. The Board shall direct the Secretary to conduct the regional
697 elections.
- 698 b. The Chair of the Election Committee shall present the name(s) of the
699 Regional Director and Alternate nominees obtained from the dues
700 paying members of the region of jurisdiction for consideration no
701 later than thirty (30) days prior to the voting deadline.
- 702 c. The Chair of the Election Committee will present the names of
703 nominees by written action to all dues paying members in the region
704 of jurisdiction no less than fourteen (14) days prior to the voting
705 deadline. The Secretary shall certify all votes. The nominee receiving
706 the most votes shall be the Regional Director and the nominee
707 receiving the second greatest number of votes shall be the Alternate.
- 708 d. An alternate member of the EXCOM may assume the responsibility
709 for certifying the votes should the Secretary and the Assistant
710 Secretary not be available to assume the function.
- 711 e. The Sweden Crafoord Family Association has by agreement been
712 made a region without the members of the Swedish organization
713 needing to be CCA members, as long as the representatives on the
714 board are paying CCA members

715

716 **Section 4: Regional Directors and Alternates**

- 717 a. Regional Directors and Alternates shall be elected for terms of three
718 (3) years by the vote of dues paying members from their region, with
719 a simple majority of votes determining confirmation of the slate.

- 720 b. Immediately after regional elections are successfully concluded, the
721 Secretary shall present the names of the elected Regional Directors
722 and Alternates to the Board for ratification.
- 723 c. In the event the elected Director cannot fulfill the obligation of office
724 and a Director position becomes vacant for any reason, the elected
725 Alternate shall assume the duties of Regional Director until a new
726 election can be held. If the Alternate refuses to serve, the President
727 shall appoint an interim Director from the dues paying members of
728 the Region where the vacancy occurred to fulfill the remaining term
729 of office.
- 730 d. Interim appointments are subject to ratification by the Board by a
731 simple majority affirmative vote of greater than one half (1/2). The
732 position will be open to nominations and election during the next
733 scheduled election for that region.
- 734 e. The slate of candidates for each election are developed by the
735 Election Committee through identifying who would like to continue
736 but listing other nominees from the Region. Though the Association
737 strives for continuity, no Director or Alternate has proprietary rights
738 over the position they hold. Candidates nominated for election to
739 the Board must meet criteria or responsibility as established in the
740 By-Laws (Article VIII Code of Conduct).

741
742 **Article XVI CONTRACTING**

743 Only identified elected Officers on record with the Secretary may
744 contract on behalf of the Association. Any Association contract
745 without a dispute clause requiring settlement in a Court of the
746 jurisdiction in which the Registered Agent resides shall be legally null
747 and void. Contracts are legally binding upon ratification by a simple
748 majority of affirmative vote of greater than one half (1/2) of the
749 Board, unless they include a substantial economic commitment
750 (expenditures over \$1,000.00 US or equivalent), in which case,
751 ratification must be by two thirds (2/3) majority of a quorum of the
752 Directors.

Article XVII AMENDMENTS

1. Proposed amendments to these By-Laws may be submitted to any appointed regional representative by any officially registered member of the Association whose membership is active in the period beginning at the proposal submission and ending at the final decision by the Board.
2. Proposed amendments to the By-laws are required to be submitted by Regional Representatives, Officers, and Directors directly to the Association Secretary. The Association Secretary will establish an official form on which the proposed amendment is required to be submitted.
3. The Association Secretary is required to submit the proposed amendment to the Chair of the Board at lead 21 days prior to consideration before an official meeting of the Board.
4. The Chair of the Board is required to disseminate the exact wording of the proposed amendment to each member of the Board 14 days prior to consideration before an official meeting of the Board.
5. An amendment requires an affirmative (support) vote by at least two thirds (2/3) majority of a quorum of the Directors. Amendments must comply with the laws and regulations governing the Association.
6. Upon approval of the amendment, the Chair of the Board will submit the amendment to the Association Secretary for inclusion in the By-Laws. The Secretary shall maintain By-Laws and submit the past version to the Association Archivist. The Archivist will maintain all past copies of the By-Laws.
7. The revised By-Laws shall be distributed by the Association Secretary to the Officers and Regional Representatives within 14 days of the revision. Therefore, the revision shall become effective within 14 days of an affirmative vote of the Board.
8. An objection to an amendment based on statutory or regulatory compliance may be filed by any Director, Officer, or registered member of the Association. Objections must be filed with the Association President within 14 days of the date the amendment become effective. The President shall immediately declare the amendment “encumbered” and will obtain a written “Position Statement” from the law enforcement or regulating agency within a period of 90 days. “Encumbering” places implementation of the amendment in suspension.

The President will have 15 days from the date of receipt of the “Position Statement” to submit it to the Chair of the Board. The Chair of the Board will have 15 days to call a meeting of the Board within 15 days of distribution of the “Position Statement” to all Directors. The “encumbered” amendment shall not be implemented until the Board registers an affirmative vote on implementation of the amendment.

Article XVIII: **DISSOLUTION**

Upon the dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent jurisdiction of the county in which the Registered Agent is then located, exclusively for such purposes.

Agreement for dissolution must be attained with a 2/3 majority vote of the Board.