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FINAL DRAFT #3 BY-LAWS
CLAN CRAWFORD ASSOCIATION
REVISED March 23-28, 2024

ARTICLE I: NAME

The name of the organization shall be:

CLAN CRAWFORD ASSOCIATION (AKA) THE HOUSE OF CRAWFORD

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

ARTICLE II: REGISTERED AGENT

The registered agent of the Association is:

URS Agents, LLC
2005 E 2700 S STE 200 **Salt Lake City**, UT 84109

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

ARTICLE III: PURPOSES OF THE ASSOCIATION

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

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

30 (4) The global promotion and development of social contacts of Association
31 members, as described in Article ~~XVII~~.

32
33 **ARTICLE IV: UNITED STATES INTERNAL REVENUE SERVICE (IRS)**

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

51
52 **ARTICLE V. MEMBERSHIP**

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

56 **Section 1. Types of Membership**

57 **Registered Member** – On record with the Secretary. Has full voting
58 rights and may hold office within the Association. A registered
59 member has Crawford as surname by birth, by marriage, or legal
60 adoption.

61
62 **Full Member** – Can vote and may hold office. Is a Crawford by
63 descent through either parent by birth or legal adoption.
64

65 **Family Membership-** The adults can vote as Registered or Full
66 members if qualified and any children under the age of 18 Would be
67 a Junior Member.
68

69 **Associate Member** – Cannot vote or hold office. An individual
70 accepted as a member by the Association who is not of Crawford
71 descent. Would include individuals wanting access to clan archives
72 for the purposes of research.
73

74 **Honorary Member** – Cannot hold office but may be invited to vote
75 on specific issues. May be granted to a non-Crawford who has
76 honored the House of Crawford or rendered outstanding service to
77 the Clan or Association, by election of the Board.
78

79 **Junior Member** - Cannot vote or hold office. A Crawford or
80 descendant who is under 18 years of age.
81

82 **Senior Member-** A member in good standing over the age of sixty-
83 two and under the age of eighty-five. Senior Members can vote and
84 may hold office.
85

86 **Life Member** – Can vote and may hold office. May be either a
87 registered member or a full member. Additional refinement as a Life
88 Full Member or Life Registered Member is permitted. Registered or
89 Full member of Clan Crawford Association, who attain the age of
90 eighty-five, shall be granted Life Membership in Clan Crawford
91 Association. New members, who are eighty-five when they join Clan
92 Crawford Association, shall also be entitled to a Life Membership.
93

94 **Section 2: Annual Dues**

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

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

- 99 b. Differing dues may be determined by the various categories of
100 membership.
101 c. A family rate may be established with different privileges for
102 the individual members of the family according to age and
103 category of membership.
104 d. Honorary members shall be exempt from dues.
105 Membership renewal will be due on the anniversary of their initial
106 date of membership in Clan Crawford.

107
108 **Article VI: BOARD OF DIRECTORS**

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

111 **Section 1. Board Composition:**

- 112 a. The Board of Directors shall be composed of the Regional Directors
113 and the members of the Executive Committee (EXCOM) and
114 hereafter referred to as the Board.
115 b. The Regional Directors shall be composed of representatives
116 elected by the dues paying members of each of the internationally
117 recognized regions.
118 c. Regions are based on equal divisions of Association membership
119 and subject to alteration by the Board to represent changing
120 Association membership demographics and international
121 representation. The current regions can be found on the CCA
122 Website.
123 d. Regional Directors and their Alternates shall be elected for terms
124 of three (3) years. Successive terms are permitted.
125 e. Each region has only one vote rendered by the Director or the
126 Alternate.
127 f. The office of a regional director shall become vacant if he or she
128 dies or resigns, or by determination of the Board should a Director
129 not participate in two annual meetings in a row. The Alternate
130 Regional Director shall assume their duties until the next election.
131 g. Occasionally ad hoc members may be designated by the Executive
132 Committee to the Board of Directors, such as an additional vice
133 president, for the purpose of performing certain specific needed

134 tasks for a specified duration. These appointments are subject to
135 ratification by the Board of Directors.

136 h. The Chair of the Board is to be elected by and from the members
137 of the new Board at each annual meeting in January.

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

140 2. At the close of each fiscal year, the Chair of the Board shall
141 require the Treasurer to compile last year's financial report
142 of all receipts and warrants. He/She shall distribute the
143 report to all the Board members for discussion and internal
144 review at the next Annual Meeting of the Board.

145 3. The Chair shall oversee all amendments to the By-Laws.
146

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

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

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

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

156 d. The R~~e~~gional D~~e~~irectors shall, where possible, actively engage with
157 local members to promote those articles of the Association to further
158 develop and increase clan social and global interests, as outlined by
159 the said articles here within.

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

163 f. They shall encourage and identify local Crawford's participating in
164 highland games, dances, local Crawford history and historic sites.

165 g. They shall mentor and encourage others to become Regional
166 Directors in the Association.
167

168 **Section 3: Duties of the Board of Directors**

- 169 a. Subject to limitations of the Articles of Incorporation, By-Laws of the
170 Association, State of Utah Corporate Law Title 16 Chapter 6a, and
171 any applicable state and federal laws, regulations, and judicial
172 findings, the Board of Directors shall control the business affairs and
173 manage the property of the Association.
174 b. All powers of the Association shall be exercised by and under the
175 authority of the Board of Directors hereinafter referred to as the
176 "Board."
177 c. The Board shall have the power to adopt uniform rules for the
178 operation of the Association in fulfilling its stated purpose.
179 d. The Board shall approve all contracts and extraordinary payments
180 and shall have full power to decide all questions not determined by
181 the Articles of Incorporation of the Association or by these By-Laws.
182
183

184 **Section 4: Action Without Meeting**

185 Any action by the Board may be taken without a meeting of a quorum of
186 members of the Board, individually or collectively by consent in writing to
187 this action. Writing shall include electronic media, but the Secretary shall
188 certify it. For a written consent to be valid, a minimum majority greater
189 than one half (1/2) of all Board members must agree with this action. Such
190 written consent shall be entered into the minutes of the proceedings of the
191 next meeting of the Board.
192

193 **Section 5: Compensation**

194 No Director or Officer shall receive compensation for their services.
195

196 **Section 6: Resignation**

197 A Regional Director may resign effective upon giving written notice to the
198 President unless the notice specifies a later time for the effectiveness of
199 such resignation.
200

201 **Section 7: Removal**

202 Any Regional Director may be removed at any time, with ~~or without~~ cause
203 (e.g., nonpayment of dues), by the affirmative vote of a minimum two-

204 thirds (2/3) majority of the Board attending the Board meeting or voting by
205 proxy. or by the affirmative vote of a minimum two-thirds majority of all
206 the Board in a written action. [See Article VII Section 4c.](#)

207
208 **Section 8: Replacement**

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

216
217 **Section 9: Inability to Function as a Body**

218 Should the Board come to a time when it is unable to function effectively
219 for the governance of the business of the Association, the Board may make
220 the determination by majority vote to dissolve the Board and to select a
221 new Board and its Officers. The Board shall have the power to appoint
222 three trustees to manage the affairs of the Association until a new Board is
223 elected.

224
225 **ARTICLE VII: OFFICERS**

226 **Section 1: Delegation of Authority**

227 For transacting the business of this Association during the intervals
228 between the meetings of the Board, the President, Vice Presidents,
229 Secretary, and Treasurer, shall constitute the Executive Committee, with
230 full authority to act on behalf of the Association, subject to Board approval.
231 The Executive Committee hereafter in these By-Laws is referred to as the
232 EXCOM. The EXCOM cannot function as the Board and approve its own
233 actions.

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

237 **Section 2: Officers**

238 The Officers of this Association shall be a President, ~~two~~ Vice Presidents, a
239 Secretary, and a Treasurer. The term of office is established at three (3)
240 years. No person shall hold more than one office at a time.

241
242 **Section 3: Purpose**

243 Officers of the Association shall constitute the Executive Committee of the
244 Association (EXCOM). They shall be voting members of the Board along
245 with the Regional Directors. These officers shall conduct the day-to-day
246 business of the Association and provide oversight of activities conducted by
247 its membership in its name.

248
249 **Section 4: Duties of Officers**

- 250 a. **President.** Subject to the control of the Board, the President is
251 the chief executive officer of the Association. He/she shall:
- 252 1. Have general supervision, direction, and control of the
253 business and affairs of the Association, delegating duties at
254 his/her discretion.
 - 255 2. Have other such powers and duties as the Board may
256 prescribe from time to time.
 - 257 3. Recommend committee chairpersons and select the
258 newsletter editor with approval of the Board.
 - 259 4. Represent Clan Crawford Association to the public at large
260 and may appoint another member of the Board to
261 represent him/her.
 - 262 5. May appoint assistants should he/she deems the
263 Association needs them, pending official ratification by the
264 Board.
 - 265 6. Convenes the Board in consultation with the Board Chair
266 quarterly as established by the Association By-Laws, or at
267 his/her discretion should it be deemed necessary.
- 268 b. **Vice Presidents:** The Vice Presidents of this Association shall:
- 269 1. Have powers and duties as the Board may prescribe from time
270 to time.
 - 271 2. In the absence disability, or removal of the President, the Vice
272 Presidents in order of their seniority, shall succeed to and

273 perform all the duties of the President during the period of
274 such absence or disability, and in so acting shall have all the
275 powers of the President. The senior vice president shall
276 assume the duties of the President in the absence of the latter.
277 In the case of resignation or death of the President, the senior
278 Vice President automatically shall become President.

279 **3.** They shall perform such additional duties as are assigned by
280 the President.

281 c. **Secretary:** The Secretary shall in compliance with Utah Title 16-
282 6a-1601:

283 1. Keep as permanent records for three years:

284 a. minutes of all meetings of its members, EXCOM, and
285 Board.

286 b. Records of all actions taken by the members, EXCOM, or
287 Board without a meeting.

288 c. Record of all actions taken by a committee of the Board
289 in place of the Board.

290 2. Keep the seal of the Association and affix it to such papers and
291 instruments as may be required in the regular course of
292 business. The seal consists of Gules, a fess
293 Ermine, surmounted by a stags head erased
294 Proper tined or and bearing between the tines a
295 cross crosslet fitchee of the last as granted by the
296 Lord Lyon on 30 August 2011.



297 3. Serve such notices as may be necessary or proper.

298 4. Maintain the membership rolls of the Association by region
299 and provide those rosters to the Regional Directors annually.

300 5. Supervise the keeping of the records of the Association.

301 6. Conduct regional elections of representatives.

302 7. Discharge such other duties of the office prescribed by the
303 Board.

304 8. Give notice of all meetings of the Board.

305 9. With help from the Assistant or Co-Secretary coordinate
306 responses to inquiries and website sign-ins.

307 10. Maintain the Association Website.

- 308 11.Ensure that these By-laws are available to the Association
309 membership and the public on the Association website.
310 12.Provide to the State of Utah Division of Corporations and
311 Commerce Code a copy of the current By-Laws governing CCA
312 and the name, position, and address of all the currently
313 elected officers of Clan Crawford.
314 13.The Secretary shall deliver to the Utah Division of Commerce
315 for filing an annual report on a form provided by the Division
316 per Title 16-6a-1607.

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

- 319 1. Receive and be the custodian of all the Association funds,
320 depositing them in the bank or banks that may be designated
321 by the Board.
322 2. Chair the Finance Committee which reviews prepared budgets
323 from all Board members.
324 3. Make required adjustments and recommend their passage to
325 the Board.
326 4. Keeps and maintains or caused to be kept and maintained,
327 adequate and correct accounts of the properties and
328 transactions of the Association, including accounts of its assets,
329 liabilities, receipts, disbursements, gains, losses, capital, and
330 surplus.
331 5. Make open the books of account at all reasonable times to
332 inspection by any Director by written or electronic request.
333 6. Disburse the funds of the Association as may be ordered by the
334 Board.
335 7. Render to the President and Directors, whenever they request
336 it an account of all the transactions as Treasurer and of the
337 financial condition of the Association.
338 8. Have such other powers and perform such other duties as may
339 be prescribed by the Board relating to its finances.
340 9. Present a statement of the Association's financial status at
341 every Board meeting and shall present an annual summary

342 statement of the financial standing of the Association to the
343 full membership.
344 10. Submit annually to the Internal Revenue Service all required
345 reports and forms.
346

347 Section 4: Term of Office

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

- 350 a. The term of office will be for three (3) years renewable for a
351 second term upon approval by the simple majority of the Board at
352 a Board Meeting.
- 353 b. When choosing new officers, they shall be elected in November
354 before they are to take office in January to become acquainted
355 with their responsibilities. During this time, they will be known as
356 President-elect, Secretary-elect, etc. They will participate in the
357 deliberations of the Board, but not vote except when they hold
358 another Board position such as Regional Director or another
359 Office on the EXCOM.
- 360 c. Any officer elected or appointed by the Board, or a Board member
361 may be removed at any time, with cause pursuant to a procedure
362 that is fair and reasonable as described in Title 16 Chapter 6a 609
363 of the State of Utah. The Board shall provide 15 days written
364 notice of expulsion, suspension, or termination; and provide the
365 reasons for expulsion, suspension, or termination. The Board
366 member or officer shall be given an opportunity to be heard orally
367 or in writing not less than five days prior to the effective date.
368 The EXCOM by itself cannot decide whether to expel, suspend, or
369 terminate an officer or a Board member. Termination,
370 suspension, or expulsion will be by the affirmative vote of a
371 minimum of two thirds (2/3) majority of the Board attending the
372 Board Meeting or voting by proxy, or by the affirmative vote of a
373 minimum two thirds majority of all Board members in a written
374 action.
- 375 d. If the office of any officer becomes vacant for any reason, the
376 President shall fill the vacancy for the remaining term of the

Commented [BC1]: Raymond

We have recently used the term "President Emeritus" given to Joanne to honour her many years as President. I think this honour should be available to the Board to bestow when they think fit but should not be automatic. I suggest a President Emeritus should have a seat on the Board. I also think (and here there is a clear conflict of interest) that an immediate Past President might be made an additional Vice-President, perhaps for a limited term, in order to give more continuity to EXCOMM.

February 13, 2024 at 1:25 AM

Commented [BC2R1]: This was not addressed by the Board on March 23, 2024 and should be discussed.

Emeritus is an honorary title granted to someone who retires from a position of distinction, most commonly an academic faculty position, but is allowed to continue using the previous title as in professor emeritus. In most systems and institutions, the rank is bestowed on all professors who have retired in good standing while at others it needs a special act or vote.

Possible criteria for an emeritus title for CCA may include:

- Having served in the position for ten or more years?
- Having brought the organization through tremendous difficulties?
- A vote of the Board of Directors?

Possible privileges of emeritus

- Lifetime membership
- Able to sit in on EXCOM and Board of Directors meetings and provide recommendations but not vote.

Who is eligible? CCA Board members? Only the President? Only the EXCOM?

377 office, subject to ratification by the Board or until an interim
378 election is held.

379 **Section 6: Delegation of Duties**

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

386

387 **ARTICLE VIII: VOLUNTEER PERSONNEL**

388 The President may appoint such other volunteer personnel and agents as it shall
389 deem necessary subject to ratification by simple majority of the Board.

390 They shall:

- 391 • Hold their office for such terms and shall exercise such powers and
392 perform such duties as shall be determined by the Board.
- 393 • Have advisory capacity to the President and the Board and consist of
394 chairs of projects, standing committees and other functions
395 determined by the Board as needed to meet the established goals of
396 the Association.
- 397 • Attending Board meetings subject to invitation by an officer of the
398 EXCOM or a Regional Director of the Board. They will participate in
399 the deliberations that pertain to their areas of concern, but not have
400 voting rights on the Board.
- 401 • Staff positions considered necessary include Newsletter editor, DNA
402 Project Coordinator, and Webmaster.
- 403 • Staff positions that may be needed include, Clan Genealogist, Clan
404 Archivist, Clan Heraldist, Clan Historian, Clan Piper,
405 Clan Librarian, Clan Tent Coordinator, and Regional Webpage
406 Coordinator
- 407 • Association ~~staff~~ staff-volunteers will report to the Vice Presidents ~~for~~
408 Association Staff.
- 409 • A staff position may also be held by a Regional Director or Officer if
410 needed such as Clan Historian or Clan Piper.

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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 a minimum of twice annually: on the second Saturday in January (US time) of each year to begin business in a timely manner, and again the second Saturday in November for the purpose of election of Officers, Regional Delegates, and their Alternates for the following year. 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

- 445 within a reasonable time prior to the date of the meeting to
446 each member.
- 447 e. The Chair of the Board will preside over the meetings, opening,
448 closing, and establishing rules of order.
- 449 f. The President shall determine the priorities of the meeting
450 through an agenda submitted to the Board ten days ahead of
451 the scheduled Board meeting unless the meeting was called by
452 three or more members of the Board. In that event, they shall
453 determine the agenda.

454
455 **Section 4: Quorum Defined for the Board of Directors**

- 456 a. A quorum of the Board members shall be present to certify a
457 Meeting of the Board.
- 458 b. A quorum is defined as a minimum greater than one-half (1/2)
459 of the Directors on record with the Secretary at the
460 commencement of the meeting.
- 461 c. The Secretary, or their designee, shall certify a meeting of the
462 Board by confirming a quorum based on the presence, in
463 person, or by proxy, of Board members determined by signed-
464 in participation using the selected medium for the meeting.
- 465 d. If a Board member cannot be present for a meeting, he/she
466 shall defer to the elected Alternate to fulfill the assigned duties
467 in their absence, including voting in place of the Director. If no
468 alternate is available, the Regional Director will appoint a
469 suitable alternate to fulfill the assigned duties in the Directors
470 absence. Such appointees shall have full voting privileges at
471 the meeting.
- 472 e. If the quorum is not met at the first convocation, a second
473 convocation should be held, subject to a quorum of a
474 minimum one third (1/3) of the members of the Board. The
475 EXCOM by itself shall not be considered a quorum,

476
477 **Section 5: Vote**

- 478 a. The decision of the majority of the Directors at a meeting at
479 which a quorum is present shall be the action of the Board.

- 480 b. All members are entitled to one vote in person or by the
481 agreed upon media.
482 c. Advisory or other invited participants may voice their views
483 but not vote.

484
485 **Section 6: Annual General Meeting**

- 486 a. A general meeting of the membership of the Association must
487 be called by the President.
488 b. The annual general meeting must take place on or about the
489 second Saturday in January. This meeting will be held at a
490 location and time determined by the Board or using on-line
491 conferencing. The latter may be used to supplement the
492 actual physical site of the meeting.
493 c. The purpose of the meeting is to inform the general
494 membership as to the workings of the Association over the
495 previous year, and to allow members to directly address the
496 Board regarding their concerns and proposed future directions
497 of the Association.

498
499 **Section 7: Regional Meetings**

- 500 a. Regional meetings may take place at the discretion of the
501 regional representatives and the local organizations. Such
502 meetings will be announced via email as well as notices
503 posted on the regional pages of the Association website.
504 b. The EXCOM shall be notified of regional meetings.

505
506 **ARTICLE X: COMMITTEES**

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

509
510 **Section 2: Appointment.** The president, with approval from the EXCOM,
511 shall present nominees for committee chairs to the Board for approval.
512 Committee chairs shall recommend, for ratification by the Board,
513 committee members who will do and support the work of the committees.
514

515 **Section 3: Standing Committees.**

- 516 1. **Election Committee.** The President, with the approval of the
517 EXCOM, shall appoint an Election Committee composed of three
518 members of the Board and one advisory member not already a
519 Director or Officer.
- 520 a. This Committee shall elect a Chair from among its members.
 - 521 b. The Secretary shall confirm the participation of the members
522 of this standing committee not less than sixty (60) days prior to
523 a scheduled election, or not less than thirty (30) days prior to a
524 replacement election should one be needed to be held.
 - 525 c. The committee shall receive nominations for Regional
526 Directors, Alternates and Officers from the membership at
527 large and place those nominees on the ballot.
 - 528 d. This committee shall conduct the election of Directors and
529 Alternates in the regions of jurisdiction, as well as the election
530 of the EXCOM members in November every three years.
- 531 2. **Membership Committee.** The Chair of the Membership Committee
532 will supervise recruitment of members in the regions and will provide
533 support to the regional representatives in the presentation of the
534 Association goals and aims to potential members. The Membership
535 Committee will consist of additional members from several regions
536 who will help process applications for membership, determine
537 eligibility, and recommend acceptance of new members.
- 538 3. **Scholarship Committee.** The aim of the Association is to promote the
539 educational goals of Crawfords and descendants. To this end, we
540 plan to have a Scholarship committee that will support research into
541 Crawfords heritage and history, as well as access to educational
542 opportunities. It is our hope to also be able to provide in the future
543 support through grants and scholarships for these purposes. The
544 Chair of the Scholarship Committee will oversee organizing,
545 promoting, and selecting activities and recipients, with the assistance
546 of a regionally representative committee.
- 547 4. **Publications Committee.** The Publications Committee will be
548 responsible for the coordination of publication efforts related to the
549 clan Crawford Association, including historical studies related to the

550 history, traditions, and heraldry of the House of Crawford. The Chair
551 of the Publications Committee will provide coordination of various
552 efforts of this committee, they will be supported by a committee
553 consisting of the number of members needed to complete the tasks
554 undertaken.

555 5. **Finance Committee** the Treasurer of the Association is the Chair
556 of the Finance Committee. They will be supported by a committee
557 consisting of three to five members who will provide for the financial
558 health of the Association. They will maintain records of all economic
559 transactions of the Association, including income from dues,
560 expenses, and any other financial actions realized by the Association.

561 6. **Genealogy Committee.** The Clan Genealogist is Chair of the
562 Genealogy Committee. They will coordinate the various genealogical
563 projects of the lines of Crawford descendants. One function of the
564 committee will be to provide an archive of Crawford history and lines
565 of descent, check for authenticity, and maintain documentation of
566 their deliberations and recommendations. Clan officers whose duties
567 include topics related to clan genealogy and heritage, such as
568 coordinator of the DNA Project, Clan Herald, and Clan Historian are
569 ad-hoc members of the committee.

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

577 8. **Special Committees**

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

584

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

591 **ARTICLE XI: SHARES**

592 The Association will not issue shares.

594

595 **ARTICLE XII: CODE OF CONDUCT**

596 As a matter of fundamental principle, all members of the Association should
597 adhere to the highest ethical standards as a matter of pragmatic self-interest.
598 Trust in our association and its purpose as described in Article III is the bedrock of
599 our legitimacy. Violations of the code of conduct may have consequences as
600 determined by the Board.

601

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

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

606 **Section 2: Communications**

607 The Association is by its nature a collective of members from multiple
608 geographic locations. Communications allow the Association to function
609 and carry out its purpose, as described in Article III. All members, EXCOM,
610 Board members, and volunteers of the Association will adhere to the
611 following guidelines for communications.

- 612 • Communication should not be threatening, intimidating, or
613 menacing, grossly offensive to a reasonable person in the position of
614 the affected individual or others.
- 615 • Communication should not be used to harass an individual, or to
616 make a false allegation.
- 617 • Communication should not denigrate an individual by reason of his
618 or her color, race, ethnic or national origins, religion, gender, sexual
619 orientation, or disability.

620
621 **ARTICLE XIII: CONFLICT OF INTEREST**
622 All volunteers, EXCOM, and BOARD members of the association will strive to avoid
623 any conflict of interest between the interests of the Association on one hand, and
624 personal, professional, and business interests on the other hand. This includes
625 avoiding actual conflicts of interests as well as the perception of conflicts of
626 interest. The purpose of this policy is to protect the integrity of the Association's
627 decision-making process, to enable our members to have confidence in our
628 integrity, and to protect the integrity and reputation of volunteers, and
629 committee members.

630
631 In accordance with Article ~~XIII~~ and to the extent of powers subject to all
632 sections of that Article, a conflict of interest is where someone is compromised
633 when their role or personal interests or obligations conflict with the
634 responsibilities of their role or position. It means that their independence,
635 objectivity, or impartiality can be called into question.

636
637 A conflict of interest can be:

- 638 • Actual: where the conflict already exists
- 639 • Potential: where the conflict is about to happen, or could happen
- 640 • Perceived: where other people might think that a person has been
- 641 compromised.

642 A person could be compromised if, in performing their duties, they are
643 required to deal with:

- 644 a. A relative or close friend
- 645 b. An organization, club, society, or association of which they are a
646 member.
- 647 c. A person who is their community leader
- 648 d. A person or organization:
 - 649 • To which they have a professional or legal obligation
 - 650 • With which they have a business interest or own property
 - 651 • To whom they owe money
 - 652 • For whom they have previously, or currently maintain an
653 interest in or with

654 During meetings or activities, committee members will disclose any
 655 interests in a transaction or decision where there may be a conflict
 656 between the organizations best interests and the committee members best
 657 interest or a conflict between the best interests of two organizations that
 658 committee member is involved with.

659
 660 **ARTICLE XIV ELECTIONS**

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

663 **Section 1. EXCOM Elections**

- 664 a. The Board shall direct the Secretary to conduct scheduled elections.
- 665 b. The Chair of the **Election Committee** shall publish the slate of
 666 proposed EXCOM nominees from current dues paying members of the
 667 Association to the Board for ratification no later than forty-five (45)
 668 days prior to the election in November.
- 669 c. The slate shall consist of all nominees for President, Vice Presidents,
 670 Secretary, or Treasurer per the staggered schedule in paragraph g
 671 below.
- 672 d. For those positions up for election, the person who receives the most
 673 votes in the election shall be declared the winner.
- 674 e. The Chair of the Election Committee will conduct this agenda item and
 675 will certify all votes.
- 676 f. Newly elected officers shall assume their office on January 1 of the
 677 coming year.
- 678 g. The EXCOM members shall serve staggered terms so that not all
 679 members are new to the EXCOM and the Board.

680

	<u>2025</u>	<u>2026</u>	<u>2027</u>	<u>2028</u>	<u>2029</u>	<u>2030</u>
<u>President</u>	X			X		
<u>Vice Pres 1</u>		X			X	
<u>Vice Pres 2</u>	X			X		
<u>Treasurer</u>		X			X	
<u>Secretary</u>			X			X

681

- 682 h. Officers shall be immediately released from their previous duties on
683 the Board upon assuming the responsibility and authority of their new
684 office.
- 685 i. If the Officer was serving as an elected Regional Director on the Board,
686 then a replacement shall be conducted pursuant to Section 3 of this
687 Article.
- 688 j. If the Officer was serving in an appointed position on the Board, then
689 by the same process a replacement may, but not necessarily, be
690 appointed.
- 691 k. The Officers of the Association shall hold office until their successors
692 assume the office on January 1 after the November election.
- 693 l. Any Officer elected may be removed at any time, with cause, by
694 affirmative vote of a two-thirds majority of the Board attending the
695 Board meeting or voting by proxy, A written action by the Board is not
696 allowed in this case.
- 697 m. If an office becomes vacant for any reason, the President shall fill the
698 vacancy for the remaining term of the vacant office, or until the
699 vacancy is filled by an interim election.
- 700

701 **Section 3: Regional Elections**

- 702 a. The Board shall direct the Secretary to conduct the regional
703 elections.
- 704 b. The Chair of the Election Committee shall present the name(s) of the
705 Regional Director and Alternate nominees obtained from the dues
706 paying members of the region of jurisdiction for consideration no
707 later than thirty (30) days prior to the voting deadline.
- 708 c. The Chair of the Election Committee will present the names of
709 nominees by written action to all dues paying members in the region
710 of jurisdiction no less than fourteen (14) days prior to the voting
711 deadline. The Secretary shall certify all votes. The nominee receiving
712 the most votes shall be the Regional Director and the nominee
713 receiving the second greatest number of votes shall be the Alternate.
- 714 d. An alternate member of the EXCOM may assume the responsibility
715 for certifying the votes should the Secretary and the Assistant
716 Secretary not be available to assume the function.

717 e. The Sweden Crafoord Family Association has by agreement been
718 made a region without the members of the Swedish organization
719 needing to be CCA members, as long as the representatives on the
720 board are paying CCA members.

721

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

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

747

748 **Article XV CONTRACTING**

749 Only identified elected Officers on record with the Secretary may contract on
750 behalf of the Association. Any Association contract without a dispute clause

751 requiring settlement in a Court of the jurisdiction in which the Registered Agent
752 resides shall be legally null and void. Contracts are legally binding upon
753 ratification by a simple majority of affirmative vote of greater than one half (1/2)
754 of the Board, unless they include a substantial economic commitment
755 (expenditures over \$1,000.00 US or equivalent), in which case, ratification must
756 be by two thirds (2/3) majority of a quorum of the Board.

757

758 **Article XVI AMENDMENTS**

- 759 1. Proposed amendments to these By-Laws may be submitted to any
760 appointed regional representative by any officially registered member of
761 the Association whose membership is active in the period beginning at
762 the proposal submission and ending at the final decision by the Board.
- 763 2. Proposed amendments to the By-laws are required to be submitted by
764 Regional Representatives, Officers, and Directors directly to the
765 Association Secretary. The Association Secretary will establish an official
766 form on which the proposed amendment is required to be submitted.
- 767 3. The Association Secretary is required to submit the proposed
768 amendment to the Chair of the Board at lead 21 days prior to
769 consideration before an official meeting of the Board.
- 770 4. The Chair of the Board is required to disseminate the exact wording of
771 the proposed amendment to each member of the Board 14 days prior to
772 consideration before an official meeting of the Board.
- 773 5. An amendment requires an affirmative (support) vote by at least two
774 thirds (2/3) majority of a quorum of the Directors. Amendments must
775 comply with the laws and regulations governing the Association.
- 776 6. Upon approval of the amendment, the Chair of the Board will submit
777 the amendment to the Association Secretary for inclusion in the By-
778 Laws. The Secretary shall maintain By-Laws and submit the past version
779 to the Association Archivist. The Archivist will maintain all past copies of
780 the By-Laws.
- 781 7. The revised By-Laws shall be distributed by the Association Secretary to
782 the Officers and Regional Representatives within 14 days of the revision.
783 Therefore, the revision shall become effective within 14 days of an
784 affirmative vote of the Board.

785 8. An objection to an amendment based on statutory or regulatory
786 compliance may be filed by any Director, Officer, or registered member
787 of the Association. Objections must be filed with the Association
788 President within 14 days of the date the amendment become effective.
789 The President shall immediately declare the amendment “encumbered”
790 and will obtain a written “Position Statement” from the law
791 enforcement or regulating agency within a period of 90 days.
792 “Encumbering” places implementation of the amendment in suspension.
793 The President will have 15 days from the date of receipt of the “Position
794 Statement” to submit it to the Chair of the Board. The Chair of the
795 Board will have 15 days to call a meeting of the Board within 15 days of
796 distribution of the “Position Statement” to all Directors. The
797 “encumbered” amendment shall not be implemented until the Board
798 registers an affirmative vote on implementation of the amendment.

799

800 **Article XVII: DISSOLUTION**

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

808

809 Agreement for dissolution must be attained with a two-thirds majority vote of the
810 Board.

811