

BY-LAWS

CLAN CRAWFORD ASSOCIATION



REVISED MAY 11, 2024

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1 **BY-LAWS**

2 **CLAN CRAWFORD ASSOCIATION**

3 **REVISED May 11, 2024**

4 **ARTICLE I: NAME**

5 The name of the organization shall be:

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

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

8 **ARTICLE II: REGISTERED AGENT**

9 The registered agent of the Association is:

10 **URS Agents, LLC**

11 2005 E 2700 S STE 200 **Salt Lake City**, UT 84109

12 A change in the registered Agent is by two thirds (2/3) vote of the EXCOM,
13 and subject to ratification by majority vote of the Board, at the next
14 meeting. The Board shall amend this Article to reflect such change. The
15 President of the Association, as the Chief Executive, will be responsible for
16 ensuring that the treasurer registers the new agent with the appropriate
17 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 corporations
21 may be organized under the "Clan Crawford Association," subject to the
22 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

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

33

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

35 The Association will file with the IRS as a 501(c)(3) organization. No part of
36 the net earnings of the Association shall inure to the benefit of, or be
37 distributable to its members, officers, or other persons, except that the
38 Association shall be authorized and empowered to pay reasonable
39 compensation for services rendered and to make payments and
40 distributions in furtherance of the purposes set forth in Article III hereof.

41 No substantial part of the activities of the Association shall be the carrying
42 on of propaganda, or otherwise attempting to influence legislation, and the
43 Association shall not participate in, or intervene in (including the
44 publishing or distribution of statements) any political campaign on behalf of
45 or in opposition to any candidate for public office, foreign or domestic.

46 Notwithstanding any other provision of these articles, the Association shall
47 not carry on any other activities not permitted to be carried on (a) by a
48 corporation exempt from federal income tax under Section 501(c)(3) of the
49 Internal Revenue Code, or the corresponding section of any future federal
50 tax code, or (b) by a corporation, contributions to which are deductible
51 under Section 170(c)(2) of the Internal Revenue Code, or the corresponding
52 section of any future federal tax code.

53

54 **ARTICLE V. MEMBERSHIP**

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

59 **Section 1. Types of Membership**

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

64

65 **Full Member** – Can vote and may hold office. Is a Crawford by
66 descent through either parent by birth or legal adoption.

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

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

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

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

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

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

96
97 **Section 2: Annual Dues**

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

- 100 a. These are to be reviewed periodically and revised as suggested
101 by the needs of the Association.
102 b. Differing dues may be determined by the various categories of
103 membership.
104 c. A family rate may be established with different privileges for
105 the individual members of the family according to age and
106 category of membership.
107 d. Honorary members shall be exempt from dues.
108 Membership renewal will be due on the anniversary of their initial
109 date of membership in Clan Crawford.
110

111 **Article VI: BOARD OF DIRECTORS**

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

114 **Section 1. Board Composition:**

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

- 134 g. Occasionally ad hoc members may be designated by the Executive
135 Committee to the Board of Directors, such as an additional vice
136 president, for the purpose of performing certain specific needed
137 tasks for a specified duration. These appointments are subject to
138 ratification by the Board of Directors.
- 139 h. The Chair of the Board is to be elected by and from the members
140 of the new Board at each annual meeting in January.
- 141 1. The Chair of the Board presides over the meetings of the
142 Board, following parliamentary procedure.
 - 143 2. At the close of each fiscal year, the Chair of the Board shall
144 require the Treasurer to compile last year's financial report
145 of all receipts and warrants. He/She shall distribute the
146 report to all the Board members for discussion and internal
147 review at the next Annual Meeting of the Board.
 - 148 3. The Chair shall oversee all amendments to the By-Laws.
- 149

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

- 151 a. Regional Directors shall participate in Board meetings and ensure
152 that their regional members are kept informed of Board actions.
- 153 b. The duties of the Regional Directors are to represent the interests as
154 stated in Article III Purpose, and in Section 3 of this Article of the
155 Association at a regional level so that the committees activities and
156 outcomes are represented and communicated to each region.
- 157 c. Regional Directors shall in turn represent the members within their
158 geographic area to the Association.
- 159 d. The Regional Directors shall, where possible, actively engage with
160 local members to promote those articles of the Association to further
161 develop and increase clan social and global interests, as outlined by
162 the said articles here within.
- 163 e. They shall work to establish clan tents as an Association presence at
164 highland games within their region and when feasible hold regional
165 gatherings at a selected location.
- 166 f. They shall encourage and identify local Crawford's participating in
167 highland games, dances, local Crawford history and historic sites.

168 g. They shall mentor and encourage others to become Regional
169 Directors in the Association.

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

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

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187 **Section 4: Action Without Meeting**

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

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196 **Section 5: Compensation**

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

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199 **Section 6: Resignation**

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

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Section 7: Removal

Any Regional Director may be removed at any time, with cause (e.g., nonpayment of dues), by the affirmative vote of a minimum 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 the Board in a written action. See Article VII Section 5c.

Section 8: Replacement

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

Section 9: Inability to Function as a Body

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

ARTICLE VII: OFFICERS

Section 1: Delegation of Authority

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

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

Section 2: Officers

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

Section 3: Purpose

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

Section 4: Duties of Officers

- a. **President.** Subject to the control of the Board, the President is the chief executive officer of the Association. He/she shall:
 - 1. Have general supervision, direction, and control of the business and affairs of the Association, delegating duties at his/her discretion.
 - 2. Have other such powers and duties as the Board may prescribe from time to time.
 - 3. Recommend committee chairpersons and select the newsletter editor with approval of the Board.
 - 4. Represent Clan Crawford Association to the public at large and may appoint another member of the Board to represent him/her.
 - 5. May appoint assistants should he/she deems the Association needs them, pending official ratification by the Board.
 - 6. Convenes the Board in consultation with the Board Chair quarterly as established by the Association By-Laws, or at his/her discretion should it be deemed necessary.
- b. **Vice Presidents:** The Vice Presidents of this Association shall:

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1. Have powers and duties as the Board may prescribe from time to time.
 2. In the absence disability, or removal of the President, the Vice Presidents in order of their seniority, shall succeed to and perform all the duties of the President during the period of such absence or disability, and in so acting shall have all the powers of the President. The senior vice president shall 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. They shall perform such additional duties as are assigned by the President.
- c. **Secretary:** The Secretary shall in compliance with Utah Title 16-6a-1601:
1. Keep as permanent records for three years:
 - a. minutes of all meetings of its members, EXCOM, and Board.
 - b. Records of all actions taken by the members, EXCOM, or Board without a meeting.
 - c. Record of all actions taken by a committee of the Board in place 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. The seal consists of Gules, a fess Ermine, surmounted by a stags head erased Proper tined or and bearing between the tines a cross crosslet fitchee of the last as granted by the Lord Lyon on 30 August 2011.
 3. Serve such notices as may be necessary or proper.
 4. Maintain the membership rolls of the Association by region and provide those rosters to the Regional Directors annually.
 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.



- 307 8. Give notice of all meetings of the Board.
308 9. With help from the Assistant or Co-Secretary coordinate
309 responses to inquiries and website sign-ins.
310 10. Maintain the Association Website.
311 11. Ensure that these By-laws are available to the Association
312 membership and the public on the Association website.
313 12. Provide to the State of Utah Division of Corporations and
314 Commerce Code a copy of the current By-Laws governing CCA
315 and the name, position, and address of all the currently
316 elected officers of Clan Crawford.
317 13. The Secretary shall deliver to the Utah Division of Commerce
318 for filing an annual report on a form provided by the Division
319 per Title 16-6a-1607.

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

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

- 341 8. Have such other powers and perform such other duties as may
342 be prescribed by the Board relating to its finances.
343 9. Present a statement of the Association's financial status at
344 every Board meeting and shall present an annual summary
345 statement of the financial standing of the Association to the
346 full membership.
347 10. Submit annually to the Internal Revenue Service all required
348 reports and forms.

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350 **Section 4: Term of Office**

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

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

376 minimum two thirds majority of all Board members in a written
377 action.

378 d. If the office of any officer becomes vacant for any reason, the
379 President shall fill the vacancy for the remaining term of the
380 office, subject to ratification by the Board or until an interim
381 election is held.

382 **Section 6: Delegation of Duties**

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

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390 **ARTICLE VIII: VOLUNTEER PERSONNEL**

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

393 They shall:

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

- 410 • Association volunteers will report to a Vice President.
- 411 • A staff position may also be held by a Regional Director or Officer if
- 412 needed such as Clan Historian or Clan Piper.

413

ARTICLE IX MEETINGS

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

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

424

Section 2: Executive Committee (EXCOM).

The President shall call for meetings of the EXCOM.

427

Section 3: Board of Directors Meetings

- 429 a. The Board shall meet a minimum of twice annually: on the
- 430 second Saturday in January (US time) of each year to begin
- 431 business in a timely manner, and again the second Saturday in
- 432 November for the purpose of election of Officers, Regional
- 433 Delegates, and their Alternates for the following year.
- 434 Meeting notices shall be sent to all members of the Board,
- 435 including the EXCOM.
- 436 b. The President may call special meetings of the Board within 10
- 437 days written notice to each Director, by the most expedient
- 438 means including electronic mail and facsimile.
- 439 c. In view of the international dispersal of the Board, meetings
- 440 may be held using email, or by phone or online conferencing.
- 441 d. Special meetings of the Board may be called for any purpose,
- 442 at any time, at the discretion of the President, or upon written
- 443 request of any three (3) members of the Board, including

- 444 Directors, Vice Presidents, Treasurer, and Secretary. The
445 Secretary shall give immediate notice of such meetings, stating
446 the purpose. Notice of such meeting shall be mailed/emailed
447 within a reasonable time prior to the date of the meeting to
448 each member.
- 449 e. The Chair of the Board will preside over the meetings, opening,
450 closing, and establishing rules of order.
 - 451 f. The President shall determine the priorities of the meeting
452 through an agenda submitted to the Board ten days ahead of
453 the scheduled Board meeting unless the meeting was called by
454 three or more members of the Board. In that event, they shall
455 determine the agenda.

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457 **Section 4: Quorum Defined for the Board of Directors**

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

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Section 5: Vote

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

Section 6: Annual General Meeting

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

Section 7: Regional Meetings

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

ARTICLE X: COMMITTEES

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

Section 2: Appointment. The president, with approval from the EXCOM, shall present nominees for committee chairs to the Board for approval.

514 Committee chairs shall recommend, for ratification by the Board,
515 committee members who will do and support the work of the committees.

516

517 **Section 3: Standing Committees.**

518 1. **Election Committee.** The President, with the approval of the
519 EXCOM, shall appoint an Election Committee composed of three
520 members of the Board and one advisory member not already a
521 Director or Officer.

522 a. This Committee shall elect a Chair from among its members.

523 b. The Secretary shall confirm the participation of the members
524 of this standing committee not less than sixty (60) days prior to
525 a scheduled election, or not less than thirty (30) days prior to a
526 replacement election should one be needed to be held.

527 c. The committee shall receive nominations for Regional
528 Directors, Alternates and Officers from the membership at
529 large and place those nominees on the ballot.

530 d. This committee shall conduct the election of Directors and
531 Alternates in the regions of jurisdiction, as well as the election
532 of the EXCOM members in November every three years.

533 2. **Membership Committee.** The Chair of the Membership Committee
534 will supervise recruitment of members in the regions and will provide
535 support to the regional representatives in the presentation of the
536 Association goals and aims to potential members. The Membership
537 Committee will consist of additional members from several regions
538 who will help process applications for membership, determine
539 eligibility, and recommend acceptance of new members.

540 3. **Scholarship Committee.** The aim of the Association is to promote the
541 educational goals of Crawfords and descendants. To this end, we
542 plan to have a Scholarship committee that will support research into
543 Crawfords heritage and history, as well as access to educational
544 opportunities. It is our hope to also be able to provide in the future
545 support through grants and scholarships for these purposes. The
546 Chair of the Scholarship Committee will oversee organizing,
547 promoting, and selecting activities and recipients, with the assistance
548 of a regionally representative committee.

- 549 4. **Publications Committee.** The Publications Committee will be
550 responsible for the coordination of publication efforts related to the
551 clan Crawford Association, including historical studies related to the
552 history, traditions, and heraldry of the House of Crawford. The Chair
553 of the Publications Committee will provide coordination of various
554 efforts of this committee, they will be supported by a committee
555 consisting of the number of members needed to complete the tasks
556 undertaken.
- 557 5. **Finance Committee** the Treasurer of the Association is the Chair
558 of the Finance Committee. They will be supported by a committee
559 consisting of three to five members who will provide for the financial
560 health of the Association. They will maintain records of all economic
561 transactions of the Association, including income from dues,
562 expenses, and any other financial actions realized by the Association.
- 563 6. **Genealogy Committee.** The Clan Genealogist is Chair of the
564 Genealogy Committee. They will coordinate the various genealogical
565 projects of the lines of Crawford descendants. One function of the
566 committee will be to provide an archive of Crawford history and lines
567 of descent, check for authenticity, and maintain documentation of
568 their deliberations and recommendations. Clan officers whose duties
569 include topics related to clan genealogy and heritage, such as
570 coordinator of the DNA Project, Clan Herald, and Clan Historian are
571 ad-hoc members of the committee.
- 572 7. **Social Committee.** The Coordinator of Clan Tents is chair of the
573 Social Committee. The function of this committee is to promote
574 efforts to set up Clan Crawford tents and to support regional
575 participation in the Highland games and other functions associated
576 with Scottish heritage. This committee will also promote networking
577 and meaningful social interactions between association members
578 and within the clan.
- 579 8. **Special Committees**
580 Special ad-hoc committees will be established by the Board at their
581 discretion or by nomination by the President of the Association with
582 the ratification of the Board. They will realize functions determined
583 as needed to carry out the goals and aims of the Association. Their

584 nature is normally temporary and lasts until the completion of the
585 tasks for which they are established.

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

593

594 **ARTICLE XI: SHARES**

595 The Association will not issue shares.

596

597 **ARTICLE XII: CODE OF CONDUCT**

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

603

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

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

608 **Section 2: Communications**

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

- 614 • Communication should not be threatening, intimidating, or
615 menacing, grossly offensive to a reasonable person in the position of
616 the affected individual or others.
- 617 • Communication should not be used to harass an individual, or to
618 make a false allegation.

- 619 • Communication should not denigrate an individual by reason of his
620 or her color, race, ethnic or national origins, religion, gender, sexual
621 orientation, or disability.

622

623 **ARTICLE XIII: CONFLICT OF INTEREST**

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

632

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

638

639 A conflict of interest can be:

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

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

- 646 a. A relative or close friend
647 b. An organization, club, society, or association of which they are a
648 member.
649 c. A person who is their community leader
650 d. A person or organization:
651 • To which they have a professional or legal obligation
652 • With which they have a business interest or own property

- 653 • To whom they owe money
- 654 • For whom they have previously, or currently maintain an
- 655 interest in or with

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

661

662 **ARTICLE XIV ELECTIONS**

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

665 **Section 1. EXCOM Elections**

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

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

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- 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.
- l. Any Officer elected may be removed at any time, with cause, by affirmative vote of a two-thirds majority of the Board attending the Board meeting or voting by proxy, A written action by the Board is not allowed in this case.
- m. If an office becomes vacant for any reason, the President shall fill the vacancy for the remaining term of the vacant office, or until the vacancy is filled by an interim election.

Section 3: Regional Elections

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- a. The Board shall direct the Secretary to conduct the regional elections.
- b. The Chair of the Election Committee shall present the name(s) of the Regional Director and Alternate nominees obtained from the dues paying members of the region of jurisdiction for consideration no later than thirty (30) days prior to the voting deadline.

- 712 c. The Chair of the Election Committee will present the names of
713 nominees by written action to all dues paying members in the region
714 of jurisdiction no less than fourteen (14) days prior to the voting
715 deadline. The Secretary shall certify all votes. The nominee receiving
716 the most votes shall be the Regional Director and the nominee
717 receiving the second greatest number of votes shall be the Alternate.
- 718 d. An alternate member of the EXCOM may assume the responsibility
719 for certifying the votes should the Secretary and the Assistant
720 Secretary not be available to assume the function.
- 721 e. The Sweden Crafoord Family Association has by agreement been
722 made a region without the members of the Swedish organization
723 needing to be CCA members, as long as the representatives on the
724 board are paying CCA members.

725

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

- 727 a. Regional Directors and Alternates shall be elected for terms of three
728 (3) years by the vote of dues paying members from their region, with
729 a simple majority of votes determining confirmation of the slate.
- 730 b. Immediately after regional elections are successfully concluded, the
731 Secretary shall present the names of the elected Regional Directors
732 and Alternates to the Board for ratification.
- 733 c. In the event the elected Director cannot fulfill the obligation of office
734 and a Director position becomes vacant for any reason, the elected
735 Alternate shall assume the duties of Regional Director until a new
736 election can be held. If the Alternate refuses to serve, the President
737 shall appoint an interim Director from the dues paying members of
738 the Region where the vacancy occurred to fulfill the remaining term
739 of office.
- 740 d. Interim appointments are subject to ratification by the Board by a
741 simple majority affirmative vote of greater than one half (1/2). The
742 position will be open to nominations and election during the next
743 scheduled election for that region.
- 744 e. The slate of candidates for each election are developed by the
745 Election Committee through identifying who would like to continue

746 but listing other nominees from the Region. Though the Association
747 strives for continuity, no Director or Alternate has proprietary rights
748 over the position they hold. Candidates nominated for election to
749 the Board must meet criteria or responsibility as established in the
750 By-Laws (Article XII Code of Conduct).

751

752 **Article XV CONTRACTING**

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

761

762 **Article XVI AMENDMENTS**

- 763 1. Proposed amendments to these By-Laws may be submitted to any
764 appointed regional representative by any officially registered member of
765 the Association whose membership is active in the period beginning at
766 the proposal submission and ending at the final decision by the Board.
- 767 2. Proposed amendments to the By-laws are required to be submitted by
768 Regional Representatives, Officers, and Directors directly to the
769 Association Secretary. The Association Secretary will establish an official
770 form on which the proposed amendment is required to be submitted.
- 771 3. The Association Secretary is required to submit the proposed
772 amendment to the Chair of the Board at lead 21 days prior to
773 consideration before an official meeting of the Board.
- 774 4. The Chair of the Board is required to disseminate the exact wording of
775 the proposed amendment to each member of the Board 14 days prior to
776 consideration before an official meeting of the Board.
- 777 5. An amendment requires an affirmative (support) vote by at least two
778 thirds (2/3) majority of a quorum of the Directors. Amendments must
779 comply with the laws and regulations governing the Association.

- 780 6. Upon approval of the amendment, the Chair of the Board will submit
781 the amendment to the Association Secretary for inclusion in the By-
782 Laws. The Secretary shall maintain By-Laws and submit the past version
783 to the Association Archivist. The Archivist will maintain all past copies of
784 the By-Laws.
- 785 7. The revised By-Laws shall be distributed by the Association Secretary to
786 the Officers and Regional Representatives within 14 days of the revision.
787 Therefore, the revision shall become effective within 14 days of an
788 affirmative vote of the Board.
- 789 8. An objection to an amendment based on statutory or regulatory
790 compliance may be filed by any Director, Officer, or registered member
791 of the Association. Objections must be filed with the Association
792 President within 14 days of the date the amendment become effective.
793 The President shall immediately declare the amendment “encumbered”
794 and will obtain a written “Position Statement” from the law
795 enforcement or regulating agency within a period of 90 days.
796 “Encumbering” places implementation of the amendment in suspension.
797 The President will have 15 days from the date of receipt of the “Position
798 Statement” to submit it to the Chair of the Board. The Chair of the
799 Board will have 15 days to call a meeting of the Board within 15 days of
800 distribution of the “Position Statement” to all Directors. The
801 “encumbered” amendment shall not be implemented until the Board
802 registers an affirmative vote on implementation of the amendment.

803

804 **Article XVII: DISSOLUTION**

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

812

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