

**BYLAWS OF  
THE CLAN MACMILLAN SOCIETY OF TEXAS,  
A TEXAS NON-PROFIT CORPORATION  
("the Clan")**

**ARTICLE I - OFFICES**

**1. REGISTERED OFFICE AND AGENT**

The registered office and registered agent of the Clan shall be as set forth in the Clan's Certificate of Formation. The registered office or the registered agent may be changed by resolution of the members, upon making the appropriate filing with the Secretary of State.

**2. PRINCIPAL OFFICE**

The principal office of the Clan shall be at 7603 Midpark Court, Austin, Texas 78750-7936, provided that the members shall have the power to change the location of the principal office.

**3. OTHER OFFICES**

The Clan may also have other offices at such places, within the State of Texas, as the members may designate, or as the activities of the Clan may require or as may be desirable.

**ARTICLE II - MEMBERS**

**1. MANAGEMENT BY MEMBERS**

Management of the affairs of the Clan is to be vested in its members.

**2. CLASSES OF MEMBERS**

The Clan shall have one class of members. Membership is open to the following persons who desire to promote and further the interests and development of the Clan, Clan MacMillan International, and its heritage: any person who is or is a descendant of a MacMillan (of any spelling) or of a Sept of Clan MacMillan and is a permanent resident of the State of Texas.

**3. MEMBERS**

Member are those persons described in Article II, Section 2 who complete all membership forms, pay membership dues and fees as designated by the Members, and fulfill all requirements of membership described in Article II, Section 4.

#### **4. REQUIREMENTS OF MEMBERSHIP**

Members shall: a) keep the Secretary advised of current address and contact information [telephone number(s), email address, fax number]; b) promote and support Clan interests and heritage; c) participate in Clan activities to the best of abilities and availability; d) act with decorum and in a manner non-prejudicial to the interests of the Clan, and e) keep the Secretary advised of family developments (births, deaths, marriages, divorces, etc).

#### **5. DISMISSAL OF MEMBER**

A member who abuses or disrespects Clan privileges and/or whose conduct is prejudicial to the interests of the Clan may be dismissed from the Clan without reimbursement of dues (by the affirmative vote of a majority of the members) (at the discretion of the Clan Council).

#### **6. VOLUNTARY TERMINATION**

Any member may voluntarily terminate membership in the Clan at any time, and will be entitled to no reimbursement of dues upon such termination.

#### **7. TRANSFER OF MEMBERSHIP**

Membership in the Clan is not transferable or assignable.

#### **8. PLACE OF MEETING**

The members may designate any place, within the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the members. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Clan in the State of Texas, but if all of the members shall meet at any time and place within the State of Texas and consent to the holding of a meeting, such meeting shall be valid without call or notice, and any corporate action may be taken at such meeting.

#### **9. ANNUAL MEETING**

The annual meeting of members shall be held on (a date and at a time determined by \_\_\_\_\_) ( the \_\_\_\_\_ of the month of \_\_\_\_\_).

#### **10. NOTICE OF MEMBERS' MEETING**

Written or printed notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally, by facsimile transmission, or by mail, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail addressed to the

member at the member's address as it appears on the records of the Clan, with postage thereon paid. If transmitted by facsimile, notice is deemed to be given on successful transmission of the facsimile.

## **11. SPECIAL MEMBERS' MEETINGS**

Special meetings of the members may be called by the President or by members having not less than one-tenth of the votes entitled to be cast at such meeting.

Only business within the purpose or purposes described in the notice or executed waiver of notice may be conducted at a special meeting of the members.

Any person or persons entitled hereunder to call a special meeting of members may do so only by written request mailed or delivered in person to the President or Secretary. The officer receiving the written request shall within ten (10) days from the date of its receipt cause notice of the meeting to be given in the manner provided by these Bylaws to all members entitled to vote at the meeting. Nothing contained in this section shall be construed as limiting, fixing, or affecting the time or date when a meeting of members called by action of the members may be held.

## **12. VOTING OF MEMBERS**

Each member shall be entitled to one (1) vote on each matter submitted to a vote of the members.

Unless otherwise provided by the Certificate of Formation or these Bylaws, a member may vote in person or may vote by proxy executed in writing by the member or by the member's duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and in no event shall it remain irrevocable for more than eleven (11) months. Elections of directors or officers may be conducted by mail, by facsimile transmission, or by any combination of the two.

The vote of the majority of the votes entitled to be cast by the members present, or represented by proxy at a meeting at which a quorum is present, shall be the act of the members meeting.

Any vote may be taken by voice or show of hands unless a member entitled to vote, either in person or by proxy objects, in which case written ballots shall be used.

## **13. QUORUM OF MEMBERS**

Unless otherwise provided in the Certificate of Formation or in these Bylaws, members holding one-tenth of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum. Unless otherwise provided in the Certificate of Formation or these Bylaws, once a quorum is present at a meeting of members, the members represented in person or by proxy at

the meeting may conduct such business as may be properly brought before the meeting until it is adjourned, and the subsequent withdrawal from the meeting of any member or the refusal of any member represented in person or by proxy to vote shall not affect the presence of a quorum at the meeting. Unless otherwise provided in the Certificate of Formation or these Bylaws, the members represented in person or by proxy at a meeting of members at which a quorum is not present may adjourn the meeting until such time and to such place as may be determined by a vote of the majority of the members represented in person or by proxy at that meeting.

#### **14. FIXING RECORD DATES FOR DETERMINING MEMBERS ENTITLED TO VOTE AND NOTICE**

The record date for determining the members entitled to notice of a members' meeting and for determining the members entitled to vote at a members' meeting shall be the close of business on the business day preceding the date on which notice is given, or if notice is waived, at the close of business on the business day preceding the date of the meeting.

#### **15. VOTING LISTS**

After fixing a record date for the notice of a meeting, the Clan shall prepare an alphabetical list of the names of all the voting members who are entitled to notice of the meeting. The list must show the address and number of votes each voting member is entitled to cast at the meeting. The Clan shall maintain, through the time of the members' meeting, a list of members who are entitled to vote at the meeting but are not entitled to notice of the meeting. This list shall be prepared on the same basis and be part of the list of voting members.

The Clan shall make the list of voting members available at the meeting, and any voting member or voting member's agent or attorney is entitled to inspect the list at any time during the meeting or any adjournment

#### **16. ACTION BY MEMBERS WITHOUT MEETING**

Any action required by the Texas Business Organizations Code to be taken at a meeting of the members, or any action which may be taken at a meeting of the members or any committee, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all the members entitled to vote with respect to the subject matter thereof, or all of the members of the committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote.

Each written consent shall bear the date of signature of each member or committee member who signs the consent. Prompt notice of the taking of any action by members or a committee without a meeting by less than unanimous written consent shall be given to all members or committee members who did not consent in writing to the action.

If any action by members or a committee is taken by written consent signed by less than all of the members or committee members, any articles or documents filed with the Secretary of State as a result of the taking of the action shall state, in lieu of any statement required by this Act concerning any vote of the members, that written consent has been given in accordance with the provisions of section 6.202 of the Texas Business Organizations Code and that any written notice required by such section has been given.

A telegram, telex, cablegram, or similar transmission by a member or member of a committee or a photographic, photostatic, facsimile, or similar reproduction of a writing signed by a member or member of a committee shall be regarded as signed by the member or member of a committee for purposes of this section.

## **17. COMMITTEES OF THE MEMBERS**

The members, by resolution adopted by a majority of the members, may designate one or more committees which, to the extent provided in such resolution, shall have and exercise the authority of the members in the management of the Clan, except as limited by the Certificate of Formation, these Bylaws or the Texas Business Organizations Code. Each such committee shall consist of two or more members. The designation of such committees and the delegation thereto of authority shall not operate to relieve the members of any responsibility imposed upon it or them by law.

Each member of a committee shall continue as such until the next annual meeting of the members of the Clan and until a successor is appointed in the committee member's stead, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member cease to qualify as a member thereof. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments. Unless otherwise provided in the resolution designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the members.

## ARTICLE III - OFFICERS

### **1. NUMBER OF OFFICERS**

The officers of the Clan shall consist of a president and a secretary and may also consist of one or more vice-presidents, a treasurer, and such other officers and assistant officers as may be deemed necessary. New offices may be created and filled at any meeting of the members. Any two or more offices may be held by the same person, except the offices of president and secretary. A committee duly designated may perform the functions of any officer and the functions of any two or more officers may be performed by a single committee, including the functions of both president and secretary.

### **2. ELECTION OF OFFICERS AND TERM OF OFFICE**

All officers shall be elected or appointed annually by the members at the regular annual meeting of the members for such terms not exceeding three (3) years.

### **3. REMOVAL OF OFFICERS, VACANCIES**

Any officer elected or appointed may be removed by the members whenever in their judgment the best interests of the Clan will be served thereby. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the members for the unexpired portion of the term.

### **4. POWERS OF OFFICERS**

Each officer shall have, subject to these Bylaws, in addition to the duties and powers specifically set forth herein, such powers and duties as are commonly incident to that office and such duties and powers as the members shall from time to time designate. All officers shall perform their duties subject to the directions and under the supervision of the members.

All officers and agents of the Clan, as between themselves and the Clan, shall have such authority and perform such duties in the management of the Clan as may be provided in these Bylaws, or as may be determined by resolution of the members not inconsistent with these Bylaws.

In the discharge of a duty imposed or power conferred on an officer of the Clan, the officer may in good faith and with ordinary care rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Clan or another person, that were prepared or presented by: (1) one or more other officers or employees of the Clan; or (2) legal counsel, public accountants, or other persons as to matters the officer reasonably believes are within the person's professional or expert competence.

An officer is not relying in good faith within the meaning of this section if the officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this

subsection unwarranted.

## **5. PRESIDENT/CLAN CHIEF**

The President, also known as Clan Chief, shall be the chief executive officer of the Clan and shall preside at all meetings of all directors and members. Such officer shall see that all orders and resolutions of the members are carried out, subject however, to the right of the members to delegate specific powers, except such as may be by statute exclusively conferred on the President, to any other officers of the Clan.

The President or any Vice-President shall execute instruments requiring a seal, in the name of the Clan. When authorized by the board, the President or any Vice-President may affix the seal to any instrument requiring the same, and the seal when so affixed shall be attested by the signature of either the Secretary or an Assistant Secretary.

The President shall be ex-officio a member of all standing committees.

The President shall submit a report of the operations of the Clan for the year to the members at the annual meeting.

## **6. VICE-PRESIDENTS/REGIONAL CHIEFS**

The Clan shall have five (5) Vice Presidents/Regional Chiefs who shall represent the North, East, South, West, and Central regions of the State of Texas. They shall be responsible for membership, recruitment, and coordination of Clan events and activities in their respective regions, and shall perform such other duties as the members or President shall prescribe.

The Vice Presidents/Regional Chiefs, in order of their rank as fixed by the members, shall, in the absence or disability of the President/Clan Chief, perform the duties and exercise the power of the President/Clan Chief, and they shall perform such other duties as the members shall prescribe.

## **7. THE SECRETARY AND ASSISTANT SECRETARY**

The Secretary shall attend all meetings of the members and shall record all votes and the minutes of all proceedings and shall perform like duties for the standing committees when required. The Secretary shall give or cause to be given notice of all meetings of the members and shall perform such other duties as may be prescribed by the members. The Secretary shall keep in safe custody the seal of the Corporation, and when authorized by the members, affix the same to any instrument requiring it, and when so affixed, it shall be attested by the Secretary's signature or by the signature of an Assistant Secretary.

The Assistant Secretary shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary, and shall perform such other duties as the members or President shall prescribe.

In the absence of the Secretary or an Assistant Secretary, the minutes of all meetings of the members shall be recorded by such person as shall be designated by the President or by the members.

#### **8. THE TREASURER AND ASSISTANT TREASURER**

The Treasurer shall have custody of the funds of the Clan and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Clan and shall deposit all moneys and other valuable effects in the name and to the credit of the Clan in such depositories as may be designated by the members.

The Treasurer shall disburse the funds of the Clan as may be ordered by the members, taking proper vouchers for such disbursements. The Treasurer shall keep and maintain the Clan's books of account and shall render to the President and members an account of all of the Treasurer's transactions and of the financial condition of the Clan and exhibit the books, records and accounts to the President or members at any time, and publish a report to the general membership at least once per fiscal year. The Treasurer shall disburse funds for capital expenditures as authorized by the members and in accordance with the orders of the President, and present to the President's attention any requests for disbursing funds if in the judgment of the Treasurer any such request is not properly authorized. The Treasurer shall perform such other duties as the members or the President shall prescribe.

The Assistant Treasurer shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer, and shall perform such other duties as the members or President shall prescribe.

#### **9. COMMUNICATIONS DIRECTOR**

The Communications Director shall publish the Clan newsletter, maintain the Clan Internet web site, and shall perform such other duties as the members or President shall prescribe.

#### **10. CHAPLAIN**

The Chaplain shall lead the members in prayer at gatherings, ceremonies and dedications, and shall perform such other duties as the members or President shall prescribe.

## **ARTICLE IV – CLAN COUNCIL**

### **1. CLAN COUNCIL**

To the extent not limited or prohibited by law, the Certificate of Formation, or these Bylaws, the power of the Clan shall be exercised by or under the authority of, and the affairs of the Clan shall be managed under the direction of the Clan Council (“Council”).

### **2. MEMBERS**

The members of the Council shall consist of the following members of the Clan: the President or Clan Chief, the Vice Presidents or Regional Chiefs, the Secretary, the Treasurer, the Communications Director and the Chaplain. The Chief of Clan MacMillan International shall be the Honorary Chief of the Council.

### **3. REMOVAL AND RESIGNATION**

Removal or resignation of a Councilmember as an officer of the Clan will simultaneously constitute removal as a Council member. The vacancy on the Council will be filled by the member elected or appointed to fill the vacancy of the removed or resigned officer.

### **4. ANNUAL MEETING**

The Council shall hold an annual meeting at such time and place as determined by the Council.

### **5. OTHER MEETINGS**

Other meetings of the Council may be held with or without notice at such time and place as determined by the Council.

### **6. QUORUM AND VOTING**

A quorum for the transaction of business by the Council shall be a majority of the number of Council members fixed by these Bylaws. The act of a majority of the Council members present in person or by proxy at a meeting at which quorum is present shall be the act of the Council.

### **7. ACTION WITHOUT MEETING**

Any action taken by the Council can be taken without a meeting in accordance with the provisions of Article II, Section 16 of these Bylaws.

## **ARTICLE V - CERTIFICATES OF MEMBERSHIP**

### **1. CERTIFICATES OF MEMBERSHIP**

The members may provide for the issuance of certificates, or cards, or other instruments evidencing membership rights, voting rights or ownership rights (hereinafter referred to as "certificates"), which shall be in such form as may be determined by the members. Such certificates shall be signed by the President, the Vice President or the Chief of Clan MacMillan. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Clan. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefore upon such terms and conditions as the members determine.

### **2. ISSUANCE OF CERTIFICATES**

When a member has been accepted to membership and has paid any dues and fees that may then be required, a certificate shall be issued in that member's name and delivered to the member by the Secretary, if the members shall have provided for the issuance of certificates of membership under the provisions of this Article V.

## **ARTICLE VI - MISCELLANEOUS**

### **1. WAIVER OF NOTICE**

Whenever any notice is required to be given to any member of the Clan under the provisions of the Texas Business Organizations Code, the Certificate of Formation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

### **2. MEETINGS BY TELEPHONE CONFERENCE, ELECTRONIC OR OTHER REMOTE COMMUNICATIONS TECHNOLOGY**

Subject to the provisions required or permitted by the Texas Business Organizations Code and these Bylaws for notice of meetings, members of the Clan, or members of any committee may participate in and hold a meeting of such members or committee by means of: (1) conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other; or (2) another suitable electronic communications system, including videoconferencing technology or the Internet, only if: (a) each member entitled to participate in the meeting consents to the meeting being held by means of that system; and (b) the system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

### **3. SEAL**

The Corporation may adopt a corporate seal in such form as the members may determine. The Corporation shall not be required to use the corporate seal and the lack of the corporate seal shall not affect an otherwise valid contract or other instrument executed by the Corporation.

### **4. CONTRACTS**

The members may authorize any officer or officers, agent or agents of the Clan, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Clan, and such authority may be general or confined to specific instances.

### **5. CHECKS, DRAFTS, ETC.**

All checks, drafts or other instruments for payment of money of the Corporation shall be prepared by the Treasurer and signed by an other officer or officers as shall be determined from time to time by resolution of the members.

### **6. DEPOSITS**

All funds of the Clan shall be deposited from time to time to the credit of the Clan in such banks, trust companies, or other depositories as the members may select.

### **7. GIFTS**

The members may accept on behalf of the Clan any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Clan.

### **8. BOOKS AND RECORDS**

The Clan shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the members and committees and shall keep at the registered office or principal office in this State a record of the names and addresses of its members entitled to vote.

### **9. FINANCIAL RECORDS AND ANNUAL REPORTS**

The Clan shall maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions of the Clan, including all income and expenditures, in accordance with generally accepted accounting practices. All records, books, and annual reports (if required by law) of the financial activity of the Clan shall be kept at the registered office or principal office of the Clan in this state for at least three years after the closing of each fiscal year and shall be available to the public for inspection and copying there during normal business hours. The Clan may charge for the reasonable expense of preparing a copy of a record or report.

**10. FISCAL YEAR**

The fiscal year of the Corporation shall be the calendar year, January 1<sup>st</sup> to December 31<sup>st</sup>.

**ARTICLE VII - AMENDMENT OF BYLAWS**

The members may amend or repeal these Bylaws, or adopt new Bylaws, unless the Certificate of Formation or the Texas Business Organizations Code limits such powers.

Adopted by the members on \_\_\_\_\_.

\_\_\_\_\_  
Secretary