

CLAN GILLEAN, U.S.A.
(The Macleans)
United States Branch

INDEX TO THE BY-LAWS

PREAMBLE

ARTICLE I - NAME

ARTICLE II - ORGANIZATION

SECTION 1. ORGANIZATION

A. National Branch

B. Regional Structure

SECTION 2. GOVERNMENT

A. Executive Committee

B. Board of Directors

**C. Commissioners, State Convenors
and Deputy Convenors**

SECTION 3. COMMITTEES

A. Standing Committees

B. Temporary Committees

C. Association Representatives

SECTION 4. NEWSLETTER AND PUBLICATIONS

ARTICLE III - MEMBERSHIP

SECTION 1. KINDS OF MEMBERSHIPS

- A. Regular Membership**
- B. Life Membership**
- C. Associate Membership**
- D. Affiliate or Adherent Membership**
- E. Honorary Membership**

SECTION 2. ELIGIBILITY FOR MEMBERSHIP

- A. Surname MacLean or MacLaine**
- B. Surnames Other Than MacLean/MacLaine with MacLean/MacLaine Kinship**
- C. Surnames Other Than MacLean/MacLaine with Kinship Before the 4th Generation**
- D. Persons Without MacLean/MacLaine Kinship**
 - E. Honorary Members**
 - F. Spouses of Clanswomen**
 - G. Grandfather Provision**

SECTION 3. MEMBERSHIP APPLICATION

- A. Form of Application**
- B. Membership Certificates**

SECTION 4. LIST OF FAMILY NAMES ENTITLED TO MEMBERSHIP

ARTICLE IV - ADMINISTRATION/ELECTIONS/SUCCESSION

SECTION 1. EXECUTIVE COMMITTEE

SECTION 2. DUTIES OF OFFICERS

A. President

B. Vice-President

C. Secretary

D. Treasurer

SECTION 3. BOARD OF DIRECTORS

SECTION 4. ELECTION AND TERMS OF OFFICE

A. Nominations

B. Terms of Office

1. Officers

2. Board of Directors

SECTION 5. SUCCESSION OF OFFICERS AND DIRECTORS

A. President

B. Vice-President

C. Secretary

D. Treasurer

E. Directors

SECTION 6. ASSOCIATION STAFF

A. General Counsel

B. Newsletter Editor

C. Clan Genealogist

D. Clan Piper

E. Clan Bard

F. Clan Historian

ARTICLE V - CONTRIBUTIONS, INCOME AND ASSETS

SECTION 1. CONTRIBUTIONS

A. Annual Contribution

B. Prorated Payment

C. Life Memberships

D. Honorary Memberships

E. Gifts, Endowments and Supplemental Contributions

SECTION 2. INCOME

SECTION 3. CAPITAL ASSETS

ARTICLE VI - MEETINGS

SECTION 1. MEETING PROCEDURE

A. Presiding Officer

B. Quorum

C. Resolutions

SECTION 2. VOTING AT MEETINGS

CLAN GILLEAN, U.S.A.

(The Macleans)

United States Branch

PREAMBLE

These By-Laws constitute the Rules and Regulations by which the Clan Gillean Association, United States Branch, of Clan Maclean International shall be governed. They may be changed, amended or modified at any meeting of the Association as provided in Article VIII of the Constitution. As hereinafter used in these By-Laws, all masculine pronouns shall include their feminine counterparts.

ARTICLE I - NAME

THE CLAN GILLEAN ASSOCIATION, UNITED STATES OF AMERICA, is an independent association representing the interests of all Macleans/Maclaines, however spelled, in the United States of America, under the authority of the Chief of Clan Maclean, as a branch of Clan Maclean International.

ARTICLE II - ORGANIZATION.

Section 1. Organization.

A. National Branch. The Association is national in scope and seeks members in the United States in areas not represented by other associations of Clan Maclean International.

B. Regional Structure. The United States shall be divided into five regions, each administered by a Director. Each of the five directors shall be elected from the region wherein he resides. The five regions of the United States are:

Region 1 - Western United States. Alaska, Arizona, Hawaii, Idaho, Montana, Utah, and Wyoming.

Region 2 - South Central United States. Arkansas, Colorado, Kansas, Louisiana, Mississippi, New Mexico, Oklahoma, and Texas.

Region 3 - North Central United States. Illinois, Indiana, Iowa, Kentucky, Michigan, Missouri, Minnesota, Nebraska, North Dakota, Ohio, South Dakota, Tennessee, and Wisconsin.

Region 4 - East Central and Southeastern United States. Alabama, Delaware, District of Columbia, Florida, Georgia, Maryland, North Carolina, South Carolina, Virginia, and West Virginia.

Region 5 - New England and Northeastern United States. Connecticut, Maine, Massachusetts, New Jersey, New Hampshire, New York, Pennsylvania, Rhode Island, and Vermont.

Section 2. Government.

A. EXECUTIVE COMMITTEE. The day to day operations of the Association shall be carried out by the Executive Committee which shall consist of its duly elected officers, to-wit: the President, Vice-President, Treasurer, and Secretary (or Secretary-Treasurer if one person), as well as the immediate Past President of the Association. The President is the Chief Executive Officer of the Association and serves as Chairman of the Executive Committee. The Executive Committee is responsible for governing the activities of the Association between annual meetings.

B. BOARD OF DIRECTORS. Clan Gillean, U.S.A. shall have a Board of Directors consisting of five (5) elected members who shall be responsible for supervising Commissioners, State Convenors, and Deputy State Convenors within their respective regions of the United States, for providing advice and support to the Executive Committee, and for otherwise representing the interest of their respective regions.

C. COMMISSIONERS, STATE CONVENORS AND DEPUTY CONVENORS.

1. Commissioners. Commissioners may be appointed by the Executive Committee to supervise State Convenors and Deputy State Convenors within the geographical area to which they are appointed. This geographical area shall consist of not less than two states. They shall serve at the pleasure of the Executive Committee.

2. State Convenors. State Convenors may be appointed by the Executive Committee to oversee Clan activities in their respective states, such as convening tents at Highland Games and otherwise representing the interest of Clan Gillean U.S.A. within the state wherein they are appointed to serve. They shall serve at the pleasure of the Executive Committee.

3. Deputy State Convenors. Deputy State Convenors may be appointed by the Executive Committee to assist State Convenors in overseeing Clan activities in their respective states, such as convening tents at Highland Games and otherwise representing the interest of Clan Gillean U.S.A. within the state wherein they are appointed to serve. They shall serve at the pleasure of the Executive Committee.

Section 3. Committees

A. STANDING COMMITTEES. There shall be three (3) standing or permanent Committees of the Association, to-wit:

1. MEMBERSHIP COMMITTEE. This committee shall be chaired by the Vice-President and shall consist of no fewer than three (3) members including the Vice-President. It shall be responsible for securing new members and insuring that State Convenors and their Deputies are provided with appropriate materials for informing prospective members of the benefits of belong to the Association and forms for applying for membership.

2. FINANCE COMMITTEE. This committee shall be chaired by the Treasurer and shall consist of no fewer than three (3) members including the Treasurer. It shall be responsible for overseeing the financial operations of the Association, making recommendations to the Association regarding the collection and expenditure of contributions, as well as the investment of funds contributed by Life Members and received as gifts, endowments, donations, and supplemental contributions. Members of the Finance Committee shall serve as Trustees of the capital assets of the Association.

3. NOMINATING COMMITTEE. This committee shall be chaired by the immediate Past President and shall be responsible for presenting a slate of officers for election at the AGM whenever vacancies occur.

B. TEMPORARY COMMITTEES. Temporary or *ad hoc* committees may be appointed from time to time by the President for specific purposes for which the Standing Committees have no duties.

C. ASSOCIATION REPRESENTATIVES. The President, with the approval of the Executive Committee, shall be empowered to appoint members of the Association as temporary or permanent representatives to affiliated societies and/or associations for such terms as he sees fit. Such representatives shall serve at the pleasure of the President.

Section 4. Newsletter and Publications.

The Association shall periodically publish a newsletter which will carry items of interest to the Clan and its members, and, in addition, will distribute books, pamphlets and other materials relating to the history, heritage, literature and genealogy of Scotland and its people, Clan Maclean in particular, and its Chief and Chieftains.

ARTICLE III - MEMBERSHIP

Section 1. Kinds of Memberships. Membership in the Association is available in five (5) categories, to-wit:

A. REGULAR MEMBERSHIP. Available to all who qualify under categories A and B in Article III, Section 2 herein.

B. LIFE MEMBERSHIP. Available to all who qualify under categories A, B, F and G in Article III, Section 2.

C. ASSOCIATE MEMBERSHIP. Available to all who qualify under provisions of Article III, Section 2.C.

D. AFFILIATE OR ADHERENT MEMBERSHIP. Available to all who qualify under provisions of Article III, Section 2.D.

E. HONORARY MEMBERSHIP. Available to those determined by the Executive Committee to have performed some valuable service to the Clan or found to occupy such social or political stature as to warrant making them honorary members of Clan Gillean, U.S.A.

Section 2. Eligibility for Membership. Whenever the name "MacLean" or "MacLaine" is used herein, it is intended to include ALL the various alternative spellings of the name as well as the various Sept names. Eligibility for membership is as follows:

A. SURNAME MACLEAN OR MACLAINE. Persons bearing either by birth or marriage the surnames MacLean or MacLaine or their adherents or dependent families shall be eligible for Life or Regular Memberships.

B. SURNAMES OTHER THAN MACLEAN/MACLAINE WITH MACLEAN/MACLAINE KINSHIP. Persons bearing a surname other than MacLean/MacLaine but whose maternal parent, grandparent or great-grandparent bore either the name MacLean or MacLaine shall be eligible for Life or Regular Membership.

C. SURNAMES OTHER THAN MACLEAN/MACLAINE WITH KINSHIP BEFORE THE 4TH GENERATION. Upon the payment of the full annual contribution, the Executive Committee may admit to membership a person who is at least twenty-one (21) years of age but with more remote MacLean/MacLaine or Sept ancestry as an Associate Member.

D. PERSONS WITHOUT MACLEAN/MACLAINE KINSHIP. A person over the age of twenty-one (21) years, who is of proven Scottish descent and not otherwise qualified for admission under these By-Laws and who desires to become a member of Clan Gillean, U.S.A., may be admitted to membership as an Affiliate or Adherent Member of the Association, provided his membership is approved by the Executive Committee and he pays the contribution required for Life Membership. Application for such membership shall be endorsed in writing by no fewer than two Life Members of the Association with whom he is personally acquainted. Affiliates or Adherents may not hold office or vote in the affairs of the Association.

E. HONORARY MEMBERS. Persons deemed worthy by the Executive Committee of having the title of Honorary Member bestowed upon them may be named as such by the Committee. Honorary Members shall have no vote nor hold office in the Association, nor shall they be required to make an annual contribution.

F. SPOUSES OF CLANSWOMEN. Husbands of Clanswomen who are members of the Association shall be eligible for Life Membership in the Association with full voting privileges but may not hold office in the Association.

G. GRANDFATHER PROVISION. All persons who are members of the Association in good standing at the time of the acceptance of these By-Laws, even though they may not qualify for membership as hereinabove defined, may retain their membership and may become Life Members by making the contribution required for Life Membership.

Section 3. MEMBERSHIP APPLICATION.

A. FORM OF APPLICATION. It shall be the responsibility of the Executive Committee to prepare and maintain Applications for Membership in the Association in such form as it may approve. At a minimum, such applications shall require personal information about the applicant, a description of categories of membership available, and a certificate as to Scottish descent. The Association shall provide Applications for Membership to State Convenors and to individuals requesting the same. The Application may be revised from time to time as the Executive Committee sees fit.

B. MEMBERSHIP CERTIFICATES. Certificates of Membership shall be issued by the Association in a form approved by the Executive Committee and shall be provided to members upon their acceptance into membership of the Association.

Section 4. LIST OF FAMILY NAMES ENTITLED TO MEMBERSHIP. Members of the Association will normally have the surname of MacLean or MacLaine (in any of the various accepted spellings); be descendants of MacLeans or MacLaines (in any of the various accepted spellings); have the surname of one of the accepted Septs of the Clan; or, be descendants of ones having the surnames of one of the accepted Septs of the Clan. The following list is not intended to be comprehensive or complete, and any variation in the spelling of any of these names or others may be acceptable to the Association, provided a legitimate connection to Clan Gillean can be established to the satisfaction of the Executive Committee:

Avoy, Beath, Beaton, Beatie, Beattie, Beatty, Beeton, Bheath, Bheatha, Bheaton, Bethune, Betun, Bey, Black, Clanachan, Claneachainn, Clanichan, Cormack, Cormic, Cormick, de Bethune, Dewart, Douie, Doward, Dowart, Dowie, Dowey, Dowy, Duart, Duie, Eachainn, Echan, Eichan, Evoy, Fadyen, Garbhe, Garvie, Garvey, Gilhon, Gillan, Gilland, Gillean, Gillivray, Gillon, Huey, Huie, Jarvie, Lain, Laine, Lane, Layne, Leach, Lean, Leatch, Lech, Leche, Leiche, Leitch, Leytch, Litch, MacAvey, MacAvoy, Macavy, MacBay, MacBeath, MacBeatha, MacBea, McBea, MacBee, McBee, MacBeth, MacBheath, MacBheatha, MacCormack, McCormack, MacCormack, MacCormaig, MacCormaich, MacCormick, McCormick, MacClanachan, MacCracken, McCracken, MacCraken, McCracken, MacEachan, MacEachain, MacEvoy, Macevy, MacFadden, MacFaden, MacFadgen, MacFadyen, MacFadzean, MacFayden, MacFethridge, MacFetridge, MacGarvie, MacGarvey, MacGeachan, MacGillean, MacGillivray, Macgilvra, McGilvray, MacGuire, Maguire, MacGwyer, MacHarvey, Maciduy, Macildowie, Macildue, Macilduff, Macileich, Macilergan, Macilhuie, Macilvra, Macilvera, Macilvora, MacLergain, MacLegrain, MacPeadrus, MacPhadden, MacPhaiden, MacPhetridge, MacQuarrie, MacQuarie, MacQuire, MacRankin, MacRaing, MacSpadden, McSpadden, MacSpedden, McSpedden, MacVay, MacVeagh, MacVeigh, MacVey, MacVie, McVie, Maguire, Niger, Paden, Padon, Paton, Patten, Peden, Raing, Rankan, Rankin, Rankine, Ranking, Vay, Vey.

ARTICLE IV - ADMINISTRATION/ELECTIONS/SUCCESSION

The Association shall be governed by the Executive Committee with the advice of the Board of Directors.

Section 1. EXECUTIVE COMMITTEE.

The officers of the Association shall be a President, a Vice-President, a Treasurer, and a Secretary. One person may serve concurrently as Secretary and Treasurer, but all other offices shall be filled individually. These officers, along with the immediate Past President of the Association and the President Emeritus, if any, shall comprise the Executive Committee. The Executive Committee shall meet at the Annual General Meeting of the Association and at such other times as may be necessary and appropriate between Annual General Meetings. At all times other than at the AGM, it shall be empowered to conduct business by telephone, facsimile transmissions, electronic mail, and the like. A quorum of the Executive Committee necessary to conduct the business of the Association shall be three.

Section 2. DUTIES OF OFFICERS.

A. PRESIDENT. The President of Clan Gillean, U.S.A. shall act on behalf of the Chief of Clan Gillean (“The Macleans”) in all matters pertaining to the membership of Clan Gillean, U.S.A., insuring that the goals and purposes of the Association are carried out. His duties shall include, but not be limited to, the following:

1. to act as the Chief Executive Officer of the Association and as Chairman of the Executive Committee;
2. to preside over all meetings of Clan Gillean, U.S.A. and its Executive Committee;
3. to convene the Annual General Meeting of the Association, any Special Meetings, and meetings of the Executive Committee;
4. to appoint members to all Standing and Temporary Committees of the Association;
5. to appoint Association representatives to affiliated societies and/or other associations; and,
6. to represent the interests of all Macleans/Maclaines (regardless of spelling) and recognized Septs of the Clan in all matters within the jurisdiction of Clan Gillean, U.S.A.
7. to otherwise carry out the duties of the office in a manner consistent with the generally recognized and accepted duties of the office of President.

B. VICE-PRESIDENT. The Vice-President shall have the following duties:

1. to function in the place and stead of the President in all matters in his absence or due to his incapacity, with the advice and consent of the Executive Committee;
2. to chair the Membership Committee of the Association;
3. to otherwise carry out the duties of the office in a manner consistent with the generally recognized and accepted duties of the office of Vice-President.

C. SECRETARY. The Secretary shall have the following duties:

1. to keep the minutes of the Association at all meetings of the Association and at meetings of the Executive Committee;
2. to maintain a current, up-to-date register of the membership of the Association;
3. to maintain a record of all resolutions adopted at all such meetings;
4. to conduct the general correspondence of the Association, maintaining records of such;
5. to issue and publish all notices required by these By-Laws and by the Constitution of the Association;
6. to have overall responsibility for the publication of *The Pippings*; and,
7. to otherwise carry out the duties of the office in a manner consistent with the generally recognized and accepted duties of the office of Secretary.

D. Treasurer. The Treasurer shall have the following duties:

1. to collect monies due the Association, deposit the same in an account or in accounts maintained by the Association, and disburse payment of monies to those entitled to receive the same;
2. to sign checks on accounts in the manner directed by the Executive Committee;
3. to maintain records of the finances of the Association, including, but not limited to, monies received and monies expended, assets and liabilities, and investments, and to render a report on the condition of the Treasury at the Annual General Meeting of the Association;
4. to make reports to the Executive Committee on the condition of the Treasury as directed;
5. to serve as Chairman of the Finance Committee and to oversee all investments and capital assets of the Association, maintaining records of such in a manner sufficient to satisfy the requirements of the United States Government; and,
6. to otherwise carry out the duties of the office in a manner consistent with the generally recognized and accepted duties of the office of Treasurer.

Section 3. BOARD OF DIRECTORS.

The Board of Directors of the Association shall consist of five individuals elected at the AGM from the Association membership. Each Director shall be responsible for supervising Commissioners, State Convenors, and Deputy State Convenors within his respective Region of the United States and for otherwise representing the interest of his region. The Board of Directors shall provide advice and support to the Executive Committee as it sees fit and as requested by the Executive Committee. The Board shall be empowered to conduct business by telephone, facsimile transmissions, electronic mail, and the like. A quorum of the Board of Directors necessary to conduct the business of the Association shall be three.

Section 4. ELECTION AND TERMS OF OFFICE.

A. NOMINATIONS. At each AGM, the Nominating Committee shall present a slate of names for vacancies on the Executive Committee and the Board of Directors. Nominations may also be made from the floor by any member in good standing.

B. TERMS OF OFFICE.

1. OFFICERS. The President, the Vice-President, the Secretary, and the Treasurer shall be elected at the AGM by the membership of the Association for three (3) year terms. The terms of the President and the Vice-President shall not expire in the same year nor shall the terms of the Treasurer and the Secretary expire in the same year unless those offices are filled concurrently by the same individual. The immediate Past President of the Association shall serve on the Executive Committee without the necessity of being elected, solely because of his immediate previous service as President.

2. BOARD OF DIRECTORS. Each of the five (5) Directors shall be elected at the AGM by the membership of the Association for five (5) year terms, staggered in such a way that only one Director is elected or re-elected each year. Directors shall reside in the Region over which they are responsible.

Section 5. Succession of Officers and Directors.

The order of succession in the Association shall be:

A. President. In the event the President shall for any reason vacate his office, the Vice-President shall automatically assume the duties of the President until the next AGM when an election for any unexpired term shall be held.

B. Vice-President. In the event the Vice-President shall for any reason vacate his office, the position of Vice-President shall be filled by an appointment made by the Executive Committee until the next AGM when an election for any unexpired term shall be held.

C. Secretary. In the event the Secretary shall for any reason vacate his office, the position of Secretary shall be filled by an appointment made by the Executive Committee until the next AGM when an election for any unexpired term shall be held.

D. Treasurer. In the event the Treasurer shall for any reason vacate his office, the position of Treasurer shall be filled by an appointment made by the Executive Committee until the next AGM when an election for any unexpired term shall be held.

E. Directors. In the event a Director shall for any reason vacate his office, that directorship shall be filled by an appointment made by the Executive Committee until the next AGM when an election for any unexpired term shall be held.

Section 6. ASSOCIATION STAFF. The President shall be empowered to appoint such staff personnel as may be necessary to accomplish the goals and purposes of the Association, including, but not limited to the positions hereinafter stated. Such staff personnel shall be directly responsible to the President and shall serve at his pleasure. These positions and their duties are as follows:

A. GENERAL COUNSEL. A General Counsel for the Association shall be appointed for the purpose of providing legal advice and otherwise representing the legal interests of the Association. He shall be selected from among the membership of Clan Gillean, U.S.A. and shall be a member in good standing of the bar of any of the states in any of the Regions of Clan Gillean, U.S.A.

B. NEWSLETTER EDITOR. The Editor of the newsletter of Clan Gillean, U.S.A., *The Pippings*, shall be responsible for publishing said newsletter at least four times a year. The Editor shall work under the supervision of the Secretary who shall have overall responsibility for the publication of *The Pippings*. Said newsletter shall contain items of interest to the membership, including reports on activities of the Association at various Clan games and gatherings, as well as notices required by these By-Laws and the Constitution to be given to the membership.

C. CLAN GENEALOGIST. The Clan Genealogist shall be responsible for responding to requests for genealogical information received from members of the Association and other interested parties.

D. CLAN PIPER. The Clan Piper shall have the duty of performing on the bagpipes at various functions of the Association. Assistant Clan Pipers may also be designated by the President if needed.

E. CLAN BARD. The Clan Bard may be appointed to provide information and education to the membership on matters of Scottish literary interest.

F. CLAN HISTORIAN. A Clan Historian may be appointed for the purpose of maintaining a record of such activities of the Association as may be suitable for publishing as Clan History. He shall be a life member of the Association and shall work closely with the Secretary in fulfilling this task.

G. CLAN PARLIAMENTARIAN. The Clan Parliamentarian shall have the duty of advising the presiding officer of proper parliamentary procedure at the Annual General Meeting, as well as other meetings of Clan Gillean USA.

H. CLAN CHAPLAIN. A Clan Chaplain shall provide spiritual leadership and advice to the Clan and assist and represent the Clan in all matters spiritual.

ARTICLE V - CONTRIBUTIONS, INCOME AND ASSETS

Section 1. Contributions.

A. ANNUAL CONTRIBUTION. An Annual Contribution will be accepted by the Association for the routine operation and governance of the Association. The amount of such contribution shall be recommended by the Finance Committee to the Executive Committee which shall present any change in the amount to the membership for approval at the AGM. The amount presented to the membership may be accepted, rejected, changed or modified by a majority of those voting at the AGM. The amount of the Annual Contribution shall be reflected in the minutes of the AGM.

B. PRORATED PAYMENT. Annual contributions are due and payable on July 1st of each year. The amount of the contribution may be prorated in such manner as the Executive Committee shall elect.

C. LIFE MEMBERSHIPS. Life Memberships in the Association may be obtained by remitting a one time contribution equal to ten (10) times the current Annual Contribution. Monies received from Life Membership contributions shall be invested by the Treasurer, and any income derived therefrom shall be transferred to the general operating account of the Association.

D. HONORARY MEMBERSHIPS. Honorary members shall not be required to make any contributions to the Association. In the discretion of the Executive Committee, they may receive copies of the Association's newsletter, *The Pippings*.

E. GIFTS, ENDOWMENTS AND SUPPLEMENTAL CONTRIBUTIONS. The Association shall be authorized to receive such gifts, endowments, donations, and supplemental contributions donated by members or friends of the Association.

Section 2. Income. The Annual Contributions made by members of the Association and any income derived from invested Life Membership contributions shall be used for the operating expenses of the Association. All income shall be utilized for the furtherance of the goals and objectives of the Association.

Section 3. Capital Assets. Capital assets shall consist of Life Membership contributions as well as gifts, endowments, donations, and supplemental contributions received by the Association. These monies shall be deposited and/or invested by the Treasurer in interest bearing accounts in federally insured institutions, in federal treasury notes, or in certificates of deposit from federally insured institutions, as directed by the Finance Committee, whose members shall serve as Trustees of said gifts, endowments, donations, and supplemental contributions. The Treasurer shall maintain records of all deposits and investments made at the direction of the Finance Committee and shall report on the same at the AGM.

ARTICLE VI - MEETINGS.

Section 1. Meeting Procedure. The Annual General Meeting (AGM) of the Association and such other meetings as may be authorized by the Constitution and these By-Laws shall be governed by the following:

A. Presiding Officer. The President of the Association shall preside at all meetings. In his absence, the Vice-President shall preside. In the event both the President and the Vice-President are unable to preside, the Treasurer shall preside; in the event the Treasurer is unable to preside, the Secretary shall preside. The order of business will be governed by Robert's Rules of Order.

B. Quorum. A quorum at any AGM or any special meeting permitted by the Constitution and these By-Laws shall consist of fifteen (15) members of the Association in good standing. Except as provided in Article VIII of the Constitution, when a quorum is present, an affirmative vote of a simple majority shall be required.

C. Resolutions. Resolutions may be presented at the AGM by any member in good standing provided they are presented in writing to the Secretary at the time of the meeting.

Section 2. Voting at Meetings.

A. MEMBERS PRESENT. At any meeting convened under the authority of the Constitution and these By-Laws, each member present and in good standing shall be entitled to one (1) vote.

B. PROXY VOTING. Proxy voting by all members shall be permitted as to all matters before the Association at any meeting convened under the authority of the Constitution and these By-Laws, PROVIDED written proxies shall be submitted to the Secretary prior to the beginning of the meeting. The Secretary shall have the authority to determine the validity of any proxies submitted. Proxies shall clearly state the authority of the one presenting the same to act on behalf of the member signing said proxy. Both the member submitting the proxy and the one on whose behalf the proxy is submitted shall be members of the Association in good standing at the time of its use.

CERTIFICATION OF THE SECRETARY

The foregoing constitutes the By-Laws of Clan Gillean USA through amendments adopted at its Annual General Meeting on September 23, 2006, at the New Hampshire Highland Games at Loon Mountain, New Hampshire.

Dated this 6st day of October, 2006.

/s/ Betsy McLean

BETSY McLEAN, Secretary
Clan Gillean USA