



BY-LAWS
OF
CLAN CUNNINGHAM
INTERNATIONAL, INC.

ADOPTED September 1, 2013

AMENDED September 23, 2018

Approved July 12, 2019

Amendments to these By-Laws approved by the Governing Council, but not adopted by the General Membership are hi-lited in red print. All amendments must by adopted by the General Membership at the next General Membership Meeting

Mission Statement

Clan Cunningham International, Inc., is an international non-profit organization whose prime purpose is to support the Chief/Head of Family (or Clan Commander) of Clan Cunningham in uniting and promoting the Clan, by fostering goodwill, understanding, and friendship among Cunninghams worldwide in a spirit of kinship and mutual pride in the clan's great heritage.

Article I. NAME AND LOCATION

- 1.01** The name of this non-profit organization shall be "Clan Cunningham International, Inc., hereafter referred to as "CCI", or the corporation, and will do business as Clan Cunningham International.
- 1.02** The principal office of the corporation shall be in the County of Know, State of Tennessee, United States of America.

Article II. Purposes

- 2.01** To discover the rightful Head of the Family (Clan Chief) and to incorporate him or her into the life of the Family (Clan) and Clan Cunningham International once The Lord Lyon officially recognizes this individual.
- 2.02** To cultivate a worldwide spirit of kinship among those of the name of Cunningham (including all variant spellings of the surname) and their descendants, Septs and Associated Families.
- 2.03** To conduct and promote such cultural, historical, genealogical and other educational activities, as will provide a greater knowledge of the family, including its Septs and associated Families from the Districts of Cunningham and Ayrshire in Scotland, and its language, history, art, literature, music, and traditions.
- 2.04** To share and perpetuate Scottish traditions and to promote friendships and close ties with Cunninghams anywhere in the Scottish Diaspora.
- 2.05** To be responsible for the promotion, the development, and the oversight of Clan Cunningham organizations in the Scottish Diaspora, in order to unite today's Cunninghams and future generations around the world in a proud, strong, compassionate, and democratic clan that is admired for excellence that will endure.

- 2.06** To be strictly a non-profit, non-sectarian, non-stock, and non-profit corporation.
- 2.07** This organization (CCI) is organized exclusively for educational and charitable purposes within the meaning of section 501(c)3 of the Internal Revenue Code.
- 2.08** Notwithstanding any other provisions of these articles, this organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501(c)3 of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Article III. Fairness

- 3.01** No set of bylaws can anticipate every issue, concern or circumstance that may arise from time to time, The Executive Committee will review all such issues and present its recommendations to the full Governing Council, which will render a final decision based on fairness, the good of the corporation and its membership, and common sense.
- 3.02** The Executive Committee may seek the advice and counsel of the duly recognized Head of the Family (Clan Chief) and/or Clan Commander and/or The Standing Council of Clan Cunningham.
- 3.03** To insure fairness and democratic principles are followed, the rules contained in the current edition of "Roberts Rules of Order" shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the corporation may adopt.

Article IV. MEMBERSHIP AND VOTING ELIGIBILITY

- 4.01** Regular Membership: Regular Membership shall be open to all individuals bearing the name Cunningham, or descended from a Cunningham by birth, marriage or adoption. Regular Membership is also open to all individuals related to or descended from any of the associated Families from the Districts of Cunninghame and Ayrshire in Scotland. The aforementioned individuals shall be Regular Members and have full voting rights, that is, one vote per membership.

- 4.02 Associate Membership:** Individuals not meeting criteria set forth in 4.01 may apply for Associate Membership. Associate Members do not have voting privileges and cannot hold an office.
- 4.03 Honorary Membership:** Honorary Membership may be given to individuals by the Governing Council of the corporation and shall be conferred on the basis of eminence, distinction, and/or outstanding service to the CCI. Honorary Members do not have voting privileges, may not hold and elected office, and pay no dues. In special circumstances, the Governing Council by a two-thirds (2/3rds) majority vote may allow a specific Honorary Member to hold an elected office with voting privileges and/or hold an appointed office with voting privileges.
- 4.04 Membership Applications:** All applications for membership shall be made on the application forms approved by the Governing Council and returned to the Membership Director.
- (a) Each applicant for Regular Membership shall also be requested to complete a family genealogical chart as far back as possible, especially the part which traces his or her Cunningham or Associated Family ancestry. In the absence of such evidence, the applicant shall certify that he or she is of Cunningham or Associated Family descent and shall give the reasons for believing in such a line of descent, such as, a family name, a family tradition, or the assurance of a relative.
- (b) All applications shall be reviewed by the Membership Director and upon approval and payment of dues, a certificate of membership shall be issued. Any questions regarding eligibility for membership shall be submitted to the Governing Council for approval or disapproval..
- 4.05 Membership Regions:** Members will be assigned to a Membership Region according to their geographical location. Membership regions shall be listed in the Operations Manual.
- 4.06 Membership Termination:** Non-payment of annual dues terminates active membership. Membership may also be terminated upon written request to the Membership Director. Any member who brings discredit or dishonor to this Organization (CCI) or the name of Cunningham, or its various spellings shall be terminated, and removed from the membership rolls by a majority vote of the Governing Council.

Article V. DUES

- 5.01** The amount of dues shall be established by the Governing Council.
- 5.02** To facilitate an individual joining CCI on any day of the year, the amount of dues payable will be the full annual amount as established by the Governing Council. The membership will be active and current for one year up to and including the last day of the month of the next year that the membership application was signed.
- 5.03** Failure to pay dues by six months from the expiration date of the membership will result in the cessation of active membership rights and in the membership being placed in inactive status.
- 5.04** There will be no refund of dues paid after a membership has been approved and processed.

Article VI. HEAD OF THE FAMILY (CLAN CHIEF)

- 6.01** The Head of Family (Clan Chief): Clan Cunningham International recognizes as The Head of Family (Clan Chief) of Clan Cunningham any person that The Lord Lyon, King of Arms, from time to time so recognizes.
- 6.02 Ad hoc Derbhfine:** In the event that The Lord Lyon is unwilling or unable to recognize a Head of Family (Clan Chief) of Clan Cunningham, the Governing Council of CCI shall then, by a two-thirds (2/3rd's) majority vote, petition The Lord Lyon in Edinburgh, Scotland to sanction an ad hoc Derbhfine for the purpose of electing a Clan Commander.

[In the absence of any "obvious" choice for Chief, an ad hoc Derbhfine would have to be called. This body consists of all armigerous members of the clan (those who, simply, bear Scottish arms granted by the Lord Lyon) and various leaders of the Clan.]

- 6.03 Duties:** The Head of Family (Clan Chief)/Clan Commander is an ex-officio, primus inter pares, of both the CCI Governing Council and the CCI Executive Committee. He or she reserves the right to approve or reject the appointment of any Regional Director or Affiliate Director (the head of any affiliate Clan Cunningham organization) proposed by the Governing Council of CCI with the knowledge that his or her recommendation is subject to ratification by a two-thirds (2/3rd's) majority vote if the Governing Council.

[Primus inter pares (Latin), the first among equals or first among peers is a phrase which indicates that a person is the most senior of a group of people sharing the same rank or office.]

Article VII. GOVERNING COUNCIL

- 7.01 Elected Officers:** The elected officers of the Governing Council of CCI are; President, Vice-President, Secretary/Treasurer, Lieutenant to the Chief,(who is appointed by the current Clan Chief), Newsletter Editor, Web Master, Historian, Genealogist, Membership Director. All office holders must be 18 years or older.
- (a) Term of Office:** Elected Officers shall serve a term of approximately three (3) years commencing from the date of election and ending at the next election. Elections shall take place at the CCI General Meeting held every three (3) years.
- (b) Vacancies:** The Governing Council by a two-thirds (2/3rd's) majority vote shall fill any vacancies of elected Officers.
- (c) Removal from Office:** Removing an Elected Officer from office is a very serious matter and should be the action of last resort. The Executive Committee can by a two-thirds (2/3rd's) majority vote recommend to the Governing Council that an Elected Officer be removed from office. The Governing Council by a two-thirds (2/3rd's) can remove said officer from elected office.
- 7.02 Appointed Officers:** The Governing Council by a two-thirds (2/3rd's) majority vote shall appoint Regional Directors and Affiliate Directors. Regional Directors and Affiliate Directors shall be members of the Governing Council Directors may be removed from office by a two-thirds (2/3rd's) vote of the Governing Council.
- 7.03 Past Presidents:** The immediate Past President shall be a member of the Governing Council with all rights and voting privileges afforded to Elected and Appointed Officers, unless said Past President was removed from office for any reason, in which case the previous Past President will take his or her place.
- 7.04 Head of Family (Clan Chief/Clan Commander):** The Head of Family (Clan Chief)/Clan Commander or the Chair of the Standing Council shall be an ex-officio member of the Governing Council with all rights and voting privileges afforded to Elected and Appointed Officers.
- 7.05 Quorum Requirements:** The required quorum to constitute an official meeting of the Governing Council shall be five (5) of the Elected and Appointed Officers who

attend prior to adjournment of said meeting. The President and/or Vice-President, Secretary/ Treasurer must be present.

7.06 Election of Elected Officers: The election of Elected Officers shall take place at the CCI General Meeting held every three (3) years

7.07 Manner of Election: The Governing Council shall establish the time and place of the General Meeting of CCI. Ballots shall be mailed to each active Regular Member no later than forty-five (45) days prior to the next General Meeting. All ballots must be signed and then faxed, e-mailed, or mailed in, to be received no later than ten (10) days prior to the General Meeting. The ballots shall be returned to the Secretary/Treasurer for tally and report to the Governing Council.

A simple majority vote, one (1) vote per membership, is needed to elect a candidate to office. The Secretary/Treasurer or designee shall report on the vote at the General Meeting. In the event of a tie, those active Regular Members present at the General Meeting shall vote, one (1) vote per membership, until an individual is elected.

7.08 Terms of for Elected Officers:

(a) President: The President may only serve two (2) consecutive three (3) year terms. The President may not be succeeded by a direct family member, who is a spouse, child, sibling, parent, aunt/uncle or their spouses.

(b) Vice President: The Vice-President may serve any number of terms in office.

(c) Secretary/Treasurer: The Secretary/Treasurer may serve any number in office.

(d) Newsletter Editor: The Newsletter Editor may serve any number of terms in office.

(e) Web Master: The Web Master may serve any number of terms in office.

(f) Historian: The Historian may serve any number of terms in office.

(g) Genealogist: The Genealogist may serve any number of terms in office.

(h) Membership Director: The Membership Director may serve any number of terms in office.

(i) Lieutenant to the Chief: Shall be appointed by the current Clan Chief, serve at his pleasure and discretion and be the single-point-of-contact between the

Clan Chief and Clan Cunningham International. He shall have full voting rights on both the Governing Council and the Executive Committee.

7.09 Multiple Office Holding: No Elected Officer may hold more than one elected office at a time. However, an Elected Officer may also be a Regional Director or an Affiliate Director, but shall have only one vote on the Governing Council or on the Executive Committee.

7.10 DUTIES AND RESPONSIBILITIES:

(a) President: The President is the chief executive officer for the CCI and shall preside at all meeting of the CCI. The President shall keep the officers and members fully informed as to all CCI activities on a timely basis. The president shall conduct the active day-to-day business of the CCI and shall be responsible for all actions in this regard.

The President shall cause a concise written report to be made, published and distributed to the membership annually and again at the CCI General Meeting, which reviews for the membership and all who are interested in the progress of the CCI, the activities during his term in office.

All agreements made by the CCI shall be executed by the President except where the execution thereof shall be expressly delegated by the President to some other Officer or Agent of the CCI.

The President may also appoint, with the approval of the Governing Council, such other assistants or special advisors as needed to assist in the performance of the duties and responsibilities of the Office of the President. These appointees, with the permission of the President, may attend the meeting of the Governing Council and Executive Committee and take part in all discussion, but shall not have a vote or count toward quorum.

(b) Vice-President: The Vice-President shall, in the absence of the President, perform the duties and exercise the powers of the President. The Vice-President shall succeed to the Office of President, if the President, for whatever reason is unable or unwilling to perform the duties of the Office of President as prescribed in section 7.10(a) of these By-Laws. The Vice-President shall also perform such other duties as the President may delegate.

It shall be the policy of CCI to encourage the election of individuals to this office who have both the capacity and desire to serve as President in the future.

(c) Secretary/Treasurer: The Secretary/Treasurer shall summon the officers and other members to each meeting of the Governing Council, Executive

Committee and to the Annual Meeting. At these meetings, the Secretary/Treasurer shall record the attendance, advise the presiding officer if a quorum is present and record and post the minutes. The Secretary/Treasurer shall keep a regular account of all receipts and disbursements of the corporation in suitable books for that purpose and shall have custody of the monies of the corporation and shall deposit the same in the bank. The Secretary/Treasurer shall sign, in the name of CCI, checks for payments of expenses authorized by the Governing Council. The Secretary/Treasurer shall present a full report of all accounts to the Governing Council, Auditing Committee, and membership.

(d) Newsletter Editor: The Newsletter Editor shall be responsible for the preparation, printing, and mailing of the newsletter of CCI.

(e) Web Master: The Web Master shall design and maintain the official CCI web site and any other social networking sites requested by the Governing Council. The Web Master will make all additions, corrections and deletions, as necessary, in a timely manner.

(f) Historian: The Historian shall have custody of all the meeting records, annual reports, and publications of CCI and see to their preservation and also collect and maintain history of Clan Cunningham and CCI, and any other items of general interest to the Scottish culture that are associated with Cunningham history. The Historian shall perform other duties as from time-to-time may be assigned by the President.

(g) Genealogist: The Genealogist shall collect, collate and preserve all genealogical charts submitted by CCI members, notify all involved members of common ancestry, if requested, and shall assist members as much as possible in genealogical matters.

(h) Membership Director: The Membership Director shall receive and process all applications and renewals for membership and shall forward all monies collected to the Secretary/Treasurer for deposit. The Membership Director shall keep and maintain the official roll of membership and account of the fees and dues that accrue.

(i) Regional Directors: The Regional Directors shall be responsible for the day-to-day activities within their respective CCI regions and manage their Representatives and Games Hosts as set forth in these By-Laws and in the CCI Operations Manual.

Regional Directors shall appoint and remove State/Provincial/District Representatives and Game Hosts within their regions as needed, with the

approval of the Governing Council. Regional Directors may perform other duties as from time-to-time that may be assigned by the President and/or the Regional Secretary.

(j) Limitations of Duties: The duties of these Officers shall include, but are not limited to those listed above. Officers may delegate duties as needed.

- 7.11 Compensation:** No Officer, assistant, and/or agent of CCI shall receive any salary or other compensation for services rendered in such capacity. However CCI may reimburse any such person for reasonable expenses directly incurred in connection with his or her duties and/or appointment on behalf of CCI with the consent of the Governing Council.

Article VIII. EXECUTIVE COMMITTEE

- 8.01 The Executive Committee:** The Executive Committee shall be comprised of the President Vice-President, Secretary/Treasurer, Lieutenant to the Chief, and two (2) Regional or Affiliate Directors elected by their colleagues. The Head of Family (Clan Chief)/Clan Commander shall be an ex officio member of the Executive Committee.

- 8.02 Purpose:** The Executive Committee: shall have the right to act on behalf of CCI when it is not practical to wait for the next regularly scheduled meeting of the Governing Council to take such action. However, all actions taken by the Executive Committee shall be subject to ratification by the Governing Council at their next meeting.

- 8.03 Quorum Requirements:** The required quorum to constitute an official meeting of The Executive Committee shall be two-thirds (2/3rds) of the Elected Officers and Appointed Officers who attend prior to adjournment. The Head of Family (Clan Chief)/Clan Commander or shall not be counted toward this quorum.

Article IX. MEETINGS

- 9.01 General Meeting:** The General Meeting of CCI shall be held every three (3) years at a time and place designated by the Governing Council. Notice of said meeting shall be announced no later than six (6) months prior to the said meeting. Said notice shall be posted on the front page of the newsletter and on the home-page of the CCI website.

Minutes of the General Meeting shall be posted within the Membership Only section of the CCI website no later than ninety (90) days post adjournment. Copies of the minutes shall be made available by mail to members who request them.

- 9.02 Executive Committee Meeting:** The Executive Committee will meet at the call of the President or at the call of two-thirds (2/3rd's) of the voting members of the Executive Committee as defined by these By-Laws.

Minutes of all Executive Committee meetings shall be made available to all members of the Governing Council within thirty (30) days of the meeting's adjournment.

- 9.03 Governing Council Meeting:** The Governing Council shall meet at least six (6) times per year at a time that is mutually acceptable to the majority of the members of the Governing Council. Minutes of all Governing Council meetings shall be posted on the Members Only Section of the CCI website within thirty (30) days of their approval and shall be made available by mail to members who request them.

- 9.04 Governing Rules for all CCI Meetings:** The rules contained in the current edition of the "Robert's Rules of Order" shall govern the corporation in all cases to which they are applicable, and in which they are not inconsistent with these By-Laws and any special rules the corporation may adopt.

Article X. COMMITTEES

- 10.01 Finance Committee:** The Finance Committee shall consist of the Secretary/Treasurer, who shall be the Chairman, and at least, two (2) other members appointed by the President with the consent of the Governing Council to a three (3) year term. It shall prepare an annual budget for CCI and submit it for adoption to the Governing Council.

- 10.02 Auditing Committee:** The Auditing Committee shall consist of three (3) members, none of whom may be the Secretary/Treasurer, appointed by the President with the consent of the Governing Council to a three (3) term. Two (2) of these three (3) shall not be members of the Governing Council.

The prime duty of this Committee shall be to examine the accounts of the Secretary/Treasurer for the current fiscal year of the CCI and to present an

annual report to the Governing Council that indicates if the financial statements satisfactorily represent the true financial position of the corporation.

10.03 Nominating Committee: The President shall appoint, with the consent of the Governing Council six (6) months prior to the date of each General Meeting, a Nominating Committee of at least three (3) members whose duties shall be to solicit the general membership for nominees for Elected Offices.

Any member of CCI may submit a nominee for any elected office to this Committee. The Nominating Committee shall notify the nominee and secure his or her acceptance of the nomination. At the close of nominations, (the date to be determined by the Governing Council), the Nominating Committee shall present the list of candidates to the Governing Council for approval. The Committee will be dismissed by the President upon the satisfactory completion of all its duties or tasks.

10.04 Special Committees: Special Committees may be appointed by the President, with approval of the Governing Council. A special Committee will be dismissed by the President upon the satisfactory completion of all its duties or tasks.

Article XI. FINANCES

11.01 Regular Fund: The regular fund receives the annual dues from members and the income from any activities or donations thereof. From this fund, disbursements are made under the direction of the Governing Council. Within the regular fund, a separate accounting of all monies donated or transferred to or otherwise earmarked for the Scholarship fund and other Special projects.

11.02 Fiscal Year: The fiscal year of CCI shall begin on January 1st, and end on December 31st.

Article XII. OPERATIONS MANUAL

12.01 Policies: The Governing Council shall adopt, by a two-thirds (2/3rd's) majority vote, such policies, standard operating procedures and rules or other items as are necessary for the general operation of CCI on a day-to-day basis, as far as they are not in direct conflict and within the parameters set forth in these By-Laws.

12.02 Operations Manual: All such policies shall be placed in an Operation Manual. This manual shall be available for the Governing Council's use, the inspection of any member, and posted in the Membership Only section of the CCI website.

Article XIII. DISSOLUTION OF THIS ORGANIZATION

13.01 In the event of the dissolution of this organization (CCI), after the paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a non-profit fund, organization or corporation which is organized and operated exclusively for the educational and charitable purposes and which has established its tax exempt status under section 501(c) of the Internal Revenue Code.

Article XIV. DISCLAIMER TO ENGAGE IN OUTSIDE ACTIVITIES

14.01 Notwithstanding, any other provision of these By-Laws, this corporation shall not engage in any activities or exercise any powers that are not in the furtherance of the purposes of this corporation.

Article XV. AMENDMENTS

15.01 Any proposed amendments to these By-Laws shall be presented to the current Governing Council for consideration at least ninety (90) days prior to the next General Meeting of CCI and must receive approval by a two-thirds (2/3rd's) majority vote by the Governing Council.

If approved by the Governing Council, notifications of the proposed changes and ballots shall be mailed to each active Regular Member no later than forty-five (45) days prior to the next General Meeting. All ballots must be signed and then faxed, emailed, or mailed, to be received no later than ten (10) days prior to the General Meeting. The ballots must be returned to the Secretary/Treasurer for tally and report to the Governing Council.

A two-thirds (2/3rd's) majority vote, one (1) vote per membership, based on the number of returned ballots is required to approve the amendment. The President or designee shall report on the outcome of the vote at the General Meeting.

- 15.02** The Governing Council may temporarily amend these By-Laws as necessary to conduct business in-between General Meeting of this organization. Such temporary amendments shall need a two-thirds (2/3rd's) majority vote by the Governing Council to be adopted. Such amendments must be presented to the full membership for their consideration at the next scheduled General Meeting as put forth in 15.01.
- 15.03** All amendments made by CCI to our By-Laws (charter) must be filed with and endorsed by the appropriate state agency (Secretary of State for the State of Tennessee).

Article XVI. POSTING OF THE BY-LAWS

- 16.01** A copy of these By-Laws shall be available, by mail, to members who may request them.