

BYLAWS

OF

CLAN CUNNINGHAM

INTERNATIONAL, INC.



ADOPTED September 1, 2013

AMENDED March 31, 2025

Mission Statement

Clan Cunningham International, Inc., is a non-profit, volunteer-run organization whose 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 through fellowship, preservation of Clan artifacts, and promotion of Scots-Irish culture.

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 Knox, State of Tennessee, United States of America.

Article II. PURPOSES

- 2.01** To support 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.
- 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 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 Associated Families from the Old District of Cuninghame, Scotland, and Ireland, 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 Scots-Irish 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, apolitical, 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 Governing Council (Article VII) will review all such issues and will render a final decision based on fairness, the good of the corporation, its membership, and common sense.

3.02 The Governing Council may seek the advice and counsel of the duly recognized Head of the Family (Clan Chief) and/or Clan Commander.

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. The aforementioned individuals shall be Regular Members and have full voting rights, that is, one vote per dues-paying membership in good standing.

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 CCI. Honorary Members do not have voting privileges, may not hold an elected office, and pay no dues. In special circumstances, the Governing Council by a two-thirds 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: Applications for membership shall be made using either a Governing Council approved form, or via the official CCI website, and made available to the Membership Director. Each applicant for Regular Membership is encouraged to complete a family genealogical chart as far back as possible, especially the part which traces his or her Cunningham or Associated Family ancestry.

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, may 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 within six months from the expiration date of the membership shall 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 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 member, primus inter pares, of both the CCI Governing Council and the CCI Executive Committee.

[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, and Membership Director. All office holders must be at least 18 years old.

(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 be announced at the CCI Triennial General Meeting (TGM), held every three (3) years.

(b) Vacancies: The Governing Council by a 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 Governing Council by a majority vote can remove an elected officer from office.

7.02 Appointed Officers: The Governing Council by a majority vote shall appoint Newsletter Editor, Webmaster, Historian, Genealogist, Communications Director, and Regional Directors. These positions shall be voting members of the Governing Council. Appointed Officers may be removed from office by a majority 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 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 or Vice President together with either the Secretary or Treasurer must be present at any meeting of the Governing Council.

7.06 Election of Elected Officers: The election of Elected Officers shall be held every three (3) years in the year of the CCI TGM.

7.07 Manner of Election: The Governing Council shall establish the time and place of the CCI TGM. Ballots shall be emailed to each Regular Member in good standing no later than forty-five (45) days prior to the TGM. Only ballots returned via email received no later than ten (10) days prior to the TGM shall be counted. Ballots shall be tallied by a designee and reported to the Governing Council prior to the TGM. A simple majority of votes cast shall be sufficient to elect an officer. The designee, chosen by the President, shall report election results at the TGM. In the event of a tie, those Regular Members in attendance at the TGM shall vote, one (1) vote per dues-paying membership, until an individual is elected.

7.08 Terms for Elected Officers: The term of office for each elected position shall commence with the end of the TGM at which elected, and run approximately three (3) years through the completion of the next TGM.

(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, to include specifically: a spouse or domestic partner, children, siblings, parents, aunts/uncles, or their spouses.

(b) Other Elected Officers: Other Officers may serve unlimited consecutive terms to which they are elected, and have no restrictions on related successors.

(c) Lieutenant to the Chief: Shall be appointed by the current Clan Chief, serving at his pleasure and discretion. He/she shall have full voting rights on the Governing Council.

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

7.10 DUTIES AND RESPONSIBILITIES:

(a) President: The President is the chief executive officer for the CCI and shall preside at all meetings of the CCI. The President shall keep the officers and members fully informed of 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 report to be made and distributed via the newsletter to the membership annually and again at the CCI TGM, which reviews for the membership and all who are interested in the progress of the CCI, the activities during his/her 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 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 bylaws. 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: The Secretary shall summon the officers and other members to each meeting of the Governing Council and to the TGM. At these meetings, the Secretary shall record attendance, advise the presiding officer if a quorum is present, and record and post the minutes.

(d) Treasurer: The 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 CCI bank account(s). The Treasurer shall be responsible for receiving dues payments made via the CCI website, as well as those made in cash, and inform the Membership Director of the affected memberships. The Treasurer shall sign, in the name of CCI, checks for payments of expenses authorized by the Governing Council. The Treasurer shall present a full report of all accounts to the Governing Council and to the membership.

(e) Newsletter Editor: The Newsletter Editor shall be responsible for the aggregation of content from contributors, enforcement of editorial policies, and the layout and distribution of the final newsletter document. The Newsletter Editor may delegate distribution of the newsletter to another officer (e.g., the Membership Director) with that officer's consent.

(f) Webmaster: The Webmaster shall be responsible for the aggregation of content, enforcement of editorial policies, and the layout and design of the official CCI website. The Webmaster shall make all necessary additions, corrections, and deletions 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 Scots-Irish culture that are associated with Cunningham history.

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

(h) Membership Director: The Membership Director shall establish, keep, and maintain the official CCI roll of membership based on applications and renewals received with dues payment verified by the Treasurer. The Membership Director shall record the date of a new or renewed membership together with the date for next renewal due. The Membership Director shall forward any dues monies received directly to the Treasurer in a timely manner. The Membership Director shall report the status of membership to the Governing Council as appropriate.

(i) Communications Director: The Communications Director shall be responsible for aggregation of content from contributors, enforcement of editorial policies, and the layout and distribution of materials, including audio and video as appropriate, for the purpose of social networking and media. With approval of the Governing Council, the Communications Director shall interface with social platforms as necessary.

(j) 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 bylaws 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.

(k) 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 approval of the Treasurer.

Article VIII. MEETINGS

8.01 Triennial General Meeting: The TGM 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 homepage of the CCI website. Minutes of the TGM shall be posted on the CCI website no later than ninety (90) days post adjournment.

8.02 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 CCI website within thirty (30) days of their approval.

8.03 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 bylaws and any special rules the corporation may adopt.

Article IX. COMMITTEES

9.01 Nominating Committee: The President shall appoint, with the consent of the Governing Council approximately six (6) months prior to, but at least two (2) months prior to, the date of each TGM, 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 office to this Committee, including oneself. 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.

9.02 Ad Hoc Committees: Ad Hoc Committees can be enacted when necessary.

These committees will be dismissed by the President upon the satisfactory completion of all its duties or tasks. These Committees might include, but are not limited to:

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

(b) Auditing Committee: The Auditing Committee shall consist of three (3) members, none of whom may be the Treasurer, appointed by the President with the consent of the Governing Council.

The prime duty of this Committee shall be to examine the accounts of the 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.

Article X. FINANCES

10.01 Regular Fund: The regular fund receives the annual dues from members and the income from any activities or donations therefrom. 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, Heritage fund, and any other special projects, shall be decided by the Governing Council.

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

Article XI. OPERATIONS MANUAL

11.01 Policies: The Governing Council shall adopt, by a 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 conflict and within the parameters set forth in these bylaws.

11.02 Operations Manual: All such operating policies shall be documented in an Operations Manual. This manual shall be available for the Governing Council's use or for the inspection of any member upon request.

Article XII. DISSOLUTION OF THIS ORGANIZATION

12.01 In the event of the dissolution of this organization (CCI), after paying for or adequately providing for the debts and obligations of the organization, any remaining assets shall be distributed to a non-profit fund, organization, or corporation that is organized and operated exclusively for educational and charitable purposes, and that has established its tax exempt status under section 501(c)(3) per the Internal Revenue Code.

Article XIII. AMENDMENTS

13.01 Any proposed amendments to these bylaws shall be presented to the current Governing Council for consideration at least ninety (90) days prior to the next CCI TGM and must receive approval by a majority vote of the Governing Council.

If approved by the Governing Council, notifications of the proposed changes shall be emailed together with ballots to each active Regular Member in good standing no later than forty-five (45) days prior to the next TGM.

A 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 TGM.

13.02 The Governing Council may temporarily amend these bylaws as necessary to conduct business in-between TGMs of this organization. Such temporary amendments shall need a 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 TGM as put forth in 15.01.

13.03 All amendments made by CCI to our bylaws (charter) must be filed with the appropriate state agency (Secretary of State for the State of Tennessee).

Article XIV. POSTING OF THE BYLAWS

14.01 Bylaws shall be posted to the CCI website.