

First Amended and Restated
Constitution
And
By-Laws



Clan MacFarlane Society, Inc.

Also known as

The International Clan MacFarlane Society

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CONSTITUTION

ARTICLE I. NAME AND ADDRESS

1. THE NAME OF THE SOCIETY shall be the "Clan MacFarlane Society, Inc." In media and other public places, the name "International Clan MacFarlane Society" may be used. It is also referred to as "The Society" as referred to herein.
2. THE ADDRESS OF THE SOCIETY, legal and official, shall be that of the current Secretary, or such address decreed by the [President], Executive and the [Governing] Board of Directors.
3. The Society shall endeavor to educate its membership and the public in the difference between the "Society" and the "Clan".
4. Roberts' Rules of Order shall be the sole arbiter of Parliamentary Procedures and definitions used by the Society, but specific concepts may be altered to fit the Society's needs better.

ARTICLE II. PURPOSE

1. THE CLAN MACFARLANE SOCIETY, INC. Shall be an educational, secular and apolitical, non-profit Organization operated for the support of such activities as follow:
 - A. The perpetuation of Gaelic-Scottish culture, traditions, customs, history, language, literature, art and music.
 - B. The publication of a newsletter, MACFARLANES' LANTERN, also referred to as The Lantern, and other sources of information on the history of the Clan MacFarlane and its heritage for the benefit of its members and education of the general public.
 - C. The sponsorship of Society tents and other presence at Scottish Highland Games, Gatherings, Festivals or other venues for the promotion of public awareness of its history and culture.
 - D. The sponsorship of local Scottish social affairs in appropriate Scottish Highland, or period costume to promote public awareness of its history and culture.
 - E. The presentation of awards to persons who excel in Celtic skills such as piping, singing, drumming, dancing, fiddling, story-telling and athletics with attendant publicity, to demonstrate to the public the Society's commitment to our Celtic heritage.
 - F. The education of our members and the general public by fostering the study and publication of independent work and activities commensurate with our purposes by means of awards, grants and scholarships.
 - G. The acquisition and preservation of documents, letters, published works and other historical documents, artifacts, and genealogical data collected by the Society to facilitate research by members of Clan MacFarlane Society and the general public.
 - H. The presentation of academic scholarships, to worthy students wishing to attend a College or University, to demonstrate to the general public the Society's commitment to higher education.

ARTICLE III. FISCAL YEAR

1. THE FISCAL YEAR of the Society shall begin on January 1 and end on December 31 of each year.

ARTICLE IV. CONSTITUTION, BY-LAWS and AMENDMENTS

1. The CONSTITUTION shall be the Ethical Standard governing all members of the Society.
2. The BY-LAWS govern the regulation and operation of the Society.
3. Either document may be amended according to the procedures in the By-Laws

ARTICLE V. ARMS AND CREST are as follows:

1. Argent, a Saltier engrailed, between four roses Gules and surmounted by a terrestrial sphere Or, overall a chain in orle Sable. Above the Shield is placed a Helm suitable to Incorporation (videlicet:- a sallet Proper lined Gules) with a Mantling Gules doubled Argent and on a Wreath of the Liveries is set for Crest a demi-savage brandishing in his dexter hand a broadsword, and holding in his sinister hand a spring of cranberry all Proper, and in an Scroll over the same this Motto:- "THIS WE'LL DEFEND".
2. THE ARMS OF THE PRESIDENT: The arms matriculated from the Lyon Court are only for use by the President, Officers, Directors, and Commissioners of the Society for Society business.
3. The Society may also place the Gaelic phrase below the Arms: Suaicheantas na Chomainn Clann Mhic Phàrlain (Ear.) (Arms of the Clan MacFarlane Society (Inc.))
4. THE MACFARLANE BELTED CREST may be used by members of the Society and any other MacFarlane descendants. The members of the Society may display other Arms and such Crests approved by the Society and published in THE LANTERN as official policy.

ARTICLES VII. MEMBERSHIP

1. THE INDIVIDUAL MEMBER shall be a person eighteen years of age or older, bearing the surname MacFarlane in any of its various forms and spellings, or of any of the Sept names of the Clan MacFarlane, by birthright, meaning descent from paternal or maternal lineage, or by marriage. Members of the Society, in good standing, with current dues paid may vote, hold office, serve on committees and may represent the Society in an official capacity, when so designated by a member of the Executive.
Eligibility for Society membership shall not be denied due to race, creed, color, sex, national origin, or any other form of discrimination.
2. THE JUNIOR MEMBER is a person under the age of 18 years who is otherwise qualified for Individual membership. They must be sponsored by an active member, and may not vote or hold office.
3. THE ASSOCIATE MEMBER is a person who does not meet the requirements of the individual or junior membership but who is interested in the furtherance of the aims, ideals and purposes of the Society. An Associate member may not vote or hold office nor are they eligible for life membership.
4. THE FAMILY MEMBERSHIP is designated to allow a person who is eligible for individual membership to include their spouse in the affairs of the Society. Either member is eligible to hold office, vote and serve on committees.
5. THE CHARTER MEMBER is any of those members who joined the Society during its first year of existence from July 15, 1973 to July 14, 1974.
6. THE LIFE MEMBERSHIP shall be allowed to those members who have held membership in the Society for at least five years Life members may vote and hold office in the Society.
7. THE HONORARY MEMBERSHIP may be bestowed on any individual who in the opinion of the Executive and Board of Directors has made special contributions to the Society, is of Scottish descent and has distinguished themselves during their life.
Honorary membership shall be approved by a two thirds (2/3) vote of the eligible voting membership in attendance at an Annual Membership Meeting. Honorary members may not vote or hold office.
8. SUSPENSION OR REVOCATION OF MEMBERSHIP: Any member who violates an Article or Articles of the Constitution or any of the By-Laws may, at the discretion of the Executive and Board of Directors and in accordance with the procedures laid out in the By-Laws, have his or her membership suspended or revoked.

ARTICLE VIII. DUES

1. THE SOCIETY DUES for each category shall be recommended by the Board of Directors and approved by a majority of the eligible voting membership present at an Annual General Meeting.

ARTICLE IX. GOVERNANCE OF THE SOCIETY

1. THE AFFAIRS OF THE SOCIETY shall be managed by an Executive consisting of the four duly elected officers, and a Board of Directors made up of designated Department Directors and the two most recent past presidents.
2. Any contracts entered into by previous Executives and Boards of Directors shall be respected and considered legally binding on and by the current Executive and Board of Directors until the end of the term of the contract.
3. Legal Agreements or Judgments for or against the Society shall be legally binding on all subsequent Executives and Boards of Directors

ARTICLE X. PRIVACY POLICY

1. The Clan MacFarlane Society is committed to respecting your privacy through the protection of your Personal Information.
2. Any personal information gathered by the Society from its members will be held in strict confidentiality. The type of information we usually collect and maintain may include your:
 - A. Name,
 - B. Mailing/street Address,
 - C. E-mail Address,
 - D. Telephone Numbers,
 - E. Date of Birth as part of
 - F. Family or Genealogical History
3. Before collecting your Personal Information, or at the time of collection, the Society will explain the purpose of collecting it and obtain consent.
4. Personal information will be used only for the purpose for which it is collected.
5. Personal Information must be kept confidential and secure and will not be disclosed to anyone outside our Society unless required by law.

ARTICLE XI. OFFICERS AND DIRECTORS

1. THE OFFICERS OF THE SOCIETY shall be the President, Vice-president, Secretary and Treasurer. These officers are also referred to as the Executive.
2. THE TERM OF OFFICE shall be for three years, starting on January 1 of the year following the election. However, if there is no resignation of an officer, and no call for election by the membership in the second year of the officers' term, the Executive will be deemed elected by acclamation and may continue to serve for as long as it please:
 - A) the officer and
 - B) the membership;
3. THE DUTIES OF EACH OFFICE shall be those normally designated:
 - A) in Roberts' Rules of Order;
 - B) in the Society's job-descriptions;
 - C) in addition, such other duties as may be prescribed by the President.
4. THE DISABILITY of any elected official projected for over 90 days may be cause for the appointment of a temporary replacement by the President.
5. DEPARTMENT DIRECTORS who serve on the Board of Directors shall be designated in the Bylaws
6. AN ELECTED OFFICER, DIRECTOR OR MEMBER SERVING IN ANY POSITION OF TRUST who fails to uphold the ethical responsibilities of the position
 - A) by culpable or willful negligence or default;
 - B) by dishonest or felonious conduct,may be removed from office as outlined in the Bylaws.
7. A VACANCY OF ANY OFFICE, ELECTED OR APPOINTED for any reason, shall be filled by appointment of the President, with the approval of the Executive and Board of Directors to serve until the next election. A vacancy of the Presidency shall be filled by the vice-president for the unfilled term.

ARTICLE XII. ELECTIONS

1. Nominations and election procedures shall be established in the Bylaws.

ARTICLE XIII. GLOBAL COMMISSIONERS AND COMMISSIONERS

1. Global Commissioners shall be appointed by the President for an indefinite term.
2. A COMMISSIONER for each state shall be appointed by the President for an indefinite term to represent the Society in his/her area.
3. Commissioners can be appointed on a regional basis if that is considered to be appropriate.

ARTICLE XIV. DEPARTMENTS

1. DEPARTMENTS representing the various areas of operational activities and other interests of the Society shall be established. Each Department shall be headed by a Director who shall promote and administer its obligation to the Society.
- 2, DEPARTMENT DIRECTORS shall be appointed by the President for a term to correspond to the tenure of the appointing President with approval of the Executive and Board of Directors.

ARTICLE XV. COMMITTEES

1. STANDING COMMITTEES shall be established in the Bylaws or may be established by the President as he/she sees fit. He/She shall appoint each committee chairperson with the approval of the Executive and [the] Board of Directors.

ARTICLE XVI. MEETINGS

1. THE ANNUAL GENERAL MEETING, or gathering, shall be held at or near the site of the selected Highland Games. See 3 below
2. It shall consist of a meeting of the Executive and Board of Directors and a General Meeting of the membership of Clan MacFarlane Society pursuant to By-Law IX:2
3. Meeting locations shall be selected at least two years in advance by the membership at an Annual General Meeting. The meeting will be held at different locations to accommodate the participation of more of the membership.
- 4 EMERGENCY MEETINGS of the Executive and Board may be called by the President or another member of the Executive as may be required. If the decisions taken are:
 - A. not covered in the Constitution or By- laws or
 - B. force amendment to the Constitution or By-Laws, they must be ratified pursuant to Article XII of the By-Laws

ARTICLE XVII WEB PAGE

1. The official url of the CMSI web page shall be: www.macfarlane.org
2. All official society documents e.g. The Lantern, Society Advertisements, Business Cards, Brochures shall bear the web address.
3. The web page will be administered by a volunteer Web Master and the Internet Committee.

ARTICLE XVIII. DISSOLUTION

1. IN THE EVENT OF DISSOLUTION of the Clan MacFarlane Society, Inc., any and all assets of the Society remaining after payment of [Societies] Society's obligations shall be assigned to the Clan MacFarlane Society Heritage Trust,

END *of the* CONSTITUTION

B Y L A W S

ARTICLE I. CHANGE OF NAME OR ADDRESS

1. THE CHANGE OF THE NAME OR ADDRESS of the Society shall require official notification by the Secretary to appropriate agencies within thirty (30) days of the decision to change the name or address.

ARTICLE II. NON-PROFIT STATUS

1. THE SOCIETY SHALL not be operated for pecuniary profit or commercial gain. No part of its net earnings, if any, shall inure to the benefit of, or be distributed to, any officer, director or member or any other person having a personal or private interest in the activities of the Society. The Society shall be empowered to pay reasonable compensation for services rendered and to make payments and awards in the furtherance of the purposes and goals set forth in the Constitution and Bylaws.

ARTICLE III. FISCAL YEAR

1. THE FISCAL YEAR of the Society shall be outlined in the Constitution and be used as the terms of office.
2. The Date of Record for voting rights in elections shall be the close of business, Pacific Standard Time, thirty (30) days prior to the Notice of Election is given in MacFarlanes' Lantern.

ARTICLE IV. AMENDMENT of the CONSTITUTION and BY-LAWS

1. THE CONSTITUTION and BY-LAWS of the Society shall be reviewed every six years, and if necessary, amended to ensure that the standards, regulations and operations accurately reflect the will of the Society.
2. Amendments to the Constitution for consideration must be moved and submitted to any member of the Executive and Board by any Regional Commissioner in the minutes from Regional meetings.
3. REVIEW of AMENDMENT(S) shall be undertaken by a Committee consisting of at least five people:
 - A) The Chairperson of the Committee shall be appointed by the Executive and Board;
 - B) Members of the committee shall be chosen by the Chairperson;
 - C) ALL deliberations of the Committee shall be kept confidential until the amendment process has been voted on by the Committee, and the resulting document has been returned to the Executive and Board;
 - D) The Committee shall review all proposals for amendment, and has right to reject any proposed amendment that it deems inappropriate.
4. AMENDMENTS to the CONSTITUTION:
 - A) must be passed by simple majority within the Committee;
 - B) must be passed by 75% (seventy-five percent) majority of the Executive and Board and;
 - C) must be ratified by 75% (seventy-five percent) majority of the membership in good standing;
 - D) the method of voting shall be by mail-in vote.
5. AMENDMENTS to the BY-LAWS shall be undertaken by the President, Executive and The Board of Directors in order to govern the financial, regulatory and operational procedures of the Society.
6. THE BYLAWS OF THE SOCIETY may be amended by a two thirds (2/3) majority vote of the Executive and Board. Amendment by electronic mail ballot is authorized when considered urgent by the Board provided sufficient notice of the amendment/s is/are given to all board members for their timely consideration.

ARTICLE V. ORGANIZATION

1. THE SOCIETY shall have designated REGIONS as outlined by Attachment 1 to this document.
2. EACH STATE, PROVINCE, or REGION shall have a Commissioner appointed for an indefinite period and who will serve at the pleasure of the President.

ARTICLE VI. ARMS AND CRESTS

1. ORIGINAL ART WORK of all Arms and Crests produced for the Society shall be the ones owned by the Society, or those approved by the Executive and Board, the licenses for which are held by the creators of the art. The Director of Heritage will approve artwork before referring to the Treasurer for appropriate payment for the art, or the of license-fees when required by the Executive, Board of Directors.
2. Arms and Crests will only be displayed or used in appropriate ways, consistent with Scottish Heraldic Law, with appropriate labeling of the Arms' owners as an educational display at any Society tent or approved function.
3. Any use of the Arms and Crests that contravenes Scottish Heraldic Laws or Regulations as found in the information on the websites of the Court of the Lord Lyon or the Heraldry Society of Scotland is inappropriate;
4. Commissioners or Members of the Society who display Arms or Crests inappropriately will be subject to censure, discipline, suspension or revocation of membership as may be determined by the Executive and Board of Directors under the advice of the Director of Heritage.

ARTICLE VII. MEMBERSHIP

1. THE SOCIETY has an objective of growing in Membership. Therefore, a "membership awareness team" shall be adopted. Each department of the Society in its own sphere of influence, shall be aware of this theme and endeavor to seek ways to recruit new members. Likewise, each department shall continually seek ways of improving the satisfaction of all current members insofar as is consistent with the Society's Constitution and By-Laws.
2. THE SOCIETY reserves the right to revoke a membership by returning the Society Dues paid by the member, prorated for the time the member has held the membership.

ARTICLE VIII. DUES

1. The AMOUNT FOR SOCIETY DUES shall be reviewed every two years
2. DUES may changed by a two-thirds (2/3) majority of voting members by mail-in or internet ballot.
3. SOCIETY DUES structure as of February 2010. All funds are USD or its equivalent.

Individual	\$20.00 per year
Associate	\$20.00 per year
Family	\$30.00 per year
Junior	\$15.00 per year
LIFE: Under Age 65	\$400.00
Over age 65:	\$200.00
HONORARY:	No Dues
3. New members who join the Society will be an official member from the day dues are paid to the same date of the following year.
4. Voting rights shall be limited to those who are members before the Date of Record.

ARTICLE IX. REVOCATION AND DEFENSE OF MEMBERSHIP

1. **In addition to the causes under the provisions of Article VII of the Constitution**, causes for revoking a membership are:
 - A) if the member joined the Society fraudulently;
 - B) any misuse of Arms or Crests- see By-Law VI.2;
 - C) any verbal or physical harassment or intimidation of:
 - i) another member or any of the member's immediate family, or
 - ii) of a member of the Executive or Board or any of their immediate family; or
 - D) any other conduct that is deemed to be detrimental to the Society.
 - E) "Harassment" is defined as occasional, persistent, or constant:
 - i) slander, libel, defamation or disparagement of a person's ability, character, or honesty;
 - ii) rumour-mongering with a view to undermine a person's ability, character, or honesty; or
 - iii) use or threats of physical force.
2. ANY MEMBER, OFFICER, or DIRECTOR being accused under the provisions of Article VII or X of the Constitution or this Article IX of the Bylaws must:
 - A) be given notice of the impending action with the opportunity to refute or justify the allegations;
 - B) be given a complete copy of the alleged charges, and;
 - C) a complete list of those making the allegations.
 - D) In the event of any emergency, the Board may, by a two-thirds (2/3) majority vote, immediately revoke or suspend the membership of any MEMBER, OFFICER, or DIRECTOR without following the provisions of Subsections A - C of this Section 2. The Board will have the sole authority to determine if a given situation amounts to an emergency; provided, however, that no situation will be deemed an emergency if it does not constitute an immediate danger to THE CLAN MACFARLANE SOCIETY, INC., or its MEMBERS, OFFICERS, DIRECTORS, existence, properties, or activities.
3. FAILURE TO PROVIDE or fulfill any aspect of By-Law IX.2 will lead to the immediate dismissal of the allegations, and possible charges against the accuser. See By-Law IX.6 for further information.
4. THE MEMBER, OFFICER, or DIRECTOR under investigation has the right to appoint or approve an investigator, usually a member of the Executive or the Board of Directors, however a member in good standing of more than five (5) years or a past president shall be deemed acceptable to the Executives and the Board of Directors.
5. The decision of the investigator that the allegations are not founded ends the matter. However, if the allegations are substantiated, the report of the investigator will be submitted to the Executive, Board of Directors and the accused.
6. If the allegations were, in the investigator's considered opinion, made out of malice, the accuser will be held liable.
7. ANY MEMBER, OFFICER, or DIRECTOR found liable under the provisions of the Constitution or Bylaws under this Article will be considered for:
 - A) the first offense - censure;
 - B) the second offense - discipline or suspension from duties;
 - C) the third offense - revocation of membership. This measure must be ratified by a three-fourths (3/4) majority vote of the Executives.
8. Any breach of the Privacy policy will result in the member's dismissal from the position of trust that provided access to information covered by this policy.
9. Other penalties may be applied, including criminal charges.
10. The Executives and Board of Directors also reserve the right to seek legal counsel for civil or criminal charges as may be appropriate and bring suit or charges as may be appropriate.

ARTICLE X. GOVERNANCE of the SOCIETY

1. THE EXECUTIVE AND BOARD OF DIRECTORS

- A) THE EXECUTIVE shall consist of the President, Vice-President, Secretary, and Treasurer;

- B) THE BOARD OF DIRECTORS shall consist of the following five department heads: Gatherings, Heritage, Membership, Merchandising and Publicity. The most recent two past presidents and all Global Commissioners shall also serve.
2. THE EXECUTIVE AND BOARD shall meet annually in person at the same venue as, but separate from, and previous to the Annual General Meeting. Attendance of the Board Members at this meeting is considered highly desirable and shall be a prerequisite for their acceptance of service. Proxy voting is allowed in the case of an unavoidable absence.
3. THE EXECUTIVE AND BOARD shall consider as its first order of business all items to be presented to the membership. All Board approvals shall be by a majority vote of the board members present with a quorum.
4. GENERALLY the Executive and Board shall conduct the business of the Society, when Board approval is required, by mail ballot. All mail ballots will be additionally certified at the Annual Executive and Board meeting. However, the votes taken in an emergency meeting will be oral and by name, to ensure proper records are kept.
5. A QUORUM for conduct of official business at the Annual Executive and Board Meeting shall be:
 - A) no less than four (4) of the current Board and Past Presidents and;
 - B) no less than two (2) members of the Executive
6. AN EXECUTIVE COMMITTEE consisting of the President, Vice-President, Secretary and Treasurer may temporarily execute affairs of the Society when time[s] is of the essence. It shall make no decisions of long term import that affect the management or operation of the Society without full Board approval.

ARTICLE XI. NOMINATIONS AND ELECTIONS

1. THE NOMINATIONS AND ELECTIONS COMMITTEE will be a standing committee as outlined in the Constitution.
 - A) Procedures for nominating and electing candidates shall be developed by this committee and approved by the Executive and Board.
 - B) The ELECTIONS COMMITTEE shall determine fair conduct for the Elections and inform all Candidates of permitted activity
 - C) Allegations of misconduct will be investigated, and could result in disqualification of the candidate.
2. NOMINATION OF ELECTED OFFICIALS shall be accomplished in time for publication in the Fall-Winter issue of THE LANTERN. A nominating form shall be published in THE LANTERN which will explain the nomination procedures and allow the membership to nominate candidates for all elected offices.
3. ELECTION OF OFFICERS shall be accomplished by mail ballot that is included in THE LANTERN mailed to the membership. These ballots shall be returned to the committee chair within a reasonable time, determined by the committee, so that the results can be published in THE LANTERN that precedes the Annual Meeting for that year.

Votes shall be tallied by the committee chair with at least one other disinterested person and the results verified to the Secretary by both people. If only one person is nominated for each office, the actual mail voting procedure will be eliminated. The Secretary will cast the ballot for the slate at the Annual meeting.

ARTICLE XII. MACFARLANES' LANTERN

1. MacFarlanes' Lantern's content shall be subject to the Articles and By-Laws of the Society, and such guidelines as may be enacted in the By-Laws.
2. Articles for the Lantern or other Society publications must be approved by:
 - A) the Director of the appropriate Department or;
 - B) the Director of Publications and;
 - C) the President of the Society to ensure that the content is factual, and does not leave the Society open to the risk of civil or criminal charges, including, but not limited to, libel or plagiarism.
3. The LANTERN shall be published:

- A) Four times a year, concurrent with the seasons, and with:
 - B) Notices of elections and locations of AGMs and other Society business shall be placed in the Winter edition of the previous year, and
 - C) Election platforms being published in the Spring issue before the election.
4. The LANTERN shall sell advertizing:
- A) to businesses selling products pertinent to:
 - i) the Society, or
 - ii) the Clan MacFarlane in an historical context;
 - iii) other appropriate products approved by the Executive and the Board of Directors;
 - B) to businesses selling services pertinent to:
 - i) the Society, or
 - ii) the Clan MacFarlane in an historical context;
 - iii) other appropriate services approved by the Executive and the Board of Directors.
5. Rates for advertizing approved by the Executive and Board in February 2010 are:
- A) Full page ad \$50.00
 - B) 1/2 page ad \$30.00
 - C) 1/3 page ad \$20.00
6. All advertisements must be paid prior to publication.
7. All companies must provide non-returnable camera ready art for their advertisements
8. The LANTERN shall not sell advertizing to any individual for any purpose except those approved by the Executive and Board of Directors

ARTICLE XIII. COMMITTEES

1. THE STANDING COMMITTEES shall be Audit, Budget, Nomination/Election, Scholarship, and Internet. Other committees shall be established as required by the Society's business.
2. THE CHAIR AND MEMBERS of these Committees shall be appointed by the President with Executive and Board approval.
- A) All members of committees are appointed for a two year term;
 - B) A Committee's term may be extended when said committee is in the midst of a project in which continuity is deemed essential by the Members of the Committee, the Executive and Board of Directors;
 - C) Extension can be granted by a vote by the Executive and Board of fifty percent plus one (50% plus 1).
3. RESPONSIBILITIES of committees shall be outlined in Attachment 2 of this document.

ARTICLE XIV RECORD-KEEPING

1. Each Department and Committee is required to keep at least two copies of its own records in addition to what may be required by appropriate legislation:
- A) In digital format, or;
 - B) one paper copy and one digital, with;
 - C) one complete copy stored in a safe-storage location i.e.
 - i) a safety-deposit box;
 - ii) a document storage facility.

ARTICLE XV. MEETINGS

1. ANNUAL GENERAL MEETINGS shall be held in accordance with Article XV of the Constitution.
- A) A meeting of the Executive and Board of Directors will precede the meeting with the general membership and attendance at both of these meetings by members of these groups of the Society shall be deemed highly desirable.
 - B) Each member of the Executive and Board will submit a report of his/her activities, to the President by mail, e-mail or in person, outlining their activities for the previous year.
 - C) Reports will be presented to the membership as time permits.

- D) EXECUTIVE AND DIRECTORS' QUORUM: See Article X:5 above
- E) MEMBERS' QUORUM shall be the number of members in good standing who attend the AGM so long as there are more than five (5) regions represented.
- 2. REGIONAL MEETINGS, chaired by the Commissioner of that region, shall be encouraged by the Society. These meetings shall be held in as central a location as possible to facilitate the highest attendance by members in the region. A written report of the purpose, agenda, results and actions of the membership at these meetings shall be submitted to the President within thirty (30) days following the meeting.
- 3. CONFERENCE CALL MEETINGS must be documented in the in the same way as other meetings, with
 - A) written minutes circulated and
 - B) approved by those attending within thirty (30) days following the meeting.
- 4. The ANNUAL GENERAL MEETING and CONFERENCE CALLS may be recorded by the Secretary or designate for the purpose of making accurate minutes.
- 5. UNDER NO CIRCUMSTANCE shall anyone else make a recording of any meeting by any mechanical, digital or other electronic device without the informed and expressed consent of two thirds (2/3) of the people present.
 - A. "Informed" consent requires:
 - i) the explanations by whom the recording is being made;
 - ii) the purpose of making the recording, including whether the recording will be published and include;
 - a) in what medium or media it will be published;
 - b) how long the recording will remain available in publication;
 - iii) how long the recording will be kept and include;
 - a) how it will be destroyed
 - b) who will destroy it;
 - c) the means of verification and
 - d) notification to the Executive that it has been destroyed.
 - B. "Expressed" Consent requires that the request to record be framed as a motion, and handled under Parliamentary procedure.
- 6. FAILURE TO COMPLY with this Article in any of its details will be grounds for immediate revocation of Membership, and examination for possible charges under appropriate federal, state or provincial Privacy Acts

ARTICLE XVIII WEB PAGE

- 1. The Internet Committee shall consist of any three of:
 - A) The President of the Society;
 - B) The Director of Heritage;
 - C) The Director of Publications;
 - D) The Web Master
- 2. All additions and changes to the web page shall be made by the Webmaster under the direction of the Internet Committee.

ARTICLE XIX. DISSOLUTION

- 1. THE BOARD OF DIRECTORS shall provide for the archiving of the records and papers of the Society in case of a dissolution under Article XVII of the Constitution.

END of the By-Laws

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