

BYLAWS OF
CLAN MACPHERSON ASSOCIATION,
UNITED STATES BRANCH

ARTICLE I
FORMATION, NAME, AND OBJECTIVES

Section 1. Formation

The Clan Macpherson Association of the United States is formed and organized as a Branch of the Clan Macpherson Association headquartered in Scotland pursuant to the provisions of Section VI of the Constitution of the aforesaid Scottish Association.

Section 2. Name

The name of the Association shall be the Clan Macpherson Association United States Branch, hereafter referred to as the US Branch.

Section 3. Objectives and Limitations

A. Objectives

The Association is organized to operate exclusively for literary, educational, scientific research, religious, or charitable purposes, within the meaning of Section 501 (c)(3) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

In particular, the purpose of the Association shall be to promote and foster the spirit of the Clan Macpherson and the corporate life of the Clan Macpherson in the United States and to provide a focal point for and a means of expressing the sentiment of the Clan Macpherson and to keep members of the Clan Macpherson in personal contact, communication and fellowship with one another; to encourage and promote the study and preservation of the history, folklore, literature, music, treasure, and traditions of the Clan Macpherson.

B. Limitations

Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. In addition, the US Branch shall not engage in any activities or exercise any powers that are not for the furtherance of the specific purposes of the US Branch, for example, influencing legislation, or intervening in political campaigns.

Section 4. Principal Office of the United States Branch

The principal office of the US Branch shall be the residence of the Chairman and the principal telephone number of the US Branch shall be the phone number of the Chairman.

ARTICLE II

MEMBERSHIP

Section 1. Classes of Members and Qualifications for each Class.

The members of the US Branch shall be divided into three (3) classes as follows: Regular Members, Junior Members, and Life Members. The qualifications for membership in each class shall be as follows:

A. Regular Members

Regular members of the association shall be persons of the age of 18 or over and shall be descendants of a person born a Macpherson; Cattanach; Gillies; Gillespie; Murdoch; MacMurdo (or other variants of the Mhuirich); or any of the associated family names published in official form by the Association and authorized by the Chief or any other person who may claim allegiance to the Clan. Upon application for Regular membership and the acceptance thereof by the Membership Secretary and the payment of dues as shall then be in effect for such class of membership in the US Branch. Regular members shall have the right to vote and hold office and shall have all the rights and privileges of and be subject to all other provisions of these bylaws as are applicable to regular members.

B. Junior Members

Persons under 18 years of age may be admitted, upon the payment of one-time dues then in effect for such class of membership, to restricted membership as junior members in the Association. Junior Members will not receive the publications of the Association. Junior Members may receive the publication of the US Branch at a fee set by the Council. Such Junior Members shall be free to express their thoughts but shall not have the right to vote nor have a voice in the management of the US Branch. The Council shall be free to specify and determine the rights and privileges of such members and to alter or vary them from time to time. The full annual dues of a Regular Member shall become payable by the Junior Member on the first day of January following his reaching the age of 18. Nothing in this paragraph, however, shall be deemed to prevent any person qualifying as a Junior Member and below the age of 18 from being admitted to Life Membership in the Association upon the payment of the amount then in effect for Life Membership as herein provided in Section C of this Article II of the bylaws of the US Branch.

C. Life Members

Any person who is eligible for Regular, or Junior membership and the acceptance thereof by the Membership Secretary and the payment of an amount for Life membership, as shall at the time be the amount in effect for such class of membership, become a Life Member and shall have all

the rights and privileges of a Regular member, except that any person under the age of 18 at the time of filing his application for Life Membership, shall not have the right to vote or hold office until he has reached his 18th birthday.

Section 2. Election of Members

Any person interested in becoming a member of whatever class of membership of the US Branch, shall submit a written and signed application on a form approved by the Council and payment of the required dues to the Treasurer. On approval of the application by the Membership Secretary and payment of the required dues, the applicant shall become a member of the US Branch.

Section 3. Voting Rights

Each member, other than Junior, in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4. Termination of Membership

The Council, by majority vote of all the members of the Council, may suspend or expel a member for cause. The Membership Secretary shall have the power to refuse any application for membership without assigning a reason.

Section 5. Resignations

Any member may resign by filing a written resignation with the Membership Secretary of the US Branch.

Section 6. Reinstatement

On written request signed by a former member and filed with the Membership Secretary of the US Branch, the Membership Secretary may reinstate such former member to membership on such terms as the Council may deem appropriate.

Section 7. Transfer of Membership

Membership in the US Branch is not transferable or assignable.

Section 8. Gift Memberships

Any person may give a gift Regular, Life, or Junior membership to any person qualified to be a Regular, Life, or Junior member in the US Branch by so designating on the membership application. Such gift membership shall be acknowledged in writing to the recipient of the gift. Recipients of membership by gift shall be entitled to all the rights and privileges as members of the appropriate class.

Section 9. Membership in the Clan Macpherson Association

Each member of the US Branch in good standing, shall be a member of The Clan Macpherson Association.

ARTICLE III

MEETINGS OF THE US BRANCH

Section 1. The Annual Meeting

An Annual meeting of the US Branch shall be held at such place and time as shall be determined by the Council for the purpose of electing members of the Council and for the transaction of such other business as may come before the meeting.

Section 2. Special Meetings

Special meetings of the US Branch may be called by the Chairman or by seven members of the Council, at a date, time, and place designated by either the Chairman or the Council.

Section 3. Notice of Meetings

Written or printed notice stating the place, date, and hour of any meeting of the US Branch shall be delivered either personally or by mail or e-mail to each member entitled to vote at such meeting not less than twenty-one (21) days before the date of such meeting. In case of a special meeting, the purpose or purposes for which the meeting is called shall be listed in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States Mail addressed to the member at his address as it appears on the records of the US Branch.

If notice is sent by-mail such notice is deemed delivered when it is correctly transmitted.

Section 4. Quorum

At any General Meeting of the US Branch, twenty-five (25) Members present and entitled to vote shall constitute a quorum. Only Life and Regular members whose dues are current shall be entitled to vote.

Section 5. Proxies

A. Proxies Must Be In Writing

At any meeting of the US Branch, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney in fact, and will be governed by the limitations as described in Section B of this Article III of the bylaws of the US Branch.

B. Limitations On Proxy Voting

Proxy votes may only be used to 1) ensure there are enough votes to have a quorum to convene a General Meeting, in which case only the requisite number of proxies will be accepted to reach the twenty-five (25) votes to have a quorum, and the accepted proxy

votes will be voted with the majority vote, and 2) for special issues, as determined by the vote of the General Council, in which the membership may be asked to send in a proxy vote by mail. In the case of special issues, a proxy ballot will be provided to the membership at least ninety (90) days in advance of the US Branch Annual General Meeting.

ARTICLE IV

COUNCIL

Section 1. General Powers

The governing body of the US Branch shall be the Council, which shall be responsible for the general management and conduct of the affairs of the US Branch.

Section 2. Composition

The Council of the US Branch shall consist of:

(a) The officers of the US Branch elected at each annual meeting of the US Branch and such additional officers as may be appointed by the Council, pursuant to the provisions of Section I of Article V of the bylaws of the US Branch;

(b) As many Members-at-Large as deemed necessary, but not to exceed one for each two hundred (200) members of the US Branch. No Member-at-Large may serve more than five consecutive years.

(c) Not more than one representative of each Regional Section of the US Branch (as hereinafter defined in Section 1 of Article VII of these bylaws) is to be nominated for election by the Nominating Committee of the US Branch.

(d) The Council shall elect the Sennachie, the historian for the US Branch, who shall serve as a member of the Council and perform the duties prescribed from time to time, by the Council.

(e) All past Chairman of the US Branch are Life Members of the Council.

(f) The Chairman and Recording Secretary of the US Branch shall be the Chairman and Recording Secretary of the Council.

Section 3. Officers' Tenure

Each Council member shall hold office for a term of one year and until his successor has been duly elected and qualified.

Section 4. Regular Meetings

A regular meeting of the Council shall be held without any other notice than this bylaw immediately before, and at the same place as, the annual meeting of the US Branch. The

Council may provide by resolution, the time and place for holding additional regular meetings without other notice than such resolution.

Section 5. Special Meetings

Special meetings of the Council may be called by, or at the request of, the Chairman or any seven members of the Council and shall be held at such date, time, and place as shall be designated in the notice of the meeting.

Section 6. Notice

Notice of any special meeting of the Council shall be given at least twenty-one (21) days previously thereto by written notice delivered personally or sent by mail or e-mail to each council member at his address as shown by the records of the US Branch. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail. If notice is sent by email such notice is deemed delivered when it is correctly transmitted.

Section 7. Quorum

Nine members of the Council shall constitute a quorum for the transaction of any business at any meeting of the Council.

Section 8. Removal

Any officer elected or appointed in accordance with the provisions of the Article may be removed by two-thirds vote of the Council whenever, in its judgment, the best interests of the US Branch would be served thereby.

Section 9. Vacancies

Any vacancy occurring in the Council shall be filled by the Council. A Council member appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office.

Section 10. Delegation of Functions

The Council may delegate such of its functions as it thinks fit to the Executive Committee (as hereinafter defined in Section 2 of Article VI of these bylaws) and may from time to time create any other committees and delegate such matters as it may determine.

Section 11. Voting

Regardless of the number of Council positions a Council member may have, he is entitled to a single vote.

ARTICLE V

OFFICERS

Section 1. Officers

The officers of the US Branch shall be a Chairman, a Vice Chairman, a Recording Secretary, a Treasurer, a Membership Secretary, the Urlar Editor, and such other officers as may be elected in accordance with the provisions of this Article. The Council may provide for an Assistant Membership Secretary, Junior Membership Secretary, an Assistant Urlar Editor, and an Assistant Treasurer, as it shall deem desirable. They may be elected to the Council and have the authority and perform the duties prescribed, from time to time, by the Council.

Section 2. Election

Any fully qualified member of the US Branch shall be eligible to hold any of the above offices. The officers of the US Branch shall be elected annually by vote of those eligible to vote at the annual meeting of the US Branch. Nominations shall be accepted from the floor at the Annual General Meeting from agreeable candidates. If there are two or more candidates a paper ballot shall be used. The winner will be the candidate who receives the most votes.

Section 3. Term of Office

Each officer shall hold office for a term of one (1) calendar year, commencing on the first day of January following his election at the annual general meeting of the US Branch held in the preceding year and shall hold such office until his successor has been duly elected and qualified.

No member may serve as Chairman for more than three (3) consecutive terms in office.

Section 4. Vacancies

A vacancy in any office, because of death, resignation, removal, disqualification or otherwise, may be filled by a majority vote of the Council for the unexpired portion of the term.

Section 5. Powers and Duties

The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Council. In the absence of such specification, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in nonprofit corporations having the same or similar general purposes and objectives of this US Branch.

Section 6. Past Chairman and Honorary Councilman

(a) The former Chairman of the US Branch shall hold the position of Past Chairman and shall meet with the Council and have a vote in all matters brought before the Council and perform such tasks, and duties, as may from time to time be assigned to them by the Council or Chairman of the US Branch.

(b) Other individuals who have contributed to the well being of the US Branch may be granted the title of Honorary Councilman.

Article VI

Committees

Section 1. Committees of the Council

The Council may designate one or more committees to the extent provided in such resolution that shall have and exercise the authority of the Council in the management of the US Branch.

Section 2. Executive Committee

The Council shall constitute, and appoint annually, an Executive Committee, which shall be composed of the Chairman, Vice Chairman, Recording Secretary, Membership Secretary, Treasurer, Editor of the Urlar, and such other members of the Council as the Council shall determine. The Executive Committee shall have the immediate oversight and management of the day-to-day business affairs of the US Branch and any action taken by the Executive Committee within the course and scope of its authority shall be binding on the US Branch. The Chairman of the US Branch shall be the Chairman of the Executive Committee and shall report the actions of the Committee to the Council at such time or times as he shall deem appropriate. The Executive Committee may, at its discretion, appoint a member of any state bar association as a consultant to the Committee. Counsel shall not have any voting power in the Executive Committee.

Section 3. Nominating Committee

The Chairman of the US Branch shall recommend and the Council shall approve a Nominating Committee Chairman who will serve at the pleasure of the Council. The Nominating Committee Chairman shall be responsible to appoint members to support the activities of the committee. The members of the committee should be from the several regions around the US Branch and represent the branch geographically to the extent possible. The committee Chairman shall be responsible for providing, every year at the AGM, the slate of candidates for all electable positions. The committee is expected to recruit qualified members for each position and present their qualifications for the position the member seeks, if requested by the Council.

Section 4. Publications Committee

The Chairman of the US Branch shall recommend and the Council shall approve a Publications Committee Chairman who will serve at the pleasure of the Council. The Publications Committee Chairman shall be responsible for all matters regarding the Publication and distribution of the US Branch Journal (The Urlar), submission of material to and assisting with the distribution of the Creag Dhubh in the United States, and for all matters related to the content on the US Branch website and other social media. The Committee shall also have responsibility for maintaining relationships with other publications as needed. The Publications Committee Chairman shall be responsible to appoint members, with title and responsibilities, to support the activities of the committee.

Section 5. Fund Raising Committee

The Chairman of the US Branch shall recommend and the Council shall approve a Fund Raising Committee Chairman who will serve at the pleasure of the Council. The Committee shall be responsible for grant applications, from initiation through closure. The Committee shall work with the Chairman of the US Branch to determine or reaffirm the fund-raising strategy and to identify potential donors. The Committee shall coordinate its fund-raising activity with the Museum Advisory Committee in Scotland.

Section 6. Site Committee

The Chairman of the US Branch shall recommend and the Council shall approve a Site Committee Chairman who will serve at the pleasure of the Council. The Site Committee Chairman shall be responsible to appoint members to support the activities of the committee. At a minimum, the Committee shall have as its members the current and last year's Conveners of the AGM. The Committee shall be responsible for locating, recommending sites, and for the general planning, as well as, providing documentation in support of their AGM location recommendations. The Council shall approve the location of the AGM but is not restricted to approve it during any AGM. The Site Committee shall be responsible but not limited to: the detailed planning, the arrangements, and the interface to the accommodation management, any and all caterers, vendors, and subcontractors and to the general success. The Site Committee shall not commit the US Branch into any contract to support the AGM without the signatures of the Chairman and the Treasurer or their designees.

Section 7. Other Committees

Other committees not having and exercising the authority of the Council in the management of the US Branch may be designated by a resolution adopted by the Council. Except as otherwise provided in such resolution, members of each committee shall be members of the US Branch and need not be Council member. The Chairman of the US Branch shall appoint the Committee Chairman, on an interim basis, and who will appoint its members thereof. Upon resignation of any Chairman prior to the next AGM, the Chairman of the US Branch shall appoint a new interim Committee Chairman.

ARTICLE VII

REGIONS AND CHAPTERS

Section 1. Formation of Regional Sections

A Regional Section of the US Branch may, with the approval of the Council, be formed in any state, or in and for any area, of the United States and shall be designated by name as a Regional Section of the US Branch. The objectives included in, and all other provisions set forth in the bylaws of, the US Branch shall be binding upon and govern the operations of any Regional Section of the US Branch.

Section 2. Operation of Regional Sections

Each Region shall be under the direction of a Commissioner, who shall be responsible for the expansion of the US Branch and organization of Local Chapters within said area, as needed. A Commissioner may appoint Assistant Commissioners to represent him in a given geographical area. Membership in a Region is determined by the member's place of residence.

Section 3. Dissolution of a Region

In the event of the dissolution of a Region, the funds and all other assets of the Region shall pass to and become the property of the United States Branch.

Section 4. Election of Commissioners for Regional Sections

The Commissioner for each Region shall be elected from names submitted to the US Branch Nominating Committee by Regional members and from the general membership. Where there are no recommendations, the Chairman, with approval of the Council, shall appoint one for that Region.

Section 5. Financial Responsibility of Regions

No Region shall receive funds, or pledge the credit of the US Branch, and the US Branch shall not be responsible for debts or any deficit of any Region, except as by resolution of the Council and appearing in the minutes of a regular or special meeting. All donations to the Region greater than five hundred dollars (\$500.00) shall be reported to the Treasurer.

Section 6. Formation of Local Chapters

A Local Chapter of the US Branch may, with the approval of the Council and the Commissioner of the region, be formed in any state, or in and for an area of the United States, and shall be designated by name as a Local Chapter of the US Branch. The objectives included in, and all other provisions set forth in, the bylaws of the US Branch shall be binding upon and govern the operations of any Local Chapter of the US Branch.

Section 7. Operation of Local Chapters

A Local Chapter may make its own rules as regards to election of its officers, raising funds for its own objectives, conduct, and place of meetings, and other matters, provided, however, that the same are not inconsistent with the bylaws of the US Branch. Local Chapters will submit two financial reports each year to the Treasurer and the Regional Commissioner. One will be submitted thirty (30) days prior to an Annual General Meeting and the second will be not later than 31 December of each calendar year.

Section 8. Membership in a Local Chapter

A Member of the US Branch may belong to the chapter of his choice. An individual shall not be considered a member of a Local Chapter until such time as his application for membership in the Clan Macpherson Association (United States Branch) has been approved by the Membership Secretary of the US Branch.

Section 9. Dissolution of a Local Chapter

In the event of the dissolution of a Local Chapter, the funds and all other assets of that Local Chapter shall pass to and become the property of the US Branch.

Section 10. Financial Responsibility

No Local Chapter shall pledge the credit of the Association or the US Branch, and the Association or the US Branch shall not be responsible for any deficit or debt of any Local Chapter, except as by resolution of the Council and appearing in the minutes of a regular or special meeting. All donations to the Local Chapter greater than five hundred dollars (\$500.00) shall be reported to the Treasurer.

ARTICLE VIII

CHECKS, DEPOSITS, GIFTS, AND BROKERAGE ACCOUNTS

Section 1. Checks, Drafts and Orders

All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the US Branch, shall be signed by such officer or officers and in such manner as shall from time to time be determined by resolution of the Council.

Section 2. Deposits

All funds of the Association shall be deposited from time to time to the credit of the US Branch in such banks, trust companies, or other depositories as the officer designated by the Council may approve.

Section 3. Gifts

The Council may accept on behalf of the US Branch any contribution, gift, bequest, or device for any purpose of the Association.

Section 4. Brokerage Accounts

The Chairman, Vice Chairman, and the Treasurer of this non-incorporated US Branch, or any one of such officers be and they are fully authorized and empowered to open a brokerage account, transfer, endorse, sell, assign, set over and deliver any and all shares of stocks, bonds, debentures, notes, evidences of indebtedness and other securities (including short sales), now or hereafter standing in the name of or owned by this non-incorporated US Branch, to purchase stocks, bonds, debentures, notes, evidences of indebtedness, and other securities, on margin or otherwise, and to make, execute, and deliver, any and all written instruments necessary or proper to effectuate the authority hereby conferred.

ARTICLE IX

CERTIFICATES OF MEMBERSHIP

Section 1. Membership Cards

The Council shall provide for the issuance of membership cards evidencing membership in the US Branch, which membership cards shall be in such form and shall bear such signatures as may be determined by the Council.

Section 2. Life Membership Certificates

When a member has been approved for Life Membership and has paid the dues that may then be required, a Certificate of Life Membership shall be issued in his name and delivered to him by the Membership Secretary of the US Branch.

ARTICLE X

BOOKS AND RECORDS

The US Branch shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its meetings, Council, and Committees.

ARTICLE XI

FISCAL YEAR

The fiscal year of the: US Branch shall be the calendar year.

ARTICLE XII

DUES

Section 1. Annual Dues

The Council shall recommend from time to time to the members of the US Branch any changes in the amount of annual dues payable to the US Branch by members of each class and shall submit such recommendations to the next annual meeting or special meeting of the US Branch.

Section 2. Payment of Dues

All dues for new Regular, Life, and Junior memberships shall be due with the submission of the application for membership. All annual dues from other Regular Members shall be due as prescribed by the Council.

Section 3. Investment of Dues Received for Life Membership

The Treasurer shall endeavor to invest and keep invested dues received for life membership by way of a single amount, after deducting the amount remitted to the Clan Macpherson Association.

Section 4. Default and Termination of Membership

When any member of any class is in default in the payment of dues as determined by the Membership Secretary, it shall be deemed that he has terminated his membership in the US Branch and the Association.

ARTICLE XIII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provision of the bylaws of the US Branch, a waiver thereof in writing, signed by nine (9) Council members, one of whom must be the Chairman, before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV

AMENDMENT OF BYLAWS

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted, by a majority of all of the members at any annual or special meeting when at least twenty-one (21) days written notice is given of the intention to alter, amend, or repeal, or to adopt new bylaws at such meeting.

ARTICLE XV

DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal Tax Code, or shall be distributed to the Federal, State, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.

Bylaws Adopted The Bylaws of the Clan Macpherson Association (United States Branch), as set forth above on the pages * 1 through 17, both inclusive, were adopted at the annual meeting of the members of the Association held on October 25, 1975 at the residence of Robert B. Macpherson, Piobair Farm, in Belchertown, Massachusetts. (* Reference to pages is for original publication of bylaws.)

Amendments Article I-VIII, and XIII (old), amended at the annual meeting of the Association (US Branch) at Chattanooga, Tennessee on July 19, 1986. (Complete rewrite of Articles to reflect the actual operation of the Association.)

Articles II, V, and VI, amended at the annual meeting of the association (US Branch) at Mesa, Arizona October 28, 1989. (Associate Membership, Limit of term of Chairman)

Articles IV and VI amended at the annual meeting of the Association at San Francisco, California September 26, 1992. (Office of Urlar Editor and Sennachie defined a quorum)

Article I, section 3, amended at the annual meeting of the association at Baltimore, Maryland September 18, 1998. (Object and purpose of association)

Article I, section 3, paragraph B, and Article XVI amended by Executive Council at Fern Park, Florida June 3, 1999, as requested by the United States Internal Revenue Service in order for the Association to qualify for tax exempt status. (Art. I, sec 3(B) Limitations and Art. XVI Dissolution of Association)

(Bylaws reprinted June 3, 1999 to include latest amendments)

Article VIII amended at the annual meeting of the Association (US Branch) (Brokerage Accounts)

Articles I-XVI, amended at the annual meeting of the US Branch at Romulus, Michigan on October 6, 2007. (Complete rewrite of Articles to reflect the actual operation of the Association.)

Articles updated: Various amended at the annual meeting of the US Branch at St Augustine, FL location on October 5, 2013. Incorporate CMA Constitution changes adopted at the International Gathering in Scotland, August 4, 2012 and to update and complete the Articles to reflect the actual operation of the US Branch.

Articles II, III, and XII amended at the annual meeting of the US Branch at Albuquerque, NM on September 27, 2014. Revised bylaws to include only three classes of membership (Regular, Life, and Junior) to align with the CMA Constitution. Also included definition around limitations on proxy voting.