

Proposed Revisions to the CMA Bylaws

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on behalf of the CMA Board of Directors

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Introduction – The CMA Board of Directors proposes the following amendments to the CMA Bylaws. A vote of the CMA membership to give final approval to these changes, as required by the Bylaws, will be taken at the CMA General Membership Meeting in San Antonio, Texas on 18 October 2024.

Background – It is recommended that organizations review their bylaws every five years or so. The last revision of the CMA Bylaws was in 2016. Therefore, the CMA Board of Directors appointed a Bylaws Committee to review our current Bylaws to both modernize our operations and to make some adjustments based on experience. The CMA Bylaws were also reviewed by an expert with the National Genealogical Society (NGS) who has experience in the operation of genealogy societies and family history associations. Her general conclusion was “Very good bylaws that cover most everything.” She also offered some specific recommended amendments which the Committee considered.

Summary – The proposed amendments to the CMA Bylaws include procedural changes to CMA membership activities based on our experience; expansion of the Board positions from a limit of 11 to a maximum of 13; providing for permanent retention of financial records; simplifying and clarifying wording, and general updating of the Bylaws to include modern procedures such as virtual meetings of the membership.

Note – The full text of the current CMA Bylaws is presented below with proposed amendments indicated as follows. Underlined text represents new language to be added to a provision. Text with strikethrough is a proposed deletion of existing text. Although the new suggested language is generally characterized in the “Summary” above, a few provisions warrant additional explanations which are provided in endnotes regarding specific text changes to the Bylaws.

Questions? – If you have questions or suggestions about the proposed new Bylaws, please contact the CMA Bylaws Committee at cma-bylaws@clanmcalister.org.

CLAN McALISTER OF AMERICA (CMA) BYLAWS

ARTICLE I Name and Place of Incorporation Registered Office¹

~~1.01. **Corporation Name.** The Corporation as registered with the Secretary of State of Arkansas shall be called CLAN McALISTER of AMERICA and may be referred to by the initials CMA.~~

~~1.02. **Registered Office.** The registered office of CMA shall be c/o J. A. McAlister, 1458 AR HWY 31 S, Lonoke, AR 72086.~~

ARTICLE II Purpose and Scope of the Organization

2.01. Purpose of CMA. The primary purpose of ~~the~~ CMA is to operate a non-profit family organization dedicated to finding, collecting, publishing and preserving family history of the clan name “Mac ALASDAIR” (and related spellings) and their descendants, primarily in North America. All activities shall be for the benefit of CMA members, their descendants, and the general public, so that all can know what the ancestors and offspring of this clan have accomplished in life to the benefit of their families, their country(s) and mankind.

2.02. Scope. Although the main reach of CMA shall focus on the clan’s genealogy and history in North America, it shall be permissible for CMA to engage in any

activity that leads to the end objective of the Corporation. This shall include such activities as North American gatherings of this clan, the publication and distribution of our clan history, expansion to overseas research, and the use of DNA research to establish family connections.

2.03. *Existence and Duration.* The CMA Corporation shall exist in perpetuity unless terminated by the State of Arkansas or by consent of majority of the regular membership, as determined by ballot. In the unlikely event that CMA is dissolved, for whatever reason, the Corporation shall first use its assets to satisfy its financial obligations to its members and other entities.² Subsequently, all remaining assets of the corporation shall be donated to the Ellen Payne Odom Genealogical Library in Moultrie, Georgia, as mandated in the Articles of Incorporation.

2.04. *Membership Qualifications.* ~~There shall be these classes of membership in CMA:~~³

~~— a. — **Regular Member.** Any person shall be eligible to become a “regular member” and remain in that status so long as he or she adheres to the rules of good order and pays membership dues as established by the Board of Directors. The Board of Directors shall have the authority to deny or revoke a membership for cause.~~

~~— b. — **Honorary Membership.** Funds permitting and with a three-fourths majority vote of the Board of Directors, honorary memberships may be awarded from time to time.~~

~~— c. — **Complementary Membership.** Funds permitting, the Board of Directors shall provide the CMA President with guidelines for approving a specified number of complementary memberships for shut-ins, or for those on limited income, or for other hardship cases that might preclude descendants (or their spouses) from participating.~~

2.05. *Journal and Publications.* The “Mac-Alasdair Clan” is the official journal of the organization. The format, frequency, and distribution method for the journal and other publications shall be determined by the Board of Directors. Complimentary digital copies of CMA publications such as the “Mac-Alasdair Clan” may be provided to individuals or institutions as deemed in furtherance of the CMA mission.

ARTICLE III Meeting of Members

3.01. *Time, Place and Year of General Meetings.* All general meetings of the membership shall be held on even numbered years at such time and place as may be fixed from time to time by the Board of Directors. When ~~the~~ CMA schedules a North American gathering of Clan members in even-numbered years, the general meeting shall be held during that event.

3.02. *Special Meetings.* Special Meetings of the membership may be called at any time by one half of the board members, or by the Secretary when the Secretary shall have received in writing a request for such a meeting from 20% or more of the eligible voting members. Business transacted at special meetings shall be limited only to the purpose of the meeting, as it is so stated in the notice thereof.

3.03. *Notice of General or Special Meeting.* Written notice of such meetings, including date, place, and hour thereof, shall be given not less than ten (10) days before the date of the meeting. Notice shall be provided to each member by first class mail, by electronic mail, or by publication in the CMA journal.

3.04. *List of Members.* No more than ten (10) days before a general or special meeting, the Membership Committee Chair shall prepare a list of eligible voters showing their names and addresses. During the meeting, the list shall be available for inspection by any member eligible to vote.

3.05. *Quorum and Adjournments of General and Special Meetings.* The attendance at a general or special meeting of 10% of the total membership, such being physically or electronically⁴ present or being represented by Proxy, shall constitute a quorum for the transaction of business. If, however, such a quorum shall not be present or represented, the members present or represented by proxy shall have power to, without notice other than an announcement at the meeting, adjourn the meeting from time to time, until a quorum shall be present or represented.

3.06. *Organization.* At meetings of the membership, the President of CMA or, in the President’s absence the Vice President, shall chair the meeting. The Secretary, or in the Secretary’s absence, the person whom the chair shall appoint for the meeting, shall act as secretary, and keep the minutes thereof.

3.07. Order of Business. The order of business at general meetings shall be determined by the Chairman of the meeting, and order of business at special meetings shall be as announced in the notice of the meeting.

3.08. Voting. The CMA shall recognize the exclusive right of Regular Members in good standing to vote in all general and special meetings and in all elections and referenda. Regular Members may vote in person, by ballot or by proxy.

3.09. Voting Eligibility, Proxy Requirements, and Pluralities.

a. Determining Eligibility. Except as otherwise provided by statute or the Articles of Incorporation, each paid-up regular membership in CMA shall be entitled to one (1) vote at general or special meetings and in elections or referendums conducted by mail-in or digital ballot. Voter eligibility shall be determined based upon membership records maintained by the CMA.

b. Proxy Vote. Except in ballots returned by postal or electronic mail, any member absent from a general or special meeting may authorize another member to vote his or her proxy. The proxy must be in writing, signed and dated by the absent member, expressly naming and authorizing the person named to vote his or her proxy, and may include instructions as to how to vote. A member who has given his or her proxy to another but then shows up at a general or special meeting of the membership may reclaim his or her right to vote during the meeting by announcing to the chair his or her desire to do so, and then in the presence of the chair signing a statement nullifying the proxy.

c. Plurality. Except for those cases where these Bylaws may require a vote which is greater than a majority, the final outcome of any election or issue, which is to be determined by the membership, shall be based upon a majority vote of the members exercising their right to vote, whether they vote in person, electronically, or by proxy.

ARTICLE IV Board of Directors

4.01. General Powers. The affairs of CMA shall be managed by or under the direction of the Board of Directors. The Board of Directors shall exercise corporate powers and authority and take such action as is not forbidden by statute or these Bylaws or as is not reserved

unto the membership.

4.02. Chairman. The President shall be the Chairman of the Board and shall preside at meetings of the Board of Directors. In the event that the President is not present at any meeting, the Vice President shall act as Chairman. In the event that neither the President nor Vice President is present, the remaining Board members shall elect one of their number to preside as Chairman of the meeting. The Secretary, or in his or her absence, any person appointed by the Chair shall act as secretary of the meeting and shall keep the minutes thereof.

4.03. Number, Qualifications, Nomination, Election and Term of Office.

a. Number and Terms of Office. The Board of Directors shall have no less than six (6) members and no more than ~~eleven (11)~~ thirteen (13)⁵ members. The terms of the Directors shall be for a period of four (4) years. The number of Directors, subject to the minimum and maximum numbers specified herein, may be fixed, from time to time, by a majority vote of the Board of Directors, or by action of the membership during general meetings. A change in either the maximum or minimum number of Directors shall be made only by action of the membership during general meetings.

b. Nomination and Election. The election of Directors shall be by the entire membership. A Nominating Committee shall be the means of selecting nominees for presentation to the membership. The Board of Directors shall appoint at least four ~~to six~~⁶ members to the Nominating Committee whose duty shall be to choose a slate of nominees for presentation to the membership. The Nominating Committee should include one or more persons from the membership if they are willing to serve. The Chairman of the Nominating Committee shall be elected by the members of that committee.

At least two months before the general meeting of the membership, the Nominating Committee shall send to each Member a ballot containing the names of the candidates proposed by the Nominating Committee and space for any independent nominations. Ballots may be distributed by postal or electronic means depending upon a CMA member having a valid electronic address. To vote, a member must return the ballot, either electronically or by postal mail, no later than the date stated on the ballot as

the last valid date for casting a ballot. At least two members of the Nominating Committee shall count the votes. A plurality of all votes cast for each such office shall constitute an election of the person receiving the most votes. The President shall announce the names of the incoming Directors to the membership at the general meeting. The Board of Directors may issue such other and further rules regarding the Nominating Committee and the nomination process so long as such rules do not conflict with these Bylaws.

c. Qualifications For Nomination. Nominees must be a current member of the CMA and must agree to uphold the Bylaws of the corporation and the intent of the organization.

4.04. Meetings of the Board of Directors. Meetings of the Board of Directors shall be held at such times as the Board of Directors may from time to time determine as desirable for the conduct of CMA business. These meetings shall be held in a specific venue with the Directors participating in person or, alternatively, through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting.

4.05. First Board of Directors Meeting after a General Meeting. The day after each general meeting of the membership, or as early as practicable thereafter, the Board of Directors shall meet, preferably at the same location of the general meeting for the purpose of critiquing the general meeting and transacting other business requiring attention. Formal notice of such meeting need not be given. Instead, informal notice of such meeting shall be given verbally to all Board members present at the general meeting not less than one day in advance.

4.06. Regular Meetings. Regular meetings of the Board of Directors shall be held annually at such time and place as the President may fix.

4.07. Special Meetings. Special meetings of the Board of Directors may be called by the President, or by three or more Directors of CMA.

4.08. Action by Consent. Unless restricted by the Articles of Incorporation, any action required or permitted to be taken by the Board of Directors or any standing committee thereof may be taken without a meeting if the entire Board of Directors or standing

committee as the case may be, consent thereto in writing, and the writings are filed with the minutes of the proceedings. In this respect Action by Consent may take place by telephone provided such action does not obligate Corporate funds in excess of ten percent (10%) of currently available funds, as determined by the President and the CMA Treasurer, and provided such action be followed in writing within fifteen (15) days and that the writing(s) be signed and filed with the minutes of the proceedings.

4.09. Notice of Meetings of the Board. Notice of any meeting of the Board of Directors shall be given by the Secretary or President. Such notice shall state the purpose of the meeting and shall be provided to each Director and to each member by postal or electronic mail at least seven (7) days before such meeting is to be held. Matters other than that specified in the notice may be brought up and acted upon in the meeting.

4.10. Quorum and Manner of Acting. A majority of the Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Except as otherwise required by statute or the Articles of Incorporation or these Bylaws, the act of a majority of Directors present at any meeting at which a quorum is present shall be the legal act of the Board of Directors. In the absence of a quorum at any meeting of the Board of Directors, a majority of the Directors present thereat may adjourn such meeting to another time and place. Notice of the time and place of any such adjourned meeting shall be given, in accordance with these Bylaws to each Director. Notice in accordance with these Bylaws, need not be given to any member present if the time and place of the adjourned meeting was announced at the meeting at which adjournment took place or if notice is waived.

4.11. Resignations. Any Director of CMA may resign at any time by giving written notice of his or her resignation to the Secretary of CMA. Any such resignation shall take effect at the time specified therein or, if not specified, then it shall become effective immediately upon receipt of notice.

4.12. Vacancies. Any vacancy in the Board of Directors, whether arising from an increase in the number of Directors, or arising from death, resignation, removal, or any other cause, may be filled by a vote of a majority of the Directors in office, even though the number may be

less than the normal quorum. Such appointee shall serve the term of the Director so replaced.

4.13. Removal of Directors. Any Director may be removed, either with or without cause, by a two-thirds vote of those present at a duly convened meeting of the general CMA membership.

4.14. Compensation. Members of the Board of Directors shall serve without compensation, except that reimbursement may be authorized for goods and services obtained for the Corporation from time to time under projects previously approved by the Board of Directors, wherein the Board Member so authorized and so named within the project shall act as a purchasing agent.

4.15. Standing Committees. By a majority vote of the entire Board, the Board of Directors shall establish and approve the duties of standing committees. One or more Directors shall serve on each standing committee. Except to the extent restricted by statute, the Articles of Incorporation, or these Bylaws, each such committee, to the extent provided in the resolution creating it, shall have and may exercise all the powers and authority of the Board of Directors and may authorize the seal of the Corporation to be affixed to all papers which require it. A copy of the statutory restrictions shall be furnished to each standing committee. Each such committee shall serve at the pleasure of the Board of Directors and shall have such name as may from time to time be adopted by resolution of the Board of Directors.

ARTICLE V Officers

5.01. Number and Qualifications. The officers of the CMA shall be appointed by the Board of Directors from members of the Board, and shall include a President, one or more Vice Presidents (as determined by the Board of Directors), a Secretary, and a Treasurer. Only the positions of Secretary and Treasurer may be held by the same person. If the Board of Directors so chooses, it may establish one or more Assistant Secretaries and one or more Assistant Treasurers, as may be necessary or desirable for the business of the Corporation. Each officer shall hold office at the pleasure of the Board of Directors, as hereinafter provided in these Bylaws.

5.02. Officer Resignations. Any officer of CMA may resign at any time by giving written notice of his or her resignation to the Corporation at the time specified therein. If not specified, such resignation shall become

effective upon receipt. If the specified time of the resignation is deemed by the Board of Directors to be so drawn out as to be counter to the interest of CMA, the Board of Directors may declare the position vacated in the interest of good order, and may appoint a replacement concurrently. In the event of the death, resignation or removal of the President, the Vice-President shall become the President. In the event of any vacancy ~~in the~~ among the other Officers, the Board of Directors may appoint a replacement.

5.03. Officer Removal. Any officer of CMA may be removed, either with or without cause, at any time by a majority vote of the Board of Directors at a duly called meeting of the Board of Directors.

5.04. The President. The President shall be the Chief Executive Officer of CMA. He or she shall perform all duties incident to the office of President and Chief Executive Officer and such other duties as may from time to time be assigned by the Board of Directors.

5.05. Vice-President. Each vice-president shall perform all such duties as from time to time may be assigned by the Board of Directors or the President. At the request of the President or in his or her absence (or in the event of his or her inability or refusal to act), the Vice-President, or if there be more than one, the vice-presidents in an order determined by the Board of Directors shall perform the duties of the President, and, when so acting, shall have the powers of and be subject to the restrictions placed upon the President in respect of performance of such duties.

5.06. Secretary. The Secretary shall:

a. Keep or cause to be kept, in one or more books or digital files ⁷ provided for that purpose, the minutes of all the meetings of the Board of Directors;

b. See that all notices are duly given in accordance with the provisions of these Bylaws and as required by law;

c. Be custodian of the records and the seal of the Corporation and affix and attest the seal to all documents executed under the Corporate seal (unless the seal be a facsimile, as hereinafter provided);

d. See that the books, reports, statements, and other documents and records required by law to be kept, filed and properly stored (including, but not restricted to, IRS and State of Arkansas filings); and

e. In general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Directors.

5.07. Treasurer. The Treasurer shall:

a. Have charge and custody of, and be responsible for, all the funds and securities of the Corporation;

b. Keep full and accurate accounts of receipts and disbursements in books or electronic files belonging to the Corporation;

c. Deposit all moneys and other valuables to the credit of the Corporation in such depositories as may be designated by the Board of Directors, or pursuant to the directions of the Board of Directors;

d. Receive, and give receipts for, moneys due and payable to the Corporation from any source whatsoever;

e. Disburse the funds of the Corporation and supervise the investment of its funds in securities approved by the Board of Directors, taking proper vouchers therefor;

f. Render to the Board of Directors, whenever the Board may require, an account of the financial condition of the Corporation;

g. Keep or cause to be kept, an up-to-date roster of the names and addresses of each member, to include the current status of their membership, and upon request make available such roster to the officers and the membership; and

h. In general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors.

ARTICLE VI **General Provisions**

6.01. Corporate Seal. The seal of the Corporation shall be in such form as shall be approved by the Board of Directors.

6.02. Fiscal Year. The fiscal year of CMA shall be fixed by resolution of the Board of Directors, and once fixed, may thereafter be changed by resolution of the Board of Directors.

6.03. Checks, Notes, Drafts, and So Forth. All checks, notes, drafts, or other order for payment of money of the Corporation shall be signed, endorsed, or accepted in the name of the Corporation by such officer, officers, person, or persons as from time to time may be

designated by the Board of Directors. Physical or electronic records of such checks, notes, drafts, or other order for payment of money of the Corporation shall be kept permanently.⁸

6.04. Execution of Contracts, Deeds, and So Forth. The Board of Directors may authorize any officer or of officers, agent or agents, in the name and on behalf of the Corporation, to enter into or execute and deliver any and all deeds, bonds, mortgages, contracts, and other obligations or instruments, and such authority may be general or confined to specific instances.

6.05. Gifts and Donations. The Board of Directors may accept on behalf of the organization any contribution, gift, bequest, or devise for the primary purpose or for any special purpose associated by the objectives of CMA.

6.06. Annual Dues.⁹ The Board of Directors shall from time to time, as circumstances may require, set the amount ~~that shall be charged for annual dues, to include the setting of a different fee to cover postage for those who live outside the USA.~~ and schedule for dues that shall be charged for membership to cover the cost of maintaining CMA. Different fees can be established for membership options that incur additional costs due to their specific benefits, such as printing and postage for hard-copy journals.

6.07. Member Late Dues Notification. The Membership Committee Chair~~man~~ shall ensure that notice is provided by mail, email or publication in the CMA journal of individuals' dues expiration. ~~delinquency. Delinquent members may reinstate all membership rights by payment of back dues. Reinstatement coincides with the term of dues payment.~~

6.08. Sale of Merchandise. The sale of souvenirs and other merchandise, either by the corporation or by an authorized agent of CMA, shall require approval of the Board of Directors on a case-by-case basis.

ARTICLE VII. **Amendments**

These Bylaws may be amended, repealed or replaced or new Bylaws adopted provided a majority vote shall be obtained from the Directors present at any legally assembled regular meeting of the Board of Directors. An amendment to these Bylaws must be ratified or approved at a duly constituted meeting of the general CMA membership by a majority constituting two-thirds of the votes cast.

ENDNOTES

1. The NGS expert suggested moving the declaration of the “Registered Office” to the Standing Rules where it can more easily be changed when the registered office changes.
2. Financial responsibility for debts were not clearly stated.
3. Definitions and roles of the various membership categories were confusing. Eliminating these multiple unnecessary membership categories simplifies the meaning and role of membership.
4. Because of the geographical dispersion of members, virtual attendance at meetings is becoming more prevalent.
5. Some members of the Board have of necessity taken on additional duties beyond those historically expected of a single individual; adding three additional members to the Board will help normalize the workload for those Board members.
6. Setting a maximum number of Nominating Committee members is overly prescriptive, and CMA could benefit by having the flexibility to determine the appropriate committee size given the election circumstance (with a minimum of four members).
7. Meeting minutes are currently stored in the CMA Wiki Repository.
8. NGS expert suggested inclusion of this statement “per advisement of various nonprofit advisory organizations.”
9. Dues are no longer simply annual or one-size-fits-all.