

# Constitution of Clan Kincaid Association International

The constitution of any organization is a dynamic document. It is proper to re-visit the constitution from time to time to adapt it to the current philosophy and needs of the members that it represents in a free and democratic body. The responsibility for taking the initiative for review, lies with not only the executive as laid out by the constitution but also with the general membership should anyone or a group of same feel a need to do so.

## **Article I - Name and Purpose**

### **Section 101 Name**

a. This organization shall be known as The Clan Kincaid Association International and shall hereafter in this constitution be referred to as "The Association".

### **Section 102 Various Spellings**

a. This constitution recognizes that there are many spellings of the name Kincaid and that no one spelling is any more correct than any other. The choice of KINCAID as the spelling is made based on the spelling of the name by the Chief and the spelling recognized by the Standing Council of Clan Chiefs in Scotland.

### **Section 103 Clan and Association**

a. This constitution recognizes that any individual who identifies him/her self as a Kincaid is a member of the Clan Kincaid.

b. Belonging to The Association is an opportunity to expand knowledge of the family, share in activities and enjoy the benefits of Association membership.

### **Section 104 Clan and Chief**

a. The Association is the sole international representative of the Chief of Clan Kincaid and exists at the Chief's pleasure.

b. The Association shall recognize that other groups may from time to time exist with the intent of furthering the knowledge and enjoyment of a Kincaid/Scottish identity. The Association shall endeavor to work in harmony with these groups to the greater good of all.

## **Section 105 Purpose**

Generally the purpose of The Association is to promote wide interest in both Kincaid and Scottish Heritage. This promotion shall be accomplished by:

- a. Collecting, preserving and sharing of genealogical and historical information relating to Kincaid and associated families.
- b. Promoting friendship and enjoyment of meeting our brothers and sisters related by name, blood and our past.
- c. Encouraging Kincaid gatherings worldwide among its members and families.
- d. Encouraging Kincaids to locate and get involved in their local Scottish community and learn about the history of their ancestral homeland.
- e. Promoting of regional, national and worldwide growth and participation in Scottish Games, Festivals and Gatherings.
- f. Supporting and participating in Association activities, wherever possible.

## **Section 106 Termination of the Association**

- a. The Association can only be terminated by order of the Chief.
- b. If such action takes place, the Chief of Clan Kincaid shall determine the appropriate disposal of the Association assets including monies, property and records.

## **Article II - Membership**

### **Section 201 Types of Members**

- a. There shall be two classes of membership - each having equal rights and responsibilities as members of The Association. These classes shall be:
  1. Members
  2. Life Members
  3. Family Memberships
- b. All members shall be entitled to one (1) vote on matters submitted to the membership for approval.

## **Section 202 Life Membership**

- a. Any individual may become a life member upon payment of a one-time fee as currently set by the Board of Officers.
- b. This fee is subject to review and change by vote of the membership.
- c. Life members will be honored with their names listed in the newsletter and records of the Association.

## **Section 203 Individual Memberships**

- a. Any individual may become a member of The Association upon the payment of the annual dues as currently set by the Board of Officers.
- b. The dues are subject to review and change by vote of the membership.
- c. Any person who joins during a given year will receive back issues of the Clan's newsletter for that year.

## **Section 204 Family Memberships**

- a. A group of immediate family members consisting of no more than two adults and any number of children under the age of 21 abiding at the same residence may purchase a family membership upon payment of the annual family dues as currently set by the Board of Officers.
- b. Dues are subject to review and change by vote of the membership.
- c. Family membership will entitle the family to one copy of the Clan's newsletter.
- d. Family membership will entitle the family to one vote.

## **Section 205 Dues**

- a. Dues are payable the first day of January.
- b. A reminder to renew membership shall be sent to each individual member prior to December 1 of each year.
- c. Dues shall not be prorated to any portion of a year.

## **Section 206 Removal of Members**

- a. An annual member may be removed for non-payment of dues.
- b. A member may resign membership by contacting the Board of Officers in writing.
- c. A member may be removed for cause providing they have been given notice and given an opportunity to reply.

## **Article III - Officers of the Association**

### **Section 301 Officers**

- a. There shall be a Board of Officers consisting of the President, Membership Secretary, Secretary, Treasurer, Communications Director, Wee Shopper Manager, and Chief Commissioner.
- b. The Board of Officers may combine two of these positions for a period if necessary, but the Board shall always have a minimum of four officers.

### **Section 302 Officer Responsibilities**

- a. The Board of Officers shall be responsible for the operation of The Association. All decisions of the Board of Officers shall be subject to the approval of the Chief of Clan Kincaid.

### **Section 303 Terms of Office**

- a. Individuals serving on the Board of Officers shall serve a term of office of three (3) years.
- b. Officers may succeed themselves for as many terms as they are re-elected.

### **Section 304 Position Termination**

- a. Any officer may resign at any time by notifying the President and Secretary in writing.
- b. Any Officer may be removed from office for cause by 2/3 vote of the remaining Board of Officers and the approval of the Chief providing he/she has been given an opportunity to defend him/herself to the Board of Officers and the Chief.
- c. Any Officer leaving office by resignation or removal shall return all documents and property belonging to the Association to a member of the Board of Officers.

### **Section 305 Filling Vacancies**

- a. The Board of Officers shall fill any vacancy occurring between elections.

### **Section 306 Eligibility**

- a. To be an officer on the Board of Officers an individual must be and continue to be a member in good standing of the Association and abide by the Constitution of the Association.

## **Article IV - Meetings and Elections**

### **Section 401 General Meeting**

- a. An Annual General Meeting shall be held during the month of February in such manner, at such time, as determined by the Board of Officers.
- b. Notice of this meeting shall be given to all members at least sixty (60) days prior to the Annual General Meeting. Such notice may be included in the last newsletter of the previous year providing it is sent 60 days prior to the Annual General Meeting.
- c. The notice shall include business to be discussed as well as the text of special resolutions or amendments to the constitution, if any.
- d. Given the difficulties of time and distance, The Annual General Meeting may be held electronically among the Board of Officers.
- e. The proceedings of all General Meetings shall be communicated to the membership.

### **Section 402 Elections**

- a. An election of officers shall take place every three (3) years commencing two years following the adoption of this constitution.
- b. Potential candidates will be invited to submit a letter of intent for a specific position. This invitation shall be made and distributed prior to April 1 of the year of the election and may be included in a copy of or in the form of a newsletter.
- c. The Letter of Intent shall include a personal biography and statement of their goals if elected to a specific position. Letters of intent shall be limited to 500 words and shall be deemed to be public domain and authorized for publication in the newsletter and on the website.
- d. Letters of Intent shall be due to the Secretary of the Association no later than June 1 of the year in which the election is to take place.
- e. Letters of Intent shall be copied and distributed along with voting instructions in the form of a newsletter to all members. This distribution shall take place prior to August 1.
- f. The executive of the Association shall appoint a neutral person, not a Clan member, to the position of returning officer who will receive ballots. That person's name and address shall be printed on the ballot and included in instructions for completing and returning the ballot.
- g. The returning officer shall be provided with a list of eligible voters by the Membership Secretary.

h. Ballots shall have the names of each candidate for a contested position listed alphabetically by last name, first name and shall provide a place for the voter identification. The returning officer shall be instructed to verify the validity of each ballot and shall also be instructed that integrity of the secret ballot be ensure.

i. All ballots shall be due to the Returning Officer no later than September 1 of the year in which the election shall take place.

j. Results of any election shall be communicated to the candidates immediately following the tabulation of the ballots. Results of the election shall be communicated to the general membership no later than December 1st. This communication may take place in the newsletter.

k. Incumbents may succeed themselves in any position.

l. In the event that no Letter of Intent is received by any member, the executive shall be authorized to appoint a person for the vacant position for the ensuing term of office.

### **Section 403 - Quorums and Attendance**

a. A quorum for an Executive Meeting shall be 3 of the 4 members of the executive.

b. Attendance of members at the Annual General Meeting is voluntary. Members wishing a voice on any matter may submit their comments in writing to any Executive Member who shall be obligated to share the communication with the Membership at the Annual General Meeting.

c. Matters requiring a vote by the membership shall be submitted to the membership in a timely manner by way of the newsletter.

d. A simple majority of those casting a vote on any given matter shall be deemed sufficient to declare the matter resolved.

### **Section 404 Notice of decisions made by the Board of Officers**

a. Any decisions made by the Board of Officers that affect the operation of the Association shall be published in the newsletter and on the website at the first opportunity.

### **Section 405 General Business**

a. Any business or matters that would affect the operation of the Association that is not covered in the constitution shall be acted upon by the Board of Officers.

b. The Board of Officers shall create and amend by-laws to guide and facilitate the effective and efficient operation of the Association. These by-laws shall be approved by the Board of Officers by single second and simple majority vote and shall be maintained by the Secretary.

## **Article V - Board of Officers Duties**

### **Section 501 General Duties**

a. The Board of Officers is charged with the day to day general responsibilities contingent to the efficient operation of the Association consistent with accepted general practice in any organization. They are to carry out these responsibilities in an efficient and courteous manner, remembering the purposes of the Association.

### **Section 502 President**

a. The president shall preside at all meetings of the Board of Officers, the Annual General Meeting and any other meetings called to deal with the business of the Association.

b. If the president is unable or unwilling to fulfill his/her duties, such duties shall devolve upon the Secretary/Treasurer until such time as a new President is elected or appointed.

c. The President shall provide a summary of his/her activities for the previous year in the form of a report to the membership. This report shall be presented in the form of a letter to the membership, an entry on the website and/or an article in "The Defender".

d. Seek out and recommend Commissioners in a variety of Geographic locations to assist in promoting the purposes of the Association.

### **Section 503 Membership Secretary**

The Membership Secretary shall:

a. Create and maintain a list of all members including their preferred name, full mailing address, telephone number and e-mail address if they have one.

b. Communicate changes in the mailing list to the newsletter editor for publication and for mailing labels.

c. Provide membership lists to the Board of Officers Directors on February 1 and again on August 1 of each year.

d. Ensure that a request for membership renewal is included in the last issue of the newsletter for each year and concurrently on the website.

e. Contact delinquent dues owing members to determine their intent regarding membership.

f. Advise members that address may be shared within the Association but will not be made available to any outside individual or agency.

g. Respond in a timely and courteous manner to all requests for information about membership in the Association.

h. The Membership Secretary shall provide a summary of his/her activities for the previous year in the form of a report to the membership. This report shall be presented in an Association Newsletter.

#### **Section 504 Secretary**

The Secretary shall:

- a. Keep an accurate record of all proceedings of all Board of Officer's meetings, General Meetings and such additional meetings as may from time to time be called for the purpose of conducting Clan Kincaid business.
- b. Provide for the safe keeping of all Clan Kincaid documents given into the Secretary's possession and pass them on to his/her successor at the conclusion of his/her term of office.
- c. Maintain in the Association's permanent (hard copy) files results of all votes and other decisions made by the Board of officers and the membership at large.
- d. Provide Board of Officers members copies of documents placed in permanent files. These documents may be transmitted via hard copy or electronic means.

#### **Section 505 Chief Commissioner**

The Chief Commissioner shall:

- a. Act as liaison between the Commissioners and the Board of Officers.
- b. Keep and maintain a Commissioners Kit containing a variety of materials that may be made use of by Commissioners to enhance their promotional duties.
- c. Maintain and enhance where possible a Commissioner's manual.
- d. Actively try to expand the number of Commissioners to provide services to as large an area as possible.

#### **Section 506 Treasurer**

The Treasurer shall:

- a. Keep an accurate accounting of all monies received and dispersed by the Association.
- b. Provide a summary of the previous year's financial activity to the membership in the first Association Newsletter of each year and concurrently on the website.
- c. Provide a detailed financial report to the Executive quarterly.
- d. Provide a detailed financial report to any member of the Association on request.



e. Provide for the safe keeping of all Association financial records and pass them on to his/her successor at the conclusion of his/her term of office.

### **Section 507 The Wee Shopper**

a. The Association may maintain a store through which articles of a Clan nature are made available to Association members and others. This store, called "The Wee Shopper", shall be managed by a volunteer member of the Association who is also a member of the Board of Officers. Financial records of "The Wee Shopper" shall be considered part of the financial records of the Association but shall be kept separate as an independent activity of the Association. No funds shall be transferred between the Association Accounts and "The Wee Shopper" accounts without the approval of the Board of Officers.

### **Section 508 Communications Director**

The Communications Director shall:

- a. Be responsible overall for communications with the membership.
- b. Publish at least three editions of "The Defender" annually.
- c. Publish deadlines for the ensuing year in the last edition of each year.
- d. Be responsible for determining the content of "The Defender". Submissions of a questionable nature shall be submitted to the executive and withheld from publication only upon recommendation of two or more of the Board of Officers. Any article refused publication shall be returned to the person who submitted the article with an explanation of why the article was refused submission.
- e. Acknowledge contributions from all sources and provide reasonable expectations as to when the submission might be expected to be printed in "The Defender".
- f. Work closely with the Clan webmaster to ensure that the Clan website is up to date and covers as many aspects of the Association as possible.

### **Section 509 Immediate Past President**

The Immediate Past President shall:

- a. Be an ex-official member of the Board of Officers during the term of his/her successor unless said past president was removed from office.
- b. Only have the power to vote in the event of a tie vote in the Board of Officers.
- c. Be kept informed of all Board of Officers meetings, decisions and activities.
- d. Not be required to participate in meetings.

## **Section 510 Legal Advisor**

- a. May be asked to review any/all Board actions ensuring they are on sound footing before being accepted.
- b. The Board of Officers appoints the position.
- c. The Legal Advisors term of office is three years, and he or she may succeed his or her self.
- d. This is a non-voting, advisory position.

## **Section 511 Additional Board of Officers Members**

- a. The Association recognizes that there may be a need or opportunity to expand its numbers in order to more efficiently address the Association's objectives.
- b. The Board of Officers shall be empowered to appoint new members to the Board of Officers for the balance of the term of Office.
- c. Suitable changes to the Constitution shall be made to cover the addition of new members at the time of the regular scheduled election.
- d. The Board of Officers shall create an appropriate job description for any new Board Officer.

## **Article VI - Advisory Council**

### **Section 601 Advisory Council**

- a. There shall be an independent Advisory Council made up of members appointed by the Chief either independently or upon recommendation by the Board of Officers.
- b. The Chief shall act as the Chair of the Advisory Council or appoint a Vice Chair as the Chief wishes.
- c. The Advisory Council shall be responsible, either individually or as a complete or partial group, to provide recommendations, advice or council to the Chief and on behalf of the Chief, to the Board of Officers.

## **Article VII - General Provisions**

### **Section 701 Fiscal Year**

- a. The fiscal year for the Association shall be January 1 to December 31.

## **Section 702 Amending the Constitution**

- a. Any member of the Association may move an amendment to the constitution provided such amendment is seconded by three (3) other members.
- b. Amendment proposals shall be presented in writing to the Board of Officers prior to January 1 of the year in which they are to be voted upon.
- c. The Board of Officers will examine the proposal as to form only and discuss any changes to the motion (without compromising the intent) with the mover. All changes to the motion must be approved by the individual moving the amendment.
- d. Amendment proposals shall be published in the first edition of "The Defender" and on the website with provisions for voting on said proposals.
- e. A two thirds majority of those voting shall be needed to carry any motion to amend the constitution.
- f. A copy of the constitution shall be provided to each member upon receipt of their initial membership fee. Members may request a copy of the constitution at any time.

## **Section 703 Compensation for Board Members**

- a. No part of the Association funds shall be used to the benefit of, or to the private profit of, any member of the Board of Officers, to any members of their families or to any individual, nor shall any member or officer receive any compensation, either directly or indirectly.
- b. An exception to compensation for members of the Board of Officers shall be partial reimbursement of expenses for the Chief Commissioner in the event that the Chief Commissioner pays the registration fee and sponsors one or more Highland Games the amount of partial reimbursement will be the same amount as awarded to Commissioners.

## **Section 704 Official Office**

- a. The official office of the Association shall be at the residence of the President of the Association.

## **Section 705 The Kincaid Tartan and Crest**

- a. The Kincaid Tartan is registered by the Court of the Lord Lyon. The Board of Officers shall endeavor, where possible, to encourage the proper use of the tartan by its members of the Association and their families.
- b. The Kincaid Crest is part of the achievement of various Kincaid Coats of Arms registered by the Court of the Lord Lyon. The Board of Officers shall endeavor, where possible, to encourage the proper use of the Kincaid Crest by the members of the Association.

## **Article VIII - Commissioners**

### **Section 801 Representation**

- a. Wherever possible and appropriate, Regional Commissioners shall be appointed by the Board of Officers and approved by the Chief of the Clan to represent the Association in their respective region.
- b. Commissioners shall serve a renewable three year term providing they have fulfilled the requirements of activity and reporting.

### **Section 802 Guidelines for Commissioners**

- a. Individuals may volunteer to be considered as Commissioners for their district, state, region, country or other jurisdiction they wish to represent.
- b. Commissioners must be Association members in good standing. It is a volunteer position granted by the Board of Officers and approved by the Chief of the Clan.
- c. Commissioners should promote the Association and encourage new membership, particularly within their own jurisdictions.
- d. Commissioners should represent the Association at least once each year at Scottish Games, Festivals and Gatherings within their region.
- e. Volunteers will need to personally fund the event(s) in which they choose to participate. It is permissible to solicit financial support and assistance from Association members attending an event. A Commissioner may be reimbursed up to two hundred and fifty (250) dollars for event registration fees associated with hosting Kincaid Activities at such events. The submission of an official event receipt is required.
- f. Commissioners shall make a written report yearly to the Board of Officers outlining a summary of their activities for the previous year. This may take the form of an article for publication in "The Defender" and on the website.

## **Article IX - Communication Mediums**

### **Section 901 Basic Communications**

- a. Communications within and between the Board of Officers and the Membership shall take place using such postal and telephone services as may be available.

## **Section 902 Electronic Communications**

- a. When agreed upon by all parties involved, alternative electronic communications including, but not limited to, e-mail and internet, shall be available.
- b. This Article may also extend to the delivery of "The Defender" should the facilities exist to make this possible.

Clan Kincaid Association International Constitution as amended October 01, 2023

Hugh A. Kincaid Jr.

President