

**BYLAWS
OF
FAMILY OF BRUCE INTERNATIONAL, INC.
A TEXAS NON-PROFIT CORPORATION**

ARTICLE I

NAME

Section 1. This organization shall be known as **FAMILY OF BRUCE INTERNATIONAL, INC.**

ARTICLE II

STRUCTURE

Section 1. **FAMILY OF BRUCE INTERNATIONAL, INC.** shall be organized as a non-profit corporation pursuant to the laws of the State of Texas, Art. 1396-1.01, *et seq.* Rev. Civ. Stat.

Section 2. It is the intention of this organization that it be classified as a tax-exempt entity pursuant to 26 U.S.C. §501(c)(3).

ARTICLE III

PURPOSES

Section 1. The purposes of **FAMILY OF BRUCE INTERNATIONAL, INC.**, as stated by the Right Honourable Earl of Elgin and Kincardine are: “to develop interest in the Family and its history, to create a spirit of kinship among its members, and to record with pride the accomplishments of individual members of the Family for the next 1000 years.” Specifically, the purposes of this corporation shall include, but not be limited to such charitable, benevolent, patriotic, civic, educational, social, and aesthetic activities related to the preservation of the genealogy of the Scottish Family of Bruce, preservation of the history of the Scottish family of Bruce and the family’s role in the development of Scotland and elsewhere, preservation of the role of the Scottish and North American Families of Bruce in the history of the United States and Canada, and of the preservation of Scottish heritage and culture in general as well as the role of Scottish-Americans in the history of the United States and Canada. Such purposes shall also promote activities to preserve Scottish heritage and culture including, but not limited to educational scholarships and awards, music scholarships and awards, and the preservation of historical buildings and landmarks in the United States and abroad, in accord with Section 501(c)(3) of the Internal Revenue Code and the corresponding section of any future federal tax code.

Section 2. While acknowledging that the Family of Bruce is not a clan, **FAMILY OF BRUCE INTERNATIONAL, INC.** shall conduct itself as a clan society.

Section 3. The organization shall be empowered to conduct whatever business it deems appropriate to achieve the purposes described in Section 1 above, including, but not limited to, charitable and benevolent projects.

Section 4. *Acknowledgment of the Chief.* **FAMILY OF BRUCE INTERNATIONAL, INC.** acknowledges the hereditary Chief of the Name of Bruce, the Right Honourable The Earl of Elgin and Kincardine and his heirs as determined by the Lord Lyon King of Arms as the titular head of the Family of Bruce. He shall be authorized to attend and vote at any meeting of the organization, but is not required to do so. Nothing in this paragraph shall be interpreted to give the Chief of the Name of Bruce any authority to bind the organization to any financial matter, nor authorize him to expend any funds of the organization, nor shall any of the funds of the organization inure to him or for his benefit.

ARTICLE IV

MEMBERSHIP

Section 1. *General.* Membership shall consist of adults of good character and community standing who indicate their interest, desire and commitment to the purposes of the organization as described above. Membership shall be deemed to cover a husband, wife and issue under the age of 18. Membership shall not be transferable. Membership shall be categorized as either Annual Members or Life Members.

Section 2. *Classifications.* There shall be two classifications of members of **FAMILY OF BRUCE INTERNATIONAL, INC.**. However, both classifications shall have equal voting rights and all other rights and privileges, save and except the ability to serve as either President or Vice-President of the organization, as set forth below.

- a. *Regular Membership.* Regular membership shall be open to all persons of Scottish descent who bear the surname of Bruce or its recognized septs or whose mother or grandmother bore such surname. The recognized septs of Bruce are Carlisle, Carruthers, Crosbie, Randolph, and Stenhouse, regardless of spelling.
- b. *Associate Membership.* Associate membership shall be open to all non-Bruce individuals, as required by the Internal Revenue Service so that **FAMILY OF BRUCE INTERNATIONAL, INC.** may retain its tax-exempt status under Section 501 (c)(3).

Section 3. *Annual Membership.* Regular and associate members shall either be categorized as Life Members or Annual Members. Annual members shall pay dues yearly in accordance with these bylaws in the amount of \$25.00.

Section 4. *Life Membership.* Any member, as defined above, may purchase a “Life Membership” for an amount based on a sliding scale that will apply to any member who changes to a Life Membership as follows: Ages 18-34 \$350; Ages 35-69 \$300; Age 70 & up \$200. Life Membership shall confer membership for the life of the member and spouse and exempt that member from all future payment of annual dues. Any member of The Family of Bruce International, Inc. who is in good standing may become a life member, upon payment of the fee, as required herein. Such members shall have all the privileges, and benefits enjoyed as a member so long as that life member shall live and maintain an active membership (by responding to the annual verification card). Life member dues shall be deposited into the organization’s certificate of deposit accounts. At such time as a life member and his or her spouse leave the organization (by death or non-response to the annual address verification card) the Life member dues will be removed from the organization’s CD(s) and moved to the Scholarship Account.

Section 5. *Honorary Membership.* The President of **FAMILY OF BRUCE INTERNATIONAL, INC.** may name any person to the status of Honorary Member. Honorary membership does not confer voting rights nor may an Honorary Member hold an office within **FAMILY OF BRUCE INTERNATIONAL, INC.**. Honorary members pay no dues to **FAMILY OF BRUCE INTERNATIONAL, INC.**.

Section 6. *Admission to Membership.* Admission to membership shall be granted upon receipt of a completed application together with the applicable initiation fee by the Secretary of the organization. The Secretary shall then determine whether the member is a regular member or associate member. Receipt of funds shall be considered complete once the deposit of same into the organization’s bank account has been completed and the funds are available for use by the organization.

Section 7. *Termination.*

(a) *Voluntary Resignation.* Any member may resign from the organization provided that the member’s dues are current as of the date of resignation. Resignation does not eliminate the obligation of the payment of dues up to the date of resignation. There shall be no refund in whole or in part of any dues paid to the organization. Resignations must be in writing and forwarded to the Secretary.

(b) *Non-payment of Dues.* Any member who is more than two months in arrears in the payment of dues to the organization may be suspended from membership. That member shall be given written notice of this action by the Secretary and shall be given thirty days from receipt of this notice to seek readmission by the payment of the delinquent dues, plus a delinquency fee of \$5.00. If such member has not applied for reinstatement during that period, that member shall be deemed to have forfeited membership and the Treasurer shall be so notified.

(c) *Involuntary Termination.* Any member convicted of a crime involving moral turpitude shall automatically be terminated from membership within the organization. Any member charged with conduct considered to be unbecoming a member of **FAMILY**

OF BRUCE INTERNATIONAL, INC., or charged with committing any act prejudicial to the best interests of **FAMILY OF BRUCE INTERNATIONAL, INC.**, and against whom such charges are sustained after opportunity to appear before the Board of Directors in his/her own defense, may be expelled from membership, at the direction and in the sole discretion of the Board of Directors. Upon such action by the Board of Directors, the Secretary shall immediately notify that member in writing of such action.

(d) *Effect of Termination.* Any member whose membership has been terminated for any reason shall forfeit all interest in any funds or property of the organization and all rights to the use of the name, emblem, or other insignia of **FAMILY OF BRUCE INTERNATIONAL, INC.**

ARTICLE V

OFFICERS

Section 1. *General.* The officers of **FAMILY OF BRUCE INTERNATIONAL, INC.** shall be a President, Vice President, Secretary, Treasurer, and Operations Officer. In addition to these officers, there shall be one (1) elected at-large member of the Board of Directors.

Section 2. *Terms.* All officers shall hold their position for a period of two years or until their successors are duly elected or appointed as provided by these bylaws. The elected at-large member of the Board of Directors shall hold the position for a period of one year or until a successor is duly elected or appointed as provided by these bylaws. There shall be no limitations on the number of terms anyone may serve in office, successive or otherwise. Each officer and at-large Board member shall assume his or her respective office immediately upon election.

Section 3. *President.* The President, as a representative of, and at the direction of, the hereditary Chief of the Name of Bruce, shall be any Regular Member, male or female, born with the surname of Bruce or of one of its recognized septs. The President shall serve as the executive officer of the organization, preside at all meetings of the general membership and of the Board of Directors, be an *ex officio* member of all committees, exercise general supervision over the affairs of the organization, and perform such other duties as are ordinarily incumbent upon a President. He or she, or his or her duly appointed representative, shall represent the organization in all relations with other organizations. He or she shall represent the organization in all relations with the hereditary Chief of the Name of Bruce, the Right Honourable The Earl of Elgin and Kincardine. The President shall have authority to appoint such other persons to assist him or her in whatever subordinate role as he or she sees fit and these appointees shall serve at the discretion of the President; however, these persons shall not be deemed to be officers of the organization.

Section 4. *Vice President.* The Vice President, as a representative of, and at the direction of, the hereditary Chief of the Name of Bruce, shall be any Regular Member, male or female, born with the surname of Bruce or of one of its recognized septs. The Vice President shall act in the place and stead of the President at any meeting or function in which the President is not in attendance. In the event that the President is not able to complete his/her term of office, for

whatever reason, the Vice President shall automatically assume that position for the remainder of the term of office. The Vice President shall perform such duties as are ordinarily incumbent upon Vice Presidents and such other duties as may be assigned by the President or Board of Directors.

Section 5. *Secretary.* The Secretary shall be a member, either Regular or Associate, male or female, in good standing. The Secretary shall keep and maintain the minutes of all meetings of the Board of Directors and general meetings. The Secretary shall maintain all records of the corporation including the bylaws of the corporation, membership rolls, attendance at the annual meeting and other functions as deemed appropriate by the Board of Directors, in the form and manner prescribed by the Board of Directors and shall conduct such other correspondence as may be required by the President and Board of Directors. The Secretary shall perform such duties as are ordinarily incumbent upon a Secretary.

Section 6. *Treasurer.* The Treasurer shall be a member, either Regular or Associate, male or female, in good standing. The Treasurer shall keep records of all fees, dues and monies collected, invested and disbursed, of the corporation. The Treasurer shall prepare an annual financial statement for presentation at the annual meeting of the organization and generally perform such duties as are ordinarily incumbent upon a Treasurer.

Section 7. *Operations Officer.* The Operations Officer shall be a member, either Regular or Associate, male or female, in good standing. The Operations Officer shall oversee the attendance of the **FAMILY OF BRUCE INTERNATIONAL, INC.** at Scottish games and other such functions and shall serve as a liaison between the corporation and Commissioners of the Family of Bruce.

ARTICLE VI

ELECTIONS

Section 1. *Elections.* All elections shall take place at the annual meeting of **FAMILY OF BRUCE INTERNATIONAL, INC.** All officers shall be elected to their respective positions, as set forth more particularly herein; however, in the event that any officer or at-large Board member other than the President should resign their position prior to the expiration of their term or otherwise fails to complete that term, the Board of Directors may appoint an interim successor until the next general meeting of the organization. General Elections shall be conducted at the annual meetings as follows:

Election of President and Vice-President shall be conducted on even numbered calendar years.

Election of Secretary, Treasurer, and Operations Officer shall be conducted on odd numbered calendar years.

Election of the at-large member of the Board of Directors shall be conducted annually.

Nominations for each office shall be tendered in writing to the Secretary no later than September 1 immediately prior to the General Meeting. No nominations may be accepted after that date for an office elected that year, unless the Board determines that there are no nominees

eligible to serve in a particular office. The Board, in its discretion, may then extend the period for nominations. The Secretary shall confirm that each nominee is a member in good standing and eligible to hold said office.

Section 2. *Voting.* Each member in good standing shall be entitled to vote for each office. For the purposes of voting, each family unit shall be construed to be the “member” and there shall be one vote per member for the election for each office. Only those members present at the annual meeting, or those who have conveyed their proxy in writing to another member, shall be entitled to vote. Separate balloting shall be conducted for each office.

ARTICLE VII

BOARD OF DIRECTORS

Section 1. *General.* There shall be a Board of Directors which shall consist of the President, Vice President, Secretary, Treasurer, Operations Officer, Immediate Past President, and one (1) elected at-large member, each of whom shall have the right to vote. Officers shall serve for a period of two years corresponding to their terms of office as officers, or until their successors are duly qualified and elected. An at-large Board member shall serve for a period of one year.

Ex Officio. The Lieutenant to the Chief and the High Commissioner to the Family of Bruce, both being representatives of the Chief of the Name of Bruce, shall serve as ex officio members of the Board of Directors. They shall be entitled to attend all such meetings of the Board of Directors, but shall not be entitled to a vote. In the event that either the Lieutenant to the Chief or the High Commissioner is elected as the at-large member of the Board, then he or she shall serve as the at-large member and be entitled to vote. No other actions shall be necessary.

Section 2. *Powers.* The Board of Directors shall have control and management of the organization’s activities, determine all policies, elect and discipline members of the organization as set forth within these bylaws, and generally supervise the affairs of **FAMILY OF BRUCE INTERNATIONAL, INC.**

Section 3. *Meetings.* The Board of Directors shall meet at least on a quarterly basis on a regular day to be fixed by the Board at the beginning of each administrative year, or at the call of the President or Chief of the Name of Bruce. Additionally, any three members of the Board may call a meeting, providing that a three day notice is given to all members of the Board. Meetings shall be conducted by conference call or use of other electronic means if possible. A majority of the Board of Directors shall constitute a quorum for the transaction of business and a majority vote of those present shall be necessary to give effect to any action of the Board. Written proxies may be accepted only for specified items and said proxies must bear the signature of the absent director and must be clear and unequivocal in its wording.

ARTICLE VIII

MEETINGS

Section 1. The regular annual meeting of the organization shall be held on a date and at a location to be recommended by the President and voted upon by the membership at the close of the previous annual meeting. For the purposes of establishing the initial annual meeting under these by laws, the said initial annual meeting shall be held at the Stone Mountain Highland Games and Scottish Festival, Stone Mountain, Georgia, Friday, October 14, 2005.

Section 2. *Robert's Rules of Order* shall govern all deliberations of this organization and its Board of Directors, except as otherwise provided by these bylaws.

Section 3. Two or more members in good standing, either Regular or Associate, in addition to the President, Vice President, or other appointed representative of the President, shall constitute a quorum at the annual meeting of the organization. A majority vote of those present shall be necessary for the conducting of any business at the annual meeting.

ARTICLE IX

REVENUE

Section 1. Each new member of the organization shall pay an initiation fee, payment of said fee to be a prerequisite for admission to membership. Payment shall be made to the Treasurer, who, upon receipt and clearing of said funds, shall install the member upon the rolls of the organization. New members joining the organization after January 1 of any year may pay a pro-rated initiation fee for that year on a scale to be set by the Board of Directors. Payment of the initiation fee shall exempt that member from the payment of the annual dues for the calendar year in which said payment is tendered.

Section 2. Annual dues are payable on January 1 of each calendar year. Payment of annual dues shall be made payable to **FAMILY OF BRUCE INTERNATIONAL, INC.** and shall be tendered to the Treasurer in accordance with said officer's duties as set forth in Article V, herein.

Section 3. The Board of Directors may plan or recommend the raising or accumulation of revenue from sources other than those specifically stated within this Article

Section 4. All funds to which the public or members have contributed for the specific purposes of financing charitable, educational, or civic activities of the organization shall be used solely for those purposes and separate records of such funds shall be maintained. However, an amount not to exceed 10% of this amount may be utilized for the administrative costs of the organization.

Section 5. The fiscal year for the organization shall be the calendar year.

Section 6. The Board of Directors shall direct the Treasurer to make the books and records of the organization available for an independent audit requested by any three (3) members, so long as the costs of said audit are borne by said requesting members. Otherwise, an annual report of the finances of the organization shall be prepared and tendered to the membership at the annual meeting.

ARTICLE X

COMMITTEES

Section 1. The Board of Directors shall determine the number and purpose of all standing and special committees required to achieve the purposes of this organization.

Section 2. The President shall appoint the chairperson and members of all committees.

ARTICLE XI

MISCELLANEOUS

Section 1. *Commissioners.* A Commissioner is an individual appointed by the delegated authority of the Chief of the Name of Bruce to represent the Family of Bruce within a specified geographic locale, or upon an *at large* basis. **FAMILY OF BRUCE INTERNATIONAL, INC.** recognizes the appointment of these Commissioners. The Commissioners may, but are not required to be members of the organization.

Section 2. *Hosts.* One of the functions of **FAMILY OF BRUCE INTERNATIONAL, INC.** is to maintain a presence at various Scottish Games, or similar functions, throughout the country. Where the organization, upon approval by the President, consents to operate a tent at such a function, a member shall act as the official Host for **FAMILY OF BRUCE INTERNATIONAL, INC.** The organization shall be responsible for the fees necessary to participate in such an activity; however, the Host may also volunteer to pay for all or a portion of said fees. The Host shall be responsible for setting up and maintaining a tent at the function, and, in the event that tickets, gifts or other privileges are to be given to the organization for sponsoring a tent at said function, the Host shall be given the first option for use of same; however, in the event that what is being offered can be given to the organization as a whole (e.g. an honorarium), said benefit shall be given to the organization.

Section 3. *Newsletter.* A newsletter shall be published and distributed to all active members at least annually; however, upon the direction of the Board of Directors, the newsletter may be published more often. The editor of the newsletter shall be appointed and shall serve at the discretion of the President. There shall be no subscription fee. Any fees generated by the newsletter, shall be tendered to the general fund of the organization.

Section 4. *Business with the Organization.* The Board of Directors may require that any person undertaking business before the organization, be excused from this meeting while the request is under consideration.

ARTICLE XI

NOT-FOR-PROFIT ORGANIZATION

Section 1. This organization is organized and shall operate as a not-for-profit organization for social welfare, civic improvement, and other similar purposes. All income received shall be for the not-for-profit purposes of this organization, and no part of the income shall inure to the benefit of any officer, director, or member.

Section 2. Upon dissolution of this corporation, all of its assets, after payment of all lawful obligations of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE XII

AMENDMENTS

Section 1. Any amendment to these bylaws, including any change in annual or lifetime membership dues, may be adopted by a two-thirds (2/3) vote of the members present at any meeting, provided written notice of the proposed amendment and the date of the meeting is published in the corporation's newsletter at least four weeks prior to said meeting.

ADOPTED, BY FAMILY OF BRUCE INTERNATIONAL, INC., this 14th day of October, 2005, at Stone Mountain, Georgia.

/s/ John Wright Carlisle
PRESIDENT

/s/ Polly Tilford
SECRETARY

AMENDED, BY FAMILY OF BRUCE INTERNATIONAL, INC., this 18th day of October, 2008, at Stone Mountain, Georgia.

/s/ William P. Bruce
PRESIDENT

/s/ Polly Tilford
SECRETARY

AMENDED, BY FAMILY OF BRUCE INTERNATIONAL, INC., this 16th day of October, 2010, at Stone Mountain, Georgia.

/s/ William P. Bruce
PRESIDENT

/s/ Polly Tilford
SECRETARY