# NESBITT/NISBET SOCIETY OF NORTHAMERICA

## BY-LAWS:

Recommended Change – Remove detail descriptions of offices and groups from the By-Laws and add them to a new section of the website. Reason: To allow changes in duties and responsibilities to be acted on by the Board without a change to the By-laws.
Recommended Addition – New Article VI – Organizational Matters

For the intent of these By-Laws, the N/N Society of North America can be referred to as Society, Corporation or Organization

### ARTICLE I – OBJECTIVES

**Section 1.01 Fundamental Objectives**:

A. To establish and maintain connections between persons having the name Nesbitt/Nisbet and/or any of its derivatives.

B. To promote interest in the family history through education and encouragement of cooperative research into the genealogies of the members as well as the early American and ancient families.

C. To sponsor, investigate, and aid in the collection and preservation of documents, sources and methods of obtaining documents and artifacts pertinent to the name and its history as well as individual histories.

D. To disseminate information about genealogical events, resources and research methods to aid members in tracing and recording their family histories.

E. To urge adherence to principles of correctness and thoroughness in genealogical research.

F. To organize, sponsor and hold gatherings where members can come together for fellowship, discussions and activities pertinent to the family history.

G. To encourage participation in events that highlight the history of the Nesbitts/Nisbets and the Scottish and Scots-Irish people in general.

H. To interact and coordinate activities with the United Kingdom and all branches of the Society.

I. To assist in the development, collection, preservation and sharing documents and artifacts pertaining to individual family histories.

### ARTICLE II – MEMBERSHIP

**Section 2.01 Composition**: Membership shall be open to all persons eighteen (18) years of age or older who have an interest in genealogy and/or family histories and wish to further the purposes of the organization.

**Section 2.02 Application**: Each applicant for membership shall apply on a form approved by the

Board of Directors (hereinafter referred to as "Board") which shall state the name, address, telephone number, and a brief description of his/her connection to the Nesbitt/Nisbet family, with dues payable for the current year.

**Section 2.03 Categories of Membership**:

A. Single/Family: Any person eighteen (18) years of age or older and/or a family unit that includes one (1) or two (2) adults and all children under eighteen (18) years of age. Each single/family in good standing may have one vote, and one person eligible for election as a Director and Officer of the Board.

B. Honorary: Anyone who, in the opinion of the Board, has made an outstanding contribution toward the promotion or the attainment of the purposes, objectives or interests of the Society may be designated an honorary member of the Society. Each honorary member has one vote, may be elected a director or hold office in the organization and does not pay dues.

C. Partner: A member of the Nesbitt/Nisbet Society of the British Isles who, in their function in this Society needs to be included in our Society's emails. A Partner member has no vote unless they have been elected a director or hold office in the organization and does not pay annual dues.

D. Institutional: Organizations, especially libraries, that support the Nesbitt/Nisbet Society. They receive our newsletter, *The I Byde It Times*, for genealogy research of their customers. Institutional Members have access to the website, but have no vote in elections or business decissions and do not pay annual dues.

**Section 2.04 Dues**: The cost of annual dues for the categories of membership shall be established from time to time by resolution of the Board.

**Section 2.05 Termination**: A membership shall be terminated upon the occurrence of any of the events listed below.

A. Upon his/her notice of such resignation delivered to the President or Secretary personally or by electronic mail or traditional mail via the United States Postal Service. Membership shall terminate upon the date of delivery.

B. Upon failure to renew membership by paying dues on or before the expiration date provided that 1) a notification in the form of renewal notice is received within 30 days prior to termination and 2) a notification of delinquency is sent by electronic mail or traditional mail via the United States Postal Service within 30 days after termination by the Treasurer, or Secretary.

C. Upon determination by the Board of Directors that the member has engaged in conduct materially andseriously prejudicial to the interest or purposes of the corporation. In such case a notice shall be sent at least fifteen (15) days prior to the effective date of expulsion by first-class or registered mail to the last known mailing address of the member being expelled.

**Section 2.06 Annual Meeting**: The main purpose of the annual meeting (AGM) is the election of Officers by a majority vote of the membership and the transaction of other business as may be pertinent.The members shall receive notice with date and time as determined by the Board of Directors at least thirty (30) days prior to the meeting by electronic mail or traditional mail via the United States Postal Service. Said Notice shall contain an agenda and requirements for casting a vote in person and by Zoom. Only members in good standing, in person and on line, are eligible to vote. Absentee or Proxy voting is not permitted.

**Section 2.07 Public Statements**: Only the President or a person designated by the President shall make official public statements on behalf of the Society unless such authority is specifically granted by the Board.

## ARTICLE III – BOARD OF DIRECTORS

**Section 3.01 Authority**:

A. Policies: The Board shall be responsible for formulating and maintaining the general policies that govern the Society and its programs. Policies must be adopted by majority vote of the Board and shall be kept on the N/N website as determined by the Executive Committee when adopted. All Policies posted on the website must be signed and dated by the Secretary to acknowledge Board approved and date implemented.

B. Management: The Board shall have the authority to adopt such rules and regulations for the conduct of their meetings and the management of the Society, as they may deem proper, including the amendment of the Bylaws.

C. Responsibility: The Board may, at its discretion, delegate authority and responsibility in order to expedite the business of the Society.

D. Contracts: No officer or member of the Board shall enter into any contract or execute and deliver any instrument in the name of or on behalf of the corporation, bind the Society by any contract, pledge its credit or render it liable monetarily for any purpose or in any amount without Board approval.

E. Fiscal Year: The fiscal year of the Society shall begin on the first day of January and end on the last day of December in each year.

**Section 3.02 Members**:

A. Number: The Board of Directors shall consist of no less than nine (9) nor more than seventeen (17) Directors, all of whom must be members of the Society. Elected and appointed Officers and all Regional Representatives shall collectively be known as the Board of Directors with any additional members referenced as “members at large”.

B. Elected: The Board shall consist of the following elected officers: President, Vice President, Secretary, Treasurer and a Past President as designated by the Executive Committee.

C. Nominated: Any member in good standing may nominate a candidate for the Board. Insofar as possible, the individuals who represent a wide array of the membership shall be nominated. Nominations shall be made either in writing to the President at least thirty (30) days prior to the annual meeting; by a Nominating Committee appointed by the Board; or from the floor at the annual meeting providing written or oral consent is received from the nominee indicating a willingness to serve.

D. Appointed: In addition, the following Regional Representatives shall be appointed by a majority of the Board to cover areas of one or more states/provinces and shall be appointed members of the Board: Northeast Representative, Southeast Representative, Midwest Representative, Western Representative, and Canadian Representative.The duties of the Regional Representatives shall be adopted and changed from time to time by the Board and maintained on the website.

Regional Representatives have the following duties:

a. To communicate annually by phone or email with the Society members in the Region and discuss potential member involvement with Tent Hosting and issues relating to membership. Bring items to the Board of Directors as necessary. Work with the Secretary and call members whose membership has expired.

b. To compile a listing of the Games and other events where the Society will have a Tent and Tent Host. Also, enable the Society to be represented at as many games and events as possible. To update information on the website's "News and Events" section about Games and Tent Hosts. To furnish to the Newsletter Editor for Publishing appropriate listing of Games and Host Tents for the quarterly newsletter. Regional Representatives are not required to be Tent Hosts but are expected to attend games as much as possible and recruit Tent Hosts from among the membership.

c. To keep open communication with the Board and other Representatives through attendance at BOD meeting and Regional Representative meetings. With the Board of Directors, approve the annual budget.

d. To act as a conduit of information applicable to the Society and such non-Society items as the online store and recommend N/N items for AGM "goody bags."

e. To Refer members' information and questions about genealogical events, resources, and research methods to aid members in tracing and recording their family histories to the Society's Genealogist.

f. To Refer questions about the Society's DNA Project to our DNA Coordinator.

g. Where appropriate geographically, to plan, or at least discuss, local social events to include as many members as possible. Each Regional Representative may appoint Individual State/Provincial Representatives as they feel it is appropriate.

E. Additional Appointed Board Members: Board members such as News Editor, Webmaster, DNA Coordinator, Genealogy Consultant, Board Members-at-large and others may be appointed by a majority of the Board and shall serve at the pleasure of the Board. Duties of Additional Appointed Board Members are inplicit in the title.

Duties of Additional Appointed Board Members will be maintained on the website a necessary and can include disseminating information about genealogical events, resources and research methods to aid members in tracing and recording their family histories. These individuals should always approach their duties and responsibilities to the best of their abilities and always in the best interest of the Society. From time to time the President or Board may assign tasks designed to improve the overall operations of the Society.

**Section 3.03 Terms**: The term of elected officers shall be for a period of four (4) years. Appointed members do not have term limits. They serve at the pleasure of the President and can end their term at any time.

**Section 3.04 Responsibilities**: The Board shall be responsible for the Society's finances, including the handling of assets and funds, raising necessary monies, and establishing policies in connection with all sources of revenue.

**Section 3.05 Quorum**: One-half plus one of the current Board members shall constitute a quorum at any meeting and the majority of those present shall carry a motion.

**Section 3.06 Proxy**: If a Board Member is going to be absent, from an Executive Committee or Board Meeting that Board Member may give a written proxy vote, provided that he/she has a copy of the agenda of the items to be voted on prior to the vote. Said proxy shall be given in written form, by electronic mail or traditional mail via the United States Postal Service and given to the Secretary before the meeting. The proxy may nominate the Secretary, or any other Board member of his/her choosing, as his/her surrogate.

**Section 3.07 Resignation**: A Board member may resign at any time by delivering written notice to the President or Secretary. The effective date shall be the date of deliverance unless specifically stated in the notice.

**Section 3.08 Vacancies**: Any vacancy occurring in the Board by death, resignation, non- attendance at three (3) consecutive meetings without good cause, or who has not been excused from attendance by the President shall be filled by the majority vote of the remaining Board members.

**Section 3.09 Compensation**: Except for reimbursement of actual expenses incurred in the performance of their duties as approved by the Board, no Director shall receive any salary or other compensation from the Society.

**Section 3.10 Conflict of Interest**: Any Director, Committee Member or Member who has a direct or indirect financial interest through business, investment or family interest shall be considered a "disqualified person" when contemplating entering a transaction that might benefit that person. After disclosure of all material facts and any discussion thereto, the person shall leave the meeting while the determination of conflict of interest is discussed and voted upon. If the Board or Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of such belief and afford the member an opportunity to explain the alleged failure to disclose. If, upon further inspection, the Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**Section 3.11 Removal**: Any Board member may be removed from their position, with just cause, by a two-thirds (2/3) vote of the Directors currently in office, providing that notice has been given to each Director at least ten (10) days prior to the date of the vote.

**Section 3.12 Inspection Rights**: Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of any kind.

**Section 3.13 Parliamentary Procedure**: The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the Society in all cases to which they are applicable, and which are not inconsistent with these Bylaws or any special rules of order the Society may adopt. (Section 6.04)

**Section 3.14 Replacement of President**: In case the President vacates the office prior to completing the term, the Vice President shall move into the position as an interim President and the Board shall appoint an interim Vice President.

## ARTICLE IV – EXECUTIVE COMMITTEE

**Section 4.01 Members**: The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and the Board's designated Past President and shall meet at the discretion of the President or three (3) committee members to conduct the business of the Society between meetings of the Board.

**Section 4.02 Terms**: The term for elected officers shall be for a period of four (4) years. Elected officers shall serve no more than two (2) consecutive terms in the same office. After serving two terms, (eight (8) years), an interval of two (2) years must lapse before eligibility is restored. If there are no nominations received, or if no one is willing to hold the office, the officer may continue to serve additional time or an interim officer shall be appointed, whichever is appropriate for the duration of the term remaining. If an officer is held over, a call for nominations for the position shall be held every year and voted on at the AGM until an officer is elected to serve out the remaining portion of the term. The expiration sequence of elected officers' terms must be maintained to ensure that only one (1) officer's term expires in any calendar year. This is essential to maintain a smooth transition of leadership knowledge and responsibility.
The example below shows the term pattern.

| Office | Expires | Expires | Expires |
|---|---|---|---|
| President | 2021 | 2025 | 2029 |
| Vice President | 2022 | 2026 | 2030 |
| Treasurer | 2020 | 2024 | 2028 |
| Secretary | 2023 | 2027 | 2031 |

**Section 4.03 Office Holding Limitations**: No member shall hold more than one elected office at a time.

**Section 4.04 Quorum**: Three (3) members of the Executive Committee shall constitute a quorum at any meeting and the majority of those present shall carry a motion.

**Section 4.05 Duties**: The Executive Committee shall have the same general power as the Board and shall act in its name except to:

A. Adopt or repeal an amendment of the Bylaws.
B. Approve the budget.
C. Fill vacancies on the Board.

All officers shall perform all the duties and powers incident to their respective office as set forth below and/or directed or assigned by the Board of Directors from time to time.

A. President. The President has the responsibility, subject to the action of the Board, of the general oversight of the business and affairs of the organization. The President shall call meetings of the Board and shall be the presiding officer. The President shall appoint committees, which are deemed necessary to advise the Board as to the financial and general condition of the organization's operation. The President may sign any contract or other instrument which the Directors have authorized to be executed.

B. Vice President. The Vice President shall perform the duties of the President in his/her absence. The duties of the Vice President shall be adopted and changed from time to time by the Board and maintained on the website.

The Vice President keep adequate and correct records of the property of the Society, administer the Society's John A. Nesbitt Scottish Arts Scholarship program, manage the Online store and perform other duties as may be assigned by the President or Board.

C. Secretary. The duties of the Secretary shall be adopted and changed from time to time by the Board and maintained on the website.

The duties of the Secretary shall be:
1. Membership:

i. Secretary shall head an ongoing membership campaign to recruit new members and to retain existing members by working with all Board Members to ensure that all members are receiving full benefits and that Facebook members are encouraged to join.
ii. Send 'thank you' notices to new and renewed members welcoming them to the Society. Send new members a new member packet which includes Pedigree Form.
iii. Keep an up-to-date roll of the current membership with all pertinent information and notify the Executive Committee of all changes in a timely manner;
iv. Assist the Webmaster in maintaining currant and accurate the website membership directory, ensuring that all members' contact information and membership expiration date are current and that all profile information is current.
v. Assist the Webmaster in maintaining that the information on the website is currant and accurate, by notification of changes or additions as approved by the Board of Directors.

2. Archives:

vi. The Secretary shall record and maintain a permanent file of the Minutes of the Board and Executive Committee meetings, as well as the Annual Meeting. Minutes shall indicate the time and place of such meetings, whether annual, regular or special, how called, notice given and names of those present and proceedings thereof;
vii. Maintain a current copy of the Society's Constitution and Bylaws as amended to date on the website which shall be open to inspection by the members at any time.
viii. Maintain a copy of member's documents, such as applications, pedigree charts, and family group sheets, making sure all documents are filled out properly and processing said documents to the proper departments either by internet or mail;

3. Communication:

ix. The Secretary shall communicate to all members as needed to inform them of new Society information, changes to members of the Board, upcoming events, website and benefit changes and any information that is vital to their access to all Society benefits.

4. Perform other duties as the President or Board may assign.

D. Treasurer. The duties of the Treasurer shall be adopted and changed from time to time by the Board and maintained on the website.

The Treasurer, as Chief Financial Officer, shall endorse and deposit all checks and other forms of payment of money in such banks or other depositories as the Board may select and pay all outstanding bills in a timely manner; record and maintain adequate and correct records of the financial transactions of the organization. An annual budget shall be prepared and submitted to the Board for approval. The approved budget may be reviewed and revised periodically as deemed necessary by the Board.

Expenditures consistent with the operating budget shall not require approval by the Board. Other unbudgeted expenditures less than $100 may be approved by the Executive Committee, but greater than $100 must be approved by the Board.

Unless a designated special purpose accompanies a gift or donation, the Board may disburse the principal or income for any of the purposes specified in the Constitution or Bylaws.

A financial report containing assets and liabilities, revenue received, and disbursements made shall be given quarterly to all Board Members for approval. An annual report shall be prepared no later than sixty (60) days after the close of the fiscal year showing, in reasonable detail, the financial condition of the Society along with a written statement of the sources and uses of all funds. This report shall be given to any member who requests it in writing. The Treasurer shall perform other duties as the President or Board may assign.

E. Designated Past President. The Executive Committee shall designate a Past Presidnet to be a member of the Executive Committee. This person will be the Genealogy Coordinator and perform other duties assigned by the President of the Board.
Each member of the organization shall have the right to inspect and copy the record of members' names, addresses and voting rights, the books, records or minutes of proceedings, for a reasonably related purpose to such person's interests as a member. Such information shall be given upon ten (10) business days prior written demand to the Secretary and shall state the purpose for the request.

**Section 4.06 Execution of Instruments**: No officer or member of the Board shall enter into any contract or execute and deliver any instrument in the name of or on behalf of the Society, bind the Society by any contract or pledge its credit or render it liable monetarily for any purpose or in any amount without previous approval of the Board.

**Section 4.07 Gifts**: Unless a designated special purpose accompanies a gift, donation, or request, the Board may disburse the principal or income for any of the purposes specified in the Constitution or Bylaws.

**Section 4.08 Vacancies**: A vacancy in any elected office because of death, resignation, removal, disqualification or otherwise shall be filled by a majority vote of the remaining Board members for the un-expired portion of the term. The newly designated interim officer shall serve out the remaining term of the vacated position. The interim officer is then eligible for an elected office.

**Section 4.09 Resignation**: An officer may resign at any time by delivering written notice to the President. The effective date shall be the date of deliverance or when specifically stated in the notice. A future resignation date shall not affect the officer's current seat on the Board.

**Section 4.10 Removal**: Any officer may be removed from office, with cause, by a two- thirds (2/3) vote of the Board, providing that notice has been sent to each Director at least ten (10) days prior to the date of such action. Such removal may, at the Board's discretion, affect that officer's seat on the Board. Any officer that is removed by the Board, for cause, will not be permitted to hold office on the Executive Committee in the future without a 2/3 vote of approval of the Board.

## ARTICLE V – BOARD MEETINGS

**Section 5.01 Meetings**: The Board shall meet quarterly, or as deemed necessary for conducting the business of the Society. Meetings shall be called by the President or at the request of any three (3) Directors. The first meeting of the of the Board in a new year shall be referred to as the annual meeting of the Board with the principal purpose of approving the previous year's financial statement and to approve the proposed Budget. Special meetings of the Board may be called by the President, Vice President, Secretary, Treasurer or any other two Directors.

**Section 5.02 Notices**: Notice of the time and place of the meetings shall be given to each Director at least one week in advance by telephone, electronic mail or traditional mail via the United States Postal Service or the use of other communication technologies used for the facilitation of these meetings.

**Section 5.03 Presiding Officer**: The President shall preside over each meeting of the Board and Membership. In the absence of the President, the Vice President shall preside; if neither is present, a Board member shall be elected as the presiding officer.

**Section 5.04 Quorum**: One-half (1/2) of the Directors represented in person or by proxy and a qualified presiding officer shall constitute a quorum for the normal transaction of business and a majority of those

present shall carry a motion. No business shall be considered at any meeting of the Board at which a quorum, as defined above, is not present. The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum provided that any action thereafter taken must be approved by at least the majority.

## ARTICLE VI – ORGANIZATIONAL MATTERS

**Section 6.01 Recognition** The Lord Lyon King of Arms officially recognized Clan Nisbet (or Nesbitt) in February 1994.

**Section 6.02 Incorporation** The Nesbitt-Nisbet Society of North America, Inc. shall be a Dometic Non-Profit Corporation of the State of Georgia (Control # 26115977). The Registered Agent shall be the President who will complete the Annual Registration.

**Section 6.03 Tax Exemption** The Nesbitt-Nisbet Society of North America, Inc. is exempt from federal income tax under Internal Revenue Code Section 501(c)(3) with EIN 43-2087480. The annual filing of the required Form 990-N shall be the responsibility of the Treasurer.

**Section 6.04 Parliamentary Procedure** The Nesbitt-Nisbet Society of North America, Inc. shall use Robert's Rules of Order (Section 3.13) as the framework to hold orderly meetings of the Board of Directors, the Executive Committee, the Annual General Meeting (AGM) and any other meeting to govern discussions and decision-making.

## ARTICLE VII – INDEMNIFICATION

**Section 7.01. Indemnification** Each person now or hereafter a Director or Officer of the Society shall be indemnified by the Society against all claims, liabilities, judgments, settlements, costs and expenses, including attorneys' fees, imposed upon or reasonably incurred by such person in connection with or resulting from any action, suite, proceeding, or claim to which such person is or may be made a part of by reason of such person being or having been a Director or Officer of the Society, except in relation to matters as to which such person shall have been finally adjudged in such action, suite, or proceeding to be liable for gross negligence or willful misconduct in the performance of duties as such Director or Officer. In the event of a settlement, the indemnification shall be made only if the Society shall be advised by the Board or independent counsel appointed by the Directors that, in its or his/her opinion, such Director or Officer was not guilty of gross negligence or willful misconduct in the performance of his/her duty. If such settlement is made by the Board, it may rely as to all questions of law on the advice of independent counsel. Such right of indemnification shall be deemed exclusive of any rights to which such persons may be entitled under any Bylaw, agreement, vote of Directors, or otherwise.

## ARTICLE VIII – AMENDMENTS

**Section 8.01 Changes to the Bylaws**: Unless stated otherwise, any Bylaw may be adopted, amended, or repealed by a two-thirds (2/3) vote of the entire Board providing that:

A. A copy of the proposed changes has been given to each Board member by mail regardless of whether it be electronic mail or traditional mail via the United States postal service to the addresses on record.

B. Any Bylaws adopted or amended by the Board shall be reported to all members by email to ensure that all current members are notified of the change and have an opportunity to vote to approve, recommend a

change, or repeal at the next all member meeting (AGM). Any such Bylaws recommendation to amend or repeal by members is subject to a 2/3 majority of the votes cast.

C. No such action shall be taken if it would in any way adversely affect the organization's qualification under Section 501(c) (3) of the Internal Revenue Code of 1986 or any successor provisions or conflict with the Constitution of the organization.

## ARTICLE IX - CHANGE OF ACTIVITIES

**Sectrion 9.01** If any of the purpose or activities of the organization are changed, it must notify the IRS if it amends its organizing documents or Bylaws, or makes material changes its activities from those described in its exemption application.

## ARTICLE X – DISSOLUTION

**Section 10.1 Dissolution**: The Society may be dissolved voluntarily at any time by the written consent of a least one-half of the members in good standing at that time. In the event of dissolution other than for purposes of reorganization whether voluntary or involuntary or by operation of law, none of the property of the Society nor any proceeds thereof nor any assets of the Society shall be distributed to any member. After payment of the debts of Society, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Society shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes, and which has established its tax-exempt status under Section (c)(3) of the IRS Code.

## CERTIFICATE

I, the undersigned, do hereby certify THAT: I am the duly appointed and elected Secretary of NESBITT/NISBET SOCIETY OF NORTH AMERICA, Inc., a Georgia Domestic Non-Profit Corporation.

The Bylaws of the Society were last adopted October 19, 2025.

The foregoing Bylaws constitute the Bylaws of said Society, as duly adopted by the Board of Directors of the Society on the _____ 2026. IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Society this _____ day of _____, 2026.

Ed Nisbet, Secretary