

ORDER OF ALBA

BYLAWS AND STANDING RULES

ARTICLE I NAME

The name of this organization shall be The Order of Alba. Hereinafter, it shall be referred to as "The Order."

ARTICLE II PURPOSE

A. It shall be the objective and the purpose of The Order to encourage the study and acquisition of historical and genealogical knowledge relating to both our times and that of our forebears by discovering, procuring, preserving and perpetuating whatever may relate to history, genealogy and all related fields of interests: to study social mores of the past and present as well as topics of general interest: to promote and aid in the education of the members especially in the realm of the interest of the history of both the United States of America and the British Isles.

B. The Order may receive gifts and property, real and personal, subject to such conditions and upon such trusts as are not inconsistent with the purposes or restrictions of The Order.

C. The Order shall encourage and cause to be written, copied, printed and published records and accounts relating to history and genealogy and topics of general interests, either by The Order or by individual persons with the intent of fostering interest in history, genealogy and social themes of general educational interest through monetary contributions to other charitable organizations whose primary focus is on such activities, provided such charitable organizations shall be exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future Federal tax code.

D. The Order will engage in other related educational, historical, genealogical, patriotic, literary and social activities, but only if such activities may be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future Federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future Federal tax code.

E. The Order in all its actions shall be guided by those purposes and principles as set forth herein.

F. The standard IRS approved Conflict of Interest policy will be in effect in The Order.

ARTICLE III MEMBERSHIP

A. The Order shall have one category of membership which shall be termed "Hereditary Members." Members who join prior to December 31, 2015 shall also be known as "Charter Members", but will have no extraordinary privileges.

B. The Hereditary Members are males and females of good moral character and reputation, at least eighteen years of age, who can prove lineal descent from the Monarchs of Scotland. Monarchs of the United Kingdom after James the VI of Scotland (also known as James I of England) will not qualify.

C. Membership is strictly by invitation of the President General upon sponsorship by two members of The Order and acceptance by the membership committee. One negative vote is a rejection.

D. Members of the National Guild of St. Margaret of Scotland with proven heritage will have the requirement for sponsorship waived.

E. The membership committee may, at its discretion, waive the requirement for sponsorship for members of other hereditary societies.

F. All members shall receive *The Journal of Alba*, special newsletters or any other privileges of The Order.

G. The Order is a life membership association with fees to be set from time to time as determined by the governing officers. The fees shall consist of life membership fee, enrollment fee and genealogist fee.

H. Supplemental membership certificates will be issued to Hereditary Members who prove lineal descent from additional Monarchs of Scotland, upon payment of the required fees.

ARTICLE IV FEES

A. The fiscal and accounting year of The Order shall be from the first day of January to the last day of December.

B. The Governing Officers may from time to time fix such fees, dues and assessments as it may deem necessary or advisable.

ARTICLE V THE GOVERNING OFFICERS

Section 1: The Governing Officers

A. The Governing Officers shall consist of the President General, 1st Vice President General, 2nd Vice President General, Chanlain General, Treasurer General, Secretary General, Registrar General, Chancellor General, up to 3 Councilors, and Historian General. Upon the recommendation of the Executive Board, other offices may be created to carry out the business of The Order. The President General may appoint a Parliamentarian.

B. In recognition of faithful service to The Order, the President General, after having served a full term of office, may be elected Honorary President General by a majority voice vote at the Annual Gathering. An Honorary President General shall have the right to vote at all meetings, including those of the Executive Board.

Section 2: Executive Board

A. The Executive Board shall consist of all Officers.

B. The Executive Board shall meet upon the call of the President General or upon written request of three (3) Executive Board members. Three (3) members shall constitute a quorum at all Executive Board meetings. Voting by proxy shall be allowed.

1. The Executive Board shall conduct the business and oversee the interests of The Order between Annual Gatherings and shall have the power to address all issues pertaining to The Order as it sees fit with the exception of any alterations to the Bylaws. The Executive Board shall be empowered to vote by electronic means. The results of any such vote shall be communicated to all members of the Executive Board at such time as voting is closed.

2. In the event of any such decisions made by voting in such a manner, the Executive Board shall document that vote in the minutes of the next Executive Board meeting.

Section 3: Vacancies in Office

The President General shall fill any vacancy in any office that may occur after an election, and the appointee shall serve for the balance of the unexpired term. A vacancy in the office of the President General shall be filled by the 1st Vice President General. If that is not possible, the office shall be filled for the remainder of the term of office by the 2nd Vice President General.

Section 4: Officers' Election and Nominating Committee

A. Every two (2) years, in odd numbered years, starting in 2017, the officers shall change. Election shall be by majority vote of the members present at the Annual Gathering, having established a quorum. The new President General shall assume her/his position at the close of that meeting.

B. Any member in good standing shall be eligible for election with the stipulation that the office of the President General must be filled by an individual who has previously served on the Board. A member who has been appointed to fill a vacancy on the Board and has not previously held an Executive Board position is eligible to hold any elected office in the following term except the office of President General.

C. An officer may serve no more than two (2) consecutive terms in the same office, with the exception of the Treasurer General and the Registrar General who may serve until their successors are elected.

D. Every two (2) years, in even numbered years, a Nominating Committee of no less than three (3) members shall be appointed by the President General to present a slate of officers for election. At least one member of the nominating committee must be a Governing Officer. The membership shall be notified of the proposed slate of officers in the annual meeting notice.

ARTICLE VI
DUTIES OF GOVERNING OFFICERS

A. The PRESIDENT GENERAL shall be the Chief Executive Officer with the assistance of the governing officers. She/he shall conduct the affairs and interests of The Order, shall represent The Order officially on all occasions, shall appoint all committees and shall be an ex-officio voting member of all committees except the Nominating Committee. It shall be the duty of the President General to define the style of the meeting and preside at all meetings. A report of the activities of The Order shall be given at least once each fiscal year to the membership. The President General shall sign the certificates of membership.

The President General should appoint all committees and the Parliamentarian.

B. The 1st VICE PRESIDENT GENERAL shall be familiar with the duties and business of the office of President General. The 1st Vice President General shall automatically succeed the President General in case of death or infirmity.

The 1st Vice President General shall be responsible for the member Directory which shall go out to the membership within six months of the election of new officers.

C. The 2nd VICE PRESIDENT GENERAL shall be familiar with the duties and business of the office of President General and 1st Vice President General. The 2nd Vice President General shall automatically succeed the 1st Vice President in case of death or infirmity and succeed the President General in the case of infirmity or death of both the President General and the 1st Vice President General.

The 2nd Vice President General shall be responsible for the all arrangements of the Annual Gathering.

D. The CHAPLAIN GENERAL shall prepare and deliver blessings, invocations, benedictions, etc., at all Annual Gatherings, Board meetings and society events. The Chaplain General shall acknowledge members in times of illness and special occasions and shall make every attempt to do the same for the

families of deceased members. The Chaplain General shall maintain a record of the date of death of all members and prepare a necrology report and deliver a memorial service at the Annual Gathering for the same.

E. The TREASURER GENERAL shall be charged with the responsibility of maintaining the proper financial records of The Order. This officer shall receive all funds, make all deposits of The Order's revenues, and acknowledge receipt of the same in a ledger format. All financial records of The Order may be inspected by any member of the Governing Officers or by her/his agent or attorney for any proper purpose at any reasonable time. Requests for reimbursement or for payment of services shall be accompanied by a receipt, invoice, and/or explanation as appropriate, and shall be paid by the Treasurer General in a timely manner. The President General shall also be a signatory on all financial accounts containing assets of The Order. One signature only is required on checks issued by The Order. The Governing Officers may accept on behalf of The Order any contribution, gift, bequest or devise for the general purposes or for any special purpose of The Order.

The Treasurer General shall prepare an annual report and budget for presentation at the annual meeting, and at the discretion of the President General when additional reports are deemed necessary.

The Treasurer General shall prepare and file, within the timeframe stated by law, all required financial forms and income tax returns for The Order when applicable.

F. The SECRETARY GENERAL shall record, maintain, and report an accurate record of The Order proceedings at all official meetings, thereafter filing one copy of each report in the Minutes Binder and submitting one copy to the Governing Officers within an agreed upon time-frame. She/he shall handle all correspondence and mailings of The Order. She/he shall keep a current mailing list and shall see that the records of this office are kept in a computerized format.

F. The REGISTRAR GENERAL shall be responsible for assisting prospective or active members when called upon, for providing an application and detailed instructions, for sending requested supplemental forms and necessary information and for maintaining and archiving proper files of all approved lineage papers and correspondence. One original application paper with one set of pertinent documentation is to be submitted to the Registrar General. The application shall contain original signatures and dates, and be printed on acid-free paper. A check made payable to The Order of Alba for the Genealogist fee, application fee and Hereditary Life membership fee and/or supplemental fee should accompany the paperwork. The Registrar General shall sign the certificates of membership.

The Registrar General shall inform the other Governing Officers of changes in membership and shall provide a membership report annually to each and prepare a report for presentation at the Annual Gathering. The Registrar General shall keep a record of all members with their name, address, phone number, e-mail address, date of admission and name of Gateway ancestor and see that the records of membership are kept in a computerized format.

If a Genealogist has not been appointed, the Registrar General shall receive an appropriate fee and shall verify the applications.

H. The CHANCELLOR GENERAL shall be a lawyer duly admitted to the bar. She/he shall render legal opinions when called on by the Governing Officers.

I. The HISTORIAN GENERAL shall assist and support the President General and shall be responsible for recording and preserving all historical and commemorative records compiled by, or in honor of, The Order

.I. The COUNCILORS shall assist the rest of the Governing Officers, and perform such duties as assigned by the President General. Initially there shall be two Councilors. An additional Councilors shall be added when membership exceeds six hundred members. The additional Councilor shall be elected in an odd numbered year following the achievement of the required increase in membership.

K The PARLIAMENTARIAN shall assist and support the President General and shall have good working knowledge of parliamentary procedure. The Parliamentarian does not have to be a member of The Order.

ARTICLE VII MEETINGS

Section 1: Meetings

A. An annual meeting (known as a Gathering) shall be held during the month of April in the Washington, DC, area at a time and place designated by the Governing Officers.

B. Special or Called Meetings may be held by the Governing Officers whenever requested by the President General. It may be held either in person, by letter, by electronic

communication, by facsimile or by telephone as long as a quorum is represented in any action.

Section 2: Annual Gathering Purpose and Quorum

The purpose of the Annual Gathering shall be for the election of a new Executive Board in odd-numbered years, recording and receiving of reports from officers and/or committees, and any business that may be considered. The first meeting shall occur in 2016.

ARTICLE VIII COMMITTEES

A. The President General shall appoint all committees as deemed necessary to the proper functioning of The Order.

B. The President General shall appoint a Genealogist for verification of the applications. The Genealogist does not have to be a member of The Order.

ARTICLE IX SEAL, INSIGNIA AND TARTAN

Section 1. Seal Description

The official Seal of The Order shall consist of a shield containing a unicorn rampant, as a symbol of royalty, on the upper left. On the upper right, it will contain the red Lion Rampant, indicating the authority of the Scottish government vested in the sovereign. At the bottom of the shield will be the Stone of Destiny, upon which Scottish Monarchs were crowned. Below the shield will be the words "Order of Alba"

Section 2. Insignia Description

The full size insignia of The Order, as designed by Citypride, Ltd., shall be die struck, approximately 1.5" x 1.25" x .060" overall, shield shaped with three elements within, three colors enamel, polished finish, loop at top and unsoldered jump ring attached to a 2" long x 1 3/8" wide chest ribbon, and shall be optionally available in multiple materials. The miniature insignia shall be like the full size insignia, but .75" x .625" x .050", on a narrower ribbon. Some detail from our seal will be diminished. The enamel will not have shading which may particularly affect the look of the stone element. A President General's insignia, to remain the property of The Order, will also be prepared.

Section 3. The Wearing of Insignia

The insignia shall be available for purchase in two standardized sizes: a large insignia and a miniature insignia. All members shall have the right to wear the insignia for general attendance at meetings of The Order, for formal dress functions or as a charm. The Order's insignia shall be worn on the left shoulder or with the seal suspended over the heart. Standard restrictions shall be observed with regard to the wearing of other organizations' insignia in conjunction with those of The Order. If miniatures are worn en masse, of all insignia should be assembled in chronological order of the founding of each society.

Section 4. President General's Insignia

The President General will be entrusted with the protection and care of The Order's official President General's insignia and shall wear it at all functions and occasions when deemed appropriate. The insignia of the President General shall be worn suspended from a neckband or tailored bow and tails of the official society ribbon and shall be the only hereditary society insignia worn, with the exception of the National Gavel Society pin and the Founders Fellowship sterling star, if applicable. The insignia shall be passed to the incoming President General at the installation ceremony and remains the property of The Order.

Section 5. Officers' Insignia

All other officers of the society shall be entitled to wear their insignia suspended from a neckband of the official society ribbon, and when worn in such a manner shall be the only hereditary society insignia worn, with the exception of the Gavel Society pin, and the Founders Fellowship sterling star, if applicable. This applies to officers only while they are in office except the founding officers who may wear the special insignia even when not serving on the Executive Board.

Section 6. Tartan

The official tartan of The Order shall be Caledonian Modern. Members may wear their Clan tartan if they prefer.

ARTICLE X REMOVAL OF AN OFFICER AND/OR LIFE MEMBER

A. After notice and hearing before a majority of the Executive Board, the Board may revoke the privilege of holding an office and/or Hereditary Membership in The Order from an officer or member whose conduct or actions are found to be prejudicial to The Order, including but not limited to the following: conduct or actions in opposition to or in conflict with the articles and objects of The Order; conduct or action which brings ridicule or disgrace to The Order, its members or the memory of The Order's ancestors; or misuse of the name, insignia, logo, or official records of The Order.

B. Prior to the hearing, the Secretary General shall send a copy of the said notice, by U.S. Mail (non-certified and without return receipt requested) to the last known address of said officer and/or member. Refusal to participate in the procedure set out in this article by the party in question shall not preclude the Executive Board from reaching a conclusion to this matter.

ARTICLE XI MISCELLANEOUS

A. The Order shall be a not-for-profit association headquartered wherever designated by the President General.

B. Liabilities and Transfers of Membership

1. No person who is now, or later becomes, a member of The Order shall be personally liable to its creditors for any indebtedness or liability of The Order, and any and all creditors of The Order shall look only to the assets of The Order for payment.

2. Membership in The Order is not transferable.

C. Standing Rules are applicable when necessary. There shall not be any proxy voting allowed except as needed within the Governing Officers.

ARTICLE XII AMENDMENTS

These Bylaws may be amended at any Annual Gathering on recommendation of the Governing Officers provided notice of any proposed amendments shall be presented to the Governing Officers at least ninety (90) days prior to the Annual Gathering. Any proposed amendments must be presented to the membership at least thirty (30) days prior to the Annual Gathering. A two-thirds (2/3) vote of the members present shall be necessary to amend these Bylaws.

ARTICLE XIII PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised, as amended or supplemented from time to time, shall govern The Order in all cases to which they are applicable and in all cases in which they are not in conflict with these Bylaws and/or any special rules of order adopted by The Order.

ARTICLE XIV DISSOLUTION

Upon the dissolution of The Order, the Governing Officers shall, after paying or making provision for the payment of all liabilities of The Order, distribute all of its assets, for one or more exempt purposes, to such designated organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future U.S. Internal Revenue law) as the Board shall determine. Any assets not so disposed of shall be disposed of by the court of competent jurisdiction where the principal office of The Order is then located exclusively for such purposes or to such organization or organizations as such court shall determine which are organized and operated exclusively for such purposes.

STANDING RULES

1. Life membership fees shall be three hundred dollars (\$300.00). The applicable fee (\$300.00) shall be submitted with the application, along with a twenty-five dollar (\$25.00) non-refundable application fee and a seventy-five dollar (\$75.00.00) non-refundable genealogist fee, for a total of \$400.00 payable to The Order of Alba. Members whose applications are submitted in the founding member period, prior to December 31, 2015, shall pay a reduced Life Membership fee of two hundred fifty dollars (\$250.00).

2. If an application is deemed unacceptable, the Life Membership fee (\$300.00) shall be returned, but the twenty-five dollar (\$25.00) application fee and the seventy-five dollar (\$75.00) genealogist fee will be retained by The Order for services rendered. The applicant may submit a second paper, but the full fees, applicable at the time of the second submission, will apply, including the twenty-five dollar (\$25.00) non-refundable application fee and the seventy-five dollar (\$75.00) genealogist fee. The same procedure will follow should that paper also be found unacceptable.

3. The fee for supplemental papers shall be \$100. The non-refundable twenty-five dollar (\$25.00) administrative fee and the seventy-five dollar (\$75.00) non-refundable genealogist fee shall be retained by The Order for services rendered if the paper is deemed unacceptable.

4. Certificates for Hereditary Membership and supplementals are complimentary. Reissued certificates are available for purchase, upon written request to the President General for a cost of twenty dollars (\$20.00) per additional certificate. The check should be made payable to The Order of Alba.

Note: Standing Rules may be revised by a majority vote of the Governing Officers.