

**BY-LAWS
OF
THE CLAN BAIRD SOCIETY, INC.**

In accordance with the Articles of Incorporation, as amended, these are the by-laws of The Clan Baird Society Worldwide, Inc., (hereafter the Corporation), a non-profit corporation organized under the laws of the state of Michigan.

ARTICLE I - OFFICES

The offices of the Corporation shall be located at such places as the Board of Directors shall determine.

ARTICLE II - MEMBERSHIP BASIS

The Corporation shall operate on a membership basis; the corporation shall be organized and maintained for the benefit of the membership by a Board of Directors elected and maintained in accordance with the Articles of Incorporation and these by-laws.

ARTICLE III - BOARD OF DIRECTORS AND POWERS

The Corporation shall have a Board of Directors composed of up to six (6) members.

The Board of Directors shall have charge, control and management of the business, property, personnel, affairs and funds of the Corporation and shall have the power and authority to do and perform all acts and functions permitted for an organization described in Internal Revenue Code §501(c)(7) (or any comparable provision of subsequent legislation) not inconsistent with the

Michigan Nonprofit Corporation Act, MCL §450.2101, et seq., the Articles of Incorporation, and these By-Laws.

Without limiting the general authority of the Board of Directors as set forth above, the Board of Directors shall have the power to:

- A) Maintain corporate surveillance over all of the Corporation's activities;
- B) Determine the Corporation's programs and policies and assure that such programs and policies are designed to serve the philosophies, objectives, and purposes of the Corporation;
- C) Approve organization and delegate to the President or his designee the authority to conduct the business of the Corporation and carry out the policies and programs approved by the Board of Directors;
- D) The Board of Directors shall be composed of a President, a first Vice-President, two (2) second Vice-Presidents, a Secretary and a Treasurer; and,
- E) The Board of Directors shall not be empowered to appoint other directors except as provided elsewhere in these By-Laws; however said Board may appoint persons to such other non-voting, non-director positions within the Corporation as are appropriate to the circumstances; for example, a genealogist.

ARTICLE IV - NONDISCRIMINATION POLICY

All programs, projects and activities of the Corporation shall be based upon an admissions or participation policy that does not discriminate against any

person of any race, color, creed, sex, or national or ethnic origin, excepting that the Corporation shall limit its membership to descendants of Clan Baird of Scotland, which shall include the wives of such descendants and the issue of such descendants, including adopted children, and that this limitation shall not be held to be a discriminatory practice.

ARTICLE V – ANNUAL MEETING

The first Board of Directors of this Corporation shall be the Board in existence at the time of the incorporation of this Corporation. Said first Board of Directors shall thereafter set a date for an annual meeting of the corporation, to be held approximately every twelve (12) months, no sooner than eleven (11) months from the last annual meeting, and no later than fourteen (14) months from the last annual meeting.

ARTICLE VI – BUSINESS OF THE ANNUAL MEETING

The business that must be conducted at each annual meeting shall consist of the following:

- A) Old Business;
- B) Presentation and review of the financial records of the Corporation and approval of same, and also approving a proposed budget for the coming year;
- C) Approval of the minutes of the last annual meeting, and of any meetings of the Board of Directors since the last annual meeting;
- D) Election of the Board of Directors, in the order stated in Article VII;

E) Discussion and approval of the acts of the Board of Directors since the last meeting;

F) Approval of proposed budget for the coming year, and;

G) Selecting a date and site for the next annual meeting.

ARTICLE VII – ELECTION OF BOARD OF DIRECTORS

The six (6) members of the Board of Directors shall be elected on an annual basis, with votes being cast at an annual meeting, or by mail, as the Board of Directors shall direct; and the membership shall elect by a majority the offices of President, first Vice-President, two (2) second Vice-Presidents, Secretary and Treasurer.

A) Nominations of these board members shall be made in writing addressed to the Secretary of the Corporation, selecting a nominee for one or more of each office. Each nominee for whom there are nominations of at least 25 members shall be considered a nominee for that office, absent a written letter from the nominee declining said office. Nominations shall not be accepted later than forty (40) days prior to the annual meeting.

B) Elections shall be held at an annual meeting. The members shall be given by the Secretary written notice of the day, date, time and location of the annual meeting, said written notice being mailed to the last known address of each member at least thirty (30) days prior to said annual meeting. The written notice shall include the names and addresses of each nominee for each office.

Members not attending the annual meeting may vote by mailing their notice back to the Secretary, and voting for any one nominee for a single office by circling the name of the selected nominee for each or any office. Votes must be received by the Secretary no later than three business days prior to the annual meeting.

C) The Board of Directors may determine that the business of the annual meeting can be held by mail, in which case business determined by the Board, or mandated under these By-Laws, shall be included in the written notice sent out by the Secretary, along with any additional information required to conduct said business.

ARTICLE VIII – ADDITIONAL MEETINGS

There may be additional meetings of the Board of Directors as determined by said Board, or as requested by at least 25 members, in writing.

ARTICLE IX - QUORUM AND VOTING

A majority of the whole authorized number of Directors shall be a quorum for a meeting of the Directors. A majority vote of the Directors present at a meeting at which there is a quorum present shall be the act of the Board, except as a larger vote may be required by the Michigan Nonprofit Corporation Act, MCL §450.2101, et seq, or such other law as may take its place, or by the Articles of Incorporation, or by these By-Laws. If at any meeting there is less than a quorum present, those present may adjourn the meeting without further notice until such time as there is a quorum present. Notice of an adjourned meeting shall be given to the extent practicable to other Directors who are not present at

the time of adjournment. Any action taken by the Board of Directors under these by-laws while a quorum is present as defined under these by-laws shall not be affected or invalidated by the subsequent withdrawal of Directors from the meeting to fewer than the number required for a quorum. The Chairman, or in the Chairman's absence, the Vice-Chairman, shall have the power to vote on any issue.

The vote of at least thirty (30%) percent of the membership shall be considered a quorum for purposes of voting by the membership.

ARTICLE X - WRITTEN CONSENT

Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if a written consent to such action is signed by a majority of the members of the Board, or of the committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or said committee.

ARTICLE XI - ATTENDANCE BY TELECOMMUNICATIONS EQUIPMENT

Any Director shall be presumed to be present at a meeting of the Board or of any committee thereof if a conference telephone or other telecommunications equipment is used by which all persons participating in the meeting can hear each other at the same time.

ARTICLE XII - RESIGNATIONS, VACANCIES AND REMOVAL

A) Any Director may resign his or her position as Director of the corporation by submitting a written letter of resignation to the Secretary.

Any such resignation shall be effective as of any specific date of resignation stated in said letter, or, if no date is stated, as of the date of delivery to the Secretary.

B) The Board of Directors may, by an affirmative vote of the Board of Directors of at least two-thirds plus one, shall remove any Director from office, at will.

C) Vacancies on the Board of Directors under subsections A) and B) above, or for any other reason, shall be filled by an act of the Board of Directors by majority vote, appointing a qualified person to fill out the remainder of the vacant term.

ARTICLE XIII - CONFLICTS OF INTEREST AND TRANSACTIONS WITH INTERESTED PERSONS

A) Disclosure.

Each Director, Officer, and any employee or agent of the Corporation shall disclose in writing all conflicts of interest with the Corporation. Without limiting the generality of what may be a conflict of interest, all transactions between the Corporation and any Director, Officer, employee or agent of the Corporation or any person or entity in which any Director, Officer, employee or agent of the Corporation has a

personal or financial interest shall be considered conflicts of interest for the purposes of this Article.

All persons having conflicts of interest required to be disclosed under this section shall make the required disclosure when the conflict of interest arises, before the transaction in question is consummated, and once each calendar year, so long as the conflict exists. All disclosures shall include a description of the relationship or interest causing the conflict, the role in the transaction played by the person having the conflict of interest, and the benefits and detriments accruing to the Corporation and to the person having the conflict of interest from the transaction.

Conflicts of interest involving a Director shall be reported to the Board of Directors and recorded in the minutes of the meetings of the Board of Directors.

Conflicts of interest concerning Officers, employees and agents of the Corporation shall be disclosed in writing to the Chairman of the Corporation who shall report them to the Board of Directors at its next regularly scheduled meeting.

B) Benefits to Corporation.

Any contract involving a conflict of interest shall be fair and reasonable to the Corporation. The person or persons having the conflict of interest shall at all times act with good faith toward the Corporation. The Corporation shall recover from the person having the conflict of

interest and the party to the transaction other than the Corporation any benefit accruing to the person or party from any transaction that has not been consummated and performed in compliance with this section. All contracts involving a conflict of interest shall contain a provision making the contract subject to this section.

C) Approval of Transaction.

No person who has a conflict of interest arising out of a transaction may participate in the authorization by the Corporation of the consummation or performance of the transaction, except to make the disclosures required by this Article and, for Directors only, except to be counted in determining the presence of a quorum at any meeting of the Board of Directors that authorizes the transaction. Any transaction involving a conflict of interest that is otherwise required to be approved by the Board of Directors shall be specifically approved at a meeting held for the purpose and for other purposes, if any, by the affirmative vote of a majority of the disinterested Directors. Any interested Directors may be counted in determining whether a quorum exists.

D) Compensation.

Regardless of any person or financial interest, the Directors may establish reasonable compensation for services rendered to the Corporation by the Directors (for non-Director services) and by the Officers or delegate the authority to do so to one or more Officers or Directors by the affirmative vote of a majority of the Directors in office.

Without limiting what may be considered compensation, compensation may include reimbursement for out-of-pocket expense incurred by Directors or Officers in performing the duties of their offices, not including wages, disability insurance, death benefits, medical insurance, etc.

E) Publication.

A copy of this Article shall be given to each Director, Officer, employee authorized to enter into contracts on behalf of the Corporation, or agent of the Corporation when the person first becomes a Director, Officer, employee or agent and once each year thereafter.

ARTICLE XIV – CONDUCT OF BOARD MEETINGS

All meetings of the Board of Directors shall be conducted in accordance with Robert's Rules of Order, as of the latest edition.

**ARTICLE XV – INDEMNIFICATION OF DIRECTORS,
OFFICERS, EMPLOYEES AND AGENTS**

Each person who at any time is or shall have been a Director, officer, employee or agent of the Corporation, or is or shall have been serving at the request of the Corporation as a principal, trustee, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, and his or her heirs, executors, administrators and assigns, shall be indemnified by the Corporation in accordance with and to the full extent permitted by the Michigan Nonprofit Corporation Act, MCL §450.2101, et seq., as it is in effect at the time that these By-Laws are adopted or as amended from time to time hereafter. The foregoing right of indemnification shall not be deemed exclusive of other rights to which any Director, officer, employee, agent or other person

may be entitled in any capacity as a matter of law or under any By-Laws, agreement, vote of the Directors, or otherwise. If authorized by the Directors, the Corporation may purchase and maintain insurance against liability on behalf of any such person to the full extent permitted by law in effect at the time of adoption of these By-Laws or as amended from time to time.

ARTICLE XVI - FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year.

ARTICLE XVII - AMENDMENT OF ARTICLES OF INCORPORATION

Any amendment of the Articles of Incorporation may be made in the manner provided in the Michigan Nonprofit Corporation Act, MCL §450.2601, as amended, or any law that shall be enacted to take the place of same, with the exception of the following:

- A) Notice of a meeting at which one or more amendments to the Articles of Incorporation are to be considered by the Board shall be sent to each member by using the United States Postal Service, first class, postage prepaid, depositing the notices with the same not later than thirty (30) days prior to the meeting, and shall provide the day, date and time of the meeting, and set forth a detailed summary of the one or more amendments to be considered.

ARTICLE XVIII - AMENDMENT OF BY-LAWS

Amendments to these By-Laws are subject to the following rules:

- A) Notice of a meeting at which one or more amendments to these By-Laws are to be considered by the Board shall be sent to each member by using

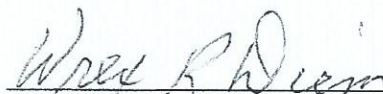
the United States Postal Service, first class, postage prepaid, depositing the notices with the same not later than thirty (30) days prior to the meeting, and shall provide the day, date and time of the meeting, and set forth a detailed summary of the one or more amendments to be considered.

B) Any amendment approved by a majority of the members at such meeting shall be approved.

ARTICLE XIX - DISSOLUTION

Except as may be modified in the Articles of Incorporation or these By-Laws, should the Corporation dissolve, the procedure to be followed shall be in accordance with the Michigan Nonprofit Corporation Act, MCL §450.2101, et seq., as amended, or such other law as may have taken its place at the time of dissolution.

Approved after having been moved and seconded by a majority of members appearing in person, by communications device or by mail at a the first duly called and held meeting of the membership of The Clan Baird Society, Inc., on this 15th day of October, 2011.

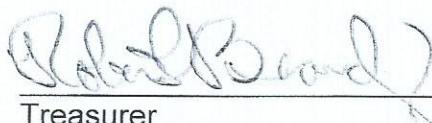


President

First Vice-President

Second Vice-President

Second Vice-President



Treasurer

Secretary