

BYLAWS OF CLAN THOM(P)SON, INC.

A Bylaw to enact a new bylaw related generally to the conduct of the affairs of Clan Thompson, Inc. as adopted by the Board of Directors of Clan Thompson International, Inc. at its meeting July 14, 2010. These bylaws supersede all previous bylaws.

INTERPRETATION

1) In this bylaw and all other bylaws and resolutions of Clan Thompson, unless the context otherwise requires:

- a) CTI means Clan Thompson, Inc., represented to the public by Clan Thompson Society.
- b) Board or Board of Directors means the Board of Directors of CTI
- c) Director means a person elected or appointed to or a permanent participant of the Board
- d) Member means a member of CTI
- e) Advisor means a member appointed by the Board to a non-voting advisory board
- f) Clan Thompson means the Thompson/Thomson descendants and (of Clan Thompson (Thompson, Thomas, Thomson, Todd, Taweson, Thomason, Thom, and any/all additional variant spellings)
- g) The singular includes the plural and the plural includes the singular
- h) The masculine gender includes the feminine

2) CTI is incorporated pursuant to Tennessee Nonprofit Corporation Act, Tennessee Code, Annotated, Sections 48-51-101 through 48-68-105.

3) Meetings of CTI will be governed by Robert' s Rules of Order.

4) In the event that the provisions of this bylaw conflict with the provisions in the Tennessee Nonprofit Corporation Act, the provisions in the Tennessee Nonprofit Corporation Act will apply.

5) In the event of the provisions of this bylaw conflict with Robert's Rules of Order, the provisions of this bylaw shall apply.

6) For the purpose of this bylaw, any document shall be deemed to be received seven (7) business days after the date that it was mailed.

HEAD OFFICE

7) The Main Office of CTI shall be the City of Rickman, in the State of Tennessee, USA and at such place therein as the Board of CTI may determine from time to time.

MEMBERS

8) The Members of CTI shall not be divided into classes. Membership in Clan Thompson, Inc. shall be granted to individuals: (a) who have submitted the necessary application form; (b) who have paid the membership fee required; (c) who are interested in furthering the objectives of CTI and Clan Thompson; and (d) who have not been denied membership by the Board of Directors.

9) Any membership may be withdrawn by the Board of directors at any time, upon reasonable grounds, which may include, but shall not be limited to misrepresentation, mis-allocation of funds or evidence of conduct unbecoming a member of CTI.

10) Any person denied membership or who has his/her membership revoked by the Board of Directors shall be advised of the decision in writing and of his right to request a hearing within seven (7) days of receipt of the decision.

11) A person who requests a hearing pursuant to Section 10, shall be granted a hearing before the Board, and the Board shall consider the application and shall hear submission made by, or on the behalf of, both parties and shall make a decision.

12) A decision by the Board is final.

13) Any member may withdraw his membership by giving written notice to the attention of CTI and delivering the notice to the main office.

14) Each membership shall be for a twelve-month term unless classed as a Lifetime or Honorary member.

15) Additional classes of membership may be established by bylaw amendment and fees shall be established by the Board from time to time, as it deems fit.

BOARD OF DIRECTORS

16) The affairs of CTI shall be managed by a Board of nine (9) Directors comprised of; President, Vice President, Secretary, Treasurer, and 5 Directors at Large.

ARTICLE ONE

OBJECTS AND PURPOSE

17) The nature of the objects and purposes of CTI shall be:

(a) Said corporation is organized exclusively for educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(b) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (2) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code.

(c) To promote, perpetuate and encourage Scottish traditions and heritage. To that end, said corporation shall endeavor to educate, acquaint and disseminate information about Scotland and Scottish heritage and history to the general public. In addition, we inform and educate Thom(p)son descendants about the Scottish Clan Thomson by all available means - of the important contributions of Thom(p)sons and their descendants to the economic, scientific, cultural, military and public good and of their common genealogies/DNA.

d) To further promote, perpetuate and encourage Scottish Traditions and Heritage by serving as Clan Sponsor for the fostering of national or international amateur sports competition at various Scottish Highland Games and Gatherings.

e) CTI is a representative of the Clan Thompson, not the clan itself. As such, in addition to the objects and purposes listed above, it maintains and promotes a transparent, democratic, fiscally responsible organization.

ARTICLE TWO

MEMBERSHIP

18) ANNUAL MEMBERSHIP

Individuals may become Annual Members by proper application and a non-refundable contribution of US \$25 annually to CTI. Each paid annual membership shall have one vote per paid membership. A couple's membership (\$45) includes two (2) votes.

Children under the age of 18 are included in the parent(s) membership, but are non-voting.

Members may nominate Directors for election, participate in committees and serve on the Board of Directors, and serve as Chair. Members must be current with their membership contributions in order to be eligible to vote. Annual members shall have all other privileges, rights and benefits of CTI.

19) SENIOR DISCOUNTS ON ANNUAL MEMBERSHIPS

Individuals 65 years of age or older may become Annual Members at a non-refundable contribution of US \$20 annually to CTI. A senior couple's membership (\$35) includes two (2) votes. (Otherwise, all other terms of membership are IAW Section 18 above.)

20) LIFE MEMBERSHIP

Individuals may become a Life Member by proper application and a non-refundable contribution of US \$160 for a single member (one vote) or \$300 for a Life Couple membership (two votes).

21) HONORARY MEMBERSHIP

The President and the Board of Directors may reward individuals who are not members of the organization for their contributions to Scotland, Scottish Heritage, Scottish organizations or CTI itself by making such non-members Honorary Members. Honorary Members are non-voting members and may not nominate Directors for election, hold office or serve on the Board of Directors. They may participate as non-voting committee members but not serve as Chair.

22) MEMBER BENEFITS AND PRIVILEGES

All Members of CTI shall periodically receive the Clan Newsletter "VERITAS". They shall have access to all Clan Thompson, Inc. publications, fellowship where the Clan is represented at Scottish and Celtic festivals and games, CTI gatherings, available discounts on clan-specific items and may become a CTI Convener or Commissioner and represent Thompsons at future festivals and games.

ARTICLE THREE

MEMBER LIABILITY

23) LIABILITY OF MEMBERS

This organization is a nonprofit corporation and is exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code, as granted by the Internal Revenue Service of the United States Government in June 1996 and describe in IRS Publication 557 "Any organization (other than a private foundation) normally having annual gross receipts of not more than \$5000."

Its members, Directors, Officers or Volunteers shall never be personally liable for the organization's debts or obligations. The society maintains insurance.

ARTICLE FOUR

CONDUCT OF BUSINESS

24) GENERAL

All business of CTI shall be conducted strictly in accordance with its stated purpose as set forth in its Articles of Incorporation, within the laws of the State of Tennessee, and as contained within the laws, rules, and regulations of the United States dealing with tax exempt private corporations, as all such exist now or shall exist in the future, to the end that its ruling be preserved. All corporate powers of CTI shall be exercised by or under the authority of, and the business and affairs of CTI shall be managed under the discretion of the Board of Directors. All of the powers and duties conferred or imposed upon a board of directors by the Tennessee Nonprofit Corporation Act shall be exercised and performed by the Board. The Board may conduct administrative business, make policy, and do decision-making during the year through the use of e-mail, telephone, web-site forums, and other means of communication agreed on by the Board. The verification and ratification of said business will occur at the following Board meeting.

25) VOTING

All business of CTI requiring a decision by vote of the membership shall be referred to the eligible voting membership by email/ mail for action. Each referral packet shall contain a description of the matter under question, a resume and/or background history of the matter under question, a ballot (when required) and instructions for completing and processing the ballot, and a not-later-than date when the completed packet must be in the possession of the Secretary of the Board of Directors. Proxy votes will be permitted and will be counted the same as those of physical attendees for all voting situations. Proxy votes must include the name of the person appointed as the voter's representative and the voter's position on the topics of the meeting or the voter may select to let his representative determine his unspecified vote on any/all topics.

26) QUORUM AND TIE VOTES

Thirty percent (30%) of the current, registered members entitled to vote shall constitute a quorum of the membership. Once a quorum is met, a majority vote total of those ballots received shall establish the decision of the membership. In the event of a tie vote of the mail ballots received, the issue is automatically disapproved. In all cases, the records will show (1) the number of valid mail ballots received; (2) the mail vote totals for and against the issue; and the final resulting action to the proposal, whether approved or disapproved. The ballots shall be retained at the home office and made available for inspection for a period of 3 years from the date of the applicable vote.

ARTICLE FIVE

BOARD STRUCTURE AND ELECTIONS

27) DIRECTORS

The affairs of CTI shall be managed by a Board of Directors consisting of nine (9) Directors, all of whom are elected. As directors are uncompensated, they may reside in the same household or residence and can be related by marriage or bloodline to another person currently serving on the Board or seeking election to the Board.

Each Director shall be 21 years of age or over and shall not be documented as mentally incompetent or convicted under federal or state laws in the State of Tennessee or other jurisdictions, as amended or reenacted from time to time.

A quorum shall consist of five (5) Board members, two (2) of which may be represented by proxy. If no quorum of directors exists because of vacancies on the Board, the remaining directors shall fill the vacancy by appointing a qualified member by a majority vote of the remaining members of the Board. The person elected shall hold office for the unexpired portion of the term related to such vacancy. These procedures shall serve for filling of vacancies regardless of the reason for the vacancy.

The number of Directors may be changed by the Board only at the Annual General Meeting of the Board. Such a change will be effective at the next election of Directors.

The Board, by a vote of two-thirds of all other Board members, or the majority vote of the voting members, as outlined in Section 25 at a special vote called for that purpose, may remove from office a Director, Officer or member of any committee who has not attended at least 3 consecutive board meetings without just cause or who has not performed his duties or who has acted in conduct unbecoming a director of CTI. Proxy voting as outlined in 31 B, C is permitted for all CTI meetings

Any Director may resign at any time upon written notice to CTI at its home office to the attention of its President or Secretary. Any resignation shall become effective at the time or upon the happening of the condition, if any, specified therein, or, if no such condition or time is specified, upon its receipt. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Directors are elected for a three-year term of office subsequent to the initial election. Directors may be re-elected to unlimited terms. For the initial election, three (3) members will be elected for three (3) years: International Representative, Treasurer and Member at Large, and three (3) members elected for two (2) years including Secretary, Vice President and Member at Large, and and three (3) members for one (1) year including President, and two (2) Members at Large.

28) OFFICERS

a) THE OFFICERS

The Officers of CTI shall consist of the President, Vice President, Secretary and Treasurer. All Officers must be elected Directors of CTI. The Board of Directors may provide for such other officers as it shall deem necessary. All Directors indicate acceptance of the conflict of interest requirements set forth in Article Seven below by applying for and accepting election to any director position on the Board.

b) TERM OF OFFICE

The term of office for Directors begins upon election and ends three years later at the annual AGM or his earlier resignation, removal, disqualification, incapacity or death. All Board of Director positions will be elected by a majority vote of the voting membership for a term of three years; provided, however, for the purposes of the initial election, the officers/directors will have the terms set forth in Article V. The incumbent Directors may be re-elected by the voting membership to the same or different office or director's position for unlimited terms.

c) VACANCY

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled from among the current Board by a vote of the majority of the Board for the unexpired portion of the term related to the vacancy.

29) DUTIES OF ELECTED OFFICERS

a) PRESIDENT

It shall be the duty of the President to preside at all meetings of the Board of Directors, oversee all voting on issues by membership ballot and elections, have the general supervision of, and provide general direction to the other officers of CTI in carrying out the policy as established by the Board of Directors, be responsible for the transaction of all business pertaining to the organization. The President shall ensure that all debts and liabilities of the organization are paid from the funds of the organization. The President may sign or countersign checks, drafts, or notes pertaining to and concerning the business of the organization.

b) VICE PRESIDENT

It shall be the duty of the Vice President to perform all the duties of the President in the absence or disability of the latter. This officer shall perform other such duties as may be assigned him by the President or the Board of Directors. The Vice President may sign or countersign checks, drafts, or notes pertaining to and concerning the business of the organization.

c) SECRETARY

The Secretary shall keep all records of the corporation and the minutes of all meetings of the Board of Directors, shall sign and attest, in conjunction with the President, such instruments that require such signatures and corporate seal, and shall make such reports and perform such other duties as are incident to that office, or as properly required of him by the President or the Board of Directors. The Secretary is the keeper of any corporate seal while in office. The Secretary is also responsible for submitting to the head office central archival database all documents of minutes, election results and other such information documenting the activities of CTI. The Secretary may sign or countersign checks, drafts, or notes pertaining to and concerning the business of the organization.

d) TREASURER

The Treasurer shall have custody of all monies and securities of the activities of the organization, keeping the same in such bank or banks or place of deposit as directed by the Board of Directors, and shall keep regular books of account and balance the same each month. He/she maintains all business records for the current year, files reports required by state and federal agencies, such reports to include all taxes and filings required by incorporation. He/she may sign or countersign instruments as require the signature of the Treasurer. The Treasurer shall reimburse the Secretary, Membership Secretary, Directors and Officers, Committee Chairpersons, and Commissioners/Convenors for reasonable, justified and validated monies spent in the conduct of business for the benefit of the membership. The Treasurer complies with and enforces the fiscal policy as stated therein and shall also perform duties incident to the office as are properly required by the President or the Board of Directors. The Treasurer may not perform any other role having fiscal responsibilities other than that of the Treasurer.

30) COMMITTEES

The President, or his appointee, shall be a non-voting member of any committee. Any committee of the Board may meet for the transaction of business, adjourn and otherwise regulate its meetings as it thinks fit, provided that a majority of them, exclusive of any non-voting member, shall constitute a quorum. The Chair of the committee shall only be eligible to vote to create a tie vote or to break a tie vote.

No committee shall have the power to do any of the following:

- (i) Spend any money or enter into any contracts without the authorization of and parameters set by the Board;
- (ii) Amend or restate the Articles of Incorporation;
- (iii) Amend, alter, or repeal the Bylaws;
- (iv) Adopt a plan for the distribution in liquidation of the assets of CTI;
- (v) Effect a dissolution of CTI;
- (vi) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of CTI;
- (vii) Adopt a plan of merger or consolidation;
- (viii) Elect, appoint, or remove any member of any such committee or any director or officer of CTI or
- (ix) Amend, alter, or repeal any action or resolution of the Board unless by its terms such resolution provides that it may be amended, altered, or repealed by such a committee.

31) OPERATIONS

A. Social Meetings of Members

Social meetings of the Members of the organization at various times and locations throughout the year are highly encouraged. Through these meetings, the membership of the organization will become better acquainted and more firmly establish the bonds of fraternal friendship and respect.

B. Annual Meetings

The Annual General Meeting of the Members shall be held at such place within the United States or elsewhere on a rotational basis and at such date and time as the Board may determine, and in any event, once at least every calendar year and not later than fifteen (15) months after the last preceding Annual General Meeting. Written notice of the Annual General Meeting (AGM) shall be given to the members not less than fourteen (14) days prior to the date of the meeting and shall include the date, time and place and general nature of the business to be transacted. The Business to be transacted at the Annual General Meeting shall include the reports and statements required under the Tennessee Nonprofit Corporation Act or federal laws of the United States as such laws relate to 501(c)(3) corporations including consideration of the financial statements, the delivery of written reports from the Directors including the Treasurer's Report, and the transaction of such business as may properly be brought before the meeting.

In consideration of the distances of various directors/members from annual meetings, proxy votes will be permitted and will be counted the same as those of physical attendees. Proxy votes must include the name of the person appointed as the voter's representative and the voter's position on the topics of the meeting or the voter may select to let his representative determine his vote on any/all topics.

C. Meetings of the Board of Directors

The Board of Directors will meet annually for the purpose of reviewing financial information, evaluating annual performance and setting new goals, approving budgets, reviewing current legislation and implementing policies as needed, the verification and ratification of business conducted by the balloting of members as provided for under Article Four, Section 24, "General". The Board of Directors shall also meet periodically throughout the year to receive submissions, interview qualified members and elect such positions as Newsletter Editor, Store Manager (if a store exists), Web Master and other positions as the need arises. Special meetings of the Board of Directors may be called upon seven (7) days notice by the President, or in writing by two-thirds of the Board of Directors upon seven (7) days notice, and at such reasonable time and place. At such special meetings, only such matters that are specifically mentioned in the notice for said meetings should be discussed or decided upon. At such meetings, a quorum shall be five (5) which, due to distance considerations of many of the directors, may include up to two (2) proxy votes.

b) ELECTIONS

A. Scope

The only elections that require membership participation are those for electing members of the Board of Directors which consist of: President, Vice President, Secretary, Treasurer, and five (5) Directors-at-Large.

B. Membership Secretary

The Membership Secretary will prepare and mail the nomination forms to all members; assemble, print and mail the qualified and completed summary biographies of both incumbent and potential Directors to all eligible members; and prepare and mail ballots to same.

C. Election Committee

The election for the Board of Directors shall be conducted by a Committee of three (3) members not running in the current election. The Election Committee Chairperson shall be appointed by the President. The last two (2) members of the Election Committee shall be appointed by the Chairman of the Election Committee.

The members of the Election Committee will receive, open, count, record and return the ballots to the Secretary, who will hold them for three (3) years and thereafter, submit them to the centralized archival database where they will be held for an additional year. The election committee will certify the results of the balloting to the President and the Secretary.

D. Nominations

The period for the nominations for the position(s) of members of the Board of Directors that will become vacant at the current calendar year AGM opens 60 days prior to the AGM and closes 30 days before the AGM.

During this period, the Election Committee will receive written nominations of members for election to the Board of Directors. Blank nomination forms shall be provided to potential candidates by the Election Committee Chairperson. Each nomination shall provide the following required information:

- (i) Full name
- (ii) Mailing Address
- (iii) Home Telephone Number
- (iv) E-mail address
- (v) Status (i.e. new or incumbent Board Member)
- (vi) Education
- (vii) Membership in Professional Organizations and Associations (optional)
- (viii) Short resume of Clan Thompson-related activities
- (ix) Hobbies, Special Interests, and other Scottish Activities
- (x) Particular areas of Interest in Clan Thompson

The nominations must be accompanied by cover letters from the sponsors stating that the nominee is aware of their nomination, has read the job description for the applicable officer, if any, and Board of Directors, and agrees to accept the position if he is elected and to meet all obligations and responsibilities of the position to the best of his ability. Nominations are to be submitted to the Elections Committee Chairman with a copy sent to the Board. The Board shall review the nominations to ensure that the nominees meet the published qualifications for such offices. If a nominee does not meet the minimum published qualifications, the Board shall notify the Elections Committee Chairman, who shall notify the nominee.

E. Balloting

The nomination lists will close as of midnight, 45 days prior to the AGM. Any nominations received after that time, will be returned unopened, if possible, to the sender with the notification that it arrived after the nominations list had closed. the Membership Secretary or Secretary will have prepared ballot packages containing:
(i) The nomination from each nominee and a brief (not to exceed one double-sided page) personal history containing the required information outlined above (ii) A ballot form providing voting instructions. Each General Member shall be mailed/emailed the ballot package by first class mail or email by not later than 30 days prior to the AGM. The ballot envelope or email subject shall be clearly marked "Ballot". The cut-off date for return of ballots is midnight of the 15th day after the mailing. Any ballot received after that time will be held unopened and shall not be used in the tally of votes. At the AGM, the votes shall be tallied and the nominees who received the largest number of votes shall be declared as elected to the Board of Directors for the ensuing term. The Secretary shall notify all Director Nominees of the results.

F. Notification of Membership

When the composition of the new Board of Directors and slate of Officers is determined, the general membership will be advised within one week by a posting in the Clan Thompson International, Inc., website. The

c) APPOINTMENTS

The President may establish an Advisory Board if he chooses. The Advisory Board members will have no vote and will serve at the pleasure of the President. The President shall also appoint the Chairman of the Election Committee, Representatives to the Advisory Board of CTI and Board Members of the Audit Committee. The President will appoint Regional Commissioners and approve all State Commissioners appointed by the Regional Commissioners. All Regional and State Commissioners must be members in good standing.

ARTICLE SIX

FINANCIAL STRUCTURE

32) The goal of the organization is to sustain Clan Thompson Inc. by maintaining a financial structure through an active program of membership recruitment, individual donations, and endowments that will underwrite operating expenses, provide for investment, and assure achieving the purposes and missions of CTI, provided the purposes and missions of Clan Thompson, Inc. are consistent with the requirements of CTI and no investments or expenditures are made that would be inconsistent with CTI's status as a tax-exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law, and its regulations as they now exist or as they may hereafter be amended.

a) INCOME

The source of income of the corporation will come from contributions made for membership, donations, endowments, and the sale of Clan Thompson goods (designed/manufactured specifically for us) and Scottish genealogical materials. CTI shall never issue certificates for shares of stock.

b) BUDGET

In accordance with the fiscal policy, annual budgets shall be prepared by the Treasurer with input from various Directors and Officers for their functions and given to the President, who will submit a comprehensive budget to the Board for the ensuing year. If there is a shortfall of income as relates to proposed expenditures, then a report will accompany the budget with an explanation of where and how additional income required will be generated. All budgets will require Board approval before their annual funding.

c) TRUST AND INVESTMENT FUNDS

Within the terms of the rules and regulations of the Internal Revenue Service, and within the terms of the Tennessee Nonprofit Corporation Act, the Board of Directors shall, when applicable, develop a policy for establishing investment funds to ensure the funds of CTI are preserved, invested such that the expenditures of CTI may be paid out of that income to the greatest extent possible, and have full accountability. Funds from any investment income are available for such matters as scholarships, printing of genealogical materials such as CTI has made available for purchase, and improvement of historical sites and monuments and like expenditures. Expenditures from programs, trophies, games and gatherings, particularly where it may be likely that individual officials of CTI could personally benefit more than CTI itself, shall be minimized or eliminated if inconsistent with maintaining CTI's status as a 501(c)(3) entity under the Internal Revenue Code of 1986, as amended and regulations promulgated from time to time thereunder. At no time shall any member of CTI hold corporation funds in any personal account. All funds shall remain in the ownership of CTI. A full financial report shall be made to the Board and the full membership annually with a copy to Clan Thompson, Inc. This report may be provided in the "VERITAS" or posted on the CTI website.

d) DISBURSEMENT OF FUNDS

The Treasurer has the authority to sign checks, drafts or notes as described in Article Five, SECTION 29 d. However, the President shall approve checks, drafts, and notes and expenditures exceeding US \$500. Expenditures exceeding US \$1,000 shall require approval by a majority of the Board of Directors.

e) AUDITS / FINANCIAL REVIEWS

Annual audits/financial reviews may be conducted by CTI internally by the Board, the Financial Committee, and/or externally by Clan Thompson, Inc. and/or its representative auditor. To this end, proper formal audits and bonds may be required. Any issues cited are to be rectified immediately and improvements documented.

ARTICLE SEVEN

CONFLICTS OF INTEREST

33) Purpose.

It is the policy of CTI that all persons who exercise substantial influence over the affairs of CTI should be free from the influence of conflicting interests when they act on behalf of CTI, and that they should act solely in the best interests of CTI, without regard to personal considerations. This Article Seven provides procedures to be observed when CTI is contemplating entering into a transaction or arrangement that might benefit the private interest of a person who exercises substantial influence over the affairs of CTI, to require the reporting of such private benefits, to address the making of compensation determinations and the receipt of gifts. This Article Seven is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable corporations, including Section 4958 of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law, and the regulations promulgated thereunder, as they now exist or may hereafter be promulgated or amended (collectively, the "Code") and Tennessee Code 48-58-302.

34) Definitions. For purposes of this Article Seven:

(a) A "Conflict of Interest" transaction is a transaction with the corporation in which a director or officer of the corporation has a direct or indirect interest. A conflict of interest transaction is not voidable or the basis for imposing liability on the director or officer if the transaction was fair at the time it was entered into or is approved as provided in subsection (36)(b).

(b) "Compensation Arrangement" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

(c) "Interested Person" includes the Officers and Directors of CTI, any other person who, based on all facts and circumstances, is in a position to exercise substantial influence over the affairs of CTI.

35) Disclosure of a Conflict of Interest.

A Director (hereinafter designated "Interested Person") shall disclose any Conflict of Interest to the Board to consider the proposed transaction or arrangement. Disclosure of the Conflict of Interest, including all material facts, shall be accompanied by written or oral notice delivered to the Board at a meeting of the Board. Thereafter, the Interested Person being discussed shall leave the meeting.

36) Addressing Conflicts of Interest. The charter, bylaws, or a resolution of the board may impose additional requirements on conflict of interest transactions [Acts 1987, ch. 242, § 8.31.] but the following actions are deemed reasonable and prudent.

(1) The President of the Board shall, if appropriate, appoint a disinterested person or committee to investigate a reasonable alternative to the one creating the Conflict of Interest.

(2) If a better arrangement cannot be secured, the Board shall determine whether the arrangement causing the Conflict of Interest is in the best interests of CTI. Following this determination, CTI shall make its decision as to whether or not to enter into the transaction or arrangement.

a) A conflict of interest transaction is a transaction with the corporation in which a director or officer of the corporation has a direct or indirect interest. A conflict of interest transaction is not voidable or the basis for imposing liability on the director or officer if the transaction was fair at the time it was entered into or is approved as provided in subsection (b).

(b) A transaction in which a director or officer of a corporation has a conflict of interest may be approved if:

(1) The material facts of the transaction and the director's or officer's interest were disclosed or known to the board of directors or a committee consisting entirely of members of the board of directors and the board of directors or such committee authorized, approved, or ratified the transaction;

(2) The material facts of the transaction and the director's or officer's interest were disclosed or known to the members and they authorized, approved, or ratified the transaction; or

(3) Approval is obtained from:

(A) The attorney general and reporter; or

(B) A court of record having equity jurisdiction in an action in which the attorney general and reporter is joined as party.

(c) For the purposes of this section, a director or officer of the corporation has an indirect interest in a transaction if, but not only if:

(1) Another entity in which the director or officer has a material interest or in which the director or officer is a general partner is a party to the transaction; or

(2) Another entity of which the director or officer is a director, officer, or trustee is a party to the transaction.

(d) For purposes of subsection (b), a conflict of interest transaction is authorized, approved, or ratified, if it receives the affirmative vote of a majority of the directors on the board or on the committee consisting entirely of members of the board of directors, who have no direct or indirect interest in the transaction, but a transaction may not be authorized, approved, or ratified under this section by a single director. If a majority of the directors on the board who have no direct or indirect interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under subdivision (b)(1) if the transaction is otherwise approved as provided in subsection (b).

(e) For purposes of subdivision (b)(2), a conflict of interest transaction is authorized, approved, or ratified by the members if it receives a majority of the votes entitled to be counted under this subsection. Votes cast by or voted under the control of a director who has a direct or indirect interest in the transaction, and votes cast by or voted under the control of an entity described in subdivision (c)(1), may not be counted in a vote of members to determine whether to authorize, approve, or ratify a conflict of interest transaction under subdivision (b)(2). The vote of these members, however, is counted in determining whether the transaction is approved under other sections of chapters 51-68 of this title. A majority of the voting power, whether or not present, that is entitled to be counted in a vote on the transaction under this subsection constitutes a quorum for the purpose of taking action under this section.

37) Records of Proceedings. With respect to proceedings required by this Article, the minutes of meetings by the Board relating to Conflict of Interest investigations shall contain:

(a) The name(s) of the Interested Person/Persons who disclosed or otherwise were found to have a Conflict of Interest;

(b) Nature of the Conflict of Interest.

(c) Standard Board of Directors recording, including those present, items discussed, possible alternatives, and final decision of the Board.

39) Annual Statements.

Interested Persons shall be identified by the Board each year at the annual meeting of the Board. Thereafter, each Interested Person and/or each new Director shall complete and affirm a statement, in the form of Exhibit A attached hereto, that such person: (a) has received a copy of this Article Seven; (b) has read and understands this Article Seven; (c) has agreed to comply with this Article Seven; and (d) understands CTI is a charitable organization and that, in order to maintain its tax-exempt status, must engage primarily in activities which accomplish one or more of its charitable purposes. Originals will be held by the Secretary for a minimum of three (3) years. Copies may also be filed with Clan Thompson, Inc. for permanent storage.

40) Periodic Reviews.

To ensure CTI operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted if requested by the Board from time to time. Any periodic review requested by the Board shall be conducted at or in conjunction with an annual meeting of the Board, and shall address the following subjects:

(a) whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and

(b) whether partnerships, joint ventures, and arrangements with management organizations in which CTI participates, conform to CTI's written policies, are properly recorded, reflect reasonable investments or payments for goods and services, further charitable purposes, and do not result in any inurement, impermissible private benefit or in any excess benefit transaction.

When conducting the periodic reviews provided for in this Section 40, CTI may, but need not, use outside advisors. Use of outside experts shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted if either condition (a) or (b) above has occurred.

ARTICLE EIGHT

INTERNAL COMPLAINTS

41) INTERNAL COMPLAINTS

CTI Whistleblower Protection - no member who reports waste, fraud or other abuse will be retaliated against for making such a report.

ARTICLE NINE

RECORDS DISPOSITION

42) DISPOSING OF RECORDS

The History of CTI shall be preserved. CTI administrative records relating to the Board of Directors election process shall be retained for three (3) years by the Secretary and be made available for access by the Board and membership. CTI business, historical research, genealogical information, financial, policy, committee, and meeting records shall be assembled at the end of each calendar year for storage at Clan Thompson, Inc.. The original, signed documents of these records shall be delivered to Clan Thompson, Inc. for permanent storage and historical reference.

ARTICLE TEN

SEAL

43) The corporate seal of CTI shall consist of two concentric circles, between the edges of which shall be engraved the words: "Clan Thompson International, Inc.", and across the center thereof the words: "Corporate Seal". The corporate seal is not required on any document to make it valid.

ARTICLE ELEVEN

FISCAL YEAR

44) The fiscal year of CTI shall begin on January 1 and shall end on December 31, but may be changed by resolution of the Board.

ARTICLE TWELVE

INVESTMENTS

45) CTI shall have the right to retain all or any part of any securities or property acquired by it in any manner whatsoever and to invest and reinvest any funds held by it, according to the judgment of the Board without regard to restrictions which a Director is or may be permitted to impose on a class of investments; provided, however, that no action shall be taken by or on behalf of CTI if such action is a prohibited transaction or would result in the denial or loss of status as a tax-exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law, and its regulations as they now exist or as they may hereafter be amended.

ARTICLE THIRTEEN

IMMUNITY

46) **Statutory Immunity for Officers.**

Pursuant to Section 48-58-601, et. Seq. Code of Tennessee

All directors, trustees or members of the governing bodies of non-profit cooperatives, corporations, clubs, associations or organizations are immune from suit arising for the conduct of their respective entity.

Exception: There is no immunity from suit when conduct amounts to willful, wanton or gross negligence.

ARTICLE FOURTEEN

LIQUIDATION OR DISSOLUTION

48) LIQUIDATION OR DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE FIFTEEN

49) BYLAWS

Thenceforth, these Bylaws may be amended by a majority of a quorum of five (5) Board Members at a meeting duly convened after notice for such purpose. Voting shall be done in accordance with the voting procedures contained in Article Five, 27. All changes to these Bylaws both before changes and after, shall be provided to all members in the CTI via email/newsletter and summarized in the next Annual General Meeting.

Article 13 of the Clan Thompson International, Inc. Bylaws, May 31, 2008 has been amended as follows due to a change in Section 48-58-403 and 48-58-601, et. Seq. Code of Tennessee .

FROM:

46) Statutory Immunity for Officers.

Pursuant to Section 48-58-403, et. Seq. Code of Tennessee

All directors, trustees or members of the governing bodies of nonprofit cooperatives, corporations, clubs, associations and organizations described in subsection (d), whether compensated or not, shall be immune from suit arising from the conduct of the affairs of such cooperatives, corporations, clubs, associations or organizations. Such immunity from suit shall be removed when such conduct amounts to willful, wanton or gross negligence. An officer is not liable for any action taken as an officer or any failure to take any action, if the officer performed the duties of office in compliance with this section. [Acts 1987, ch. 242, § 8.42.] All volunteers shall be immune from civil liability on the basis of any act or omission of such volunteer resulting in damage or injury if both (a) the volunteer was acting in good faith and within the scope of such volunteer's official functions and duties for CTI, and (b) the damage or injury was not caused by willful or wanton misconduct by such volunteer. For purposes of this Section 47, the term "volunteer" shall include all persons performing services for CTI without compensation (other than reimbursement for actual expenses incurred), and such term shall include any such person serving as a Director, Officer, trustee, or direct service volunteer.

TO:

46) Statutory Immunity for Officers.

Pursuant to Section 48-58-601, et. Seq. Code of Tennessee

All directors, trustees or members of the governing bodies of non-profit cooperatives, corporations, clubs, associations or organizations are immune from suit arising for the conduct of their respective entity.
Exception: There is no immunity from suit when conduct amounts to willful, wanton or gross negligence.

New bylaws approved by majority vote of Directors and members at the Annual General Membership meeting May 31, 2008, superseding all previous bylaws.

Tom Thompson, President

Date: May 31, 2008

Amendments approved by majority of Directors via email vote between November 22, 2009 and November 24, 2009 superseding all previous bylaws..

Tom Thompson, President

Date: November 24, 2009

Amendments in blue text approved by majority of Directors via email vote between July 14, 2010 and July 16, 2010 superseding all previous bylaws.

Tom Thompson, President

Date: July 16, 2010

EXHIBIT A

DISCLOSURE STATEMENT, Officers/Directors

I, _____, hereby certify the following:

1. I have received a copy of the Conflicts of Interest Policy included in Article Seven of the Bylaws of Clan Thompson, Inc. (the "Policy");
2. I have read the Policy;
3. I understand the Policy;
4. I agree to comply with the Policy; and
5. I have previously disclosed any conflicts of interest in accordance with the Policy.

Dated _____, _____, _____

Name: _____

Title: _____