

BYLAWS
of
Soule Kindred in America, Inc.

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BYLAWS of Soule Kindred in America, Inc.

ARTICLE I: PURPOSE

The purpose of Soule Kindred in America, Inc., hereinafter "Corporation," is to study and promote knowledge and understanding of Colonial American History; the Pilgrims; their settlement in Plymouth, Massachusetts; their descendants; and in particular Mayflower passenger George Soule, his life and contributions to the colony.

ARTICLE II: DESCRIPTION OF CORPORATION

Soule Kindred in America, Inc. is registered in the state of Massachusetts (July 25, 1972/revised February 30, 1999, ID #237253936) and is recognized by the U.S. Internal Revenue Service as a non-profit 501(c)3 Corporation (February 12, 1973). Its fiscal and calendar years begin on the first day of January and end on the last day of December in each year.

ARTICLE III: MEMBERS

Membership in this Corporation shall be open to all persons who are interested in the mission, furtherance, purpose and objectives of the Corporation subject to the rules and regulations herein set forth. Members may not use or attempt to use the name of the Corporation in any way for personal gain or benefit.

Section A. Annual Dues

The Board of Directors may determine from time to time the amount of annual dues payable to the Corporation by members and establish categories of membership.

Section B. Payment of Dues

Dues shall be payable on or before the first day of January of each year unless the board determines otherwise. The exceptions to annual payments are Life Members and other membership categories not requiring annual payments.

Section C. Default and Termination

When any member shall be in default in the payment of dues for a period of three months, or is found to have violated the rules and regulations set forth in these bylaws, membership shall be terminated.

ARTICLE IV: ELECTION TO BOARD OF DIRECTORS

Section A. Nominating Committee

A Nominating Committee shall be chaired by a member of the Board of Directors and shall solicit and select a slate of candidates from the membership. Members of the organization may nominate themselves or others in good standing. No member of the Nominating Committee shall have a personal interest in the outcome of the election. The Nominating Committee shall identify the best-qualified candidates and submit them as a slate to the full Board for approval.

Section B. General Membership Election Process

Following acceptance of the slate by a majority of Board members, the candidates' names and relevant experience shall be placed on a ballot and mailed to the membership. On the ballot shall be space for write-in candidates that a member may enter in lieu of one or more of the names on the slate. There shall not appear on the ballot any information to indicate the identity of any person who casts a ballot.

Section C. Election Certification

The majority of votes on the ballots returned shall determine the election. The Secretary shall certify in writing to the President the results of the election. A copy of the results shall be included in the official records of the organization.

Section D. Nominating Candidates to Fill Vacancy

The Nominating Committee shall recommend candidates to the Board of Directors to fill any Director's unfinished term of office. (See Article V, Section J.)

ARTICLE V: BOARD OF DIRECTORS

Section A. Management

The affairs of the Corporation shall be managed by its Board of Directors.

Section B. Compensation

Board members shall serve without compensation, except for reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties.

Section C. Board Responsibilities

The Board shall articulate the Corporation's mission and purpose; identify and monitor the effectiveness of the Corporation's goals; select officers; prepare job descriptions; establish or terminate committees; provide for adequate financial resources; insure financial oversight and controls; build a competent board; safeguard legal and ethical integrity; enhance the Corporation's public standing; and set schedules for programs and activities.

Section D. Board Participation

Board members shall participate in two-thirds (2/3) of regular Board meetings including the annual meeting, phone conference calls, and other meetings that shall be called in each calendar year.

Section E. Number of Directors

The Corporation shall have no fewer than nine (9) nor more than fifteen (15) Directors with the exact number to be determined by the Board. The Directors shall be elected by the membership for three (3) year terms and organized in three (3) classes whose terms of office expire in triennial rotation. All Directors elected by members or the Board of Directors shall have full voting rights.

Section F. Ex Officio Board Members

Ex officio members of the Board serve by virtue of their positions in the organization but do not have voting privileges. Nor can they make or second motions. The immediate past President of the Corporation shall remain on the Board of Directors as an ex officio Member for a period not to exceed one year after his/her successor takes office. Other members who can serve in an ex officio capacity are those whose positions are considered integral or vital to the mission of the Corporation.

Section G. Executive Committee

The Board of Directors may, by a majority vote, designate two (2) or more of its officers and members to constitute an Executive Committee and delegate to it the powers and authority of the Board in the management of the affairs of the Corporation. Exceptions to this authority are the filling of vacancies and the amendment or repeal of bylaws. The board may at any time revoke or modify any or all of the authority it delegated; it may also increase or decrease the number of members so long as that number is not less than two (2). The Executive Committee shall keep regular minutes and report them to the Board from time to time as the Board may require.

Section H. Annual Calendar

Directors shall take office on the 1st day of January of the year following their election and their terms shall expire on the 31st day of December of the third year of their term.

Section I. Board Term Limits

Directors may serve two consecutive terms of three (3) years each. After a one-year period of absence, they may serve again as Directors for a third term. A two-year period of absence is then required before they qualify to serve again. Additional two-year absences are again required between any subsequent single terms.

Section J. Board Vacancy

Should a vacancy occur on the Board of Directors, the Nominating Committee shall identify qualified candidates to fill the position. The Board of Directors may 1) elect a

candidate to fill the unexpired term or 2) fill the seat until the next election, at which time a candidate for the remainder of the term can be placed on the ballot. In either case, the candidate's term shall be less than three (3) years in order to maintain the triennial rotation of the Board.

Section K. Removal of a Board Member

Any Board member elected by the membership or the Board of Directors may be removed from office by a majority vote of the Board of Directors for good cause, which shall include, but not be limited to, ethical violations, criminal activity and fiscal mismanagement.

ARTICLE VI: OFFICERS

Section A. Election of Officers

Officers will include President (or Co-Presidents), Vice President(s), Secretary and Treasurer. Officer positions may be created and filled at any meeting of the Board of Directors. The officers of the Corporation shall be elected to staggered terms of one or two years by the Board of Directors. Any two or more offices may be held by the same person except the offices of President, Secretary and Treasurer.

1. Support for Officers
The Board of Directors may provide support for officers by authorizing one (or more) Assistant Secretary and one (or more) Assistant Treasurer, as shall be deemed necessary.

Section B. Duties of Officers

1. The President shall be the Chief Executive Officer with the responsibility to supervise and control the affairs of the corporation. By virtue of the office, he/she chairs and presides over all meetings of the Board of Directors, and has the authority to call meetings, sign checks, open financial accounts and enter into contracts. The President shall also have authority to appoint administrators (such as an editor or researcher), committee chairs and committee members.
2. The Vice President shall, in the event of the President's absence or incapacity (defined as the inability to perform the functions of the job) to exercise the office, become Acting President with all the rights, privileges and powers as if he/she had been duly elected President.
3. The Secretary shall perform all of the duties that usually pertain to the office. He/She shall be the official record keeper of the Corporation and shall safeguard all records in such a way that they may be both accessible and preserved for posterity. He/She shall certify and keep the minutes of all

director and general member meetings, certify elections and maintain the bylaws, as amended. Any certificate required by any statute, federal or state, shall be filed by the Secretary. He/She shall have custody of the Seal of the Corporation and shall affix it as directed by the President and Directors.

4. The Treasurer shall have custody of all the monies and securities of the Corporation and deposit all such funds in the name of the Corporation. He/She shall keep records of all financial transactions and provide the Board of Directors with quarterly and annual reports, unless the President requests otherwise. The Treasurer shall make recommendations to the Board regarding bank accounts and investments. The President, Assistant Treasurer or other Board member designated by the President shall also have check signing authority. In the absence or inability of the Treasurer to exercise the office, the President shall appoint a Board member to assume the Treasurer's responsibilities.

Section C. Removal of an Officer

Any officer may be removed from office for good cause by a majority vote of the Board of Directors whenever, in its sole judgment, it is in the best interests of the Corporation. Good cause shall include, but not be limited to, excessive absence, lack of participation, failure to perform functions of the office, disruptive conduct, ethical violations, criminal activity and fiscal mismanagement.

ARTICLE VII: BOARD MEETINGS

Section A. Definition of a Meeting

A meeting is defined as any gathering, in person, by phone, video telepresence, chat room or other means, in which a majority of the Board, or quorum, is able to actively participate.

Section B. Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. Ex officio members cannot vote and shall not count toward a quorum. If less than a majority of Directors is present at a meeting, a majority of those present may adjourn the meeting without further notice.

1. Loss of a Quorum

If a meeting begins with a quorum and loses that quorum because a member leaves, the remaining Directors may continue to conduct business provided that any action taken is later approved by a majority, or quorum.

Section C. Manner of Acting

The act of a majority of the Directors at a meeting at which a quorum is present shall be

the act of the Board of Directors, unless a greater number is required by law. Each member of the Board of Directors shall be entitled to one vote on each matter submitted for a vote.

Section D. Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the President. If the President is absent, the Vice President shall act as Chair. In the absence of both these persons, a Chairperson shall be chosen by a majority of the Directors present at the meeting.

Section E. Regular Meetings

Regular meetings are those that are routinely scheduled and conducted in person, by telephone conference call or other means both practical and feasible at which everyone can actively participate.

Section F. Notice of Meeting

Notice of regular meetings of the Board of Directors shall be sent to each Director not less than thirty-days (30) prior to such meeting by mail, fax, e-mail, phone or other means. The agenda identifying the business to be transacted at the meeting shall be sent not less than ten (10) days in advance.

Section G. Annual Meeting

The annual meeting of the Board of Directors shall be held at the same place as the annual meeting of members. The time and place of the annual meeting and reunion of members shall be determined by the Board and notice provided at least thirty (30) days prior to such meeting.

Section H. Special Meetings

Special meetings of the Board of Directors may be called by the President, Vice President, Secretary, or by any two Directors and such meetings shall be held at the place or in the manner designated by the person or persons calling the meeting. At least two days notice by e-mail, overnight mail or phone shall be given. If the U.S. Postal Service is used, notification shall be sent at least one week before the meeting. The advance notification can be waived in case of emergency.

Section I. Action by Consent Without Meeting

An action may be taken without a meeting of all members of the Board so long as a majority of Directors shall individually or collectively consent. Such action taken, in writing, by e-mail or other means, shall have the same force and effect as a vote of the Directors at a meeting and shall be recorded by the Secretary as part of the official record.

ARTICLE VIII: FINANCIAL ACCOUNTABILITY

Section A. Acceptance of Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift or bequest if it is deemed to reflect or support the mission and purpose of the organization, so long as it does not present any conflict of interest or undermine the organization's integrity or reputation.

Section B. Check Signatories

All checks, promissory notes, orders for the payment of money or other drafts on accounts shall be signed by the Treasurer and countersigned by the President of the Corporation or a Board member designated by the President. The Board shall designate an amount below which only one signature is needed.

Section C. Keeping Financial Records

Financial Records shall be kept in such a manner that they can be electronically shared with Directors, accountants, financial advisors, and that they can enable reports to be electronically filed with government agencies. Financial records shall be maintained and safeguarded with duplicate records stored in a separate and secure location. After a period of not more than 6 years, financial records shall be transferred to the Secretary or whoever has been designated responsible for storing and archiving Board and Corporation records.

Section D. Deposits

All funds of the Corporation shall be deposited in accounts at FDIC banks or other similar institutions in the United States as the Board of Directors may approve.

Section E. Non-Liability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section F. Insurance

The Board of Directors may authorize the purchase and maintenance of Liability Insurance for Directors and Officers on behalf of the Directors and any agent of the Corporation which shall insure against any liability other than for self-dealing or violating conflict of interest rules.

ARTICLE IX: CORPORATE RECORDS

Section A. Minutes

The minutes of all meetings of Directors and committees shall contain the name of the committee, time and place of the meeting, names of those present and not present, and details of the proceedings. A copy of the approved minutes shall be forwarded to the President in a timely manner.

Section B. Annual Reports

It shall be the responsibility of the Board of Directors and the Chair of each duly constituted committee, to provide an annual report with a summary of accomplishments and business conducted during the calendar year. All reports shall be submitted to the President or his/her designee within sixty (60) days of the end of the calendar year. It shall be the duty of the President to issue an annual report to the membership.

Section C. Membership Records

The Corporation shall maintain a database containing each member's name, address, phone, e-mail address and other information, including, if available, the member's Soule lineage. Additionally, each member's initial membership date, category of membership and renewal date shall be recorded.

Section D. Storage of Records

Because the Corporation does not maintain a physical office, and because the position of Secretary may change from year-to-year, special attention must be taken to assure that minutes, financial and other corporate records are safe, accessible and retrievable. All official records shall be saved as hard copy with back-up copies stored at a separate location. They may be stored electronically in a special section of the website, on a satellite storage site, CDs and/or other format(s).

Section E. Access to Records

All official records, including minutes, Articles of Incorporation and Bylaws, as amended to date, shall be open to inspection by any member, his/her agent or attorney for any lawful purpose within a reasonable time.

ARTICLE X: COMMITTEES, COUNCILS, APPOINTEES

Section A. Establish Committees and Appoint Chairs

The establishment and dissolution of all committees of the Corporation shall be approved by the Board of Directors. Committee Chairs shall be appointed by the President for specified terms. The President may also request the resignation of Committee Chairs.

Section B. Job Descriptions

Job descriptions shall be provided to all Committee Chairs and committee members containing information about their responsibilities, goals, terms of office, reporting procedures, and explaining the advisory nature of their role within the organization.

Section C. Committee Chairs

One member of each committee or council shall be appointed Chair by the President. The Chair may be a member of the Board of Directors or a general member in good

standing. The Chair ensures that committee members have the information needed to perform their jobs, oversees the logistics of the Committee's operation and links the work of the Committee to the full Board through minutes or timely reports to the President or other designated Board member.

1. Committee Chair Terms

The Chair shall be appointed for a term of one (1) or two (2) years and can be reappointed for up to another two (2) years. A two-year absence is then required before he/she qualifies to serve again in the same capacity.

Section D. Appointed Positions

Persons serving in designated positions, such as Newsletter Editor, Membership Chair, or Liaison to another organization or entity, shall be appointed by the President.

1. Terms for Appointed Positions

Terms may be from one (1) to four (4) years and individuals can be reappointed for a second term of up to two (2) years. A two-year absence is then required before he/she qualifies to serve again in the same capacity.

Section E. Committee Members

Committee Members are responsible to the Committee Chair.

1. Committee Member Terms of Office

Each member of a committee shall serve at the pleasure of the President and Chair until the Chair's term expires or until a successor Chair is appointed, whichever comes first. Exceptions to this will occur if the committee is terminated sooner, a member ceases to qualify as a member, resigns or is removed from such committee. It is recommended that members rotate off committees for at least a year after serving four years.

Section F. Special Councils or Committees

The Board of Directors may establish special Advisory Councils or Committees to utilize the talents and expertise of former officers, directors or other members and non-members who can provide ongoing leadership to the organization and supplement the governance activities of the Board. These volunteers shall be appointed by the President and serve in an advisory capacity and without authority. Members shall report to the President or designated Board member.

ARTICLE XI: CONFLICT OF INTEREST

Should any Board or committee member have a conflict of interest relating to an issue to be considered at a meeting, that member shall leave the meeting during the discussion of, and the vote on, the relevant topic.

ARTICLE XII: CONTRACTS

The President is authorized to enter into contracts for the Corporation and may, at his/her discretion, delegate to Directors, Committee Chairs and members, as appropriate, the authority to sign a contract for necessary services, such as transportation during the annual reunion, printing of the newsletter, use of a mail house or other services of a similar nature.

ARTICLE XIII: CORPORATE SEAL

The Board of Directors may provide a Corporate Seal, which shall be in a form prescribed by the Board of Directors. The Seal shall be maintained by the Secretary and shall be accessible to the President and other officers.

ARTICLE XIV: AMENDMENTS TO THE BYLAWS

New or revised Bylaws may be adopted by a majority of the Board of Directors at any meeting, as defined in these Bylaws. At least two weeks written notice must be given regarding the intention to alter, amend or repeal the Bylaws.

ARTICLE XV. DISSOLUTION OF THE CORPORATION

This Corporation may be dissolved if a two-thirds (2/3) majority of the Board agrees this is the proper course of action and a majority of member votes affirm this decision. In such case, all of the assets of the Corporation will pass immediately to the General Society of Mayflower Descendants at its general offices in Plymouth, Massachusetts. No assets of the Corporation shall inure to the benefit of any private member or individual. The Corporation shall keep minutes of proceedings relating to the decision to dissolve the Corporation. Records and assets of the Corporation that are not of interest to the General Society of Mayflower Descendants shall be given to the Duxbury Rural and Historical Society, Duxbury, Massachusetts, where Soule Kindred archives are maintained.

<p><i>Soule Kindred in America, Inc. Bylaws, October 18, 2010</i> <i>These bylaws replace those dated August 14, 1999</i></p>
