

# **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 Commonwealth 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.

### *Section A. Annual Meeting of the Corporation*

The date of the annual meeting of Soule Kindred in America, Inc. shall be determined by the Board of Directors and shall occur before October 31. Notice shall be provided to the members at least thirty (30) days prior to such meeting. The meeting may be held by an internet meeting service.

## 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. Membership Dues*

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

### *Section B. Payment of Dues*

The Board of Directors shall determine the required dues, the dates when payable, the time and prescribed procedure for notifying members when their dues are payable, and if they become delinquent in payment the date

thereafter on which a member will be dropped for non-payment of dues. The exceptions to payments of dues are Life Members and other membership categories not requiring payments.

*Section C. Default and Termination*

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

ARTICLE IV: 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; ensure 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 are expected to participate in meetings of the Board which may be held by an internet meeting service.

*Section E. Number of Directors*

The Board of Directors shall consist of nine (9) Directors, each of whom are members of the Corporation. 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 the members or by the Board of Directors shall have full voting rights.

*Section F. 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 31<sup>st</sup> day of December of the third year of their term.

### *Section G. 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 H. Board Vacancy*

Should a vacancy occur on the Board of Directors, the remaining members shall elect a member of the Corporation to fill the unexpired term.

### *Section I. 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 V: ELECTION TO BOARD OF DIRECTORS

### *Section A. Nominating Committee*

The Nominating Committee consisting of three (3) members of the Corporation, one of whom is a member of the Board of Directors and will chair the Committee, shall be appointed by the President by July 1. No member of the Nominating Committee shall be a candidate for the election. The committee shall solicit a slate of at least three qualified candidates, each of whom is a member of the Corporation. Any member of the Corporation may nominate a member of the Corporation. A Corporation member may nominate himself. No later than September 20, the committee shall submit the candidates' names to the full Board for approval as the slate of candidates for election.

### *Section B. General Membership Election Process*

Following approval of the slate by a majority of Board members, the candidates' names and relevant experience shall be placed on a ballot and disseminated to the membership no later than October 1. In order for the ballot to be considered valid no more than three names may receive a vote on that ballot. 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. The deadline for receiving ballots shall be November 1.

### *Section C. Election Certification*

The majority of votes on the ballots returned shall determine the election. By November 15, the Secretary shall certify in writing to the President the results of the election and a copy of the results shall be included in the official records

of the organization.

## ARTICLE VI: OFFICERS

### *Section A. Enumeration of Officers*

The officers of the Corporation shall be President, Vice President, Secretary, and Treasurer.

### *Section B. Election of Officers*

No later than December 20, the officers of the Corporation for the ensuing year shall be elected by the newly constituted Board of Directors from among the Board members to terms of one year beginning January 1 next and ending December 31 thereafter. In the event that a vacancy occurs in any office for any reason, the Board of Directors shall elect within thirty (30) days a successor to complete that term of office.

### *Section C. Duties of Officers*

1. The President shall be the Chief Executive Officer with the responsibility to supervise and manage the affairs of the corporation. By virtue of the office, he chairs and preside over all meetings of the Board of Directors, and have the authority to call meetings, sign checks, and with the approval of the Board of Directors open financial accounts and enter into contracts. The President with the approval of the Board of Directors shall 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 had been duly elected President.
3. The Secretary shall perform all of the duties that usually pertain to the office. He 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 shall certify and keep the minutes of all director and general membership meetings, certify elections and maintain the bylaws, as amended. Any certificate required by any statute, federal or state, shall be filed by the Secretary.
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 shall keep records of all financial transactions and

provide the Board of Directors with quarterly and annual reports, unless the Board requests otherwise. The Treasurer shall make recommendations to the Board regarding bank accounts and investments. The Treasurer, President and Vice President shall have check signing authority and the authority to issue checks.

*Section D. 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 or by internet meeting service, 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 function 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 or by internet meeting service.

*Section F. Notice of Meeting*

Notice of regular meetings of the Board of Directors shall be sent to each Director not less than ten (10) days 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 five (5) days in advance.

*Section G. 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 H. 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. 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.

*Section C. 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 D. Non-Liability of Directors*

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

*Section E. Insurance*

The Board of Directors may authorize the purchase and maintenance of Directors and Officers Liability Insurance 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. The Board of Directors may authorize the purchase and maintenance of General Liability Insurance on behalf of the Corporation which shall insure against any liability.

ARTICLE IX: CORPORATE RECORDS

*Section A. Minutes*

The minutes of all meetings of Directors shall contain the 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 made available in a timely fashion in the members-only section of the Soule Kindred website.

*Section B. Annual Reports*

It shall be the responsibility of the President 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 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, category of membership, renewal date, and the member's Soule lineage if available.

*Section D. Storage of Records*

Because the Corporation does not maintain a physical office, and because elected and appointed positions 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 agent or attorney for any lawful purpose within a reasonable time.

ARTICLE X: COMMITTEES AND APPOINTEES

*Section A. Establish Committees*

The establishment and dissolution of all committees of the Corporation shall be approved by the Board of Directors.

*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 shall be appointed Chair by the President with the approval of the Board of Directors. The Chair shall be a member of the Board of Directors or a member of the Corporation. The Chair ensures that committee members have the information needed to perform their jobs, oversees the planning 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. Terms for Committee Chair

The term of office for the Chair of each committee is one (1) year with the option of being reappointed up to a maximum of five (5) additional years. The Board of Directors at its discretion may decide to extend this limit if the Board determines that it is in the best interests to do so. The President with the approval of the Board of Directors may remove a chair at any time and for whatever reason.

*Section D. Appointed Positions*

Persons serving in designated positions, such as Newsletter Editor or Liaison to another organization or entity, shall be appointed as such by the President subject to the approval of the Board of Directors.

1. Terms for Appointed Positions

The term of office for an appointed position is one (1) year with the

option of being reappointed up to a maximum of five (5) additional years. The Board of Directors at its discretion may decide to extend this limit if the Board determines that it is in the best interests to do so. The President with the approval of the Board of Directors may remove an appointed position at any time and for whatever reason.

#### *Section E. Terms for Committee Members*

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 of the organization, resigns or is removed from such committee. It is recommended that members rotate off committees for at least a year after serving four years.

#### 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, with the approval of the Board of Directors, is authorized to enter into contracts for the Corporation and may, at his 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 meeting and reunion, printing of the newsletter, use of a mail house or other services of a similar nature.

#### ARTICLE XIII: 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 to the Board of Directors must be given regarding the intention to alter, amend or repeal the Bylaws. Upon adoption, these Bylaws shall replace all previous Bylaws.

#### ARTICLE XIV. 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.

*Soule Kindred in America, Inc. Bylaws adopted September 22, 2022*