

BYLAWS OF THE CAPE COD GENEALOGICAL SOCIETY, INC.

ARTICLE I - NAME

The name of this organization is CAPE COD GENEALOGICAL SOCIETY, INC. hereinafter known as the "Society", a non-profit corporation with a mailing address of PO Box 1394, Harwich, Massachusetts 02645.

ARTICLE II -- OBJECTIVES

The Objectives of the Society will be:

1. To promote an interest in genealogy.
2. To encourage and stimulate interest in the location, acquisition, indexing and preservation of genealogical records with an emphasis on Cape Cod records.
3. To make all genealogical records of the Society available to its members, to the general public, to libraries and to other organizations interest in family histories.
4. To assist and support any genealogical library in Massachusetts which is open to the public.
5. To instruct members in the art and practice of genealogical research and compilation.
6. To publish genealogical and historical information in the Society's publication, *The Bulletin*.

The Society is organized exclusively for educational and research purposes, including the distribution of genealogical information to libraries and organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Revenue Law.

No part of the net earnings of the Society will inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the Society will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in this Article II.

No substantial part of the activities of the Society will be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society will not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these bylaws, the Society will not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any further United States Internal Revenue Law; or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Revenue Law.

ARTICLE III --- MEMBERS

- 3.1 *Membership.* All applicants interested in furthering the objectives of this Society will be eligible for membership upon submission of a completed application form and payment of dues, and may participate in all act activities offered to members, including the Interest Groups sponsored by the Society.
- 3.2 *Term.* All memberships will be for one calendar year. In the case of a new member, membership in the Society will begin upon receipt of an application and payment of dues. Such new memberships will expire at the close of the calendar year in which the member joined.
- 3.3 *Dues.* Annual dues will be payable within thirty (30) days after the beginning of the calendar year. Failure to pay dues for two (2) months after the beginning of the calendar year will result in suspension of receipt of the Society's publication, *The Bulletin*. Non-payment of dues for six (6) months will constitute resignation from the Society. Dues amounts will be set by the Board of Directors from time to time in accord with these bylaws.
- 3.4 *Classes.* Classes of membership and dues will be determined by the Board of Directors.
- 3.5 *Honorary Life Membership.* An Honorary Life Membership with full voting privileges may be conferred upon any member who has given exceptional service to the Society. Honorary Life Members will not be required to pay annual dues. Any individual member may nominate any other member for the award of an Honorary Life Membership by written nomination presented to the Board. Such nomination must then receive the approval of the majority of the Board of Directors. Upon approval of the Board of Directors, the nomination must be approved by a three-fourths (3/4) vote of the members constituting a quorum at any meeting.

ARTICLE IV --- MEETINGS

- 4.1 *Place.* All meetings of the members will be held at such place within the Commonwealth of Massachusetts as is named by the Board of Directors.

- 4.2 *General Membership Meetings.* The members will hold a monthly meeting on the second Wednesday of each month excepting July and August. In the case of emergency, however, a meeting or meetings may be canceled or rescheduled by the Board of Directors.
- 4.3 *Annual Meeting.* The General Membership Meeting in June will be known as the Annual Meeting, where the Society's Officers, three (3) members to serve on the Nominating Committee, and one (1) member to serve as Auditor, will be elected. The specific date in June, the time and the place of the meeting will be fixed by the Board of Directors, and notice mailed to each member at least fifteen (15) calendar days before said meeting.
- 4.4 *Special Meetings.* Special meetings may be called by the President, the Board of Directors, or upon the written request of at least ten (10) members in good standing. The call for Special Meeting will be given at least ten (10) days written notice to all members, and will state the purposes of the meeting. No business other than that stated will be conducted.
- 4.5 *Notice.* All meetings of the members will be called by giving at least ten (10) days notice to each member stating the place, day, and hour for the meetings and purpose thereof. Notices will be mailed postpaid to or delivered at the address of the members as they appear on the books of the corporation. Whenever notice of a meeting is required to be given a member under applicable law, the Articles of Organization or these bylaws, a written waiver thereof, executed before or after the meeting by such member or his/her attorney thereunto authorized and filed with the records of the meeting, will be deemed equivalent to such notice. Notwithstanding the foregoing, notice of any change of the date fixed in the bylaws for the annual meeting will be given to all members at least twenty (20) days before the new date fixed for such meeting.
- 4.6 *Quorum.* Twenty-five (25) members will constitute a quorum, but a smaller number may adjourn from time to time without further notice until a quorum is present.
- 4.7 *Voting.* At all meetings of the members, every member will be entitled to vote. When a quorum is present at any meeting, the vote of a majority of the members present will, except where a larger vote may be required by law, the Articles of Organization or these bylaws, decide any question brought before the meeting. A vote of a plurality of the members present will be required for the election of the Officers, members of the Nominee Committee and the Auditor.
- 4.8 *Action by Consent.* Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if all the members consent to the action in writing and the written consents are filed with the records of the meetings of the

members. Such consent will be treated for all purposes as a vote at a meeting.

ARTICLE V --- OFFICERS

- 5.1 *Enumeration.* The officers of the corporation will be a President, Vice President, Treasurer, Recording Secretary, Corresponding Secretary and other officers as proposed by the Board of Directors.
- 5.2 *Qualifications.* No person will be elected or appointed, or continue to serve as an Officer, unless that person is a member in good standing and has been a member of the Society for one year.
- 5.3 *Officers.* The initial Officers will be those persons named as Officers in the Articles of Organization. The members at the Annual Meeting will elect a President, Vice President, Treasurer, Recording Secretary (clerk), Corresponding Secretary and other officers as proposed by the Nominating Committee who will hold office for one year or until their respective successors are elected and qualified.
- 5.4 *President.* The President will be the chief executive officer of the corporation and as such will have charge of the affairs of the corporation subject to the supervision of the Board of Directors and will preside at all meetings at which he or she is present. The President will also:
- (i) Preside at all meetings of the general membership and of the Board of Directors;
 - (ii) Appoint chairpersons of all Standing Committees with the approval of the Board of Directors, excepting the Nominating Committee and Auditor, who are elected;
 - (iii) Sign, with the Recording Secretary/Clerk, all contracts, documents authorized by the Society;
 - (iv) Sign, with the Treasurer, checks for the authorized disbursements on behalf of the Society over \$500.00; and
 - (v) Be an ex-officio member of all committees, except the Nominating Committee.
- 5.5 *Vice President.* The Vice President will assist the President and assume all the President's responsibilities for the remainder of his or her term should he or she be unable to do so. The Vice President will also serve as Chairperson of the Program Committee.
- 5.6 *Treasurer.* The treasurer will be the chief financial officer of the corporation. The Treasurer will:
- (i) Be custodian of all funds of the Society;

- (ii) Maintain a checking account in the name of the Society for receipt of dues, etc, and payment of bills, the account to have the signature privilege of the President or Treasurer;
- (iii) Maintain adequate financial records. Present a statement of finances at each meeting of the Board of Directors and at general membership meetings;
- (iv) Prepare the Annual Financial Report, and;
- (v) Submit the Treasurer's books to be audited at the end of each fiscal year.

5.7 *Recording Secretary.* The Recording Secretary (Clerk) will be the custodian of records of the Society except such as are specifically assigned to others. In addition, the Recording Secretary will keep a record of the proceedings of the Society, and keep and have available for reference at all meetings, one book in which copies of the Society's Articles of Organization, Bylaws, Standing Rules and Procedure Manual are kept current.

5.8 *Corresponding Secretary.* The Corresponding Secretary will:

- (i) Notify Officers, committees, and the general membership of any special meetings as necessary;
- (ii) Conduct the correspondence of the Society; and
- (iii) Maintain a file of Society correspondence.

5.9 *Auditor.* The Auditor is elected at the Annual Meeting, and will conduct the next yearly audit of the financial books of the Society and submit his or her report at the next Annual Meeting. The Auditor will not be considered an Officer for the purposes of sitting on the Board of Directors.

5.10 *Other Officers.* Other officers will have such powers as may be designated from time to time by the Board of Directors.

5.11 *No Right to Compensation.* Unless otherwise provided in these bylaws, no Officer will have any right to any compensation outside of reimbursement for out-of-pocket expenses as reasonably determined by the Board of Directors.

5.12 *Resignation.* Any Officer may resign at any time by giving his or her resignation in writing to the President or any other Officer or Director of the corporation.

5.13 *Removal of Officers.* Officers may be removed from office at any time with or without cause by a three-fourths (3/4) vote of the members at any meeting. Any such removal will require the vote for an interim Officer to serve in the removed person's place pending new elections at the Annual Meeting.

ARTICLE VI --- THE BOARD OF DIRECTORS

- 6.1 *Enumeration.* The corporation will have a Board consisting of Directors who will have the powers and duties of a Board of Directors under Massachusetts law. The Board of Directors will consist of the Officers of the Society and the Appointed Committee Chairpersons.
- 6.2 *Qualifications.* No person will be elected/appointed, or continue to serve as Director, unless that person is a member in good standing and has been a member of the Society for one year.
- 6.3 *Directors.* The initial Directors will be those persons names as Directors in the Articles of Organization. Thereafter, the Directors will be those Officers and Committee Chairpersons elected under these bylaws. Except as otherwise provided, the Directors will hold office until their respective successors are elected and qualified. The most recent past President will be an ex-official member of the Board of Directors with full authority to vote as a member on all matters brought before the Board.
- 6.4 *Chairperson of the Board of Directors.* The President of the Society as elected by the members under these bylaws will preside over the Board of Directors as its Chairperson for his or her term as President.
- 6.5 *Powers.* The Directors will be responsible for the general management and supervision of the Society and affairs of the corporation except with respect to those powers reserved to the members by law, the Articles of Organization or these bylaws. The Board of Directors may from time to time, to the extent permitted by law, delegate any of its powers to committees, subject to such limitations as these bylaws may impose.

In addition to those general powers identified above, the Board of Directors will:

- (i) Approved general membership meeting programs and projects as recommended by the Program Committee.
 - (ii) Authorize disbursements; and
 - (iii) Establish committees, appoint committee members and approve committee chairpersons as appointed by the President, and direct committees.
- 6.6 *No Right to Compensation.* Unless otherwise provided in these bylaws, no Director will have any right to any compensation

outside of reimbursement for out-of-pocket expenses as reasonable determined by the Board of Directors.

- 6.7 *Vacancies.* Any vacancy occurring on the Board of Directors, with the exceptions of the President, may be filled until the next Annual Meeting, by a majority vote of the remaining members of the Board of Directors.
- 6.8 *Sponsors, Benefactors, Contributors, Advisors, Friends of the Corporation.* Persons or groups of persons designated by the Board of Directors as sponsors, benefactors, contributors, advisors or friends of the corporation or such other title as the Board deems appropriate will, except as the Board otherwise determine, serve in an honorary capacity. In such capacity they will have no right to notice of or to vote at any meeting, will not be considered for purposes of establishing a quorum and will have not other rights or responsibilities.

ARTICLE VIII MEETINGS OF THE BOARD OF DIRECTORS

- 7.1 *Place.* Meetings of the Board of Directors will be held at such place within or without Massachusetts as may be named in the notice of such meeting.
- 7.2 *Meetings.* There will be at least five (5) regular meetings of the Board of Directors annually. Each meeting of the Board of Directors will be determined by a majority vote of the Directors.
- 7.3 *Special Meetings.* Special meetings of the Board of Directors may be called by the President or any other Director at times throughout the year.
- 7.4 *Notice.* Not less than forty-eight (48) hours notice by mail, telegraph, telephone, electronic mail or word of mouth will be given for a special or *General Membership Meeting* unless shorter notice is adequate under the circumstances. A notice or waiver or notice need not specify the purpose of any special meeting. Notice of a meeting need not be given to any director if a written waiver of notice, executed by him before or after the meeting
- 7.5 *Quorum.* A majority of the Directors then in office will constitute a quorum, but a smaller number may adjourn finally or from time to time without further notice until a quorum is present. If a quorum is present, a majority of the Directors present may take any action on behalf of the Board except to the extent that a larger number is required by law, the Articles of Organization or these bylaws.
- 7.6 *Action by Consent; Telephone Conference Meeting.* Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all the Directors consent to the action in writing, including electronic mail reflecting such consent, and the written consents are filed with the records of the

meetings of the Directors. Such consents will be treated for all purposes as a vote at a meeting. Members of the Board of Directors of the corporation or any committee designated thereby may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means will constitute presence in person at a meeting.

- 7.7 *Vote of Interested Directors.* A director who is a member, stockholder, trustee, director, officer of employee of any firm, corporation or association with which the corporation contemplated contracting or transacting business will disclose his or her relationship or interest to the other Directors acting upon or in reference to such contract or transaction. No director so interest will vote on such contract or transaction, but he or she may be counted for purpose of determining a quorum. The affirmative vote of a majority of the disinterested Directors will be required before the corporation may enter into such contract or transaction.

In case the corporation enters into a contract or transacts business with any firm, corporation or association of which one or more of its Directors is a member, stockholder, trustee, director, officer, or employee, such contract or transaction will not be invalidated or in any way affected by the fact that such director or Directors have or may have interests therein that are or might be adverse to the interests of the corporation. No director or directors having disclosed such adverse interest will be liable to the corporation or to any creditor of the corporation or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor will any such director or directors be accountable for any gains or profits to be realized thereon.

Notwithstanding the foregoing, nothing in this section will require a Director who is a member, stockholder, trustee, director, officer or employee of an affiliate of the corporation to disclose his or her relationship with such affiliate in connection with a discussion of, or vote on, any matter dealing with such affiliate and such relationship will not be deemed a conflict of interest for any purpose, unless otherwise expressly determined by an affirmative vote of a majority of all the Directors then in office.

ARTICLE VIII --- COMMITTEES

- 8.1 *Appointed Committees.* The Board of Directors may establish such committees as may be necessary or appropriate to further the purposes of the corporation and implement the improvement plan,

and may appoint committee chairpersons and committee members. Committees may be composed of members, Directors, or non-members. Committees will report to the Board of Directors.

- 8.2 *Elected Committees.* Apart from those other committees appointed by the Board of Directors, there will be a Nominating Committee consisting of three (3) members elected at the Annual Meeting each year. This committee will bring in the slate of Officers, three (3) members elected at the Annual Meeting each year. This committee will bring in the slate of Officers, three (3) members for the Nominating Committee and one (1) Auditor, at the April General Membership Meeting. The slate so recorded will constitute the nominees of the Society for the Annual Meeting elections. Additional nominations by members may be received from the floor of the Annual Meeting.
- 8.3 *Standing Committees List.* The Society will maintain a list of all Standing Committees, their members and each committee's responsibilities.

ARTICLE IX INDEMNIFICATION OF DIRECTORS AND OFFICERS

The corporation will, to extent legally permissible, indemnify each person who may serve or who has served at any time as a director or officer of the corporation or of any of its subsidiaries, or who at the request of the corporation may serve or at any time has served as a director, officer or director of, or in a similar capacity with, another organization, against all expenses and liabilities (including counsel fees, judgments, fines, excise taxes, penalties and amounts payable in settlements) reasonable incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits, the proceeding was authorized by the corporation or the proceeding seeks a declaratory judgment regarding his or her own conduct; provided that no indemnification will be provided for any such person with respect to any matter as to which he or she will have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation; and provided, further, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, the payment and indemnification thereof have been approved by the corporation, which approval will not unreasonable be withheld, or by a court of competent jurisdiction. Such indemnification will include payment by the corporation of disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she will be adjudicated to be not entitled to indemnification under

this article, which undertaking may be accepted without regard to the financial ability of such person to make payment.

A person entitled to indemnification hereunder whose duties include service or responsibilities as a fiduciary with respect to a subsidiary or other organization will be deemed to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation if he or she acted in good faith in the reasonable belief that his or her action was in the best interests of such subsidiary or organization or of the participants or beneficiaries o , or other persons with interests in, such subsidiary or organization to whom he or she had a fiduciary duty.

Where indemnification hereunder requires authorization or approval by the corporation, such authorization or approval will be conclusively deemed to have been obtained, and in any case where a director of the corporation approves the payment of indemnification, such director will be wholly protected, if:

- i. The payment has been approved or ratified by (1) a majority vote of a quorum of the Directors consisting of persons who are not at that time parties to the proceeding, or (2) by a majority vote of a committee of two or more Directors who are not at that time parties to the proceedings and are selected for this purpose by the full Board of Directors (in which selection Directors who are parties may participate), or (3) by the members of the corporation if disinterested; or
- ii. The action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the corporation) appointed for the purpose by vote of the directors or in the manner specified herein; or
- iii. The payment is approved by a court of competent jurisdiction; or
- iv. The Directors may have otherwise acted in accordance with the standard of conduct set forth in Chapter 180 of the Massachusetts General Laws.

Any indemnification or advance of expenses under this Article will be paid promptly and in any event within 30 days, after the receipt by the corporation of a written request thereof from the person to be indemnified, unless with respect to a claim for indemnification the corporation will have determined that the person is not entitled to indemnification. If the corporation denies the request or if payment is not made within such 30 day period, the person seeking to be indemnified may at any time thereafter seek to enforce his or her rights hereunder in a court of competent jurisdiction and, if successful in whole or in part, he or she will be entitled also to indemnification for the expenses of prosecuting

such action. Unless otherwise provided by law, the burden of proving that the person is not entitled to indemnification will be on the corporation.

The right of indemnification under this Article will be a contract right inuring to the benefit of the Directors, officers and other persons entitled to be indemnified hereunder and no amendment or repeal of this Article will adversely affect any right of such director, officer or other person existing at the time of such amendment or repeal.

The indemnification provided hereunder will inure to the benefits of the heirs, executors and administrators of a director, officer or other person entitled to indemnification hereunder. The indemnification provided hereunder may, to the extent authorized by the corporation, apply to the Directors, officers and other persons associated with constituent corporations that have been merged into or consolidated with the corporation who would have been entitled to indemnification hereunder had they served in such capacity with or at the request of the corporation.

The right of indemnification under this Article will be in addition to and not exclusive to all other rights to which such director or officer or other persons may be entitled. Nothing contained in this Article will affect any rights to indemnification to which corporation employees or agents other than Directors and Officers and other persons entitled to indemnification hereunder may be entitled by contract or otherwise under law.

ARTICLE X --- FISCAL YEAR

The fiscal year of the corporation will end on June 30th in each year or such other date as the Board of Directors may determine.

ARTICLE XI --- AMENDMENT

Bylaws may be adopted, deleted or amended by the Board of Directors subject to the ratification by two-thirds (2/3) of the members present at a meeting of the Society at which a quorum is present. A resolution setting forth the proposed amendments and/or revisions will be sent to each members of the Society not less than thirty (30) days prior to the meeting. Further adoptions, deletions or amendments may be presented in writing from the floor at such a meeting. Any amendment, alteration or repeal of a bylaw by the Directors as provided for in this Article will not be valid and given full force and effect unless and until acted upon by the membership.

ARTICLE XII --- DISSOLUTION

If it becomes necessary for the Society to dissolve, a Special Meeting will be called by the Board of Directors. The Corresponding Secretary will cause all current members to be notified of the time, place and reasons for the meeting, at least thirty (30) days in advance.

If dissolution is approved by a vote of three-fourths (3/4) of members present, with a quorum present, the Board will direct the payment of liabilities, arrange for distribution of all the remaining assets and property of the corporation to such organizations as will qualify under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or to another organization to be used in such manner as in the judgment of a Justice of Supreme Court of the Commonwealth of Massachusetts will best accomplish the general purpose for which this corporation was formed, and to provide for the return to the rightful owners of any property in temporary custody of the Society.

No member or officer of the Society will be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

The undersigned certifies that the Board of Directors adopted the foregoing bylaws as the first bylaws of the Corporation.

Signed by:

Dated:

Phyllis Phinney Kosco
Clerk/Recording Secretary

June 6, 2001