

Bylaws  
Of  
**TENNESSEE SOCIETY OF MAYFLOWER DESCENDANTS**  
A Tennessee Nonprofit Corporation

ARTICLE I  
PURPOSES

The purposes of the Corporation are exclusively charitable as set forth in the Articles of Incorporation. In pursuing such purposes, the Corporation shall not act to impair its eligibility for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE II  
OFFICES

2.1 Registered Office. The registered office of the Corporation shall be at such location in Tennessee as the Directors may from time to time determine.

2.2 Other Offices. The Corporation may also have offices at such other places as the Directors may select and the business of the Corporation shall require.

ARTICLE III  
MEMBERS

3.1 Classes and Qualifications. The Board of Directors shall determine and set forth in separate documents the qualifications, dues, terms, and other conditions of each class of member. There shall be the following classes of members:

- a. Individuals: Individual members shall consist of those individuals who can document lineal descent to a passenger on the Mayflower, on the voyage which terminated at Plymouth, New England, in December 1620 and can meet any additional requirements for individual membership as may be imposed by the Board of Directors from time to time.
- b. Juniors: A member in good standing may apply for Junior Membership on behalf of any person under eighteen (180) years of age who is linearly related to a present or past member of the General Society. The application may be submitted on the form provided by the State Society and must be accompanied by the entrance fee.
- c. Friends of the Pilgrims: Associate membership is open to anyone who upon submission of an application, the approval of the Board of Directors and payment of a fee determined by the Board. Friends of the Pilgrims shall not be entitled to voting privileges but may be entitled to discounts that Members of the State Society enjoy.

3.2 Voting Rights. Only individuals in good standing shall have the right to vote at the annual meeting of the members on those items specified in Section 3.3 below, as well as to vote on such other issues as the Board may choose to bring before the members. Other classes of members may attend meetings but may not vote.

a. All members of the Board of Directors in good standing of this corporation shall be eligible to vote at the Board meeting.

### 3.3 Membership Meeting

a. There shall be an annual meeting and a biannual meeting of the members upon such date, time, and place as the Board shall determine. During these meetings, voting members shall have the right to vote on the following matters only: election of the Board of Director and officers, approval of the annual budget proposed by the Board, approval of any amendments to the bylaws that may be proposed by the Board, and any other matters deemed necessary for vote that are proposed by the Board. Voting on all other matters is expressly reserved for the Board of Directors

b. Special meetings of the members may be called by the Chair of the Board or upon the request of 10% of the voting members. Members shall receive not less than 3 days prior written notice of special meetings. Notice shall be given in the manner specified in Article VII, Section 2 of these bylaws, and the notice shall state the purposes of the special meeting.

3.4 Quorum and Voting. Each voting member in good standing shall have one vote at any meeting of the members. A quorum shall consist of 7% of the total voting members present either in person or by proxy. Most of the votes cast at such a meeting at which a quorum is present shall constitute the action of the members.

3.5 Removal. Any member may be removed from membership by a majority vote of the Board of Directors only for cause, which is defined as failure to pay dues or by conduct prejudicial to the interest of the corporation.

3.6 Voting by Written Ballot. Any action which may be taken at any annual, biannual or special meetings of the members (including the election of officers and directors and the amendment of the bylaws) may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter. Voting by written ballot shall be permitted to the fullest extent allowed under State Nonprofit Corporation Law, as amended (the "Act"), and shall be conducted as follows:

a. The ballot shall set forth each proposed action and shall provide an opportunity to vote either for or against each proposed action.

b. The number of ballots received by the Corporation must equal or exceed the quorum that would have been required had there been a meeting (i.e., Corporation must receive a valid ballot from 7% or more of its voting members.)



- c. Unless otherwise indicated in these bylaws, a majority of the affirmative votes cast by ballot shall constitute the action of the members with respect to each matter on the ballot.
- d. All solicitations for votes by written ballot shall indicate the number of the responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter, and specify the time by which a ballot must be received by the Corporation in order to be counted.
- e. To the fullest extent allowed by state law, written ballots may be delivered to members and received from members by electronic mail.

3.7 Honorary Titles. The Directors may create such additional Classes of "Membership", such as contributing members, corporate or "Associate" members, or honorary members, as they see fit, but such persons shall not have the right of Members under the Act.

#### ARTICLE IV DIRECTORS

4.1 Powers. The business and affairs of the Corporation shall be managed by the Board of Directors, except as otherwise required by the Act, these Bylaws or a resolution duly adopted by the Board.

4.2 Number and Qualifications. Each Director shall be an individual of at least 18 years of age, who need not be a resident of Tennessee. The members of the initial Board of Directors of the Corporation shall be those individuals named in the Articles of Incorporation and shall serve until their successors are elected and qualified. Thereafter, the Board of Directors of the Corporation shall be composed of no less than 5 nor more than 10 individuals. The number of directors may be decreased, but no decrease shall have the effect of shortening the term of any incumbent directors. As nearly as possible, an equal number of terms shall expire each year.

4.3 Election and Term of Office. The members of the Board of Directors shall consist of the elected officers of the corporation elected every 3 years at the annual meeting of the voting members. Directors on the Board of Directors shall serve for a term of 3 year(s). Directors consist of the President/Governor, Vice President/Deputy General, Historian, Treasurer, Secretary, Surgeon, Counselor, Elder, Captain.

4.4 Removal. Any Public Director may be removed from office, with or without the assignment of any cause, by a vote of a majority of the other Directors, or by a majority of Members present, at a duly convened meeting of the Board or Members provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed. Any Initial Incorporator Director, except the Initial Incorporator who may not be removed, may be removed at any time, with or without the assignment of any cause, by the Initial Incorporator or a majority of the other Initial

Incorporator Directors.

4.5 Quorum. A majority of all Directors shall constitute a quorum for the transaction of business at any meeting, and the acts of a majority of the Board members present at a duly convened meeting at which a quorum is present shall be the acts of the Board, unless a greater number is required by the Act or these Bylaws.

4.6 Vote. Every Director shall be entitled to one (1) vote.

4.7 Unanimous Consent of Directors in Lieu of Meeting. Any action which may be taken at a meeting of the Board may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all the Directors in office and shall be filed with the Secretary of the Corporation.

4.8 Annual Meeting. The annual meeting of the Board shall be held promptly before the annual meeting of the Members.

4.9 Regular Meetings. Regular meetings of the Board shall be held as determined by the Board.

4.10 Special Meetings. Special meetings of the Board may be called by the President or by one-third of the Board at any time. At least five (5) days' notice stating the time, place and purpose of any special meeting shall be given to the Members of the Board.

4.11 Teleconference and Virtual Meetings. Any Director may participate in a meeting of the Board or any committee thereof by means of a conference telephone or similar communications equipment such as Virtual conferencing by which all persons participating in the meeting can hear each other.

4.12 Evaluation. The Directors shall at least every 3 years evaluate their own performance and the composition of the Board in terms of the skills, experience, and contributions of its Members to identify ways it may improve its effectiveness by selection of new Directors and otherwise.

4.13 Compensation. No Director or Officer shall for reason of his/her office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an Officer or Director from receiving any compensation from the organization for duties other than as a Director or Officer.

## ARTICLE V OFFICERS

5.1 Positions, Election, Term. The officers of the Corporation shall include a President, one or more Vice-Presidents, a Secretary and a Treasurer, who shall be elected by the Directors from among the Directors at the annual meeting of Directors and shall serve for a term of 3 years and until their successors are elected and qualified. These officers hereinafter shall be referred to as the Governor, Deputy Governor, Secretary, Treasurer (or Secretary/Treasurer),



Historian, Captain, Elder, Counselor, and Surgeon to be elected by the membership. The Directors may elect such other officers or assistant officers, who need not be Members of the Board, as they deem appropriate from time to time.

5.2 Multiple Roles. Any two or more offices may be held by the same person, except for the offices of President and Secretary, which may not be held by the same person.

5.3 Consecutive Terms. Officers may be elected for consecutive terms.

5.4 Duties. The duties of the Officers shall generally conform to those outlined for similar offices in the General Society. The duties of the Officers shall include the following:

a. The President (Governor) shall preside at all meetings of the Members, Board of Directors (Board of Assistants), and any Executive Committees; shall be the chief executive officer of the Corporation; shall generally supervise the business of the Corporation; and shall execute documents on behalf of the Corporation. The President shall be an ex-officio Member of every Corporation committee.

b. A Vice President (Deputy Governor) shall have such powers and perform such duties as the Board of Directors may prescribe or as the President may delegate and shall perform the duties and responsibilities of the State Governor in his/her absence or inability to serve.

c. The Secretary shall assure that minutes are prepared and maintained for all meetings of the Board and the Members; shall assure that appropriate notice is given for all meetings of the Board and Members; and shall perform such other duties as may be prescribed by the Board or by the President.

1. Be custodian of the Corporation records.

2. Send all Corporation meeting notices for appropriate distribution by mail or electronic means.

d. The Treasurer shall assure that accurate accounts of the receipts and disbursements of the Corporation are maintained; shall cause financial reports to be provided to the Board as requested, but not less than once a year; and provide financial reports to be audited at the end of the 3-year term; and shall perform such other duties as may be prescribed by the Board or by the President. The Treasurer shall also:

1. Distribute to each annual member a statement of dues payable by December 31st, in the fall of the year.

2. Work with the State Historian and/or Membership Committee with dues and all monies received from applicants.

3. Provide after elections the financial records of the Corporation to be reviewed or audited by an Internal Audit Committee or an external "Certified Public Accountant". In such case, the Treasurer will cooperate with the committee or auditor. The treasurer will distribute a copy of the Audit Committee's report of the auditor's report to the

Board of Directors if a review or audit is conducted.

4. The Treasurer shall present a projected annual budget based upon the past year, to be presented to the Board of Directors for approval no later than the first Board of Directors Meeting of the fiscal year.

e. The Historian shall be the official genealogist and approve or reject applications. The Historian shall:

1. Receive all payments from the applicants to be delivered to the Treasurer.

2. Have custody of all such paper and correspondence, which shall be always subject and reasonably convenient, to inspection by the Board or any other committee appointed for those purposes.

3. Request an Assistant Historian to be appointed by the Board of Directors to be under the supervision of the Historian.

4. Send new membership certificates and copies of approved papers to all new members.

f. The Secretary and Treasurer shall:

1. Update and verify address changes and other information.

2. Notify the General Society of Mayflower Descendants (GSMD) of all address changes.

3. Work together to supply a yearly detailed report of the membership in Tennessee on the day specified by the Secretary General of the GSMD.

4. Counselor: The Counselor shall advise the President and Board of Directors on all matters of a legal nature.

5. Surgeon: The Surgeon shall have a background in medicine and shall perform such duties as the office may require.

6. Captain: The Captain shall act as marshal on all occasions of ceremony.

7. Elder: The Elder shall officiate when called upon at any meeting. He or she shall open each meeting with prayer. The Elder shall advise the membership at the Annual Meeting of any deceased members.

g. In addition, as required by the GSMD, representatives for the General Society shall be nominated by the TSMD: a Deputy Governor General (DGG) and an Assistant General (AG). These representatives shall be elected by the GSMD and they shall represent TSMD at the General Board of Assistants (GBOA) and General Congress meetings. If a substitute is necessary, the Board of Directors will approve a member to serve, preferably a member of the Board of Directors.

5.5 Removal of Officers. Any Officer or agent may be removed by the Board whenever in



its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

## ARTICLE VI COMMITTEES

6.1 Establishment. The Board may establish one or more committees to consist of one or more Directors of the Corporation. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise any of the powers and authority of the Board, except that no committee shall have any power or authority as to the following:

- a. the filling of vacancies on the Board.
- b. the adoption, amendment, or repeal of the Bylaws.
- c. the amendment or repeal of any resolution by the Board; or
- d. action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.

If any person who is not a Director is appointed to any committee of the Board, such non-Director shall have no right to vote on any question that would create a binding obligation of the Corporation.

6.2 Appointment to Committees. Unless otherwise determined by the Board or set out in these Bylaws, the President shall have the power to appoint and remove members of all committees.

6.3 Creation and Composition of Advisory Boards. The Corporation may, in its discretion, establish *Advisory Boards* that may include persons who are not Directors. Such *Advisory Boards* shall have no power to bind the Corporation and shall have only such other responsibilities and duties as delegated to them by the Board or the President.

## ARTICLE VII RESIGNATIONS AND VACANCIES

7.1 Resignations. Any Member, Director, or Officer may resign such position at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Corporation, *unless some later time may be fixed in the resignation, and then from that date.* The acceptance of the resignation by the Board shall not be required to make it effective.

7.2 Filling Vacancies.

- a. If a vacancy exists among the positions available for Public Directors, by virtue of a desire to fill unfilled positions, or by reason of death, resignation, disqualification or otherwise, the Public Directors in office may choose a person or persons who may serve as a Public Director for the remainder of the applicable term. If a vacancy exists among the positions

available for Initial Incorporator Directors, by virtue of a desire to fill unfilled positions, or by reason of death, resignation, disqualification or otherwise, the Initial Incorporator Directors in office may choose a person or persons who may serve as an Initial Incorporator Director for the remainder of the applicable term.

b. If the position of any Officer becomes vacant, by an increase in the number of Officers, or by reason of death, resignation, disqualification, or otherwise, the Directors may choose a person or persons who shall hold office for the remaining term.

#### ARTICLE VIII MEETINGS AND NOTICE

8.1 Place of Meetings. Meetings may be held at such place within or without Tennessee as the Board may from time to time determine.

8.2 Notice. Whenever written notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof by first class or express mail, postage prepaid, or courier service, charges prepaid, or by facsimile transmission or electronic mail, to that person's address appearing on the books of the Corporation, or in the case of Directors, supplied by that person to the Corporation for the purpose of notice. If the notice is sent by mail or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or deposited with a courier service for delivery to such person. In the case of facsimile or electronic mail it shall be deemed to have been given when dispatched. Such notice shall specify the place, day and hour of the meeting and any other information which may be required by the Act or these Bylaws.

8.3 Waiver of Notice. Any required notice may be waived by the written consent of the person entitled to such notice either before or after the time for giving of notice, and attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

8.4 Electronic Mail. Any action which may be done, or is required to be done, in writing under these Bylaws or the Act, including agreement to a unanimous written consent, shall be valid if sent and received by electronic mail.

#### ARTICLE IX LIABILITY AND INDEMNIFICATION

9.1 General Rule. A Director shall not be personally liable for monetary damages as Director for any action taken, or any failure to take any action, unless:

a. the Director has breached or failed to perform the duties of Director in accordance



with the standard of conduct contained in the Act and any amendments and successor acts thereto; and

b. the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

Provided, however, the foregoing provision shall not apply to (a) the responsibility or liability of a Director pursuant to any criminal statute or (b) the liability of a Director for the payment of taxes pursuant to local, state, or federal law.

9.2 Indemnification. The Corporation shall indemnify any Officer or Director who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (and whether or not by, or in the right of, the Corporation) (a "Proceeding") by reason of the fact that such person is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another domestic or foreign Corporation for-profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such Proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal, provided, however, that no person shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; and provided, further, however, in instances of a claim by or in the right of the Corporation, indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Corporation unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Corporation is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

9.3 Procedure. Unless ordered by a court, any indemnification under Section 9.2 or otherwise permitted by law shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the Officer or Director has met the applicable standard of conduct set forth under that section. Such determination shall be made:

a. by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action or proceeding.

b. if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion; or

c. by the Members.

9.4 Advancement of Expenses. The Corporation shall advance expenses incurred by an Officer or Director who may be eligible for indemnification pursuant to this Article in defending a Proceeding unless such Proceeding is brought against the person by or in the right of the Corporation, and may advance such expenses in any case in which it decides indemnification may be appropriate, in advance of the final disposition of such Proceeding, upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.

9.5 Continuing Right to Indemnification. The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an Officer or Director of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of such person.

9.6 Other Rights. This Article shall not be exclusive of any other right which the Corporation may have to indemnify any person as a matter of law.

#### ARTICLE X AMENDMENTS

10.1 Articles of Incorporation. The Articles of Incorporation of the Corporation may be amended by the Members at any duly convened meeting of Members after not less than 10 days' notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby, provided that no amendment shall be effective without the approval of the Initial Incorporator.

10.2 Bylaws. The Bylaws may be amended by the Members at any duly convened meeting of Members or, to the extent not prohibited by law, by vote of the majority of all Directors in office at a duly convened meeting of Directors, after notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be affected thereby, provided that no amendment shall be effective without the approval of the Initial Incorporator.

10.3 Amendment after Withdrawal of Initial Incorporator(s). Notwithstanding the requirement for approval by the Initial Incorporator in Sections 10.1 and 10.2, such approval shall not be required after the death, incompetence or withdrawal of the Initial Incorporator from Initial Incorporator Membership. In addition, when there are no Initial Incorporator Members of the Corporation, the Articles of Incorporation or Bylaws may be amended by the Public Members and/or Public Directors without regard to quorum or voting requirements for Initial Incorporator Members or Directors and as if the special provisions for separate quorum and voting did not exist.

#### ARTICLE XI MISCELLANEOUS



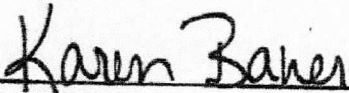
11.1 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December.


11.2 Policies. The Board shall adopt policies dealing with conflicts of interest, whistleblower protection, and document retention and destruction.

11.3 Headings. In interpreting these Bylaws, the headings of articles shall not be controlling.

11.4 Corporate Seal. The corporate seal of the Corporation, if any, shall be in circular form and shall bear the name of the Corporation and the words "Corporate Seal, Tennessee YEAR".

The above Bylaws were approved and adopted by the Board of Directors of the Organization on the 20<sup>th</sup> day of October, 2021.

  
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President  
Karen Bauer

  
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Secretary  
Jon Kessell