

THE NATIONAL SOCIETY
of
THE COLONIAL DAMES OF AMERICA
in
THE COMMONWEALTH OF MASSACHUSETTS

Incorporated April 13, 1893



By-Laws

"Virtutes Majorum Filiae Conservant"

Amended 2016

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STATEMENT OF INCORPORATION

The Commonwealth of Massachusetts

Be it known that whereas Sara P. Lowell Blake, Grace Parkman Coffin, Mary Lynde Cochrane, Ella Lyman, Mary Adams Quincy, Elizabeth R. Sprague, and Elizabeth Cabot Winsor have associated themselves with the intention of forming a corporation, under the name of the Massachusetts Society of Colonial Dames of America, for the purpose of collecting historical and genealogical information relating to the colonial period of Massachusetts and encouraging interest in American history, and have complied with the provisions of the statutes of this Commonwealth in such case made and provided, as appears from the certificate of the President, Treasurer, Secretary, and Managers of said corporation, duly approved by the Commissioner of Corporations and recorded in this office, now, therefore, I, William M. Olin, Secretary of the Commonwealth of Massachusetts, do hereby certify that said Sara P. Lowell Blake, Grace Parkman Coffin, Mary Lynde Cochrane, Ella Lyman, Mary Adams Quincy, Elizabeth R. Sprague, and Elizabeth Cabot Winsor, their associates and successors, are legally organized and established as and hereby made an existing corporation under the name of the Massachusetts Society of Colonial Dames of America, with the powers, rights, and privileges, and subject to the limitations, duties, and restrictions which by law appertain thereto.

Witness my official signature hereunto subscribed, and the seal of the Commonwealth of Massachusetts hereunto affixed, this thirteenth day of April in the year of our Lord one thousand eight hundred and ninety-three.

Wm. M. Olin
Secretary of the Commonwealth

A petition executed according to law requesting that the name of the Corporation be changed to The National Society of The Colonial Dames of America in the Commonwealth of Massachusetts was submitted to and approved by the Commissioner of Corporations and Taxation, August 14, 1956.

THE BY-LAWS
of
The National Society of The Colonial Dames of America
in
The Commonwealth of Massachusetts
55 Beacon Street, Boston, Massachusetts 02108
Incorporated April 13, 1893

ARTICLE I TITLE

This Society shall be known by the name, style and title of The National Society of The Colonial Dames of America in The Commonwealth of

Massachusetts. It shall form a constituent part of The National Society of The Colonial Dames of America, being one of the thirteen original colonial societies. The By-Laws of this society are subject to the provisions of the National Constitution governing all the Corporate Societies.

ARTICLE II OBJECTS OF THE SOCIETY

The objects of this Society shall be to collect and preserve manuscripts, traditions, relics and mementos of bygone days, to preserve and restore buildings connected with the early history of our country, to educate our fellow citizens and ourselves in our country's history and thus to diffuse healthful and intelligent information concerning the past, to create a popular interest in our Colonial History, to stimulate a spirit of true patriotism and a genuine love of country, and to impress upon the young the sacred obligation of honoring the memory of those heroic ancestors whose ability, valor, sufferings and achievements are beyond all praise.

ARTICLE III MEMBERSHIP

Section 1. Eligibility

- a. Colonial Members
Those eligible are females at least 21 years of age whose ancestor rendered qualifying service in one of the Thirteen Original Colonies on the North American Continent in accordance with the Eligibility List of the National Society of The Colonial Dames of America in the State in which the ancestor served.
- b. Youth Members
Those eligible are females from birth to 21 years whose ancestors rendered qualifying service in one of the Thirteen Original Colonies on the North American Continent in accordance with the Eligibility List of The National Society of the Colonial Dames of America in the State in which the ancestor served. She may not vote.
- c. Associate Members
Those eligible are women residing in a State other than one of the Thirteen Original Colonies whose ancestor rendered qualifying service in Massachusetts.
- d. Courtesy Dames
A member in good standing in her state Society may be invited to be a Courtesy Dame, by asking her president to write to the Massachusetts president. She may attend meetings of the Massachusetts Society and may serve on committees, but may not vote. If serving as chair of a standing committee she must have a co-chair of that standing committee who is a Colonial member.

- e. **Supplemental Claims**
Only one ancestor may be claimed for entrance. Once a candidate has become a member she may file Supplemental Claims in accordance with the rules of the Massachusetts Society.

Section 2. Elections (as prescribed by the National Constitution)

- a. **Colonial**
Candidates shall be proposed and seconded by any two Colonial members of the Massachusetts Society who are in good standing. The proposer and seconder must have been members of the Society for one or more years and shall each write a letter on behalf of the candidate. A Courtesy Member may second, but not propose a candidate. She shall be known to two members of the Board, neither of whom is the proposer or seconder, who shall speak on her behalf. The letters of recommendation shall be sent to the Corresponding Secretary. If a member of the Board proposes a candidate, she must be excused from the Board meeting at the time of the vote.

The candidate's name shall be presented and the letters of the proposer and seconder (if needed) shall be read at a meeting of the Board. At a second Board meeting the reading of letters may be waived. Two Board members shall speak at each meeting; however, one of these may be through an email sent to the Corresponding Secretary. The voting box shall be passed and two adverse votes shall exclude the candidate for at least a year. Her name may not be presented more than three times.

When a daughter, granddaughter or sister of a Massachusetts member is proposed for candidacy, she may be proposed by any Colonial member of the Massachusetts Society including her mother, grandmother or sister. She shall be known to two members of the Board who shall speak on her behalf, neither of whom is her proposer. No seconder is necessary. A vote of the Board, after two readings as described above, is required. The same lineage paper requirement and genealogical review are necessary for all candidates.

The candidate has a time limit of two years from the date of her election as a candidate for Colonial membership to complete her lineage papers. If there are extenuating circumstances to justify extension, the Registrar may extend the limit.

Acceptance of her lineage papers by the Massachusetts Society constitutes recognition of her election as a member.

- b. Youth
A Youth Candidate shall be elected in the same manner as a Colonial candidate.

- c. Associate
A candidate for Associate Membership must be proposed on a form made out in accordance with the rules of the Associate State Society she wishes to join. This form should be mailed to the Massachusetts Registrar for Associate States. Acceptance of her lineage papers by the Massachusetts Society constitutes recognition of her election as an Associate Member. Her own State President and State Registrar shall be notified. She must then be officially accepted for membership by the State Society for which she is a candidate.

The candidate has a time limit of two years from the date of receipt of the proposal form from her state society for an Associate Member to complete her lineage papers. If there are extenuating circumstances to justify extension, the Registrars may extend the limit.

Section 3. Transfers

A member of any state Society may transfer to the Massachusetts Society. She shall start the process by contacting her State Registrar. She shall follow the procedure in operation at the time of her transfer. Other State Society Life Memberships do not transfer.

Section 4. Resignations

Resignations from the Society shall be made in writing to the Registrar. A resignation shall not release a member from obligations incurred by her without the consent of the Board. Resignations must be presented to the Board prior to December 31 to release a member from dues payable the following year.

Section 5. Reinstatements

A member in good standing who has resigned from the Massachusetts Society may be reinstated by a majority vote of a quorum of the Board upon repayment of her entrance fee or such sums as the Board determines. If her papers do not comply with present rules, they must be made so as to comply.

A member who has resigned in good standing from an Associate Society may be reinstated in the Associate Society and the Massachusetts Society, upon application of the President and Registrar of the Associate Society, declaring that such is the desire of the Society, and upon repayment of her entrance fee to Massachusetts. Her papers also must then be made to conform to the present rules.

Section 6. Termination of Membership

Membership may be terminated for any cause which, in the opinion of the Board, is injurious to the good order, welfare, interest or character of the Society. A two-thirds vote of the Board at which a quorum is present is necessary for such action.

ARTICLE IV
OFFICERS AND THEIR DUTIES

Section 1.

The Officers of this Society shall perform the duties prescribed by the Constitution of The National Society of The Colonial Dames of America, by the Acts in Council of The National Society of The Colonial Dames of America, by these By-Laws and by the Board of this Society.

Section 2.

The Officers of this Society shall be a President, First, Second or more Vice-Presidents, a Recording Secretary, a Treasurer and an Assistant Treasurer.

Section 3. Duties of the President

The President shall have general supervision of the affairs of the Society. She shall be the chief executive officer of the Society. She shall preside at all meetings of the Society, the Board, and the Executive Committee as specified in Article X. She shall appoint a Corresponding Secretary, an Historian, one or more Registrars, Chairs of the Standing Committees and two members of the Nominating Committee. Such appointments shall be approved by the Board before presentation to the membership for election at the Annual Meeting. She shall also appoint five delegates, herself and four others, and up to five alternates to the National Society's Biennial Council. She may appoint any other committees deemed necessary. She shall be an ex-officio member of all committees except the Nominating Committee.

The President may, in the absence or the disability of the Treasurer and Assistant Treasurer, perform the duties of the Treasurer.

Section 4. Duties of the Vice Presidents

It shall be the duty of the Vice-Presidents, in their order, to preside in the absence of the President, and, in the case of the death or resignation of the President, to exercise the functions of that officer until her successor is elected.

Section 5. Duties of the Recording Secretary

It shall be the duty of the Recording Secretary to keep a careful record of all business meetings of the Society and of the Board, and to issue the call for all such meetings. She shall perform such other duties as usually belong to her office, or as required by the Board.

She shall give notice to the several officers or Chairs of committees of all votes, orders, or proceedings of the Society or Board appertaining to their respective duties.

Section 6. Duties of the Treasurer

It shall be the duty of the Treasurer to collect all monies of the Society and to deposit the funds as may be designated by the Board. The Treasurer shall pay all current expenses and bills within the amounts allowed by the current operating budget. All other expenditures shall require the approval or ratification of the Finance/Audit Committee.

Checks drawn against the funds of the Society and tax forms shall be signed by the Treasurer. In the absence of or disability of the Treasurer, the Assistant Treasurer shall perform the duties of the Treasurer. In the absence of the Treasurer and Assistant Treasurer, the President may perform their duties.

The Treasurer shall give a financial report at the annual meeting and at each meeting of the Board.

She shall be a member of the Finance Committee.

She shall notify the Registrar and Registrar(s) for Associate States when all charges of candidates have been paid.

The fiscal year of the Society shall be the calendar year.

The annual account of the Treasurer shall be audited or reviewed by an accredited accountant approved by the Board.

Section 7. Duties of the Assistant Treasurer

The Assistant Treasurer shall assist the Treasurer and shall fulfill the duties of the Treasurer during her absence or illness.

She shall be a member of the Finance Committee. She shall be in charge of all dues payments.

ARTICLE V
NOMINATIONS, ELECTIONS AND TERMS OF OFFICE

Section 1. Nominations and Elections

- a. The Nominating Committee shall prepare a slate of nominees for Officers, Managers, and three members of the Nominating Committee each year. No Manager shall be nominated without anticipation of portfolio.
- b. The Nominating Committee shall print and send to each member of the Society a list of nominations at least two weeks before the Annual Meeting.
- c. Any member may be placed in nomination for any office by a petition signed by fifteen members sent to the Corresponding Secretary before April first. Such nomination shall be sent immediately to each member and the name thus nominated shall appear upon the official ballot at the Annual Meeting in May.

Section 2. Term of Office

- a. All officers shall be elected for a term of one year.
- b. No officer except the Treasurer, Assistant Treasurer and Recording Secretary may serve for more than four consecutive years.
- c. Members elected as Managers shall serve for three years, four Managers being elected annually. Any member who is a Manager by virtue of being a Chair of a Standing Committee shall remain a Manager only during her term.
- d. No Manager or Standing Committee Chair may serve for more than two consecutive three-year terms.

Section 3. Honorary Officers

A retiring President will become an Honorary Officer of the Society for life. Such Honorary Officers will be invited by the President to attend the Joint Committee Chair/Board meetings in November and April, where they may take part in the discussion but cannot vote.

ARTICLE VI
BOARD

Section 1.

The Board shall consist of the Officers of the Society, a Corresponding

Secretary, an Historian, one or more Registrars, twelve members of the Society and any Chair of a Standing Committee, if not already a Manager. All members of the Board shall be elected by the membership. A member of the Board must have been a member of the Massachusetts Society for at least one year.

Section 2.

A member of the Board may serve in one or more capacities.

Section 3.

The Board shall transact all business not otherwise provided for in the Constitution and shall be charged with the direction and control of the affairs and funds of the Society as authorized by law. It shall elect new members to the Society.

Section 4.

The Board may remit dues of any member for such cause and for such period as in their judgment may be advisable.

Section 5.

The Board shall have the power to fill any vacancy caused by death, illness, prolonged absence or resignation until the next Annual Meeting of the Society.

Section 6.

If any member has been absent from a majority of the meetings of the Board or any other committee during the year without due excuse, it shall be equivalent to a resignation and her place shall be filled by the Board.

Section 7.

The Board shall approve the appointments by the President of Corresponding Secretary, Historian, Registrars, Chairs of the Standing Committees and the two members of the Nominating Committee before presentation to the membership for election at the Annual Meeting.

Section 8. Duties of the Corresponding Secretary

It shall be the duty of the Corresponding Secretary to conduct the correspondence of the Society. She shall perform all other duties which usually belong to her office, or as required by the Board. She shall receive and present to the Board, and acknowledge, all resignations.

She shall attend the meetings of the Board.

Section 9. Duties of the Registrar for Colonial States

It shall be the duty of the Registrar to keep a register, in which are to be recorded the names of members whose papers have been examined and who have been elected to the Society, with the number of the paper and the names of the ancestors who render her eligible. The Registrar shall send invitations to new members notifying them of their election.

When the Registrar has been notified by the Treasurer that the member has paid all charges, she shall, at the request of the member and upon receiving payment, order proper insignia and record the number.

She shall notify the Treasurer and the Recording Secretary of the names and addresses of new members after their election.

She shall be a member of the Eligibility Committee.

She shall supervise the editing of the Massachusetts section of the Register of Ancestors.

It shall be the duty of the Registrar to coordinate the work of the genealogists.

She shall attend the meetings of the Board.

Section 10. Duties of the Registrar for Associate States

Registrar(s) for Associate States shall keep an active register in which shall be recorded the names of associate members of the Society whose papers have been approved and passed. When word has been received from the Treasurer that all charges have been paid, she (they) shall notify the President and the Registrar of the Associate State concerned of the election of the new member.

She (they) shall comply with the requests for the National Register.

She (they) shall issue lineage blanks to the Associate members in accordance with the rules for admission which apply to the Associate members.

She (they) shall be a member of the Eligibility Committee.

She (they) shall attend the meetings of the Board.

Section 11.

A National Officer whose membership is in the Massachusetts Society may attend the meetings of the Board during her term of office in an advisory capacity with no vote.

Section 12.

The immediate past president shall be ex-officio and non-voting on the Board.

ARTICLE VII EXECUTIVE COMMITTEE

Section 1.

The Executive Committee shall consist of the Officers of the Society. The President shall act as Chair.

Section 2.

It shall be the duty of this committee to advise the President and to transact such urgent business as may arise in the intervals between meetings of the Board. Any such action must be ratified by the Board at its next meeting. It may make recommendations to the Board.

ARTICLE VIII STANDING COMMITTEES

Section 1. Committees

- a. There shall be the following Standing Committees: Archives, Costume, Eligibility, Finance/Audit, Historical Activities, Museum Properties, New Members and Candidates, Nominating, Patriotic Service, Program, Public Relations and others. Standing Committees may be established by the Board when deemed advisable.
- b. The Chairmen of these Committees shall be elected annually. If not already a member of the Board of Managers, a chairman shall be a Manager during her term as chairman.

Section 2. Archives Committee

The Archives Committee shall maintain, protect and conserve historical materials in the Society's possession, and shall have a protocol regarding the access of these materials by historians, researchers, scholars, independent writers and members of the Society.

Section 3. Communications and Marketing

Communications and Marketing Committee shall plan and direct a coordinated program of publicity consistent with the general purposes of the Society and with the approval of the Board, for the Society's activities to foster community understanding, interest and support. It shall have the responsibility of interpreting and communicating regularly the work of the Society to the reading/listening public. It shall keep a record of special events

Section 4. Costume Committee

The Costume Committee is entrusted with the care of the clothing and accessories given to the Society by its members and may use discretion in acceptance of these articles. It shall exhibit the costumes as often as feasible and make the collection available to students for study purposes on a limited basis.

Section 5. Eligibility Committee

The Eligibility Committee shall have jurisdiction to settle all technical matters in connection with the admission of members, the form of lineage papers and the rules for the guidance of candidates.

The Committee shall consist of a Chair, the Registrars, and such members as the President shall appoint.

The Eligibility Committee shall be custodian of the filed lineage papers and computerized data, to which the Registrars and the Genealogists shall have access at all times in connection with their duties.

Section 6. Finance/Audit Committee

The Finance/Audit Committee shall consist of a Chair, Assistant Chair, the Treasurer and the Assistant Treasurer, and at least two other members appointed jointly by the President and the Chair.

It shall prepare the annual budget, shall direct the Treasurer in the expenditure of funds not allocated in the budget, and shall bring the results of any deliberations to the Board for its decision.

The Finance/Audit Committee shall, with the approval of the Board, direct the financial policy of the Society and be responsible for the care and investment of the permanent funds. It shall provide oversight for the Society's internal financial and accounting policies and procedures, financial reporting principles and policies and disclosure controls and procedures. The Finance/Audit Committee shall be responsible for selecting and evaluating the independent external auditors, and for releasing external financial statements.

Section 7. Historical Activities Committee

The Historical Activities Committee shall work in the field of historical research and through publication and by other means shall make available important data of the Colonial Period.

Section 8. Museum Properties

These Committees shall carry out the policies of the National Museum Properties Committee. They shall be responsible for the preservation and conservation of the Society's houses, collections and grounds.

All matters having to do with additional financing beyond committee budgets shall be deferred to the Finance/Audit Committee.

There may be sub-committees, such as Acquisitions, Docents, Gardens and Grounds, Housekeeping, Restoration and any others deemed necessary to the Chairs and President.

The Museum Properties Committees shall have charge of arrangements for the use of the Houses under the guidelines approved by the Board.

Section 9. New Members and Candidates Committee

The New Members and Candidates Committee shall help prospective members, Candidates, new Colonials, Transfers and Courtesy Dames become enthusiastic and productive members of the Society.

Section 10. Nominating Committee

- a. A Nominating Committee shall be composed of a Chair and four members, none of whom shall be an officer, two of whom preferably shall have been members of the previous nominating committee. Two shall be appointed by the President.
- b. The President shall appoint the Chair from this Committee.
- c. No member of the Nominating Committee shall serve more than three consecutive years.

Section 11. Patriotic Service Committee

The Patriotic Service Committee shall work primarily in the field of patriotic education through whatever means may be employed for the building of better American citizens, mentally, morally or physically.

Section 12. Program Committee

The Program Committee shall be responsible for educational lectures and study courses. It shall supervise details in connection with the execution of these plans.

ARTICLE IX
SPECIAL APPOINTMENTS

Section 1.

The Board shall nominate a Regent of Gunston Hall for appointment by the Governor of the Commonwealth of Virginia to a five-year term, which may be renewed once.

Section 2.

The President, with the approval of the Board, shall nominate a Lady of Dumbarton for appointment by the National President for a two-year term which may be renewed twice.

Section 3.

The President shall appoint an Associate Trustee to Friends of Sulgrave Manor for a maximum of two three-year terms. The Representative is nominated for a single three-year term as a Junior Representative and then may be proposed for an additional three-year term as a Senior Representative.

Section 4.

The President shall appoint, with the approval of the Board, a Representative to Gore Place for appointment by the Gore Place Board.

ARTICLE X
MEETINGS

Section 1. Meetings of the Society

- a. The Annual Meeting of the Society shall be held during the month of May at which the Officers, Managers, the Corresponding Secretary, Historian, the Registrars, the Nominating Committee and Chairs of the Standing Committees shall be elected.
- b. Forty members of the Society shall constitute a quorum.
- c. The Annual Meeting is open only to members and to guests invited by the President.

Section 2. Meetings of the Board

- a. The Board shall meet monthly from September through June and at any other time upon the call of the President or upon written request of three members of the Board.

- b. Twelve voting members shall constitute a quorum of the Board.
- c. Special guests may be invited by the President.

Section 3. Meetings of the Executive Committee

- a. The Executive Committee shall meet at the call of the President or upon the request of three members of the Executive Committee.
- b. Three members of the Committee shall constitute a quorum.

Section 4. Special Meetings

Special Meetings may be called by the President or the Board and shall be called upon written request of ten members of the Society.

Section 5. Electronic Meetings.

Meetings of the Board, Executive Committee and Committees may be conducted by telephone call, video conference call or through internet meeting services upon the call of the chair. A quorum must be in attendance before the electronic meeting may be called to order and must remain on the line for any business to be transacted.

Section 6. Quorum.

A majority of committee members shall constitute a quorum unless otherwise specified. The President shall not be counted in the quorum.

Section 7. Action without a Meeting.

Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting provided that a majority of the Managers consents thereto in writing, by electronic transmission, or by roll call vote.

ARTICLE XI
DUES AND FEES

Section 1. Members

There shall be an entrance fee for both Colonial and Associate Members, the sum to be determined by the Board.

The annual dues shall be determined by the Finance Committee and confirmed by the Board and shall be in addition to the per capita dues paid to the National Society. All dues shall be payable on admission and thereafter annually. Members admitted after June 1 shall pay annual dues on a pro-rated basis plus the National per capita dues.

Youth Members pay no annual dues, but are responsible for the National per capita dues. Full Colonial dues shall be payable on turning 21. Members turning 21 after June 1 shall pay annual dues on a pro-rated basis, plus the National per capita dues.

Dues notices will be received on or before December 1 and are due by December 31. A second notice will be sent out by January 31. To resign in good standing a written note must be received by December 31. Members who have not paid their dues to the Massachusetts Society by April 30th will be dropped from membership. A member who is delinquent in any other financial obligation to the Society will be dropped from membership. A member's reinstatement is at the discretion of the Board. Upon payment of annual dues, a member shall be entitled to all rights, privileges, and benefits of the Society for the calendar year covered by such payment. The fiscal year is the calendar year.

Section 2. Courtesy Dames

Dues shall be determined in the same manner as Section 1, less the per capita dues to the National Society.

ARTICLE XII
INDEMNIFICATION

The Society shall, to the extent legally permissible under chapter 180 of the Massachusetts General Laws, and only to the extent that the status of the Society as an organization exempt under Section 501 (c) (3) of the Internal Revenue Code is not affected thereby, indemnify any person serving or who has served on the Board or as an officer, employee or other agent of the Society against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him or her in connection with the defense or disposition of any suit or other proceeding, whether civil or criminal, in which he or she may be involved, while serving or having served on the Board or as an officer, trustee, employee or agent, except with respect to any matter as to which he or she shall have been 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 Society: provided, however, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless:

- (a) such person shall be found to have acted in the reasonable belief that his or her action was in the best interest of the Society, after notice that action on such indemnification is to be taken:
 - (i) by a majority of the disinterested Managers then in office; or

- (ii) by a majority of the disinterested members then in office; or
- (b) in the absence of action by disinterested Managers or members, there has been obtained an opinion in writing of independent legal counsel, other than counsel to the Society, to the effect that such person appears to have acted in good faith in the reasonable belief that his or her action was in the best interest of the Society.

Expenses, including counsel fees, reasonably incurred by any such person in connection with any such action may be paid from time to time by the Society in advance of the final disposition thereof upon receipt of an undertaking by such person to repay the amounts so paid to the Society if he or she shall be adjudicated not to be entitled to indemnification under Massachusetts General Laws, Chapter 180 Section 6, as the same may from time to time be amended, or corresponding provisions of future laws. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any such person may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. An "interested" manager, officer, employee or agent is one against whom, in such capacity, the proceedings in question or another proceeding on the same grounds is then pending. Any payment authorized herein to any person shall in the event of the death of such person be paid to such person's estate.

Nothing herein shall limit the power of the Board to authorize the purchase and maintenance of insurance on behalf of any such person against any liability incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Society would have the power to indemnify him or her against such liability hereunder.

ARTICLE XIII PARLIAMENTARY AUTHORITY

Section 1.

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the Society may adopt.

Section 2.

The President may appoint a Parliamentarian as she deems necessary.

ARTICLE XIV
Federal Requirements for Tax-Exempt Status

Section 1.

No contract, transaction, or act shall be taken on behalf of the Society if such are prohibited transactions or would result in the denial of the tax exemption under Section 503 or Section 504 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Section 2.

No part of the net earnings of the Society shall inure to the benefit of any member, officer of the Society, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Society, affecting one or more of its purposes), and no member, officer of the Society, or any private individual shall be entitled to share in the distribution of any Society assets on dissolution of the Society. No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene in (including the publication and distribution of statements) any political campaign on behalf of any candidate for public office.

Section 3.

Notwithstanding any provision of this certificate, the Society shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c) (3) of the Internal Revenue Code or its Regulations as they now exist or as they may hereafter be amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

Section 4.

Upon the dissolution of the Society or the winding up of its affairs, the assets of the Society shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE XV
AMENDMENT TO THE BY-LAWS

These By-Laws may be amended at any Meeting as defined in Article X, Sections 1 or 4, by a two thirds vote of those present. The amendment must have been read at a previous meeting, or have been sent to all the members two weeks before the meeting at which it is to be voted upon. The amendment must have the approval of the Board.

