



BYLAWS

Of the Society of Mayflower Descendants in the State of Delaware

Adopted February 2, 2008 at Wilmington, Delaware
and amended to include Board Resolutions adopted in 2009,
2012, 2015, and 2022.



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Bylaws of The Society of Mayflower Descendants in The State of Delaware

adopted February 2, 2008, at Wilmington, Delaware

ARTICLE I: Name; Purposes; Object

Section 1.1. Name

The name of this society shall be "Society of Mayflower Descendants in the State of Delaware" (the "Society"). The Society is a corporation of the State of Delaware. The Society is the successor organization to the unincorporated association of the State of Delaware known as "Society of Mayflower Descendants in the State of Delaware" formed in 1958.

Section 1.2. Object and Purpose

The object and purpose of the Society stated herein, and all provisions of this Section 1.2, are subject to and in accordance with the Certificate of Incorporation of the Society, Article IV of which hereby is incorporated by reference as if fully set forth herein.

Section 1.3. Relationship to General Society of Mayflower Descendants.

The Society is a chartered affiliate organization of (but is not a subsidiary of, and is not owned or operated in any way by) the corporation known as "General Society of Mayflower Descendants," formed in 1897 and incorporated in the Commonwealth of Massachusetts, currently having an address of Post Office Box 3297, Plymouth, Massachusetts, 02361-3297 (the "General Society").

ARTICLE II: Membership

Section 2.1. Members

The Members of the Society, collectively, shall have ultimate control of the Society. The terms "Member," "Members," "Member of the Society," and "Members of the Society" shall, unless otherwise specified herein, refer only to those persons elected to membership in the Society and holding those memberships referred to in Sections 2.4 and 2.5 hereof.

Section 2.2. Eligibility

All persons who are descended from a passenger on the Mayflower on the voyage that terminated at Plymouth, New England, in November, 1620, shall be eligible for membership; provided, however, that no person shall be eligible for membership - (Regular, Life, Junior or Junior Life) (a) who is pledged to or advocates the overthrow, by force or violence, the Government of the United States, or that of any state or territory thereof, or (b) who has been guilty of treasonable practices, or (c) who is not of good moral character or reputation.

Section 2.3. Categories of Membership

The Society shall have four categories of members: Regular, Life, Junior and Junior Life. Only Regular Members and Life Members, however, shall have voting rights in the Society.

Section 2.4. Regular Membership.

All persons who have attained the age of eighteen years, who have filed an application for membership with the Society which has been approved by the Historian of the Society and by the Historian General of the General Society, who have paid the Application Fee prescribed by the Board of Assistants under the authority of Article VII hereof, and who have met the requirements of Section 2.2 above, are eligible for election as Regular Members of the Society.

Section 2.5. Life Membership.

Life Memberships in the Society shall be granted to members who have been elected Regular Members pursuant to the provisions of Section 2.4 hereof, and who thereafter pay the Life Membership Fee prescribed by the Board of Assistants under the authority of Article VII hereof. Life Members are exempt from payment of annual membership fees, but in all other respects have the same responsibilities and privileges as other members. Life Memberships are not transferable from one state society of the General Society to another state society of the General Society. Funds received from Life Members shall be invested but not disbursed except by a two-thirds vote of the members. The income from said funds shall be part of the general funds of the Society.

Section 2.6. Junior Membership.

Every lineal descendant under eighteen years of age of any such passenger referred to in Section 2.2 hereof, shall be eligible to become a Junior Member of the Society, provided such lineal descendant is related by blood to a member or former member of the Society. Junior Membership shall end at the end of the calendar year during which the Junior Member attains the age of twenty-five years, by which date such Junior Member shall have either applied for transfer to the Society and the General Society by fulfilling the requirements for Regular Membership, including the payment of the Application Fee and one year of membership dues, or shall have been removed from the rolls of membership in the Society. In order for a person to become a Junior Member, the person sponsoring such Junior Member shall file an application with the Junior Membership Secretary and shall pay the Junior Membership Application fee prescribed by the Board of Assistants under the authority of Article VII hereof.

Section 2.7. Junior Life Membership.

A Junior Member is eligible for election as a Junior Life Member upon the fulfillment of all the requirements for Regular Membership set forth in Section 2.4 hereof and upon the payment of the Junior Life Membership Fee prescribed by the Board of Assistants under the authority of Article VII hereof. Upon attaining the age of eighteen years, the Junior Life Member shall automatically, and without the payment of any further fees, become a Life Member of the Society with full voting rights. Junior Life Memberships are not transferable from one state society of the General Society to another state society of the General Society. Funds received from Junior Life Members shall be invested but not disbursed except by a two-thirds vote of the members. The income from said funds shall be part of the general funds of the Society.

Section 2.8. Applications.

Every application for each category of membership in this Society as specified in Sections 2.4 through 2.7 hereof shall be made in writing on the application form for such membership category furnished by the Society.

Section 2.9. Election to Membership.

Any person who meets the requirements of Section 2.2 and has satisfied the requirements for Regular Membership, Life Membership or Junior Life Membership in the Society as provided in Sections 2.4, 2.5 and 2.7 hereof (except with the limitations specified in Section 2.7 until such Junior Life Member attains the age of eighteen years), may be elected a Member of the Society in that Member's designated membership category. Election shall be deemed to occur on the date, after all of the foregoing requirements have been met, that the Historian notifies the office of the Historian General of the General Society should be indicated as the person's date of election on the person's membership application, and has provided the person's Delaware Society membership number to such office.

Section 2.10. Retroactivity of Membership Status in Predecessor Organization.

Notwithstanding any other provision of these Bylaws and the Certificate of Incorporation under which these Bylaws are to be enacted, upon the enactment of these Bylaws, all persons who ever possessed the equivalent of Regular Memberships, Life Memberships, Junior Memberships, and Junior Life Memberships in the predecessor organization of the Society, i.e., the unincorporated association of the State of Delaware known as "Society of Mayflower Descendants in the State of Delaware" formed in 1958, shall be deemed to have attained the equivalent membership status in the Society as of the date that such person achieved the equivalent membership status in the predecessor organization. For example, a person who became a Regular Member of the predecessor organization in 1967 and who was dropped from such membership in 1970 shall, upon the enactment of these Bylaws, be deemed to have become a Regular Member of the Society in 1967 and to have been dropped from membership in the Society in 1970. In other words, the date of any attainment or change of membership status of any living or deceased member of the predecessor organization shall continue to be recorded in the Society's records as occurring on the date that it actually occurred, and as if the Society then existed and was in fact the predecessor organization. As a further example, those who were members of the predecessor organization from its inception, known as "Charter Members" in such organization, shall, upon enactment of these Bylaws, be deemed to be Charter Members of the Society.

Section 2.11. Transfers and Dual Memberships.

An applicant who is a member of one or more state societies of the General Society and who wishes for transfer to, or dual or multiple membership in, the Society shall present a copy of the lineage papers held by such state society or societies, accompanied by a statement from any such other state society that said applicant is in good standing in such state society. Such an applicant who has also paid the Application Fee prescribed by the Board of Assistants under the authority of Article VII hereof, and who has met the requirements of Section 2.2 above, is then eligible for election as a Regular Member of the Society.

Section 2.12. Resignation of Members; Reinstatement.

Any Member may resign at any time by giving written notice of such resignation to the Secretary. Unless otherwise specified in such notice, such resignation shall take effect upon receipt thereof by the Secretary, and the acceptance of such resignation shall not be necessary to make it effective. A Member shall not be deemed to have resigned in good standing until all outstanding membership fees to the Society are paid in full to the date of the Member's resignation. Such Member who resigned in good standing may, at any time upon payment of the then-present year's dues plus the reinstatement fee prescribed by the Board of Assistants under the authority of Article VII hereof, be reinstated as a Member in good standing.

Section 2.13. Termination of Membership; Reinstatement.

Unless otherwise decided by the Board of Assistants under the authority of Article VII hereof, any Regular Member who has not paid his or her annual membership dues for the ensuing year by December 15 of the current year may have his or her membership terminated and may be removed from the Society's membership rolls; provided, however, that such Member shall not be dropped from membership if his or her dues are received by the Society before the Secretary has completed the Society's annual report of membership that is filed with the Secretary General of the General Society in January of such ensuing year. Such Member terminated for such non-payment may, at any time upon payment of the then-present year's dues plus the reinstatement fee prescribed by the Board of Assistants under the authority of Article VII hereof, be reinstated as a Member in good standing. Any Member (Regular, Life, Junior or Junior Life) may have his or her membership terminated for cause by the affirmative vote of a majority of a quorum of the Members of the Board of Assistants present at any meeting of the Board of Assistants. A Member whose membership is proposed to be so terminated has a right to receive written reasons for the proposed termination in advance of any such Board meeting, and to present testimony, including the Member's own testimony if the Member so chooses, at such Board meeting.

Section 2.14. Annual Membership Dues; Notices; Payment.

The Treasurer shall arrange for Dues Notices to be sent out before October 1st of each year and they shall be payable by November 1st of each year. The annual membership dues shall be set forth in [Appendix A](#) of this Handbook (page 44). The membership of any member whose annual dues have not been received by the Society by December 15th will be subject to termination, except as otherwise provided in Article VII, Section 7.7 of the Bylaws, and thereafter will be reinstated upon that member paying the dues and fees as set forth in Article VII, Section 7.6 of the Bylaws. Life Members, Junior Members, and Junior Life Members are exempt from the payment of annual membership dues.

To facilitate a simple, consistent, and gracious process for collecting annual dues, the Membership Chair shall oversee implementation of the following procedures:

Section 2.14.1 Confirmation of Intent to Drop Membership.

Each year between November 1st and December 15th any member whose annual dues have not been received by the November 1st deadline shall be directly contacted in-person or by

phone to confirm their intentions regarding continued membership. Should an unpaid member be unable to be reached prior to December 15th, the Society will “carry” that member until such time as their membership intentions can be personally confirmed or their membership is terminated according to the terms in Section 2.14.3.

Section 2.14.2 Notification of Non-Payment.

The Treasurer will prepare and send to the Membership Chair a list of members whose dues have not been received by the November 1st deadline. An overdue notification and request to renew membership will be emailed to those on the list no later than November 10th. Members whose dues remain unpaid by December 1st will receive a second overdue notification and request for payment in the form of a letter postmarked no later than December 10th. Any member whose dues remain unpaid on December 15th will be sent a final letter from the Governor to serve as notification of the Board’s intention to vote to terminate their membership in accordance with Article II, Section 2.14.3 of the By-laws.

Section 2.14.3 Termination of Membership.

The Board shall vote to terminate a membership only after 1) having received personal confirmation of the member’s intent to resign, or 2) repeated attempts to locate and obtain confirmation have failed.

ARTICLE III: Meetings of Members

Section 3.1. Quorum and Manner of Acting.

At each meeting of the Members the presence of a minimum of ten Members shall be necessary and sufficient to constitute a quorum for the transaction of business. In the event there are ever less than ten Members of the Society, then the presence of at least 70% of such Members shall be necessary and sufficient to constitute a quorum. In the absence of a quorum, a majority of those present at the time and place of any meeting may adjourn the meeting from time to time until a quorum shall be present and the meeting may be held as adjourned without further notice or waiver. A majority of those present at any meeting at which a quorum is present may decide any question brought before such meeting, except as otherwise provided by law, the Society’s Certificate of Incorporation or these Bylaws.

Section 3.2. Annual Meeting.

The Annual Meeting of the Members, which shall take place at the time of the Compact Luncheon which commemorates the signing of the Mayflower Compact, shall be held upon proper notice each year on such date during the month of November, and at such time and place within or without the State of Delaware, as may be designated by the Board of Assistants.

Section 3.3. Regular Meetings.

Regular meetings of the Members, such as the Spring Meeting held each May, and any other meeting designated by the Board of Assistants as a regular meeting, shall be held upon proper notice as set forth in Section 3.5 hereof, on such date and at such time and place within or without the State of Delaware as may be designated by the Board of Assistants.

Section 3.4. Special Meetings.

Special meetings of the Members for any proper purpose or purposes may be called at any time by the Board of Assistants, or by written notice of at least seven Members to the Board of Assistants, to be held upon proper notice as set forth in Section 3.5 herein, on such date and at such time and place within or without the State of Delaware as directed by the Board of Assistants or by the Members who called such meeting.

Section 3.5. Notice of Meeting.

Written notice of every meeting of the Members, stating the date and time when, and the place where, it is to be held, shall be delivered either personally, by electronic mail (e-mail) or by United States mail to each Member not less than fifteen days nor more than sixty days before the meeting, except as otherwise provided by law. Such notice shall specify the purpose of the meeting.

Section 3.6. Adjournments.

In the absence of a quorum, the Members present shall have the power to adjourn the meeting from time to time without notice, other than announcement at the meeting, until a quorum shall be present. At the rescheduled meeting, any business originally noticed for the adjourned meeting may be transacted at the rescheduled meeting.

Section 3.7. Conduct of Meetings.

All meetings of the Society shall be conducted according to agreed-upon rules of order. In the event of a procedural dispute, then the most recently published version of Roberts' Rules of Order shall govern.

Section 3.8. Minutes of Meetings.

Any action of the Members at any meeting of the Members shall be duly memorialized by the minutes of such meeting. Such minutes shall be kept with the records of the Society.

ARTICLE IV: Board of Directors, aka Board of Assistants

Section 4.1. Name.

The Board of Directors referenced in the Society's Certificate of Incorporation shall be referred to generally as the "Board of Assistants" or the "Board," and the use of such terms herein or in any other aspect of the Society's business shall be deemed to refer to the Board of Directors. Similarly, the terms "Member of the Board of Assistants" or "Members of the Board of Assistants" shall be deemed to refer to a director or directors of the Society as referenced in the Society's Certificate of Incorporation.

Section 4.2. Number; Qualification; Duties.

The Board of Assistants shall be comprised of the officers of the Society, namely, the Governor, Deputy Governor, Secretary, Assistant Secretary, Treasurer, Historian, Elder, Captain, Surgeon, Counselor, Junior Membership Secretary, the immediate Past Governor, and three Assistants. All members of the Board of Assistants and all officers of the Society must be members, and at any time a person ceases to be a member, he or she also automatically ceases to be an officer

of the Society and a member of the Board of Assistants. Notwithstanding any other provision of these Bylaws, upon the enactment of these Bylaws, all persons serving as the equivalent officers in the predecessor organization of the Society, i.e., the unincorporated association of the State of Delaware known as "Society of Mayflower Descendants in the State of Delaware" formed in 1958, shall be deemed to have been elected as the equivalent officer in the Society as of the date that such person was elected as the equivalent officer in the predecessor organization. The specific duties of the various officers shall be as follows:

4.2.1. Governor.

The Governor shall preside at all meetings of the Society and at all meetings of the Board of Assistants and shall perform such other duties as pertain to the chief officer of an organization.

4.2.2. Deputy Governor.

The Deputy Governor shall exercise all duties of the Governor during the absence of the Governor.

4.2.3. Secretary.

The Secretary shall report the proceedings of the Society and of the Board; shall keep a complete list of all Members and Junior Life Members; notify all Members and Junior Life Members of all meetings to be held; and perform all other customary duties of the office.

4.2.4. Treasurer.

The Treasurer shall take charge of all funds belonging to the Society, keep suitable books and accounts, charge, collect, and receive all fees, dues and other moneys payable to the Society; make disbursements only as approved by the Board of Assistants; render an annual report to the Society; and have the books audited if requested by the Board of Assistants.

4.2.5. Historian.

The Historian shall examine and report on all lineage papers of applicants, and shall be the custodian of lineage papers of Members and Junior Life Members.

4.2.6. Other Officers.

The other officers shall perform such duties as pertain to their respective offices.

Section 4.3. Election of Officers; Term; Resignation; Removal; Vacancies.

The officers shall be elected by a majority vote of a quorum of the Members of the Society present at the Annual Meeting of the Society and shall serve for a term of three years or until their successors are duly elected and qualified, except in the case of death, resignation, or removal from office, in which case such person shall be deemed no longer to be either an officer nor a Member of the Board of Assistants. No person shall be elected to the same office for more than two successive terms, with the exception of the Historian. Any Member of the Board of Assistants may resign at any time upon written notice to the Board of Assistants. Any Member of the Board of Assistants may be removed from the Board of Assistants, and from any officer position that such person holds, for cause by the affirmative vote of a majority of a quorum of the Members of the Board of Assistants present at any meeting of the Board of

Assistants. A Member of the Board of Assistants or an officer for whom such removal is proposed has a right to receive written reasons for the proposed removal in advance of any such meeting, and to present testimony, including the person's own testimony if the person so chooses, at such meeting. Any vacancies in the Board of Assistants may be filled for the unexpired terms by means of nomination by the Governor (or, in the case of a vacancy in the office of Governor, the Deputy Governor) and ratification by the vote of a majority of a quorum of the Members of the Board of Assistants present at any meeting of the Board of Assistants.

Section 4.4. Powers of the Board of Assistants.

The Board of Assistants shall have full power and authority to act on behalf of the Society and its membership at all times other than at the Annual Meeting and any Regular Meetings or Special Meetings of the Society. At each Annual Meeting of the Members, the Board of Assistants shall report all material action taken by them.

Section 4.5. Meetings of the Board of Assistants.

Meetings of the Board of Assistants for any proper purpose or purposes may be called at any time by written notice of the Governor, or by written notice of at least three Members of the Board of Assistants, to all Members of the Board of Assistants. Any such meeting shall be held on such date and at such time and place within or without the State of Delaware as directed within such written notice by the Governor or by the Members of the Board of Assistants who called such meeting.

Section 4.6. Telephonic Board Meetings Permitted.

The Board of Assistants, or any committee designated by the Board of Assistants, may participate in a meeting thereof by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Bylaw shall constitute presence in person at such meeting.

Section 4.7. Quorum; Vote Required for Action.

At all meetings of the Board of Assistants, five of its members shall constitute a quorum for the transaction of business. Except in cases in which the Society's Certificate of Incorporation or these Bylaws otherwise provide, the vote of a majority of the Members of the Board of Assistants present at a meeting at which a quorum is present shall be the act of the Board of Assistants.

Section 4.8. Organization.

Meetings of the Board of Assistants shall be presided over by the Governor, or in his or her absence by the Deputy Governor, or in his or her absence, by a chairman chosen at the meeting. The Secretary shall act as secretary of the meeting, but in his or her absence the chairman of the meeting may appoint any person to act as secretary of the meeting.

Section 4.9. Communication; E-mail.

For any Board of Assistants or Society matters, including voting on any Board of Assistants or Society matters other than at any meeting of the Board of Assistants, the Members of the

Board of Assistants may use any form of communication among themselves, including electronic communications (e-mails), or any other method. E-mail communications, however, may not be used to establish the presence of any Member of the Board of Assistants at any meeting of the Board of Assistants.

Section 4.10. Conduct of Board of Assistants Meetings.

All meetings of the Board of Assistants shall be conducted according to agreed-upon rules of order which may or may not be memorialized at previous meetings and which may or may not be memorialized in writing. The Board of Assistants shall therefore have the power and authority to adopt such rules as it shall deem appropriate for the efficient governance of the Board of Assistants at which a quorum is present. Any such rules may be amended by a two-thirds vote of those Members of the Board of Assistants present at any regularly scheduled meeting of the Board of Assistants. In the event of a procedural dispute not addressed by such rules, then the most recently published version of Roberts' Rules of Order shall govern.

Section 4.11. Minutes of Meetings.

Any action of the Board of Assistants at any of its meetings shall be duly memorialized by the minutes of such meeting, by a written resolution of the Board of Assistants, or by memorializing such action in writing in such other manner as the Board of Assistants sees fit. Such writing shall be kept with the records of the Society.

ARTICLE V: Committees of Board of Assistants

Section 5.1. Committees.

The Board of Assistants may, by resolution passed by a majority of the whole Board of Assistants, designate one or more committees, each to consist of at least three persons, including one or more of the members of the Board of Assistants, and, if desired, of such number of members of the Society as the Board of Assistants shall select. The committees so designated shall function either as Standing Committees or as Ad Hoc Committees, as the Board of Assistants shall determine. The Board of Assistants may designate one or more members of the Board of Assistants or members of the Society as alternate members of any committee, who may replace any absent or disqualified member of such committee at any meeting of such committee. Any member of any committee, including any chair of a committee, serves at the pleasure of the Board of Assistants, but subject thereto, in the absence or disqualification of a member of the committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the Board of Assistants or member of the Society to act at the meeting in place of any such absent or disqualified member. Any such committee, to the extent permitted by law and to the extent provided in the resolution of the Board of Assistants, shall have and may exercise all the powers and authority of the Board of Assistants in the management of the business and affairs of the Society, and may authorize the seal of the Society to be affixed to all papers which may require it.

Section 5.2. Committee Rules.

Unless the Board of Assistants otherwise provides, each committee designated by the Board of Assistants may make, alter and repeal rules for the conduct of its business. In the absence of such rules each committee shall conduct its business in the same manner as the Board of Assistants.

Section 5.3. Standing Committees.

The Board of Assistants may, from time to time, designate committees to serve as Standing Committees. Such committees shall continue in existence until such time as the Board of Assistants shall terminate them. The Society shall have the following Standing Committees which shall have the following responsibilities:

5.3.1. Education Committee.

The Education Committee shall be responsible for the preparation or acquisition of educational materials relating to the Society's mission, and the dissemination of these materials to Delaware schools and other educational institutions. The Education Committee shall plan and coordinate programs and activities designed to further the education of Delawareans regarding the Mayflower and the Pilgrims.

5.3.2. Events Committee.

The Events Committee shall be responsible for the planning and coordination of all Society events, including but not limited to, the Compact Luncheon, and the Spring Meeting.

5.3.3. Finance Committee.

The Finance Committee shall have oversight responsibility of the Society's finances, including the investment and management of the Society's funds. The Finance Committee shall include the Governor, Treasurer, Finance Committee Chair, and any other persons selected by the current Governor. Money shall be invested according to the recommendations of the committee, requiring signatures of the Governor and Treasurer for any adjustments.

5.3.4. Library Committee.

The Library Committee shall be responsible for the acquisition of books, digital recordings and other materials relating to the Mayflower and the Pilgrims, and for the distribution of these materials to public libraries, historical societies and public research institutions throughout Delaware.

5.3.5. Membership Committee.

The Membership Committee shall be responsible for the promotion and growth of the Society's membership, and shall be comprised of the Membership Chair, the Junior Membership Secretary and the Historian. The Membership Chair is responsible for overseeing the dues collection process described in Article II, Section 2.14.

5.3.6. Publications Committee.

The Publications Committee shall be responsible for the publication, at least semiannually, of the “Mayflower Lynes,” and such other publications as the Board of Assistants and the Publications Committee shall determine to be appropriate and desirable.

5.3.7. Publicity Committee.

The Publicity Committee shall be responsible for originating and coordinating all publicity relating to the Society and its activities, including press releases for the media, photography, and if appropriate, any advertising or other public notices. The Publicity Committee shall maintain the Society's memorabilia and archival materials, other than those held by the Governor, Secretary, Treasurer, Historian or Captain.

5.3.8. Website Committee.

The Website Committee shall be responsible for maintaining any internet or worldwide web presence that the Society may have, including any website that the Society may have; and for maintaining any internet or worldwide web addresses that the Society may own.

Section 5.4. Ad Hoc Committees.

The Governor, or the Board of Assistants, may at any time appoint ad hoc committees to serve any purpose or need of the Society. Such committees shall serve for such periods of time as shall be needed to fulfill their purposes.

ARTICLE VI: General Society Representation

Section 6.1. Deputy Governor General and Assistant General.

The Society is represented on the General Board of Assistants of the General Society by a Deputy Governor General and an Assistant General, both of whom are elected to the General Congress upon nomination by the Society, which shall be determined by a vote of a majority of a quorum of the members of the Board of Assistants present at any meeting of the Board of Assistants. Each such nomination by the Society shall have a duration of three years, and is renewable at the sole option of the Society for as many three-year periods as the Society wishes. In the event of a vacancy in the office of Deputy Governor General or Assistant General occasioned by death, resignation or other cause at any time during such three-year period, the Board of Assistants shall nominate a person to fill the vacancy for such length of time, or for such finite responsibility, as the Board of Assistants shall determine, but in no event for longer than the remainder of such three-year period, and shall certify the nomination to the Secretary General of the General Society in accordance with the regulations of the General Society.

Section 6.2. Duties.

The General Society meets every three years in Plymouth, Massachusetts. The Society is represented at this Triennial Congress by the Deputy Governor General, the Assistant General, and one delegate for every fifty Members of the Society. The General Board of Assistants of the General Society meets in various states during the other two years. The Deputy Governor General and the Assistant General, or their substitutes, represent the Society at such meetings.

ARTICLE VII: Membership Dues and Other Fees

Section 7.1. Board Establishes Dues and Fees.

All matters relating to dues and fees and their payment shall be determined by a majority vote of a quorum of the members of the Board of Assistants present at any meeting of the Board of Assistants. Such dues and fees shall include, but not necessarily be limited to, application fees, Historian (genealogist) fees, reinstatement fees, annual Regular Member dues, and Life Member fees.

Section 7.2. Dues and Fees.

The Board of Assistants shall be responsible for establishing and adjusting, from time to time, the categories of membership dues and other fees to be assessed or charged, the amounts of these dues and fees, the timing when such dues and fees shall be payable, and any penalties for non-payment or non-timely payment of the dues and fees. The categories and amounts of these dues and fees shall be reviewed annually as a regular agenda item at the first Board of Assistants meeting immediately following the Annual Meeting each year. Any revisions in the dues and fees, together with their effective date, shall be published in the next published "Mayflower Lynes" and shall be presented and explained to the members at the next Annual Meeting. The schedule of the dues and fees, together with their effective date, whether or not revised in a given year, shall be published in each annual membership directory of the Society.

Section 7.3. Life Membership and Junior Life Membership Fees.

The Board of Assistants shall, from time to time, establish the age categories for Life Memberships and Junior Life Memberships. Life Memberships are available to all Regular Members, and Junior Life Memberships are available to all Junior Members as provided in the Bylaws. The categories and fees for Life Memberships and Junior Life Memberships shall be set forth in a resolution approved by the Board.—Life Members, Junior Members, and Junior Life Members are exempt from the payment of the annual membership dues.

Section 7.4. Junior Membership Application Fee.

The Board of Assistants shall, from time to time, establish the fee that is to be paid for a Junior Membership applying for Junior Membership in the Society. The Junior Membership application fee shall be set forth in a resolution approved by the Board.

Section 7.5. Application and Supplemental Fees.

Each application for Regular Membership and Junior Life Membership, and each Supplemental Application, shall be accompanied by a non-refundable Application Fee, the amount of which shall be set forth in Appendix A hereof. The Application Fee for Regular Membership, Life Membership, or Junior Life Membership shall be accompanied by the first year's dues that a Regular Member would pay, which first year's dues are refundable in the event that the applicant is not elected to the membership category for which he or she applied. Upon election as a member, a prospective Life Member or Junior Life Member shall then pay the balance of the amount owing for such Life Membership or Junior Life Membership in order to attain such membership.

Section 7.6. Reinstatement Fees.

To be reinstated as a Regular Member, any former Regular Member who resigned under Section 2.12 of the Bylaws or who was dropped from membership under Section 2.13 of the Bylaws must pay, in addition to the current year's dues, the corresponding reinstatement fee as approved by the Board and equal to no more than two times the current dues.

Section 7.7. Long-Term Members.

In cases of extreme hardship of a long-term member having more than twenty years of continuous membership, the Board of Assistants may pay that Member's dues from the Society's general funds. Some considerations to be weighed by the Board of Assistants in such cases are length of membership, service to the Delaware Society, service to the General Society, age, disability and the nature of the financial hardship.

Section 7.8. Supplemental Applications.

Any Regular Member, Life Member, or Junior Life Member who wishes to submit additional lineage applications from a passenger on the Mayflower on the voyage that terminated at Plymouth, New England, in November, 1620, shall, in addition to submitting the lineage papers that would be required if such person were applying for Regular Membership, pay the supplemental application fee approved by the Board.

ARTICLE VIII: Indemnification

Section 8.1. Right to Indemnification.

The Society may, by resolution of a majority vote of a quorum of the members of the Board of Assistants present at any meeting of the Board of Assistants, modify these Bylaws to indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding") by reason of the fact that he, she or it is or was a member, officer, employee or agent of the Society, or a representative of any of the foregoing. Such indemnification shall be limited, however, to the amount of insurance coverage in effect at the time of the incident or incidents that give rise to and cover the indemnification provided herein. If such an indemnity amendment is duly approved by the Board of Assistants as specified above, then this Article VIII shall be amended to reflect the specific wording of any such indemnification.

Section 8.2. Amendment or Repeal.

Any repeal or modification of the foregoing Section 8.1 shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

ARTICLE IX: Miscellaneous

Section 9.1. Fiscal Year.

The fiscal year of the Society shall be October 1 to September 30, unless otherwise determined by resolution of the Board of Assistants.

Section 9.2. Seal.

The seal of the Society shall contain a representation of the stern of a square-rigged sailing ship of the seventeenth century under sail upon the water with the words "Plymouth 1620" and "Delaware 1958" on a scroll below it, and shall be in such form as may be approved from time to time by the Board of Assistants.

Section 9.3. Insignia; Use.

The insignia of this Society shall be certificates, medals, rosettes, bookplates, and flags, and other emblems as shall be selected and approved by the General Society. Use of the seal, insignia, and other emblems of the Society, including its stationery, shall be in accordance with the regulations of the General Society, and, to the extent not inconsistent therewith, shall only be used for matters related to the business of the Society by the Board of Assistants and by Members of the Society authorized by the Governor. Members may wear Society insignia on the left breast on all occasions when they assemble for any Society purpose, including any event at which the Member represents the Society. Insignia must not be worn as an article of jewelry. To obtain insignia, Members should order from the General Society's website, or request an order form from the General Society Insignia Chairman, P.O. Box 3297, Plymouth, MA 02361-3297. Stationery of the Society shall be used only by Members of the Board of Assistants or members of duly appointed committees, and only for the transaction of official business. The name of either the Society or the General Society and any part of their official seals, stamps, dies, or like devices shall be used only for official business.

Section 9.4. Waiver of Notice of Meetings of the Board of Assistants and Committees.

Any written waiver of notice, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Assistants, or a committee of Board of Assistants, need be specified in any written waiver of notice.

Section 9.5. Interested Officers; Quorum.

No contract or transaction between the Society and one or more of its officers shall be void or voidable solely because the officer is present at or participates in the meeting of the Board of Assistants or committee thereof which authorizes the contract or transaction, or solely because his, her or their votes are counted for such purpose, if: (1) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the

Board of Assistants or the committee, and the Board of Assistants or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of its disinterested Members, even though the disinterested Members be less than a quorum; or (2) the contract or transaction is fair as to the Society as of the time it is authorized, approved or ratified, by the Board of Assistants or a committee thereof. Common or interested officers may be counted in determining the presence of a quorum at a meeting of the Board of Assistants or of a committee which authorizes the contract or transaction.

Section 9.6. Form of Records.

To ensure preservation of the Society's records, any records maintained by the Society in the regular course of its business, books of account, and minute books, shall be kept on, or be in the form of, both electronic records (such as computer records, compact discs, magnetic tape, digital photographs, or any other electronic information storage device), provided that the records so kept are technologically and actually able to be converted into clearly legible form within a reasonable time; and paper or "hard copy" records, such as documents and files, photographs, and periodic printouts of all aforementioned electronic records. Upon the request of any person entitled to inspect any records so kept, the Society shall provide such records to such person in the form requested, or in a reasonably equivalent form.

Section 9.7. Conflict with Society's Certificate of Incorporation.

To the extent that any Bylaw contains any provision which is inconsistent with any provision in the Society's Certificate of Incorporation, the provision in the Society's Certificate of Incorporation shall control.

Section 9.8. Conflict with General Society's Constitution and Bylaws.

Except to the extent inconsistent with Section 9.7 of these Bylaws, no provision of these Bylaws shall conflict with the Constitution and Bylaws of the General Society, and in the event of any such conflict, the provisions of the General Society's Constitution and Bylaws shall control.

Section 9.9. Amendment of Bylaws.

Other than to record within these Bylaws the date of enactment of the adoption of these Bylaws or of any amendments to these Bylaws (which may be done by the Secretary after such adoption or amendment by the members), and except as otherwise provided in Article VIII of these Bylaws, these Bylaws may be altered or repealed, and new Bylaws made, by a two-thirds vote of the members present at any regularly scheduled meeting of the members at which a quorum is present, provided that written notice and copy of any proposed amendment shall have been mailed to each member at least fifteen days prior to such meeting.

ARTICLE X: Dissolution

Section 10.1. Dissolution in Accordance with Certificate of Incorporation.

Any liquidation, dissolution or winding up of the Society shall subject to and in accordance with the Certificate of Incorporation.

Certified as a true copy of the Bylaws adopted by the Members of the Society on the 17th day of November, 2007 and amended to include Board Resolutions adopted in 2009, 2012, 2015, and 2022.

Lois B. Schlegel, Secretary

APPENDIX A
Schedule of Dues and Fees
Effective: October 1, 2021

Annual Membership Dues	\$65
Life Membership Fee (one-time fee):	
Under Age 18 (Junior Life Membership)	
20 times Annual Membership Dues.....	\$1,300
Age 18 through Age 34	
20 times Annual Membership Dues.....	\$1,300
Age 35 through Age 54	
16 times Annual Membership Dues.....	\$1,040
Age 55 through 69	
12 times Annual Membership Dues.....	\$780
Age 70 and over	
8 times Annual Membership Dues.....	\$520
Junior Membership Application Fee.....	\$20
Application Fee (Non-refundable).....	\$175
Supplemental Application Fee (Non-refundable).....	\$150
Reinstatement fee for member who resigned in good standing.....	None
Reinstatement fee for member who was dropped from membership.....	\$65

Members transferring into or applying for dual membership in the Delaware Society prior to September 30 shall pay only the current year's dues.