

BYLAWS OF THE WING FAMILY OF AMERICA, INC.
A NON-PROFIT CORPORATION
ORGANIZED AT SANDWICH, MASS. JUNE 1902

ARTICLE I. NAME

The name of this Corporation shall be The Wing Family of America, Incorporated.

ARTICLE II. PURPOSE

The purpose of this Corporation is to:

A. Collect data and family history of the descendants of Rev. John and Deborah Wing.

B. Cement family social ties and fraternal relationships among members. C.

Publish and disseminate information relative to family history.

D. Acquire and hold for historical purposes real estate of historical family interest, including without limitation maintaining a family memorial hall as depository for the historical archives of the Corporation and acquiring real and personal estate sufficient for that purpose.

E. Promote the holding from time to time of family reunions and gatherings.

F. Act for the general betterment and advancement of The Wing Family of America, Inc.

ARTICLE III. LOCATION

The principal office of the Corporation shall be in East Sandwich, MA.

ARTICLE IV. MEMBERSHIP

A. Any person satisfying the Wing Family of America Genealogist that he or she is a lineal descendant of Rev. John and Deborah Wing may become a member by conforming to these bylaws and fulfilling the conditions imposed on members. Lineal descendant is defined as natural, acknowledged, or adopted.

B. Spouses and stepchildren of Wings may enjoy limited membership by fulfilling the same requirements except that of direct descent. They may enjoy all social privileges of full membership and may vote on all matters except those pertaining to the Articles of Incorporation or Bylaws. Stepchildren may not hold elective office excepting that of District Representative. A spouse may not hold

elective office except that of District Representative unless that spouse is a member in good standing of the WFA in which case said spouse may hold any elective or appointive office provided, however, that no more than five (5) said member spouses shall serve on the Board of Directors at any one time.

- C. Offspring of stepchildren may not become members. This restriction, however, does not apply to memberships granted prior to June 1983, the date of acceptance of this amended bylaw.

- D. Individuals who rendered unusually beneficial service to The Wing Family of America, Inc. may be extended honorary membership for a period of one (1) year. Service so rendered shall be made a matter of record in the Minutes of the Board of Directors. They may enjoy all the social privileges of full membership and may vote on all matters except those pertaining to the Articles of Incorporation or Bylaws. They shall not be entitled to hold any elective or appointive office.

- E. Associate Members of the Wing Family of America are those individuals and institutions that do not satisfy the requirements for membership as set forth in sections A., B., and/or D. supra. Associate members may enjoy limited membership by fulfilling the same requirements of membership except that of direct descent. They may enjoy all social privileges of full membership and receive mailings but are not entitled to vote on any matter nor entitled to hold either elective or appointive office.

ARTICLE V. OFFICERS

- A. The Board of Directors shall be composed of the Elected Officers and the Appointed Officers.

- B. The elected officers of this Corporation shall be President, Vice President, Eastern District Coordinator, Western District Coordinator, Recording Secretary, Corresponding Secretary, Treasurer, Historian, and District Representatives.

- C. The appointed officers of this Corporation shall be Editor of The Owl, Finance Officer, Assistant Editor of The Owl, Assistant Corresponding Secretary, Assistant Treasurer, Assistant Historian, Genealogist, Assistant Genealogist, Curator, Assistant Curator and Webmaster.

- D. Members who have contributed unusually beneficial service to the Corporation may be elected as Honorary Directors. Said Members shall be elected annually, and may succeed themselves up to a maximum period of ten (10) consecutive years, provided, however, that there shall be a limit of five (5) Honorary Directors at any one time. They may attend the meetings of the Board of Directors but shall not have the right to vote on matters before the Board. The Past President shall not serve as an Honorary Director for a period of two (2) years after ceasing to be President.

- E. Past President – When a President of the Corporation ceases to serve in that capacity and is not elected to another office, that person shall continue as a member of the Board of Directors for a period of two years, unless that person was removed from the office of President or declines to so serve. The Past President may attend meetings of the Board of Directors but shall not have the right to vote on matters before the Board.
- F. Officers of the Wing Family of America, whether elected or appointed, shall serve without compensation.

ARTICLE VI. ELECTION AND TERM OF OFFICE

A. Elected Officers

All elected officers of this Corporation, including honorary directors, shall be elected annually by a majority vote of the members (including member proxies) present at an annual or adjourned annual meeting. Any elected officer who has held the same office for five (5) consecutive years shall not be re-elected to that office until after a lapse of two (2) or more years, provided, however, that said five-year limitation shall not apply to District Representatives.

B. District Representatives

1. The District Representatives shall be elected by a majority vote of the members (including member proxies) present at an annual or adjourned annual meeting and shall hold office for a term of one year. They may succeed themselves.

2. The Board of Directors shall establish districts within the United States and may establish Districts outside the United States to carry out the purposes under Article II. The number and configuration of said Districts shall be determined by the Board of Directors.

C. Appointed Officers

1. Appointed Officers shall be appointed by the President at the annual meeting or adjourned annual meeting and shall serve for a term of one (1) year. If an Appointed Officer is appointed after an annual meeting or adjourned annual meeting, then such Appointed Officer shall serve until the next annual meeting or adjourned annual meeting.

D. Succession of Office

1. If any elected office become vacant due to death, removal or resignation, the Board of Directors shall have the power and authority to fill the vacancy, with the exception of the Presidency and successors to that office. In case of the death, removal or resignation of the President or his/her replacement, the order of succession is as follows: Vice President, Eastern District Coordinator, Western District Coordinator.

2. If an appointed office becomes vacant due to death, removal or resignation, the President shall have the power and authority to fill the vacancy.

E. Concurrent Service

No officer may hold two or more offices concurrently.

F. Removal from Office

If negotiation or resignation are unsuccessful, an officer may be removed from office for lack of participation, conflict of interest, negligence, obstruction, criminal actions, or unethical or inappropriate behavior. In such event:

1. Removal must occur at a meeting called for such purpose, and the meeting notice must state that the purpose or one of the purposes of the meeting is to address the question of removal of said officer.
2. If said removal is that of an elected officer, only the remaining elected officers may participate in the vote. Any vote to remove said elected officer from office shall require a two-thirds (2/3) majority. The Board of Directors shall have the power and authority to fill the vacancy, as per Article VI of these Bylaws.
3. If said removal is that of an appointed officer, removal from office shall be accomplished by a majority of all voting officers. The President shall retain the authority to fill the vacancy as per Article VI of these Bylaws.

ARTICLE VII. DUTIES OF OFFICERS

The Board of Directors may, from time to time, establish policies setting forth in more detail the duties of elected and appointed officers. The duties of the officers shall include the following:

Board of Directors: To hold a regular meeting at least four times each year at such time and place as best assures a quorum; to have the direction and control of business interests of the Corporation and to have the authority and power to take any action which will carry out or further the objectives of the Corporation as set forth in Article II of these Bylaws. When the Corporation is not in session, the Board of Directors shall have full power to transact any and all business of the Corporation, with the exception of selling real estate or changing the Articles of Incorporation or these Bylaws. Said meetings of the Board of Directors may be conducted in person or by telephonic or other technological process in which all attending officers may hear one another.

President: To call and preside at all annual and special meetings of the Corporation and all meetings of the Board of Directors; to appoint, with the advice of the Board of Directors, officers to appointive offices and committee chairmen, including without limitation the Annual Reunion Chairman; and to perform such other duties as usually pertain to that office. The President shall be a member ex-officio of all committees

except the Nominating Committee, and have access to all records.

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Vice President: Provide general coordination for the Annual Reunion; function as parliamentarian, and assume the duties of the President in the absence of that officer.

Eastern District Coordinator: Be a liaison with the District Representatives of Districts One through Seven, and to receive reports from Representatives of Districts One through Seven for presentation at the Annual Meeting; assume the duties of the President in the absence of the President and Vice President.

Western District Coordinator: Be a liaison with the District Representatives of Districts Eight through Fourteen, and to receive reports from the Representatives of District Eight through Fourteen for presentation at the Annual Meeting; assume the duties of the President in the absence of the President, the Vice President and the Eastern District Coordinator.

Corresponding Secretary: To attend to the correspondence of the Corporation; to keep a current list of members of the Corporation, together with their current addresses and other contact information; to send dues notices to all members at least thirty (30) days before the expiration of their current membership; to collect and transmit to the Treasurer the moneys received from annual dues, donations and new memberships; and to perform the usual duties of such office as naturally pertain to that office.

Recording Secretary: To keep a record of all meetings of the Corporation in a permanent file and distribute copies to all officers and directors; to attend to the correspondence relative to such meetings; and to perform the usual duties of such office, subject to the direction of the President.

Treasurer: To receive and hold all dues and moneys of the Corporation which shall have been transmitted by the Corresponding Secretary, as well as those accruing from other sources, and to disburse monies upon proper authorization; to keep such books of account as shall be necessary, providing an accurate written report of receipts and expenditures and financial position at the Annual Meeting and at all meetings of the Board of Directors. The Corporation shall pay the costs for a bond for the Treasurer.

Finance Officer: To chair the Investment Advisory Committee, be responsible for filing and maintaining copies of all governmentally required financial filings and documentation of such, including without limitation income tax returns and Massachusetts state filings. The Finance Officer shall also prepare the annual Corporate Financial Report for the Annual Meeting and publication in *The Owl*, prepare an annual budget for use by the Board of Directors, and assume such other duties as may be directed by the President or Board of Directors.

District Representatives: To maintain contact with members in their geographic areas, to encourage enrollment of eligible persons as members of The Wing Family of America, Inc.; to act as liaison between said district and the Board of Directors. District

Representatives of the First through Seventh Districts are to report to the Eastern District Coordinator the activities in their districts. District Representatives of the Eighth through the Fourteenth Districts are to report to the Western District Coordinator the

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activities in their districts. These reports are to be transmitted to the respective District Coordinator no less than thirty (30) days prior to the Annual Meeting.

Genealogist: To carry on research of the lines of descent from Rev. John and Deborah Wing; to publish from time to time such material in *The OWL*; to give genealogical assistance to prospective members when requested; to determine eligibility of applicants for membership; to forward to the Corresponding Secretary notice of acceptance. Accumulated genealogical records and related materials are to be regarded as the property of the Corporation, are to be timely and securely backed up, and any materials not sent to the Fort House, History Center or other depository designated by the Board of Directors are to be held in the Genealogist's safekeeping, subject at any time to such disposition as may be directed by the Board of Directors.

Historian: To collect, receive and preserve all historical documents, records, written articles, photographs and other data bearing upon the history of the descendants of Rev. John and Deborah Wing; to submit articles to *The OWL* for publication of matters of historical interest.

Accumulated historical records and photographs are to be regarded as the property of the Corporation, and any materials not sent to the Fort House, History Center or other depository designated by the Board of Directors are to be held in the Historian's safekeeping subject at any time to such disposition as may be directed by the Board of Directors.

Editor of *The Owl*: To be responsible for the publication of *The Owl*, to include in it such information pertaining to The Wing Family of America, Inc. and the descendants of Rev. John and Deborah Wing, and their ancestors, as should be permanently recorded.

Curator: To maintain an inventory of all items owned by the Wing Family of America, Inc.; to properly care for, preserve, store, maintain and display items at the Wing Fort House and/or History Center, including items sent for storage or inclusion in the collections by the Historian and Genealogist; to keep, preserve and maintain the corporate records of the Wing Family of America, Inc. sent to the History Center for safekeeping and storage; to inform the President and Chair of the Museum Committee of any newly acquired valuable items that need to be insured; shall supervise any individuals retained to aid in museum operations; to comply with all applicable Board of Director and Museum Committee policies and directives regarding the accession, retention and disposal of all properties of the Wing Family of America, Inc.; to comply with all applicable Board of Director and Museum Committee policies and resolutions regarding the operation of the Fort House and History Center; and to perform such other duties as may be directed by the Board of Directors and/or Museum Committee.

Assistant Officers: To assist their respective officers in duties as may be delegated and

to perform the duties of their respective officers in their absence.

ARTICLE VIII. COMMITTEES

The President of WFA, or the Board by Resolution adopted by a majority of the Directors in office, may designate and create one or more committees. Except for the Audit Committee, each committee shall include at least one member of the Board of Directors and be comprised of members appointed by the President. The Chair of the committee shall be appointed by the President and may be any member of the committee. Each committee, to the extent provided in such Resolution, these Bylaws and the Articles of Incorporation, as amended from time to time, shall have and exercise the authority of the Board in the management of the Corporation, provided however, that no committee shall exercise those powers that are reserved to WFA's Board, as described below herein. The designation and creation of any such committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed upon such Director by law.

Reserve Powers of the Board:

The powers enumerated in this section of these Bylaws are reserved exclusively to WFA's Board of Directors. Accordingly, no WFA Committee shall have the right or power to do any of the following: (a) loan corporate money or credit to any Officer or Director; (b) fill vacancies on the Board or on any of its committees; (c) recommend to the WFA membership amendments to the Articles of Incorporation or Bylaws; (d) purchase, sell or lease real property on behalf of the Corporation; (e) make structural or cosmetic alterations to the Fort House or major structural alterations or changes to the History Center or make changes to the surrounding grounds; (f) authorize the sale, lease or exchange of all or substantially all of the other property and assets of the Corporation not in the ordinary course of business; (g) incur unbudgeted indebtedness on behalf of the Corporation in excess of \$1,000 and/or with repayment terms exceeding one year; (h) amend, alter or repeal any provision of a Resolution by the Board; (i) apply for or accept grants that would require changes in Board policies; (j) engage in fundraising activities on behalf of the Corporation; (k) permanently affiliate or join with any other entity; or (l) make changes in the image of the WFA or the nature and scope of its mission. Committees shall be governed by the same provisions as those that govern the Board of Directors concerning meetings, actions without meetings, notice and waiver of notice, quorum and voting requirements.

The following committees shall be standing committees of the Board:

Executive Committee:

The Executive Committee of the Board shall consist of the President, Vice President, Recording Secretary, Treasurer, East and West District Coordinators and Historian. The functions and responsibilities of the Executive Committee shall be as follows:

Subject to those powers reserved by the Board as described above in these Bylaws, the Executive Committee is charged with all duties and responsibilities of the Board and is authorized and empowered to act on behalf of the Board between

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its regular or special meetings. Any action of the Executive Committee herein authorized shall be binding upon the Board and reported to the Board at its next meeting. The Executive Committee shall meet upon the call of the President or a majority of its members.

Audit Committee

The records of the Treasurer shall be subject to an annual audit by an Audit Committee composed of three (3) members other than members of the Board of Directors.

Other Standing Committees:

Subject to the powers reserved by the Board as described above in these Bylaws, the Museum Committee and Nominating Committee shall be standing committees of the Corporation, and shall be composed pursuant to the direction of the Board of Directors, which also shall prescribe the duties as applicable.

ARTICLE IX. MEETINGS

- A. The Annual Meeting of the Corporation shall be held each year during the Annual Reunion of The Wing Family of America, Inc. at a place to be determined by the Board of Directors. If in any year there is no Reunion of said Family, the Annual Meeting may be held at any time and place specified by the Board of Directors. Due notice of the meeting shall be sent to all members by mail or electronic media at least thirty (30) days prior to said meeting.
- B. Special meetings of the Corporation may be called by the Board of Directors at any time and place the Board of Directors may decide, at least two (2) weeks' notice being given. Special meetings of the Board of Directors may be called by the President or by any five (5) Directors upon due notice.
- C. A meeting of the Board of Directors shall be held following the Annual Meeting at each Reunion.

ARTICLE X. DUES

- A. The dues and terms of membership in the Corporation shall be established by the Board of Directors and shall be announced no later than ninety (90) days prior to the date of the Annual Meeting. The Board of Directors shall determine the manner in which notice of dues and the collection shall take place.
- B. All annual dues are due and payable on or before the first day of July of each

year. The annual term of membership shall be from July 1 to June 30 of the following year.

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ARTICLE XI. FINANCIAL YEAR

The financial year of the Corporation shall begin on June 1 and end on May 31 of the following year. All annual reports shall correspond with that fiscal year period.

ARTICLE XII. QUORUM

Twenty-five (25) of the members present at an Annual Meeting shall constitute a quorum. Ten (10) members shall constitute a quorum for the transaction of business by the Board of Directors.

ARTICLE XIII. AMENDMENTS

These Bylaws may be amended by a vote of two-thirds (2/3) of those present or voting by proxy at an Annual Meeting or special meeting of the Corporation, provided that a statement of any change proposed shall have been provided in the notice of the meeting.

ARTICLE XIV. RULES OF PROCEDURE

The proceeding of this Corporation and all matters not covered by the Articles of Incorporation and Bylaws shall be governed by Robert's Rules of Order, newly revised.

Revised by the members at the Annual Meeting on June 22, 2024.

