

Bylaws of the Winthrop Society, Descendants of the Great Migration, Inc.

ARTICLE I: NAME

The name of this Society shall be “Winthrop Society, Descendants of the Great Migration.”

ARTICLE II: PURPOSES

The purposes of the Society shall be exclusively charitable, religious, educational, and/or scientific, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of the United States. The specific purposes of this Society shall be primarily educational, to promote genealogical, biographical, and historical research pertaining to the Massachusetts Bay Colony, especially during the period of 1630-1640, including, but not limited to the following:

1. To identify all these settlers (no complete list of them survives), by locating and consulting every reliable source which can be found.
2. To make a bibliography listing all useful books and resources on the history of the Massachusetts Bay Colony to about the year 1691, and on the early history of Puritanism in England.
3. To locate the first settlers’ origins and family histories in England.
4. To maintain a genealogical database of all colonists as submitted to us by members and applicants.
5. To publish our research relevant and appropriate findings and historical articles on our website and also periodically in written form such as the *Winthrop Society Fleet News*. Relevant and appropriate articles and information submitted by Members and all other researchers are welcomed.

ARTICLE III: MEMBERSHIP

SECTION 1: Applicants for Regular Membership to be Direct Descendants of Qualifying Immigrant Ancestors.

Any person of the age of eighteen years and above shall be eligible for regular membership in the Society, provided that direct lineal descent shall be proven from a Qualifying Immigrant Ancestor who settled within the territory of the Massachusetts Bay Colony between the date of the arrival of the first vessel of the Winthrop Fleet in the summer 1630 and 31 December 1640 after compliance with the procedures specified in Section 4 below. A person who has been approved for Regular Membership may submit to the Registrar a Supplemental Application for any additional Qualifying Immigrant Ancestor (one Qualifying Ancestor per Supplemental Application) on the form specified by the Society, accompanied by the requisite genealogical proofs (described in Section 4 below) and the Supplemental Application Fee set by the Board.

SECTION 2: Qualifying Immigrant Ancestors for Regular Membership.

The Qualifying Immigrant Ancestors for Regular Membership include, but are not necessarily limited to, the following:

- passengers of the Winthrop fleet and the passengers of the *Mary & John*, 1630;
- the earlier Puritan settlers who arrived in the 1620's with Mr. Thomas Gardner, Capt. John Endecott, and Rev. Francis Higginson;
- passengers of relief ships which arrived before 31 December, 1640, Julian calendar.

Included also as qualifying ancestors are:

- a certain few Plymouth men, such as Isaac Allerton, Roger Conant, Dr. Samuel Fuller, and Gov. John Winslow, who made significant contributions to the early settlement of the Massachusetts Bay Colony,
- worthy non-Puritans who settled in the Colony between 1622 and 1632 who remained in New England, such as William Blackstone (aka "Blaxton") and David Thomson,
- likewise pre-1633 permanent settlers of Piscataqua, Sagadahoc, and Maine, such as Edward Hilton, William Hilton and Thomas Wiggin.

Included also as qualifying ancestors are:

- the adventurers of the Rev. John White's Dorchester Company, 1623-1628,
- the adventurers (investors) of the Massachusetts Bay Company, 1628-1640, whether or not they ever settled in America.

Excluded are those settlers who were executed or expelled from the Colony for felonious crimes.

SECTION 3: Applicants for Associate Membership:

Associate Membership (which does not qualify to vote or serve as an officer) is available in the following three categories:

- a. Gold Associates, or Great Migration Associates, who have researched and proven ancestry from a "Great Migration" settler of the Massachusetts Bay, 1641 to 1643;
- b. Silver Associates, or New English Associates, who have researched and proven ancestry from any 17th century resident of New England, Long Island, or New Ark (New Jersey);
- c. Ivory Associates, or Research Associates, who might not have submitted their lineage, but have contributed valuable research on our focus of 17th century New England.

Applications for Associate Membership shall be submitted to the Registrar for approval on the form specified by the Board and accompanied by the required payment specified by the Board.

SECTION 4: Applicant to Submit Application Form and Genealogical Proofs to Registrar. Each applicant for Regular Membership shall submit to the Registrar his/her Application for Membership (on the form authorized by the Board), along with photocopies (not originals) competent, reasonably-reliable genealogical proofs to establish the date and location of the birth, marriage, and death of each male and female in the Line of Descent from the Qualifying Immigrant Ancestor to the Applicant, along with a check with good funds for the Application Fee and Dues (either Life Member Dues or Annual Dues) as set by the Board. In lieu of genealogical proofs for some or all of the generations in an application submitted to the Winthrop Society, an Applicant may submit the final signed and approved copy of his/her application to the General Society of Mayflower Descendants, the Order of the Founders and Patriots of America, or other lineage society whose stringent application approval standards are acceptable to the Registrar (in his/her sole judgment). All Applications and genealogical proofs submitted shall become the property of the Society. Applicants whose applications and genealogical proofs have been approved by the Registrar may be admitted to membership upon payment of the fees specified by the Board. One copy of the Application shall be retained in the Registrar's file, and the other shall be kept in some place secure from fire until such time as a copy thereof can be made by scanning the Application for archival permanent storage. The Registrar shall endeavor to retain and organize all items submitted by applicants which are not otherwise in the file of the Society and which help to document the history and settlers of the Massachusetts Bay Colony and thus serve the Society's Purposes (see Article I above). The Registrar shall have discretion as to which, if any, of the genealogical proofs are appropriate to retain in the Society's files for historical and research purposes.

SECTION 5: Dropping Annual Member For Nonpayment of Dues; Reinstatement; Resignation:

Any Annual Member whose dues remain unpaid for a stipulated period, but no longer than one year after they are payable, after appropriate notice to the member at his/her last known address, may be dropped from the roll of membership at the sole discretion of the Board. Any Annual Member who has been dropped from membership for nonpayment of dues may be reinstated upon a written request from said member, accompanied by the dues for the year in which the member was suspended, accompanied by the dues for the current year. Any member who has resigned in good standing (i.e. with all dues paid current) may be reinstated upon a written request from said person, accompanied by the dues for the current year.

SECTION 6: Suspension or Expulsion of Member.

Any member whose conduct is deemed detrimental to the Society may be suspended or expelled from membership in the Society by two-thirds vote of quorum of the Board after the Member has been advised in a writing delineating the allegations with sufficient specificity and has been afforded a reasonable opportunity to present a defense to the allegations.

SECTION 7: Line Subsequently Closed.

Any member whose lineage is discovered to be faulty after admission to the Society shall be permitted to continue his/her membership. However, after having given the Member a reasonable opportunity to present further documentation in support of said line, upon the recommendation by the Registrar and a majority vote by the Board, said line shall be closed unless and until further satisfactory genealogical proof is discovered which causes the Genealogist General to recommend reversing this decision. Thereafter, the line may be restored upon a majority vote by the Board.

SECTION 8: Life Membership

A member may be designated a life member upon payment of the appropriate fee.

ARTICLE IV: Meetings

SECTION 1: Annual Member Meetings.

Annual Meetings shall be held in mid-April of each year in Washington, DC at a specific date, time, and location to be agreed upon by a majority vote of the Officers (or in the absence of the Board, by the President). The Secretary shall mail notice of each such Annual Meeting to each Member by First Class U.S. Mail, or email, at least forty-five (45) days prior to the mid-April meeting date.

SECTION 2: Alternative to Annual Meetings

Should the Society be unable to hold a regular Annual meeting due to a National emergency, the Society may hold an electronic meeting provided the parameters of advance notice and establishing a quorum are met. At such a meeting the Society may receive reports of officers and committees, elect officers, approve a budget, and conduct any other business that may arise.

SECTION 3: Quorum for Regular Meetings of Members.

Five members (5) in good standing (i.e. either Annual Members with dues paid current or Life Members) of the Society shall constitute a quorum for the transaction of the business of a Member Regular Meeting of the Society.

SECTION 4: Charter Day Meetings in Boston.

In addition to the Member Meetings described above, the Society may also meet annually in Boston on a date to coincide with the annual Charter Day events conducted there. The annual Charter Day

Meetings are intended as social and ceremonial meetings of the Society, and it is contemplated that no business shall be conducted as Charter Day Meetings except as decided otherwise by a quorum of the Board after giving at least forty-five (45) days prior notice thereof to all members in good standing.

SECTION 5: Special Meetings of Members.

Member Special Meetings of the Society shall be held at the call of the Board or upon the proper written request of any thirty Members in good standing .

ARTICLE V: OFFICERS & ELECTIONS

SECTION 1: Officer Titles.

The officers of the Society shall be President, Vice-President, Secretary, Treasurer, Registrar, Editor, Website Coordinator, Archivist, Chaplain, Parliamentarian, and Historian.

SECTION 2: Elections; Terms of Office. Every two years (in even years), an election shall be conducted at the mid-April Annual Meeting in Washington, DC, and the Officers so elected shall serve for two years, or until their successors are elected and qualified.

SECTION 3: Removal of Officer.

An Officer shall be removed, with or without cause, at any regular or special meeting of the Society where a quorum is present, by a two-thirds vote of the Members present, as long as notice of said proposed action has been duly included in the meeting notice.

SECTION 4: Vacancies of Offices.

A vacancy occurring in any Officer position by reason of death, resignation, or other cause, shall be filled by a majority vote of the Board, except in the case of the President who shall be succeeded by the Vice-President. If the Vice-President is unable or unwilling to serve, the Secretary shall become President.

ARTICLE VI: DUTIES OF OFFICERS

SECTION 1. President.

The President shall preside at all meetings of the Society and meetings of the Board, shall be an ex-officio member of all standing committees except the Nominations Committee, shall supervise and manage all the business and affairs of the Society, subject to the control of the Board, and in general shall perform all duties usually incident to the office.

SECTION 2. Vice President.

The Vice-President shall perform the duties and exercise the powers of the President in the absence or disability of the President, or a vacancy in the office of President. The Vice-President shall have the powers and perform such duties as may be delegated to him/her by the President and/or as assigned by the President and/or by a majority vote of a quorum of the Board.

SECTION 3. Secretary.

The Secretary shall prepare and retain copies of the minutes of all meetings of the Society and all meetings of the Board, shall give or cause to be given notice of all meetings of the Society and of the Board and all other notices required by law or these Bylaws and shall perform in general all the duties incident to the office and/or as assigned by the President and/or by a majority vote of a quorum of the Board.

SECTION 4. Treasurer.

The Treasurer shall collect and keep a record of all monies received and disbursed by the Society, shall deposit all sums received by the Society in an account identified as belonging to the Society in an institution approved by the Board. A report of the state of the finances of the Society shall be made at least annually to the Board and membership and when requested by the President. The Treasurer shall perform other such duties as may be assigned from time to time by the President. Funds and all records of the Society in the custody of the Treasurer shall be subject to inspection, supervision, and control of the Board and the President at all times. Upon the expiration of the term of office, the Treasurer shall turn over to the successor all monies, books, or other properties relating to the office and/or as assigned by the President and/or by a majority vote of a quorum of the Board. The Society's financial records, as maintained by the Treasurer, are subject to review by the Board from time to time, either by an Audit Committee appointed by the President and approved by a majority of the Board or by an accounting professional hired by the Board upon a majority vote. Prior to starting his/her service as Treasurer, he/she shall obtain a fidelity bond in the amount of at least \$50,000 from a reputable surety company, with the cost of said bond being paid by the Society. Although (for purposes of emergencies) some officers other than the Treasurer may be signatories on the Society's financial accounts, only the Treasurer shall be authorized to write checks or to use the online bill-pay service, except as decided otherwise by a majority vote of the Board. Due to the significant workload of the Treasurer, the Board may decide by a majority vote to authorize payment to the Treasurer of a stipend of a small amount (e.g., \$300 per year).

SECTION 5. Registrar.

The Registrar shall receive and examine all applications and genealogical proofs submitted by new applicants and by existing members as supplemental applications, verifying their completeness, and ascertaining their accuracy from a genealogical standpoint; shall certify that the applications and genealogical proofs are correct and pass all of the membership requirements of the Society; shall notify the Secretary and President of the same; shall issue a membership certificate (on a form approved by a majority of the Board) to each approved new member; shall have custody of all of the genealogical papers of the members of the Society, retaining the original of all approved papers in a safe archival repository; shall retain such other materials as may be submitted by applicants and existing members as the Registrar finds to be sufficiently important to preserve in order to carry out the Society's purposes (see Article I); and shall perform such other duties as are incident to the office and/or as assigned by the President and/or by a majority vote of a quorum of the Board. As is customary among lineage societies, due his/her specialized genealogical knowledge and experience, the Registrar shall receive a small amount of compensation (in an amount decided by a majority vote of the Board from time to time) for each prospective new member application processed by the Registrar and a smaller amount (as decided by a majority of the Board) for each supplemental application processed by the Registrar. The amount of said compensation shall be called the Application Fee (or Supplemental Application Fee) and identified separately from the Annual Dues or Life member Fee when paid by an applicant.

SECTION 6. Editor.

The Editor shall work under the direction of the President to prepare, publish, and distribute to members the Society's newsletter, entitled *The Fleet News*, which shall be published once each Spring and once each Fall, unless decided otherwise by a majority vote by a quorum of the Board. Unless decided otherwise by a majority vote of a quorum of the Board, there shall be no charge to members in good standing for *The Fleet News*, but the Board may (but is not required to) set charges to non-members for *The Fleet News*. The Editor also shall perform such other duties as are incident to the office

and/or as assigned by the President and/or by a majority vote of a quorum of the Board. Due to the significant workload of the Editor, the Board may decide by a majority vote to authorize payment to the Editor of a stipend of a small amount of compensation either per year or per issue.

SECTION 7. Website Coordinator.

The Website Coordinator shall work, as directed by a majority of the Board, to assist the professional (nonmember) webmaster in maintaining the Society's website. The Website Coordinator shall instruct the professional nonmember webmaster to add substantive new content to the Society's website only after approval by the majority vote by a quorum of the Board. The Website Coordinator also shall perform such other duties as are incident to the office and/or as assigned by the President and/or by a majority vote of a quorum of the Board.

SECTION 8. Archivist.

The Archivist shall scan copies of all applications submitted by new members as well as supplemental applications submitted by existing members. The Archivist also shall perform such other duties as are incident to the office and/or as assigned by the President and/or by a majority vote of a quorum of the Board.

SECTION 9. Chaplain.

The Chaplain shall offer prayers at meetings of the Society and Board when requested to do so, shall conduct memorial services for members of the Society who have died, and shall perform such other duties as are incident to the office and/or as assigned by the President and/or by a majority vote of a quorum of the Board.

SECTION 10. Parliamentarian.

The Parliamentarian shall be familiar with parliamentary rules and procedures and shall advise the President and the Board on all matters of parliamentary rules procedure to see that all Society meetings are conducted as properly and efficiently as possible in compliance with the most recent version of Roberts Rules of Order Newly Revised. and shall perform such other duties as are incident to the office and/or as assigned by the President and/or by a majority vote of a quorum of the Board.

SECTION 11. Historian.

The Historian shall assist the Editor and the Website Coordinator in the research, writing, publication, and/or publication of articles on historic topics which serve to further the educational purposes of the Society as described in Article I of these Bylaws.

ARTICLE VII: BOARD

SECTION 1. Composition of Board.

The Board shall consist of the eleven elected Officers, elected by the Members for the terms described in Article V above.

SECTION 2. Powers of Board.

The Board (with a quorum thereof participating) shall conduct all of the affairs of the Society and manage its business and property.

SECTION 3. Alternative Ways For Board to Meet.

In addition to face-to-face meetings (as are expected to take place, a quorum of the Board may conduct any of the Society's business by telephone conference call, video conference call (including but not limited to Skype or similar modes), and/or email or other "electronic" or technological means as long as all officers are allowed to participate in that manner and as long as at least forty-eight (48) hours notice thereof is provided to each Officer.

SECTION 4. Setting Dates and Times of Board Meetings.

Meetings of the Board shall be at the call of the President or at the written request of any three members of the Board. Four members of the Board shall constitute a quorum for the transaction of business provided that two of the four shall be the President , Vice-President , Secretary, or Treasurer.

ARTICLE VIII: COMMITTEES

SECTION 1. Nominations Committee.

At the annual meeting of the Society in the odd years, or promptly thereafter, the President shall appoint a Nominations Committee of which the President shall not be a member. Any Past President who is willing to serve on the Nominations Committee shall have the right to do so.

SECTION 2. Special Committees.

Special committees may be appointed at any time at the discretion of the President.

ARTICLE IX: DUES AND FEES

SECTION 1. Annual Membership Dues.

Dues for Annual Members shall be in an amount set by the Board and which can be changed by a majority vote of the Board as necessary.

SECTION 2. Life Membership Fees.

The fee for Life Membership in the Society shall be such amount as the majority of a quorum of the Board, in its discretion, shall from time to time determine. Of said amount, all except the amount allocable to the current-year expenses (to be determined by a majority vote of the Board from time to time) shall be deemed to be part of the Permanent Fund (as to which see Article XI, Section 1).

SECTION 3. Supplemental Application Fees:

Supplemental applications may be submitted. The fee for supplemental application shall be such amount as the majority of a quorum of the Board, in its discretion, shall from time to time determine.

SECTION 4. Supplemental Application Certificates.

Supplemental certificates for members shall be issued upon payment to the Society of an amount to be determined by a majority of the Board from time to time.

ARTICLE X: FUNDS

SECTION 1. Operating Account.

The Operating Account shall be used for the regular, day to day and other customary and normal operating expenses of the Society. From time to time, by a majority vote the Board may instruct the Treasurer to move certain monies from the Operating Fund to the Permanent Fund and/or from the Permanent Fund to the Operating Fund . As determined by a majority vote of the Board, the Operating

Account may be (but need not be) in a separate bank account from the Permanent Fund Account, as long as the Treasurer has the accounts clearly and separately segregated for accounting purposes and so stated in his/her financial reports.

SECTION 2. Permanent Fund Account.

The Permanent Fund Account shall consist of all donations and bequests the purposes of which are not specified by the donor or testator, including all Life Membership Fees, except for the amount allocated to the current-year expenses (as determined by a majority vote of the Board from time to time). Other investments to this fund may be made when deemed appropriate by the Board. The income derived from the Permanent Fund, except that from capital gain or stock losses, shall be added to the general funds of the Society as directed by the Board from time to time. The Treasurer, with approval of the President, may dispose of any investments when conditions justify such action. All stock, dividends, and interest shall be added to the principal and retained as part of the Permanent Fund.

SECTION 3. Other Funds of the Society:

All other funds of the Society shall be kept in accounts registered in the name of the Society (and under its Tax Identification Number) in reputable institutions as to which the principal amount deposited shall be reasonably safe.

ARTICLE XI: INSIGNIA

SECTION 1. Description of Insignia.

The insignia of the Society shall consist of a miniature die struck round with raised and polished borders and lettering, a modeled bust of John Winthrop in the center, with a plain back, a loop at the top, and an unsoldered jump ring attached to a two-color custom ribbon (green with yellow stripe down the center) with ribbon bar in a plastic presentation box.

SECTION 2. Sale of Insignia.

The insignia of the Society shall be issued by the Treasurer, who shall keep a record of all insignia issued. All requests for insignia shall be accompanied by the proper payment. All monies collected by the Treasurer shall be deposited promptly into the Society's checking account.

ARTICLE XII: PARLIAMENTARY AUTHORITY

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 the Society may adopt.

ARTICLE XIII: AMENDMENTS

SECTION 1.

Any amendments to these By-laws shall be proposed in writing and filed with the Secretary.

SECTION 2.

No proposed amendment shall be considered at any Member Meeting of the Society unless notice of the proposed change is given to the membership in writing at least forty-five (45) days before the meeting at which the amendment is to be considered.

SECTION 3.

A two-thirds vote of those voting at a duly-noticed Member Meeting where a quorum is present shall be necessary for adoption of the amendment.

ARTICLE XIV: DISSOLUTION

Upon the dissolution of the Society, the Executive Board shall, after paying or making provision for the payment of all liabilities of the Society, distribute all of its assets, for one or more exempt purposes, to such designated organization or organizations organized and operated exclusively for historical, charitable, patriotic, genealogical, educational, or literary purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) or section 509(a)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future U.S. Internal Revenue law) as the Executive Board shall determine. Any such assets not so disposed of shall be disposed of by the court of competent jurisdiction where the principal office of the Society is then located exclusively for such purposes or to such organization or organizations as such court shall determine which are organized and operated exclusively for such purposes.

[END OF BYLAWS; APPROVED BY THE WINTHROP SOCIETY BOARD MAY 2012
AND REAPPROVED AT MEMBER MEETING 30 JUNE 2012 IN HARTFORD, CT.
AMENDED AND APPROVED AT MEMBER MEETING 15 APRIL 2017 IN WASHINGTON DC.
AMENDED AND APPROVED AT MEMBER MEETING 19 APRIL 2021.]