

Article I
Objects of the Society

The New England Society in the City of Brooklyn is incorporated and organized to commemorate the landing of the Pilgrim Fathers; to encourage the study of New England History; to establish a library; and to promote charity, good fellowship, and social intercourse among its members.

Article II
Membership and Dues

Section 1. **Eligibility.** Any person of good moral character who is a native or descendant of a native of any of the New England States, or who demonstrates strong devotion and loyalty to New England, and who is eighteen years old or more, is eligible to be, and may be elected a member of the Society at any meeting of the Board of Directors.

Section 2. **Election.** Members shall be elected by the Board of Directors.

Section 3. **Dues.** The dues shall be set by the Board of Directors and shall be payable in the month of January in each year. Dues not paid on or before the first day of November in each year shall be deemed in arrears. No member in arrears shall vote at any meeting of the Society or be eligible to any office or directorship therein. If dues of any member shall remain unpaid for a period exceeding one year, the Board of Directors may expel such member for non-payment of dues.

Section 4. **Resignations.** All resignations of membership in the Society shall be in writing and shall be delivered to the Secretary who shall call them to the attention of the Board of Directors.

Article III
Meetings of Members

Section 1. **Annual Meeting.** The Annual Meeting of the Society for the election of Directors, and other business shall be held on the fourth Tuesday of March of each year or such other day and at a time and place at the Directors may determine.

Section 2. **Special Meetings.** Special Meetings may be called by the President or, at the written request of five Directors, by the Secretary.

Section 3. **Notice of Meeting.** The Secretary shall send notice of such meetings by first class mail or personally to each member of the Society not less than ten (10) nor more than fifty (5) days prior to the meeting.

Section 4. **Quorum.** One hundred (100) members or one-tenth (1/10) of the total number of votes entitled to be cast, whichever is the lesser, shall constitute a quorum at all meetings.

Section 5. **Order of Business.** The order of business at all meetings of the Society shall be as follows:

- 1st Reading of minutes of last Annual Meeting.
- 2nd Report of Treasurer.
- 3rd Report of standing committees.
- 4th Report of President.
- 5th Other business.

Article IV *Directors*

Section 1. **Duties, Numbers, Election, and Classes.** The property, affairs, and business of the Society shall be managed and controlled by a Board of Directors consisting of twenty (20) Directors divided into four classes of five members. One class of Directors shall be elected at every Annual Meeting of the Society for a term of four years and each Director shall serve until his successor is elected.

Section 2. **Vacancies.** Any vacancy in the Board of Directors may be filled by the Board at any regular or special meeting by a majority vote of the Directors then in office, for a period ending at the next Annual Meeting of members, when the person chosen by the Board to fill the vacancy or another eligible successor shall be elected to fulfill the remainder of the unexpired term of such Director.

Section 3. **Meetings.** There shall be meetings of the Board of Directors held at the call of the President or, in the President's absence, either of the vice-Presidents or, at the written request of any three Directors, by the Secretary.

Section 4. **Notice of Meeting.** The Secretary, or any other person designated by the Board of Directors, shall notify the Directors of the date, time, and place of the meetings. Such notice shall be in writing and mailed by first class mail or delivered at least ten (10) days and not

more than twenty (20) days before the date of the meeting. Notice of any meeting may be waived in writing by all of the Directors.

Section 5. **Quorum.** Seven Directors shall constitute a quorum at any meeting of the Board.

Section 6. **Order of Business.** The order of business at all Directors' meetings shall be as follows:

- 1st Reading of the minutes.
- 2nd Report of Treasurer
- 3rd Report of committees.
- 4th Election of members.
- 5th Other business.

Section 7. **Action Without a Meeting.** Any action required or permitted by these By-Laws to be taken at a regular or special meeting of the Board of Directors may be taken without a meeting through written consent setting forth the action so taken, signed by all the members of the Board of Directors.

Section 8. **Removal.** Any Director may be removed from office with or without cause by the Board of Directors.

Article V *Officers*

Section 1. **Officers.** The officers of the Society shall be President, First Vice-President, Second Vice-President, Treasurer, Secretary, and Historiographer.

Section 2. **Election.** Such officers shall be elected by the Directors at the first meeting of the Board after the Annual Meeting of the Society, and shall hold office for the term of one year, or until their successors are elected.

Section 3. **Duties of the President.** The President shall have several duties.

A. The President shall preside at all meetings of the Society and the Board of Directors. In the President's absence the First Vice-President or, in the First Vice-President's absence, the Second Vice-President or, in the absence of all such officers, at any meeting of the Society, one of its members may be elected to preside thereat. In the absence of all such officers at any meeting of the Board of Directors, one of the Directors may be selected to preside thereat.

B. At the Annual Meeting of the Society the President shall make a report stating such matters as the President may deem of interest and importance to the Society.

C. The President shall appoint all of the special committees of the Board as the Board of Directors shall from time to time designate, and the President shall be ex-officio member of all committees except the Nominating Committee.

D. The President upon completion of his or her term of office shall present to his or her successor the President's medallion of office.

Section 4. Duties of the Vice-Presidents. The First and Second Vice-Presidents shall carry out such duties as may be assigned to them by the Board or the President. The First Vice-President or in his or her absence the Second Vice-President shall in the absence of the President perform the duties of that office.

Section 5. Duties of the Treasurer. It shall be the duty of the Treasurer to take charge of all money, funds, and securities of the Society and the deposit of all funds of the Society with banks, trust companies, or other financial institutions approved by the Board of Directors; to pay all bills and accounts; to collect or receive all sums of money and accounts, fees and dues; to keep a record of all moneys received and paid, and render an account thereof to the Board of Directors at each meeting of the Board; to report to the Society at the annual Meeting; and to perform such duties as may be assigned to him or her by the Board of Directors or President.

Section 3. Duties of the Secretary. It shall be the duty of the Secretary to call, as herein provided, all meetings of the members and Directors; to make and keep a record of the acts and proceedings of such meetings; to notify all persons of their election as members, directors, officers, or committeemen of the Society; to make and keep an accurate roll of all members of the Society, the names, addresses, and telephone numbers of such members; to provide newly elected members with a copy of the By-Laws; to forthwith notify the Treasurer of all changes in the membership through death or resignation of existing members; to furnish the President data for his or her annual Report; to conduct such correspondence as may be required; to take charge of the seal of the Society; to prepare and distribute a pamphlet containing the By-Laws, the names of the officers, Directors, members and chairmen of the committees of the Society, if the same shall be ordered prepared by the Board of Directors; and to perform such other duties as may be assigned to him or her by the Board of Directors or the President.

Section 7. Duties of the Historiographer. It shall be the duty of the Historiographer to prepare a necrology of members, to keep a record of the deaths of members, the place and the date of their birth and death, and the date of their admission to the Society; and to make a copy of such record for the preceding year, and to deliver such copy to the President prior to the Annual Meeting. It shall also be the duty of the Historiographer to take charge of all books, pamphlets, and relics which may become the property of the Society; to acknowledge all

donations of these items to the Society; and to make and deliver to the President prior to the Annual Meeting a report of the condition of the library.

Section 8. **Duties of Officers.** The Board of Directors may appoint such other officers from time to time to carry out duties prescribed by the Board.

Section 9. **Removal.** Any officer may be removed with or without cause by the Board of Directors.

Article VI *Committees*

Section 1. **Executive Committee.** The Board of Directors by resolution adopted by a majority of the entire Board may designate an Executive Committee consisting of three or more Directors. The Executive Committee shall have all the authority provided to it by the Board to the extent permitted by law.

Section 2. **Standing Committees.** There shall be four standing committees, consisting of such number of Directors as the Board of Directors may determine: a Committee on Membership; a Committee on Finance; a Committee on Scholarship-Student Aid; and a Committee on Entertainment.

Section 3. **Duties of the Committee on Membership.** It shall be the duty of the Committee on Membership to promote membership in the Society; to examine all applications for membership immediately upon their receipt and to report to the Board of Directors its finding as to the eligibility and desirability of any person whose name has been proposed.

Section 4. **Duties of the Committee on Finance.** It shall be the duty of the Committee on Finance to audit all bills and accounts of the Society each year immediately following the committee's appointment; to invest in the name of the Society the funds thereof, in accord with such investment objectives as may be set by the Directors, with each investment transaction requiring both the prior approval of a majority of the committee and the prior notification of the chairman or acting chairman; and to perform such other duties relating to the accounts, funds, and finances of the Society as may be assigned by the Board of Directors.

Section 5. **Duties of the Committee on Scholarship-Student Aid.** It shall be the duty of this committee to examine all eligible applicants for scholarships and to report its findings to the Board of Directors. Such scholarships as may be approved by the Board of Directors shall be referred to the Treasurer for payment.

Section 6. **Duties of the Committee on Entertainment.** It shall be the duty of the Committee on Entertainment to make all arrangements for the annual dinner and any other social affairs authorized by the Board of Directors, and to select speakers or other entertainment, all with the approval of the President.

Article VII

Scholarship-Student Aid

The Board of Directors may at any time in its discretion appropriate from the funds of the Society amounts to be used by the Scholarship-Student Aid Committee for scholarships to be awarded to students residing in Brooklyn and Long Island to attend New England institutions of learning and to students with a strong New England connection residing in Brooklyn and Long Island to attend institutions of learning either in Brooklyn and Long Island or in New England.

Article VIII

Indemnification of Directors and Officers

All rights of indemnification authorized by provisions of Section 721 to 726, inclusive, of the New York Not-for-Profit Corporation Law, as the same may be amended hereafter from time to time, are hereby conferred upon all persons on whom the Society is lawfully authorized to confer such rights. Without limiting the generality of the foregoing, the Society shall, to the extent and upon the conditions and in the manner from time to time prescribed or permitted by such Law, indemnify:

- (i) each person made a party to an action by or in the right of the Society to procure a judgment in its favor, against reasonable expenses, including attorney's fees, actually and necessarily incurred by such person in connection with the defense of such action or in connection with any appeal therein, and,
- (ii) each person made or threatened to be made a party to any civil or criminal action proceeding, other than by or in the right of the Society to procure a judgment in its favor, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees, actually and necessarily incurred as a result of such action or proceeding or any appeal therein, by reason of the fact that either (a) such person is or was a Director or officer of the Society (including as such officers a member of any committee of the Board of Directors) or (b) while such person was such a Director or officer (including any such committee member) such person served any other corporation of any type or kind, or any partnership, joint venture, trust or other enterprise, in any capacity at the request of the Society. Subject to the conditions prescribed by law the Society may pay, in advance of final disposition of any such action or proceeding, expenses incurred by such person in defending such action or proceeding. Nothing contained in this Article

VII shall affect any rights to indemnification to which personnel other than Directors and officers may be entitled by contract or otherwise under law.

Article IX

Amendments to By-Laws

The By-Laws of the Society may be altered and amended, or new By-Laws may be adopted, by vote of a majority of all the Directors or by the affirmative vote of two-thirds of the qualified voters present and voting at a meeting of members of the Society provided that a written notice of such proposed alteration and amendment shall have been mailed to each Director or member at least two weeks prior to the meeting at which such action is taken.