

Bylaws of the Society of Mayflower Descendants in the State of South Carolina, Inc.

Article 1 - Organization

1. The name of this organization shall be “The Society of Mayflower Descendants in the Stat of South Carolina, Inc.” (hereinafter known as “SMDSC”) This Society is a constituent society of the General Society of Mayflower Descendants. (hereinafter known as “GSMD”)
2. The organization shall have a seal.
3. Membership in the organization shall be granted as provided hereinafter.
4. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government or for a public purpose.

Article 2 - Objects & Mission Statement

The object of SMDSC are, for every active member to:

1. Perpetuate the memory of The Mayflower passengers on the voyage that terminated at Plymouth, Massachusetts in 1620.
2. Preserve the history of The Mayflower’s voyage and its passengers for future generations.
3. Maintain and defend the principles of civil and religious liberty, as set forth in *The Mayflower Compact*.
4. Cherish and maintain the ideals and institutions of American freedom and to oppose any theory or action that threatens them.
5. Transmit the spirit, the purity of purpose and steadfastness of will of the Pilgrims Fathers and Mothers, and to perpetuate the undiminished heritage of liberty and law to those who shall come after.
6. Discover, record and publish the ancestry of the Pilgrims and the lines of their posterity, past and present.
7. Cooperate with GSMD and all its constituent societies.
8. Be known as an education non-profit organization. Notwithstanding any other provisions of these articles, this organization is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code.

It is the mission of the Society of Mayflower Descendants in the State of South Carolina, Inc. to preserve and educate the public as to the lives and legacies of the passengers who arrived in Plymouth, Massachusetts in 1620 aboard The Mayflower.

Article 3- Membership

All persons over eighteen (18) year of age, of any race or ethnicity, who are descended from a passenger on The Mayflower on the voyage that terminated at Plymouth, Massachusetts in December 1620, shall be eligible for regular membership in the Society. No person shall be eligible for membership who is pledged to or advocates the overthrow by force or violence of the Government of the United States, or of any state or territory, or who has been found guilty of treasonable practices, or who has committed a crime. The Society shall have the right to expel from its membership any person for any of these causes. Any questions arising hereunder shall be determined by the SMDSC Board of Assistants.

There shall be five classes of membership in the Society, as follows:

Regular Membership; those who are accepted for membership and are eighteen (18) years of age or older shall be regular members upon payment of yearly membership dues.

Junior Membership; those who are accepted for membership while they are less than eighteen (18) years of age. A member may remain as a Junior Member until he or she shall attain the age of twenty-five (25) years. No Junior Member shall have voting rights or privileges.

Life Membership; those who were accepted for either regular or junior membership and have paid the dues for a Life Membership. No Life Membership may vote or hold office that has not attained the age of eighteen (18) years. The SMDSC no longer offers new Life Memberships.

Emeritus Membership; those who have attained the age of eighty (80) years and who have been a member of the SC Society for five (5) or more years.

Honorary Emeritus Membership; those who have been granted such membership based on extraordinary service.

It shall be the duty of the SMDSC Board of Assistants (hereinafter BOA) to encourage membership in, and for the future growth of the Society. For that purpose, members of the BOA shall have the power to fix the fees and dues for membership therein, to allocate such dues or fees, to make or approve such rules, regulations or bylaws, as may be expedient.

Any member of the Society may hold membership in one or more other state societies of the GSMD and shall be eligible to represent the Society as a delegate to the General Congress of GSMD. Any member in good standing of another state society of the GSMD shall be eligible to transfer his or her membership to this Society.

Article 4 - Officers

1. The officers of the Society shall include a Governor, a Deputy Governor, a Corresponding Secretary, a Recording Secretary, a Treasurer, an Historian, an Elder, a Captain, a Counselor, a Deputy Governor General and an Assistant Governor General.

2. The government of the Society shall be vested in a Board of Assistants which shall include the officers of the Society and three Assistants, an Education Assistant, a Junior membership Assistant, and the Palmetto Log Editor. The officers and assistants shall be voting members of the BOA and shall serve as BOA members of the Corporation. All past Governors of the Society shall be members of the BOA, but shall have no vote.

3. The duties, powers, and privileges of the officers and BOA are set forth hereinafter.

4. The term of office of each officer shall be three (3) years, or until a successor is elected. A person may not occupy the offices of Governor and Deputy Governor for more than two (2) consecutive terms. The officers and assistants of the Society shall be elected by a plurality vote of the membership at the Annual Meeting, or as soon thereafter as possible, and those elected shall assume office immediately after such election. Vacancies on the Board of Assistants may be filled by the Governor, with the approval of the BOA, which approval shall be obtained as soon as possible following the appointment by the Governor.

5. The Governor, with the approval of the BOA, may remove any BOA member for his office for failure to perform the duties required of his office, including but not limited to: attendance at BOA and Society meetings or carrying out the directives of the Governor or the BOA.

6. The Governor with the approval of the BOA, may appoint any member of the Society in good standing to fill the unexpired term of any BOA member who has resigned or been removed from office.

7. The BOA shall have the control and management of the business and affairs of the Society, and in addition to the powers and authorities by these bylaws conferred upon it, may exercise all such powers and do all such acts and things as are by law provided, and as are usually done by the Board of BOA members of a corporation, subject to any regulations which may be made by the membership.

The BOA shall select the delegates and alternates of the Society who shall represent the Society at the meetings of the GSMD.

Article 5 - Duties of Officers

1. The Governor shall act as the chief executive officer and head of the Society. The Governor shall preside at all meetings of the Society and at meetings of the BOA, and shall be a member *ex officio* of all standing committees, except the nominating committee.
2. The Governor shall call all special or other meetings of the members of the Society and the BOA. In case the Governor shall at any time neglect or refuse to call a special meeting of the members, when requested to do so by twenty (20) of the members, then and in such case, said special meeting may be called by a majority of the BOA.
3. The Deputy Governor, in the case of the absence of the Governor, shall preside at the meetings of the Society and of the BOA. In the event of the absence, resignation, disability, or death of the Governor, the Deputy Governor shall exercise all the powers and perform all the duties of the Governor, until a new Governor shall be elected.
4. The Recording Secretary shall attend all meetings of the Society and of the BOA and shall record all proceedings thereof in a book kept for that purpose and shall be the custodian of the seal of the Society.
5. The Corresponding Secretary shall attend all meetings of the Society and of the BOA and shall perform all duties that may be entrusted to him by the Governor or the BOA. The Corresponding Secretary shall be the official record keeper of the Society and shall maintain the current membership list, including the current mailing addresses of all members. The membership list maintained by the Corresponding Secretary is the property of the Society and shall not be released to any person, without the express permission of the BOA.
6. The Treasurer shall keep full and correct accounts of the receipts and expenditures of the Society in ledgers belonging to the Society, and she shall deposit all monies and valuable effects in the name and to the credit of the Society, and in such depositories as may be required by the BOA for the faithful performance of such duties. The cost of such bond shall be paid by the Society. The Treasurer shall disburse funds of the Society as may be approved by the BOA, obtaining proper vouchers or receipts for such disbursements and shall report to the Governor and the BOA at the regular meetings of the BOA, or whenever they may require it, an account of transactions as the chief financial officer of the society, and of the financial condition of the Society. The Treasurer shall present each year before the annual meeting of the members a full financial report of the preceding fiscal year. The Treasurer shall prepare the annual budget to be presented to the BOA. The Treasurer shall be a member *ex officio* of the financial committee.
7. The Historian shall examine, report and file all final membership applications and related documents for applicants and all applications for supplemental lines, in accordance with guidelines established by the Historian General of GSMD. The Historian shall be knowledgeable in accepted genealogical processes and procedure.
8. The Elder shall perform such duties as are assigned by the Governor and the BOA.
9. The Captain shall be commander of the Color Guard, and shall have possession and care of the Society's colors. The Captain shall perform all such duties as are assigned by the Governor and the BOA and shall act as Marshal at all parades and on occasions of ceremony. At the Society's meetings, the Captain may, at the request of the Governor, enumerate the descendants of each Mayflower passenger by calling the roll of passengers and shall lead the membership in reciting the Pledge of Allegiance and *The Mayflower Pledge*.
10. The Counselor shall advise the Governor and the BOA on legal matters, as requested, particularly those having to do with the proper interpretation of the bylaws in order that the business of the Society may be transacted lawfully and in accordance with the bylaws. The Counselor shall be a member of the South Carolina Bar and be licensed and in good standing with the South Carolina Supreme Court.

Article 6 - Election of Officers

1. The Nominating Committee shall submit the names of persons identified by it as candidates for office to the membership, as provided hereunder;
2. Any member of the Society who has not been nominated by the Nominating Committee may become a nominee for any office by having five or more members of the Society nominate such member as a candidate for office. All such nominations must be in writing, stating the name of the member and the office for which nominated. The nomination must be signed by the members making the nomination, and delivered to the Recording Secretary not later than the commencement of the Annual Meeting during which elections are to be held.
3. Where there is more than one candidate for any office, the election may be by secret ballot, at the discretion of the presiding officer.

Article 7 - Meetings

1. The Society shall operate on a calendar year basis and shall hold meetings at least twice each year. The BOA shall have the authority to fix the date, time, and place of such meetings. The semi-annual meeting of the Society shall be held at such time and place as determined by the BOA, and shall be scheduled, if possible, during the first six calendar months of the year, as fixed by the BOA. The annual meeting of the Society shall be held in the last six calendar months of the year, at such time and place as determined by the BOA, and shall be scheduled in such a way as to commemorate "Compact Day." No less than seven (7) days written notice shall be given to members of all meetings of the Society. Such notices may be contained in the Society newsletter(s). The call of the Annual Meeting shall state the date, time, & place thereof, and shall be sent at least two (2) weeks prior thereto. When a quorum is not present, no business shall be transacted.
2. Special meetings of the Society may be held at such times and places as may be decided upon by the BOA. The Governor shall have the authority to call a special meeting, and to specify the time and place thereof. Upon the written request of twenty (20) members of the Society, which request shall state with specificity that object of such meeting, the Governor shall forthwith call a special meeting and specify in such call the time and place thereof. The call for such special meeting shall state the object(s) thereof, and no business not stated in such call shall be considered at such meetings.
3. The BOA shall hold at the discretion of the Governor, three (3) regular meetings in the months of January, April and October of each year, or at other such times as shall be determined by the Governor. Special meetings of the BOA may be called at any time by the Governor upon seven (7) days' notice and shall also be called by the Governor upon the written request of four (4) or more members of the BOA. Notices of special meetings of the BOA shall state the purpose of the meeting. Where a quorum is not present, no business shall be transacted, except to adjourn to a future time. If a quorum is present at a meeting of the BOA, the BOA shall have the power to act upon all matters properly raised during the meeting.
4. At all regular or special meetings of the membership of the Society, fifteen (15) members shall constitute a quorum for the transaction of business. At all meetings of the BOA, four (4) voting members shall constitute a quorum for the transaction of business.
5. Every action taken by the Society at any regular or special meeting which is in accordance with the powers conferred upon it by these Bylaws enacted hereunder, and every action taken by the BOA at any regular or special meeting which has been properly called and which action is within the power conferred upon the BOA under these bylaws, shall be binding upon every member of the Society.

Article 8 - Amendment of Bylaws

An amendment or amendments proposed in writing by a member at a regular or special meeting shall be read by the Recording Secretary and referred to the BOA which shall report at the next regular or special meeting of the general membership. An amendment or amendments may be proposed by the BOA at any regular or special meeting and acted upon at such meeting. At least ten (10) days written notice shall be given of any meeting at which an amendment to these bylaws is to be voted upon and a complete copy of such proposed amendment or amendments shall be made available to each member of the Society with the notice of such meeting. Members may vote upon a proposed amendment to these bylaws in person and no proposed amendment shall be adopted which is not voted upon favorably by at least two-thirds of all members present. A proposed amendment may be amended at the meeting at which it is to be voted upon, and such amendment in its original form, or as amended, may be finally voted upon at such meeting.

Article 9 - Dissolution

No part of the income or assets of the Society shall be paid, distributed, or otherwise inure to the benefit or use of any member of the BOA or officers or other private persons, except that the Society shall be authorized to pay compensation in a reasonable amount to BOA members or officers for services rendered, and to make payments and distributions in furtherance of its general corporate purposes, including contributions and donations for charitable purposes. Upon dissolution of the Society, the assets of the Society shall not be distributed to BOA members, officers, or members. Upon such dissolution, the officers and BOA members, after paying or making provisions for the payment of all corporate liabilities, and for the disposition of any property committed to charitable purposes as required by statute or court order, transfer and convey the remaining assets to such charitable organization or organizations exempt under Section 501(c)3 of the US Internal Revenue Code (or equivalent successor provision) as the BOA members shall determine to be similar to the corporation's character, purpose, and method of operation.

Article 10 Committees

1. All committees of this organization shall be appointed by the Governor and the term of office shall be for a period of three (3) years or less if terminated earlier by the action of the Governor or BOA. The permanent committees shall be:

The Nominating Committee; which shall be appointed, at the latest, in September preceding the election of officers at the following annual meeting. The Nomination Committee shall select candidates for the offices and BOA positions to be filled at the annual meeting of the Society. The list of candidates selected by the Nominating Committee shall be submitted to the editor of the Society's newsletter by the Chair of such committee for publication along with the notice of the annual meeting, to be sent to each member.

The Finance Committee; which shall be appointed by the Governor, and shall be responsible for formulating and adjusting the annual budget of the Society, recommending investment strategies and plans to the BOA, and such other duties as may be determined by the Governor.

2. Members of all regular and special committees shall be appointed by the Governor, with the consent of the BOA. At the January meeting of the BOA, or as soon thereafter as practicable, the Governor shall submit to the BOA a list of appointments for all regular committees. Such committee members shall be confirmed at such meeting.

Article 11 - Indemnification and Liability

1. The Society shall, to the fullest extent permitted by law now or hereafter in effect, indemnify any person who is or was an officer or member of the BOA of the Society and who, by reason of his or her office is or was made or threatened to be made a party to or is otherwise involved in any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative. This will apply whether or not brought by or on behalf of the Society, against liability for judgments, fines, penalties, amounts paid or to be paid in settlement costs, charges and expenses, including reasonable attorneys' fees, and interest on the foregoing incurred in connection with any such actions or suit or proceeding or any appeal therein, actually and reasonably paid or afforded any officer or BOA member. This indemnification shall not apply if the acts or omissions of any BOA member or officer were expressly prohibited by applicable law or where the conduct of the officer or BOA member has been determined by a court to have constituted self-dealing, willful misconduct or recklessness, pursuant to the terms of applicable law.

2. The following additional terms and conditions shall apply to the Society's indemnification obligations. All rights to indemnification under this Article shall be deemed a contract between the Society and the persons entitled to indemnification under this Article to which the Society and each such person intended to be legally bound. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that an officer or BOA member who is a party to, or involved in the proceeding is not entitled to indemnification. The Society shall pay the expenses (including attorneys fees and costs) incurred in good faith by an indemnified party in advance of the final disposition of a proceeding upon receipt of an undertaking by or on behalf of the officer or BOA member to repay the expenses if it shall be ultimately determined that he or she is not entitled to be indemnified hereunder. Each person who shall act as an officer or BOA member of the Society shall be indemnified hereunder. Each person who shall act as an officer or BOA member of the Society shall be deemed to be doing so in reliance upon the rights provided by this Article. The Society may, in the discretion of the BOA, purchase Officers', and BOA members' Liability insurance in such amounts as the BOA shall deem appropriate to assure the payment of indemnification to BOA members.

3. A member of the BOA shall not be personally liable for monetary damages for any action taken, or any failure to take any action unless the BOA member has breached or failed to perform the duties of the office and the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

Policies adopted by the board of Assistants of the Society of Mayflower Descendants in the Stat of South Carolina (SMD-SC) 2009-2011

Policy 1

Membership Procedures

1. Each application for regular membership in the Society may be made on a preliminary application blank approved by the BOA, along with a non-refundable application fee to be established by the BOA. Any applicant for regular membership may request through the Historian, a copy of lineage papers from the office of the Historian General of GSMD. These shall be furnished upon payment of a fee to be established by the BOA.

2. After the preliminary application has been approved by the Historian, final application forms shall be issued to the applicant by the Historian. The applicant may complete the final application papers and perform the required research before returning the complete application to the Historian, together with the required documentation and copies thereof, as well as all required fees. Any information or evidence submitted to the Society becomes

the property of the GSMD and the SMDSC. If the signed copy of the application and check is not received by the Historian within a reasonable period as determined by the Historian, the Historian shall return all documents to the applicant without action.

3. No person shall be elected to membership in the Society until his or her line of descent has been approved by the Historian General of GSMD and the State Historian.

4. Any member in good standing in GSMD may make application on behalf of any person under eighteen (18) years of age who has *prima facie* lineage based on his, her or a family member's proven lineage. Such application may be approved and accepted by the BOA, provided all required fees and membership dues of such member are current and paid. The term "*prima facie*" shall mean that the potential junior member is related to a past or present member of GSMD by blood through the line through which such member was approved for membership in GSMD.

5. Any junior member may, after attaining the age of eighteen (18) years of age, matriculate to regular membership upon submission of the usual lineage papers, with appropriate documentation. State and general numbers shall be assigned to each junior member upon approval by the Historian General and the SMDSC Historian. A junior member may continue his or her junior status until he or she shall attain the age of twenty-five (25) years. A new applicant must seek regular membership status if he or she has already attained the age of eighteen (18) years. No junior member shall have voting rights, the right to hold office, or other regular membership privileges.

6. Any member in good standing may resign from the Society. Any member having resigned in good standing may, upon payment of a reinstatement fee established by the BOA, and payment of membership dues in arrears, re-activate membership in the Society.

7. Any member of the Society whose conduct is reasonably believed by the BOA to be contrary to the purposes of GSMD or SMDSC, or prejudicial to its interest, shall be subject to suspension or expulsion by the BOA. In the event charges of such conduct are made against a member of the Society in good standing, the BOA shall promptly appoint a special committee to hear evidence in support of the charges and report its findings of fact and recommendations thereon to the BOA. The member against whom such charges are made shall be given not less than fifteen (15) days written notice of the time and place of the meeting of the BOA wherein such charges shall be considered, along with a written copy of the basis for such charges. Such written notice shall be sent by registered mail to the member's last known address. A member against whom such charges have been made shall have the right to appear at the hearing with or without counsel and present evidence in defense of the charges to the BOA. In order to suspend or expel a member, an affirmative vote of a least two-thirds of the BOA is required.

8. Any member whose annual dues remain unpaid for a period of two (2) months after becoming due and payable may be dropped from membership. The BOA may, by special resolution, extend the time for payment of dues.

9. Resignations shall be presented to the Corresponding Secretary in writing, and shall be effective upon receipt, provided such member is in good standing. A member in good standing is one whose dues, including those for the current year have been paid, and against whom no suspension or expulsion proceedings have been instituted.

Policy 2

Fees and Dues

1. A nonrefundable application processing fee, as determined by the BOA, shall be paid to the Society, by all applicants for membership in the Society, except those who are former members and those who are members of other state societies and who are in good standing with GSMD.
2. A fee, as determined by the BOA, shall be paid to the Society by approved members transferring from other state societies. The applicant shall also pay annual dues to SMDSC. A fee, as determined by the BOA, shall be paid to the Society by any member submitting a supplemental line for approval.
3. Unless otherwise determined by the BOA, annual dues shall be paid to the Society by all regular members. Life memberships will no longer be offered by the SMDSC; life memberships already in effect in SC will be honored. Emeritus Members who reached the age of eighty (80) by July 25, 2005 and paid dues for 5 years to the SMDSC, will not be required to pay future dues to either the GSMD or the SMDSC. Emeritus Members who reach the age of eighty (80) after July 25, 2005 and paid dues for 5 years to the SMDSC, will not be required to pay future dues to the SMDSC, but will be required to pay dues to the GSMD. Emeritus Membership awarded for service will follow the same guidelines; those who received the award prior to July 25, 2005 will not be required to pay dues to either entity; those who received the award after that date will be required to pay dues only to the GSMD.

Policy 3

Education Committee

1. The Assistant for Education shall be designated as the Chairman of the Education Committee of the SMD-SC.
2. The other committee members will support him/her in the matters that he or she designates. This may include, but is not limited to, the collection of the essays or the college scholarship applications. The major responsibility of the committee members is the selection of the winners of our contests and each member including the Chairman has an equal vote.
3. The Governor of the SMD-SC, as an “*ex officio*” member of the Education Committee, will vote only if there is a tie in the voting, but will receive copies of all essays when they are distributed to the committee.
4. The member responsible for the collection of the entries will make copies to distribute to the other members of the committee and the Governor. Prior to this distribution, names will be deleted to assure an equal opportunity for all applicants.
5. The applicant will submit one copy of the essay by computer to make transmission of the essay easier for the committee members and this transmission will be acknowledged by the “receiver.” Three (3) paper copies of the essay must also be received by the designated committee member prior to the deadline. The postmark on the paper copies will be used to determine the date of submission. The paper copies will insure that computer malfunctions will not interfere with the contest entries.
6. In all contests, accurate factual information will be required and sources for the information should be documented or apparent to the reader.
7. By submitting an essay entry, the entrant and his parents agree to be bound by all the SMD-SC policies governing the essay contest and also agree that all decisions with regard to winners and disqualifications made by SMD-SC shall be final and binding. We reserve the right to reject any or all submissions.
8. Decisions with regard to winners and disqualifications will not be made public until the voting by all committee members has been tabulated. In the absence of a reply from a member, it shall be the responsibility of the Chairman to determine the reason for the lack of a response. A two-week period for evaluation after the deadline is suggested, although entries can be shared with the other committee members prior to the deadline.

Only after the expiration of this time period will any decision be shared with the winners and any who are disqualified. This information will be sent by the Chairman via snail mail to the applicants. After this notification is received, the Chairman shall secure the Social Security number of the winner for the explicit use of the Treasure in the issuance of the Bonds.

9. Rewritten essays will not be accepted. The original essays are considered the only entries in the contest to be evaluated.

10. The topics for the essays will be selected by the Education Assistant, with input from other members of the committee and published in the Spring edition of the *Palmetto Log*. The winning essays may be published in the Fall edition of the *Palmetto Log*, at the discretion of the Committee. All entries remain the property of the SMDSC and after the submission will not be returned.

Scholarship Contest

1. The applicant must submit all the required documents at the same time.

2. The scholarship requirement of "Good Standing" by his or her academic institution requires at least a "B" average (3.0 on a 4.0 scale).

3. The extra-curricular activities and community involvement will be considered a significant factor in determining the award.

4. The essay must be factually accurate and reflect current standards of spelling, grammar, and writing skills for a college student.

5. The scholarship award of \$1000.00 may be awarded to the student at the Compact Day Luncheon or the Treasurer of the Society may send the check directly to the scholarship winner after the winner has been determined.

6. This scholarship will be awarded annually based upon applications received by the deadline.