

# CONSTITUTION

## *ARTICLE I – NAME*

The name of this Society, formed by lineal descendants of those Pilgrims who were passengers on the Mayflower and landed in December 1620 at Plymouth, New England shall be the “Society of Mayflower Descendants in the State of Ohio.”

## *ARTICLE II – OBJECTIVES*

The objectives of this Society shall be:

- to perpetuate to a remote posterity the memory of our Pilgrim Ancestors;
- to maintain and defend the principles of civil and religious liberty as set forth in the Compact of the Mayflower, “For the glorie of God, and advancement of the Christian faith, and honor of our countrie;”
- to cherish and maintain the ideals and institutions of American freedom, and to oppose any theories or action that threaten their continuity;
- to transmit the spirit, the unity of purpose and steadfastness of will of the Pilgrims to those who shall come after us, an undiminished heritage of liberty and law;
- to promote the interests that are common to all of the Colonies of the Society of Mayflower Descendants in the State of Ohio which can only be served by a state body;
- to secure united effort to discover and publish original matter in regard to the Pilgrims, together with existing data known only to antiquarians;
- to authenticate, preserve and mark historical sites and objects made memorable by Pilgrim Association; and
- to promote the interests that are common to all of the State Societies, and thus the General Society of Mayflower Descendants.

## *ARTICLE III – MEMBERSHIP*

All persons 18 years of age or over who are descended from a passenger on the Mayflower on the voyage that terminated at Plymouth, New England, in December 1620 shall be eligible for membership, and all persons, so descended, who are less than 18 years of age, shall be eligible for Junior Membership pursuant to the Bylaws of this Society, provided, however, (a) that no person shall be eligible for membership in the Society of Mayflower Descendants in the State of Ohio - regular, junior or life – who is pledged to or advocates the overthrow, by force or violence, of the government of the

United States, or that of any State or Territory; or who has been guilty of other treasonable practices; or is not of good moral character. The Society of Mayflower Descendants in the State of Ohio shall have the right to expel from its membership any person for any such causes; and any question arising under this proviso (a) shall be determined by the Society of Mayflower Descendants in the State of Ohio; and provided further (b) that no one may become a member of the Society of Mayflower Descendants in the State of Ohio unless personally acceptable to the Society.

## *ARTICLE IV – REFERENCES*

### Section 1 – National Organization

The General Society of Mayflower Descendants may hereinafter be referred to as the “Mayflower Society” or the “GSMD.” The General Board of Assistants of the Mayflower Society may be hereinafter referred to as the “General Board.” Officer titles of the GSMD are indicated using the word “general”, such as “Governor General” or “Historian General.”

### Section 2 – State Organization

The Society of Mayflower Descendants in the State of Ohio may hereinafter be referred to as the “Society” or the “SMDOH.” The Board of Assistants of the SMDOH may hereinafter be referred to as the “BOA.” Officers of the SMDOH are therefore referred to as “Governor” or “Historian,” etc.

### Section 3 – Colony Organization

Colonies of the SMDOH may hereinafter be referred to as “Colonies” or “Colony.” The governing board of a colony may hereinafter be referred to as a “Colony Board.” Colony officers are indicated as follows: “Lieutenant Governor”, “Colony Historian”, “Colony Representative to the BOA”, etc.

## *ARTICLE V – GOVERNMENT*

### Section 1 – Officer Designations

Officers of the SMDOH shall be a Governor, a Deputy Governor, Captain, Elder, Recording Secretary, Corresponding Secretary, Treasurer, Historian, Surgeon, Counselor, and such additional officers, if any, as shall be elected by the BOA pursuant to the provisions of Section 3 of this Article V. Any number of offices may be held by the same person, but such individual would be entitled to only one vote on matters before the BOA.

### Section 2 - Board of Assistants

The BOA consists of the following:

- the elected officers;
- all former governors of the SMDOH (who shall be ex-officio during their lifetime and who remain in good standing); and

- a Lt. Governor and Colony Representative from each colony, both of whom are elected by the colony.

### Section 3 – Additional Appointees

- (A) Election: The BOA may appoint such other persons (who may, but need not, be on the BOA), including without limitation Assistant Treasurers and Assistant Secretaries as the BOA may deem advisable and such appointees shall have such authority and shall perform such duties as may be assigned to them by the BOA.
- (B) Powers and Duties: The BOA may by resolution delegate to any Assistant Treasurer or Assistant Treasurers any of the powers or duties herein assigned to the Treasurer. It may similarly delegate to any Assistant Secretary or Assistant Secretaries any of the powers or duties herein assigned to the Recording Secretary or the Corresponding Secretary.

### Section 4 - Seating of Officers and Colony Elected Individuals on the BOA

The elected officers will be seated on the BOA immediately following their election and installation at the Annual Meeting at which they are elected. The Colony Lt. Governors and Colony Representatives will be seated on the BOA upon notification via written or electronic transmission of their election by the colonies to the Recording Secretary.

### Section 5 – Executive Committee

The Governor, Deputy Governor, Recording Secretary, Treasurer and Historian shall constitute an Executive Committee which shall have the power to take action on matters which, in the opinion of the Governor, should be acted upon prior to the next meeting of the BOA, provided however, that all actions of the Executive Committee shall be ratified at the next following meeting of the BOA.

## *ARTICLE VI – INDEMNIFICATION*

### Section 1 – Persons Indemnified

The SMDOH shall indemnify any current or former member of the BOA, Officer, Teller, employee, agent or volunteer of the Society to the fullest extent permitted by, or permissible under, applicable law against expenses, including attorney's fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her by reason of the fact that he or she is or was a member of the BOA, Officer, Teller, employee, agent or volunteer of the SMDOH in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative. The SMDOH is hereby specifically authorized to take any and all action or effectuate any indemnification of any person that any Ohio corporation may have power to take, by any vote of the disinterested members of the BOA, by any agreement or otherwise. This section of the Constitution of the SMDOH shall be interpreted in all respects to expand such power to indemnify to the maximum extent permissible to any Ohio corporation with regard to the particular facts of each case, and not in any way to limit any statutory or other power to indemnify or right of any individual to indemnification.

## Section 2 - Insurance

The Society may purchase and maintain insurance on behalf of any person who is or was a member of the BOA, Officer, Teller, employee, agent or volunteer of the SMDOH, who is or was serving at the request of the SMDOH as a trustee, director, officer, employee, member, manager, agent or volunteer of another corporation (whether nonprofit or for profit), limited liability company, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any capacity, or arising out of his or her status as such, whether or not the SMDOH would have the power to indemnify him or her against such liability under the provision of the Constitution or under applicable law.

## *ARTICLE VII – MEMBERSHIP MEETINGS*

### Section 1 – General

- (A) Annual Meeting: The Annual Meeting of the SMDOH shall be held each year on a suitable day in May, the date, time and place to be selected by the BOA. However, the BOA shall have the authority to change the date to another month if it deems it necessary. If the date is changed to an earlier month than May, any time constraints established for reports and submissions shall be moved back by a similar time frame.
- (B) Election Year Meeting: At the Annual Meeting in each election year, at least three additional items shall be considered in the order of business, to wit: “The Election of Officers,” which shall immediately precede “Old Business,” the “Report of Tellers,” which shall follow the item “New Business,” and the “Installation of Officers,” which shall follow the item “Report of Tellers.”
- (C) Special Meetings: Special meetings of the SMDOH may be held at any time and any place at the call of the Governor, or upon written request of 10 members or by a vote of the BOA, seven days notice of such meeting having been given.
- (D) Quorum: At all meetings of the SMDOH, 25 members, five of whom shall be state officers, shall constitute a quorum for the transaction of business.
- (E) Notice of Meetings: Notice of all general meetings of the Society shall be mailed to each member by the Corresponding Secretary not later than four weeks before each meeting.
- (F) Reports: All reports submitted at meetings of the SMDOH and BOA must be typewritten and signed by the person or persons submitting the report.

### Section 2 – Order of Business

The order of business at all meetings of the SMDOH shall follow that as generally outlined in Roberts Rules of Order. A more detailed order of business may be outlined in the Standing Rules.

### Section 3 – Compact Day Recognition

The SMDOH desiring to continue the recognition of the twenty-first day of November, which is the anniversary of the arrival of the Mayflower at Provincetown Harbor and the signing of the Compact, recommends to the Colonies the observance of that day.

## *ARTICLE VIII - PARLIAMENTARY AUTHORITY*

Robert's Rules of Order, current edition, shall govern the proceedings of the SMDOH in all cases not provided for in the Constitution and Bylaws (see standing rules).

## *ARTICLE IX – AMENDMENTS*

### Section 1 – General

This Constitution may be amended only at the Annual Meeting of the SMDOH by a two-thirds vote of those members whose written ballots are received by the date designated on such written ballot, or handed to the Recording Secretary before counting commences. Said amendment shall be effective immediately following the Annual Meeting during which it passed.

### Section 2 – Submission to Recording Secretary

The BOA may approve and submit any proposed amendment in writing to the Recording Secretary. Ten or more members may also sign and submit a proposed amendment to the Recording Secretary in writing. Any proposed amendment must be submitted to the Recording Secretary by March 1 preceding the Annual Meeting of that year.

### Section 3 – Submission to Membership

The Corresponding Secretary shall cause such proposed amendment to be printed and mailed to each member at least four weeks before the Annual Meeting.

## *ARTICLE X – DISSOLUTION*

In the event that the SMDOH is to be dissolved, the Governor and remaining members of the BOA will take action to cause the following events:

### (A) Colonies:

- 1) Any colony that is not a separate legal entity under applicable Ohio law shall cease to exist and all records, property and funds shall be submitted to the SMDOH for disposal as appropriate.
- 2) Any colony that is a legal entity under applicable Ohio law may continue to exist as an independent entity; however, appropriate action must be taken to eliminate any reference to the SMDOH or GSMD in its documents and any property belonging to the SMDOH or making reference to the SMDOH or GSMD must be submitted to the SMDOH for disposal as appropriate. Funds shall remain the property of such independent entity.

- (B) Funds: Remaining monies in all accounts, designated or not, shall be disbursed according to applicable Ohio and Federal law.
- (C) Records: As a first choice, all financial, membership, genealogy or other records, and all monies and other assets remaining after the payment of all debts and liabilities of the SMDOH will be transferred to the GSMD. In the event that the GSMD is not willing or is unable to accept any of the items, the remaining items will be transferred to a 501(c)(3) genealogical society willing to accept them, with the first consideration being given to the Ohio Genealogical Society (OGS).
- (D) Notification: Notification of the dissolution will be made to the office of the Ohio Secretary of State, the Internal Revenue Service and the GSMD.

Constitution revised and restated \_\_\_\_\_

Governor	Date	Recording Secretary	Date
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