

Fairbanks Family in America, Incorporated
By-Laws

Article I
Name

Section 1. The name of this non-profit corporation shall be "Fairbanks Family in America, Incorporated," referred to in this document as "the Corporation."

Article II
Purpose

Section 1. The purpose of this non-profit corporation is threefold: first, to hold the property title of the homestead of Jonathan Fayerbanke in the town of Dedham, Massachusetts and the circa 1912 Sears and Roebuck bungalow located on the same deeded land and assure their proper maintenance and preservation; second, to gather, preserve and study the collections owned by the Corporation relating to the Fairbanks family; and third, to educate the membership and the general public about the history of the Fairbanks family.

Section 2. The purposes of the Corporation are exclusively charitable and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law. The corporation shall not be operated for profit, and its entire properties, assets, and facilities shall be devoted to the purposes for which it is organized. In furtherance of such purposes the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes as set forth in these By-laws.

Article III
Memberships

Section 1. Regular Membership:

- 1.1 Shall be open to any individual who is a lineal or legal descendant of Jonathan Fayerbanke of Dedham, Massachusetts or the spouse, widow, or widower of such descendant. Eligibility requirements for regular membership will be determined by guidelines set by the Board of Directors.
- 1.2 Regular members whose dues are paid for the current year are eligible to vote on all matters brought before the members at Membership meetings. Voting rights are not transferable.

Section 2. Associate Membership:

- 2.1 Shall be open to any individual, firm, corporation, or organization interested in supporting the Corporation's purposes and not otherwise eligible for regular membership. Eligibility requirements for associate membership will be determined by guidelines set by the Board of Directors.
- 2.2 Upon payment of annual dues, an associate member shall enjoy all privileges of regular membership except voting.

Section 3. Life Membership: Any individual member may become a regular or associate life member by payment of a one time membership fee as set by the Board of Directors. Life members shall enjoy all the privileges associated with their membership type.

Section 4. Honorary Membership: May be awarded to any individual regular or associate member for exemplary service to the Corporation upon two-thirds (2/3) vote of the voting membership present at an Annual Meeting. Honorary members shall enjoy all the privileges associated with their membership type and are exempt from annual dues.

Section 5. Dues

- 5.1 Annual Membership: A regular or associate membership shall run for one year with dues to be paid annually. All membership dues shall be set by the Board of Directors payable on or before the Annual Meeting for each fiscal year beginning on July 1st.
- 5.2 Classes of Membership: Fees and classes of membership are to be determined by the Board of Directors and are subject to review on an annual basis.
- 5.3 Non-payment of Dues: All members in arrears shall be notified by the Corporation of his or her automatic suspension to follow after being one year delinquent. An extension may be granted under guidelines set by the Board of Directors.

Article IV Officers and Directors

Section 1. Board of Directors

- 1.1 The Board of Directors shall consist of ten (10) to twelve (12) Directors elected from the membership of the Corporation.
- 1.2 Of the elected Directors, four (4) shall be Officers consisting of President, Vice President, Treasurer, and Secretary with duties as outlined in Article VI of these By-laws.
- 1.3 The Board may appoint additional Officers from their active Directors as may be deemed desirable. Such Officers shall serve for such period as the Board may designate, but not longer than three years.

Section 2. Eligibility

- 2.1 To be eligible for a position on the Board of Directors an individual must be a member in good standing at the time of nomination and election and must remain so for the duration of their term.
- 2.2 Regular and Associate members are eligible to serve on the Board of Directors, however a majority of the Board of Directors shall be made up of Regular members.
- 2.3 Any Associate member serving on the Board of Directors shall be granted the voting rights of a Regular member for the duration of their term of service.
- 2.4 The candidate for President shall have served at least one term on the Board of Directors.
- 2.5 Current employees are not eligible to serve on the Board of Directors.

Section 3. Election: Officers and Directors shall be elected in accordance with the provisions in Article V.

Section 4. Term of Office

- 4.1 Officers and Directors are elected for a term of three (3) years and shall serve until their successors have been elected.
- 4.2 An Officer may serve a maximum of two consecutive terms in any one office, unless approved by a two-thirds (2/3) vote of the Board.
- 4.3 No individual shall serve in more than one position at one time.

Section 5. Resignation: An Officer or Director who is unable to perform his/her duties as a member of the Board shall submit their resignation in writing to the Board of Directors. The Secretary shall make a record of all resignations.

Section 6. Removal: Any Officer or Director may be removed for cause by a two-thirds (2/3) vote of the Board provided there is a quorum of not less than two-thirds (2/3) of the active Board present and voting.

Section 7. Vacancies: Any vacancy occurring on the Board may be filled by a two-thirds (2/3) vote of the Board of Directors, except the vacancy of President which shall be filled by the Vice President. The individual elected to fill the vacant seat shall serve until the next Annual Meeting.

Section 8. Compensation: Officers and Directors shall be volunteers and receive no compensation for their services, except for certain expenses directly related to the mission and purposes of the corporation as may be approved by the Board of Directors.

Article V

Nomination and Election of Officers and Directors

Section 1. Nominations:

- 1.1 The Board of Directors shall appoint a Nominating Committee by December 31st of each calendar year to serve until the next Annual Meeting. This Committee shall consist of no fewer than three (3) members in good standing and shall include at least one (1) active member of the Board of Directors.
- 1.2 The President shall provide a list of vacancies and term expirations to the committee.
- 1.3 The Nominating Committee shall:
 - 1.3.1 Make a thorough search and inquiry of prospective candidates concerning their qualifications for office, membership standing, and their willingness to serve for each office or vacancy to be filled.
 - 1.3.2 Prepare a slate of nominees for officers and directors to be presented in writing to the Board of Directors no less than four weeks in advance of the Annual Meeting.
 - 1.3.3 Send a representative to present the slate of nominees at the Annual Meeting.
 - 1.3.4 Offer recommendations to the Board should vacancies arise during the year.
 - 1.3.5 Follow applicable policies adopted by the Board of Directors
- 1.4 Members of this Committee or their immediate family members shall not be proposed by the Committee for any Office to be filled in the next election except with Board approval by a two-thirds (2/3) vote.

Section 2. Election:

- 2.1 A representative of the Nominating Committee shall present the slate of nominees at the Annual Meeting of the Corporation.
- 2.2 Nominations from the floor shall be permitted in accordance with the procedure set forth in the current version of "Roberts Rules of Order Newly Revised" applicable to nominations where there is a nominating committee.
- 2.3 All officers and directors shall be elected by a majority vote of the members, in good standing, present and voting at the Annual Meeting of the Corporation.
- 2.4 Newly elected officers and directors shall assume their respective positions at the close of the Annual Meeting.

Article VI

Duties of Officers and Directors

Section 1. The Board of Directors shall have the general control and management of the affairs and property of the Corporation in accordance with its Charter and subject to the provisions of these By-laws. The Board of Directors shall formulate policies and programs subject only to the direction of the membership as expressed at annual or special meetings.

Section 2. As provided by the General Laws of the Commonwealth of Massachusetts, the Corporation shall indemnify its elected officers and directors and shall hold them harmless from any loss or reasonable expense incurred in connection with their actions or omissions of actions which are made or omitted in good faith and which are related solely to the performance of their duties as officers and directors. The Corporation shall not, however, indemnify any such person with respect to matters in which he shall be finally adjudged in any action, suit, or proceeding not to have acted in good faith for the best interest of the Corporation.

Section 3. Duties of Officers:

3.1 Duties of the President: The President shall preside at all meetings of the Corporation and Board of Directors. The President shall perform the customary duties of the office, appoint any standing or special committees, and manage the affairs of the Corporation subject to any limitation or direction by the Board of Directors and these By-laws.

3.2 Duties of the Vice President: The Vice President shall assist the President. In the absence or the inability of the President to act, the Vice President shall preside and otherwise perform the duties of the President.

3.3 Duties of the Secretary: The Secretary shall keep a true and accurate record of meetings and proceedings of the Board of Directors. The Secretary shall distribute the minutes of the previous meeting to Directors for review prior to the next scheduled meeting and make a written record available to the membership at the Annual Meeting.

3.4 Duties of the Treasurer: The Treasurer shall collect and deposit all funds in the name of "The Fairbanks Family in America, Inc." The Treasurer shall, by order of the President and/or Board of Directors, disburse funds on behalf of the Corporation. The President or the Treasurer shall sign all checks on behalf of the Corporation on any and all of its financial accounts. The Treasurer shall keep an accurate record of all financial transactions of the Corporation and provide written financial reports at each meeting of the Board of Directors, to the membership at the Annual Meeting, and at other times as may be requested by the President or Board of Directors.

3.5 Disbursements: Any disbursement over \$10,000 shall be signed and approved by both the President and the Treasurer.

Article VII

Curator and Historian

Section 1. Curator: The Board shall appoint or employ a qualified Curator. The Curator shall have the immediate custody and care of the collections and buildings of the Corporation, under the direction of the Board of Directors. The Curator shall keep the Board of Directors and membership apprised of the status of buildings and collections. The Curator shall make a report at all Board meetings and the Annual Meeting.

Section 2. Historian: The Board shall appoint a Historian who shall advise the Board of Directors and Curator in matters relating to the collections, buildings, and familial history.

Section 3. Subject to Board approval, the titles of Curator and Historian may be held concurrently.

Section 4. The Board of Directors may employ staff as deemed feasible and necessary for the purposes of the Corporation. All employees shall be approved by and report to the Board of Directors.

Article VIII

Meetings and Committees

Section 1. Annual Meeting: The Annual Meeting of the Corporation shall be held each year, at such a date as shall be fixed by the Board of Directors for the purpose of electing Directors and Officers, presenting annual reports, and for the transaction of such other business as may be brought before the meeting. Advance notice shall be given by the Board of Directors to the membership.

Section 2. Board Meetings:

2.1 Schedule and Notice: The President may call a meeting of the Board of Directors at such times as deemed necessary, but no fewer than four (4) times annually. Notice of board meetings shall be sent by the President no later than two weeks prior to the scheduled meeting date.

2.2 Agenda: The agenda will be established by the President and distributed to the Board of Directors prior to the scheduled meeting date.

2.3 Attendance: Board members may attend meetings either by being physically present or by means of a conference phone or similar communications equipment, whereby all persons participating can communicate with each other at the same time.

2.4 Quorum: Attendance of a majority of the Board of Directors then serving shall constitute a quorum for the transaction of business.

2.5 Procedure: If no person present is authorized to preside or the Secretary is absent, the Directors in attendance shall elect a Chairman and/or Secretary for the duration of meeting.

2.6 Voting: At all meetings of the Board, each Director shall have one vote. In the event that there is a tie, the President shall have an additional vote to be the tie-breaker. Vote by proxy is not permitted.

2.7 Action Without a Meeting: Action Without a Meeting may be permitted when time constraints necessitate actionable Board approval prior to the next scheduled meeting. The decision as to whether or not such immediate Board approval is so necessitated shall be made in advance by the President after consultation with as many Directors as is practicable under the circumstances. A Director may initiate an electronic vote with a resolution clearly stated in a format requiring a "yes" or "no" vote. Directors shall be allowed forty-eight (48) hours to cast their vote in a manner visible to all other Directors. A lack of response shall be considered abstaining from the vote. At the close of an electronic vote the President shall notify the Board of the result which shall be recorded by the Secretary.

Section 3. Special Meetings: Special meetings of the Corporation may be called by the President, Board of Directors, or by the written request of twenty-five (25) members. The purpose of the said meeting shall be stated in their request.

Section 4. Committees: The President shall appoint all standing and ad hoc committees as deemed desirable, with the exception of the Nominating Committee, said Committee being appointed by action of the Board of Directors as provided in Article V, Section 1.1 hereof. Committees shall consist of at least one Director, appoint a chairperson and report to the Board of Directors. Committee members shall serve for one year or until the next Annual Meeting.

Article IX Parliamentary Procedure

Section 1. The current edition of "Robert's Rules of Order Newly Revised" shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these By-laws or any special rules of order the Corporation may adopt.

Article X Amendments

Section 1. The power to make, amend or repeal these By-laws shall be in the voting members of the Corporation. Proposed alteration, amendments or repeal of the By-laws, in whole or in part, must be received by the Board of Directors in writing at least ninety (90) days prior to the Annual Meeting of the Corporation. The proposed changes must then be reviewed by the Board of Directors for presentation to the membership at the next Annual Meeting.

Section 2. Once reviewed, the Board of Directors shall submit the proposed changes in writing to the membership no later than thirty (30) days prior to the Annual Meeting.

Section 3. Changes to the By-laws must be passed by a two-thirds (2/3) vote of those present and voting at the Annual Meeting of the Corporation.

Article XI Effective Date of By-laws

Section 1. These By-laws shall become effective forthwith August 10, 2019. All prior By-laws have been repealed as of this date.

Revised April 25, 2019
Ratified August 10, 2019