



The Alden Kindred of America, Inc. · Alden House Historic Site

CONSTITUTION & BY-LAWS

OF THE

ALDEN KINDRED OF AMERICA, INC.

CONSTITUTION

Section 1. The name of this nonprofit corporation shall be "**THE ALDEN KINDRED OF AMERICA, INCORPORATED**", referred to in this document as the "Kindred".

Section 2. The aim and purpose of the Kindred shall be the preservation of the spirit and tradition of those early Pilgrims from beyond the sea, whose sturdy strength and fearless integrity lie at the basis of our nation's greatness; the especial honoring of that man and wife among them from whom we directly trace descent; the proper preservation of the Alden House in Duxbury and of the family heirlooms; the publication of its better achievements; the publication of an Alden Genealogy and such other histories and books as shall make suitable records for public archives; and the establishment of some fitting memorials of its founders, John and Priscilla (Mullins) Alden; and lastly the fostering among the Kindred descendants of the revered Pilgrims of a spirit of helpfulness and comradeship and an honorable pride in the source of their common generation.

Section 3. For the purpose of closer personal and social relations, the furthering of the aims and the building up of the membership of the Kindred, subordinate chapters may be organized.

Section 4. All members of subordinate chapters must first become members of the parent or National Kindred and their application papers be approved by the Genealogist.

Section 5. This Constitution shall take effect after ratification of the Annual Meeting on August 3, 2013

Section 6. This Constitution may be amended by a two-thirds vote at an Annual Meeting after the membership shall have been given notice at least two weeks before the meeting of the proposed amendment.

BY-LAWS

ARTICLE 1: ELIGIBILITY AND MEMBERSHIP

Section 1. Membership Classes. There are seven (7) classes of membership with the following eligibility requirements:

- 1. Active Member.** Any person twenty-one (21) years of age or over who has filed a documented lineage from John and Priscilla Alden, which has been approved by the Genealogist, may become an Active Member.
- 2. Junior Member.** Any person under twenty-one (21) years of age, who has filed a documented lineage from John and Priscilla Alden, which has been approved by the Genealogist, may become a Junior Member.



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3. Life Member. Any person who has filed a documented lineage from John and Priscilla Alden, which has been approved by the Genealogist, may become a Life Member. **4. Associate Member.** Any spouse, parent or adopted child of an Active, Junior or Life Member, may become an Associate member.

5. Life Associate Member. The spouse, parent or adopted child of an Active, Junior or Life Member, may become a Life Associate Member.

6. Museum Member. Any person or business may become a Museum Member irrespective of descent from John and Priscilla Alden.

7. Honorary Member. Honorary memberships may be awarded to any person for exemplary long-term service to the Kindred upon two thirds (2/3) vote of the voting membership present at an annual meeting.

Section 2. Withdrawal from membership. The treasurer will notify members failing to pay dues for one year that unless the arrears are paid within six months from the date of notice, they will stand suspended and their names will be deleted from the rolls of members. A member may honorably withdraw from the Kindred. It shall be necessary that notice be given the Corresponding Secretary in writing of a desire to withdraw at the end of any current fiscal year to which all obligations are paid.

Section 3. Reinstating of member. Any prior member may be reinstated by payment of such sum as may be determined by the Board of Directors from time to time. **ARTICLE II: FEES, DUES AND CERTIFICATES OF MEMBERSHIP**

Section 1. Fees. Applications of all types will be submitted upon the form furnished by the Kindred and will be accompanied by an application fee appropriate as determined by the Board of Directors from time to time.

Section 2. Dues.

1. Active Members are subject to annual membership dues, which will be determined by the Board of Directors from time to time. The annual dues are payable in advance.
2. Junior Members are subject to annual membership dues, which will be determined by the Board of Directors from time to time. The annual dues are payable in advance.
3. Life Members shall be exempt from annual membership dues.
4. Associate Members are subject to annual membership dues, which will be determined by the Board of Directors from time to time. The annual dues are payable in advance.
5. Life Associate Members are exempt from annual membership dues.
6. Museum Members are subject to annual membership dues, which will be determined by the Board of Directors from time to time. The annual dues are payable in advance.
7. Honorary Members are exempt from all dues.

Section 3. Certificates. Each member will be furnished with an appropriate certificate of membership.

ARTICLE III: OFFICERS, BOARD OF DIRECTORS, COMMITTEES AND APPOINTEES



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Section 1. Officers. The elective officers of the National or Parent Kindred shall be a President, at least two Vice Presidents, a Secretary, and a Treasurer. The President must be an Active or Life Member of the Kindred

Section 2. Board of Directors. These officers together with the Presidents of each subordinate chapter, a minimum of five (5) elected members-at-large, and Past Presidents shall constitute the Board of Directors. Up to one third of the Board of Directors may be comprised of individuals from member classes other than Life or Active Member

Section 3. Committees. The following standing committees shall be appointed annually and chaired by a Board Member or Museum Member appointed by the President to fulfill those duties: Bylaws, Curatorial, Development, Executive, Finance, Membership, and Physical Properties. The President is ex-officio of all committees. All committees are to make reports to the Board of Directors.

Section 4. Nominations. The nominations for the Board of Directors shall be made by a nominating committee of three members appointed by the President and chaired by the immediate past President before June preceding the Annual Meeting. The members of this committee must be Life or Active members. Additional nominations may be made from the floor by a Life or Active Member. Where there is no contest, a voice vote may be taken; otherwise the vote shall be by ballot.

Section 5. Term. The term of the Board of Directors shall be for three years. With the exception of the President, First Vice President and Treasurer, who may continue indefinitely, Board of Directors members shall serve a maximum of two (2) consecutive three-year terms, at which time they may not be re-elected until a year or more has passed. In case of a vacancy, the Board of Directors may appoint someone to serve out the remainder of the three year term. That person is still eligible for two consecutive three-year terms. Vacancies caused by death or physical disability to perform the duties of their respective offices may be filled for the unexpired term by majority vote of the Board of Directors. **Section 6. Appointees.** There shall be appointed annually by the Board of Directors an Internal Auditor, a Genealogist, an Historian, and a Chaplain. Each such appointee shall be experienced in the work of his or her respective office. The Board of Directors may also appoint supporting members

Section 7. Not Used.

Section 8. Liability. During his or her term of office and thereafter, no officer, director, committee chairman or committee member of the Kindred, or his or her estate, personal representatives or heirs, shall be liable to the Kindred or to anyone claiming under, through or in the right of the Kindred by reason of any action taken or omitted by him or her in good faith in his or her capacity as such. The forgoing shall not exclude other defenses or rights such officer, director, committee chairman or committee member may be entitled to as a matter of law or equity. If, during his or her term of office or thereafter, any officer, director, estate, personal representatives or heirs, shall reasonably incur expenses or liabilities in resisting any claim or litigation, by whomsoever asserted, arising out of or in connection with any action taken or omitted in good faith as such, the Kindred shall indemnify him, her or them against such expenses or liabilities. The Kindred shall to the extent legally permissible and only to the extent that the status of the Kindred as an organization exempt under section 501 (c) (3) of the Internal Revenue Code is not affected thereby, indemnify each of its officers, employees or other agents (including persons who



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serve at its request as members, directors, officers, employees or other agents of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgment, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him or her in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he or she may be involved or with which he or she may be threatened, while in office or thereafter, by reason of his or her being or having been such an officer, employee or agent, except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Kindred; provided, however, that as to any matter disposed of by a compromise payment by such officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the Kindred, after notices that it involves such indemnification: (a) by a disinterested majority of the members of the Board of Directors then in office; or (b) by a majority of the disinterested members of the Board of Directors then in office, provided that there has been obtained an opinion in writing, of independent legal counsel to the effect that such officer, employee or agent appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Kindred; or (c) by a majority of the disinterested members of the Board of Directors entitled to vote. Expenses including counsel fees reasonably incurred by any such officer, employee or agent in connection with the defense of disposition of any such action, suit, or other proceeding may be paid from time to time by the Kindred in advance of the final disposition upon receipt of an undertaking by such individual to repay the amounts so paid to the Kindred if he or she shall be adjudicated to be not entitled to indemnification under Massachusetts General Laws, Chapter 180, Section 6. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any officer, employee or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this Section, the terms “officer”, “employee”, and “agent” include their respective heirs, executors and administrators, and an “interested” member is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

ARTICLE IV: MEETINGS

Section 1. The regular business reunion meeting (Annual Meeting) of the Kindred shall be held in Duxbury, at the Alden Homestead on the first Saturday in August, unless voted otherwise by the Kindred or the Board of Directors. At the Annual Meeting shall be held the elections of officers and the transaction of any other business that may legally come before it.

Only Life, Active or Board Members may vote at the Annual Meeting.

It shall be the custom at the Annual Meeting to have a roll call (oldest and youngest present, greatest distance, various states, number present descended through each child of John and Priscilla). All meetings of the Kindred and of the Board of Directors shall be conducted in accordance with Robert’s Rules of Order.



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Section 2. Business meetings may be called by the Board of Directors at any time provided notice of such meetings together with the business to be transacted thereat be given to the Board of Directors membership at least two weeks before said meeting. At the written request of not less than twenty (20) Life or Active Members of the Kindred, such a meeting shall be called and such notice duly given to the membership at large at least two weeks before said meeting.

Section 3. Twenty (20) Life and Active Members shall be present to constitute a quorum for the election of officers and the transaction of business.

Section 4. By majority vote of the Board of Directors, social, educational or cultural meetings may be held at such time and place during the year as the Board of Directors may decide. In addition, the Board of Directors may sponsor, encourage or participate in fairs, festivals, tours, educational events or other activities, which promote the aim and purpose of the Kindred.

Section 5. Five (5) members of the Board of Directors shall constitute a quorum and a majority vote of those present is required for the passage of any motion or vote as determined by the Board of Directors from time to time.

Section 6. Upon the vote of the Kindred or the Board of Directors, any matter of interest to the Kindred may be submitted to the members by mail and with the request that they cast their vote on the referendum ballot, which shall accompany the subject matter expressing their wishes for or against, as determined by the Board of Directors from time to time.

ARTICLE V: SEAL

Section 1. The Seal of the Kindred shall be the following design:

Section 2. The Seal shall be in the custody of the Corresponding Secretary for use in authenticating all documents required by law.

ARTICLE VI: FISCAL YEAR

Section 1. The fiscal year of the Kindred shall commence on the first day of July and end on the thirtieth day of June of each year.

ARTICLE VII: Duties of Elected Officers

Section 1: President. It shall be the duty of the President to preside at all meetings of the Kindred, to act as chairperson of the Board of Directors, to oversee the general business and welfare of the Kindred, to appoint all committees when not otherwise voted or provided for, to endeavor to promote the aims and purposes of the Societies as expressed in Article I, Sections 2 and 3 of the Constitution, to carry out the expressed will of the Kindred, and to report on the business of his or her office to the meetings of the Board of Directors and present a written report at each Annual Meeting of the Kindred. **Section 2: Vice Presidents.** It shall be the duty of the Vice Presidents to preside at meetings in the absence of the President, in the order of their rank, and to assume all the other duties of the office of President in case of his or her death or disability before the expiration of his or her term of office. **Section 3: Secretary.** It shall be the duty of the Secretary to keep the records of the meetings of the Kindred and the Board of Directors. It shall be the duty of the Secretary to carry on such correspondence and referenda as ordered



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by the Kindred or the Board of Directors in connection with the working purposes of the Kindred. He or she shall keep a correct list of all members, and shall notify an applicant of his or her approval to membership in the Kindred upon being informed by the Genealogist. The Secretary shall render a yearly report of the work of that office at the Annual Meeting.

Section 5: Treasurer. The Treasurer shall hold the funds of the Kindred and shall deposit the same in the name of the Kindred in a bank or banks or invested in such securities as may be designated by the Board of Directors or its designee. He or she shall pay bills, which have been authorized by the Kindred or a majority of the Board of Directors. He or she shall collect all fees and dues, shall each year send notices to members calling for payment of dues and notify delinquents. He or she shall present a statement at each meeting of the Kindred and Executive meeting and a full and audited report at the Annual Meeting.

Section 6: Board of Directors. It shall be the duty of the Board of Directors to carry out the wishes of the Kindred as voted by the Annual Meeting, to arrange for other meetings when in its judgment it deems best, to endeavor so far as it may to further in every way the carrying out of the aims and purposes of the Kindred as expressed in the Constitution, and provide general management of the affairs of the Kindred, its members making a report to the Annual Meeting.

The Board of Directors shall have sole power to authorize the expenditure of funds other than those ordered by the Annual Meeting, and to fill vacancies as provided by Article III, Section 5 of these By-Laws. The Board of Directors shall hold its meeting in such place and time as it may decide. The meetings shall be held at the call of the President on his or her own initiative or on the request made of him or her in writing by five members of the Board of Directors, the notices to be sent out by the Secretary or Director setting forth the time and place of meeting and the purpose of same. Five (5) members of the Executive Committee shall constitute a quorum and a majority vote of those present shall be required for the passage of any motion or resolution. The Board of Directors may appoint committees as it may determine from time to time, giving such committees such powers, as it may deem proper.

ARTICLE VIII: Duties of Appointees

Section 1. Internal Auditor. The Internal Auditor shall audit the books and accounts of the Kindred at the close of each fiscal year and make a written report of his findings to the Annual Meeting of the Kindred.

Section 2. Chaplain. The Chaplain shall make a written report to the Annual Meeting of members reported to him or her as having died but not previously reported on, and conduct such a memorial service as is in keeping with the occasion. **Section 3. Genealogist.** It shall be the duty of the Genealogist to verify the authenticity of the lineage of genealogies submitted by applicants. If they are incorrect, he or she shall return same to the applicant, setting forth the reasons therefore. When the Genealogist approves or rejects the lineage or genealogy, he or she shall signify approval by signing and dating the same and notifying the Corresponding Secretary of such. The Genealogist shall receive reimbursement for expenses and may receive such additional remuneration, as the Executive Committee may deem appropriate from time to time. The Kindred shall not pay for research or other expenses necessary to perfect the lineage of any applicant.



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Section 4. Historian. The Historian shall collect and maintain those records, reports and files needed to publish, from time to time, a history of the issues, decisions and activities of the Kindred.

ARTICLE IX: FUNDS

Contributions may be made to any of the funds in any amount by any person or organization.

Section 1: Endowment Fund. An Endowment Fund shall be established for the purpose of preserving the home of John and Priscilla Alden in Duxbury, Massachusetts, commonly known as the Alden House and the land and structures around the Alden House.

Section 2: Scholarship Endowment Fund. A Scholarship Endowment Fund shall be established for the purpose of awarding scholarships to members of descendants of John Alden and others, as the Board of Directors deems appropriate. The Board of Directors shall determine the criteria for applicants and may, at its discretion, appoint a Scholarship Committee to review applicant submissions and make recommendations.

Section 4. Life Membership Fund. All monies received from Life Memberships will be invested. Only the dividends and interest will be used for general expenses.

The Board of Directors may establish other non-endowed or temporary fund as become necessary from time to time.

ARTICLE X: HEIRLOOMS

Section 1. The Kindred may accept gifts of articles or heirlooms of historical Pilgrim interest and shall list and keep the same safe to the best of its ability. No gift or heirloom shall be accepted unless it is given outright to the Kindred and with no obligation of any person or persons in case of loss.

ARTICLE XI: LOCAL CHAPTERS

Section 1. In any state, city, town or other geographical subdivision, ten or more members may organize a Chapter, under the jurisdiction of the ALDEN KINDRED OF AMERICA, INC., from whom charters of affiliation shall be secured.

Section 2. Each chapter so chartered shall elect officers and adopt rules for their self-government not in conflict with the Constitution of the ALDEN KINDRED OF AMERICA, INC.

Section 3. Only those who are members in good standing in the ALDEN KINDRED OF AMERICA, INC. shall be eligible to retain membership in Subordinate Chapters.

Section 4. Subordinate Chapters may use the designation: (Name of Chapter), Alden Kindred of America, Inc. on stationary, etc.

Section 5. Nothing in this article shall apply to nor be operative in any Local Chapter, which may be in existence at the time of adoption of this Constitution.

ARTICLE XII: AMENDMENTS



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Section 1. These By-Laws may be amended by a majority vote of qualified members present and voting at any annual or special meeting, provided two weeks notice has been given to the membership of the proposed amendments.

Section 2. These By-Laws shall take affect after ratification of the Annual Meeting on August 3, 2013

Constitution and By-Laws: adopted April 30, 1906

amended July 28, 1928

amended August 2, 1947

amended August 7, 1954

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