

**Corporate Bylaws  
Sheldon Family Association**

**A Maine Nonprofit Mutual Benefit Corporation  
within the meaning of Section 501(c)(7) of the  
Internal Revenue Code of 1986 as Amended**

**Adopted August 3, 2002  
Amended through August 2015  
Amended August 2017**

## **Article I. Identity**

1.1 Name: The name of the corporation shall be that name specified in the articles of incorporation of the corporation in effect from time to time (hereinafter the corporation). The name of the corporation may be changed by amendment of its articles of incorporation. The corporation may register to do business under one or more assumed names by filing appropriate registrations with the secretary of state of the state of Maine.

1.2 Offices: The principal office of the corporation shall be located at such place, within or without the State of Maine, as its business and activities may require, and as the directors may, from time to time, designate. The location of the corporation's principal office may be changed by the directors from time to time without amendment of these bylaws.

1.3 Registered Agent and Office: In compliance with the Maine Nonprofit Corporation Act, the corporation shall have, and continuously maintain, a statutory registered agent who shall be a resident of the State of Maine. The initial registered agent shall be the person designated in the articles of incorporation and the directors shall have the power to change the identity of the registered agent from time to time by filing an appropriate form with the secretary of state of the State of Maine. The registered agent shall maintain a registered office within the State of Maine. The address of the registered office may be changed from time to time by either the registered agent, or the directors, upon filing an appropriate form with the secretary of state of the State of Maine.

1.4 Corporate Seal: If it is desired, the corporation shall have a circular seal containing the name of the corporation, the year of its incorporation and the word "Maine." A corporate seal may be adopted at any time by a vote of the directors at a meeting duly called and held in accordance with these bylaws. Unless a formal corporate seal is desired, the official corporate seal shall be the common wafer seal.

1.5 Articles of Incorporation: The name and purposes of the corporation shall be as set forth in the articles of incorporation. These bylaws, the powers of the corporation, its directors, officers and all matters concerning the conduct and regulation of the affairs of the corporation shall be subject to the articles of incorporation in effect from time to time.

## **Article 2. Purpose**

This corporation is organized and shall be operated exclusively for pleasure, recreation and other nonprofit purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986 as amended. In furtherance of these purposes, the activities of the corporation shall support the development of a general repository of information concerning Sheldon family lineage in the United States and include the promotion and advancement of a central source of information and study for Sheldon lineage researchers, for Sheldon family social activities, and for the pleasure and enjoyment of members of the corporation; provided, however, that substantially all of the activities

of this corporation shall be for such purposes and no part of its net earnings shall inure to the benefit of any member, director or any private individual.

As used here, the Sheldon family centers on the five known colonial Sheldons:

Godfrey of Bakewell, England and Saco, Maine;  
Isaac of Windsor, Connecticut and Northampton, Massachusetts;  
John of Providence, Rhode Island;  
John of South Kingstowne, Rhode Island; and Richard.

[Amended August 1, 2015]

### **Article 3. Members**

3.1 Qualification for Membership: Except as provided in Article 3.2.b. below, persons shall be eligible for membership if they can document family descentance from a Sheldon or Shelden family who came to New England prior to 1660 or have come into these families through marriage or adoption. Applicants must be approved and certified to the corporate secretary and treasurer by the genealogist of this corporation and the corporate secretary and treasurer shall enter the names of the persons so certified on the membership roll of the corporation. The members of this corporation shall be those persons eligible for membership whose names have been entered on the membership roll maintained by the corporate secretary and treasurer of the corporation pursuant to its corporate bylaws. Membership in this corporation is not transferable or assignable.

3.2 Classes of Members; Members of the corporation shall be divided into four defined classes as follows:

- a. Regular - persons who have authenticated their descent from a recognized Sheldon ancestor and are therefore entitled to all lineage information available from the corporation;
- b. Members at large - persons who are unconnected, have come into a Sheldon family by marriage or adoption or who have not yet completed the documentation of their descent from a recognized Sheldon;
- c. Life - persons who have authenticated their descent from a recognized Sheldon ancestor and have subscribed by paying a single payment of dues in an amount specified in the bylaws of the Corporation;
- d. Honorary - persons who have been voted into membership by a majority vote of the members present at an annual meeting. [Amended: August 5, 2011, August 1, 2015]

3.3 Voting Rights of Members: Voting Rights of Members: Each member in good standing shall be entitled to one vote on each matter submitted for a vote of the members. Members will be required to submit a vote via paper ballot or electronic polling/survey method within 30 days of the voting period commencing. [Amended August 2017] The members shall have the right to vote only on the following matters:

- a. Election of directors;

- b. Election of president, vice president, corporate secretary and treasurer and recording secretary;
- c. The approval of the location for holding each subsequent annual meeting of the members upon the recommendation of the directors;
- d. Authorize, approve or ratify any conflict of interest transaction pursuant to Title 13-B, Section 718.4.B and 718.6, M.R.S.A.;
- e. Amendment or restatement of the articles of incorporation or the bylaws of the corporation;
- f. The approval of the sale, or other disposition (but not the mortgage or pledge) of all, or substantially all, of the assets and property of the corporation, the dissolution of the corporation, or its merger with or consolidation into another corporation; and
- g. Any other matter that is required or permitted by law, or that the directors determine to submit to a vote of the members. [Amended August 5, 2011]

3.4 Good standing; Payment of membership registration fees and annual dues required:

Membership registration fees and annual dues as well as any other criteria required for membership in the corporation shall be established by the directors of the corporation from time to time and promulgated in rules and regulations pursuant to these bylaws. Members shall be in good standing for terms of one year renewable annually upon payment of current annual dues as well as satisfaction of any criteria for continued membership as these corporate bylaws may specify, or as the directors may determine from time to time. Members who are not in good standing for nonpayment of annual dues may be reinstated upon the payment of the current annual dues. [August 5, 2011; August 1, 2015]

3.5 Meetings of the Members:

a. An annual meeting of the members shall be held once each year during the months of July, August or September or a date and time fixed by the directors and set forth in the notice of the meeting for the purpose of electing officers and directors, approving the recommendation of the directors for the location of the subsequent annual meeting and for the transaction of such other business as may properly come before the meeting. Location of each annual meeting shall be determined upon recommendation of the board of directors and approval by a majority vote of members. In the event of a failure for any reason to hold an annual meeting as aforesaid, any business which might properly be transacted at an annual meeting, including the election of directors, may be transacted at a special meeting held in lieu thereof. [Amended August 2017]

b. Special meetings of the members may be called at any time by the president of the corporation or by the directors, or upon written request of at least ten percent of the members of the corporation having voting rights. [Amended August 1, 2015]

3.6 Notice of Meetings: Notice of any meetings of the members shall be given by publication in the Sheldon Family Association Quarterly, by electronic communication, or by mailing to each member registered on the membership roster of the corporation a written or printed notice. The notice shall specify the purpose, place, day and hour of the meeting. Members shall receive not less than ten days' notice of the meeting. [Amended August 5, 2011; August 1, 2015]

3.7 Agenda for Meetings of the Members: Agenda at any meetings of the members of the corporation shall be as follows:

a. Annual Meetings:

- (1) Call to order;
- (2) Presentation and approval of minutes of last annual meeting, and of any special meetings held since that meeting;
- (3) Presentation of the annual report of the corporation;
- (4) Presentation of the director's recommendation for the location of the next annual meeting of the corporation and approval of same;
- (5) Transaction of other business that may properly be brought before the meeting;
- (6) Election of officers and directors of the corporation;
- (7) Adjournment.

b. Special Meetings:

- (1) Call to order;
- (2) Reading of the official call for the meeting;
- (3) Transaction of the business for which the meeting is called;
- (4) Adjournment.

3.8 Quorum, Voting and Manner of Acting:

a. At any meeting of the members of the corporation, a quorum for the transaction of business shall consist of those members in good standing present at any meeting of members duly called as provided in this article.

b. The act of a majority of the members present in person at a meeting at which a quorum has been declared shall be the act of the members, unless the act of a greater number is required by the articles of incorporation, by these bylaws, or any provision of law.

3.9 Membership Fees and Dues

a. Registration Fee: There shall be a one-time registration fee in the amount of \$15.00 for new members who are provided a printout of their ancestry. Descendants of members can join SFA on payment of dues without a registration fee.

b. Annual Dues: The annual dues for regular and members at large shall be \$15.00 effective 1 July 2010.

c. Life Membership: The dues for a lifetime membership shall be a one-time payment in the amount equal to twenty (20) times the dues currently in effect for regular and members at large.

d. Payment of Dues: Regular and members at large annual dues shall be payable in advance. The membership year shall run from the date annual dues are received by the corporate secretary and treasurer.

e. Default and Termination of Membership: Membership shall be terminated when any member is in default in the payment of dues for a period of six months from the beginning of the period for which such dues become payable. [Amended August 2009; August 5, 2011; August 1, 2013; August 1, 2015]

## **Article 4. Board of Directors**

4.1 Identity, Qualifications and Terms of Office: The activities, property and affairs of the corporation shall be managed by its directors who must be at all times members in good standing of the corporation. The total number of directors shall neither exceed fifteen, nor decline below nine directors.

The board of directors shall be composed of the officers, past presidents, and directors at large as more specifically provided below:

a. Officers: Officers shall serve as directors ex officio during the term of their office and until their successors are elected and qualified, or until their death, removal, or resignation.

b. Past presidents: Past presidents shall serve as directors for a term of ten years after the termination of their office as president, or until their death, removal, or resignation.

c. Directors at Large: Directors at large shall serve on the board of directors for no more than two terms of three-years each or until their successors are elected and qualified, or until their death, removal, or resignation. Terms shall be staggered to promote continuity. [Amended August 2009; August 5, 2011; August 1, 2015]

4.2 Powers and Duties: The directors shall have responsibility for management of the affairs of the corporation that are not expressly reserved to the members. Each director is expected to attend all meetings, prepare written reports and contribute to discussions. The board of directors shall have as its primary function the establishment of policies consistent with the purpose of the corporation and the assumption of responsibility for resource management on behalf of the corporation.

The directors shall have all the rights set forth in the articles of incorporation, these bylaws, or under Chapter 6 of Title 13-B of the Maine Revised Statutes as amended by and through §604(4) thereof. These rights include, but are not limited to the following:

a. To propose or recommend (for action by the members) any amendment, restatement, or modification of the articles of incorporation of the corporation or these corporate bylaws; provided, however, that an affirmative vote of at least 2/3rds of the directors then in office shall be required and notice setting forth the proposed amendment, restatement or modification is circulated to the directors at least ten days in advance of the meeting at which action is to be taken by the directors;

b. To recommend approval of the sale, or other disposition of all, or substantially all, of the assets and property of the corporation, the dissolution of the corporation, or its merger with or consolidation into another corporation for action by the members;

c. To recommend a location for the next annual meeting of the members of the corporation for approval by the members at each annual meeting of the corporation;

d. To acquire or take by purchase, gift, grant, lease, devise, bequest or in any other manner and form, any and all property, real and personal, absolutely, in trust or otherwise; and also to give, grant, bargain, sell, encumber, mortgage, pledge, lease, exchange, convey or otherwise dispose of any and all property; to borrow money and to execute notes or other evidences of indebtedness, and to do all acts necessary and proper for the carrying into effect of the purposes above set forth;

e. To authorize any officer, officers, agent, or agents in the name of and on behalf of the corporation, to enter into any contract or execute and deliver any instrument, or to sign checks,

drafts or other orders for the payment of money or notes or other evidences of indebtedness and such authority may be general or confined to specific instances. Unless so authorized by the directors, no officer or agent shall have power or authority to bind the corporation by any contract or engagement or to render it liable for any purpose in any amount;

f. All funds of the corporation not otherwise employed shall be deposited, from time to time, to the credit of the corporation in such banks, trust companies or other depositories as the directors may select, or as may be selected by the corporate secretary and treasurer or any other officer of the corporation to whom such power may, from time to time, be delegated by the directors, or shall be invested in such securities (of any nature) as the directors may determine from time to time;

g. To determine and periodically review the purposes and mission of the corporation;

h. To exercise responsibility for overall direction of the corporation by determining annual operating and capital budgets as well as the general, financial and investment policies of the Corporation, reviewing those policies periodically, and delegating authority for implementation of Board policy and day-to-day management to appropriate persons;

i. To establish, review and approve changes in the activities of the corporation consistent with the corporate purpose; and

j. To authorize officers and/or agents of the corporation to: purchase, lease, manage and sell land and buildings; incur debt and secure the same by mortgage and pledge of real and personal property, tangible and intangible; to purchase and/or sell securities or other financial investment instruments; and to accept gifts or bequests on behalf of the corporation.

4.3. Attendance: Directors are expected to attend all meetings of the board of directors and of any committees on which they serve, unless excused by the president for good cause or unless this provision is waived by unanimous vote of the remaining directors. Participation in meetings by telephone conference call shall have the same effect as presence in person at the meeting. [Amended August 2009]

4.4. Vacancies: In the event of a vacancy on the board of directors occurring between annual meetings, the president may appoint a member in good standing to fill the vacancy until the next annual meeting of the members, at which time the vacancy shall be filled in the manner, and for the unexpired term, of the person creating the vacancy.

4.5. Removal: Any director may be removed from office with cause at any meeting by affirmative vote of at least 2/3rds of the directors then in office. The removal of a director who serves as such ex officio shall also serve to remove the officer from office. [Amended August 2009; August 5, 2011]

4.6 Resignations: Any director may resign at any time either by notice in writing to the corporate secretary and treasurer or by absence from three successive meetings of the directors. Written resignations shall take effect at the time therein specified, or upon receipt if no time shall have been specified. With respect to resignations deemed offered by three consecutive absences, they shall not be accepted except by affirmative vote of a majority of directors present at a meeting subsequent to the meeting giving rise to the deemed offer of resignation. Unless otherwise

specified, the acceptance of such resignation shall not be necessary to make it effective. The resignation of a director who serves as such ex officio shall also serve as the resignation of the officer from office. [Amended August 5, 2011; August 1, 2015]

4.7. Meetings: There shall be an annual meeting of the directors held without any notice other than this bylaw immediately prior to and in the same location as the annual meeting of the members in each year. Additionally, there shall be such regular and special meetings of the directors, and/or the corporate officers and/or the committees as are necessary to conduct the business of the corporation. Location and time of these regular and special meetings shall be at the discretion of the board. Special meetings may be called at the discretion of the president, or at the request in writing of at least three of the directors.

4.8. Notice of Meetings: Except as otherwise provided herein, a minimum of *ten* days' notice for special meetings of the board shall be given except that shorter notice may be given if necessitated by an emergency. Notice shall be given either by mail, telegraph, telephone or electronic communications and such notice shall include at least an agenda and list of items to be voted upon. [Amended August 2009; August 5, 2011]

4.9. Quorum, Voting and Manner of Acting: At least twenty percent of the directors shall constitute a quorum. Unless otherwise required by law, the articles of incorporation, or these bylaws, the act of a majority of the directors present at a meeting where a quorum is present shall be the act of the board. In unusual circumstances, a director may participate in any meeting of the board by means of conference-telephone, or similar communications equipment enabling all directors participating in the meeting to communicate with one another. Such participation in a meeting shall constitute presence in person at such meeting. Voting by proxy shall not be permitted. [Amended August 2009; August 5, 2011]

4.10. Mechanisms for Board Action Without a Meeting: If all of the directors sign a written consent specifying any action desired to be taken by the corporation, such action shall be a valid corporate action as though it had been authorized at a meeting of the Board and the recording secretary shall file such consent with the minutes of the meeting of the Board to be read at the ensuing regular meeting. A consent may be executed in counterpart originals as long as all counterparts are maintained in the corporate record book by the recording secretary. [Amended August 2009; August 5, 2011]

4.11. Compensation: Directors shall not be compensated for their service as directors of the corporation, but they may receive reasonable remuneration for services rendered to, or on behalf of the corporation. Directors may be reimbursed for reasonable expenses incurred in their service as directors.

## **Article 5. Officers**

5.1. Officers: The Officers of the corporation shall be a president, a vice president, a genealogist, a corporate secretary and treasurer, a recording secretary, a webmaster, a SFAQ editor, a DNA



group administrator, a database administrator and such other officers as the directors may consider to be necessary or advisable from time to time. Officers must be members in good standing. [Amended August 5, 2011; August 1, 2015]

5.2. Election and Term of Office:

a. The president, vice president, corporate secretary and treasurer, and recording secretary shall be elected for terms of two years by the members at the annual meeting of the corporation and may serve only two consecutive terms in office unless the nominating committee is unable to slate a replacement. The president and vice president shall be elected in even numbered years and the corporate secretary and treasurer and recording secretary shall be elected in odd numbered years. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is practicable.

b. The genealogist, webmaster, SFAQ editor, DNA group administrator and database administrator shall be elected by the directors for an indefinite term and shall serve at the pleasure of the board.

c. Each officer shall hold office until a successor has been duly elected and qualified, or until the officers death, resignation or removal. [Amended August 5, 2011; August 1, 2015]

5.3. Resignation: Any officer may resign by giving written notice thereof to the recording secretary or the president and (unless otherwise provided by these bylaws) no vote of acceptance shall be necessary to make it effective. Resignations shall be effective on the date specified therein, or if no date is specified, then upon receipt. [Amended August 5, 2011]

5.4. Removal: Any Officer elected or appointed by the Directors may be removed by the Directors whenever in their judgment the best interests of the corporation would be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the Officer so removed; provided, however, that the election of any individual to corporate office shall not create contract rights.

5.5. Vacancies:

a. Upon the vacancy in the office of president, the vice-president shall assume the position of president for the unexpired portion of the term:

b. Upon the vacancy in the offices of vice president, corporate secretary and treasurer or recording secretary, the president may appoint a member in good standing to fill the vacancy as provided in Article 4.4.

c. Upon the vacancy in the offices of genealogist, SFAQ Editor, webmaster, DNA group administrator and database administrator, a replacement shall be elected as provided in Section 5.2. [Amended August 5, 2011; August 1, 2015]

5.6. Powers and Duties: The several officers shall have the following powers and duties and shall perform such other duties as may from time to time be specified in resolutions or other directives of the board of directors.

a. President: The president shall preside at all meetings of members, and all meetings of the board of directors. The president shall act as operating and directing head of the corporation,

subject to policies established by the board of directors. The president shall act as spokesperson for the organization. The president shall have full authority to make disbursements from the corporation's bank accounts and incur reasonable and necessary expenses on any corporate debit or credit card.

b. Vice-President: The vice president shall perform such duties as may be from time to time assigned. The vice-president, as authorized by the board, shall have all the powers and perform all the duties of the president in case of the temporary absence of the president or in the case of the president's temporary inability to act. In case of the permanent absence or inability of the president to act, the vice president shall fill the office of the president for the unexpired portion of the term.

c. Genealogist: The genealogist shall serve as chair of the genealogical committee and shall be a member of the database integrity committee.

d. Corporate Secretary and treasurer: The corporate secretary and treasurer shall have general custody of all of the financial books and records and funds of the corporation. The corporate secretary and treasurer receives money for dues, and issues membership cards. The corporate secretary and treasurer shall deposit the funds of the corporation in such bank or banks as the board of directors may designate. Regular books of account shall be kept under the corporate secretary and treasurer's direction and supervision, the corporate secretary and treasurer shall render financial statements to the president, directors and members at proper times. The corporate secretary and treasurer shall have charge of the preparation and filing of such reports and financial statements and returns as may be required by law. The corporate secretary and treasurer of the corporation shall maintain a roster of the current members of the corporation indicating the name and address of each and whether each is in good standing. The corporate secretary and treasurer shall, at the direction of the president, give or cause to be given required notices of all meetings of the members and the board of directors. The corporate secretary and treasurer shall give to the corporation such fidelity bond as may be required by the directors from time to time, and the premium shall be paid by the corporation as an operating expense.

e. Recording Secretary: The recording secretary shall keep the minutes of all meetings of members of the board of directors and all meetings of the membership in one or more corporate books reserved for this purpose. The recording secretary shall be the custodian of the corporation's books and records except those maintained by the corporate secretary and treasurer, the database administrator and those records, books, and other reference material maintained by the genealogical committee. The recording secretary shall perform all the duties incident to the office of a recording secretary of a corporation.

f. Webmaster: The webmaster shall chair the website committee.

g. DNA Group Administrator: The DNA group administrator is the liaison with the corporations Family Surname Project and chairs the DNA Committee.

h. SFAQ Editor: The SFAQ editor shall plan the content of each issue of SFAQ, write articles and reviews, and edits, and condenses the writing of others. The objective is to arrange written material in preparation for its final presentation. Subjects of the articles appearing in SFAQ should be of historical interest, Sheldon genealogy related, genealogy education, and information, announcements and notices as required in the bylaws. [Amended August 5, 2011; August 2015]

i. Database administrator: The database administrator shall chair the database integrity committee and shall be a member of the genealogy committee. [Adopted August 9, 2014]

5.7. Records of Officers: All accounts, records, books, papers and other property created during the officer's term of service are property of the Sheldon Family Association. Within thirty days after retiring from office, all officers shall deliver to their successors all property belonging to the corporation. An officer who resigns shall turn over all corporation property to the president within fifteen days of the resignation. [Adopted August 1, 2015]

## **Article 6. Committees**

6.1. Standing Committees: To facilitate the management of the affairs of the corporation, the following standing committees are established to perform the functions as indicated. Except for the genealogist, webmaster, SFAQ editor, DNA group administrator and database administrator, the president shall appoint one of the directors to each standing committee, who shall act as chair of the committee. Other members of the standing committees shall be designated by the chair.

- Executive Committee: The executive committee is authorized to act on behalf of the
- a. corporation in matters of great urgency that may occur between meetings of the corporation or the board of directors. The executive committee shall consist of the president, vice president, recording secretary, and corporate secretary and treasurer. [Adopted August 1, 2015]
  - b. Genealogical Committee: The genealogical committee shall act on all applications for membership in the corporation. This committee shall assist applicants for membership in developing their genealogical lines. [Amended August 1, 2015]
  - c. Conference Committee: The Conference Committee shall select future sites for annual meetings and advise and assist in activities related to the annual meeting. [Amended August 1, 2015]
  - d. Membership Committee: The membership committee shall promote membership in the corporation. The membership committee shall have access to the membership rolls to assist it in analyzing trends in membership. [Amended August 1, 2015]
  - e. Nominating Committee: The nominating committee shall solicit names of qualified nominees for officers and for the board of directors and submit the names of the nominees to the membership of the corporation at least *ten* days prior to the annual meeting. An opportunity for nominations from the floor at such annual meeting shall also be allowed. Prior to each annual meeting of the directors, the nominating committee shall review these bylaws and suggest any necessary changes to the board of directors. [Amended August 5, 2011; August 1, 2015]
  - f. Finance Committee: The finance committee is responsible for the oversight of Sheldon Family Association finances. The committee prepares an annual budget, reviews the corporate secretary and treasurer's report and makes recommendations to the board, examines the income and expense history and recommends guidelines for expenditures and enhancing income. [Adopted August 1, 2015]
  - g. Database Integrity Committee: All new records and all changes to current records will be input into the master copy of the database by the database administrator or the database administrator's designee. A read-only copy of the database file should be distributed to

everyone on the genealogy committee and the board of directors with updates distributed periodically throughout the year. The SFA genealogist shall be a member of this committee.

[Adopted August 9, 2014, Amended August 1, 2015]

- h. Website Committee: The website committee shall be responsible for the conception, design, development, management, documentation and implementation of Internet-based applications to support the operations of the corporation.
- i. DNA Committee: The DNA committee assists the group administrator in identifying the DNA of the original colonial Sheldons to determine if they are related and solve their English ancestry. The committee encourages participation in the DNA project by our members and English cousins. The committee assists members in interpreting their DNA test results. The committee cooperates with other genealogical groups involved in DNA projects

6.2. Special and Ad Hoc Committees: The president may appoint special or ad hoc committees to advise the directors whenever in the president's judgment the best interest of the corporation will be served. The president shall appoint one of the directors to each committee, who shall act as chair of the committee. Such committees shall report at the annual meeting subsequent to their appointment and shall then dissolve unless continued or extended by the president for another year; provided, however, that the powers of such committees shall be limited to advising the directors unless the directors specifically act to delegate such of their power and authority as they may consider advisable (except those powers which by law, the articles of incorporation, or these bylaws may not be so delegated). The directors shall retain the power to rescind any delegation of authority. [Amended August 5, 2011; August 1, 2015]

6.3. Reports: The chair of all committees shall file written reports as the president directs. The reports shall contain a summary of the activities of the committee during the past year. [Amended August 1, 2015]

6.4. Term of Service: A member of any committee shall serve until the next annual meeting of the board of directors or until a successor is appointed, unless the committee shall be sooner dissolved or unless the individual is removed from such committee, resigns, or ceases to qualify as a member of such committee.

6.5. Meetings and Notice: Meetings of standing and special committees may be called by the president, the chair of the committee, or any three (3) of the committee's voting members. Except as otherwise provided in these bylaws, each committee shall meet as often as necessary and appropriate to perform its duties. The date, time and place of a meeting shall be given at such time and in such manner as to provide reasonable notice to committee members of the meeting. Such notice may either be oral or written, but must be given at least twenty-four (24) hours prior to the meeting, except that shorter notice may be given if necessitated by an emergency. Such meeting may be held by telephone or electronic communication. Each committee shall report to the directors at the board's next regular meeting and such reports shall be kept as part of the minutes of the meeting of the directors. [Amended August 5, 2011; August 1, 2015]

6.6. Quorum, Voting and Manner of Acting: A majority of the full committee shall constitute a quorum and action taken when a quorum is present shall be the act of the committee. Voting by proxy shall not be permitted.

6.7 Resignations and Removals: A member of a committee may resign at any time by submitting a written resignation to the chair of the committee, or the president. Any member of any committee may be removed by the directors whenever, in their judgment, the best interests of the corporation would be served thereby. Failure by any committee member to attend two (2) consecutive regular meetings unexcused shall warrant a letter of warning that a third absence will be cause for removal from the committee. The president may remove any committee member he or she has appointed whenever, in the presidents judgment, the best interests of the corporation will be served. [Amended August 5, 2011]

6.8. Vacancies: A vacancy on a committee shall be filled for the unexpired portion of the term in the same manner in which the selection of the previous committee member was made. During any vacancy, the remaining committee members may continue to act with the power and authority of the full committee.

## **Article 7. Indemnification**

7.1. Indemnification: The corporation shall in all cases, to the fullest extent permitted by the Maine Nonprofit corporation Act, indemnify any person who was or is involved in any manner (including, without limitation, as a party or a witness) in any threatened, pending or completed investigation, claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative (including, without limitation, any action, suit, or proceeding brought by, or in the right of, the corporation to procure a judgment in its favor) by reason of the fact that that person is or was a director or officer of the corporation, against all liabilities and expenses actually and reasonably incurred by the person in connection with such actions, suits or proceedings including but not limited to attorney's fees, judgments, fines and amounts paid in settlement. This section is subject to the limitations set forth in Section 7.2.

7.2. Limitations on Indemnification: No indemnification shall be provided for any person with respect to any matter as to which that person shall have been finally adjudicated in any action, suit or proceeding not to have acted in good faith in the reasonable belief that that persons action was in the best interests of the corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that that persons conduct was unlawful. The termination of any action, suit or proceeding by judgment, order or conviction adverse to such person, or by settlement or plea of nolo contendere or its equivalent, shall not of itself create a presumption that such person did not act in good faith in the reasonable belief that his action was in the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

7.3. Requirement of Indemnification: Any provision of Sections 7.1, 7.2 or 7.4 to the contrary

notwithstanding, to the extent that a director or officer has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 7.1, or in defense of any claim, issue or matter therein, that person shall be indemnified against all expenses and liabilities, including attorney fees, actually and reasonably incurred by that person in connection therewith. The right to indemnification granted by this Section 7.3 may be enforced by a separate action against the Corporation, if an order for indemnification is not entered by a court in the action, suit or proceeding wherein he was successful on the merits or otherwise.

7.4. Procedure: Any indemnification under Section 7.1, unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because that person has met the applicable standard of conduct set forth in Section 7.1 and Section 7.2. That determination shall be made by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion. Such a determination, once made by the board of directors may not be revoked by the board of directors, and upon the making of such determination by the board of directors, the director or officer may enforce the indemnification against the corporation by a separate action notwithstanding any attempted or actual subsequent action by the board of directors.

7.5. Expenses: Expenses incurred in defending a civil, criminal, administrative investigation, or any such action, suit or proceeding may be authorized and paid by the corporation in advance of the final disposition of that action, suit or proceeding upon a determination made in accordance with the procedure established in Section 7.4 that, based solely on the facts then known to those making the determination and without further investigation, the person seeking indemnification satisfied the standard of conduct prescribed by Section 7.1 and 7.2. Those persons making such determination may, in their discretion, require such person to provide the following to the corporation:

a. A written undertaking by or on behalf of the officer or director to repay that amount if that person is finally adjudicated:

1. Not to have acted honestly or in the reasonable belief that the persons action as in or not opposed to the best interests of the corporation; or

2. With respect to any criminal action or proceeding, to have had reasonable cause to believe that the persons conduct was unlawful; and

b. A written affirmation by the officer or director that the person has met the standard of conduct necessary for indemnification by the corporation as authorized in this section.

The undertaking required by Paragraph (a) shall be an unlimited general obligation of the person seeking the advance, but need not be secured and may be accepted without reference to financial ability to make the repayment.

7.6 Enforceability: The indemnification and entitlement to advances of expenses provided by this article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of disinterested directors or otherwise, both as to action

in that persons official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, trustee, partner or fiduciary and shall inure to the benefit of the heirs, executors and administrators of such a person. A right to indemnification may be enforced by a separate action against the corporation, if an order for indemnification has not been entered by a court in any action, suit or proceeding in respect to which indemnification is sought.

7.7 Insurance: The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director or officer against any liability asserted against that person and incurred by that person in any such capacity, or arising out of that persons status as such, whether or not the corporation would have the power to indemnify that person against such liability under this article.

## **Article 8. General Provisions**

8.1 Fiscal Year: The fiscal year of the corporation shall be from January 1 through December 31 of each year.

8.2 Gender: Any word or reference contained in these bylaws which implies one gender shall be applied to the other gender as appropriate.

8.3 Severability: In the event that any provision of these bylaws is deemed to be invalid or unenforceable for any reason, then the remaining provisions of these bylaws shall be construed in all respects as if such invalid or unenforceable provisions were omitted.

8.4. Notices - Proof: An affidavit of the mailing of any notice required hereunder with a copy of the notice attached made by the person mailing the notice shall be sufficient proof of compliance with these bylaws.

8.5. Waiver of Notice: Whenever any notice is required to be given under the provisions of the Maine Nonprofit Corporation Act or under the provisions of the articles of incorporation or by these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time that notice was required shall be deemed equivalent to the giving of such notice. Neither the purpose of nor business to be transacted at any meeting need be specified on the waiver of notice, unless specifically required by law. The attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

8.6. Review and Amendment of Bylaws: These bylaws may be changed, amended or restated at any meeting of the members upon affirmative vote of a majority of the members entitled to vote; provided, however, that:

a. The proposed amendment must have previously been reviewed by the directors who shall have acted by a two-thirds majority to recommend either the passage or failure of the

proposed amendment; and

b. Notice of the substance of the proposed amendments must be sent to all the members at least ten days before the meeting. [Amended August 1, 2015]

c. Notwithstanding Subparagraphs a and b above, yet in conformance with the following Subparagraph, the members at any annual meeting may suspend or waive any of these bylaws by a vote of three-fourths of those in attendance.

d. No alteration, amendment or repeal of any provision which is substantially similar to any provision contained in the articles of incorporation may be made without likewise amending the articles of incorporation.

8.7. Rules of Order: The Rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the corporation in all cases in which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the corporation may adopt. [Adopted August 5, 2011]

8.8. Sheldon Family Archives: The Allen County Public Library, Fort Wayne, Indiana is the repository for the Sheldon Family Association Archives. [Adopted August 1, 2015.]

\*\*\* End of Bylaws \*\*\*