

By-Laws of Soule Kindred in America, Inc.
A Massachusetts Corporation
As Amended 14 Aug 1999

Article I - (Purpose) The purpose of the Corporation, as stated in its Charter is:

To further knowledge and understanding of the Pilgrims and their settlement in Plymouth, Massachusetts; to study American history with particular respect to the Pilgrims and particularly George Soule, his life and contributions to the colony, together with a study of Pilgrim descendants; to promote information concerning same; to hold real estate; to do all other things incidental to the above provided purposes not otherwise contrary to law.

Article II - The Corporation is a non-profit Corporation. No part of the net earnings, contributions, donations or other income of the Corporation shall inure to the benefit of any private member or individual except as payment for services rendered, and no substantial part of its activities shall involve the carrying on of propaganda, or otherwise attempting to influence legislation.

Article III (Offices) - The Corporation shall have and maintain in the Commonwealth of Massachusetts a registered agent.

Article IV - (Members) Membership in this Corporation shall be open to all persons who are interested in and will pledge their support and assistance in carrying out the purposes and objectives of the Corporation subject to the rules and regulations herein set forth. Members shall pledge themselves that they will not use or attempt to use the name of the Corporation in any way for personal gain or benefit other than research and knowledge of the ancestry of the Pilgrims and their contribution to America.

Each member shall be entitled to one vote on each matter submitted to a vote of the members at an annual meeting or by mail ballot. A majority vote of the members present at an annual meeting or voting by mail shall determine each such matter.

The time of annual meetings of members shall be determined by the Board.

In the event, the Board does not determine by the end of a calendar year that an annual meeting is feasible for the subsequent year, the Board shall nominate a slate of candidates for open Directorships and solicit other such nominations in the first Soule Kindred Newsletter of the subsequent year. Votes on slates of such nominees shall be published in a ballot printed in the second newsletter of that year for casting of such ballots by mailing to the Secretary.

Membership shall be automatically terminated when dues have been delinquent for a period of not less than three months.

Article V - (Board of Directors)

Section 1. The affairs of the Corporation shall be managed by its Board of Directors.

Section 2. (Number, Tenure and Qualifications)

Nine (9) Directors shall be elected by the membership, organized in three classes of three whose terms of office expire in triennial rotation. Members shall elect at the annual meeting three such Directors for a three year term. Such Directors shall take office on the 15th day of October of the year elected and their term shall expire on the 15th day of October of the third year following.

Officers elected or appointed by the Board of Directors shall also be Members of the Board with full voting rights.

Section 3. (Meetings) A regular annual meeting of the Board of Directors shall be held without other notice than this By-Law, at the same place as the annual meeting of members, or at some other place approved by a majority of the Board of Directors. The Board of Directors may provide by Resolution the time and place for the holding of additional meetings of the Board without other notice than such Resolution.

Section 4: (Special Meetings) Special meetings of the Board of Directors shall be called by or at the request of the President or any two Directors. The person or persons authorized to call special

meetings of the Board may fix any place for holding any special meeting of the Board called by them.

Section 5. (Notice) Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail, fax, E-mail or telegram to each Director at his address as shown by the Records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail in a sealed envelope so addressed with postage thereon prepaid. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these By-Laws.

Section 6. (Quorum) A majority of the Board of Directors shall constitute a Quorum for the transaction of business at any meeting of the Board; but if less than the majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. (Manner of Acting) The act of a majority of the Directors present at a meeting at which a Quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these By-Laws.

Section 8. (Vacancies) Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 9. (Informal Action by Directors) Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing by mail, fax or E-mail, setting forth the action so taken, shall be signed by at least two-thirds of the Directors.

Article VI. Officers

Section 1. (Officers) The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or

appoint such other officers, including one or more assistant secretaries and one of more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person except to offices of President and Secretary.

Interpretation - The final sentence here refers to "offices" and is in the "Officers" Article.

It does not prohibit the President and Secretary from also being member elected Directors, rather from holding two or more officerships.

Quorum problems may be eased by having officers serve also as member-elected directors as they are more likely to be present at an annual meeting than member-elected directors selected one to three years ago.

Section 2. (Election and Term of Office) The Officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Vacancies may be filled at any regular, or special meeting or by informal action by the Board of Directors. Each officer shall hold old office until his successor shall have been duly elected and shall have qualified. Officer's term of office shall start and end, respectively, on the 15th day of October of the year elected and the following year.

Section 3. (Removal) Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the Corporation shall be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so named.

Section 4. (Vacancy) A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired time of the term.

Section 5. (President) The President of the Corporation shall preside at all member and directors meetings, He may, and upon demand of any member or director, shall call special meeting of members or directors. He shall perform all duties

that usually pertain to the office or are delegated to him by the Board of Directors.

Section 6. (Vice President) The Vice President shall, in the event of absence or disability of the President, perform the duties of the President.

Section 6. (Secretary) The Secretary shall keep the records and books of account of the Corporation and complete minutes of all members and directors meetings. He shall have the custody of the seal of the Corporation and shall fix it as directed hereby, or by Resolution adopted by the members or directors. He shall perform all of the duties that usually pertain to his office or are delegated to him by the Board of Directors.

Section 8. (Treasurer) The Treasurer shall have the custody of all the monies and securities of the Corporation. He shall keep record of books, all monies of the Corporation shall be deposited by him and such depositories as shall be selected by the Board of Directors. In addition, he shall perform all duties usually pertaining to his office, or delegated to him by the Board of Directors.

Article VII. Contracts

No contract to purchase, sell, lease or convey and no conveyance of any real estate or other assets owned by the corporation or contract to assign or assignment of any lease hold interest owned by the Corporation shall be made unless authorized by the Board of Directors at a regular or special meeting or informal action of which all the Directors shall have had notice as prescribed herein before specifying the proposed transaction. No conveyance, lien, lease or contract to purchase any real property executed pursuant to authorization by the Board of Directors shall be valid unless signed by the President or Vice President and attested by the Secretary of the Corporation.

Article VIII. Committees

Section 1. The Board of Directors shall by Resolution or Resolutions adopted by majority of the Board designate one or more of its Directors to serve on committees. The Board of Directors shall designate committees as may be deemed necessary to promote the aims and goals of the corporation. The committee shall possess and exercise such authority as a Board of Directors shall determine and set forth in such Resolution or Resolutions.

Interpretation - This provision for Board Committees does not prevent the President from appointing administrative committees or administrators.

Section 2. (Term of Office) Each member of the committee shall continue as such until the next annual meeting of the Board and until his successor is appointed unless the committee shall be sooner terminated or unless such member be removed from such committee or unless such member shall cease to qualify as a member thereof.

Section 3. (Chairman) One member of each committee shall be appointed Chairman by the person or persons authorized to appoint the members thereof.

Interpretation - In practice, this means that the Board would appoint the Chairman unless the Board Resolution authorizing a committee and naming at least one Board member to that committee also authorized additions to the committee by an other person(s)

Article IX. Contracts, Checks, Deposits and Funds

Section 1. (Contracts) The Board of Directors may authorize any officer or officers, agent or agents of the Corporation in addition to the officers so authorized by these By-Laws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 2. (Checks, Drafts, etc.) All checks, drafts or orders for the payment of money, notes or evidences of indebtedness issued in name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be from time to time be determined by Resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an assistant Treasurer and counter-signed by the President or Vice President of the Corporation.

Interpretation - An appropriate Board resolution is as follows:

Resolved: The Treasurer is authorized to conduct the banking, investment and scholarship functions of the Corporation, signing such checks and other documents as may be necessary, subject to at least

annual review of such records by the Assistant Treasurer or President. In the absence or inability of the Treasurer, checks may be signed by the Assistant Treasurer or President.

Section 3. (Gifts) The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Article X. Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

Article XI. Dues

Section 1. (Annual Dues) The Board of Directors may determine from time to time the amount of annual dues payable to the Corporation by members in each class of membership.

Section 2. (Payment of Dues) Dues shall be payable on or before the first day of January of each year.

Section 3. (Default and Termination of Membership) When any member or any class shall be in default in the payment of dues for a period of three months from the beginning of the fiscal year or period for which such dues would become payable, membership is terminated.

Article XII. Seal

The Board of Directors may provide a Corporate seal, which shall be in a form prescribed by the Board of Directors.

Article XIII. Honorary Board Member

The immediate past President of the Corporation shall remain on the Board of Directors as an Honorary Member in an advisory capacity for a period not to exceed one year after his successor is named and duly qualified.

Article XIV. Dissolution of the Corporation

This Corporation may be dissolved at any regular meeting or special meeting upon a vote of 2/3 majority of the members of the Corporation attending such meeting, provided however, that all of the assets of the Corporation will pass immediately to the General Society of Mayflower Descendants at its general offices in Plymouth, Massachusetts, and further provided that no assets of the Corporation shall inure to the benefit of any private member or individual.

Article XV. Amendments to the By-Laws

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by majority of the Directors present, at any regular meeting or any special meeting if at least two days written notice is given of the intention to alter, amend or repeal or to adopt new By-Laws at such meeting, or by any informal action pursuant to Article V section 9; provided however, that Article XIV immediately above shall remain in full force and effect throughout the duration of this Corporation.