

BYLAWS OF THE WING FAMILY OF AMERICA, INC.
A NON-PROFIT CORPORATION
ORGANIZED AT SANDWICH, MASS. JUNE 1902

ARTICLE I. NAME

The name of this corporation shall be The Wing Family of America, Incorporated.

ARTICLE II. PURPOSE

The purpose of this corporation is to:

- A. Collect data and family history of the descendants of Rev. John and Deborah Wing.
- B. Cement family social ties and fraternal relationships among members.
- C. Publish and disseminate information relative to family history.
- D. Acquire and hold for historical purposes real estate of historical family interest.
- E. Maintain a family memorial hall as depository for the historical archives of the corporation and to acquire real and personal estate sufficient for that purpose.
- F. Promote the holding from time to time of family reunions and gatherings. Act for the general betterment and advancement of The Wing Family of America, Inc.

ARTICLE III. LOCATION

The principal office of the corporation shall be in East Sandwich, MA.

ARTICLE IV. MEMBERSHIP

- A. Any person satisfying the Wing Family of America Genealogist that he or she is a lineal descendant of Rev. John and Deborah Wing may become a member by conforming to these bylaws and fulfilling the conditions imposed on members. Lineal descendant is defined as natural, acknowledged, or adopted.

- B. Spouses and stepchildren of Wings may enjoy limited membership by fulfilling the same requirements except that of direct descent. They may enjoy all social privileges of full membership and may vote on all matters except those pertaining to the bylaws. Stepchildren may not hold elective office excepting that of District Representative. A spouse may not hold elective office except that of District Representative unless that spouse is a member in good standing of the WFA in which case said spouse may hold any elected or appointed office provided, however, that no more than five (5) said member spouses shall serve on the Board of Directors at any one time.
- C. Offspring of stepchildren may not become members. This restriction, however, does not apply to memberships granted prior to June 1983, the date of acceptance of this amended bylaw.
- D. Individuals who rendered unusually beneficial service to The Wing Family of America, Inc. may be extended honorary membership, for a period of one (1) year. Service so rendered shall be made a matter of record in the Minutes of the Board of Directors. They may enjoy all the social privileges of full membership and may vote on all matters except those pertaining to the bylaws. They shall not be entitled to hold any elected or appointed office.
- E. Associate Members of the Wing Family of America are those individuals and institutions that do not satisfy the requirements for membership as set forth in sections A., B., and/or D. supra. Associate members may enjoy limited membership by fulfilling the same requirements of membership except that of direct descent. They may enjoy all social privileges of full membership and receive mailings but are not entitled to vote on any matter nor entitled to hold either elective or appointed office.

ARTICLE V. OFFICERS

- A. The Board of Directors shall be composed of the Elected Officers, the Appointed Officers and District Representatives.
- B. The elected officers of this corporation shall be a President, Vice President, Eastern District Coordinator, Western District Coordinator, Recording Secretary, Corresponding Secretary, Treasurer, Historian, and District Representatives.
- C. The appointed officers of this corporation shall be Editor of The Owl, Finance Officer, Assistant Editor of The Owl, Assistant Corresponding Secretary, Assistant Treasurer, Assistant Historian, Genealogist, Assistant Genealogist, Curator, Assistant Curator, Assistant Curator-Sales, and Webmaster.

- D. Members who have contributed unusually beneficial service to the corporation may be elected as Honorary Directors, up to a limit of five (5) at any one time. They may attend the meetings of the Board of Directors. Members may serve as an Honorary Director continuously for a period of ten (10) years. Honorary Directors shall not have the right to vote on matters before the Board. The Past President shall not serve as an Honorary Director for a period of two (2) years after ceasing to be President.
- E. Past President – When a President of the corporation ceases to serve in that capacity and is not elected to another office, that person shall become a member of the Board of Directors for a period of two years, unless that person was removed from the office of president or declines to so serve. The Past President may attend meetings of the Board of Directors but shall not have the right to vote on matters before the board.
- F. Officers of the Wing Family of America, whether elected or appointed, shall serve without salary.

ARTICLE VI. ELECTION AND TERM OF OFFICE

- A. Elected Officers
All elected officers of this corporation, including honorary directors, shall be elected annually by a majority vote of the members and proxies present at an annual or adjourned annual meeting. Any officer who has held the same office for five (5) consecutive years shall not be re-elected to that office until after a lapse of two (2) years. The five-year limitation does not apply to District Representatives.
- B. District Representatives
 1. The District Representatives shall be elected by a majority vote of the members and proxies present at an annual or adjourned annual meeting and shall hold office for a term of one year. They may succeed themselves.
 2. The Board of Directors shall establish districts within the United States and may establish Districts outside the United States to carry out the purposes under Article II. The number and configuration of said Districts shall be determined by the Board of Directors.
- C. Appointed Officers
 1. Appointed Officers shall be appointed by the President at the annual meeting or adjourned annual meeting and shall serve for a term of one (1) year. If an Appointed Officer is appointed after an annual meeting or adjourned annual meeting, then such Appointed Officer shall serve until the next annual meeting or adjourned annual meeting.
- D. Succession of Office
 1. If any elected office become vacant due to death, removal or resignation, the Board of Directors shall have the power and authority to fill the vacancy, with the exception of the Presidency and successors to that office. In case of the

death, removal or resignation of the President or his replacement, the order of succession is as follows: Vice President, Eastern District Coordinator, and Western District Coordinator.

2. If an appointed office becomes vacant due to death, removal or resignation, the President shall have the power and authority to fill the vacancy.

E. Concurrent Officers

No officer may hold two concurrent offices at the same time.

F. Removal from Office

If negotiation or resignation are unsuccessful, an officer may be removed from office for lack of participation, conflict of interest, negligence, obstruction, criminal actions, or unethical or inappropriate behavior.

1. Removal must occur at a meeting called for such purpose, and the meeting notice must state that the purpose or one of the purposes of the meeting is to raise the question of removal of the officer.
2. In removing an elected officer, only the remaining elected officers may participate in the vote. Any vote to remove from office shall require 2/3 majority. The Board of Officers shall have the power and authority to fill the vacancy, per Article VI of these By-Laws.
3. For appointed officers, removal from office shall come by a majority of all voting officers. The President retains the authority to fill the vacancy per Article VI of these By-Laws.

ARTICLE VII. DUTIES OF OFFICERS

The Board of Directors may, from time to time, establish policies setting forth in more detail the duties of elected and appointed officers. The duties of the officers shall include the following:

Board of Directors: To hold a regular meeting at least once each year at such time and place as best assures a quorum; to have the direction and control of business interests of the corporation and to have the authority and power to take any action which will carry out or further the object/objectives of this corporation as set forth in Article II of these bylaws. When the corporation is not in session, the Board of Directors shall have full power to transact any and all business of the corporation, with the exception of selling real estate or changing these bylaws.

President: To call and preside at all annual and special meetings of the corporation and Board of Directors; to appoint officers with the advice of the Board of Directors; officers who are not elected, assistants to officers, and committee chairmen, including Annual Reunion Chairman, with the advice of the Board of Directors; and to perform such other duties as usually pertain to that office. The President shall be a member ex-officio of all committees except the Nominating Committee and have access to all records. The President shall have the authority to call and preside at all meetings of the Board of Directors.

Vice President: Provide general coordination for the Annual Reunion; assume the duties of the President in the absence of that officer.

Eastern District Coordinator: Be a liaison with the District Representatives of Districts One through Seven and to receive reports from Representatives of Districts One through Seven for presentation at the Annual Meeting; assume the duties of the President in the absence of the President and Vice President.

Western District Coordinator: Be a liaison with the District Representatives of Districts Eight through Fourteen and to receive reports from the Representatives of District Eight through Fourteen for presentation at the Annual Meeting; assume the duties of the President in the absence of the President, the Vice President and the Eastern District Coordinator.

Corresponding Secretary: To attend to the correspondence of the corporation; to keep a current list of members of the corporation, together with their addresses; to send dues notices to all members at least thirty (30) days before the expiration of their current membership; to collect and transmit to the Treasurer the moneys accruing from annual dues, donations and new memberships; and to perform the usual duties of such office as naturally pertain to that office.

Recording Secretary: To keep a record of all meetings of this corporation in a permanent file and distribute copies to all officers and directors; to attend to the correspondence relative to such meetings; and to perform the usual duties of such office, subject to the direction of the President.

Treasurer: To receive and hold all dues and moneys of the corporation which shall have been transmitted by the Corresponding Secretary, as well as those accruing from other sources, and to pay out the same upon proper authorization; to keep such books of account as shall be necessary, providing an accurate written report of receipts and expenditures and financial position at the Annual Meeting and all meetings of the Board of Directors. These records shall be subject to an annual audit by an Auditing Committee composed of three (3) members, other than members of the Board of Directors. The corporation shall pay the costs for a bond for the Treasurer.

Finance Officer: Shall be the chairperson of the Investment Advisory Committee. The Finance Officer is responsible for filing and maintaining copies of all governmentally required financial filings and documentation such as, but not limited to, income tax returns and Massachusetts state filings. The Finance Officer is responsible for preparing the annual Corporate Financial Report for the annual meeting and publication in *The Owl* and other duties as directed by the Board of Directors.

District Representatives: To maintain contact with members in their areas, to encourage enrollment of eligible persons as members of The Wing Family of America, Inc.; to act as liaison between the district and the Board of Directors. District Representatives of the First through Seventh Districts are to report to the Eastern District Coordinator the activities in their districts. District Representatives of the Eighth through the Fourteenth Districts are to report to the Western District Coordinator the activities in their districts. These reports are to be transmitted to the respective District Coordinator thirty (30) days prior to the Annual Meeting.

Genealogist: To carry on research of the lines of descent from Rev. John and Deborah Wing; to publish from time to time such material in *The Owl*; to give genealogical assistance to prospective members when required; to determine eligibility of applicants for membership; to forward to the Corresponding Secretary notice of acceptance. Accumulated genealogical records are to be regarded as the property of the corporation and any materials not sent to the Fort House or other depository designated by the Board of Directors are to be held in the Genealogist's safekeeping subject at any time to such disposition as may be directed by the Board of Directors.

Historian: To collect, receive and arrange all records and data pertaining to family history in books to be kept for that purpose; to collect, receive and preserve all historical documents, written articles and photographs bearing upon the history of the descendants of Rev. John and Deborah Wing; to submit articles to *The Owl* for publication of matters of historical interest.

Accumulated historical records and photographs are to be regarded as the property of the corporation and any materials not sent to the Fort House or other depository designated by the Board of Directors are to be held in the Historian's safekeeping subject at any time to such disposition as may be directed by the Board of Directors.

Editor of *The Owl*: To be responsible for the publication of *The Owl* and include in it such information pertaining to The Wing Family of America, Inc. and the descendants of Rev. John and Deborah Wing, and their ancestors, as should be permanently recorded.

Curator: To catalog all gifts and purchases, including materials sent by the Historian; supervise their use, display, and storage at the Wing Fort House; to inform the President of any newly acquired valuable articles that need to be insured. The Curator has the authority to accept gifts to The Wing Family of America, Inc., and to dispose of any to which The Wing Family of America, Inc. does not wish to retain.

Assistant Officers: To assist their respective officers in duties as may be delegated and to perform the duties of their respective officers in their absence.

ARTICLE VIII. COMMITTEES

The President or Board of Directors may appoint committees to assist in the purposes and objectives of the corporation, which committees shall perform such functions and make such reports as the President or Board of Directors shall determine and define.

ARTICLE IX. MEETINGS

- A. The Annual Meeting of this corporation shall be held each year during the Annual Reunion of The Wing Family of America, Inc. at a place to be determined by the Board of Directors. If in any year there is no Reunion of said Family, the Annual Meeting may be held at any time and place specified by the Board of Directors. Due notice of the meeting shall be sent to all members by mail at least thirty (30) days before said meeting.
- B. Special meetings of the corporation may be called at any time and place the Board of Directors may decide, at least two (2) weeks' notice being given. Special meetings of the Board of Directors may be called by the President or by five (5) Directors upon due notice.
- C. A meeting of the Board of Directors shall be held following the Annual Meeting at each Reunion.

ARTICLE X. DUES

- A. The annual dues of the members of this corporation shall be established by the Board of Directors and shall be announced no later than ninety (90) days prior to the date of the Annual Meeting. The Board of Directors shall determine the manner in which notice of dues and the collection shall take place.
- B. Members in arrears for more than two (2) years who do not respond to the Corresponding Secretary shall be dropped from the membership rolls.
- C. Every new member shall pay a one-time registration fee of an amount to be established by the Board of Directors. Membership shall include a subscription to *The Owl*. All dues received shall be forwarded to the Treasurer on or before the first day of July of each year. The annual term of membership shall be from July 1 to June 30 of the following year.

ARTICLE XI. FINANCIAL YEAR

The financial year of the corporation shall end May 31 and all reports shall be made up to and include that day.

ARTICLE XII. QUORUM

Twenty-five (25) of the members present at an Annual Meeting shall constitute a quorum. Five (5) members shall constitute a quorum for the transaction of business by the Board of Directors.

ARTICLE XIII. AMENDMENTS

These bylaws may be amended by a vote of three-quarters (3/4) of those present or voting by proxy at an Annual Meeting or special meeting of the corporation, provided that a statement of any change proposed shall have been inserted into the notice of the meeting.

ARTICLE XIV. RULES OF PROCEDURE

The proceeding of this corporation and all matters not covered by the articles of incorporation and bylaws shall be governed by Robert's Rules of Order, newly revised.

As Revised		
June 1980	June 2008	June 2023
June 1983	June 2010	
June 1984	June 2011	
June 1997	June 2014	
June 2004	June 2015	
June 2006	June 2017	
June 2007	June 2018	