

BYLAWS OF THE EDMUND RICE (1638) ASSOCIATION, INC.

ARTICLE 1 -NAME and LOCATION

This corporation shall be known as the EDMUND RICE (1638) ASSOCIATION, INC.; and shall be located at Wayland, Massachusetts.

ARTICLE 2 -PURPOSES

The Edmund Rice (1638) Association, Inc. (hereafter referred to as the Association) is incorporated for the purpose of encouraging antiquarian, genealogical and historical research, especially with reference to the times, the ancestors and the descendants of Edmund Rice, who settled in Sudbury, Massachusetts, in 1638, and died in 1663.

ARTICLE 3 -ELECTION OF DIRECTORS AND OFFICERS

A Board of Directors of the Association, consisting of not less than five (5) dues paying members, and including all past presidents serving as ex officio members, shall be chosen by a majority vote at each annual meeting, from a slate of candidates prepared by the Nominating Committee.

From the Board of Directors the following officers shall be chosen by majority vote at each annual meeting for a term of one (1) year, from a slate of candidates prepared by the nominating committee: the President, one (1) or more Vice Presidents, a Treasurer, a Recording Secretary and an Historian.

The Board of Directors shall serve as the Nominating Committee at the following annual meeting.

If a vacancy occurs on the Board of Directors, a special meeting of the Board may be called by the President to fill the vacancy; however, in the interim the remaining Directors shall constitute the Board of Directors.

If a vacancy occurs in one of the Offices, the unexpired term shall be filled by an appointee of the Board of Directors.

ARTICLE 4- ANNUAL MEETINGS

An annual meeting of the Association shall be held at a time and place selected by the President, for the purposes of election of officers, fellowship and such other business as may properly come before it. Notice of the annual meeting will be printed in the Newsletter and sent to all dues paying members.

ARTICLE 5 -SPECIAL MEETINGS

In case of failure, for any cause, to hold an annual meeting, a special meeting of the members shall be called, as hereinafter provided, to transact the business of such annual meeting. Special meetings may be called by a vote of the Board of Directors or by the President. Notices of special meetings shall be printed, shall state the date location and purpose of the meeting, and shall be mailed to all dues paying members at least four weeks before the day of said special meeting.

ARTICLE 6 -QUORUM

Eleven (11) dues paying members shall constitute a quorum at annual or special meeting of the association membership.

ARTICLE 7 -MEMBERSHIP

The Members of the Association shall include such persons, and their spouses, who claim to be lineal descendants of Deacon Edmund Rice. The Membership Chair shall issue to each member a certificate of membership in such form as the Board of Directors shall prescribe, and shall enter the name and address of each

member on the Association membership roll. Life Membership may be awarded by the Board of Directors.

ARTICLE 8 -COMMITTEE CHAIRS

The President shall appoint members in good standing as Chairs of the following Committees and to other duties as may be required for the efficient conduct of the affairs of the Association. Members may serve simultaneously as a Board member, Officer or Committee Chair:

- Annual Meeting Planning
- Audit Committee
- Book Custodian
- Hospitality
- Information Manager
- Membership Chair
- Newsletter Editor

Committee Chairs are encouraged to solicit the assistance of other members in good standing to assist them in carrying out their duties for the good of the Association.

ARTICLE 9 -SEAL (NOTE: This article not approved)

The official seal of the association shall be based on the coat of arms granted to William Rice, of Boemer, Buckinghamshire by Queen Mary on May 2, 1555, and used by the Association as early as Sept. 11, 1926, described as follows:

Arms: Argent (silver) on a chevron engrailed (scalloped edges) sable (black) between three reindeer's heads coupé (severed neatly) gules (red) three cinquefoils (five-leaved clover), ermine (black). Crest: A griffin's (mythical eagle-headed lion) head erased (with a ragged neck) proper (in its natural colors).

ARTICLE 10- DUES

Each member shall pay dues as prescribed by the Board of Directors. No member, whose dues are in arrears, shall be eligible to vote at any meeting of the Association. By vote of Board of Directors, a member may be dropped from membership in case of non-payment of dues if they do not respond within three (3) months of being mailed a written notice of non-payment of dues.

ARTICLE 11 -MEETINGS OF THE BOARD OF DIRECTORS:

The Board of Directors shall meet annually prior to the annual meeting and at other times as deemed necessary by the President to conduct the affairs of the Association. Five (5) Directors meeting as a group or through electronic communications shall constitute a quorum. Said Board shall have all the powers of the Association, except as limited by law or as herein otherwise provided.

ARTICLE 12 -DUTIES OF OFFICERS

The President, and in his or her absence, one of the Vice Presidents, shall preside at all meetings of the Association and of its Board of Directors. In the absence of both of the said officers, a temporary chair shall be chosen from the Board.

A Vice president shall oversee and coordinate the arrangements for the annual meeting.

The Recording Secretary shall record and maintain the official records of the Association and shall send notices for all meetings.

The Treasurer shall be the custodian of all cash, securities and assets of the Association and shall keep accurate books of account thereof. The Treasurer's record of accounts shall, at the end of each fiscal year, be audited by the Audit Committee and submitted, with the report of audit, at the annual meeting

of the Association. The Treasurer shall maintain a listing of the names and addresses of all members in good standing.

The Historian shall gather, safeguard and cause to be published as much historical information about the descendants of Edmund Rice as there appears to be a demand.

Any Officer, member of the Board of Directors, or Committee Chair who becomes incapacitated or otherwise cannot or will not carry out the functions of their position shall so inform the President immediately so that a replacement may be appointed for the good of the Association.

None of the Officers, members of the Board of Directors or Committee Chairs shall receive salary or compensation, however they may be reimbursed for reasonable expenses or paid as independent contractors with prior approval of the Board of Directors.

ARTICLE 13- MISCELLANEOUS

1. The fiscal year of the Association shall run from September 1 through August 31.

2. All amendments to these bylaws must be proposed in writing at an annual or special meeting of the Association. In order that an amendment be accepted, a two-thirds affirmative vote of those dues paying members present is required.

3. The formation of autonomous regional chapters of the Association is encouraged, and each such chapter which has as members ten (10) or more members of the Association shall be entitled to name a liaison as a non-voting member of the Board of Directors.

Submitted to the Board of Directors at the Fall meeting September 6, 1996

Approved by the membership at the 1996 Annual Meeting, with the exception of Article 9.