

**THE NATIONAL SOCIETY OF COLONIAL DAMES
IN THE STATE OF NEW YORK**

AMENDED AND RESTATED BYLAWS

ARTICLE I - Name and Location

This organization shall be known as The National Society of Colonial Dames in the State of New York, hereinafter referred to as the Society or NSCDNY. The Society headquarters shall be located at 215 East 71st Street, New York, New York 10021.

ARTICLE II - Purpose

The purpose of the NSCDNY shall be to uphold the objects of The National Society of the Colonial Dames of America, hereinafter referred to as the NSCDA or the National Society, subject to interpretation thereof by the NSCDNY.

ARTICLE III - Membership

Section 1. Admission to Membership.

- a. Eligibility.** Candidates for membership shall be women not less than eighteen (18) years of age, who are citizens of the United States of America and who are lineal bloodline descendants in their own right from some ancestor of worthy life who, residing in an American colony, rendered efficient service to our country during the Colonial period, prior to July 5, 1776, either in the founding of a State or Commonwealth, or of an institution which has survived and developed into importance, or who shall have held an important position in a Colonial government, or who by distinguished services, shall have contributed to the founding of our nation. All services which constitute a claim to membership must have been rendered before July 5, 1776, but this date shall be held to include all signers of the Declaration of Independence.
- b. Proposal of Candidates.** Candidates for membership shall be proposed and seconded by at least any two members of NSCDNY. The ~~Membership~~Prospective Members, New Members, Transfers and Courtesy Dames Committee shall consider each candidate and report to the ~~President~~Corresponding Secretary.
- c. Vote by the Board of Managers.** When reports of the ~~Membership~~Prospective Members, New Members, Transfers and Courtesy Dames Committee are favorable, the name of the candidate shall be presented to the Board of Managers by the Corresponding Secretary. The name of each candidate shall be voted upon separately by ballot and a majority vote shall be required to invite a candidate to become a member, as provided in the NSCDA *Constitution*, Article V, Item 5 Admission of Members.

Section 2. Classifications of Membership.

- a. Active.** A member in good standing whose dues are current.
- b. Courtesy.** A courtesy member is a member in good standing of another Corporate Society who does not wish to transfer. A limited number of members of other Corporate Societies may be granted temporary membership in the Society with the title of courtesy dame. Each applicant must be accompanied by a letter from her Corporate Society stating that

she is a member in good standing. Upon receipt of the letter, the President shall write to the applicant. ~~After the applicant pays her fee, the chair of the New Members, Transfers and Courtesy Dames Committee shall welcome her.~~ Courtesy members continue to be regular members in their own Corporate Societies. A courtesy member shall be entitled to attend meetings but may not hold office (including serving as a member of the Board nor chair of a committee) and shall have no voice and no vote. A courtesy member may serve on any committee except Nominating and Membership.

- c. **Junior Dame.** Those eligible females from birth to age eighteen (18) who are the legacies of current members of the NSCDNY whose ancestors rendered qualifying service in one of the thirteen colonies on the North American continent in accordance with the eligibility list of the National Society in which the ancestor served may be a junior dame. A junior dame shall be admitted to membership in the same manner as any other candidate in accordance with Article III of these *Bylaws*, except that no meeting or vote of the Board of Managers shall be required. A junior dame shall be entitled to attend meetings but may not hold office and shall have no voice and no vote. A junior dame may not serve on any committee except the Families & Junior Dames and the Young Members committees.

Section 3. Fees and Dues.

- a. **Initiation Fees.** The initiation fees [for all classifications of membership](#) shall be established by resolution of the Board of Managers.
- b. **Annual Dues.** The annual dues shall be established by resolution of the Board of Managers. New members of the Society who join from July 1 through the last day of December may pay one-half the annual dues for that year. Junior dames shall pay no annual dues to the Society until they reach the age of eighteen (18) but shall be responsible for their per capita National Society dues. Junior dames who turn eighteen (18) after July 1 may pay one-half the annual dues for that year.
- c. **Dues in Arrears.** The Society Treasurer shall notify members whose dues are in arrears that such member may not resign, is ineligible to vote and may be dropped from membership in the Society.

Section 4. Resignation or Termination of Membership.

- a. **Resignation**
 - 1) Any member desiring to resign from the Society shall submit her resignation in writing to the Society President, who shall present it to the Board of Managers for action. No member may resign whose dues are in arrears.
 - 2) When a member resigns from the Society and does not transfer to another Corporate Society, her resignation applies to the Society and to The National Society, as provided in the NSCDA *Bylaws*, Article XVIII, Section 6 Resignation.
- b. **Termination.** Membership may be terminated by majority vote by the Board of Managers for failure to pay dues for ~~two years~~[one \(1\) year](#) or for cause by a two-thirds vote of the Board of Managers. The Board shall have the power to expel any member who, by conduct unbecoming a gentlewoman, may render herself unworthy to continue in membership. The member expelled may be reinstated by the Society to membership upon the unanimous vote of the Board.

Section 5. Transfer.

- a. **Transfer In.** A member in good standing with no dues in arrears who will permanently reside in the state of New York may request transfer to the Society by letter to the Registrar of the losing Corporate Society.
- b. **Transfer Out.** A member in good standing with no dues in arrears wishing to transfer from the Society to another Corporate Society shall write to the Society Registrar requesting transfer.
- c. **Member Number.** Former NSCDNY members who transfer to the Society shall be reissued their former Society number on resuming membership in the Society.
- d. **Transfer Resolution.** Pursuant to the Transfer Resolution, membership shall be freely transferable between Corporate Societies without a waiting period but subject to the requirements, as provided in the NSCDA *Bylaws*, Article XVIII, Section 5 Transfer of Membership.

Section 6. **Reinstatement.** A member who has resigned may be reinstated, after a specified time period and a payment of such sums as the Board shall determine, as recommended by the Second Vice President Membership ~~Committee~~ to the Board of Managers for approval by a majority vote. A member who has been dropped from membership may be considered for reinstatement, as recommended by the Second Vice President Membership ~~Committee~~ to the Board of Managers for approval by a two-thirds vote; the Board of Managers shall determine the amount of back dues and penalties.

Section 7. **Membership Limitations.** Membership is limited, as provided in the NSCDA *Bylaws*, Article XVIII, Section 3 Admission to Membership.

- a. A member shall hold membership in only one Corporate Society at one time. There shall be no members at large.
- b. A Corporate Society shall not accept a candidate for membership if it is known that the candidate has been rejected by another Corporate Society.

ARTICLE IV - Officers

Section 1. **Officers.**

- a. **Elected Officers.** The elected officers of the Society shall be President, two First Vice Presidents who shall serve as liaisons to the Headquarters and Educational Projects & Patriotic Services areas, Recording Secretary, Corresponding Secretary, Treasurer, Registrar, and two Second Vice Presidents who shall serve as liaisons to the Van Cortlandt and Membership areas, all of whom shall also be managers.
- b. **Elected Managers.** ~~At least three (3) and no more than nine (9) managers commencing with the Annual Meeting in 2019 until the Annual Meeting in 2020 reducing to no more than six (6) commencing at such Annual Meeting in 2020 until the Annual Meeting in 2021 reducing to no more than three (3) commencing at such Annual Meeting in 2021 and thereafter~~ A total of three (3) managers (in addition to the officers who are also managers) shall be elected and serve ~~at any one time~~ on the Board of Managers serving staggered terms of one, two and three years.
- c. **Appointed Officers and Manager.** The appointed officers shall be Assistant Treasurer, Assistant Registrar and Historian, all of whom shall be appointed by the President, ~~and the chair of the Van Cortlandt House Museum and Collections Committee who shall be appointed by the President and approved by the Board as provided in Article IX, Section 1 and shall also serve as an officer and manager.~~

Section 2. **Nomination, Time of Elections.** A Nominating Committee of up to nine (9) members (comprising an odd number each year), who are not past Presidents, members of the Board, members of the board of the National Society or chairs of the Educational Projects & Patriotic Services Committee, Headquarters Committee, Van Cortlandt House Museum and Collections Committee or Prospective Members, [New Members, Transfers and Courtesy Dames](#) Committee at the time, shall be nominated by the Board of Managers each year to be elected by the members at the Annual Meeting to serve a one year term until the next succeeding Annual Meeting. In selecting candidates for the Nominating Committee, the Board shall seek to nominate a diversified slate of experienced and knowledgeable candidates who have been members of the NSCDNY for at least two (2) years. At least one (1) nominee to the Nominating Committee shall be from each of the Van Cortlandt House Museum and Collections committee, one of the Headquarters committees, one of the Membership committees and one of the Educational Projects & Patriotic Services committees. No member shall serve more than two (2) consecutive terms on the Nominating Committee or more than twice during any ten (10) year period. Service prior to May 2018 shall be considered for purposes of eligibility to serve after May 2018. The [Board of Managers shall select a chair of the](#) Nominating Committee ~~shall elect its own chair and~~ [to serve a one year term from those members continuing their service on the Nominating Committee for an additional term.](#) The Nominating Committee shall meet and present in writing signed by every member of the Nominating Committee a single slate of officers and managers to the Board of Managers by the February meeting of the Board of Managers to be voted on by the members at the Annual Meeting. The slate of officers, with the recommendation of the Board of Managers, shall first be circulated to the members promptly following the February Board meeting and shall thereafter be given personally, by first class mail, or by facsimile telecommunications or by electronic mail to the members at least three weeks prior to the Annual Meeting. Any member of the Society may also be placed in nomination for any office by any fifteen members of the Society, who may communicate such alternative nomination to the Recording Secretary, in writing, over their signatures, at least four weeks before the Annual Meeting, such alternative nominations shall also be printed and [given](#) personally, by first class mail, or by facsimile telecommunications or by electronic mail by the Recording Secretary to each member of the Society at least three weeks before the Annual Meeting.

Section 3. **Eligibility.** To be eligible for the office of President, a candidate shall have been a member of NSCDNY for at least ten (10) years preceding her election to office. It is preferred that the Treasurer (and/or the Assistant Treasurer) have financial experience. No officer or manager shall simultaneously serve as a member of the board of the National Society except the sitting President of the Society. All candidates for office must be willing and able to attend the majority of Board meetings in person. No two persons within the relationship of mother, daughter or sister shall be members of the Board at the same time.

Section 4. **Ballot Election, Term of Office, Removal from Office.**

- a. **Officers** shall be elected by ballot to serve for one (1) year or until their successors are elected. A majority shall elect. If there is only one candidate for any office, the election for that office may be by voice vote. If there are more than two candidates for an office and no one achieves a majority vote, there shall be a runoff election between the two candidates who received the most votes. The term of office shall begin at the close of the Annual Meeting at which the officers are elected.

- b. Managers** shall be elected by ballot to serve for three (3) years or until their successors are elected, the term of one-third of the managers expiring annually. A majority shall elect. If there is only one candidate for any office, the election for that office may be by voice vote. The term of office shall begin at the close of the Annual Meeting at which the managers are elected. A manager may be elected an officer at any time, as provided in the NSCDA *Constitution*, Article V, Item 3 Elections, Terms of Office.
- c. Removal of Officers or Managers.** An officer or manager serves at the pleasure of the members and may be removed from office as provided in the parliamentary authority. Any officer or manager who shall be absent from three (3) consecutive meetings of the Board, except for her own illness or for such other reason deemed by the Board to be a good and sufficient reason (including failure to attend at least 75% of the meetings of the Board of Managers), shall thereupon cease to be an officer or manager.

Section 5. **Vacancies.** In the case of a vacancy in the office of President, the First Vice President with the most seniority (having served in her position the longest) shall become President, and the Second Vice President with the most seniority (having served in her position the longest) shall become First Vice President. Vacancies in other offices shall be filled by the Board of Managers.

Section 6. **Office-Holding Limitations.** No member shall hold more than one office at a time and no member shall be eligible to serve more than six (6) consecutive years in one office. Each manager may serve up to six (6) consecutive years. A member who has served more than half a term in any office shall be considered to have served a term. A member who has served as a President of the Society shall not thereafter serve on the Board of the Society other than in an advisory capacity.

ARTICLE V - Duties of Officers

Section 1. **General Duties.** The Society officers shall perform the duties prescribed by the *Bylaws* of NSCDNY, by the *Bylaws* of the NSCDA, by the parliamentary authority adopted by the Society and such other duties as shall be ordered by the Board of Managers, or by the Society at the Annual Meeting.

Section 2. The **President** shall:

- a.** Preside at all meetings of the Society and the Board of Managers;
- b.** Be chief executive officer of the Society;
- c.** Sign all contracts and obligations authorized by the Board of Managers;
- d.** Sign all lineage papers for candidates for admission to the NSCDNY;
- e.** Fill any vacancy on the Board of Managers as provided in these *Bylaws*, Article IV, Section 5 Vacancies with consent of the Board of Managers;
- f.** Attend National Council, National Board meetings, and Regional Conferences;
- g.** Appoint an Assistant Treasurer with the advice and consent of the Treasurer;
- h.** Meet with the past Presidents of the Society at least twice per year to share information and obtain advice;
- i.** Appoint all committee chairs except the Nominating Committee with the advice of the current committee chair and the Vice President responsible for the committee;
- j.** Act ex-officio as a member of all committees except the Nominating Committee; and
- k.** Serve on the NSCDA Nominating Committee per the rotation plan, as provided in the NSCDA *Bylaws*, Article XIII, Section 14 Nominating Committee.

Section 3. The **First Vice Presidents** shall:

- a. Perform such duties as requested by, and report to, the President;
- b. In the case of the First Vice President with the most seniority, serve as President until the next Annual Meeting in the case of death, resignation, or continued absence of the President;
- c. Assist the President or, in the case of the First Vice President with the most seniority, preside at meetings in the absence of the President;
- d. In the case of the First Vice President, Headquarters, coordinate with the chairs of the Art and Collections Committee, the Flower and Garden Committee, the Headquarters Committee, the ~~Hospitality~~Headquarters Events Committee, and the ~~Christmas Reception~~Hospitality Committee their activities and provide reports of such activities to the Board; and
- e. In the case of the First Vice President, Educational Projects & Patriotic Services, coordinate with the chairs of the Education Advisory Committee, the Educational Projects & Patriotic Services Committee and the Historical Activities Committee their programs and activities and provide reports of such programs and activities to the Board.

Section 4. The **Second Vice Presidents** shall:

- a. Perform such duties as requested by, and report to, the President;
- b. In the case of the Second Vice President, Van Cortlandt coordinate with the chair of the Van Cortlandt House Museum and Collections committee its activities, the provision of reports of such activities to the Board and financial oversight of the Van Cortlandt House Museum in coordination with the Treasurer; and
- c. In the case of the Second Vice President, Membership coordinate with the chairs of the Library ~~and Genealogy~~ Committee, the Prospective Members ~~Committee~~, ~~the~~ New Members, Transfers and Courtesy Dames Committee, the Young Families & Junior Dames Committee, and the Young Members Committee their activities and provide reports of such activities to the Board and coordinate with the Registrar.

Section 5. The **Recording Secretary** shall:

- a. Keep a record of the proceedings of all meetings of the Society, both Board of Managers and membership;
- b. Distribute electronically minutes requiring approval prior to each Board of Managers meeting and approved minutes following each Board of Managers meeting upon request;
- c. Keep a record of the attendance of all officers and managers and advise the Board of Managers of any person who is subject to removal from office in accordance with these *Bylaws*, Article IV, Section 4 Removal from Office;
- d. Prepare and present the report of the actions by the Board of Managers to the Annual Meeting;
- e. Be custodian of the *Bylaws* of the Society;
- f. Maintain a record book (or electronic archive) with all official documents of the Society including minutes, committee reports and *Bylaws*;
- g. Keep charge of the Seal of the Society and certify all acts of the Society and, when necessary, authenticate them with the Seal;
- h. Keep a record of the officers of the Society and the members of all committees and their tenures as officers or committee members;

- i. Make minutes and records of membership meetings available to members upon reasonable request;
- j. Make minutes and records of the Board of Managers meetings available only to members of the Board of Managers;
- k. Serve as parliamentarian;
- l. Make arrangements for the Annual Meeting; and
- m. Be responsible, with the Treasurer, for the Annual Report of the Society and for transmitting it annually to the membership and the Region IV Vice President.

Section 6. The **Corresponding Secretary** shall:

- a. Be responsible for notice of each regular membership meeting;
- b. Be responsible for notice of each Board of Managers meeting;
- c. Conduct the general correspondence of the Society including letters to other Corporate Societies, letters of sympathy and letters written by order of the Board, and keep a record thereof;
- d. Receive and file the letters proposing, seconding and endorsing candidates for membership;
- e. Arrange to have candidates for membership meet the members of the Board;
- f. Meet ~~semi-annually~~, as needed, with the Registrar to review approved candidates for membership;
- g. Prepare and/or review the substance and style of all mass communications on behalf of the Society such as invitations, evites, emails and public relations materials as well as the content of the website; and
- h. Assist in or perform the duties of the Recording Secretary when required by the Board or in the absence of the Recording Secretary.

Section 7. The **Treasurer** shall:

- a. Be custodian of all funds, securities, and assets of the Society, subject to the direction of the Board of Managers;
- b. Disburse funds as directed by the Board of Managers and pay only those bills authorized in the budget or by the Board of Managers;
- c. Keep, or cause to be kept, accurate accounts of all funds and report to the Board of Managers at each meeting;
- d. Distribute electronically the financial items requiring approval prior to each Board of Managers meeting and approved financial items following each Board of Managers meeting;
- e. Coordinate with the chairs of the Development Committee and the Financial Advisory ~~Task Force~~ Committee their activities and provide reports of such activities to the Board;
- f. ~~Inform~~ Attend (or ask the Assistant Treasurer to attend in her absence) meetings of and inform the Financial Advisory Committee of all funds available for investment and ask for its recommendations which shall be acted upon with the approval of the Board;
- g. Coordinate with the Society's independent public accountants and the Audit Committee in connection with the annual audit and assist in responding to the management letter from the independent public accountants;
- h. Provide financial oversight of the Van Cortlandt House Museum in coordination with ~~the~~ the Second Vice President, Van Cortlandt and the Chair of the Van Cortlandt House Museum and Collections Committee;
- i. Assist and advise the committee treasurers, if any, and require annual reports from them;
- j. Serve ex officio as chair of the Budget Committee;

- k. Present the budget, prepared by the Budget Committee, to the Board of Managers at the ~~March~~November meeting for their approval;
- l. Prepare accounts for financial review and report results of financial review to the Board of Managers within six (6) months after the end of the fiscal year;
- m. File required reports with the IRS and the state of New York; and
- n. Send per capita dues for each member by January 1st of each year to the NSCDA Treasurer, as provided in the NSCDA *Bylaws*, Article IV, Section 3 Per Capita Dues.

Section 8. The **Assistant Treasurer** shall:

- a. Act for the Treasurer in the event of illness or inability of the Treasurer;
- b. Perform such duties of the Treasurer as may be delegated by the Treasurer or by the Board of Managers; and
- c. Attend meetings of the Board of Managers and have a voice but no vote.

Section 9. The **Registrar** shall:

- a. Receive all applications for membership and file and keep on record all proofs upon which membership shall be granted;
- b. Identify and assist in the retention by the Society of a professional genealogist to represent the Society in the review of all lineage papers submitted by candidates for membership;
- c. ~~b-~~ Send to each candidate for membership lineage papers in the form approved by the Board and receive all completed lineage papers and provide them to ~~an authorized~~the Society's recognized genealogist for verification;
- d. ~~c-~~ Keep a record of each member of the Society and be custodian of all lineage papers;
- e. ~~d-~~ Notify candidates of their acceptance by ~~their Colonial State~~the Society and assign a number in the Society;
- f. ~~e-~~ Meet ~~semi-annually, as needed,~~ with the Corresponding Secretary to review approved candidates for membership;
- g. ~~f-~~ Maintain the eligibility list of the Society for publication in the National Register of Ancestors and add to or delete from such list such names as may be appropriate;
- h. ~~g-~~ Serve ex-officio on the Prospective Members ~~Committee and the~~ New Members, Transfers and Courtesy Dames Committee with voting rights;
- i. ~~h-~~ Transmit to the National Registrar and to the NSCDA office at Dumbarton House twice yearly a report of changes in membership including ~~names~~names, addresses, new members, transfers, deaths, resigned and dropped as required in the NSCDA *Constitution*, Article V, Item 8 Registrar's Report and as provided by the NSCDA *Bylaws* Article V, Item 9 Treasurer;
- j. ~~i-~~ Approve the purchase of a Certificate of Membership, upon the request of the member, as provided in the NSCDA *Bylaws*, Article VI, Section 11 Registrar; and
- k. ~~j-~~ Order Insignia for members from the National Registrar, as provided in the NSCDA *Bylaws*, Article VI, Section 11 Registrar.

Section 10. The **Historian** shall:

- a. Identify, restore and preserve the artifacts and all historical documents and commemorative celebrations of the Society;
- b. Be responsible, together with the Headquarters Committee chair, for the inventory of property held at Headquarters and at the Van Cortlandt House Museum;
- c. Exhibit items of significance to educate both the members and the public at large;

- d. Edit and prepare for publication any historical addresses or essays or other documents of the same character that may be directed by the Society or the Board; and
- e. Issue an annual report to Society membership.

Section 11. The ~~Chair of the Van Cortlandt House Museum and Collections Committee~~Managers shall:

- ~~a. Perform such duties as requested by, and report to, the President;~~
- ~~b. Coordinate the activities of the Van Cortlandt House Museum and Collections Committee, the provision of reports of such activities to the Board and financial oversight of the Van Cortlandt House Museum in coordination with the Second Vice President, Van Cortlandt and the Treasurer; and~~
- ~~c. Attend meetings of the Board of Managers as an ex-officio member with voting rights.~~

~~Section 12. The Managers shall:~~

- ~~a. Attend at least 75% of the meetings of the Board of Managers.~~

ARTICLE VI - Meetings

Section 1. **Membership Meetings.** Regular membership meetings of the Society shall be held at least once yearly, unless otherwise ordered by the Board of Managers. Each active member of the Society shall have one vote.

Section 2. **Annual Meeting.** The annual membership meeting of the Society shall be held on the second Wednesday of April of each year unless otherwise determined by the Board, in which case the annual meeting shall be held on such day as the Board may designate during the first five months of the calendar year. The Annual Meeting shall be for the purpose of receiving reports of officers and committees, electing officers, and for any other business that may arise.

Section 3. **Special Meetings.** A special membership meeting of the Society may be called by the President, by the Board or upon the written request of twenty voting members. If called by twenty voting members, notice in writing must be given by such members to the Recording Secretary who shall within five business days thereafter give notice to all members. Notice of any meeting of members shall be given personally, by first class mail, or by facsimile telecommunications or by electronic mail, no less than ten nor more than fifty days in advance of said meeting. No action shall be taken at any special meeting on any matter not referred to in the notice.

Section 4. **Quorum.** One hundred or one-tenth of all voting members of the Society, whichever is the lesser, shall constitute a quorum at any membership meeting of the Society. If no quorum be present, a majority of the voting members present shall have the power to adjourn the meeting to another time without any notice other than by announcement at the membership meeting.

Section 5. **Electronic Meetings.** To the extent permitted by the New York Not-for-Profit Law and in extraordinary circumstances, membership meetings of the Society may be held partially or totally by means of electronic communications, the platform of which shall be the place of the meeting. A quorum must be in attendance before the electronic membership meeting may be called to order and must remain on the line for any business to be transacted. The Recording Secretary must be and remain on the line through the electronic membership meeting. Only the business for which the membership meeting was called may be transacted. The Board shall adopt

[rules for electronic membership meetings to include a\) call-in details, b\) roll call for quorum, and c\) conducting business not inconsistent with these *Bylaws*.](#)

ARTICLE VII - Board of Managers

Section 1. **Composition.** The elected officers and managers of the Society shall constitute the Board of Managers and are the voting members, as provided in the NSCDA *Constitution*, Article V, Item 2. The Board of Managers may also be referred to as the Board.

Section 2. **Duties and Powers.** The Board of Managers shall conduct the affairs of the Society and perform such other duties as are specified in these *Bylaws*. Each member of the Board shall have one vote. There shall be no substitutes and no proxy voting.

Section 3. **Meetings.** Regular meetings of the Board of Managers will be held at least once a month except during the months of July, August and September, unless otherwise ordered by the Board.

Section 4. **Committee Chairs.** The President and the First and Second Vice Presidents, with permission of the President, may invite committee chairs to attend meetings of the Board of Managers to give reports and participate in discussion, but not make motions, second motions or vote.

Section 5. **Special Meetings.** Special meetings of the Board of Managers may be called by the President or by three (3) members of the Board. The purpose of the special meeting shall be stated in the written notice, which shall be sent to all members of the Board at least three (3) days before the meeting. Only the business specified in the written notice of the special meeting shall be considered.

Section 6. **Quorum.** A majority of members of the Board of Managers shall constitute a quorum.

Section 7. **Electronic Meetings.** In extraordinary circumstances, meetings of the Board may be conducted by telephone conference call, video conference or through internet meeting services upon the call of the President. A quorum must be in attendance before the electronic meeting may be called to order and must remain on the line for any business to be transacted. The Recording Secretary must be and remain on the line throughout the electronic meeting. Only the business for which the meeting was called may be transacted. The Board shall adopt rules for electronic meetings to include a) call-in details, b) roll call for quorum, c) conducting business, and d) voting methods. Roll call votes shall be required at all telephonic meetings.

Section 8. **Action by Written Consent.** Any action required or permitted to be taken at any meeting of the Board, or of any committee thereof, may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing or by electronic transmission and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board or committee. Action taken by electronic transmission must be transmitted by each member to all members of the Board, or of any committee thereof.

ARTICLE VIII - Executive Committee

Section 1. **Composition.** The President, the two First Vice Presidents, the Recording Secretary and the Treasurer shall constitute the Executive Committee.

Section 2. **Duties and Powers.** The Executive Committee shall act for the Board of Managers between meetings of the Board and any action taken shall be ratified by the Board at its next meeting.

Section 3. **Meetings.** Meetings of the Executive Committee shall be held at the call of the President.

Section 4. **Electronic Meetings.** Special meetings of the Executive Committee may be conducted by telephone conference call, video conference or through internet meeting services upon the call of the President. A quorum must be in attendance before the electronic meeting may be called to order and must remain on the line for any business to be transacted. The Recording Secretary must be and remain on the line throughout the electronic meeting. Only the business for which the meeting was called may be transacted. The Executive Committee shall adopt rules for electronic meetings to include a) call-in details, b) roll call for quorum, c) conducting business, and d) voting methods. Roll call votes shall be required at all telephonic meetings.

Section 5. **Quorum.** A majority of members of the Executive Committee shall constitute a quorum.

ARTICLE IX - Committees

Section 1. **Appointment of Committee Chairs and Committee Members.** Committee chairs shall be appointed annually by the President and approved by the Board. No member shall be eligible to serve more than six (6) consecutive years as the chair of one committee, except members appointed to Dumbarton House, Gunston Hall, and Sulgrave Manor shall be subject to the provisions of the *Bylaws* and the rules of the organization they serve. No officer or manager of the Society or the National Society shall serve as the chair of any committee, except the Budget Committee ~~and the Van Cortlandt House Museum and Collections Committee~~ whose chair shall ~~serve as an officer and manager~~ be the Treasurer, and no member shall serve as the chair of more than one committee at a time, except members who have the approval of the Board of Managers to do so. Chairs of committees, on receiving notice of their appointment from the Recording Secretary, and within 30 days following the Annual Meeting, shall submit a list of prospective members of their committees to the Board for approval. All committee memberships shall be for one year and shall expire at the Annual Meeting. No member shall be eligible to serve more than six (6) consecutive years as a member of one committee, except members who become chair of the committee, members who have served as past Presidents of the Society or members who have the approval of the Vice President supervising the committee to continue to serve. After six (6) (or more years if an exception is given in accordance with the previous sentence) consecutive years of service, one (1) year shall elapse before a member is eligible to serve on the same committee again.

Section 2. **Standing Committees.** Standing Committees of the Society shall be Art and Collections; Audit; Budget; Color Guard; Development; Dumbarton House (Board Member); Education Advisory; Educational Projects & Patriotic Services; Financial Advisory; Flower and Garden; Gunston Hall (Regent); Headquarters; Headquarters Events; Historical Activities; Hospitality; Library ~~and Genealogy~~; Van Cortlandt House Museum and Collections; Sulgrave

Manor (Associate Trustee); Prospective Members; ~~New Members~~; New Members, Transfers and Courtesy Dames; and Young Families & Junior Dames; and Young Members. All Standing Committees, except Sulgrave Manor, shall have at least three members. Standing Committees may appoint sub-committees, subject to approval by the Board. [The Nominating Committee shall also be a standing Committee of the Society as described in Article IV, Section 2 of these Bylaws.](#)

Section 3. **Duties of Standing Committees and their Chairs.**

- a. The **Art and Collections Committee** shall:
 - 1) Report to the First Vice President (~~Headquarters~~);
 - 2) Be in charge of the objects of historical interest in Headquarters and at the Van Cortlandt House Museum [in conjunction with the Van Cortlandt Committee](#);
 - 3) Have charge of the arrangements of furniture and ornaments and changes and improvements other than structural [at Headquarters](#);
 - 4) Pass upon the authenticity and [opine upon the](#) suitability of objects offered as gifts [to the Headquarters collection](#);
 - 5) Be in charge of such relics as may be transmitted by the Society to the NSCDA; and
 - 6) Provide programs and tours [inside and](#) outside of Headquarters.
- b. The **Audit Committee** shall:
 - 1) Review the audit reports of the Society submitted by the Society's independent public accountants; and
 - 2) Consider and make recommendations with respect to the management letter from the independent public accountants.
- c. The **Budget Committee** shall:
 - 1) Include the Treasurer, who shall be the chair and the chairs of the Van Cortlandt House Museum, Headquarters, Educational Projects and Development Committees and three other members chosen by the Treasurer; and
 - 2) Prepare an annual budget for the Society.
- d. The **Color Guard** shall:
 - 1) Report to the President; and
 - 2) Carry the flags at the Annual Meeting and other events.
- e. The **Development Committee** shall:
 - 1) Report to the Treasurer and the President; and
 - 2) Have charge over all fundraising activities of the Society.
- f. The **Dumbarton House Board Member** (referred to as our Lady of Dumbarton) shall:
 - 1) Represent the Society on the Dumbarton House Board;
 - 2) ~~Enlist other members, in~~ [In](#) consultation with the President, [enlist other members of the Society to be on a committee](#) to assist as needed; and
 - 3) Be subject to provisions of the NSCDA *Bylaws* Article XIV - Dumbarton House.
- g. The **Education Advisory Committee** shall:
 - 1) Report to the First Vice President (~~Educational Projects & Patriotic Services~~);
 - 2) Consist of the President, the Educational Projects Committee chair, the educational coordinators at Headquarters and Van Cortlandt, the director of Van Cortlandt and representatives of at least three educational institutions both public and independent;
 - 3) Provide guidance in maintaining the present education programs at a high level of educational content;
 - 4) Assist with developing new programs to keep pace with changes to the New York State education standards.

- h.** The **Educational Projects & Patriotic Services Committee** shall:
- 1) Report to the First Vice President (Educational Projects & Patriotic Services) who shall be an ex officio member of the committee with voting rights;
 - 2) Carry out the educational work of the Society as well as the Patriotic Services activities of the Society; and
 - 3) Works with the NSCDA to initiate and implement projects and programs that support the mission of the NSCDA.
- i.** The **Financial Advisory ~~Task Force~~ Committee** shall:
- 1) Report to the Treasurer;
 - 2) Select and direct the Portfolio Manager and Financial Advisor; and
 - 3) Be in charge of the review of the investment portfolio and investment policy guidelines.
- j.** The **Flower and Garden Committee** shall:
- 1) Report to the First Vice President (Headquarters);
 - 2) Decorate Headquarters for all important events; and
 - 3) Maintain the trees, flowers and shrubs at Headquarters.
- k.** The **Gunston Hall Regent** shall:
- 1) Represent the Society on the Gunston Hall Board;
 - 2) ~~Enlist other members, in~~ In consultation with the President, enlist other members of the Society to form a committee to assist as needed; and
 - 3) Be subject to provisions of the NSCDA *Bylaws Article XV* – Gunston Hall.
- l.** The **Headquarters Committee** shall:
- 1) Report to the First Vice President (Headquarters) who shall be an ex officio member of the Committee with voting rights;
 - 2) Have at least one member who shall be a member of the Art and Collections Committee;
 - 3) Run and maintain the Headquarters; and
 - 4) Keep, review and update, together with the Historian, the inventory of property held at Headquarters ~~and at the Van Cortlandt House Museum.~~
- m.** The Headquarters Events Committee shall:
- 1) Report to the First Vice President Headquarters who shall be an ex officio member of the Committee with voting rights; and
 - 2) Organize special events such as the Christmas Reception.
- n.** ~~m.~~ The **Historical Activities Committee** shall:
- 1) Report to the First Vice President (Educational Projects & Patriotic Services);
 - 2) Have charge of the historical work of the Society, such as the collection of records, the marking of sites, the publication of historical pamphlets and the arrangement of lectures and historic tours; and
 - 3) Work with the NSCDA to initiate and implement projects and programs that support the mission of the NSCDA.
- o.** ~~n.~~ The **Hospitality Committee** shall:
- 1) Report to the First Vice President (Headquarters) who shall be an ex officio member of the Committee with voting rights;
 - 2) Arrange all receptions at Headquarters other than special events such as the Christmas Reception, working with the chair of the committee sponsoring the event; and
 - 3) Coordinate with the First Vice President (Educational Projects & Patriotic Services) and the Second Vice President (Membership) and any of their or any other committees to provide support for all events being held at Headquarters.

- p. ~~e.~~ The **Library and Genealogy Committee** shall:
- 1) Report to the Second Vice President (~~Membership~~); and
 - 2) Have charge of the books in the Library, the accession book, the catalog, the purchase of books, and all matters pertaining to the care of the Library.
- q. ~~p.~~ The **Van Cortlandt House Museum and Collections Committee** shall:
- 1) Include the President and the Second Vice President (~~Van Cortlandt~~)-who shall be ex officio members of the Committee with voting rights;
 - 2) Include the Treasurer and one or more additional members of the Board selected by the President with the advice of the Second Vice President, Van Cortlandt and the chair of the Van Cortlandt House Museum and Collections Committee;
 - 3) Have charge of negotiations with the Parks Department of the City of New York for the maintenance of the structure of the Van Cortlandt House in Van Cortlandt Park (the “House”), its appurtenances and grounds;
 - 4) Maintain the interior of the House;
 - 5) Maintain the herb garden;
 - 6) Oversee the arrangement, insurance, maintenance and restoration of all the furnishings of the House;
 - 7) Oversee the day-to-day management of the House and Welcome Center;
 - 8) Accept or decline all articles offered as gifts to the Van Cortlandt House Museum in accordance with the Gift Acceptance Policy of the Society;
 - 9) Be in charge of the objects of historical interest at the Van Cortlandt House Museum in conjunction with the Art and Collections Committee;
 - 10) Keep, review and update, together with the Historian, the inventory of property held at the Van Cortlandt House Museum;
 - 11) ~~9)~~ Arrange all loan exhibits at the House Museum; and
 - 12) ~~10)~~ Arrange educational programs and use of the ~~auditorium~~ Herb Cellar.
- r. ~~q.~~ The **Friends of Sulgrave Manor Associate Trustee** shall:
- 1) Represent the Society to the Friends of Sulgrave Manor;
 - 2) Enlist other members, in consultation with the President, to assist as needed;
 - 3) Be subject to provisions of the NSCDA *Bylaws* Article XVI – Sulgrave Manor.
- s. ~~r.~~ The **Prospective Members, New Members, Transfers and Courtesy Dames Committee** shall:
- 1) Report to the Second Vice President (~~Membership~~) who, together with the Registrar, the Assistant Registrar for Associate States, and the Corresponding Secretary ~~and the New Members, Transfers and Courtesy Dames Committee chair~~, shall serve as ex officio members of the committee with voting rights;
 - 2) Review candidate proposals and, when such reports are favorable, vote to recommend their admission;
 - 3) Present recommended candidates to the Board of Managers as specified in Article III Membership, Section 1c.
 - 4) Enlist other members, in consultation with the President, to assist as needed including Past Presidents of the Society who shall serve in an advisory capacity (without voting rights) and participate in letter readings;
 - 5) Have at least three voting members participate in all letter readings;
 - 6) ~~5)~~ Consider Legacy candidates in the same manner as other candidates and in accordance with policy adopted by the Board of Managers;
 - 7) ~~6)~~ Recuse Have the chair recuse herself when the ~~Membership Committee~~ committee considers any candidate proposed or seconded by the chair;

- 8) ~~7) Advise~~Have the chair advise other committee members to recuse themselves when the ~~Membership Committee~~committee considers any candidate proposed or seconded by the committee member; and
- 9) ~~8)~~ Abide by the NSCDA requirements, as provided in the NSCDA *Bylaws*, Article XVIII, Section 1 Admission to Membership.
- ~~s. The New Members, Transfers and Courtesy Dames Committee shall:~~
 - ~~1) Report to the Second Vice President (Membership); and~~
 - ~~2) Welcome new members, transfers and courtesy dames and encourage their participation in the activities of the Society.~~
- ~~t. The Young Families & Junior Dames Committee shall:~~
 - ~~1) Report to the Second Vice President (Membership); and~~
 - ~~2) Plan programs for the families of young members of the Society and junior dames.~~
- ~~u. The Young Members Committee shall:~~
 - ~~3) Report to the Second Vice President (Membership); and~~
 - ~~4) Plan programs for the young members of the Society.~~
- ~~v. The Newsletter Committee Chair shall:~~
 - ~~1) Prepare, edit and have printed the Society newsletter for the membership; and~~
 - ~~2) Enlist other members, in consultation with the President, to assist as needed.~~
- ~~v. w-~~ v. w- The **Local Town and County Committees** (if any) shall:
 - 1) Be formed in areas throughout the state of New York in locations that make it difficult to attend meetings of the Society; and
 - 2) Adhere to rules in these *Bylaws*, Article X Town and County Committees.
- ~~w. x-~~ w. x- The **Assistant Registrar** shall be appointed by the President, shall act for the Registrar in the event of illness or inability of the Registrar and perform such duties of the Registrar as may be delegated by the Registrar or by the Board of Managers.
- ~~x. y-~~ x. y- The **Assistant Registrar for Associate States** shall be selected by the Registrar with approval of the President, shall perform such duties as may be assigned to her by the Registrar and shall serve ex-officio on the Prospective Members, New Members, Transfers and Courtesy Dames Committee with voting rights.

Section 4. **Other Committees and Task Forces**. Such other committees, standing or special, may be established by the President with consent of the Board of Managers. The Board of Managers may also establish task forces on an as needed basis to address a specified purpose for a limited period of time and appoint a leader of the task force.

Section 5. **Electronic Meetings**. Meetings of a committee may be conducted by telephone conference call, video conference or through internet meeting services upon the call of the chair. A quorum must be in attendance before the electronic meeting may be called to order and must remain on the line for any business to be transacted. The committee secretary must be and remain on the line throughout the electronic meeting. Only the business for which the meeting was called may be transacted. A committee shall adopt rules for electronic meetings to include a) call-in details, b) roll call for quorum, c) conducting business, and d) voting methods.

Section 6. **Quorum**. A majority of committee members shall constitute a quorum. The President shall not be included in the quorum.

ARTICLE X - Town and County Committees

Section 1. Formation and Status.

- a. If members of the Society reside in locations which make it difficult for them to attend meetings of the Society, either business or instructive, it is recommended, where deemed necessary by the Society President and Board of Managers, that Town and County Committees be appointed in the principal towns and counties throughout the State.
- b. These committees shall be Standing Committees, working as all such committees do, under the Board of Managers, under the bylaws of the Society.
- c. Each Town and County Committee shall be encouraged to offer one annual program, such as a lecture or historical tour, in their local community.

Section 2. Membership.

- a. The committees shall consist of all the members residing in said towns or counties. The Corresponding Secretary shall notify the chair of the Town or County Committee of the admission of new members of such committees.
- b. Recommendations to the Board of Managers from Town or County Committees must be made to add strength to the letters of the proposer and seconder of a person nominated for membership.
- c. No member may be added to a Town or County Committee or dropped from such a committee except by the authority of the President or at the member's own request.

Section 3. Dues and Finances

- a. The Town or County Committees shall apply to the Society for such financial aid as they may need for supplies, or for carrying out any local historical work which they may wish to undertake, and which the Board of Managers may approve; but not for any social functions. The annual dues of the Society being from all members throughout the state, all sections should share in the use of them for such work.

Section 4. Officers.

- a. Each Committee shall choose its own officers to include: chair, secretary, and treasurer, [as appropriate](#).

Section 5. Duties of Officers.

- a. The chair of the Town or County Committee shall report to the Board of Managers of her Corporate Society at the regular meeting of the Board, which, in turn, shall send to all Town and County Committees the actions of the Society at its regular meetings, and any other interesting facts or papers to be read at the meetings of the Town or County Committee.
- b. The Secretary shall notify all these members of all meetings of the Committee.

ARTICLE XI - Fiscal Policies

Section 1. Fiscal Year. The fiscal year of the Society shall be the calendar year.

Section 2. Accounting. Accounting for the Society shall be kept in accordance with generally accepted accounting practices and the Society's financial statements shall be audited annually by a certified public accountant approved by the Board of Managers.

Section 3. **Dues, Fees and Assessments.** Dues are as specified in the NSCDA *Bylaws*, Article IV, Section 3 Per Capita Dues. Dues, Fees and Assessments of the NSCDNY shall be approved by the Board of Managers.

Section 4. **Society Property.** The legal title and ownership of all the property and assets of the Society shall be vested in The National Society of Colonial Dames in the State of New York.

Section 5. **Disposition of Assets.** If, in the event of the dissolution of the Society, there shall be any assets or property remaining after the payment or satisfaction in full of all just claims and demands against the Society, or after the retention of moneys for such purpose, such assets or property shall be distributed as the Board or a court having jurisdiction in the premises may decide to such institution or institutions organized and operating exclusively for charitable or educational purposes as such as described in Section 170(c)(2)(8), Section 501(c)(3) and Section 2055(a)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws, and whose purposes and activities are consonant with or similar to those of the Society. Any distribution of assets or property, however, shall be subject to the statutory provisions relating thereto.

Section 6. **Indemnification.** The Society shall indemnify each member of the Board of Managers to the fullest extent permitted by the applicable provisions of the New York Not-for-Profit Corporation Law. In addition, consistent with the laws of the State of New York, each person who serves or has served as an employee or as a voluntary member of any body of the society, or who serves or has served any other corporation, or any partnership, joint venture, trust or other enterprise voluntarily in any capacity at the express request of the Society, shall be indemnified by the Society against all legal fees and expenses actually and reasonably incurred by, and for fines and judgments against such person in connection with any action, suit or proceeding, or any appeal therein, to which the person may be made a party by reason of such service, if such person acted in good faith for a purpose she reasonably believed to be in the best interests of the Society or not opposed to the best interests of such other corporation, partnership, joint venture, trust or other enterprise; and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that her conduct was unlawful. With respect to actions brought other than by or in the right of the Society, expenses shall include the cost of reasonable settlement made with a view to curtailing litigation. Indemnification for any such settlement expenses shall be subject to the prior approval of such settlement by the Society. The foregoing right of indemnification shall not preclude the exercise of other rights to which any said person shall be entitled as a matter of law.

Section 7. **Insurance.** Insurance coverage shall be obtained at the direction of the Board of Managers.

ARTICLE XII - Representation

Section 1. **Delegates and Alternates.** The Society President shall be a delegate to the National Council also known as the Biennial Council. If the President is not attending, the First Vice President (Educational Projects & Patriotic Services) shall be the delegate, otherwise the President, with consent of the Board of Managers shall appoint a delegate. In addition, the President shall, with consent of the Board of Managers, appoint four additional delegates. The Board of Managers may elect or appoint five alternates to the National Council. Delegates and alternates to National

Councils are as provided in the NSCDA *Bylaws*, Article VIII, Section 2 Members of the Biennial Council, Delegates and Alternates.

Section 2. **Credentials Committee.** As soon as the delegates and alternates are elected, the Society Corresponding Secretary shall send a typewritten or electronic list of delegates and alternates to the NSCDA Chair of the Committee on Credentials, as provided in the NSCDA *Bylaws*, Article VIII, Section 2 Members of the Biennial Council, Delegates and Alternates.

Section 3. **Reimbursement.** In the case of the Society President, the Society delegate to the National Council and to the called meetings of the National Board shall send a written request to the NSCDA Treasurer for reimbursement of expenses for travel and lodging as approved in the NSCDA budget for that year, subject to the provisions of the NSCDA *Bylaws*, Article VI, Section 9 Treasurer and Article VIII, Section 3 Meetings.

Section 4. **Proposals by Members.** The Society President shall accept a proposal from any member desiring to present new business to the National Council and to forward the proposal, in writing, with full information, to the New Business Committee Chair for consideration, as provided in the NSCDA *Bylaws*, Article VIII, Section 4 Business.

Section 5. **Preparation for National Board.** The Society President shall receive the National Board agenda from the NSCDA Recording Secretary and shall instruct each representative, as provided in the NSCDA *Bylaws*, Article XVIII, Section 9 Duties of Officers.

Section 6. **Regional Conferences.** The Society shall be entitled to send one delegate and five alternates to the Regional Conference, as provided in the NSCDA *Bylaws*, Article IX, Section 4 Attendance. The Society President shall be the delegate to the Regional Conference. The Board of Managers may elect five alternates to the Regional Conference. If the President is not attending, the First Vice President (~~Programming~~) [Educational Projects & Patriotic Services](#) shall be the delegate; otherwise the President with consent of the Board of Managers shall appoint a delegate. The delegate shall make oral and written reports to the Society.

ARTICLE XIII - Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with the *Constitution* and the *Bylaws* of the NSCDA or *Bylaws* of [the](#) NSCDNY or any special rules of order the Society may adopt.

ARTICLE XIV - Amendment

Section 1. **Amendment.** These bylaws may be amended or revised at any regular membership meeting of the Society, providing the amendments or revision have been approved by the Board of Managers and a copy made available to each Society member, either by electronic means or a written copy, at least three weeks prior to the meeting. Amendments or revisions to these bylaws may also be proposed in writing and signed by any fifteen members. Amendments or revisions shall be adopted by a majority vote at any regular membership meeting.

Section 2. **Policies.** Policies may be adopted by the Board of Managers when not in conflict with the *Bylaws* of the Society. Policies may be amended or rescinded by a majority vote of the Board of Managers.

These Amended and Restated By-laws were adopted in May 2018 and updated in April 2019 [and April 2021](#).

* * * * *

SPECIAL RULES OF ORDER

ARTICLE I - Order of Business

Section 1. **Order of Business.** The regular Order of Business for the Annual Meeting shall be as follows as may be amended or suspended by a majority vote of the assembly.

- Meeting called to order by the Presiding Officer
- Prayer
- Salute to the Flag
- Objects of the Society
- Approval of Minutes
- Establish a quorum is present
- Report of the President
- Reports of the Officers and Board of Managers (or abstracts thereof)
- Reports of Standing Committees and Special Committees (or abstracts thereof)
- Miscellaneous business
- Special notices and Announcements
- Election of Officers, Managers and Nominating Committee
- Adjournment

Section 2. **Consent Agenda.** A consent agenda may be presented by the President at the beginning of the meeting. Any item may be removed from the Consent Agenda at the request of a voting member. Items not removed shall be adopted by unanimous consent without debate. Items removed may be taken up after presentation of the Consent Agenda or placed later on the agenda at the discretion of the President.

ARTICLE II - Time Limits

Section 1. **Time Limit for Reports.** Officer reports shall be limited to three (3) minutes each, except the President and the Treasurer shall not be timed. Committee reports shall be limited to two (2) minutes each. By a two-thirds vote, the assembly may limit or extend time for reports.

Section 2. **Time Limit for Debate.** Debate at the Annual Meeting shall be limited to three (3) minutes per member and twenty (20) minutes per motion unless amended by a two-thirds vote of the assembly.

Section 3. **Time-Keeper.** The President may appoint a time-keeper at any meeting.

These Amended and Restated By-laws were adopted in May 2018 and updated in April 2019 [and April 2021](#).

* * * * *

ADDENDUM

THE NATIONAL SOCIETY OF THE COLONIAL DAMES OF AMERICA

BYLAWS

Adopted October 16, 2016

ARTICLE XVIII - Corporate Societies

SECTION 1. Organization. The Corporate Societies constitute The National Society of The Colonial Dames of America as specified in the *Constitution* Article I Title, and the *Bylaws*, Article IV Membership, Section 1 Composition. Each Corporate Society shall maintain its bylaws to be in conformance with the *Constitution* and the *Bylaws*.

SECTION 2. General Provisions. The Objects of the National Society as set forth in the *Constitution*, Article II, shall be interpreted to include activities, which although not mentioned among the Objects of the *Constitution*, are nevertheless in harmony with the ideals of the National Society and may be classed as fundamentally patriotic service. The test of such activities shall be their steadfast underlying patriotic purpose and their direction through whatever means may be employed toward the educating mentally, morally, or physically of better American Citizens. Great care must be exercised by the Corporate Societies not to overstep the limits of this interpretation. The Corporate Societies shall continue their policy of assisting or cooperating with historical or patriotic organizations. At no time shall any Corporate Society be associated, affiliated, or otherwise connected with any organization whose activities might be construed as political or partisan, as such activities would not be deemed consistent with the general good of the National Society.

SECTION 3. Admission to Membership

- a. A candidate for admission to a Corporate Society shall be proposed and seconded by any two members of the Corporate Society. A candidate may also be proposed by a member of another Corporate Society if the Board of Managers of the receiving Corporate Society approves.
- b. Each of the Colonial Societies shall maintain its own eligibility list, according to our *Constitution* and the bylaws of each Colonial Society, for publication in the National Register of Ancestors. It is recommended but not required that a candidate use a line of descent from the Register of Ancestors.
- c. All proposal forms shall include name, date, and service of the qualifying ancestor, stating approved authorities for the same.
- d. All lines of descent shall be endorsed by a genealogist chosen by the Colonial State Society or the Domicile Society.
- e. All proposal forms and lineage papers shall be typewritten or computer generated.
- f. A Colonial State Society is responsible only for historical and ancestral claims of candidates from Associate States. Proposal forms and lineage papers of Associate State candidates shall be handled according to procedures established by the National Registrar in consultation with the Colonial State Registrars. It is recommended that the proposal forms and lineage papers of the Associate State Societies be approved by a genealogist before being sent to the Colonial State Societies.

- g. The Colonial State Societies and the Domicile Society shall have uniform lineage papers that require documentary proof with dates of the line of ascent from the first generation to each ancestor as well as documentary proof with dates of loyal service to the Colonies of the qualifying ancestor.
- h. Lineage papers shall have only one ancestral line to be considered for admission. Supplemental claims may be filed after a candidate has become a member.
- i. A member shall hold membership in only one Corporate Society at one time. There shall be no members-at-large, as provided in the *Bylaws*, Article IV Membership, Section 1 Composition.
- j. A Corporate Society shall not accept a candidate for membership if it is known that she has been rejected by another Corporate Society.

SECTION 4. **Courtesy Membership**

- a. A Courtesy Member is a temporary member of a Corporate Society who continues to pay her National per capita dues and Corporate Society dues to the Corporate Society of which she is still a member. The rules for Courtesy Membership may vary in the Corporate Societies; there may be a time limit, a payment of a fee (not dues), and a limit to the privileges and activities of a Courtesy Member.
- b. A letter of introduction from the registrar of a member's own Corporate Society to the registrar of another Corporate Society shall entitle the member to receive such recognition and courtesies as the rules allow. The letter shall include the member's name, maiden name, address, telephone number, and Colonial and Associate State numbers and shall state that the member is in good standing with no dues in arrears. In addition, a copy of the letter shall be sent to each of the impacted Corporate Societies' Presidents.

SECTION 5. **Transfer of Membership**

- a. Pursuant to the Transfer Resolution, membership shall be freely transferable between Corporate Societies without a waiting period but subject to the requirements of this Section.
- b. A member in good standing with no dues in arrears in the Corporate Society that she leaves may transfer to a Corporate Society in the state where she will permanently reside. In the latter Corporate Society only shall she pay her annual dues and have the privileges of attending meetings, making motions and voting.
- c. A member wishing to transfer shall send official written notice of her intention to transfer to the registrar of the Corporate Society from which she is transferring.
- d. A member, upon transferring to another Corporate Society, shall be furnished by the Corporate Society that she leaves with a copy of her papers, upon payment by the member of the amount necessary for copying.
- e. When a member transfers from one Corporate Society to another, she does not resign her membership in the National Society but withdraws her membership from her former Corporate Society as soon as her transfer is accepted by her new Corporate Society.
- f. No transfer may become effective until the registrar of the Corporate Society to which a member transfers has notified the registrar of the Corporate Society from which she came.

SECTION 6. Resignations. When a member wishes to resign from her Corporate Society and is not transferring to another Corporate Society, her resignation applies to her Corporate Society and to the National Society.

SECTION 7. Dues and Fees

- a. Corporate Societies may require candidates to pay initiation fees. A candidate from an Associate State Society must pay an initiation fee to the Colonial State Society through which she is being admitted as well as any fee of the Associate State Society she is joining.
- b. Each Corporate Society fixes and retains its annual dues. Included in the annual dues are the National per capita dues which are collected by the Corporate Society Treasurer and paid to the National Treasurer on the first day of January every year.

SECTION 8. Officers and Managers, Election and Term of Office. Corporate Society officers and managers' election and term of office shall be as specified in the *Constitution*, Article V, Sections 2 and 3. Officers are elected for a term of one year or until their successors are elected. Managers are elected for a two or three year term or until their successors are elected. A majority shall elect. No officer or manager may serve more than six years in one office.

SECTION 9. Duties of Officers

- a. Corporate Society officers shall perform the duties prescribed by the *Constitution* and *Bylaws*, by the Corporate Society bylaws, by the parliamentary authority adopted by the NSCDA and the Corporate Society, and other such duties as shall be ordered by the Corporate Society Board of Managers.
- b. Each Corporate Society shall make its annual report available to the other Corporate Societies and to the National Officers calling attention to whatever may be thought worthy of observation concerning the Corporate Society, as specified in *the Constitution*, Article V Corporate Societies, Item 9 Annual Reports;
- c. Each Corporate Society President shall report at the Biennial Council;
- d. Each Corporate Society President shall discuss with her Board of Managers and the delegates selected to the Biennial Council the matters to be brought before the National Council for vote, in order that the delegates may represent the Corporate Society at the Biennial Council;
- e. A Corporate Society's Board of Managers may appoint a substitute to act for its President at a National Board meeting;
- f. Each Corporate Society President shall instruct its representatives, based on the agenda sent by the Recording Secretary prior to the National Board meeting;
- g. Each Corporate Society Registrar shall transmit to the National Registrar and to the National Society Office at Dumbarton House twice yearly a report of changes in membership. This is to include changes in name and address and the names of new members, transfers, and those who have died, resigned, or been dropped, as specified in *the Constitution*, Article V, Section 8.

SECTION 10. Meetings. Corporate Societies shall meet annually as specified in *the Constitution*, Article V, Section 1.

SECTION 11. Board of Managers. The affairs of a Corporate Societies shall be conducted by the Board of Managers as specified in the *Constitution*, Article V, Section 2.

SECTION 12. **Representation.**

- a. Each Corporate Society shall elect or appoint delegates and alternates to the Biennial Council in accordance with its own bylaws. As provided in the *Bylaws*, Article VIII National Councils, Section 2 Members of the Biennial Council, Delegates and Alternates, each of the original fourteen societies shall elect or appoint five (5) delegates and may elect or appoint five (5) alternates. Each Associate State Society shall elect or appoint one (1) delegate and may elect or appoint five (5) alternates.
- b. Each Corporate Society shall elect or appoint delegates to the Regional Conference in accordance with its own bylaws, as provided in the *Bylaws*, Article IX Regional Conferences, Section 4 Attendance.

SECTION 13. **Town and County Committees**

- a. If members of a Corporate Society reside in locations which make it difficult for them to attend meetings of the Corporate Society, either business or instructive, it is recommended, where deemed necessary by the Corporate Society President and Board of Managers, that Town and County Committees be appointed in the principal towns and counties throughout the State.
- b. The committees shall consist of all the members residing in said towns or counties. The Secretary of the Corporate Society shall notify the chair of the Town or County Committee of the admission of new members of such committees.
- c. Each Committee shall choose its own officers to include: chair, secretary, and treasurer. The Secretary shall notify all these members of all meetings of the Committee.
- d. The chair of the Town or County Committee shall report to the Board of Managers of her Corporate Society at the regular meeting of the Board, which, in turn, shall send to all Town and County Committees the actions of the Corporate Society at its regular meetings, and any other interesting facts or papers to be read at the meetings of the Town or County Committee.
- e. The Town or County Committees shall apply to the Corporate Society for such financial aid as they may need for supplies, or for carrying out any local historical work which they may wish to undertake, and which the Board of Managers may approve; but not for any social functions. The annual dues of the Corporate Society being from all members throughout the state, all sections should share in the use of them for such work.
- f. Recommendations to the Board of Managers from Town or County Committees must be made to add strength to the letters of the proposer and seconder of a person nominated for membership.
- g. No member may be added to a Town or County Committee or dropped from such a committee except by the authority of the President or at the member's own request. These committees shall be Standing Committees, working as all such committees do, under the Board of Managers, under the bylaws of the Corporate Society.

SECTION 14. **Formation of New Corporate Societies.**

- a. Whenever a movement is begun to form a new Corporate Society in a state where none exists, and there are at least five members of the National Society residing in that state and forming part of the movement, the matter shall be referred to the President of the National Society and by her to the Executive Committee. If, after such investigation as seems to the Executive Committee appropriate, the movement is approved, the President of the National Society shall appoint an organizer in that state.

- b.** After the number of ladies in the movement reaches twelve, all of whom are either members of the National Society, or are qualified and properly accepted as members in the Colonial State Societies through which they claim descent, they may meet for the Objects of the National Society under a Corporate Society Chair appointed for the first year by the President of the National Society, and thereafter elected by themselves, and they may apply for admission to membership in the National Society.
- c.** To be considered for admission to membership in the National Society, the proposed new Corporate Society shall meet the requirements set forth in the governing documents of the National Society, to include the *Constitution*, the *Covenant*, the *Bylaws*, the *Special Rules of Order*, the *Transfer Resolution*, and other governing documents that may be adopted.
- d.** The proposed new Corporate Society may be admitted to membership at any National Council under the title of: “The National Society of The Colonial Dames of America in the State [or Commonwealth] of ...” or as specified in the *Bylaws*, Article I Name and Copyright, Section 3.
- e.** Each Corporate Society shall be incorporated under applicable state law.

Summary report:	
Litera® Change-Pro for Word 10.7.0.7 Document comparison done on 2/24/2021 7:23:36 PM	
Style name: Default Style	
Intelligent Table Comparison: Active	
Original DMS: iw://VDMS/PHDATA/6396078/7	
Modified DMS: iw://VDMS/PHDATA/6396078/10	
Changes:	
<u>Add</u>	110
Delete	118
Move From	0
<u>Move To</u>	0
<u>Table Insert</u>	0
Table Delete	0
<u>Table moves to</u>	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	228