

THE COLONIAL SOCIETY OF MASSACHUSETTS
87 Mount Vernon Street
Boston, Massachusetts 02108

By-Laws: Amended and Restated as of November __, 2019

Article I

Name

The name of the corporation shall be The Colonial Society of Massachusetts (the "Society").

Article II

Purposes

The purposes of the Society are as set forth in the Articles of Incorporation in effect from time to time.

Article III

Corporate Seal

The seal of the Corporation shall be an escutcheon: azure, a cross (from the arms of the Plymouth Colony) and in the canton a Native American holding a bow and arrow, as in the early seals of the Colony of the Massachusetts Bay, all gold, surrounded by a circular band bearing the legend, "THE COLONIAL SOCIETY OF MASSACHUSETTS, 1892."

Article IV

Members

Sect. 1. The Society shall be composed of Resident, Non-Resident, and Honorary Members (collectively, "Members"). As provided in Section 10, any Member may recommend to the Council any person or persons to be considered for any class of Membership. The Council shall consider, but shall not be bound by, such recommendations in nominating persons for the classes of Membership. Persons nominated by the Council for any class of Membership will be voted upon by the Resident Members present at any meeting of the Society's Members and approved by a majority vote thereof. Any person so elected must provide to the Secretary his or her acceptance in writing within thirty days of receiving notice of such election by the Secretary or the election will be rendered null and void.

Sect. 2. Resident Members, the number of whom shall not be in excess of two hundred, are those who have a residence or place of business in Boston, or within sixty miles therefrom, and such other Members as, under the provisions of these By-Laws, are Resident Members. Resident

Members shall pay an admission fee and annual assessments, each of which shall be fixed from time to time by the Council subject to ratification by a majority of the Resident Members present at the next Annual Meeting of the Society.

Sect. 3. Non-Resident Members, the number of whom shall not be in excess of two hundred, are those who have no residence or place of business in Boston, or within sixty miles therefrom, and such other Members as, under the provisions of these By-Laws, are Non-Resident Members. Non-Resident Members shall pay an admission fee and annual assessments, each of which shall be fixed from time to time by the Council subject to ratification by a majority of the Resident Members present at the next Annual Meeting of the Society.

Sect. 4. Honorary Members, the number of whom shall not be in excess of fifteen, shall be exempt from all fees and assessments and shall be chosen from among persons who have achieved eminence in history, literature, art or science, or professional or public service.

Sect. 5. If a Non-Resident Member shall change his or her residence or place of business to Boston or within sixty miles therefrom, he or she shall be transferred by the Secretary to Resident Membership, and shall be liable to pay the balance of the admission fee. A Resident Member ceasing to have a residence or place of business in Boston, or within sixty miles therefrom, shall be transferred by the Secretary to Non-Resident Membership. A Resident or Non-Resident Member may be transferred to Honorary Membership only by vote of the Resident Members as provided in Section 1 of this Article. Transfers of Resident and Non-Resident Membership under the provisions of this section may be made irrespective of the numerical limits provided in Section 2 through 4 of this Article, but no new Member may be elected to any class until the total number of the relevant class falls below the limit provided for such class. Annual assessments for any Member may be waived by a vote of the Council.

Sect. 6. Any Resident or Non-Resident Member shall be exempt from the payment of his or her annual assessment if, at any time after his or her admission, he or she shall pay into the treasury a commutation fee, in addition to his or her previous payments. Such commutation fee shall be fixed from time to time by the Council subject to ratification by a majority of the Resident Members present at the next Annual Meeting of the Society. A Non-Resident Member who commutes his or her annual assessments may, upon his or her request to the Secretary, be transferred to Resident Membership.

Sect. 7. Only Resident Members shall be eligible to be an Officer or non-Officer member of the Council and to vote at meetings of the Society. All other Members shall have the rights specified in these By-Laws, including the right to recommend candidates for Membership.

Sect. 8. If any Resident or Non-Resident Member shall neglect to pay the annual assessment, his or her Membership shall cease at the close of the current fiscal year. Such person may be reinstated by the Council upon payment of arrears and his or her assessment for the current year.

Sect. 9. Candidates for Membership shall be at least twenty-one years of age and shall be persons interested in the purposes of the Society. They may be recommended in writing by any Member, such writing to be addressed to the Secretary, who will circulate it to each member of the Council. Pending recommendations for Membership, if any, shall be put on the agenda of the

Council at the next succeeding Council meeting. The Secretary shall keep a list of all pending recommendations for Membership.

Sect. 10. A Member may resign from the Society at any time by sending a written resignation to the Secretary.

Sect. 11. A Member may be suspended or expelled at any meeting of the Society by a majority vote of the Resident Members present at such meeting for conduct which, in the opinion of the Council, is, has been, or is likely to be detrimental to the welfare or reputation of the Society; provided, however, that a recommendation to that effect has been made by the Council to the Society, and provided further that the Council shall have given the Member notice of the conduct complained of, and shall have allowed him or her an opportunity to appear at a meeting of the Council to discuss such conduct, and that such report by the Council shall have been approved by a vote of the Council.

Article V

Officers and Council Members

Sect. 1. The officers of the Society shall be a President, four Vice-Presidents, a Secretary, a Treasurer, and an Editor of Publications (collectively, the "Officers"). The Council shall be composed of the Officers and three other Resident Members.

Sect. 2. All Officers, except the Editor of Publications, and the non-Officer members of the Council shall be nominated by the Nominating Committee and elected by the Resident Members at the Annual Meeting as provided in Section 1 of Article IV, and, except for the three non-Officer members of the Council, shall hold their respective offices for one year or until their successors are duly elected unless they sooner die, resign, or are removed. At each Annual Meeting, one non-Officer member of the Council shall be elected for a term of three years, in place of the non-Officer member whose term then expires, but no non-Officer member of the Council who has served a full term of three years shall be eligible for reelection until one year after the expiration of such term. The Editor of Publications shall be appointed by the Council to hold office during its pleasure. The same person may hold more than one office, but shall have only one vote as a member of the Council. Any vacancy on the Council not filled at the Annual Meeting or occurring after said meeting may be filled by a vote of the Council until ratified by the Resident Members at the next Annual Meeting.

Sect. 3. Only Resident Members shall be eligible to hold office, and upon the termination of his or her Membership in the Society, or upon his or her transfer to any other class of Membership other than Honorary Membership, the office of any such Officer shall thereupon become vacant.

Sect. 4. No Officer, except for the Editor of Publications, shall receive any pecuniary compensation for his or her services.

Sect. 5. All Officers shall perform their duties under the direction of the Council. Any Officer may be removed from office by a majority vote of the Council, not including for quorum or voting purposes the Officer being considered for removal.

Sect. 6. The Council shall appoint an Assistant Treasurer, to hold office during its pleasure, who shall perform such of the duties of the Treasurer as the Council or the Treasurer, with the consent of the Council, may delegate to him or her.

Article VI

President and Vice-Presidents

Sect. 1. Subject to the direction of the Council, the President shall be the chief executive officer of the Society, and shall preside at all meetings of the Society and of the Council. The President shall be given notice of, and may attend, all committee meetings except for the Audit Committee and the Nominating Committee. The President shall have such other duties as the Council may direct from time to time.

Sect. 2. During the absence or disability of the President, in each case as determined by the Council, or if there be a vacancy in the office of the President, the senior Vice President in tenure shall perform the duties of the President, or if he or she is unwilling or unable to perform such duties, the next most senior Vice President in tenure shall perform said duties.

Sect. 3. When none of these Officers are present at any meeting of the Society or of the Council, the meeting shall be called to order by the Secretary, who shall preside until a chairperson is chosen by the Council for such meeting.

Article VII

Secretary

Sect. 1. The Secretary shall be the clerk of the Society and of the Council and shall make and keep minutes of the meetings of the Society and of the Council, which minutes shall show the names of the members present.

Sect. 2. He or she shall keep records of the names all present and former Members of the Society, and shall notify each Member of his or her election, and mail to him or her a copy of these By-Laws. He or she shall have custody of all written reports provided to the Council or the Members by any Officer, committee, or third party.

Sect. 3. He or she shall send notices of all meetings of the Society and of the Council, as required by law or these By-Laws.

Sect. 4. Except as otherwise provided in these By-Laws, he or she shall have custody of all records relating to the operations of the Society. He or she shall have custody of the Corporate Seal, and of the bond of the Treasurer, if any.

Sect. 5. He or she shall report at the Annual Meeting on the numerical state of the Membership by class, all transfers from one class of Membership to another, and the names of deceased Members whose deaths have been reported to him or her during the year.

Sect. 6. He or she shall have such other duties as are provided by law or these By-Laws or may be directed by the Council from time to time.

Sect. 7. During his or her absence or disability, as determined in each case by the Council, or if the office be vacant, his or her duties shall be performed by a person appointed by the Council.

Article VIII

Treasurer

Sect. 1. Subject to the direction of the Council, the Treasurer shall have responsibility for the financial affairs of the Society, the power to invest and reinvest the funds of the Society, and authority in the name and behalf of the Society to collect and receive all monies due the Society, including all donations paid in cash or securities. In consultation with the Finance Committee, the Treasurer shall prepare, and present to the Council for its approval, an annual budget for the Society.

Sect. 2. He or she shall have authority to make payments for the budgeted expenses of the Society and, with the approval of the Council, shall make payments for non-budgeted expenses of the Society.

Sect. 3. He or she shall keep, in records belonging to the Society, full and accurate accounts of all income, expenses, and assets of the Society. He or she shall have custody of all books of account, vouchers, contracts, correspondence, and other papers and documents relating to the performance of his or her duties.

Sect. 4. Subject to the direction of the Council, he or she shall keep the property of the Society insured against fire or other casualty, in such amounts and in such manner as the Council may order from time to time.

Sect. 5. He or she shall furnish such bond, at the expense of the Society, for the faithful performance of his or her duties, as the Council from time to time may direct.

Sect. 6. He or she shall render a report at each Annual Meeting of his or her activities during the preceding fiscal year, and of the property of the Society in his or her charge. He or she shall render such other reports to the Society or to the Council as the Council may direct from time to time.

Sect. 7. He or she shall mail bills for the annual assessment to all Members liable therefor on or about the first day of December of each year, and to all Members in arrears on or about the first days of March, June, and September, and with any bill sent on the latest of these dates, he or she shall inform the member of the provisions of Section 8 of Article IV.

Sect. 8. During his or her absence or disability, determined in each case by the Council, or if the office be vacant, his or her duties shall be performed by the Assistant Treasurer in accordance with the provisions of Section 6 of Article V.

Article IX

Editor of Publications

Sect. 1. The Editor of Publications, in consultation with the Publications Committee and subject to the direction of the Council, shall supervise the editing, publishing, and sale of all publications of the Society, and shall have such other duties as the Council may direct from time to time.

Sect. 2. In the event of his or her absence or disability, as determined in each case by the Council, or if the office be vacant, his or her duties shall be performed by such person as the Council may appoint.

Article X

Council

Sect. 1. Subject to these By-Laws and applicable law, the Council shall have the general management and control of all the business, property, and work of the Society, and shall have and may exercise all the powers of the Society. It shall have the power to: (a) appoint and remove at its pleasure all employees and agents of the Society and fix their compensation; (b) enter into and bind the Society by such contracts, as it thinks proper; (c) manage, invest, dispose of, and expend the property of the Society; and (d) make rules and regulations for the Officers, committees, employees, and agents of the Society, for the management of the affairs of the Society.

Sect. 2. It shall establish rules for the transaction of its business, and shall determine its own quorum, which shall not be less than a majority of its members. Unless otherwise required by law or these By-Laws, the Council may take any action by an affirmative majority vote of a quorum.

Sect. 3. Through the President or other Officer designated by the Council, it shall render a report at the Annual Meeting of its activities during the preceding year, with such recommendations for changes as it may deem advisable.

Sect. 4. It may appoint from time to time such committees as it deems necessary or convenient for any purpose to serve for a term specified by the Council or at its pleasure. All committees shall perform their duties in advisory capacity to the Council, and shall not exercise powers delegated by the Council except, to the extent consistent with applicable law, as expressly delegated by a vote of the Council. Such committees shall include, but shall not be limited to, an Audit Committee, a Finance Committee, a Publications Committee, a House Committee, and a Nominating Committee. The Council may appoint Members of any class to its committees including, but not limited to, members of the Council; provided, however, that only Council members appointed to a committee may vote if such committee is exercising powers delegated to it by the Council. Unless the Council determines otherwise, committee members shall serve for terms of one year, unless they sooner die, resign, or are removed by a vote of the Council, or until their successors are appointed by the Council. The Council shall appoint a chairperson for each committee. Committees shall act by majority vote, and shall follow such other procedures as the Council may direct from time to time. Unless the Council determines otherwise, all committees shall be appointed by the Council at its meeting next preceding the Annual Meeting. Each committee shall report on its activities to the Council at least annually at a Council meeting designated by the Council and at such other times as the Council may direct.

Article XI

Meetings of the Society

Sect. 1. The Annual Meeting of the Society shall be held on the third Thursday in November at such time and place as the Council shall appoint. Stated Meetings of the Society shall be held on the third Thursdays of December, February, and April, at such time and place as the Council shall appoint. The Council may postpone, or dispense with entirely, any Stated Meeting except the Annual Meeting. The Council shall set the agenda for each meeting of the Society. Any matter recommended in writing to the President or the Secretary by at least ten Resident Members at least thirty days prior to the Annual Meeting of the Society shall be added to the agenda for such meeting.

Sect. 2. If the Annual Meeting is not held as herein provided, a Special Meeting of the Society may be called by the Council, at such time and place as they may direct, to be held in lieu of and for the purposes of the Annual Meeting.

Sect. 3. A Special Meeting shall be held by order of the President or the Council, or upon the written request, filed with the Secretary, of three members of the Council, or ten Resident Members of the Society.

Sect. 4. Notice of each meeting of the Society shall be mailed by the Secretary to all Members at their respective addresses as recorded on the books of the Society, at least seven days previous to the date of said meeting. Such notice shall state the place, day, and hour of the meeting, and shall contain any further information required by law or these By-Laws.

Sect. 5. Ten Resident Members shall constitute a quorum for the transaction of business at any meeting of the Society, except as otherwise provided by law or these By-Laws. In case of no

quorum at any such meeting, a majority of the Resident Members present may vote to adjourn indefinitely or to a definite time without giving further notice of the adjournment, and any business may be transacted at such adjourned meeting as might have been transacted at the meeting originally called.

Sect. 6. Resident Members may vote at any meeting of the Society only if present in person except when they are voting on proposed amendments to the Society's Articles of Incorporation in which case they may vote in person or by proxy.

Article XII

Meetings of the Council

Sect. 1. A Stated Meeting of the Council shall be held in February, April, and December of each year, at such time and place as the President or Council by special or standing order may appoint.

Sect. 2. A Special Meeting shall be held at any time by order of the President or of the Council, or upon the written request, filed with the Secretary, of three members of the Council.

Sect. 3. Notices of all meetings of the Council, including adjourned meetings, shall be mailed by the Secretary as required for notices of meetings of the Society. The Council may, by special or standing order, amend the requirement of seven days' notice. The President shall set the agenda for each meeting of the Council. Any matter recommended in writing to the President or Secretary by at least three Council members at least three days prior to a meeting of the Council shall be added to the agenda for such meeting.

Sect. 4. If less than a quorum is present at a meeting, the Council members present may vote to adjourn to a stated time and place.

Article XIII

The Fiscal Year

The fiscal year of the Society shall commence on the first day of October and terminate on the thirtieth day of September respectively.

Article XIV

The Society's Publications

Sect. 1. The Society shall publish from time to time material pertinent to the general purposes of the Society as the Editor of Publications, in consultation with the Publications Committee and subject to the direction of the Council, may deem appropriate.

Sect. 2. The Council may authorize and assist financially the issue of such regular, occasional, or single publications, whether or not published by the Society, which contain material pertinent to the general purposes of the Society, as it deems appropriate.

Sect. 3. Except upon express authority given therefor by the Council in each particular case, no Member shall use the name or seal of the Society upon any publication in such manner as to make it appear that such publication was published or otherwise sponsored by the Society. Violation of the provisions of this section by any Member is hereby declared to be conduct detrimental to the welfare of the Society.

Article XV

Donations and Bequests

All sums accepted by the Society as donations or bequests, and all annual dues, admissions fees, contributions, receipts from the sale of publications, and income from investments, may be used in furtherance of any one or more of the Society's purposes at the discretion of the Council, unless the Council accepts a donation or bequest subject to limitations as to uses within such purposes. The Society may also accept gifts of objects relevant to its purposes or for sale to raise funds for one or more of its purposes. Although the Society is not a museum, the Council may adopt a deaccessioning policy.

Article XVI

Amendments

Sect. 1. These By-Laws may be amended at any meeting of the Society by vote of two-thirds of all Resident Members present in person (or by proxy with respect to votes on proposed amendments to the Society's Articles of Incorporation), provided that the proposed amendment has been included in the notice of the meeting. Except as otherwise required by law, twenty Resident Members shall constitute a quorum.

Sect. 2. A proposal to amend these By-Laws may be made only by the Council or upon a petition signed by at least ten Resident Members of the Society and delivered to the Secretary, and any such proposal shall be made at least fourteen days prior to the date of the meeting of the Society at which it is to be considered.

Article XVII

Execution of Documents

Except as the Council may in general or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts, and other obligations made, accepted, or endorsed by the Society shall be signed by the President or by the Treasurer.

Article XVIII

Personal Liability

The Officers of the Society, and members of committees appointed by the Council, shall not be personally liable for any debt, liability, or obligation of the Society. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against, the Society, may look only to the funds and property of the Society for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Society.

Article XIX

Indemnification

The Society shall, to the extent legally permissible, indemnify each person who is serving, or who has served at any time: (a) as an Officer or non-Officer Council member ; (b) as a member of a committee appointed by the Council; (c) as an employee of the Society; (d) as an agent of the Society; or (e) at the Society's request as a director, officer, employee, or agent of another organization or in a capacity with respect to any employee benefit plan (and the heirs, executors, and administrators of foregoing) (each such person being called in this Article XIX an "Agent") against all expenses and liabilities which he or she has reasonably incurred in connection with or arising out of any action or threatened action, suit, or proceeding in which he or she may be involved by reason of his or her being or having been an Agent, such expenses and liabilities to include, but not be limited to, judgments, court costs, attorney's fees, and the cost of reasonable settlements; provided, however, that no such indemnification shall be made in relation to matters as to which such Agent shall be finally adjudged in any such action, suit, or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Society, or, in the case of a person who serves or has served in a capacity with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such plan. The Society may reimburse an Agent for expenses incurred in defending a civil or criminal action or proceeding, upon receipt of an undertaking by him or her to repay such reimbursement if he or she shall be adjudicated to be not entitled to indemnification hereunder, which undertaking may

be accepted regardless of the financial ability of the Agent to make repayment. In the event that a settlement or compromise of such action, suit, or proceeding is effected, indemnification may be had but only if the Council shall have been furnished with an opinion of counsel for the Society to the effect that such settlement or compromise is in the best interests of the Society and that such Agent appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Society or employee benefit plan, as the case may be, and if the Council (not including the vote of any person seeking indemnification hereunder) shall have adopted a resolution approving such settlement or compromise.

The foregoing right of indemnification shall not be exclusive of other rights to which any Agent may be entitled as a matter of law.

No indemnification, reimbursement, or other payment may be made under this Article XIX with respect to penalties imposed under Section 4958 of the Internal Revenue Code of 1986, as amended from time to time, to the extent such indemnification, reimbursement, or other payment would cause the compensation of an Agent to exceed "reasonable compensation," as defined in the Treasury Regulations to the Internal Revenue Code. The amount of any such payment may be reduced by any amount determined to exceed the reasonable compensation. To the extent that any such payment is made, the amount of such payment may be reduced by any amount determined to exceed reasonable compensation.

The Society may purchase directors and officers liability insurance policies for the benefit of any Agent.

Article XX

Conflicts of Interest

Subject to the terms of the Society's Conflict of Interest Policy in effect from time to time, if any person who is a director or officer of the Society is aware that the Society is about to enter into any business transaction directly or indirectly with himself or herself, any member of his or her family, or any entity in which he or she has any legal, equitable, or fiduciary interest or position, including without limitation as a director, officer, shareholder, partner, or beneficiary, such person shall: (a) immediately inform those charged with approving the transaction on behalf of the Society of his or her interest or position; (b) aid the persons charged with making the decision by disclosing any material facts within his or her knowledge that bear on the advisability of such transaction from the standpoint of the Society; and (c) not be entitled to vote on the decision to enter into such transaction.