

Reynolds Family Association

first organized informally August 23, 1892 and
chartered as a Delaware corporation Dec. 28, 1977
Employer Identification Number 51-0221185

REVISED BY-LAWS Adopted as amended Oct. 12, 2007:

ARTICLE I General.

1. Controlling Authority. The Reynolds Family Association, hereinafter the Association, is incorporated in the state of Delaware as a non-profit, membership organization. The Certificate of Incorporation, hereinafter the Charter, serves as the constitution of the Association.

2. Saving Clause. Any portion of these by-laws, or any subordinate rules or regulation adopted by the Association found to be inconsistent with any statute or regulation imposed by federal or Delaware authority or by the Charter shall be deemed null and void until amended to conform.

3. Not Tax Exempt. Individual or corporate contributions to the Association are not tax exempt and ought not be written off as deductible. The Association reserves the capability of applying to the federal Internal Revenue Service to gain tax-exempt status in the future.

ARTICLE II Purposes.

The purposes of the Association shall be as stated in the Charter, and in addition thereto:

- to promote the recognition and honor of a common Reynolds ancestry by Lines.
- to foster the development of acquaintances and fellowship among Reynolds surnamed people regardless of Line. By no means do we assume genetic kinship with all other Association members.
- to collect and maintain a permanent record of Reynolds family history in all Lines.
- to encourage cooperation and coordination of the genealogical research efforts of individual Association members.
- to conduct any other lawful business permitted a non-profit membership organization by the laws of Delaware, the U.S. Internal Revenue Code, and the Charter.

ARTICLE III Membership.

Section 1. Qualification. Membership is available to any person having a demonstrated interest in Reynolds genealogy, including but not limited to those with a legal or genetic link to a Reynolds-surnamed direct ancestor or collateral relative. A legal link includes adoption or court-authorized change of surname. In order to qualify, such applicant must also submit requested genealogical information about the individual's demonstrated interest in, or connection to, the Reynolds surname, sufficient to become associated with a specific Line (though "stonewall" is acceptable). Such applicant must subscribe to the purposes stated in the Charter and these by-laws, and must pay required dues each year.

Section 2. Rights and Privileges of Members.

- a. All dues-paid members in good standing, regardless of age, are entitled to attend

annual and special meetings, and vote.

b. All dues-paid members in good standing who are twenty-one years of age or older are eligible to hold office.

c. All dues-paid members in good standing whose postal address on the membership list is different from any other postal address shown there are entitled to one subscription of the newsletter *Reynolds Recollections*.

d. Machine-manipulable copies of the newsletter *Reynolds Recollections* shall (upon request) be transmitted at no additional charge to a dues-paid member when sent via Internet to an electronic-mail address. Care must be taken to preserve the minimum number of postally-mailed pieces (currently 300) required to preserve bulk mailing rates with the U.S. Postal Service.

Section 3. Dues and Fees.

a. Annual dues shall be established by the board of directors from time to time. Regardless of when adopted, any change in annual dues shall become effective on 1 January of the year following the adoption of such change.

b. The board of directors may, from time to time, levy special fees and assessments for specific purposes, and establish the dates of effect for such fees and assessments.

ARTICLE IV Officers.

Section 1. General. Any dues-paid member of the Association who is 21 years of age or older and in good standing shall be eligible to hold office. All officers must be elected directors ex-officio. The officers of the Association shall consist of, in order of succession:

president
vice president / registrar
vice president for publications
vice president for line coordination
secretary
treasurer

director at large (3 positions -- NOT officers)
registered agent for service of process
corresponding secretary
newsletter editor

and such other posts as may, from time to time be created by the board of directors. All officers and agents of this Association serve without compensation, although reimbursement for reasonable necessary expenses incurred in the performance of their duties on behalf of the Association shall be authorized. All officers have the authority to appoint subordinate agents as may be deemed necessary to carry out the functions and duties of office, and to delegate any or all of the authority of his or her office to such appointed agent or agents, but shall retain full responsibility for the proper conduct of the affairs of his or her office.

Section 2. Term of Office. All officers shall be elected at an annual meeting. Their term of office shall begin at the adjournment of the annual meeting at which elected, and shall continue until the adjournment of the next annual meeting.

Section 3. Duties.

a. President -- The president is ex-officio the chairman of the board of directors and a member of all committees, except any nominating committee. The president shall be responsible for the proper conduct of the affairs of the Association. The president shall be the official representative of the Association in all relations with other organizations, to include the voting and acting on behalf of the Association at any meeting of stockholders of any company in which the Association is a stockholder. This latter function may not be delegated without formal written proxy executed in advance, but all other representational and liaison functions may be delegated by the president to any other member.

b. Vice President / Registrar -- The (first) vice president / registrar shall:

(1) be responsible to the membership, the board of directors and the president for all matters pertaining to membership, to include: maintenance of membership lists, postal mailing lists, e-mail addresses, and all other membership records; collection of annual dues from members and forwarding such monies to the treasurer; conduct of correspondence with members and prospective members on membership matters when not handled by the appropriate Line Coordinator or the Metacoordinator; and devising and printing such forms and materials as are required and necessary for the expedient performance of the duties of office.

(2) maintain and republish from time to time a list of variant spellings of the Reynolds surname (such as Renault, Reighnold, Reynaldo, MacRaigeneld, Wrenolds) that may not always have an English origin.

(3) perform such other duties as may, from time to time, be assigned by the board of directors.

(4) assume the duties of the president in his or her absence.

c. Vice President for Publications -- The (second) vice president for publications shall:

(1) be responsible to the membership, the board of directors and the president for all matters pertaining to the publications of the Association, to include: preparing, editing, printing and distributing the newsletter *Reynolds Recollections*, and for editing, printing and distributing such other publications as may, from time to time be authorized by the board of directors.

(2) strive to have Reynolds-specific publications included in such online efforts as the Google Library Digitization Project.

(3) perform such other duties as may, from time to time, be assigned by the board of directors.

(4) assume the duties of the president in the absence of all other officers more senior,

d. Vice President for Line Coordination -- The (third) vice-president for line coordination shall:

(1) serve as point of contact for forensic DNA research among Reynolds kinsmen regardless of Line;

(2) maintain and republish from time to time a list of websites containing Reynolds-specific genealogical data;

(3) be responsible to the membership, the board of directors and the president for all matters pertaining to the collection, reliability and processing of Reynolds Family history and genealogical data to include: determine if and when a new line should be established, or old ones merged or disestablished; monitor the activities of the Line Coordinators to insure a minimum of overlap and duplication of effort; establish standards of

quality to insure that any research conducted under the auspices of the Association meets the highest standards of accuracy and thoroughness of the American genealogical community; encourage and coordinate publication of newsletters or Internet-based forums within established Reynolds lines; serve as liaison and coordinator between individual Line coordinators and the vice president for publications about notifying the membership articles and books of Association-wide and general public interest; and maintaining those files (paper-based and/or electronic) necessary for the expedient performance of the duties of office;

(4) perform such other duties as may, from time to time, be assigned by the board of directors; and

(5) assume the duties of the president in the absence of all other officers more senior.

e. Secretary -- The secretary shall:

(1) serve as the point of contact for any communication coming to the Registered Agent for Service of Process located in Delaware, such as tax notices and annual report forms coming from the Secretary of State in Dover.

(2) be responsible to the membership, the board of directors and the president for recording and documenting the proceedings of annual and special meetings of the Association, the proceedings of meetings of the board of directors, and maintaining the official book of record of the Association.

(3) prepare all officially sealed correspondence of the Association to include; serving as sole signator (or with the president as co-signator when required) and affixing the Association's corporate seal.

(4) coordinate with the vice president for publications to insure that required notices of meetings and other required matters required by law are published and mailed to members in a timely manner.

(5) serve as the archivist maintaining a library of reference works and those published and unpublished works of members deemed worthy of archiving.

(6) perform such other duties as may, from time to time, be assigned by the board of directors.

(7) assume the duties of the president in the absence of all other officers more senior.

f. The Treasurer -- The treasurer shall:

(1) be responsible to the membership, the board of directors and the president for the proper conduct of financial affairs of the Association to include: establishing an account in the name of the Association in a federally insured financial institution for which s/he and two other officers shall have signature authority; taking receipt of monies from officers and agents of the Association and expeditiously depositing such monies in the Association's account; maintaining accurate and complete books of account; making such available for audit annually and at such other times as may be directed by the board of directors; assuring prompt payment of all county, state, and federal fees and taxes; making disbursements for promptly satisfying all other financial obligations of the Association while assuring that such disbursements do not contravene the Charter or any financial policy established by the board of directors; and assuring that all financial activities are those permitted of non-profit membership organizations as defined and described in the US Internal Revenue Code, whether or not tax-exempt.

(2) if directed to do so by the board of directors, undertake to apply to the IRS for a letter ruling that would find the Association to be tax-exempt.

(3) perform such other duties as may, from time to time, be assigned by the board of directors.

(4) assume the duties of the president in the absence of all other officers more senior.

g. The Registered Agent for Service of Process shall stand as the formal official point of contact with the government of Delaware, which issued the Association's corporate charter. Any legal action brought against the Reynolds Family Association is invalid until served upon the designated registered agent at a physical address within Delaware's borders.

h. The Corresponding Secretary writes and otherwise communicates with other genealogical organizations from time to time, on matters of common interest and concern, such as which new sources of genealogical research may have recently become available.

i. The Newsletter Editor works with the Vice President for Publications as the person designated to produce and transmit *Reynolds Recollections* six times per year.

Section 4. Records and Reports.

(1) All records and reports of the Association prepared and maintained by the directors, officers, or agents may be maintained in electronic, magnetic, or other media devices, provided that such records are capable of being printed on paper, and that adequate measures of redundancy are employed to minimize the loss of such records in the event of equipment failure or malfunction.

(2) Any member may examine any record of the Association by applying in writing to the president or the secretary and stating the reason for the request. Such examination by members at times other than the annual or special meeting shall be at a time and place agreeable to the director, officer or agent responsible for the maintenance of those records requested for examination.

ARTICLE V Membership Meetings.

Section 1. Annual Meeting. A face-to-face meeting in person of the Association shall be held annually. The purpose of the meeting shall be to elect officers/directors and to conduct any other business of the Association. The time and place of the annual meeting shall be fixed by the board directors and proper advance notice thereof shall be made to all dues-paid members in good standing by means of the newsletter *Reynolds Recollections*. Waivers of Notice conforming to Delaware law shall also be acceptable.

Section 2. Elections. Election of officer/directors shall be by paper ballot, except when there is a single candidate for an office/directorship Election shall be by majority. When conducted in conformity to Delaware law, balloting may optionally be accomplished via Internet so long as the face-to-face convocation is held as specified in the lawful Notice.

Section 3. Special Meetings. From time to time the board of directors may call a special meeting. The time and place of the meetings shall be fixed by the board of directors and proper notice shall be served on all dues-paid members eligible to vote. A special meeting may occur as a telephonic conference call or Internet-mediated forum, so long as done in conformity to Delaware law. For example, Skype / Voice Over Internet Protocol conferences can be conducted for free from as many as nine simultaneous locations anywhere in the world with participants who use a video camera as well as a microphone visible to each other.

Section 4. Quorum for Membership Meetings. A quorum for all meetings of the membership shall consist of those dues-paid members present in person but in no case less than

seven present in person.

ARTICLE VI Board of Directors.

Section 1. Headcount. The board of directors shall consist of not less than three nor more than fifteen directors. Six directors are elected officers as described in Article IV above. The three directors at large serve without attendant office. Other posts listed do not participate in Directors' meetings.

Section 2. Quorum for the Board. A quorum for the conduct of business shall be one-third the total number of directors, but in no case less than two.

Section 3. Compensation. Directors serve without compensation but may be reimbursed for expenses incurred in the performance of their duties on behalf of the Association.

Section 4. Resignation. Resignation of an officer or other directors shall be made in writing. The resignation shall become effective upon delivery to the chairman of the board of directors, or the secretary, unless another time is specified in the written resignation. An authenticated electronic mail communication once reduced to hard copy counts as a writing.

Section 5. Removal. Directors may be removed from office by a two-thirds vote of the dues-paid members present and balloting at a special meeting called for that purpose.

ARTICLE VII Parliamentary Authority. Robert's Rules of Order Newly Revised, Tenth Edition (2000), shall apply to all questions and procedures not specified in these by-laws.

ARTICLE VIII Dissolution. Should it become necessary or desirable to dissolve the Association, such action will be undertaken by a resolution of the board of directors approved by a majority vote at any annual meeting or special meeting called for that purpose. Disposition of assets shall be in accordance with law and as further specified by the board of directors.

ARTICLE IX Amendment. These by-laws may be amended by a two-thirds vote of approval by the board of directors of the Association. Members may propose amendment at any meeting of the Association, and such amendment shall be considered by the directors at the next meeting of the board.