

# **EWING FAMILY ASSOCIATION**

## **BYLAWS**

Amended:

September 24, 2000

September 24, 2006

September 20, 2008

January 12, 2010

## **EWING FAMILY ASSOCIATION**

### BYLAWS

#### ARTICLE I

##### NAME AND PURPOSE

Section 1.1 Name. The name of this organization shall be the **Ewing Family Association**, hereinafter referred to as the **EFA**.

Section 1.2 Purpose. The purpose of the **EFA** shall be educational and shall be accomplished by:

- (i) Fostering interest in the Ewing Family and a spirit of fellowship among the members of the **EFA**;
- (ii) Promoting gatherings of the **EFA**;
- (iii) Encouraging genealogical research and sharing the finds with others;
- (iv) Collecting and preserving historical and genealogical records of Ewing families around the world; and
- (v) Publishing a family newsletter or journal periodically with information that is of a biographical, genealogical and historical nature.

#### ARTICLE II

##### OFFICES AND UNITS

Section 2.1 Registered Office. The location and post office address of the registered office of the **EFA** shall be as specified by the Board of Directors.

Section 2.2 Other Offices. The **EFA** shall also have offices at such other places within or without the State of New Mexico as the Board of Directors may from time to time appoint and the business of the **EFA** may require.

Section 2.3 Subordinate Units. The **EFA** may establish and terminate local branches, chapters, or other subordinate units.

## ARTICLE III

## MEMBERS

Section 3.1 Qualification of Members. Membership in the **EFA** shall be open to all persons with the surname of Ewing, or who are descended from anyone with that surname and to anyone who is, or has been, the spouse of such a person, or who otherwise support the purposes of the **EFA**.

Section 3.2 Admission to Membership. Each person qualified under Section 3.1 hereof who keeps a currently valid postal or Email address on file with the Secretary shall be a member.

Section 3.3 Time and Place of Meetings. Meetings of the members ("Family Gatherings") shall be held on such days and at such times and places as the Board of Directors shall fix, at which the members shall elect the Chancellor and transact such business as may properly be brought before the meeting. Any business may be transacted at the meeting, irrespective of whether the notice of such meeting contains a reference thereto, except as otherwise required by these Bylaws, or by the Corporation Not-for-Profit Code. Meetings of the members need not be held annually.

Section 3.4 Special Meetings. Special meetings of the members, for any purpose or purposes, may be called at any time by the Board of Directors, or members entitled to cast at least ten percent of the votes which all members are entitled to cast at the particular meeting. Upon receipt of any written request from a source authorized to call such meeting it shall be the duty of the Secretary to call a special meeting of the members to be held at such time, not more than sixty days after the receipt of the request, as the Secretary may fix. If the Secretary shall neglect or refuse to issue such call, the person or persons making the request may issue the call. Business transacted at all special meetings of members shall be limited to the purposes stated in the notice.

Section 3.5 Notice. Written notice of every meeting of the members, specifying the place, date of the meeting, and hour shall be given either personally or by mail at least forty-five days prior to the meeting, to each member entitled to vote. The general nature of the business of the meeting may be specified, and shall be specified in case of special meetings or when required by the Corporation Not-for-Profit Code.

Section 3.6 Quorum. A meeting of members duly called shall not be organized for the transaction of business unless a quorum is present. Twenty (20) members shall constitute a quorum. The members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a meeting of the members cannot be organized because a quorum has not attended, the members present in person or by proxy, shall have power,

except as otherwise provided by statute, to adjourn the meeting to such time and place as they may determine.

Section 3.7 Voting. Every member of the **EFA** shall be entitled to one vote.

Section 3.8 Action by Members. The acts, at a duly organized meeting, of members present entitled to cast at least a majority of the votes which all members present and voting are entitled to cast shall be the acts of the members.

## ARTICLE IV

### DIRECTORS

Section 4.1 Number of Directors. The Board of Directors shall consist of not less than one or more than ten members of the **EFA**, as shall be determined from time to time by resolution of the Board of Directors subject to the power of the members to change such action by the Directors. Until otherwise determined by the Board, the Board shall consist of five Directors.

Section 4.2 Election. The **EFA's** Chancellor and the immediate past-Chancellor shall be Directors ex-officio with the right to vote in meetings of the Directors. The remaining Directors shall be elected at the meeting of the members held at the time of each Family Gathering, except as provided in Sections 4.1 and 4.3 of this Article. Each Director shall hold office until a successor is elected and qualified or until death, resignation or removal.

Section 4.3 Vacancies. Vacancies and newly created Directorships resulting from any increase in the authorized number of Directors shall be filled by a majority of the remaining members of the Board, though less than a quorum, and each person so elected shall be a Director until his successor is elected by the members, who may make such election at the next regular meeting of the members or at any special meeting duly called for that purpose and held prior thereto.

Section 4.4 Powers. The business of the **EFA** shall be managed by its Board of Directors which may exercise all such powers of the **EFA** and do such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised and done by the members or another body.

Section 4.5 Meetings. The Board of Directors may hold meetings both regular and special. Electronic meetings shall be equivalent to face to face meetings in every respect.

Section 4.6 First Meeting. The first meeting of each newly elected Board of Directors shall be held immediately following the meeting of the members at which such Directors are elected and no notice of such meeting shall be necessary, or the meeting

may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors, or as shall be specified in a written waiver signed by all of the Directors. At its first meeting, the newly-elected Board of Directors shall organize itself and elect a Chair, Secretary and Treasurer, as specified in Section 6.2 of these Bylaws.

Section 4.7 Regular Meetings. Regular meetings of the Board of Directors may be held at such time and at such place as shall from time to time be designated by the Directors.

Section 4.8 Purpose of Meeting. Notice of a Directors' meeting shall include the purpose of the meeting if the purpose of such meeting is to amend the Bylaws.

Section 4.9 Quorum and Action. At all meetings of the Board of Directors, a majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. Each Director shall be entitled to one vote. If a quorum shall not be present at any meeting of Directors, the Directors present thereat may adjourn the meeting from time to time, without notice other than by announcement at the meeting, until a quorum shall be present.

Section 4.10 Electronic Meetings. Directors may participate in meetings of the Board electronically by any means that allows all of the Directors to hear or read all contributions to the discussion from each of the other Directors. Electronic means include but are not limited to conference telephone calls or means of electronic collaboration, for example, Email and instant messaging.

Section 4.11 Informal Action. Any action which may be taken at a meeting of the Directors or the members of any committee of the Board may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by a majority of the Directors or the members of the committee, as the case may be, and shall be filed with the Secretary of the **EFA**.

## ARTICLE V

### COMMITTEES

Section 5.1 Committees. The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish one or more committees, each committee to consist of one or more Directors or other natural persons designated by the Chancellor with the approval of the Board. Any such committee shall have and exercise the authority of the Board of Directors, to the extent provided by resolution of the Board of Directors

or in the Bylaws except that no such committee shall have any power or authority as to the following:

- (i) The submission to members of any action requiring approval under the Nonprofit Corporation Law of 1988;
- (ii) The filling of vacancies in the Board of Directors;
- (iii) The adoption, amendment or repeal of the Bylaws;
- (iv) The amendment or repeal of any resolution of the Board;
- (v) Action on matters committed by the Bylaws or resolution of the Board of Directors to another committee of the Board;
- (vi) The purchase, mortgage, leasing or disposal of real estate.

No such committee composed of Directors and other persons shall designate itself as a committee of the Board of Directors.

Section 5.2 Committee Members. Except as otherwise provided in these Bylaws or in the resolution creating a committee, all committee members and the chair of each committee shall be appointed and removed by the Chancellor. The Chancellor may designate one or more alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The Chancellor shall be an ex officio member of all committees, with vote. All actions of the Chancellor with respect to committee membership shall be subject to Board approval.

Section 5.3 Terms. Members of committees shall serve at the discretion of the Chancellor or for such terms as are set forth in the resolution establishing the committee. Vacancies in any committee shall be filled by the Chancellor and reported to the Board at its next regular meeting.

Section 5.4 Minutes. Minutes of the meetings of the committees shall be recorded and sent to the Board of Directors if required by resolution of the Board.

## ARTICLE VI

### OFFICERS AND AGENTS

Section 6.1 Titles. The officers of the **EFA** shall be a President (to be known as the "Chancellor"), a Chair of the Board of Directors, a Secretary, and a Treasurer. The **EFA** may also have such other officers and agents as the Board shall from time to time authorize who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors. The officers shall be natural persons of full age. Any number of the aforesaid offices may be held by the same person.

Section 6.2 Election of Officers. The members at each Family Gathering shall elect the Chancellor and Board of Directors. The newly-elected Directors shall elect the Chair of the Board of Directors, a Secretary, and a Treasurer. The Secretary and Treasurer may, but need not be Directors. The Secretary and Treasurer will be included in all meetings and discussions of the Board regardless of whether they are also Directors, but will vote only if they have been elected as Directors.

Section 6.3 Terms of Office. The officers of the **EFA** shall hold office until their successors are chosen and qualify. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the members of the Board of Directors. Any vacancy occurring in the office of Chancellor may be filled by the Board of Directors until the next Family Gathering.

Section 6.4 Chancellor. Unless provided otherwise by the Board of Directors, the Chancellor shall be the chief executive officer of the **EFA**; shall preside at all meetings of the members; shall have general and active management of the business of the **EFA**; and shall see that all orders and resolutions of the Board of Directors are carried into effect. The Chancellor shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the **EFA**, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the **EFA**.

Section 6.5 Chair of the Board of Directors. The Chair of the Board of Directors shall preside at all meetings of the Board of Directors, shall take the place of the Chancellor when the Chancellor is unable to fulfill the duties of that office, and shall undertake such other duties as are assigned to the Chair by the Chancellor.

Section 6.6 Secretary. The Secretary shall attend all meetings of the Board of Directors and all meetings of the members and record all the proceedings of the meetings of the **EFA** and of the Board of Directors in a book to be kept for that purpose and shall perform like duties for any duly authorized committee when required. The Secretary shall give, or cause to be given, all required notices of all meetings of the members or Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the Chancellor, under whose supervision he or she shall be. The Secretary shall keep in safe custody the seal of the **EFA** and, when authorized by the Board of Directors, affix the same to any instrument requiring it and, when so affixed, it shall be attested by his or her signature. The Treasurer shall attend all meetings of the Board of Directors.

Section 6.7 Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of all receipts and disbursements in books belonging to the **EFA** and shall deposit all moneys and other valuable effects in the name and to the credit of the **EFA** in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the **EFA** as may be ordered

by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Chancellor and the Board of Directors, at its regular meetings, or when the Board of Directors so requests, an account of all the transactions as Treasurer and of the financial condition of the **EFA**.

## ARTICLE VII

### FINANCE

Section 7.1 Fees, Dues and Assessments. The Board of Directors may by resolution from time to time set or amend a schedule of dues applicable to members; may impose dues upon all members either alike or in different amounts or proportions; and may prescribe the times and methods of collecting such dues.

Section 7.2 Fees and Profits. The **EFA** may charge fees or prices for services or products it renders within its lawful authority, and may receive such income and make an incidental profit thereon. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the **EFA**, and in no case shall be divided or distributed in any manner whatsoever among the members, Directors, or officers of the **EFA**.

Section 7.3 Investment of Trust Funds. Unless otherwise provided in the trust instrument, the Board of Directors shall have the power to invest any assets vested in the **EFA** by such instrument, or the proceeds thereof, separately or together with other assets of the **EFA**, in the manner authorized for fiduciaries by the Probate, Estates and Fiduciaries Code, and to retain any investments heretofore so made. Any investments may be held in the name of the **EFA** or in the name of a nominee of the **EFA**. The Directors shall keep accurate accounts of all trust funds, separate and apart from the accounts of other assets of the **EFA**.

Section 7.4 Payments Permitted. The **EFA** may:

- (i) Pay compensation in a reasonable amount to members, Directors, or officers for services rendered;
- (ii) Confer benefits upon members or nonmembers in conformity with its purposes;

except when the **EFA** is insolvent, or when such act would leave insufficient assets to meet its liabilities.

Section 7.5 Financial Reports. At each Family Gathering the Board of Directors shall present to the members a report, verified by the Chancellor and Treasurer, or by a majority of the Directors, which report shall indicate in appropriate detail:

- (i) The assets and liabilities, including the trust funds, of the **EFA** as of the end of the fiscal year immediately preceding the date of the report.
- (ii) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.
- (iii) The revenue or receipts of the **EFA**, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the **EFA**.
- (iv) The expenses or disbursements of the **EFA**, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the **EFA**.
- (v) The number of members of the **EFA** as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found.

Such report shall be filed with the minutes of the meetings of members.

## ARTICLE VIII

### LIMITATION OF LIABILITY, INDEMNIFICATION AND INSURANCE

Section 8.1 Limitation of Liability. A Director of this **EFA** shall not be personally liable for monetary damages as such for any action taken, or any failure to take action, unless the Director has breached or failed to perform the duties of his or her office and the breach or failure constitutes self-dealing, willful misconduct or recklessness. This provision shall not apply to the responsibility or liability of a Director pursuant to any criminal statute or the liability of a Director for payment of taxes pursuant to local, state or federal law.

Section 8.2 Indemnification. The **EFA** shall indemnify any officer or Director (or employee or agent) designated by majority vote of the Board of Directors to the extent provided in such vote, who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (including action by or in the right of the **EFA**) by reason of the fact that he or she is or was a Director or officer (or employee or agent) of the **EFA** or is or was serving at the request of the **EFA** as a Director or officer (or employee or

agent) of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding. Officers and Directors of any subsidiary of the **EFA** shall be deemed to be persons acting as an officer or Director of another corporation at the request of the **EFA**. Indemnification pursuant to this Section shall not be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness. Expenses incurred by an officer or Director (or employee or agent) purportedly indemnified by this Section in defending a civil or criminal action, suit or proceeding may be paid by the **EFA** in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the **EFA**. The indemnification and advancement of expenses provided by, or granted pursuant to, this Section 8.02 shall continue as to a person who has ceased to be a Director or officer (or employee or agent) of the **EFA** and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 8.3 Insurance. The Board of Directors may authorize, by a vote of a majority of the whole Board of Directors, the **EFA** to purchase and maintain insurance on behalf of any person who is or was a Director or officer (or employee or agent) of the **EFA**, or is or was serving at the request of the **EFA** as a Director or officer (or employee or agent) of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the **EFA** would have the power to indemnify him or her against such liability under the provisions of this Article VIII. Furthermore, the **EFA** may create a fund of any nature, which may, but need not be, under the control of a Director, or otherwise secure or insure in any manner its indemnification obligations referred to in Section 8.02 of this Article.

## ARTICLE IX

### GENERAL PROVISIONS

Section 9.1 Construction of Powers. Unless these Bylaws expressly or by clear construction or implication so provide, nothing contained in these Bylaws is intended to or shall limit, qualify, or restrict any powers or authority granted or permitted to nonprofit corporations by the Nonprofit Corporation Law of 1988.

Section 9.2 Corporate Seal. The Board of Directors shall prescribe the form of a suitable corporate seal, which shall contain the full name of the **EFA** and the year and state of incorporation.

Section 9.3 Fiscal Year. The fiscal year of the **EFA** shall be fixed by resolution of the Board of Directors.

Section 9.4 Checks. All checks or demands for money and notes of the **EFA** shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 9.5 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Nonprofit Corporation Law of 1988 or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 9.6 Records. An original or duplicate record of the proceedings of the members and the Directors and other bodies, the books or records of account, the Bylaws, and the membership register, shall be kept at the registered office or principal place of business.

Section 9.7 Disposition of Income and Assets. No part of the income or profits of the **EFA** shall be paid, distributed or otherwise inure to the benefit or use of its Directors or officers or other private persons except that the **EFA** shall be authorized to pay compensation in a reasonable amount to its Directors or officers for services rendered and to make payments and distributions in furtherance of its general corporate purposes including contributions and donations for charitable purposes. Upon dissolution of the **EFA**, the assets of the **EFA** shall not be distributed to its Directors or officers or other private persons. In the event of such dissolution, the Board of Directors shall, after paying or making provision for the payment of all corporate liabilities and after provision is made for the disposition of any property committed to charitable purposes as required by court order, transfer and convey the remaining assets to such charitable organization or organizations as the Board of Directors shall determine to be most similar to the **EFA**'s character, purposes and method of operation. All such assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

## ARTICLE X

### AMENDMENTS

Section 10.1 Amendments. These Bylaws may be altered, amended, or repealed by a majority of the votes which all members present are entitled to cast at any regular or special meeting duly convened after notice to the members of that purpose or by a majority vote of the members of the Board of Directors present at any regular or special meeting duly convened after notice to the Directors of that purpose, subject always to the

power of the members to change such action by the Directors, and further subject to limitations of the Directors to act set forth at Section 5504(b) of the Nonprofit Corporation Law of 1988.