

BY-LAWS OF THE PILGRIM SOCIETY

FOREWORD

The General Court of the Commonwealth of Massachusetts incorporated THE PILGRIM SOCIETY (hereafter the "Society") in 1820 for the declared purpose of "...procuring in the Town of Plymouth, a suitable lot, or plat of ground, for the creation of a Monument to perpetuate the memory of the virtues, the enterprize, and unparalleled sufferings of [the Pilgrims]; and for the erection of a suitable Building, for the accommodation of the meetings [of the Society]." In 1824 the Society erected such a Building, with later additions, and since that date has operated therein the Pilgrim Hall Museum, the oldest continually operating museum in America. The conduct and regulation of the affairs of the Society shall be subject to such provisions as are set forth in the Society's Act of Incorporation and in chapter 180 of the Massachusetts General Laws, as the same may be amended from time to time.

BY-LAWS OF THE PILGRIM SOCIETY

Article I: General provisions

The regular annual meeting of the Membership of the Society shall be held in Pilgrim Hall Museum in the Town of Plymouth on the 21st day of December in each year, unless the Board of Trustees or the Executive Committee decides upon a different location. If in any year the 21st day of December shall fall on a Sunday, said regular annual meeting shall be held on the 20th day of December in such a year. The annual meeting shall be held for the purpose of election of Officers and Board of Trustees (hereafter the "Board of Trustees" or "Trustees") and for the transaction of the business of the Society.

Special meetings of the Membership of the Society may be called by the President or whenever requested by ten Members of the Society in writing hand delivered to or mailed to the then current or interim Executive Director of the Society at the principal mailing address of the Society set forth in Article XV, Notices, of these By-Laws. The business of the meeting shall be stated in the call for such special meeting.

A notice of all meetings of the Society setting forth the date, time, place and agenda shall be mailed or sent by electronic mail by the Office of the Executive Director to each Member at his or her last known address not less than seven (7) days before the meeting, and a notice of all meetings of the Trustees setting forth the date, time, place and agenda shall be mailed or sent by electronic mail by the Office of the Executive Director to each Trustee at his or her last known address not less than seven (7) days before the meeting, except in the case of the annual meeting of the Trustees which shall be held following the adjournment of the regular annual meeting of the Society.

At all meetings of the Membership of the Society, twenty-five (25) Members present at the meeting in person shall constitute a quorum. The affirmative vote of a majority of the Members present at a meeting at which there is a quorum shall constitute a decision and act of the Society, except as may be otherwise set forth in these By-Laws.

Article II: Members and Membership

Any person who applies for Membership in the Society and pays the then current Membership fee shall be a Member of the Society during the paid Membership fee period. No person shall be excluded from becoming a Member, Trustee or Fellow in any category because of race, religion, nationality, gender, sexual orientation or ethnicity. There shall be an unlimited number of

Members. Memberships may be canceled for conduct which brings discredit to the Society upon recommendation of the Executive Committee by majority vote of the Trustees at a duly called meeting of the Trustees, at which meeting the Member whose Membership is being considered shall be given the opportunity to contest cancellation of the Membership.

Article III: Officers of the Society

The Officers of the Society shall consist of a President, a First Vice President, not less than two (2) nor more than four (4) additional Vice Presidents, a Secretary, and a Treasurer. Officers must be Trustees in good standing during their term of service as an Officer.

1. Officers. The President, First Vice President, Vice Presidents, Secretary, and Treasurer shall be elected to one-year terms at the annual meeting of the Membership of the Society. In the event of a vacancy in these offices, the Executive Committee, after consultation with the remaining Officers, may choose a replacement to serve until the next annual meeting of the Membership of the Society.

An Officer may resign by written resignation hand delivered to or mailed to the then current or interim Executive Director of the Society at the principal mailing address of the Society set forth in Article XV, Notices, of these By-Laws, or by electronic mail sent to the then current or interim Executive Director. Such resignation shall be effective upon receipt unless it is specified to be effective at some later date.

Except as otherwise provided by law, an Officer may be removed from office at any time by a vote of two thirds of the Trustees present at a duly called meeting of the Trustees at which a quorum is present.

2. President. The President shall preside at all meetings of the Membership of the Society and of the Trustees. In the President's absence the First Vice President, the Secretary, or the Treasurer, if present, and in that order, shall preside or perform those duties required of the President, and if this is not possible a President pro tempore may be chosen by majority vote of those Members or Trustees present to preside at such meeting. The President shall serve as a voting member and Chair of the Executive Committee and also shall serve as a non-voting member of all other Society committees. The President also shall have the power and authority to execute on behalf of the Society contracts, agreements, proposals and other documents and commitments as may be approved or authorized by the Trustees or Executive Committee.

3. First Vice President. The First Vice President shall assist the President in the performance of the duties of President, as requested, and also shall serve as a voting member of the Executive Committee.

4. Secretary. The Secretary shall make a fair record of the meetings of the Membership, the Trustees and the Executive Committee and shall ensure that these Minutes are duly recorded in the Society's permanent files. The Secretary shall record the names of all members of the Society and the date of their admission, and transmit to each newly elected Trustee a copy of the By-Laws of the Society and shall perform such other duties as the Society or Trustees may from time to time determine. The Secretary shall be a voting member of the Executive Committee.

5. Treasurer. The Treasurer, working with and in coordination with the Executive Director, the Finance Committee and the Investment Committee, shall be responsible for the fiscal oversight of the finances of the Society. The Treasurer shall be a voting member of the Executive Committee and the Finance Committee and a non-voting member of the Investment Committee. In the absence of the Executive Director, and in accordance with check signing policies approved by the Executive Committee, the Treasurer shall have the power and authority to issue checks and pay out funds for items, costs and expenses within budgets approved by Trustees, and as from time-to-time may be authorized by the Executive Committee. The Treasurer also shall have the power and authority to execute on behalf of the Society contracts, agreements,

proposals and other documents and commitments as may be approved or authorized by the Trustees or Executive Committee.

The Treasurer shall report to the Trustees on a regular basis at meetings of the Trustees and to the Membership of the Society at its annual meeting.

The Treasurer shall review the Society's financial statements on a timely basis and report his or her findings and recommendations to the Executive Committee at its meetings.

The Treasurer shall advise and assist the Executive Director, staff and involved Committees with budget and audit preparation, as needed.

If requested by the Executive Committee, the Treasurer shall give bond for the faithful discharge of his or her duties in such form, in such sum, and with such surety as the Executive Committee shall from time to time require, and the cost of such bond shall be paid for by the Society.

Article IV: Board of Trustees of the Society

The Board of Trustees shall consist of not less than thirty-nine (39) nor more than fifty-one (51) persons, other than the above named Officers of the Society, and such other Officers as the Society shall in its discretion appoint. Trustees at all times must be Members in good standing.

1. Trustees. The Trustees shall be the governing body of the Society. The Trustees shall oversee the finances, the property and the policies of the Society and shall have general control of the business and operations of the Society in all matters and may exercise all the powers of the Society in any matter, except as otherwise provided in these By-Laws. The Trustees shall report to the Membership of the Society at each annual meeting, through the President and the Committees, of their acts during the preceding year and all matters affecting the interest of the Society, with any recommendations for future action. It shall be their duty to determine annually whether the anniversary of the Landing of the Pilgrims in the month of December shall be publicly celebrated or not, and make the proper arrangements for such celebration.

Regular meetings of the Trustees shall be held at least quarterly with notice and at such time, date and place as they may from time to time determine, or as such regular meetings may be scheduled by the Executive Director.

A special meeting of the Trustees shall be called whenever, in the opinion of ten (10) Trustees and at their written request hand delivered to or mailed to the then current or interim Executive Director of the Society at the principal mailing address of the Society set forth in Article XV, Notices, of these By-Laws, a matter arises that requires the transaction of business by the Trustees. The President also shall have authority to call special meetings of the Trustees whenever in his or her opinion the interests of the Society may require it. In each such case, notice of the meeting shall be given as set forth in these By-Laws, with reasons for the meeting being called.

At all meetings of the Trustees, twenty (20) Trustees present at the meeting in person shall constitute a quorum. The affirmative vote of a majority of the Trustees present at a meeting at which there is a quorum shall constitute a decision and act of the Trustees, except as may be otherwise set forth in these By-Laws.

The Trustees shall have the exclusive right on behalf of the Society to approve the sale, transfer or disposal of real property or items in the Society's collection or library.

The Trustees shall have the exclusive right to appoint and remove the Executive Director of the Society, after review of recommendations from the Executive Committee. The Trustees shall have the right to appoint committees in addition to those provided for in Article VI.

Trustees shall be elected by the Membership of the Society to three (3) year terms. There shall be not fewer than thirteen (13) nor more than seventeen (17) elected each year. The Executive Committee shall be empowered to fill unexpired terms. Trustees may serve for a maximum of

three (3) consecutive terms, after which they shall be ineligible to serve as a Trustee for at least one (1) year before they can be re-nominated and elected as a Trustee, provided however, that if in such circumstance a Trustee is then serving as an Officer, their status as a Trustee shall terminate upon expiration of the then present term of that Officer, and thereafter they may not be re-nominated and elected as a Trustee for a one (1) year period.

A Trustee may resign by written resignation hand delivered to or mailed to the then current or interim Executive Director of the Society at the principal mailing address of the Society set forth in Article XV, Notices, of these By-Laws, or by electronic mail sent to the then current or interim Executive Director of the Society. Such resignation shall be effective upon receipt unless it is specified to be effective at some later date.

Except as otherwise provided by law, a Trustee may be removed from office only for cause by a vote of at least two-thirds (2/3) of the Trustees entitled to vote on the matter at a duly called meeting at which a quorum is present, at which meeting the Trustee whose removal is being considered shall be given the opportunity to contest the removal.

2. Trustees Emeriti. There shall be a special class of Trustees who may attend, and be entitled to notice of, all Trustee meetings. The Trustees Emeriti shall be elected by the Society Membership. They shall not be entitled to vote but shall be appointed for life. Past Presidents, however, shall be Trustees Emeriti without the necessity of a vote of the Society. A Trustee Emeritus may also be an elected Trustee, and in such case retains the right to vote.

Article V: The Executive Committee

There shall be an Executive Committee of seven voting members consisting of the President, the First Vice President, the Secretary, the Treasurer and three (3) other Trustees, one of whom shall be appointed annually by the Trustees for a term of three years. Unless otherwise limited by these By-Laws or by the express vote of the Trustees, or for matters for which Article IV above grants the Trustees exclusive rights, the Executive Committee shall, between the meetings of the Trustees, have all the powers of the Trustees as to the governance of the Society and control and operation of its business, including, but not limited to, the power (i) to approve and revise the annual budget of the Society, (ii) to appoint special committees, (iii) to appoint members to Standing Committees to fill vacancies and for other purposes to serve until the next meeting of the Trustees, (iv) to make recommendations to the Trustees for the appointment and terms of employment of, the Delegation of Authority to, and compensation and benefits for, the Executive Director, as well as for continued employment of the Executive Director, (v) to set the compensation and benefits of the Executive Director once appointed, (vi) to oversee the performance of the Executive Director and provide the Executive Director with a written performance review on an annual basis, (vii) to appoint and employ other agents and fix their compensation as necessary or advisable when such appointment may be outside similar authority delegated to the Executive Director, (viii) to accept on behalf of the Society gifts, legacies and devises to the Society, including monetary gifts and contributions as well as tangible or intangible gifts or donations for the Society's collection or library or otherwise (collectively "Donations"), and to negotiate and approve terms and conditions relating any such Donations, and (ix) to consider and make recommendations to the Trustees regarding the sale, transfer or disposal of real property or items in the Society's collection or library.

The Executive Committee shall have the power to authorize the President, the Treasurer or the Executive Director to execute any document necessary for the conduct of the business of the Society, or for the receipt or payment of money for the purchase or sale of any personal or intangible property or for the acceptance of Donations, except as otherwise provided by these By-Laws.

The Executive Committee shall meet monthly, as scheduled by the Committee itself, with reasonable advance notice given to all members. Other meetings of the Executive Committee

shall be called by the President or Secretary at such times as may be considered expedient or advisable for the orderly conduct of the affairs of the Executive Committee or the Society. Members of the Committee may participate in meetings in person or by phone or other electronic means by which the member may hear and be heard by all other members of the Committee.

A majority of the seven (7) voting members of the Committee present in person or by phone or other electronic means shall constitute a quorum for the transaction of business. At such meetings all the powers and duties of the Committee may be exercised by, and decisions may be taken by, the affirmative vote of a majority of the seven (7) voting members of the Committee.

Article VI: The Executive Director

The Executive Director shall be the chief executive officer of the Society reporting to the Trustees and the Executive Committee and shall, as such, be responsible for the management of the Society in accordance with these By-Laws and budgets, policies and directives of the Trustees and Executive Committee. The Executive Director or designee shall be a non-voting member of the Executive Committee and all Standing Committees. Subject to the above, the Executive Director shall be responsible for hiring, removal and supervision of staff, including decisions relating to compensation and benefits. The specific responsibilities and authority of the Executive Director shall be set forth in a Delegation of Authority approved by the Executive Committee and the Trustees.

Article VII: Standing and Special Committees

1. General. Membership in Standing Committees or special committees (hereafter in this Article VII “Committee” or “Committees”) is open to all members of the Society. Members of Committees may participate in meetings by phone or other electronic means by which the member may hear and be heard by all other members of the Committee. Reasonable advance notice shall be given to all members of a Committee of meeting dates, times and schedules for meetings of that Committee. For all Committees a majority of the total number of voting members of the Committee shall constitute a quorum for the transaction of business. At such meetings all the powers and duties of the Committee may be exercised by, and decisions may be taken by, the affirmative vote of a majority of the total number of voting members of the Committee. In addition, meetings of Committees may be called as needed for the conduct of the business of the Committee by the Committee itself, or by the President. In performance of their duties members of all Committees shall follow the established policies of the Society as approved by the Trustees and the Executive Committee.

2. Property and Facilities Planning Committee. The Properties and Facilities Planning Committee shall be a Standing Committee of the Board of Trustees. The Committee, working with and in coordination with the Executive Director, shall advise the Trustees on all matters concerning the real estate of the Society, including, but not limited to, the acquisition, sale, lease, financing, preservation, restoration, renovation, new construction and management of same. The Committee shall report periodically to the Executive Committee and Trustees, and to the Membership of the Society annually, regarding its activities.

The Committee shall consist of no less than five (5) nor more than seven (7) voting members who shall be appointed for three (3) year terms by the Trustees at their annual meeting.

The Committee shall conduct an annual assessment of all properties needs, and develop capital budget recommendations.

The Committee shall meet at least once every two (2) months and keep minutes of its proceedings.

3. Library and Cabinet Committee. The Library and Cabinet Committee shall be a Standing Committee of the Board of Trustees. The Committee, working with and in coordination with the Executive Director, shall advise on all matters concerning the care, custody and display of the

Society's collection and archives (which shall include electronic media) and the acquisition (by purchase or gift), sale or transfer, or loan of items in the collection or archives, per the approved collections management policies of the Society. The Committee shall periodically review and suggest revision of said policies for approval of the Executive Committee and Trustees. The Committee shall report periodically to the Executive Committee and Trustees, and to the Membership of the Society annually, regarding its activities.

The Committee shall consist of no less than three (3) nor more than seven (7) voting members who shall be appointed for three (3) year terms by the Trustees at their annual meeting.

The Committee shall meet at least quarterly and keep minutes of its proceedings.

4. Education Committee. The Education Committee shall be a Standing Committee of the Board of Trustees. The Committee, working with and in coordination with the Executive Director, shall advise, assist and confer in preparing and implementing educational programs and activities of the Society, and in coordinating the activities of docents and volunteers. The Committee shall report periodically to the Executive Committee and Trustees, and to the Membership of the Society annually, regarding its activities.

The Committee shall consist of no less than five (5) nor more than eleven (11) voting members who shall be appointed for three (3) year terms by the Trustees at their annual meeting.

The Committee shall meet at least quarterly and keep minutes of its proceedings.

5. Investment Committee. The Investment Committee shall be a Standing Committee of the Board of Trustees. The Committee, in coordination with the Executive Committee and the Executive Director, is charged with developing an investment strategy and investing the funds of the Society as would a prudent person, taking into account both short term and long term goals and relevant financial considerations, in accordance with guidelines and policies approved by the Executive Committee and the Trustees. The Committee shall advise and report periodically to the Executive Committee and Trustees, and to the Membership of the Society annually, regarding its activities.

The Committee shall consist of no less than three (3) nor more than five (5) voting members who shall be appointed for three (3) year terms by the Trustees at their annual meeting.

The Committee shall meet at least quarterly and keep minutes of its proceedings.

6. Finance Committee. The Finance Committee shall be a Standing Committee of the Board of Trustees. The Committee, working with and in coordination with the Executive Committee, the Executive Director and the Treasurer, shall advise and report periodically to the Trustees, and to the Membership of the Society annually, on all matters concerning the finances of the Society and its activities. The Committee shall assist in the preparation of the monthly financial reports and in the preparation and review of the annual budget for submission to the Executive Committee for approval.

The Committee shall consist of no less than three (3) nor more than five (5) voting members who shall be appointed for three (3) year terms by the Trustees at their annual meeting.

The Committee shall meet monthly and keep minutes of its proceedings.

7. Long Range & Strategic Planning Committee. The Long Range and Strategic Planning Committee shall be a Standing Committee of the Board of Trustees. The Committee, working with and in coordination with the Executive Committee and Executive Director, shall advise and report periodically to the Trustees, and to the Membership of the Society annually, with respect to planning for and development of long range and strategic plans for the future of the Society, and regarding its activities.

The Committee will provide opportunity for consultation with members of other Standing Committees and advisory groups, and incorporate public and community outreach as part of its planning process.

The Committee shall consist of no less than three (3) nor more than seven (7) voting members who shall be appointed for three (3) year terms by the Trustees at their annual meeting.

The Committee shall meet at least quarterly and keep minutes of its proceedings.

8. Nominating Committee. The Nominating Committee shall be a Standing Committee of the Board of Trustees. The Committee shall be responsible for presenting nominations for Trustees, Officers, and members of Standing Committees for election at the annual meeting of the Membership of the Society, subject to additional nominations from the floor. The Committee shall also provide orientation for new Trustees and provide such advice as the Trustees may request. When requested by the Trustees, the Committee shall investigate and provide advice concerning possible conflicts of interest or other ethical issues.

In the development of nominations, the Committee shall consult with the Executive Committee to determine the needs of the Society.

The Committee shall consist of no less than three (3) nor more than five (5) voting members who shall be elected for three (3) year terms by the Trustees at their annual meeting.

The Committee shall meet as needed at least four (4) times per year and keep minutes of its proceedings.

9. Other Committees. In addition to the Standing Committees listed in these By-Laws, special committees may be appointed by the Trustees and/or the Executive Committee, who may delegate thereto some or all of their powers except those which by law or these By-Laws may not be delegated. Members of such newly created committees shall hold their offices at the pleasure of the body that established them, and the said body may abolish such committee(s) at any time. Each such committee shall report its action to the Executive Committee and Trustees, who shall have power to rescind any action of such committees without retroactive effect. The business of these committees will be conducted as far as possible in the same manner as is provided in these By-Laws for Standing Committees.

10. Adjunct Members. Each Standing Committee may, with the approval of the Executive Committee, appoint adjunct, one-year-term, non-voting members as the Committee deems appropriate.

Article VIII: Fellows

The Fellows of the Society exist for the support of the scholarly activities of the Society. Individuals who have distinguished themselves, either professionally or otherwise, by their scholarly or other achievements, particularly in reference to the Plymouth Colony and New England, may be elected a Fellow by a majority vote of the Fellows at a meeting duly called for that purpose. The Trustees of the Society shall confirm (or not) such an election at a meeting of the Trustees.

There shall be no more than five (5) new Fellows so elected per year.

The President of the Society shall be an ex-officio Fellow of the Society.

Article IX: Indemnification of Officers, Trustees Committee Members and Employees

The Society shall indemnify and hold harmless each person who heretofore has served, is currently serving or hereafter serves (i) as an Officer, Trustee, Committee member or employee of the Society; (ii) at the request of the Society, as an officer or trustee of another organization; or (iii) in any capacity with respect to an employee benefit plan maintained for the benefit of employees of the Society; from and against any and all claims and liabilities to which such person may be or become subject by reason of such service (including, without limitation, by reason of such person's alleged acts or omissions in the course of such service), and shall indemnify and reimburse each such person against and for any and all legal and other expenses

reasonably incurred by such person in connection with any such claims and liabilities, actual or threatened, whether or not at or prior to the time when so indemnified, held harmless and reimbursed such person has ceased to serve in such capacity, except (i) for any breach of the Officer's, Trustee's, Committee member's or employee's duty of loyalty to the Society or its Members; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) for any transaction from which the Officer, Trustee, Committee member or employee derives an improper personal benefit. Provided, however, that prior to such final adjudication the Society may compromise and settle any such claims and liabilities and pay such expenses, if such settlement or payment or both appears, in the judgment of a majority of the voting members of the Executive Committee who are not involved in such matters, to be in the best interests of the Society (or of the participants or beneficiaries of any such employee benefit plan, as the case may be) as evidenced by a resolution to that effect adopted after receipt by the Executive Committee of a written opinion of counsel for the Society to the effect that, based on the facts available to such counsel, such person has not been guilty of acting in a manner that would prohibit indemnification.

Such indemnification may include payment by the Society of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this Article, which undertaking may be accepted without reference to the financial ability of such person to make repayment.

The right of indemnification herein provided shall be in addition to and not exclusive of any other rights to which any Officer, Trustee, Committee member or employee of the Society, or any such persons who serve at its request as aforesaid, may otherwise be lawfully entitled. As used in this Article, the terms "Officer", "Trustee", "Committee member" and "employee" include their respective personal representatives.

Article X: Limitation of liability of Officers, Trustees, Committee Members and Employees to the Society and its Members

No Officer, Trustee, Committee member or employee shall be personally liable to the Society or its Members for monetary damages for breach of fiduciary duty as an Officer, Trustee, Committee member or employee notwithstanding any provision of law imposing such liability except (i) for any breach of duty of loyalty to the Society or its Members; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) for any transaction from which the Officer, Trustee, Committee member or employee derives an improper personal benefit.

Article XI: Dissolution

Upon the complete dissolution of the Society, the Trustees shall, after paying or making provision for the payment of all of the liabilities of the Society, transfer the remaining assets of the Society to such other non-profit organization as the Trustees determine will best assure the continued use of such assets for purposes similar to those of the Society, provided that at the time of such dissolution such successor organization qualifies as an exempt organization under Section 501(c) (3) of the United States Internal Revenue Code of 1987 or the corresponding provisions of any successor statute.

Article XII: Miscellaneous Provisions

Execution of instruments. All deeds, leases, transfers, contracts, bonds, notes and other obligations authorized to be executed by an Officer of the Society in its behalf shall be signed by any of the following: President, Treasurer or other person designated by the Trustees

(as in a Delegation of Authority), except as the Trustees may generally or in particular cases otherwise determine.

Article XIII: Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall serve as a guide to the conduct of meetings of the Members, Trustees and committees in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the Members or Trustees may adopt.

Article XIV: Amendment

These By-Laws may be altered, amended or repealed at any meeting of the Membership of the Society when notice of such alteration, amendment or repeal has been given in the call for the meeting. These By-Laws shall be reviewed not less than once every three years by the Executive Committee or a special committee appointed for that task.

Article XV: Notices

Following is the mailing address for sending official notices or communications to the Society as contemplated in these By-Laws.

**Pilgrim Hall Museum
75 Court Street
Plymouth, MA 02360**

