

BY-LAWS OF

THE CAPTAIN JAMES AND CHLOE STEELE SKILTON FAMILY ASSOCIATION(, INC.)

The purpose of these ByLaws is to further delineate the Articles of Incorporation of THE ASSOCIATION.

ONE. FEES: The annual fees shall be recommended by the Board, presented to THE ASSOCIATION at the next annual meeting and approved by a majority vote of those present.

TWO. PURPOSE OF FEES: The purpose of the fees shall be to help pay for the cost of printing and mailing the annual Reunion Report, Reunion Announcement, and postage of Secretary, Treasurer, Statistician and Membership Secretary. The cost of the Annual Reunion; rent of hall, when needed; and supplies to supplement the meal will be borne by THE ASSOCIATION.

THREE. INVENTORY: The Officers and Committee Chairs will conduct a bi-annual inventory of THE ASSOCIATION assets. A written report of the inventory will be maintained by the Treasurer of THE ASSOCIATION.

FOUR. DUTIES OF BOARD MEMBERS:

Section 1. President: The President shall preside at meetings of THE ASSOCIATION and of the Board and shall call meetings of the Board when necessary or advisable. He/she shall be an ex officio member of all committees of THE ASSOCIATION.

Section 2. President-Elect: In the absence or disability of the President, the President-Elect shall discharge the duties of the President. The President-Elect shall automatically become President upon the expiration of his/her term of office as President-Elect with the transference of the gavel.

Section 3. Past President: The Past President shall give to the Board his/her experience and knowledge gained by serving the previous four-year term of office. He/she shall also be responsible for directing the nominating functions of the Board. He/she will be responsible (with the Board as his/her committee) for nominating a full slate of officers, and trustees to be presented to THE ASSOCIATION for approval at the annual meeting of the Reunion in even years. He/she will become a trustee following the term of Past President.

Section 4. Secretary: The Secretary shall keep accurate records of meetings of THE ASSOCIATION and of the Board, which records shall be open to inspection by members of THE ASSOCIATION. He/she shall keep the book wherein are inscribed the Articles of Incorporation and ByLaws of the Corporation. He/she shall

Section 4. Secretary (continued): keep on file written copies of all reports of officers and committees of the Board. He/she shall receive copies of all reports and committees of THE ASSOCIATION. He/she shall transmit all notices of meetings of the Board as required by the Articles and ByLaws. At the annual meeting of THE ASSOCIATION, he/she shall make a written report of the acts and affairs of THE ASSOCIATION for the preceding fiscal year. He/she shall prepare the agenda for meetings of the Board and of THE ASSOCIATION. He/she shall be the Agent of Service for incorporation mailings (if Incorporated), and shall be a resident of the State of Connecticut. [The Agent of Service is responsible to receive the mail sent by the State; so that any action required or necessary to comply with the mail received shall be done in a timely fashion. He/she must submit a yearly fee and report to the State.]

Section 5. Treasurer: The Treasurer shall have custody of all funds and securities of THE ASSOCIATION, shall maintain and keep a full record of all receipts and disbursements of THE ASSOCIATION. He/she shall deposit all moneys belonging to THE ASSOCIATION in a bank or banks approved by the Board. He/she shall disburse funds as ordered by the Board or by THE ASSOCIATION. At the close of each fiscal year, he/she shall submit his/her books to the auditors and he/she shall exhibit to the auditors all securities belonging to THE ASSOCIATION.

At the annual meeting of THE ASSOCIATION, he/she shall present a written report of receipts and disbursements for the preceding fiscal year, and of the general financial condition of THE ASSOCIATION, and shall file a copy of such report with the Secretary. This report shall also be published in the Annual Reunion Report. The Treasurer shall have full power to sign documents in the name of THE ASSOCIATION.

Section 6. Statistician: The Statistician shall keep a written record of all members of THE ASSOCIATION on file cards and/or on individual pages in notebooks labeled Tinebooks. When a computer shall become an item of Skilton asset and available for use by the Statistician, the written records may be transferred into computer data files for the purpose of record keeping and study. He/she shall be the Assistant Secretary and the Assistant Treasurer of THE ASSOCIATION with authority to perform any and all functions of those offices. The Statistician shall also gather, collate and keep on file vital statistics of the descendants of Captain James Skilton and his wife, Chloe Steele Skilton. He/she shall attempt to complete the complete data on each member. He/she shall make a written report at each annual meeting of THE ASSOCIATION of the data collected since the previous annual meeting. Following the end of a fiscal year, the Statistician shall gather all data and then present a written report on the Annual Meeting. This report shall also be published in the Annual Reunion Report.

Section 6. Statistician (Continued):

The Statistician shall encourage descendants of James Skilton and his wife, Chloe Steele Skilton, to apply for membership in THE ASSOCIATION.

Section 7. Membership Secretary (MS): The MS shall perform tasks under the direction of the Statistician that will assist the Statistician as he/she performs his/her duties for THE ASSOCIATION. He/she shall:

- (a) Collect the annual membership fees or any activity fees, if indicated; and maintain an accurate record of all payments received;
- (b) Deposit collected moneys to the bank;
- (c) Maintain an accurate membership list showing current status of all Sustaining, Associate and Embraced Friends; and
- (d) Prepare for publication all the reports which comprise The Annual Reunion Report, and shall mail a copy to each Sustaining, Associate and Embraced Friends of THE ASSOCIATION and to others who have requested a copy by the time of the Reunion and who have paid the cost thereof as determined by the Board; and, as a gift, to such Libraries, Genealogical and other Societies as have expressed a desire to maintain our Skilton genealogical data.

Section 7. Chaplain: The Chaplain shall give the invocation at the Reunion meal(s), lead in a short Memorial Service during the Annual Meeting and pronounce the benediction at the annual meeting of THE ASSOCIATION.

Section 8. Trustees: The four trustees will act as members at large and fulfill the responsibilities of the Board.

Section 9. Auditors: The Auditors shall be responsible for auditing or causing the financial records of THE ASSOCIATION to be audited. These auditors will serve as Officers of THE ASSOCIATION apart from the Executive Board.

FIVE. DUTIES OF COMMITTEES:

The Board shall be empowered to establish Committees to undertake specified activities on behalf of the membership and to dissolve such Committees. The Board may name the members of such Committees and designate the Chairperson of the

Committee, or may delegate that responsibility to any Officer; or, with respect to the naming of Committee members, may delegate that responsibility to the Chairperson of the Committee.

Section 1. Executive Committee: The Executive Committee will consist of the President, Past President, President-Elect, Secretary, Treasurer and Statistician. The Executive Committee may hold its meeting by teleconference. Executive Committee meetings may be called by the President and/or President-Elect. All emergency recommended actions, disciplinary recommended actions, recommended monetary outlays, and other recommended actions, MUST be voted for by two thirds of the members present to be considered passed and recommended to the Board. The duties of the Executive Committee shall be as follows:

Section 1.1 - Empowered to handle EMERGENCY ASSOCIATION business that is too urgent, as determined by the President and/or President-Elect, to wait for a regular business meeting of the full Board, or for a Special Board Meeting to be called. Commitments of ASSOCIATION funds of \$1,000.00 and above must await a full Board Meeting.

Section 1.2 - Empowered to handle NECESSARY regular ASSOCIATION business, as determined by the President and/or President-Elect, when a full Board Meeting cannot be convened.

Section 1.3 - Empowered to meet, after directed by the Board, to review any conduct detrimental to the good of the organization, and to report back to the Board with recommendations.

Section 1.4 - In the event a member of the Executive Committee is the subject of an investigation, that member must step down until the investigation is completed.

Section 2. Standing Committees: The Standing Committees of THE ASSOCIATION shall be the Nominating, Memorial-Educational Loans, Historical Preservation/Museum, Silent Auction, and the Century Committees. Each committee will develop and maintain guidelines to be ratified by the Board:

Section 2.1 - Nominating Committee: The Nominating Committee shall consist of the Board members under the direction of the Past President as Chairperson. The committee shall function during the even years to select names for recommendations and then make their report at the Annual Meeting on the odd years; when they shall hold election of officers. Before submitting names of persons recommended for elective office, the Committee Chairperson shall ascertain that persons recommended for election at the annual meeting are eligible, willing to accept nomination and then to serve in the designated capacity.

Section 2.2 - Memorial-Educational Loans Committee: This committee shall review all applications for the modest loans made for educational purposes. These loans are made to Sustaining Family members within the Family, any place within the United States. The loan agreement will include:

- (a) The length of the loan period;
- (b) The interest rate; and
- (c) The terms of repayment of the loan which will begin one year following the recipient's graduation, or withdrawal from school.

Section 2.3 - Historical Preservation/Museum Committee: This committee shall be the recipient of items of Skilton memorabilia to be preserved in the various storage facilities of THE ASSOCIATION. Items shall be sent to the chairperson and be designated - "For the Captain James and Chloe Steele Skilton Association - member's name and address". The committee shall be made up of members of all the active Tines in THE ASSOCIATION, who shall act as their Tine's preserver, maintainer and developer of their individual Tine Books. The Chairperson or another member of the committee also shall be the liaison with the Watertown Historical Society (possessor of the Watertown area Skilton items) and the Morris Historical Society (possessor of the Morris area Skilton items). The Morris Historical Society also shall house the Skilton Museum.

Section 2.4 - Silent Auction Committee: This Committee shall act as receiver of any of the original China sets, or pieces thereof, the original issued Hardbound Genealogies and Supplement I which may revert to THE ASSOCIATION and any other Skilton items offered to THE ASSOCIATION; and then arrange for their resale at a future Annual Reunion silent auction.

Section 2.5 - Century Committee: This committee shall review ideas of future goals and directions for THE ASSOCIATION for the 21st Century. Serving automatically on this committee are the President, President-Elect and Statistician along with other nominated members. The committee shall also work with the "Homecoming" Committee to set up the celebration of the Captain James' Homestead 200th birthday in 2001.

SIX.

Amendments

Section 1. Proposed Amendments: Proposed amendments to these ByLaws may be presented in writing to the President, who shall provide copies of the proposed amendment(s) to the other Executive Officers. The Executive Board shall vote on any such proposed amendment(s). A two-third vote to place the proposed

amendment(s) before the membership will be required.

Section 2. Approval of Amendment(s): These ByLaws may be amended at any meeting of THE ASSOCIATION by a two-third vote of the members present and voting, provided written notice of the subject matter of such amendment shall have been given in the notice for such meeting. There shall be no Vote by Proxy for approval or disapproval of ByLaw changes.

Recommended and Adopted by THE ASSOCIATION at the Annual Meeting held on

July 19, 1997 .

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6/07/97