

PENNSYLVANIA SOCIETY

OF THE

SONS OF THE AMERICAN REVOLUTION

BYLAWS

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SONS OF THE AMERICAN REVOLUTION**

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**PENNSYLVANIA SOCIETY
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5/1/2010

BYLAW NO. 1- MEMBERSHIP

Section 1.01. Eligibility

Eligibility for membership is as set forth in Article III of the Constitution of the Pennsylvania Society of the Sons of the American Revolution (hereinafter referred to as "Society").

Section 1.02. Application for Membership

The application for membership shall set forth the name, occupation and residence of the applicant, his line of descent, and the name, residence and services of the ancestor or ancestors in the Revolution from whom he claims eligibility. The application will be filled in from the applicant back to the patriot ancestor's generation. Proof papers will start with the applicant's birth certificate or other legal identification. Each generation will be connected to the preceding generation by submitting acceptable documentation, at least to the point where other SAR or DAR supporting papers give satisfactory documentation. The application shall be executed upon the form prescribed by the National Society of the Sons of the American Revolution (the "National Society") and shall bear the oath or affirmation of the applicant that the statements therein contained are true to the best of his knowledge and belief. Upon receipt of the original application the Registrar shall make for the Society's permanent record a photocopy on acid free permalife 20# bond paper 8 1/2" x 14" of the type manufactured by Howard Paper Mill or an equivalent. Every application shall be endorsed by at least two members of the Society and be approved by both the State Registrar and State Secretary and by the Registrar General of the National Society before the applicant shall be elected to membership, which may then be accomplished by a favorable vote of the Board of Management (the "Board").

Section 1.03. Classification of Members as Chapter or At-Large

The membership, for the purpose of determining the right to vote at a meeting, shall be classified as Chapter members and members-at-large. Chapter members shall include persons who are members of a Chapter. Members-at-large shall include all other persons who are members of the Society.

Section 1.04. Official designation as "Compatriot"

The official designation of a member of the Society shall be "Compatriot".

Section 1.05. Classification of Members

1.05-a. Regular Members

Members of the age of 18 years or over who shall have paid admission fees as provided in Section 9.01 (or its predecessor Bylaw provisions) and dues as provided in Section 9.02 (or its predecessor Bylaw provisions) are in the class of Regular Members. (Regular Members are among the Compatriots described in paragraph 1 of Article III of the Society's Constitution.)

1.05-b. Regular Life Members

Members of the age of 18 years or over who shall have paid Life Membership fees as provided in Section 9.02-e (or its predecessor Bylaw provisions) are in the class of Regular Life Members. (Regular Life Members are also among the Compatriots described in paragraph 1 of Article III of the Society's Constitution.)

1.05-c. Youth Life Members

Members under the age of 18 years who shall have paid Life Membership fees as provided in Section 9.02-e (or its predecessor Bylaw provisions) and shall have applied for and been admitted to Youth Life Membership are in the class of Youth Life Members. (Youth Life Members are described in paragraph 3 of Article III of the Society's Constitution.)

1.05-d. Junior Members

Members under the age of 18 years who shall have paid admission fees as provided in Section 9.01 (or its predecessor Bylaw provisions) or Life Membership fees as provided in Section 9.02-e (or its predecessor Bylaw provisions) are in the class of Junior Members. (Junior Members described in this Bylaw are among the Compatriots described in paragraph 4 of Article III of the Society's Constitution.)

1.05-e. Youth Registrants

Youth Registrants shall be males under the age of 18 years whose Youth Registrant application has been submitted and approved in accordance with the Bylaws of the National Society. (Youth Registrants are described in paragraph 2 of Article III of the Society's Constitution.)

1.05-f. Dual Members

Dual members are Compatriots who are members in good standing in a Society of the Sons of the American Revolution other than the Pennsylvania Society but who, by paying dues as provided in Bylaw No. 9, evidence their wish to be members also of the Pennsylvania Society.

1.05-g. Memorial Memberships

A memorial membership in the Society is available for a deceased male of the same family as a current member. The deceased family member eligible for memorial membership shall not be prior to the second generation prior to the generation of the current member.

A Chapter may, but need not, make a memorial membership in the Chapter available in respect of an individual who is named to memorial membership in the Society.

From and after the completion of the naming of an individual to memorial membership such individual shall be treated on the Society's records as a deceased member of the Society.

The application form and the procedure for a memorial membership shall be substantially the same as the application form and procedure provided for in respect of regular Members except that the family member proposing an individual for memorial membership shall be deemed to be the applicant.

BYLAW NO. 2 – CHAPTERS

Section 2.01. Society to Assist Chapters in Serving Members

The Society shall encourage and assist its Chapters in fulfilling their obligations to their members.

Section 2.02. Formation of New Chapters

New Chapters may be formed by petition of ten or more members of the Society. After investigation, the Board may authorize the formation of a Chapter, designating its name and the primary area of its activities. Notwithstanding such designation, the area in which either a new Chapter or an existing Chapter may conduct activities is in no way restricted by these Bylaws. The Board will decide whether the Chapter's Constitution and Bylaws are not inconsistent with those of the Society and the National Society. If approved by the Board a copy of the Constitution and Bylaws of the new Chapter will be filed with the Secretary.

Section 2.03. Effect of Suspension, Expulsion or Membership Loss

Any person who shall be suspended, expelled or in any way lose his membership in the Society shall thereupon cease to be a member of the Chapter to which he may belong.

Section 2.04. Requirements for Chapter Meetings, Elections, Reports

Each Chapter shall hold an annual meeting for the election of officers. In addition, each Chapter shall hold at least three other meetings in each year unless excused by the Board upon recommendation of the Chapter's District Deputy. Each Chapter shall file with the Secretary not later than ten days before the Society's Annual Meeting, and at such other times as the Board may designate, a report of the Chapter's program during the year ending with its annual meeting, including a financial statement and such other matters as shall be required by the Board.

Section 2.05. Grounds for Forfeiture of Chapter Charters

A Chapter may be adjudged by the Board to have forfeited its Charter from the Society should it fail to fulfill its duties to the Society, and particularly should it fail to hold meetings and file reports as required by Section 2.04 or fail to make a return of, and pay over, moneys due the Society.

Section 2.06. Effect of Forfeiture of Chapter Charters

Upon forfeiture of the Charter of a Chapter the documents, books, moneys and other property belonging to and in the possession of the Chapter shall be delivered over to the Board to be taken and held until the Chapter shall have been reinstated; provided, however, that if the Chapter has not been reinstated within a period of two years, all such property shall become the property of the Society, and such disposition made of it as the Board shall deem wise and expedient.

BYLAW NO. 3 - DISTRICTS AND REGIONS**Section 3.01. Creation of Eleven Districts and Allocation of Chapters Thereto**

In order to render more efficient the Society's supervision of and assistance to the various Chapters, eleven Districts are created, each District being comprised of the respective Counties, or portions thereof, and Chapters as indicated below:

Counties	Chapters
District No. 1	
Bucks, Chester, Delaware, Montgomery, Philadelphia	Philadelphia Continental, Washington Crossing
District No. 2	
Bradford, Carbon, Columbia, Lackawanna, Lehigh, Luzerne, Monroe, Northampton, Pike, Schuylkill (part), Sullivan, Susquehanna, Wayne, Wyoming	Northeast, Valley Forge
District No. 3	
Adams, Berks, Lancaster, Lebanon, York	Continental Congress, Governor Joseph Hiester
District No. 4	
Cumberland, Dauphin (part), Franklin, Fulton, Perry	Conococheague, Harris Ferry, Washingtonburg
District No. 5	
Dauphin (part), Schuylkill (part), Northumberland, Montour, Snyder, Union	Fort Halifax, William Maclay

District No. 6

Cameron, Clinton, Lycoming,
McKean, Potter, Tioga

General James Potter, Tiadaghton

District No. 7

Centre, Juniata, Mifflin, Blair,
Clearfield, Huntingdon

Centre County, Frontier Patriots

District No. 8

Armstrong, Bedford, Cambria,
Fayette, Indiana, Jefferson, Somerset
Westmoreland

General Arthur St. Clair, Somerset-
Cambria

District No. 9

Greene, Washington

Fort Jackson, George
Washington

District No. 10

Allegheny, Beaver, Butler, Clarion,
Lawrence

Christopher Gist,
General Anthony Wayne,
Pittsburgh

District No. 11

Crawford, Elk, Erie, Forest,
Mercer, Venango, Warren

Erie

Section 3.02. Designation of Eastern, Central and Western Regions

When representation by Regions is desired, an Eastern Region will be comprised of Districts 1, 2 and 3, a Central Region will be comprised of Districts 4, 5, 6 and 7 and a Western Region will be comprised of Districts 8, 9, 10 and 11.

Section 3.03. Election of District Deputies

One member of the Society, to be known as a District Deputy, shall be elected by the Society every three years from each of the eleven Districts to serve a three-year term. In case of a vacancy in the office of District Deputy, the President may appoint a Compatriot to serve until such time as the Board, upon recommendation of the Nominating Committee, shall elect a successor to fill the unexpired term. Nominations for District Deputies shall be made as provided in Bylaw Section 5.02-h.

Section 3.04. Responsibilities of District Deputies

Each District Deputy shall be responsible for general supervision of the Chapters within his District, familiarizing himself with their various problems, advising them of matters relative to the Society, actively assisting them in obtaining new members, and aiding them whenever possible. He will submit written progress reports to the Board at its quarterly meetings. He should promptly report problem situations directly to the President.

BYLAW NO. 4 - POWERS AND DUTIES OF THE BOARD OF MANAGEMENT

Section 4.01. General Power and Authority

The Board shall possess and exercise whatever power and authority may be required for the management and control of the property and affairs of the Society and the promotion of its objects, including the power to adopt and amend Bylaws for the Society consistent with the Society's Constitution.

Section 4.02. Power to Create Special Purpose Funds

The Board shall have power from time to time to set aside from the Society's general operating fund moneys of which the principal or income, or both principal and income, shall be used to finance particular activities of the Society or its Chapters designed to perpetuate the memory of people and events of the American Revolution, to spread abroad the good repute of the Society and to promote fellowship among descendants of Revolutionary War patriots.

When it establishes a special fund pursuant to the preceding paragraph, the Board shall specify the source of funding, the general character of the activities to be financed, the personnel, designated by name or by title, who shall invest the fund and the personnel who shall administer the fund, the frequency of required reports on the activities of the fund's administrators, and such other matters as the Board may deem relevant in a particular case.

The Board may at any time terminate a special fund established pursuant to the preceding paragraphs, whereupon the funds therein shall be paid over to the general operating fund of the Society.

Section 4.03. Expulsion and Disciplining of Members

The Board shall have power, after due hearing, to expel or discipline a member of the Society against whom charges have been preferred in writing by either a Chapter or by a member of the Society. The member aggrieved by any such action shall have the right of appeal to the next Annual Meeting of the Society.

BYLAW NO. 5 - MEETINGS AND DELEGATES

Section 5.01. Meetings of the Board of Management

5.01-a. Regular and Special Meetings; Quorum

The Board shall hold regular meetings at least quarterly at such time and place as it may determine. Special meetings may be called by the President at any time, and shall be called by the Secretary upon written request of seven members of the Board. Seven members of the Board shall constitute a quorum for the transaction of business.

5.01-b. Visiting Compatriots: Limitation of Right to Vote

Visiting Compatriots are welcome and are encouraged to attend meetings of the Board, but voting privileges are restricted to Board members present. Voting by proxy is not permitted. The privilege of the floor may be granted to visiting Compatriots at the pleasure of the presiding officer.

Section 5.02. Meetings of the Society

5.02-a. Meetings Provided for in Constitution

Meetings of members of the Society (as distinguished from meetings of the Board of Management) are provided for in the Constitution, Article V, Sections 5.01 and 5.02.

5.02-b. Limitation of Right to Vote

The right to vote in any meeting shall be limited to the members of the Board and the Delegates in good standing in attendance. Voting by proxy is not permitted.

5.02-c. Entitlement of Chapters to Delegates

Each Chapter shall be entitled to one Delegate for every 25 members or major fraction thereof, and, in addition, its President, First Vice President and Secretary shall be Delegates.

5.02-d. Registration of Delegates with State Secretary

At least five days prior to the convening of a meeting of the Society, each Chapter should register with the State Secretary the names of the Delegates to which it is entitled. If the Secretary has not received such a list from a Chapter, which has no more members present than the number of Delegates to which it is entitled, the members present shall be accepted as Delegates; otherwise the members present shall confer and agree among themselves, which are to be Delegates and so notify the Secretary.

5.02-e. Entitlement of Members-at-Large to Delegates

The members-at-large shall be entitled to one Delegate for every 25 members or major fraction thereof. They shall be elected by the members-at-large and the names of the Delegates to which they are entitled shall be registered with the Secretary prior to the convening of a meeting of the Society.

5.02-f. Secretary to Prepare Official Roll of Delegates

It shall be the duty of the State Secretary to prepare the official roll of the Delegates.

5.02-g. Quorum of Delegates

Fifteen Delegates shall constitute a quorum for the transaction of business.

5.02-h. Nominating Committee Preparation

In preparation for the Annual Meeting of the Society, the Nominating Committee shall observe the provisions set forth in the four following subsections.

1. Publication, Nominations, Election and Voting

The Nominating Committee shall prepare a slate of nominees for the several offices specified in Bylaw Section 7.02. The names of those so nominated shall be published in the *Pennsylvania Minuteman* or furnished each Chapter, in either case at least 20 days before the Annual Meeting of the Society. In addition to the nominations of the Nominating Committee, nominations may also be made from the floor. The election of the Officers shall be by ballot if requested by five or more members, and no member shall be declared elected unless he shall have received a majority of the votes cast. Voting by proxy is not permitted.

2. Third Vice President

The Nominating Committee shall include as nominees for Third Vice President in the year 2004 and every three years thereafter a Compatriot from District 4, 5, 6 or 7; in the year 2005 and every three years thereafter a Compatriot from District 1, 2 or 3; and in the year 2006 and every three years thereafter a Compatriot from District 8, 9, 10 or 11.

3. Regional Representation of Vice Presidents and President

The Compatriots who are nominated for the offices of Third Vice President, Second Vice President, First Vice President and President shall be members of the Regions in the sequence that results from the Third Vice President advancing through the offices as above.

4. District Deputies

The Nominating Committee shall include as nominees for District Deputies in the year 2015 and every three years thereafter Compatriots from Districts 4, 5, 6 & 7; in the year 2016 and every three years thereafter Compatriots from Districts 1, 2 & 3; and in the year 2017 and every three years thereafter Compatriots from Districts 8, 9, 10 & 11. In 2015 in order to have staggered terms, the initial term for District Deputies for Districts 1, 2 & 3 will be one year and the initial term for District Deputies for Districts 8, 9, 10 & 11 will be two year term.

5. At-Large Selection

In the event the Nominating Committee is unable in a particular year to select a candidate for the office of Third Vice President from one of the

Districts which would be required by the preceding subsection 2, the Committee shall select for such office for such year a candidate at-large (i.e., a Compatriot from any of the other Districts); provided, however, that in the succeeding year the Committee shall select a candidate for such office for such year from one of the Districts which would have been required by the preceding subsection 2 had the at-large selection not had to be made.

5.02-i. Installation of Officers and Assumption of Office

The individuals elected by the Society shall assume office upon their installation at the close of the Annual Meeting.

5.02-j. Communication to National Society Executive Director

The Secretary shall furnish the names of the nominees for National Trustee, Alternate National Trustee and when applicable for Vice President General, to the Executive Director of the National Society at least 30 days before the meeting of the ensuing Congress of the National Society.

5.02-k. Order of Business at Meetings

The following Order of Business is suggested for the Annual Meeting of the Society and, on a somewhat reduced scale, for meetings of the Board:

1. Calling the Meeting to Order by the President.
2. Singing of the National Anthem, "Star Spangled Banner"
3. Pledge of Allegiance to the U. S. A. Flag and the SAR Pledge
4. Invocation
5. Report of Credentials Committee and Roll Call of Delegates
6. Approval of Minutes of the previous meeting
7. Address of President
8. Reports of Officers
9. Reports of Standing Committees
10. Reports of Special Committees
11. Unfinished Business
12. Election of Officers
13. Election of Manager of the Reserve
14. Election of Delegates and Delegate-at-Large to National Society Congresses
15. New Business
16. Adjournment

Section 5.03. Delegates to a Congress of the National Society

5.03-a. Listing of Delegates

In accordance with the Bylaws (No. 20) of the National Society, the following are Delegates to a Congress of the National Society:

1. Each member of the Society who is serving as a General Officer of the National Society or as a member of the Executive Committee of the National Society.
2. The National Trustee or his Alternate
3. The President or one of the Vice Presidents of the Society

4. One Delegate for every 50 members of the Society and for a fraction of 25 or over, and
5. One Delegate-at-Large.

5.03-b. Nomination and election of Delegates and Delegate-at-Large

Delegates and the Delegate-at-Large shall be nominated as provided in Bylaw Section 7.02 and shall be elected at the Society's Annual Meeting, *provided, however,* that if and to the extent that at the time of any Annual or Special Congress of the National Society there shall be fewer or more Delegates than the number to which the Society is entitled at such time under the National Society's Bylaws, the President shall have the power to appoint additional Delegates or, as the case may be, to determine which of the elected Delegates shall not serve at such Congress.

5.03-c. Limitation to One Vote for each Delegate

No Delegate shall cast more than one vote. If entitled to vote under more than one of the subsections in the foregoing Section 5.03-a, he shall elect under which subsection he casts his vote.

Section 5.04. Robert's Rules of Order

The rules contained in the current edition of "Robert's Rules of Order" shall govern procedure at meetings of the Board and the Society in all cases to which they are applicable and in which they are not inconsistent with the Constitution and Bylaws of the Society.

Section 5.05. Notices of Meetings

Notices of meetings of the Society, including the Annual Meeting, and notices of meetings of the Board of Management may be sent out by mail, or by e-mail to those Compatriots who are known by the Secretary to be willing to receive notices by e-mail .

BYLAW NO. 6 - OFFICERS

Section 6.01. Election of Officers

The Officers, as enumerated in Section 4.01 of the Constitution, shall be elected at Annual Meetings of the Society and shall hold office for one year or until their successors have been elected and qualified.

Section 6.02. Duties and Reports Required of Officers; Changes in NSSAR Roster of Members

The duties of the Officers shall be such as usually appertain to their respective offices and such other duties as may be imposed as hereinafter provided. The Officers shall have such powers as shall be delegated to them by the Board. The Officers shall make a report at the Annual Meeting and at such other times as may be required by the Board.

No officer of the Society other than the Secretary is authorized to make, or authorize the making of, any change in the roster of members of the Society maintained at the headquarters of the National Society of the Sons of the American Revolution.

Section 6.03. President

The President shall preside at all meetings of the Society, the Board and the Executive Committee and shall have a casting vote. He shall exercise the usual functions of a presiding officer, and shall enforce strict observance of the Constitution and the Bylaws. He shall appoint all Committees not otherwise provided for. In the absence of the Chancellor at a meeting, the President shall appoint a substitute to act as Parliamentarian. The President may request a meeting of the Executive Committee at any time.

In the absence of the President at any meeting or his incapacity to continue in service for any reason, his duties shall be assumed by other Officers in the following order: First Vice President, Second Vice President, Third Vice President, and Past Presidents of the Society in order of their immediacy into that status.

The President shall appoint a Compatriot to be the Editor of the quarterly State publication known as the *Pennsylvania Minuteman* and a Compatriot to be the Society's representative for *The SAR Magazine*.

The President shall make appointments as provided for in Bylaw Sections 7.02, 7.03 and 7.04.

Section 6.04. First Vice President

The First Vice President shall be a member of the Finance Committee and shall familiarize himself with the responsibilities of the office of Treasurer and with the routine procedures the Treasurer follows in fulfilling those responsibilities.

Section 6.05. Second Vice President

The Second Vice President shall be Chairman of the Meetings and Credentials Committee. He shall work closely with the Presidents of the several Chapters in hosting meetings and deciding matters of voting credentials. He shall familiarize himself with the responsibilities of the office of Registrar and with the routine procedures the Registrar follows in fulfilling such responsibilities.

Section 6.06. Third Vice President

The Third Vice President shall be a member of the Membership Committee, shall prepare the minutes of quarterly meetings of the Board and shall familiarize himself with the responsibilities of the office of Secretary and with the routine procedures the Secretary follows in fulfilling such responsibilities.

Section 6.07. Secretary

The Secretary shall conduct the general correspondence of the Society and such other matters as may be directed by the Board. He shall have charge of the seal, Constitution, Bylaws and records of the Society, including a roll of its members but not including documents of the character to be kept by the Registrar as provided in Section 6.09. Together with the presiding officer, the Secretary shall certify acts of the Society.

The Secretary shall keep fair and accurate records of all proceedings and orders of the Society, and shall give notice to the several Officers of votes, orders, resolves and proceedings of the Society affecting them or appertaining to their respective duties. He shall notify members of their election, and shall, under the direction of the President, give due notice of the time and place of meetings of the Society or Board, and attend the same. He shall see that a copy of the Minutes of the Board is provided to each member of the Board.

Section 6.08. Treasurer

The Treasurer shall collect and keep in the name of the "Pennsylvania Society of the Sons of the American Revolution" the general operating funds and the investment funds of the Society, except for the Reserve, in a banking institution insured by the Federal Deposit Insurance Corporation, approved by the Board, placed to the credit of "The Pennsylvania Society of the Sons of the American Revolution". Money shall be withdrawn from such funds by check of the Treasurer upon proper documentation for budgeted or Board authorized expenditures for the purposes of the Society. Specific prior authorization by the Board is required for the expenditures of \$500 or more for any unbudgeted category item.

The Treasurer shall prepare each year for consideration by the Finance Committee an annual budget for the following year.

Although the Managers are responsible for handling the assets in the Reserve, as provided in Bylaw No. 8, the Treasurer shall include those assets on the books of the Society and reflect them in reports he renders to the Board and the Finance Committee, provided, however, that in including such assets on the Society's books, the Treasurer shall be entitled to rely on information furnished him by the Managers.

The Treasurer shall keep a true account of his receipts and payments and at each Annual Meeting render the same to the Society. He shall make such additional reports as may be required by the Board. He shall be a member of the Finance Committee.

Section 6.09. Registrar

The Registrar shall keep the proofs of membership qualifications, and the historical and genealogical papers, manuscript or other, of which the Society may become possessed, and under the direction of the Board shall keep copies of such similar documents as the owners thereof may not be willing to leave permanently in the keeping of the Society. He shall verify statements of the lineage and Revolutionary War service of ancestors that may be made in an application for membership, and make a report to the Board.

Section 6.10. Historian

The Historian shall keep the records of the historical and commemorative meetings of the Society, and shall supervise the preparation and printing of its historical publications, other than those of the membership rolls.

Section 6.11. Genealogist

The Genealogist shall assist the Registrar and the Board and any member of the Society who may appeal to him for help in preparing application papers for membership.

Section 6.12. Chancellor

The Chancellor shall be an attorney-at-law. It shall be his duty to give opinions on legal matters affecting the Society when an Officer or the Board refers questions to him. He shall act as Parliamentarian at meetings of the Society and the Board.

Section 6.13. Chaplain

The Chaplain shall be an ordained or licensed minister or a graduate of a theological seminary. He shall open and close meetings of the Society and of the Board with religious services usual and proper on such occasions, when so directed by the President or by the Chairman of the meeting. He shall also prepare and participate in other religious services of the Society, such as memorial rites, when requested by the President.

Section 6.14. Assistant Officers

In addition to the aforementioned Officers of the Society, the Board may elect each year at the Annual Meeting an Assistant Secretary, an Assistant Treasurer and an Assistant Registrar and such additional assistant officers as it shall deem desirable. Each assistant officer so elected shall assist the Officer to whom he is assistant in the performance of such Officer's duties, shall have and exercise the requisite powers, shall have such further powers and duties as may at any time be prescribed for him by the Board or by the Officer to whom he is assistant, and in the absence or disability of the Officer to whom he is assistant shall have and exercise such Officer's powers and duties.

Section 6.15. Bonding

In order to secure the fidelity of the Society's Treasurer and the Chairman of the Reserve, the Society shall maintain a fidelity bond in the amount prescribed from time to time by the Board.

Section 6.16. National Officers

The Society is privileged to nominate a National Trustee and an Alternate National Trustee at each Annual Meeting, and at the Annual Meeting in such years as it is the Pennsylvania Society's turn in its National District, to nominate a Vice President General, election of such officers to occur at the following Annual Congress. These are positions of great honor and distinction. Their duties are outlined in the National Society's Bylaws.

Section 6.17. Filling Officer Vacancies

In case of the incapacity or vacancy of an officer occurs the President may appoint a Compatriot to serve in the vacant office until such time as the Board, upon recommendation of the Nominating Committee, shall elect a successor to fill the unexpired term. This provision does not include presidential succession as provided for in **Section 6.03. President**

Section 6.18. President's Medallion

The President of the Society shall be entitled to possess a President's Medallion during his term of office. At the end of his term, he shall deliver possession of the Medallion to his successor in office.

BYLAW NO. 7 - COMMITTEES

Section 7.01. Executive Committee

The Executive Committee shall consist of the President, the First Vice President, the Secretary, the Treasurer and five members-at-large of the Board elected at the Society's Annual Meeting for one-year terms.

The Executive Committee, so far as may be permitted by law, shall have all powers and may exercise all authority of the Board in the intervals between meetings of the Board; *provided, however*, that, unless otherwise directed by the Board in a particular instance, the Executive Committee shall exercise such authority only when in its judgment the exigencies of a situation require prompt action and it is impractical to call a special meeting of the Board. Acts done and powers conferred by the Executive Committee shall be deemed to be, and may be certified as being, done under authority of the Board.

Section 7.02. Nominating Committee

The Nominating Committee shall consist of five members to be appointed by the President, of which number at least two shall be Past Presidents of the Society and the remainder may be selected from the Board, one from each of the three Regions of the State. The committee member most recently assuming the status of Past President shall serve as Chairman.

The Committee shall nominate a Compatriot for each of the following offices: President, First Vice President, Second Vice President, Third Vice President, Secretary, Treasurer, Registrar, Historian, Genealogist, Chancellor, Chaplain, District Deputies, a Manager of the Reserve, Delegates and Delegate-at-Large to National Society Congresses as required by Bylaw Section 5.03, National Trustee, Alternate National Trustee, five members-at-large of the Executive Committee of the Board of Management, and when it is Pennsylvania's turn in its National District, a Vice President General. The Committee shall also nominate Compatriots to fill vacancies in unexpired terms in any of the foregoing positions.

Section 7.03. Standing Committees

The following are required Committees. Except in the instances where otherwise provided below, the President shall appoint a Chairman and may appoint, directly or with the Chairman's recommendation, other members of the Committees.

7.03-a. Finance Committee, of which the First Vice President, the Treasurer and the Chairman of the Reserve are members *ex officio*. The Committee will estimate income and expenditures, and recommend such fiscal actions as they consider in the best interests of the Society. One of its main duties is to prepare each year and recommend to the Board for adoption an annual Budget for the following year.

7.03-b. Audit Committee, whose duties are to audit the books and records of the Treasurer and of the Managers of the Reserve. In selecting qualified personnel, care should be taken to select Compatriots convenient to two sets of books and records which may be at some distance from each other. The Committee shall report to the Board at its first quarterly meeting after the Annual Meeting of the Society.

7.03-c. Meeting and Credentials Committee, of which the Second Vice President shall be Chairman. The Presidents of the respective host Chapters for the various meetings of the Board and the Society, together with such Chapter members as each of these Chapter Presidents shall deem necessary, shall be the other members of this Committee.

7.03-d. Membership Committee, of which the Third Vice President shall be a member. The District Deputies and the Chairmen of the Chapter Membership Committees shall be the other members of this Committee, whose duties are to solicit and encourage candidates for membership to file applications and join the Society.

7.03-e. Chapter Activities Committee, whose duties are to encourage the Chapters and their members to engage in numerous activities to stimulate interest in the objects of the Society and to arrange for appropriate rewards to the most active Chapters and members.

7.03-f. Americanism Committee, which is to encourage patriotic activities. It should include the following sections: Basic Documents, Yorktown, Constitution Week, Flags, Historic Days, Liberty Bell Program, Historic Sites, and Allegiance Sunday.

Section 7.04. Other Committees

There shall be other Committees as deemed appropriate by the President and appointed by him for his term of office.

BYLAW NO. 8 - THE RESERVE

Section 8.01. Administration and Investment Policy

A Reserve is hereby established in order to insure the stability and perpetuity of the Society. Administration and management of the Reserve is the responsibility of the Managers of the Reserve

Unless otherwise directed by the Board, the Managers shall follow an investment policy seeking a total return for the investments held in the Reserve, whether the return is to be derived from appreciation of capital or earnings and distributions with respect to capital or both.

Section 8.02. Managers, Investments, Bank and Brokerage Accounts

There shall be three Managers of the Reserve elected at the Annual Meeting of the Society. One of the Managers shall be elected in 2012 for a term ending in 2013 and his successor for a term ending in 2016 and every three years thereafter; another of the Managers shall be elected in 2012 for a term ending in 2014 and his successor for a term ending in 2017 and every three years thereafter; and the third of the Managers shall be elected in 2012 for a term ending in 2015 and his successor for a term ending in 2018 and every three years thereafter. They shall select one of their members to serve as Chairman, and he shall have charge of all records and the power to call a meeting of the Managers whenever he deems it necessary.

8.02-a. Investments

The Managers shall invest moneys, securities or property which may accrue to the Reserve in the name of the "Reserve of the Pennsylvania Society of the Sons of the American Revolution" in accordance with the prudent man rule.

8.02-b. Bank Account

A bank account shall be opened in the name of the "Reserve of the Pennsylvania Society of the Sons of the American Revolution" in a banking institution insured by the Federal Deposit Insurance Corporation approved by the Board upon recommendation of the Managers of the Reserve in which funds received by the Managers shall be deposited. Funds deposited therein may be withdrawn only on the signature of at least two Managers.

8.02-c. Brokerage Account

A brokerage account shall be opened in the name of the "Reserve of the Pennsylvania Society of the Sons of the American Revolution" in a brokerage firm approved by the Board upon recommendation of the Managers of the Reserve in which moneys and securities of the Reserve shall be held, invested and reinvested in accordance with instructions of the Managers.

Section 8.03. Corpus

The corpus of the Reserve shall consist of the following:

8.03-a. Assets Moved from the Permanent Fund

The assets moved from the Permanent Fund in accordance with action taken by the Board on the date of the adoption of this Bylaw No. 8, on May 2, 2009.

8.03-b. Assets in the Henry B. Limberg Activities Fund

The assets held in the Henry B. Limberg Activities Fund on the date of the adoption of this Bylaw No. 8 on May 2, 2009.

8.03-c. Assets Transferred to the Reserve by the Board

Such money or property as the Society may, by action of the Board from time to time, transfer to the Reserve.

Section 8.04. Transfers from the Reserve

The Managers of the Reserve shall transfer to the Treasurer such money or property as the Board may from time to time direct.

Section 8.05. Reports Required of the Managers

8.05-a. Quarterly Reports

The Managers shall furnish to the Board at each of its quarterly meetings a report showing the following as of the end of the second calendar month preceding the date of the meeting:

1. Receipts (including the source, by category) and disbursements (including the payee, by category) since the date of the last preceding quarterly report.
2. The cost and date of acquisition of each asset held in the Reserve on the date of such last preceding report.
3. The selling price and date of sale of each asset sold from the Reserve since the date of such last preceding report.
4. The present market value of each asset still held in the Reserve.

8.05-b. Annual Reports

The Managers shall furnish to the Board for the Board's summer meeting a report showing for the fiscal year ended on the preceding April 30 information of the character specified in Section 8.05-a.

BYLAW NO. 9 FEES AND DUES**Section 9.01. – Admission Fees for Regular Members and Junior Members**

The fee, payable to the Treasurer of the Society, which shall accompany each application for admission of a member is \$161.00 comprised of the following elements:

National Society Admission Fee	\$80.00
First year's dues for the National Society	\$35.00
Pennsylvania Society Admission Fee	\$25.00
First year's dues for the Pennsylvania Society	<u>\$21.00</u>
Total	\$161.00

The fee, payable to the Treasurer of the Chapter, which shall accompany each application for admission of a member is \$161.00 comprised as stated above plus the Chapter's admission fee.

The "first year's dues for the National Society" and "the first year's dues for the Pennsylvania Society" provided above cover dues for the then current year, except that in the case of an application accepted by the Society in November or December of any year the "first year's dues for the National Society" and the "first year's dues for the Pennsylvania Society" cover the applicant's membership in the National Society and the State Society for the next succeeding year.

9.01-a. Fees for Supplemental Applications

The fee, payable to the Treasurer of the Society, which shall accompany a Supplemental Application for a member is \$70.00 comprised of the following elements:

National Society Fee	\$60.00
Pennsylvania Society Fee	<u>\$10.00</u>
Total	\$70.00

The fee, payable to the Treasurer of the Chapter, which shall accompany a Supplemental Application of a member is \$70.00 comprised as stated above plus the Chapter's Supplemental Application fee.

9.01-b. Fees for Family Applications

As used in this Bylaw No. 9, the term "Family Application" shall mean an application for membership (herein referred to as the "primary application") accompanied by one or more additional applications on the same genealogical line or connected by relationships not to exceed two linkages removed from the first applicant's line, proof of which shall be by primary documentation only, provided that all such additional applications are submitted at the same time and on the same Transmittal Form as the primary application.

The fee, payable to the Treasurer of the Society, which shall accompany each primary application of a member shall be the respective amounts specified in Section 9.01.

The fee, payable to the Treasurer of the Society, which shall accompany each additional Family Application, shall be \$98.50 comprised of the following elements:

National Society Admission Fee	\$30.00
First year's dues for the National Society	\$35.00
Pennsylvania Society Admission Fee	\$12.50
First year's dues for the Pennsylvania Society	<u>\$21.00</u>
Total	\$98.50

The fee, payable to the Treasurer of the Chapter, which shall accompany each additional Family Application shall be \$98.50 comprised as stated above plus the Chapter's admission fee.

As provided in Section 9.01, the "first year's dues for the National Society" and the "first year's dues for the Pennsylvania Society" shall apply to dues for the current year or dues for the next succeeding year depending upon whether the application was accepted by the Society prior to, or on or after, November 1 of the current year.

9.01-c. Fees for Supplemental Family Applications

A "Supplemental Family Application" provides a means by which related Compatriots may prove an additional family line to a patriot ancestor at a reduced fee from that which would otherwise apply to a Supplemental Application. One Compatriot (the primary applicant) in the family group must pay the fee as specified in subsection 9.01-a. The other Compatriots in the group shall pay the reduced fee as set forth below so long as the additional applications are submitted on the same Transmittal Form, at the same time and on the same genealogical line as that of the primary applicant.

A fee shall accompany each primary application of a member payable to the Treasurer of the Society in the amounts specified in Bylaw No. 9, subsection 9.01-a.

A fee shall accompany each Supplemental Family Application of another Compatriot in the group payable to the Treasurer of the Society in the amount of \$25.00 plus the Chapter's fee comprised of the following elements:

National Society Fee	\$20.00
Pennsylvania Society Fee	<u>\$ 5.00</u>
Total	\$25.00

9.01-d. Fees for Family Members Under Age 25

An applicant who is the son, grandson, brother, nephew or grandnephew of a member of the Society or of a member of the Daughters of the American Revolution or a son of a member of the Sons of the Revolution (his relative being a member in good standing with his or her organization or such son's, brother's, grandson's, nephew's or grandnephew's organization, if living, or if deceased, then at the time of his or her death), if eligible and elected to membership before attaining the age of 25 years, and if the application follows the same established lineage of the said member, may be admitted without payment of the regular admission fee, but shall pay charges as shown below. No PASSAR dues shall be assessed until the following year.

The fee, payable to the Treasurer of the Society, which shall accompany each application made in accordance with this subsection 9.01-d shall be \$67.00 comprised of the following elements:

National Society Admission Fee	\$30.00
First Year's dues for the National Society	\$35.00
Pennsylvania Society Fee	<u>\$ 2.00</u>
Total	\$67.00

The fee, payable to the Treasurer of the Chapter, which shall accompany each application of a member made in accordance with this subsection 9.01-d shall be \$67.00 comprised as stated above plus \$1.00 for the Chapter.

9.01-e. Fees for Junior Members

The fees payable upon the application of a male under the age of 18 for membership in the Society depends upon the path which he follows toward membership, as stated below.

1. If establishing a New Lineage or Patriot Ancestor, a fully documented application and a check for \$90.00 comprised of the following elements must be submitted: National Application Fee - \$80.00 and National Junior Member Dues - \$5.00. There are no State fees or dues for Junior Members.
2. If using a lineage which has already been accepted by the SAR or DAR, a Record Copy of the referenced SAR or DAR application must be provided with the documentation. A check for \$40.00 comprised of the following elements must be submitted: National Application Fee - \$30.00 and National Junior Member Dues - \$5.00.
3. A current member of C.A.R. between the ages of birth and 18 may become a Junior

Member by completing the application and supplying a copy of his birth certificate, a Record Copy of his C.A.R. application and a C.A.R. Certificate of Good Standing. A check for \$40.00 comprised of the following elements must be submitted: National Application Fee - \$30.00 and National Junior Member Dues - \$5.00.

9.01-f. Fees for C.A.R. Members age 18 to 22

A Member of C.A.R. who applies for membership in the Society not later than one year after his 21st birthday shall present a completed application, a Record Copy of his C.A.R. application, a Certificate of Good Standing from C.A.R. and a copy of his birth certificate to the Registrar of the Society accompanied by a check for \$51.00 comprised of the following elements: National Dues - \$30 and State Dues - \$21.00

National and State Application Fees are waived for C.A.R. members age 18 to 22.

9.01-g. Fees For Youth Registrants Under 18 Years Of Age

A Youth Registrant is a male under 18 years of age who submits a fully documented application for registration, but does not desire membership in the SAR. An Approved Youth Registrant application will be assigned a Youth Registrant Number by NSSAR. The application will be held in escrow until the applicant reaches age 29. He will not be subject to annual dues by National, State or Chapter until he activates his membership. At the time of filing he shall remit only \$30.00 payable to the Treasurer of the Society or to the Treasurer of the Chapter. The said \$30.00 represents the National Society Fee.

To activate his membership, the Youth Registrant must complete the PASSAR Youth Registrant Activation form and submit a check for the current National, State and Chapter dues to the Treasurer of the Society.”

9.01-h. Fees for Memorial Memberships

The fee, payable to the Treasurer of the Society, which shall accompany each application for admission to Memorial Membership is \$455.00 comprised of the following elements:

Fee of the National Society	\$430.00
Fee of the Pennsylvania Society	<u>\$ 25.00</u>
Total	\$455.00

The fee, payable to the Treasurer of the Chapter, which shall accompany each application for admission to Memorial Membership, is \$455.00 comprised as stated above plus the Chapter's admission fee.

9.01-i. To Whom Admission Fees are Paid

Admission fees of members-at-large members shall be paid to the Treasurer of the Society and admission fees of Chapter members shall be paid to the Treasurer of the Chapter.

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Section 9.02. Annual Dues, Payable by December 31 of Each Year

9.02-a. Annual Dues

Annual dues of a member-at-large, payable to the Treasurer of the Society, are \$58.00 comprised of the following elements:

Dues of the National Society	\$35.00 ¹
Dues of the Pennsylvania Society	\$21.00 ²
Dues for members-at-large	<u>\$ 2.00³</u>
Total	\$58.00

¹ The dues in respect of any year shall not include the \$35.00 otherwise payable (i) by a member who shall have made a National Society Dues Payment through another State Society in respect of such year, or (ii) by a member who shall have been designated by the National Society an Emeritus Member exempt from further payment of National Society dues.

² Of the \$21.00 dues, (a) \$2.00 shall be set aside for the member's annual subscription to the Pennsylvania Minuteman, the single issue charge for which shall be \$1.00 per copy, and (b) \$2.00 shall be credited to a special projects fund from which withdrawals may be ordered from time to time by the Board.

³ The \$2.00 shown above for "Dues for members-at-large " applies only to members-at-large. It is not payable by members of the Chapters.

Annual dues of a Chapter member, payable to the Treasurer of the Chapter prior to December 31, are \$56.00 comprised as stated above (exclusive of the \$2.00 charge for a member-at-large) plus the dues of the member's Chapter.

9.02-b. Effect of Arrears - Certain Exemption Permitted

1. A member whose dues are in arrears for 15 days or more may be dropped from the rolls of the membership. When there is evidence that hardship or misfortune may cause the lapse of payment of dues, the Board of Management of a Chapter, and that of the Society, may grant to any Compatriot an exemption for that year's dues. The National Society no longer excuses such dues, so the Board of the Pennsylvania Society will have to make provision to pay the National Society dues for such members.
2. In the event that a member shall have been dropped by the Board of Management of a Chapter or that of the Society from the rolls of the membership by reason of non-payment of dues and if the Compatriot who shall have been so dropped from the rolls of the membership shall pay his dues or shall be granted an exemption as provided in the foregoing subsection numbered 1, the Board of Management of the Chapter or that of the Society, as the case may be, may restore the Compatriot to the rolls of the membership.
3. If membership is restored as provided in the foregoing subsection numbered 2, the Chapter or the Society, as the case may be, shall promptly inform the Compatriot of such restoration.

9.02-c. Effect of Inability to Pay Full Dues

A member who has paid individual dues for at least 35 years and who has attained the age of 65 years, and whose application has been reviewed and certified by his Chapter as to his inability to pay full dues, and is subsequently approved by the Board, shall not pay in excess of the per capita amount required by the National Society.

9.02-d. Collection of Dues

All National, State and Chapter dues must be forwarded to the State Treasurer or his Assistant Treasurer on or before December 31st. The State Treasurer will submit all Chapter dues to each Chapter Treasurer.

9.02-e. Regular Life Members and Youth Life Members

A Compatriot in good standing who shall make a single payment comprised of the elements specified in the following schedule shall become a Life Member and shall thereafter be exempt from payment of regular annual dues:

1. The amount specified by the National Society for the Compatriot's current age.
2. The annual dues of the Pennsylvania Society for the current year multiplied by 30 in respect of a Compatriot of age 40, reduced by ½ of such annual dues for each year the Compatriot's age exceeds 40.
3. The annual dues of the Compatriot's Chapter for the current year multiplied by 30 in respect of a Compatriot of age 40, reduced by ½ of such annual dues for each year the Compatriot's age exceeds 40.

The single payment provided for above in this subsection 9.02-e shall be made to the Treasurer of the Compatriot's Chapter who shall retain for the Chapter the amount computed in accordance with the foregoing clause 3 and transmit the remainder to the Treasurer of the Pennsylvania Society who, in turn, shall retain for the Society the amount computed in accordance with the foregoing clause 2 and transmit the remainder to the Treasurer of the National Society.

The single payment made by a member-at-large who is not a member of a Chapter shall not include any amount computed in accordance with the foregoing clause 3.

9.02-f. Reinstatements

A former member of the Society may be reinstated and placed in good standing upon payment of current dues as fixed by the National Society, the Society and his Chapter plus a \$10.00 filing fee which will accrue to the Society. The Chapter will then forward to the Treasurer of the Society the money to cover National and Society dues, the \$10.00 filing fee and a Reinstatement Form.

9.02-g. Transfer of Membership

Upon transfer of membership from one Chapter to another, or from a Chapter to membership-at-large, and vice versa, the dues for the year in which the transfer is made shall be paid to and belong to the demitting group and must be paid before the transfer is approved.

Transfers from one Society to another shall be in accordance with the National Society rules and regulations.

9.02-h. Exemption of an Emeritus Member from Payment of National Society Dues

A Compatriot who shall have been designated by the National Society an Emeritus Member exempt from further payment of National Society dues may omit from his Annual Dues computed as provided in Bylaw subsection 9.02-a the amount specified in that subsection for dues of the National Society.

Section 9.03-a. Payment by Credit Card

A member may log in to <http://www.passar.org>. He will immediately be prompted to click on "click here to pay your dues" which will, in turn, move him to a secure website where he will enter his national number. A screen will show the member's national, state and local dues and will allow the member to pay using his credit card. The Chapter Secretary and Treasurer are responsible for monitoring member payments and contacting members to resolve any outstanding issues.

9.03-b. Payment by Check

A member may pay his dues by check. A member may mail his payment to the PASSAR Treasurer who will record the payment. The Chapter Secretary and Treasurer are responsible for monitoring member payments and contacting members to resolve any outstanding issues.

9.03-c. Credit Card Information Furnished to PASSAR Treasurer

A member may return his dues notice to the PASSAR Treasurer with credit card information on the return portion of the dues notice. The PASSAR Treasurer will enter the payment. The Chapter Secretary and Treasurer are responsible for monitoring member payments and contacting members to resolve any outstanding issues.

1/31/2004

BYLAW NO. 10 - THE YEAR

Section 10.1. Fiscal Year of the Society

The fiscal year of the Society shall end on April 30 each year.

Section 10.2. Dues

Annual dues for both the Society and the Chapters cover the calendar year.

1/31/2004

BYLAW NO. 11 - THE SEAL

The seal of the Society shall be 2-3/8 inches in diameter, charged with the figure of a Minute Man grasping a musket in his right hand and surrounded by a constellation of 13 stars, who shall be depicted in the habit of a husbandman of the period of the American Revolution, and as in the act of deserting his plow for the service of his country; the whole encircled by a band 3/8 of an inch wide, within which shall appear the legend: "PENNSYLVANIA SOCIETY of the SONS of the AMERICAN REVOLUTION ORGANIZED Nov. 23, 1893".

BYLAW NO. 12 - LIABILITY; INDEMNIFICATION; INSURANCE

Section 12.01. – Personal Liability of Board Members and Officers

12.01-a. Elimination of Liability

To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of officers and directors, no member of the Board of Management of the Society (hereinafter referred to as “Board member”) or other officer or member of a committee of the Society (hereinafter, including a Manager of the Reserve, referred to as “Officer”) shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a Board member or Officer.

12.01-b. Applicability

The provisions of this Bylaw shall be deemed to be a contract with each Board member and Officer who serves as such at any time while this Bylaw is in effect and each such Board member and Officer shall be deemed to be so serving in reliance on the provisions of this Bylaw. Any amendment or repeal of this Bylaw or adoption of any bylaw or provision of the Constitution which has the effect of increasing Board member or Officer liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, bylaw or provision.

Section 12.02. - Indemnification

12.02-a. Right to Indemnification

1. As used herein, the word “Action” shall mean any action, suit or proceeding, administrative, investigative or other, (i) to which such person is a party (other than an action by the Society) or (ii) in connection with which such person is not a party but is a witness, subject to investigation or otherwise involved, in either case by reason of such person’s being or having been a Board member or Officer.
2. Unless in a particular case indemnification would jeopardize the Society’s tax exempt status under Section 501(a) of the Internal Revenue Code of 1986, as the same may be amended or modified or replaced by any future United States internal revenue law (the “Code”), or result in the Society’s failure to be described in Section 501(c)(3) of the Code, and except as prohibited by law, each Board member and Officer shall be entitled as of right to be indemnified by the Society against expenses and any liability paid or incurred by such person (i) in the defense of any Action to which such person is a party or (ii) in connection with any other Action.
3. A person who is not a Board member or Officer may be similarly indemnified in respect of service to the Society to the extent the Board at any time designates such person as entitled to the benefits of this Bylaw.

4. As used in this Bylaw, “indemnitee” shall include each Board member and each officer of the Society (including Managers of the Reserve) and each other person designated by the Board as entitled to the benefits of this Bylaw; “liability” shall include amounts of judgments, excise taxes, fines, penalties and amounts paid in settlement; and “expenses” shall include fees and expenses of counsel incurred by the indemnitee only (i) if the Society has not at its expense assumed the defense of the Action on behalf of the indemnitee with reputable and experienced counsel selected by the Society, or (ii) if it shall have been determined pursuant to subsection 3 hereof that the indemnitee was entitled to indemnification.

12.02-b. Right to Advancement of Expenses

Unless in a particular case advancement of expenses would jeopardize the Society’s tax exempt status under Section 501(a) of the Code or result in the Society failure to be described in Section 501(c)(3) of the Code, every indemnitee shall be entitled as of right to have his expenses in defending any Action paid in advance by the Society, as incurred, provided that the Society receives a written undertaking by or on behalf of the indemnitee to repay the amount advanced if it should ultimately be determined that the indemnitee is not entitled to be indemnified for such expenses.

12.02-c. Right of Indemnitee to Initiate Action; Defenses

1. If a written claim under subsection 12.02-a or subsection 12.02-b is not paid in full by the Society within 30 days after such claim has been received by the Society, the indemnitee may at any time thereafter initiate an action to recover the unpaid amount of the claim and, if successful in whole or in part, the indemnitee shall also be entitled to be paid the expense of prosecuting such action.
2. The only defenses to an action to recover a claim for indemnification otherwise properly asserted under subsection 12.02-a shall be (i) that the indemnitee’s conduct was such that under applicable law the Society is prohibited from indemnifying the indemnitee for the amount claimed, or (ii) that indemnification would jeopardize the Society’s tax exempt status under Section 501(a) of the Code or result in the Society’s failure to be described in Section 501(c)(3) of the Code, but the burden of proving any such defense shall be on the Society.
3. The only defenses to an action to recover a claim for advancement of expenses otherwise properly asserted under subsection 12.02-b shall be (i) that advancement of expenses would jeopardize the Society’s tax exempt status under Section 501(a) of the Code or result in the Society’s failure to be described in Section 501(c)(3) of the Code, or (ii) that the indemnitee failed to provide the undertaking required by subsection 12.02-b, but the burden of proving any such defense shall be on the Society.

12.02-d. Non-Exclusivity; Nature and Extent of Rights

The rights to indemnification and advancement of expenses provided for in this Bylaw shall (i) not be deemed exclusive of any other rights to which any indemnitee may be entitled, (ii) be deemed to create contractual rights in favor of each indemnitee who serves the Society at any time while this Bylaw is in effect (and each such indemnitee shall be deemed to be so serving in reliance on the provisions of this Bylaw), and (iii) continue as to each indemnitee who has ceased to have the status pursuant to which he was entitled or was designated as entitled to indemnification under this Bylaw and shall inure to the benefit of the heirs and legal representatives of each indemnitee.

Section 12.03. Construction of References to Code

References in these Bylaws to a section of the Code shall be construed to refer both to such section and to the regulations promulgated thereunder, as they now exist or may hereafter be amended, and to the corresponding provisions of any future federal tax code and the regulations thereunder.

Section 12.04. Power To Purchase Insurance

The Society shall have the power to purchase and maintain insurance on behalf of any person who is or was a member of the Board of Management or of any committee elected or appointed pursuant to these Bylaws or is or was an officer (including a Manager of the Reserve) or employee of the Society against any liability asserted against, or incurred by, him as a result of his status as such and any expense incurred by him in connection with the assertion of such liability, whether or not the Society would have had the power to indemnify him against any such liability.

1/31/2004

BYLAW NO. 13 - DISPOSITION OF ASSETS ON DISSOLUTION

In the event of the dissolution of the Society, its then assets shall be distributed to the National Society, or, should it also not then be in active existence, to an organization with consonant patriotic, charitable or educational purposes then recognized by the Internal Revenue Service as an entity, contributions to which are deductible for Federal Income Tax purposes.

5/1/2010

BYLAW NO. 14 - AMENDMENTS

These Bylaws may be amended, or new Bylaws adopted, at any meeting of the Board by the affirmative vote of two-thirds of the members present and voting, *provided, however*, that written notice of the meeting shall have been given, with a copy of the proposed amendment or new Bylaws enclosed, at least 30 days before the meeting, or, in a case where a proposed amendment affects only Bylaw No. 9, at least 15 days before the meeting.

CERTIFICATION

As Secretary of the Pennsylvania Society of the Sons of the American Revolution, the undersigned certifies that the foregoing are the Society's Bylaws as of November 12, 2016 amended as follows, viz:

<u>Bylaw No.</u>	<u>Date</u>
1	5/1/2010
2	1/31/2004
3	11/1/2014
4	5/5/2007
5	11/1/2014
6	11/12/2016
7	5/2/2009
8	5/5/2012
9	11/12/2016
10	1/31/2004
11	1/31/2004
12	5/2/2009
13	1/31/2004
14	5/1/2010

Certified correct

By: 

Raynold L. Prusia, Sr.
Secretary

November 12, 2016

Date