

CONSTITUTION AND BYLAWS

OF

THE WHITESIDE FAMILY ASSOCIATION, INC.

This Constitution and Bylaws serve as the Corporate Bylaws of
The Whiteside Family Association, a charitable nonprofit corporation
Formed on November 1, 2003
Voting Membership

UPDATED & APPROVED BY THE MEMBERS - MARCH 21, 2005

Updated & Approved by the Members — December 31, 2008

Article I: WFA Organizational Name, Status, Mission, & Structure

Section A — Name and Corporate Status

The "Whiteside Family Association, Inc." referred to herein as the "WFA" is the organization governed by this instrument. The "WFA" is incorporated in the State of Delaware (U.S.) under Delaware's Corporate Law.

Section B — Tax-exempt Status

Approved August 13, 2004

Employer Identification Number: 11-3708980

The WFA is organized exclusively for charitable and education, including, the distribution of information or materials to organizations that qualify as exempt under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code. Also to engage in educational training of interested individuals and groups in the skills and art of genealogical and historical compiling of information for documentation and copyrighted publications. The WFA shall share such information and make literary distributions and scientific SNA studies to genealogical societies, libraries, and organizations that qualify under 501(c)(3) of the Internal Revenue Code (U.S.), as amended and as it may be amended, or the corresponding provision of any re-codification of the U.S. tax laws. The purpose of the WFA is exclusively limited to those purposes specified under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code as a charitable public service genealogical education and American historical literary organization including the scientific use of DNA studies. This corporation will comply as a matter of fact with those requirements.

Section C — Mission

The WFA is a non-partisan, non-profit, and non-governmental organization of Whiteside kindred along with numerous intermarried families. Its mission is to promote educational as well as research activities along with distribution of those materials and results generated from these activities at no cost, fee or charges whatsoever to the end users of those materials.

Article II: Objectives

The objectives for which this organization has been organized are as follows:

Section A

1. Provide an international organization through which descendants of multiple surname family groups and descendants of associated intermarriage families of 16th 17th 18th 19th, and 20th century families and the members of this organization can exchange and share family heritages.
2. Train how to research and use genealogical software to document and distribute to the general public their respective family heritages and the members of this organization.
3. Promote through public lectures, seminars, conferences, tutorials, education workshops, family reunions, historic educational field trips, educational work projects and other educational activities as approved by the WFA interest is our respective heritages.
4. Sponsor strategic DNA research by upgrading current samples and purchasing new Samples.
5. Generate, encourage, and foster the mutual interests and opportunities for the local community who are, or who may become, interested in learning about their family history and associated intermarriages with other families including contributions these families made to local, state, province, county and national history.
6. Strengthen the ties of fellowship and kinship between members of the various surname family lineages and maintain family unity of the members through public education activities as well as using Social Media and our Newsletter.
7. Teaching how to document and preserve family history information by lecturing and participating in periodic and annual family reunions open to the public.

8. Emulate and honor the family forebears by providing educational training of how to properly prepare, organize and preserve genealogical documentation of one's paternal and maternal family line.
9. Train others how to do genealogical collecting, preserving, documenting and distributing to the local community and local, regional, and state public libraries and archivers of 17th, 18th and 19th century family heritages.
10. Store and make available to the genealogical community and the public any and all genealogical and historical information edited and published under Article II in a public location as specified and agreed upon by the WFA.
Currently the Allen County Library, Fort Wayne, Indiana is our repository for research material. In addition continue to take advantage of electronic storage by maintaining our WFA Website.
11. Evaluate and provide encouragement, cooperation, and donations to other worthy and qualified organization under Section 501(c)(3) of the Internal Revenue Code with purposes similar to this Corporation as approved by the WFA.

Section B — Prohibited Activities

1. No private Inurnment. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section I of this Article II from funds accumulated through donations, gifts, grants and fund raisers.
Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal incomes tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
2. No lobbying. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of the document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or corresponding section of any future federal tax code, or corresponding section of any future tax code.

3. Other. Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in Furtherance of the purposes of the Corporation as set forth in Article II, section 1 hereof.

Article III: Directors, Officers

Section A — Directors — There shall be seven Directors of the Association. Effort should be made to have one Director from the UK and one from Canada.

1. The Directors shall be elected at the Annual General Meeting from among those full members who have been active and paid their dues. A member may be nominated, if he is not present but has provided a letter signifying his agreement to stand and this nomination has been presented to the general membership at the time of the formal announcement of the meeting.
2. The term of office shall be for 2 years and consideration will be given to making these alternating terms with 4 Directors being elected in one year and 3 Directors being elected in the following year.
3. If a vacancy should occur in any office including Director, between annual meetings, the remaining Directors shall appoint a full member to serve the unexpired term. In the case of a vacancy by the President, the Vice President would fill this spot and a Director would be appointed to replace the Vice President.
4. A quorum at Director's meeting will be 4 members.
5. Each Director will have one vote. Proxies will be allowed.
6. The Directors will meet at least 1 time per year and and/or within thirty days after the receipt of a written request signed by three directors.
7. Should a Director be unavailable for 2 consecutive meetings, the Director will concede their position.

Section B — Elected Officers

The Officers of the WFA, elected by the Board of Directors, shall be a President, a Vice President, a Secretary, a Treasurer, an Assistant Treasurer. The duties and responsibilities of these Officers shall be those usually associated with such offices, including those duties as prescribed by these by-laws. The President and Vice President will be Directors and the other officers may be Directors or may be appointed from the Membership.

Section C — Terms of Office

All officers shall be elected by majority vote of the WFA Board of Directors for a term of 2 years, or until their successors takes office. The elected officers can hold the same office consecutively for more than two terms.

Section D — Duties of Officers

The duties of the Officers shall be as follows:

1. The President shall preside at all business meetings of the WFA. The President shall have general power to execute all contracts and written instrument on behalf of the WFA, and to perform all other duties commonly incident to the office President. The President shall have power to appoint all committee and committee chairs. The President has the authority to co-sign checks in accordance with Article VII, Section C hereof. The powers and authority of the President apply only to the activities of the WFA.

2. The Vice President shall in the absence or the disability of the President, perform the duties and execute the powers of the President. When so acting, the Vice President shall have all of the powers of and be subject to all of the restrictions imposed upon the President as prescribed in these by-laws.

3. The Treasurer shall have charge of all funds of the WFA, and shall perform such duties, which are customarily incident to that office. The Treasurer shall render a statement to the membership annually and whenever call upon by the general membership.

The Assistant Treasurer will assist the treasurer as needed and keep duplicate financial records of the Association.

4. The Secretary shall perform all duties customarily incident to the office, including, but not limited to, recording and maintaining a **record** of the minutes of all

membership meetings, and performing such functions which are required by law. Such duties consist of but are not limited to the following:

- a. To send out to the membership a notice of each meeting.
- b. To conduct a general correspondence of the WFA.
- c. To maintain a record of all correspondence.

Section E- Administrative Offices

The WFA's administrative office shall be located in the City, State, and Country where the Secretary resides. An exception to this will be the registered agent of this corporation who will reside in the state of Delaware as required by Delaware law. The office of the President shall be located in the City, State and Country where the President resides.

Section F — Compensation

The Officers and registered agent shall receive no compensation for their services as Officers or agent but may receive reimbursement for expenditures incurred on behalf of the WFA. Approval of such expenditure shall be by the same process as provided in Article VII, Section C regarding financial transactions. Members' travel and meal expenses are not reimbursable except if approved by majority of the WFA membership.

Article IV: Membership

Section A — Criteria

The membership of the WFA shall consist of those individuals/families who have paid the membership fee, which shall be determined by the membership of the Board of Directors.

Section B — Life Membership

The fee for life membership shall be US \$100.00

Article V: Committees

Section A — Standing Committees

A Finance Committee shall have the oversight duties over the finances of the WFA. It shall be composed of the Treasurer and Assistant Treasurer . It shall see that audits or reviews of the financial records of the WFA are completed as required and report its findings to the members through the annual meeting, mail or

electronic means. The findings of the annual audit/review shall be reported at the annual WFA gathering.

Section B — Ad Hoc Committees

Except when approved by the majority vote of the WFA, the WFA executive (President or Vice President in the event the President is not able or available) shall recommend from time to time ad hoc committees of WFA members, led or including a WFA Executive for projects or specific tasks, as it deems necessary.

Article VI: Meetings

Section A — Annual General Meeting

There will be a formal annual General Meeting once a year at a time and place to be determined by the members present at the preceding gathering. In lieu of a physical gathering of members annually, there shall be an electronic gathering for WFA business.

Section B — Meeting

A meeting is any gathering of members called by the Board of Directors.

Section C— Called Meetings

Notice of all called meetings shall be sent to the general members at least 30 business days prior to the event via electronic means. Any business that can be conducted at the Annual Meeting can also be conducted at any called meeting of the Association. Members may participate in meetings through use of the Internet if such can be arranged so that a majority of members can participate. The use of the Internet for participation for those members who may not be able to be at the physical geographic location shall constitute presence in person of those members. Likewise exchanges of emails and/or the telephone that include the majority of members can constitute presence at any official meeting if previously announced and arranged by the President.

Section D — Voting

Each Active Member is eligible to cast one vote on each issue coming before the WFA. Any member may vote for another ~~member~~ if given a written, signed proxy, issued to and executed by the other member.

Article VII: Financial Management

Section A — Fiscal Year

The fiscal year for the WFA shall be from January 1 to December 31 of each calendar year.

Section B — Banking

All funds of the WFA shall be deposited by the Treasurer in a banking or financial institution with Five (5) Business Days of receipt and shall be continuously deposited until property transferred or disposed of. Selection of said institutions shall have the approval of the Board of Directors

Section C— Financial Transactions

Financial transactions drawn against any WFA account shall be authorized by the body and shall bear the signature of the Treasurer or Assistant Treasurer. The authority of the WFA to expand or encumber funds extends only to those funds resident in the WFA accounts.

Section D — Expenditures

The President shall not have the power to authorize expenditures of funds in excess of \$1,000.

Section E — Assessments

Special assessments of the WF members may be voted upon, provided prior written notification of at least ten days in advance of the meeting is sent to each member. A majority vote of the members present is necessary for successful passage of an assessment proposal.

Section F —Audits

The Directors shall see that required audits/reviews of the books of the WFA are carried out and reports its findings to the provisions of Article V. Section A. Members at the annual general meeting will vote on the selection of the Auditor or persons doing the audit/review.

Article VIII: Dues

Section A— Dues

Dues for membership in the WFA shall be determined annually, no later than January 1 of each calendar year. Dues paid by new members during or after the annual meeting will cover the balance of the current year and following year.

Article IX: Parliamentary Authority

Section A — These by-laws, as adopted by the membership, shall be the authority of law of the WFA along with Roberts Rules of Order.

Section B — Robert's Rules of Order

Wherever these by-laws do not specifically make provision for a particular point of order or situation in question, the governing authority shall be Robert's Rules of Order. Revised Edition.

Article X: Quorum

Section A - The action of a majority of the members present at any gathering shall be the action of the organization.

Article XI: Amendments

Section A — These by-laws may be amended by the affirmative vote, either in person or electronically, of two-thirds of the voting membership at any Annual Meeting, provided that the proposed amendment has been circulated to the members at least 30 days prior to the gathering at which the amendment is to be voted upon. Between annual meetings voting by postal and email would be allowed for amendments and items for special consideration. A no reply would signify an agreement and this would be indicated at the time of the vote.

Article XII: Dissolution

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state archive, or a local government or for a public purpose. Any such assets not so disposed shall be disposed of by a Court of Chancery in the jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are operated exclusively for such purposes.

