

P R A

Pennington Research Association

Articles of Association

and

Bylaws

Pennington Research Association Articles of Association

Whereas, on the Sixth day of August in the year Nineteen Hundred and Eighty-three, at the Fifth Annual Meeting of the Pennington Research Association in Albuquerque, New Mexico, the members of the Association then present did vote unanimously to strengthen the organization of the Association by the creation of a set of Bylaws to give a more formal structure to the Association and delimit its operations;

Now, we, the undersigned members of the Pennington Research Association, have joined together in the following Articles of Association for the said organization, thereby reducing to written form our understanding of its purposes and limitations; and

Furthermore, for as long as we remain members of the Pennington Research Association, the undersigned agree to be bound by these **Articles of Association** and by the appended **Bylaws**, or by these **Articles of Association** and **Bylaws**, as legally amended, for the conduct of the business and operations of the Association:

First. The organization described in these Articles shall continue to be known as the Pennington Research Association, as it was named at its founding in 1979, at Wichita, Kansas.

Second. The sole purpose of the Association shall be the collection, preservation maintenance, and dissemination of materials relating to the genealogical structure of the Pennington Family.

Third. The Association shall be served by a Board of Trustees consisting of two or more persons. The following named persons are the initial Trustees of the Association:

- (a) Virginia R. Lang, 6305 Raderville Rte., Casper, WY 82604
- (b) Richard P. Bailey, 140 Archwood Ave., Annapolis, MD 21401

After the election of officers in accordance with the appended Bylaws, the Treasurer of the Association and the Executive Director of the Association shall serve as Trustees of the Association in place of those named above.

Fourth. No part of the net earnings of the Association shall inure to the benefit of, or be distributed to the members, trustees, officers or other private persons, except that the Association shall be authorized and

empowered to pay reasonable compensation for services rendered in furtherance of the purpose set forth in the Second Article.

Fifth. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in any political campaign on behalf of any candidate for public office. In particular, the Association shall not publish or distribute statements intended to influence the outcome of any such political campaign.

Sixth. Notwithstanding any other provision of these Articles, this Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the objectives of the Association as set forth in the Second Article.

Seventh. Upon the dissolution of the Association, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations set up and operated exclusively for charitable, educational, religious or scientific purposes as shall at that time qualify as an exempt organization or organizations under Section 501 (c)(3) of the United States Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine.

Eighth. A proposed amendment to these Articles must first be approved by a majority of the members present at a regular annual meeting. An amendment so approved shall then be submitted to all members of the Association for a mail vote. The proposed amendment shall become effective on a three-fourths vote of qualified members voting .

In Witness Whereof, we hereby append our signatures, this 28th day of July, 1984, at the Sixth Annual Meeting of the Pennington Research Association at Louisville, Kentucky:

*Vivian H. Pennington
Lillian O. Stamps
Nancy Jane Smith
Virginia R. Lang
Richard P. Bailey
Lurene Johnson
Nan King
Elma Pennington
Janie Lou Barthel*

*Albuquerque, New Mexico
Nashville, Tennessee
Louisville, Kentucky
Casper, Wyoming
Annapolis, Maryland
Sheffield, Alabama
Indianapolis, Indiana
Adair, Illinois
Palestine, Texas*

Roselyn H. Bennington
Robert T. Bennington
R. C. Pennington
Barker Stamps
Bertha Pennington
Heather P. Downs
Maggie L. Pennington
Robert M. Pennington
Raymond C. Pennington
D. Ashley Bennington
Iris Hurst
Willis W. Lake
Betty Inman
Taylor S. Pennington
Juanita D. Caskey
Models S. Satori
Mildred M. Young

McLean, Virginia
McLean, Virginia
Albuquerque, New Mexico
Nashville, Tennessee
Westville, Oklahoma
Charleston, South Carolina
Charleston, South Carolina
Chicago, Illinois
Charleston, South Carolina
Evanston, Illinois
Lititz, Pennsylvania
Birmingham, Alabama
Jacksonville, Florida
Westville, Oklahoma
Lancaster, Virginia
Corydon, Indiana
Macombe, Illinois

Pennington Research Association Bylaws

Article I (Organization)

Section 1. The name of this organization shall be the **Pennington Research Association**, hereinafter referred to in these **Bylaws** as the **Association**.

Section 2. These **Bylaws**, together with the **Articles of Association** of the **Pennington Research Association**, shall govern the powers, rights, duties, and liabilities of the members of the **Association** and prescribe the manner in which its operations are conducted.

Section 3. As stated in the **Articles of Association**, the sole purpose of the **Association** shall be the collection, preservation, maintenance, and dissemination of genealogical materials relating to the Pennington Family.

Section 4. In order to fund its operations, the **Association** may assess membership dues; in addition, the **Association** may solicit and accept contributions from its members and from other sources.

Section 5. No provision of these **Bylaws** in conflict with the **Articles of Association** shall be effective.

Article II (Membership)

Section 1. Membership in the **Association** shall be of four classes, namely **Active**, **Associate**, **Life**, and **Honorary**.

Section 2. All persons interested in furthering the aims of the **Association** shall be eligible for **Active** membership and shall qualify for such membership for the period of one calendar year on payment of annual dues for that year.

Section 3. Spouses of **Active** members shall be eligible for **Associate** membership without payment of dues.

Section 4. Any member may become a **Life** member by unanimous vote of the **Executive Board** of the **Association** and the payment of a **Life Membership Fee** as set by the **Executive Board**. Such payment exempts the **Life** member from further dues payment.

Section 5. Honorary membership may be conferred upon any person for distinguished service to the Association or outstanding contributions to the genealogical literature of the Pennington Family, by unanimous recommendation of the **Executive Board** of the **Association**, ratified by a two-thirds vote of members present and voting at an annual meeting. An **Honorary** member pays no dues, but has all the rights and privileges of membership except the right to hold office in the **Association**.

Section 6. All members of the **Association**, including members of all four classes shall be entitled to voting privileges.

Article III (Business Meetings)

Section 1. The **Association** shall hold business meetings annually at such time and at such place as shall be determined by a majority vote of the membership at the previous annual meeting.

Section 2. The senior officer of the **Association** present shall preside at an annual meeting.

Section 3. If procedural questions arise as to the conduct of business at a meeting of the **Association**, the presiding officer shall be bound by the provisions of the Seventy-fifth Anniversary Edition of Roberts' Rules of Order Revised (1951).

Section 4. At each annual meeting, the **Association** shall conduct its business in accordance with an agenda prepared by the **Executive Board**; however, any member of the **Association** may bring to the attention of the annual meeting, for discussion and possible action, any matter relevant to the objectives of the **Association**.

Section 5. Newly elected officers shall be inaugurated at the next subsequent annual meeting .

Section 6. Association membership dues effective for each calendar year shall be as set at the preceding annual meeting after recommendation by the **Executive Board** and approval by a two-thirds vote of the members then present and voting.

Article IV (Executive Board)

Section 1. The officers of the **Association**, in order of seniority, shall be a **President** a **Vice-President**, a **Research Director**, a **Secretary**, a **Treasurer**, and an **Executive Director**.

Section 2. The six officers named in Section 1, together with the immediate **PAST PRESIDENT**, shall constitute the **Executive Board** of the Association.

Section 3. The **President** of the **Association** shall chair the **Executive Board**.

Section 4. The **Executive Board** shall have full authority to manage the affairs of the **Association**, including the power to authorize the expenditure of funds of the **Association** for purposes consistent with the stated objectives of the **Association**.

Section 5. No expense or obligation whatsoever shall be incurred on behalf of the **Association** by any person or group of persons, except as incurred and set forth within these **Bylaws** and **Articles of Association**.

Section 6. With the exception of the **Executive Director**, the officers of The **Association** shall be elected to serve nominal two year terms, beginning at an annual meeting and ending at the second annual meeting thereafter.

Section 7. The **President** and the **Vice-President** may not be reelected to serve consecutive terms in the same office.

Section 8. Initially the **Executive Director** shall be elected to serve a term of one year; however, this term shall be renewed annually without a ballot of the membership of the Association, in the absence of a contrary recommendation from a majority of the other six members of the **Executive Board**.

Section 9. If deemed necessary to protect the interests of the **Association**, any member of the **Executive Board** may be removed from office at any time by the unanimous vote, in writing, of the other members of the **Executive Board**. A vacancy which arises on this account, or for any other reason, may be filled by any member of the **Association** eligible to serve as an officer after appointment by a majority vote of the remaining members of the **Executive Board**.

Article V (Nominations and Elections)

Section 1. Before the end of the calendar year the **President** of the **Association** shall appoint a nominating committee consisting of two members of the **Association**, not members of the **Executive Board**, to propose nominees to fill such vacancies as may be expected to occur during the following year due to expiration of terms of office and for other reasons.

Section 2. All **Active, Associate, and Life** members are eligible to serve as officers of the **Association**. Nominees must be notified, and their consent obtained, before a ballot listing. A member standing for election should understand the responsibility he is undertaking in offering to serve as an officer of the **Association**, in particular the desirability of attendance at annual meetings.

Section 3. The closing date for nominations to be received at the office of the **Executive Director** shall be March 30th of the year in which the election is scheduled.

Section 4. As soon as feasible after the closing date for nominations, the **Executive Director** shall prepare and submit by mail to the members of the **Association** a ballot listing all qualified nominees submitted for each office involved in the election. If the **Executive Board** so desires, it may attach to the above ballot its own recommendations to the membership, formulated by a majority vote of the Board.

Section 5. Completed ballots shall be returned by mail to the **Executive Director** on or before a date two weeks in advance of the regular annual meeting, on which date the poll shall be closed.

Section 6. All four classes of members of the **Association** are eligible to vote; however, **Active** members (and thus their **Associates**) must qualify by the payment of dues for the year in which the election is held.

Section 7. The nominee for each office who receives the largest total number of-qualified votes shall be certified as the winner of the election to that office. In case of ties, the winner shall be decided by a vote of the members present at the subsequent annual meeting. The ballot for the run-off election shall list only the names of those nominees tied for the lead.

Article VI (Operations)

Section 1. The **Executive Director** of the **Association**, at the direction of the **Executive Board**, and under its supervision, shall have full authority to manage the operations of the **Association**.

Section 2. No expenditure of funds of the **Association** shall occur without the approval of **the Executive Board**; however, authority for such approval may be delegated to the **Executive Director**.

Section 3. In order to accomplish the basic objectives of the **Association**, the **Executive Board** shall, among other duties,

(a) strive to maintain a program of genealogical research on the various branches of the Pennington Family; and

(b) arrange for the publication and distribution of the magazine *Pennington Pedigrees* as **Association** needs dictate.

Section 4. Qualified **Active, Life, and Honorary** members of the **Association** shall receive copies of the publications of Section 3(b) as issued, without charge. Back issues of *Pennington Pedigrees*, when available, and any special purpose publications which may be authorized by the **Executive Board** from time to time, may be offered to all interested persons at a reasonable charge as determined by the **Board**.

Section 5. In order to carry out the mandate of Section 3, the **Executive Board** may appoint a permanent staff of members of the **Association** to assist with various aspects of its operations.

Section 6. The staff appointed under Section 5 shall serve at the pleasure of the **Executive Board**.

Section 7. The official Post Office address of the **Association** shall be the address of the **Executive Director**. The office of the **Executive Director** shall serve as a central clearing house for inquiries directed to the **Association** and the conduct of its business. From this base of operations, the Executive Director will attend to regular duties, such as staff coordination, supervision of publications, planning for annual meetings, and arranging for nominations and elections. In the most general sense, the charge of the **Executive Director** shall be to work to strengthen the **Association** by striving to develop interest in its projects.

Article VII (Amendments)

Section 1. A proposed amendment to these **Bylaws** must be submitted by mail to the membership with a postmark at least sixty days before the annual meeting at which it is to be presented. The amendment becomes effective on ratification by a two-thirds vote of members

These Bylaws ratified at the
Pennington Research Association
Annual Meeting, July 22, 1995,
in Tulsa, Oklahoma.

The Post office address of PRA
is the Executive Director's,
which in 1995

Dr. Bob Laubach
226 Stratford St.
Syracuse NY 13210 3052
(315) 474-3869