

THE LINNELL FAMILY ASSOCIATION, INC.

ARTICLES OF INCORPORATION

FIRST: I, Rachel Linnell Wynn, whose post office address is 5663 Columbia Road, Apartment 102, Columbia, Maryland 21044, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation" is: The Linnell Family Association, Inc.

THIRD: The purposes for which the Corporation is formed are to promote fellowship among the Linnell family members through reunions and publication of "The Linnell Family Newsletter" and to preserve the records of the family.

The Corporation is organized as exempt under Section 501(c)(7) of the Internal Revenue Code of 1954 and, in general, to exercise any, all, and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for pleasure, recreation, and other non-profitable purposes, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its members, directors, 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 herein. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(7) of the Internal Revenue Code of 1954.

FOURTH: The post office address of the principal office of the Corporation and of the Resident Agent in this State is: 5663 Columbia Road, Apartment 102, Columbia, Md. 21044. The Resident Agent of the Corporation is: Rachel Linnell Wynn

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for and other matters relating to its members shall be set forth in the by-laws of the Corporation.

The Linnell Family Association, Inc
Articles of Incorporation - continued

SIXTH: The number of Directors of the Corporation shall be five (5) which number may be changed pursuant to the By-Laws of the Corporation. The names of the Directors who shall act until the first annual meeting or until successors are duly chosen and qualified are: Dr. Larry and Pam Linnell (a couple with one vote), of RFD 1 Box 160, Dexter, Ma. 04930; J. C. and Rachel Linnell Wynn (a couple with one vote) of 5663 Columbia Rd. Columbia, Md. 21044; Althea Tremewan of 9048 Taylor St. N.E., Blaine, Minn. 55434-3368; Bonnie and Roger Hansen (a couple with one vote) of 548 Manor Drive N.E., Spring Lake Park, Minn. 55432; Eric and Joan Linnell (a couple with one vote), 359 Lofts Drive, Melbourne, Fla. 32940

SEVENTH: The Corporation may be dissolved by vote of the membership by a majority of the votes entitled to be cast. Upon dissolution of the Corporation's affairs or upon abandonment of the Corporation's activities, the assets and records of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to the Sturgis Library of Barnstable, Massachusetts.

EIGHTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 20th day of June, 1989, and I acknowledge same to be my act.

Rachel Linnell Wynn

Rachel Linnell Wynn

THE LINNELL FAMILY ASSOCIATION, INC.

BY-LAWS

ARTICLE 1 MEMBERS

Section 1. Identity of Members

The members of the corporation, hereinafter called the Association, shall be all adult descendants of ROBERT LINNELL and the families of such descendants who have paid all properly levied dues and assessments and who are in good standing and are eighteen (18) years of age or more.

Section 2. Triennial Meeting

Triennial Meetings of the membership shall be held, beginning in 1991, at a time selected by the Steering Committee to conduct elections and to vote on actions referred by the Steering Committee or requiring participation by the membership according to the By-Laws or requirements of the governing laws of Maryland. Special Meetings may be called from time to time, either by the Steering Committee or by written petition to the Steering Committee by twenty-five (25) members.

Section 3. Notice of Meetings

Notice of meetings will be given by mail in the LINNELL FAMILY NEWSLETTER at least 30 days prior to meeting date.

Section 4. Quorum

The presence in person or by proxie of 10% of the members of the Corporation shall constitute a quorum at all meetings of the members except as otherwise provided by law.

Section 5. Voting

At all meetings of members every member entitled to vote thereat shall have one (1) vote. Such vote may be either in person or by proxie appointed by an instrument in writing subscribed by such member or duly authorized attorney, bearing a date not more than 3 months prior to said meeting. All elections shall be held and all questions shall be decided by a majority of the votes cast at a duly constituted meeting, except as otherwise provided by law.

Section 6. Dues

The amount to be paid as membership dues shall be determined by the Steering Committee and shall be paid annually upon notification to the membership.

By-Laws (cont.)

ARTICLE 2 BOARD OF DIRECTORS (STEERING COMMITTEE)

Section 1. General Powers

The property and business of the association shall be managed under the direction of the Board of Directors (hereinafter referred to as the Steering Committee).

Section 2. Number and Term of Office

The number of Steering Committee Members shall be six (6) or such other number, but not less than three (3). Their terms of office shall be three years in duration or until the next triennial meeting.

Section 3. Election of Steering Committee Members

The persons elected to the offices of: Chair, Comptroller-Treasurer, Data Secretary, Reunion Chair, Newsletter Editor and Historian, and Recording Secretary - shall also serve in the capacity of Steering Committee Members and they shall be elected in accordance with the provisions of Article 3, below.

Section 4. Place of Meeting

The Steering Committee may hold their meetings and have one or more offices, and keep the books of the Association, either within or outside the State of Maryland, at such place or places as they may from time to time determine by resolution or by written consent of all the Steering Committee Members. The Steering Committee may hold their meetings by conference telephone or other similar electronic communications media in accordance with the provisions of Maryland Corporation Law.

Section 5. Regular Meetings

Regular meetings of the Steering Committee may be held without notice at such time and place as shall from time to time be determined by resolution of the Steering Committee, provided that notice of every resolution of the Board fixing or changing the time or place for holding of regular meetings of the Steering Committee shall be mailed to each member thereof at least thirty (30) days before the first meeting held pursuant thereto. The annual meeting of the Steering Committee shall be held immediately following the annual meeting of members at which a Steering Committee is elected. Any business may be transacted at any regular meeting of the Steering Committee.

By-Laws (cont.)

Section 6. Quorum

A majority of the whole number of the Steering Committee shall constitute a quorum for the transaction of business at all meetings of the Steering Committee, but, if at any meeting less than a quorum shall be present, a majority of those present may adjourn the meeting from time to time, and the act of the majority of the Steering Committee present at any meeting at which there is a quorum shall be the act of the Steering Committee, except as may be otherwise specifically provided by law or by these By-Laws.

Section 7. Required Vote

An affirmative vote of a majority of those present shall be necessary for the passage of any resolution.

Section 8. Compensation of Steering Committee Members

Steering Committee Members shall not receive any stated compensation for their services as such, but each director shall be entitled to receive from the Corporation reimbursement of the expenses incurred in attending any meeting of the Board.

Section 9. Nominating Committee

The Steering Committee shall elect a Nominating Committee consisting of the Chair and one other Steering Committee Member plus a member from the Association and who is not on the Steering Committee. (The Nominating Committee shall represent three sections of the nation to achieve geographical representation.) The Nominating Committee shall be selected by the Steering Committee at its regular meeting following the annual meeting and its membership shall be published in the Newsletter. The duties of the Nominating Committee shall be to bring in a slate of nominations for the Triennial Meeting and to name interim replacements for officers who are not able to complete their terms of office.

By-Laws (cont.)

ARTICLE 3 OFFICERS

Section 1. Election, Tenure and Compensation

The officers of the Association shall be the Chair, Comptroller-Treasurer, Data Secretary, Reunion Chair, Newsletter Editor and Historian and Recording Secretary. All of these officers shall constitute the Steering Committee. Also there may be such other officers as the Steering Committee from time to time may consider necessary for the proper conduct of the business of the Association. All officers shall be elected at the Triennial Membership Meeting by majority vote of those present and shall hold office for terms of three years. No salary or other compensation shall be paid to the officers apart from payment for such expenses as are approved by the Steering Committee.

Section 2. Powers and Duties of the Chair

The Chair shall preside at Association meetings and shall coordinate the work of the Steering Committee and other personnel involved in the affairs of the Association.

Section 3. Powers and Duties of the ~~Comptroller~~-Treasurer

The Comptroller-Treasurer shall: (1) coordinate the establishment of budgets and monitor budget performance (2) establish suitable bank accounts including a checking account all requiring the signature of the Chair and the Comptroller-Treasurer to make withdrawals (3) receive money and pay bills (4) endorse checks for deposit and issue checks in payment of authorized expenditures.

Section 4. Powers and Duties of the ~~Data~~ Secretary

The Data Secretary shall: (1) maintain up-to-date lists of the addresses of all members, friends and associates of the Association and people of interest to the Association (2) develop and implement computer techniques in maintaining Association lists with the objective to enable cost effective procedures for both general and selective mailings and such other usages as the Association may require.

Section 5. Powers and Duties of the Reunion Chair

The Reunion Chair shall: (1) organize local committees for triennial reunions (2) Coordinate local reunions.

ByLaws (cont.)

Section 6. Powers and Duties of the Newsletter Editor and Historian

The Newsletter Editor and Historian shall: (1) Edit the Newsletter (2) maintain genealogical information (3) receive family news from members

Section 7. Powers and Duties of the Recording Secretary

The Recording Secretary shall: (1) record and maintain the minutes of meetings of the Association (2) record and maintain minutes of the Steering Committee meetings (3) file all State and Federal reports as necessary.

ARTICLE 4 BANK ACCOUNTS AND CREDITS

Section 1. Bank Accounts

Such officers or agents of the Corporation as from time to time shall be designated by the Steering Committee shall have the authority to deposit any funds of the Association in such banks or trust companies as shall from time to time be designated by the Steering Committee. Withdrawals from such banks or trust companies shall be made only by the Comptroller-Treasurer and one other officer of the Association as designated by motion of the Steering Committee.

Section 2. Credit

Such officers or agents of the Association as from time to time shall be designated by the Steering Committee shall have the authority to effect loans, advances or other forms of credit at any time or times for the Association from such banks, trust companies, institutions, corporations, firms or persons as the Steering Committee shall from time to time designate and as security for the repayments of such loans, advances or other forms of credit to make, execute and deliver one or more notes, acceptances or written obligations of the Association.

By-Laws (cont.)

ARTICLE 5 MISCELLANEDUS PROVISIONS

Section 1. Fiscal Year

The Fiscal Year of the Corporation shall end on the last day of June of every year.

Section 2. Notices

Whenever, under the provisions of these By-Laws, notice is required to be given to any Steering Committee member, officer or member it shall not be constructed to mean personal notice, but such notice shall be given in writing, by mail, by depositing the same in a post office or letter box, in a postpaid sealed wrapper, addressed to each member, officer or Steering Committee member at such address as appears on the books of the Association. Any member, officer or Steering Committee member may waive any notice required to be given under these By-Laws.

Section 3. Parliamentary Authority

The current edition of Roberts Rules of Order shall govern the Association in all cases where they are applicable and do not conflict with the BY-Laws.

Section 4. Dissolution

At any triennial or special meeting the Association may be dissolved by a majority of the votes entitled to be cast. Notice that this action is to be voted on shall be mailed to each voting member at least 4 weeks prior to such meeting.

ARTICLE 6 AMENDMENTS

Section 1. Amendments of By-Laws

The Steering Committee shall have the power and authority to amend, alter or repeal these By-Laws or any provision thereof, and may from time to time make additional By-Laws.