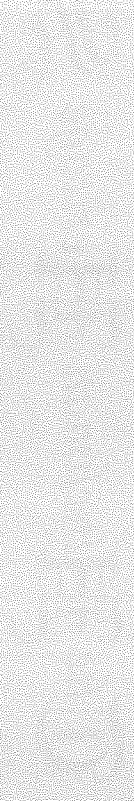


The Hinchman Heritage Society

*The
Constitution
and
By-Laws*

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CONSTITUTION and BY-LAWS of the HINCHMAN HERITAGE SOCIETY

CONSTITUTION - *of the* HINCHMAN HERITAGE SOCIETY

I. NAME, INCORPORATION, AND ORIGIN

1. The name of this Society shall be the HINCHMAN HERITAGE SOCIETY. This NAME is to encompass the three dominate variations of the original English family name, Henschman, which over the years has been modified through custom and usage to be spelled Hinchman and Hensman, all recognized by both English and American authorities to be historically and genealogically authentic. Since this association is organized in the United States where the Hinchman spelling is most dominate, that orthographic variation is used in its name.
2. The HINCHMAN HERITAGE SOCIETY is INCORPORATED under the laws of the State of West Virginia as a non-profit institution and under the provisions, rules and regulations of the United States Bureau of Internal Revenue, governing the establishment of a not-for-profit organization.
3. The HINCHMAN HERITAGE SOCIETY is the successor of the informally organized group known since 1986 as THE UNION OF THE HENCHMAN, HENSMAN AND HINCHMAN FAMILY, ALLIED FAMILIES, AND FRIENDS, whose origin and activities provided the background and foundation for the establishment and adoption of this Constitution and By-Laws. The HINCHMAN HERITAGE SOCIETY will continued to foster the national and international aims of the originating groups in Australia, the United Kingdom, and the United States, including those associated with All Saints' Fulham Parish Church, London, England. Future annual Commemorative Services will now be conducted under the auspices of the HINCHMAN HERITAGE SOCIETY.

II. SPECIFIC PURPOSE AND POWERS

The specific and primary purpose of The Hinchman Heritage Society, hereinafter referred to as the Society, shall be:

1. To collect, collate, preserve and disseminate knowledge and information of genealogical, historical and biographical nature, particularly of the Hinchman, Henschman, and Hensman families, including allied families.
2. To establish and maintain a central archive and database so that scholarly research and records can be compiled and preserved, and to appoint a Registrar to compile, maintain, and keep current a Hinchman Family Registry.
3. To issue publications so knowledge gained in such pursuits can be shared; to publish on a regular basis a newsletter to be distributed to the membership; to encourage the preservation of historic works of art, portraits, memorabilia, historical deeds, wills, family bibles, other similiar material and papers in the Society's central archive.
4. To locate and mark sites involved in the Hinchman Family history; and to encourage the preservation of historical buildings and monuments.
5. To work closely with and to include in the Society's membership similar associations, family historians, researchers, teachers, professional genealogists, librarians, archivists and anyone associated with the field of genealogy and family history for the purpose of mutual research and family history studies.
6. To encourage the establishment of local, state or provincial chapters of the Society in the United States, United Kingdom, Australia, New Zealand and other areas with sufficient resident members of this world-wide Family to support such a Chapter. These Chapters will be responsible for keeping the Society and the Registrar informed in all major areas of interest taking place in their jurisdictions.
7. To raise funds for the operational expenses of the Society through membership fees, meeting and registration fees, donations, the sale of photographs, reproductions, booklets, and other such promotional materials in various media as shall be authorized from time to time by the Board of Directors; to receive royalties from the sale of such materials which may be donated or paid to the Society by their designers or copyright owners.

III. GENERAL PURPOSES AND POWERS

A. The general purposes and powers of the Hinchman Heritage Society are:

1. To enter into any of the commercial transactions authorized by the Uniform Commercial Code, provided these are consistent with the non-profit aims of the Society and are in accordance with the rules and regulations of the U.S. Bureau of Internal Revenue and the laws of the State of West Virginia.
2. To purchase, receive, own, hold, lease, mortgage, pledge, or encumber by deed of trust or otherwise, manage and sell all real or personal property necessary for the business purposes and objects of the Society.

3. To receive gifts of real or personal property, in trust or otherwise, and to take and receive by will, real or personal property necessary for its business purposes and objects, subject to the laws regulating the transfer of property by will, and to take and receive by will or deed all other real or personal property, and to hold it until disposed of according to law.

4. To adopt, use and alter a Hinchman Heritage Society seal. The seal is to be centered around the original Hinchman Coat-of-Arms granted in 1413 during the last year of the reign and life of King Henry IV of England.

5. To adopt, amend or repeal by-laws in any manner as may be provided therein, provided, however, that the initial by-laws of this Society may be adopted by the unanimous written consent of the directors named in this Constitution or by the vote or written consent of fifty-one (51) percent of the voting members of the Society.

6. To sue and be sued in its own name.

B. The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers in each paragraph shall, except where otherwise expressed, not be limited or restricted by reference to or inference from the terms or provisions of any other paragraph, but shall be regarded as independent purposes and powers.

C. Notwithstanding any of the foregoing provisions, this Society shall not, except to an insubstantial degree, engage in any activities or exercise any power that are not in furtherance of the primary non-profit purposes of this Society as is forth in Article II above.

IV. PRINCIPAL OFFICE

The principle office of the Society for the transaction of its business is located in West Virginia.

V. GOVERNING BODY

A. The powers of the Society shall be exercised, its property controlled, and its affairs conducted by a Board of Directors, which shall consist of four (4) elected officers of the association and eleven (11) additional members for a total of fifteen (15) directors.

B. The names and address of the first directors of this Society are:

Name & Address

Office

Robert Hinchman, Jr.

President

3883 Turtle Creek Boulevard, #1618,
Dallas, TX 75219-4431

Tel: (214)521-2031

David Hinchman

Vice President

3555 Herschel View
Cincinnati, OH 45208

Tel:

Charlotte A. Hinchman Oselador

Secretary

1242 Seaman Avenue,
Beachwood, NJ 08722-3304

Tel:

Patricia Daugherty

Treasurer

531 Twelfth Avenue,
Huntington, WV 25701

Tel:

Members of the Board of Directors

Royce Hinchman

5639 S.W. 34th Street,
Topeka, KS 66614

Tel:

Don Hinchman

PO Box 443,
South Point, OH 45680

Tel:

Sylvia Mae Hinchman

99 13th Street, Apt. 710,
Huntington, WV 25701

Tel:

Laura Hinchman

PO Box 307,
Davlin, WV 25617

Tel:

Vera K. Salmons

PO Box 608,
Ceredo, WV 25507-0608

Tel:

Lorenzo Joe Hinchman

PO Box 493,
Allen, KY 41601

Tel:

Esther Hinchman (Mrs. Woodrow)
Box 176, Davin, WV 25617

Tel:

John Marshall Hinchman
1965 Northwest Vicksburg Avenue,
Bend, OR

Tel:

Steve Hinchman
7342 Eel Court,
Columbus, OH 43235

Tel:

Ed Hinchman
305 Jarvis Circle,
Wilmington, NC 28412

Tel:

Linda Hinchman Clarkson
2164 W. 350 S.,
Rushville, IN 46173

Tel:

- C. The qualification, the time and manner of electing, the terms of office, the duties and compensation, if any, and the manner of removing directors and filling vacancies shall be as set forth in the By-Laws of the Society.

VI. DISSOLUTION

The Society shall be dissolved and its affairs concluded when the objectives for which it is organized have been fully accomplished, or sufficient interest no longer exists to accomplish those objectives, as determined by a vote of seventy-five (75) percent of the voting members of the Society.

VII. DEDICATION OF ASSETS AND DISTRIBUTION ON DISSOLUTION

- A. The Society is not organized, nor shall it be operated, for the pecuniary gain or profit of its officers, members of the board, or its membership, and the Society does not contemplate the distribution of gains, profits or dividends to the members thereof. The Society is organized solely for nonprofit purposes.

- B. The property, assets, profits and net income of the Society are irrevocably dedicated to historical purposes and no part of the profits or net income of the Society shall ever accrue or to contribute to the benefit of any director, officer or member thereof.

- C. On the dissolution or winding up of the Society its assets remaining after payment of, or provision for payment of, all debts and liabilities of the Society, shall be distributed to a nonprofit institution which is organized and operated exclusively for historical purposes and which has established its tax-exempt status. All archival and research material will be deposited in a library or an archive that has agreed to make all materials relating to The Hinchman Heritage Society available for research.

- D. If the Society hold any assets in trust, such assets shall, on dissolution, be disposed of in such manner as may be directed by decree of the superior court of the county in which the Society's principal office is located, on petition therefore by the attorney general, or by any person concerned in the liquidation.

VIII. LIMITATION ON POLITICAL ACTIVITIES

None of the activities of the Society shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall the Society participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

IX. CONSTITUTION

- A. The original or a copy of this Constitution as amended to date shall be kept at the principal office of the Society and shall be open to inspection by all members or their agents at any reasonable time.

- B. This Constitution shall be amended only by resolution duly adopted by a majority of the directors and by the vote or written consent of two-thirds (2/3) or more of the voting members of the Society and not otherwise.

The Hinchman Heritage Society was created and its Constitution and By-Laws were adopted on April 23, 1994, in the City of Huntington, Cabell County, West Virginia.

Organizers:

Robert Hinchman, Jr.
Patricia Daugherty
Sylvia Mae Hinchman
Vera K. Salmans
Lorenzo Joe Hinchman
Royce Hinchman
Donald Hinchman
Daniel Hinchman
Jerry Oselander

John Marshall Hinchman, *in absentia*

David Hinchman
Esther Hinchman
Laura Hinchman
Gaie Hinchman Gardner
Mary Hinchman
Marilyn Hinchman
Wilma Hinchman
Grace Hinchman
Charlotte A. Hinchman Oselander

BY-LAWS OF THE HINCHMAN HERITAGE SOCIETY

ARTICLE I

Membership

Sec. 1. Eligibility: Any person interested in the family of Hinchman, Hinchman, Hensman and allied families is eligible for membership. Membership is also open to similar associations, family historians, researchers, teachers, professional genealogists, librarians, archivists and anyone associated with the field of genealogy. Honorary memberships, special awards and citations for distinguished service may be bestowed at the discretion of the Board of Directors.

Sec 2. Dues: Dues shall be payable as follows: (a) Annual Dues for Individual and Family Membership (family being husband & wife, and minor children) shall be \$20.00 annually. Fees for non-U.S. memberships shall be the same except that an additional \$5.00 will be charged to cover the cost of international postage. All dues are payable in U.S. dollars on or before July 1st of each year, and shall be for the year June 1 to May 31. (b) The amount of dues may be changed by the vote of a quorum of the Board of Directors after thirty (30) days written notice to the members.

Sec. 3. Charter Members: Charter members shall be those who joined the Society before June 30, 1995. Their dues shall be the same as those for regular members.

Sec. 4. Voting Rights: All members shall have equal voting rights, except that there shall be one (1) vote per each family membership. A member's dues must be paid to be eligible to vote.

ARTICLE II

Meetings

Sec. 1. Time and place of regular meetings: There shall be an annual or biannual Hinchman Heritage Society meeting as designated by the Society, preferably in areas or localities where there is a resident Hinchman community or which has an historical association with the Hinchman or an allied family. The time and place of such a meeting is by majority vote of the Board of Directors.

2. Special meetings: Special meetings of the Hinchman Heritage Society may be called at the request of the Secretary or at the written request of twenty (20) members of the Society.

Sec. 3. Notice: Notice of all meetings shall be issued in writing to all members of the Society a minimum of thirty (30) days prior to the said meeting, and shall state the place, date and hour of the meeting. One (1) notice only will be sent to the mailing address for each individual and family membership.

Sec. 4. Quorum: Eighteen (18) members of the Society shall constitute a quorum.

ARTICLE III

Board of Directors

Sec. 1. Administration and Term: The administration of the affairs of the Society shall be vested in a Board of Directors composed of the President, the Vice President, the Secretary, the Treasurer and eleven (11) Directors at large, for a total of fifteen (15) Directors. Directors shall assume office at the close of the annual or biannual business meeting at which their election is declared and shall serve for two (2) years (except for those initially elected who may serve either one or three years) and thereafter until their successors shall have been duly elected. For the sake of continuity, in no year except the initial year of this Society, will a totally new Board of Directors assume office; thus, the officers (four members) and the directors at large (15 members) shall be elected on alternate years. Before the adjournment of such a meeting, the outgoing officers and members of the Board shall meet in session with the incoming officers and board members to turn over all business items of on-going importance, bank records and documents, financial statements, and all other such information and data required for the affairs of the Society.

Sec. 2. Duties: The Board of Directors shall manage the business of the Society.

Sec. 3. Meetings: Regular meetings of the Board of Directors may be held upon notice or without notice to the general membership of the Society, as the Board of Directors shall from time to time determine. All members of the Board of Directors must be notified regarding each meeting of that Board.

Sec. 4. Quorum: Six (6) members of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors.

ARTICLE IV

Officers

Sec. 1. Eligibility: The officers of the Society shall be the President, the Vice President, the Secretary and the Treasurer, all of whom must be a qualified member of the Society.

Sec. 2. Duties of the President: The President shall preside at meetings, report annually on the activities of the Society and appoint committees as provided for and as needed.

Sec. 3. Duties of Vice President: The Vice President shall assume the duties of the President in the event of absence, incapacity, or resignation of the President and shall serve until a new President is provided by election by the full membership of the Society.

Sec. 4. Duties of Treasurer: The Treasurer shall be in charge of safekeeping of Society funds and or maintaining adequate financial reports. Funds shall be deposited in a bank in the name of The Hinchman Heritage Society. The Treasurer will sign all checks except those exceeding a certain value as determined by the Board of Directors. Checks, purchasing orders, and other expenditures exceeding that value must be approved by the President or other Officer of the Society. The Treasurer will collect annual dues and shall render an annual report.

Sec. 5. Duties of Secretary: The Secretary shall keep the minutes of the Society and of the Board of Directors, maintain a list of members, notify members of coming meetings and deliver an annual report.

ARTICLE V

Standing Committees or Special Committees

Sec. 1. Standing Committees: The Board may appoint and terminate such standing committees at its discretion.

Sec. 2. Specific Committees: The Board may appoint and terminate such specific committees at its discretion.

Sec. 3. All Committees, Standing or Specific, shall report to the Board as directed.

Sec. 4. These committees, at the discretion of the Board, shall address ways of implementing the purpose as stated in this Constitution including, but not limited to, the following goals:

(a) To establish local, state and/or regional chapters of the Society in the United States, England, Australia and other countries where the Hinchman, Hensman, and Hinchman family and allied families are in residence. When such chapters are established, the organizers may choose to name their individual organizations Hinchman Heritage Society, Hensman Heritage Society, or what they so choose, provided that all three spellings of the name----Henchman, Hensman, and Hinchman---are included in their constitutions and by-laws. All such local, regional, provincial, or national organizations wherever they may be are to obtain their charters from the originating Hinchman Heritage Society as established in this Constitution and By-Laws. All Chapters thus formed are to be explicitly non-profit in nature and in full accordance with local laws dealing with not-for-profit organizations. The Society encourages the establishment of such state, provincial, and national charters.

(b) to create funds to provide for professional genealogists to work on behalf of the Society.

(c) To establish funds for scholarships in specialized Hinchman, Hensman and Hensman Family historical research.

(d) To urge local governments or historical associations to provide roadside markers denoting Hinchman/Hensman/Hensman family relationships with sites, streets, roads, bridges, etc.

(e) To promote the restoration of Hinchman, Hensman, and Hensman graves, homes and/or to help maintain such.

(f) To help the Society's Registrar in forming a database containing the name of each member and genealogical information of that member for as many generations as possible and to assist member in finding their genealogical roots and inter-relationships.

(g) To organize, promote, publicize, and conduct the annual or biannual meeting or meetings of the Society.

(h) To institute and conduct membership drives either as a standing committee or through local or regional groups of the membership or through chartered Chapters of the Society.

ARTICLE VI

Nominations and Elections

Sec. 1. Nominating Committee: The Board shall name a Nominating Committee which shall nominate annually a candidate or candidates for each of the vacancies among the officers and directors to be elected by the members of the Society. It shall be the duty of the committee to obtain the consent of each of the candidates to be placed in nomination.

Sec. 2. Ballots: At least two (2) months before the annual and/or business meeting of the Society, the nominating committee shall send to each member a printed ballot containing the names of the candidates proposed by the nominating committee and any independent nominations. (Part of Section 2 and 3 will be waived for the initial election only.) For subsequent elections, members will be notified of the nominees proposed by the nominating committee and any independent nominations prior to the annual business meeting, but additional nominations will be accepted from the floor and the vote will be by secret ballot at that meeting.

Sec. 3. Voting: To vote, a member must return the printed ballot to the chairman of the nominating committee not later than four (4) weeks subsequent to the mailing of the ballots, such date to be stated on the

ballot as the last valid date for casting a vote. The nominating committee shall count the votes. A plurality of all votes cast shall constitute an election.

Sec. 4. Election results: The chairman of the nominating committee shall announce the result of the election at the annual or biannual business meeting of the Society.

ARTICLE VII

Resignations

Sec. 1. Written Resignations: Resignations of director, officers and committee members shall be in writing, and shall take effect upon receipt and approval of the Board of Directors.

Sec. 2. Involuntary Resignation: The unexpected absence of a director from two consecutive meetings of the Board of Directors shall be equivalent to a resignation.

ARTICLE VIII

Board of Directors and Committee Vacancies

In case a vacancy shall occur in the Board of Directors or in the nominating, a standing or specific committee, the vacancy shall be filled by appointment of the Board of Directors, and the person chosen to fill such vacancy shall hold office until the next meeting at which the election of directors is in the regular order of business.

ARTICLE IX

Procedure

Roberts Rules of Order, as last revised, shall govern the proceedings of all meetings of the Society and of the Board of Directors.

ARTICLE X

Amendments

These by-laws may be amended by vote of the majority of the members present at an annual meeting, or at any special meeting duly called for that purpose, provided that notices of such proposed amendments shall be mailed at least thirty (30) days prior to the date for which the meeting is called.

THIS IS TO CERTIFY:

That I am the duly elected, qualified and acting Secretary of the above-named association, The Hinchman Heritage Society; that the foregoing By-Laws of said association on the date set forth above by the persons appointed to act as the first directors of said association who were duly approved, elected and adopted by the above named organizers, and agreed to by the duly elected Officers and members of the Board of Directors of the said Hinchman Heritage Society.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the association seal this 23rd day of April, 1994.

Charlotte A. Hinchman Osclador
Secretary