

BY-LAWS OF THE DAGUERREIAN SOCIETY  
A NON- PROFIT ORGANIZATION

ARTICLE I: ORGANIZATION

The Daguerreian Society is a non – profit corporation, domiciled in the City of Lake Charles, Parish of Calcasieu, State of Louisiana, United States of America, pursuant to and in compliance with all applicable state and federal laws and regulations.

ARTICLE II: OFFICES

The principle office of the corporation shall be in a location approved by the Board of Directors and listed as the Society’s address of record within Society publications. In addition, the Society may maintain an Internet presence through which Society business may also be conducted. The corporation may also have other offices in such other places, as the Board of Directors may determine of the business of the corporation may require.

ARTICLE III: PURPOSE

The Daguerreian Society is a nonprofit organization of individuals and institutions dedicated to advancing an understanding and appreciation of the art, history, collection, and practice of the daguerreotype, as well as other photographic processes as they relate to the daguerreotype. The Society strives to serve and educate its members and the community through publications, exhibits, symposia and other such programs and services as approved by the membership.

ARTICLE IV: MEMBERSHIP

Section 1. Membership Categories and Dues

Membership in the Daguerreian Society shall be of one class, wherein such class, as referenced in the Article 4(b) of the Society’s Articles of Incorporation, shall be understood to mean the level of benefits received by members. All members, regardless of membership category, are eligible and entitled to equal benefits.

- 1) *Categories.* To best serve its members, the Society shall offer several categories of membership: individual, student, family (two or more individuals with the same household), institutional, and life (conferred by the Board of Directors for notable service to the organization).
- 2) *Dues.* Levy of dues shall be commensurate with the categories of membership and shall be determined by the membership. The dollar amount of dues attributable to each category of membership shall be listed in Society publications and Internet sources. Dues shall be due and payable on January 1 of each year.

Section 2. Changes to membership categories and/or dues. The Board of Directors shall notify the membership of any and all changes, which shall be posted in the Society’s

newsletter and on its website and/or brought to the attention of the membership at the Annual Business Meeting.

- 1) *Voting rights.* Each individually registered member is entitled to one vote. Family memberships constitute one entity and as such are entitled to one vote. Lifetime members retain the same voting right as paid members.
- 2) *Transfer of Membership.* Membership in The Daguerreian Society is a personal right of the person or legal entity holding it. Membership rights in The Daguerreian Society are not inheritable or transferable, nor can they be traded, exchanged, sold or pledged. Any such claims to or interest in such membership shall not be recognized by the Society.

## ARTICLE V: BUSINESS MEETINGS

Section 1. Annual Business Meeting. An annual meeting of the membership, hereafter called the ‘Business Meeting,’ shall be held annually, at a time to be fixed upon due notice to all members, for the purpose of electing Directors and transacting such other business as may properly be brought before the Business Meeting. If the election of Directors is not held on the day designated for the annual Business Meeting or any adjournment thereof, the Board of Directors shall cause the election to be held at a special Business Meeting of the members as soon thereafter as conveniently may be done, or through a special election conducted by mail, internet via secured voting mechanism, or through other technology developed to provide an accurate and secure voting process for the Society’s membership.

Section 2. Special Business Meeting. The Board of Directors, unless otherwise prescribed by statute, may call a special meeting of the membership for the purpose of transacting Society business. The call to members shall be made by the President at the written request of the holders of a majority of the members of the corporation entitled to vote at the meeting. If less than a majority of the outstanding members are represented at a meeting, however, a majority of the members so represented may constitute a quorum for purpose of conducting Society business, provided transcription of the meeting is provided to the membership at large through publication in the Society’s newsletter, posted to the Society’s website, or otherwise transmitted to the full membership within sixty (60) days of the Business Meeting. Special Business Meetings shall be called for the specific purposes delineated in the call to meet. Meetings may be conducted in person, by telephone or via email or the Internet, or through the use of other applicable technology.

Section 3. Place of Meetings. The annual Business Meeting will be held in conjunction with the Society’s annual symposium. Special Business Meetings will be held at the Society’s primary place of business unless otherwise stipulated by the Board of Directors.

Section 4. Notice of Business Meetings. The Board of Directors shall provide advance notification to the membership of the date, time, location and expected duration of upcoming regular and special Business Meetings. Advance notices published in the

Society's newsletter, posted to the website, or provided in other electronic form shall constitute sufficient notice.

Section 5. Record dates. For the purpose of determining members entitled to notice of or to vote at any Business Meeting or any adjournment thereof, or in order to make a determination of members for any other corporate purpose, the record date shall be fixed at thirty (30) days prior to the date of the scheduled vote or Business Meeting. All registered members as of the record date shall be eligible to vote in all elections and attend and participate in all regular and special Business Meetings.

Section 6. List of Members. Prior to every election of Directors, a complete list of the members entitled to vote at the election, arranged in alphabetical order, with the residence of each shall be prepared by the Secretary. Such list shall be open for examination by any member at the corporation's principal office during the election period. Ballots shall be collected and counted by Society staff and tallies certified by the Secretary and President. Election results shall be announced at the annual Business Meeting, published in next published newsletter, posted to the Society's web page within sixty (60) days after the close of the election, and/or delivered to the membership in any other form deemed appropriate to ensure prompt notification.

Section 7. Business. Business transacted at annual Business Meetings shall pertain to the agenda provided by the Board of Directors and those subjects proposed by members in attendance. Business transacted at Special Board Meetings shall be confined to the subjects stipulated in the call.

Section 8. Quorum. The majority of the membership entitled to vote, present or represented by proxy, shall be requisite for and shall constitute a quorum at all Business Meetings for the transaction of business, except as otherwise provided by statute, by the Articles of Incorporation, or by these By-Laws. If less than a majority of the outstanding members are represented at a Business Meeting, however, a majority of the members so represented may constitute a quorum for purposes of conducting Society business, provided transcription of the meeting is provided to the membership at large through publication in the Society's newsletter, posted to the Society's website, and/or otherwise transmitted to the full membership within ninety (90) days of the Business Meeting.

Section 9. Vote. When a quorum is present at a Business Meeting, the vote of a majority of the members present having voting power or represented by proxy, as well as those members' votes received by mail or electronic transmission, shall decide any question brought before the Business Meeting. If, however, the question is one, which by express provisions of the statutes of Louisiana or of the Articles of Incorporation of the corporation or by these By-Laws, requires a different vote; express provision shall govern and control the decision of such question.

Section 10: Proxy. At all Business Meetings each member having the right to vote shall be entitled to vote in person or by proxy appointed by a written instrument subscribed by

such member and bearing a date not more than ninety (90) days prior to the Business Meeting.

## ARTICLE VI: MANAGEMENT PROVISIONS

Section 1. Fiscal Year. The fiscal year of the corporation shall run concurrent with each calendar year, ending annually on December 31.

Section 2. Corporate Seal. The board of Directors shall provide a corporate seal, which shall be in circular form and shall have inscribed thereon the name of the corporation and the State of incorporation along with the phrase, "Corporate Seal."

Section 3. Designation of Depository. The monies of the corporation shall be deposited solely in the name of the Society and in financial institutions designated and approved by the Board, with access limited to Society officers and their designees as approved by the Board. Institutional changes and withdrawals of funds, other than payment of operating expenses through the Society's banking accounts as referenced in Article VII Section 3 Part 3d, shall require Board approval and the physical action of which shall be demonstrated by joint signatures of the President and the Treasurer. At no time shall any officer or member have sole access to or discretion over Society funds or accounts. Further, officers and members are expressly prohibited from establishing accounts in their name or under their control through which to conduct Society business. Commingling of Society funds with those of any officer or member are expressly prohibited herein as well as by federal and state law and any such actions may be prosecuted to the full extent of those laws.

Section 4. Annual financial report. The Board shall cause to have prepared a review of each year's activities by an independent, non-member accountant. Society officers shall ensure disclosure of all corporation records to the accountant for examination and shall promptly respond to all queries in order to ensure compilation of a full and accurate assessment. The auditor shall provide the report to the corporation officers no later than April 15<sup>th</sup> of the following year and copies shall be forwarded to all remaining Board members by April 30<sup>th</sup>.

1) *Conflicts/pecuniary interest.* Directors having a real or apparent conflict of interest in any matter before the Board must disclose the possible conflict and exclude themselves from the discussion and vote on the matter in questions. Such disclosure requirements also extend to real and potential conflicts that include directors' spouses, family members, significant others, partners and other relationships through which they might benefit. Directors having a proposed pecuniary benefit in any transaction with the corporation that is brought before the Board shall have an affirmative obligation to disclose such interest and shall be prohibited from being present during or participating in the discussion on the subject thereon. The board shall authorize the corporation to enter into transactions only in accordance with all applicable state and federal laws.

- 2) *Prohibition from sharing in earnings.* No part of the earnings of the corporation shall inure to the benefit of the any director, officer, or member of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no director, officer or member shall be entitled to share in the distribution of any of the Society assets upon dissolution of the corporation.

## **ARTICLE VII: DIRECTORS AND OFFICERS**

Section 1. General. The corporation shall be governed by a Board of Directors (hereinafter referred to as the “Board”). The Board shall exercise all powers of the corporation and manage the property and business of the organization, and shall be empowered to do all such lawful acts and things in benefit of the organization and its members, as required by statute, the Articles of Incorporation or these By-Laws.

- 1) *Compensation.* Board memberships and corporation offices are voluntary positions. The organization shall provide no compensation or remuneration for the furtherance of duties carried out in conjunction with membership on the Board or as required by elected office. The salaries of any and all employees and agents of the corporation shall be determined by the President, with approval of the Board by majority vote.
- 2) *Meetings.* The Board will meet at least annually, with the primary board meeting to be held concurrent with the Annual Symposium and prior to the annual Business Meeting. The President or any two Directors, upon provision of 48-hour notice by mail, telephone, or email, may call other special board meetings. Such board meetings may be held by telephone, in writing or email, or via other conferencing or relevant technology. All Directors need not be present in person to transact the business of the corporation provided that the Directors all confer concerning the business to be transacted and all vote on the course of action to be taken.
- 3) *Quorum.* At all meetings of the Board, a majority of the Directors shall constitute a quorum for transaction of business, except as otherwise provided by statute or in the Articles of Incorporation. If less than such majority is present at a board meeting, a majority of the Directors present may adjourn the board meeting without further notice until a majority is present.
- 4) *Vote.* The affirmative vote of a majority of the Directors shall be required for any act of the Board.
- 5) *Proxy.* Each board member having the right to vote shall be entitled to vote in person or by proxy, so appointed by a written instrument subscribed by such member and bearing a date not more than ninety (90) days prior to the date of the board meeting.
- 6) *Written Consent.* Unless otherwise restricted by the Articles of Incorporation or these By-Laws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof, may be taken without an actual meeting of the

Board. In the case of any such informal meeting, all members of the Board or committee, as the case may be, must consent thereto in writing, facsimile, email or other electronic communication, and copies of these documents must be filed with the minutes of the proceedings of the Board or committee and kept on file at the Society's principal office.

- 7) *Indemnification.* Any and all Directors and officers and former Directors and officers of the corporation who may have served at the request of the corporation shall be indemnified by the corporation against all costs and legal or other expenses, including costs and amounts paid in settlement, reasonably incurred by or imposed upon them, or any claim, action, suit, proceeding, whether civil or criminal, in which they, or any of them are made parties, or a party by reason of being or having been directors or officers of the corporation. Such right or indemnification shall not apply, however, in relation to matters to which any Director or officer or former director or officer shall be finally adjudged in such action, suit or proceedings to be liable for negligence or misconduct in the performance of his duty to the corporation or other such corporation, unless the proper court shall determine that despite such adjudication of liability, such officer or director is fairly and reasonably entitled to indemnity for such expense as the court shall deem proper. If any such claim, action, suit, or proceeding is settled, (whether by agreement entry or judgment by consent, or otherwise) the determination in good faith by the Board that such claim, action, suit, or proceeding did not arise out of negligence or misconduct in the performance of duty by the director or officer or former director or officer would not be held liable for the claim, action, suit, or proceeding in question, shall be necessary and sufficient to justify indemnification. The right of indemnification herein provided shall not be exclusive of other rights to which those indemnified may be entitled under any statute, By-Law, agreement, vote of shareholders or otherwise. Further, the corporation shall maintain liability insurance coverage for its officers and members of the Board of Directors.

Section 2. Board of Directors. The Board, as governing body, shall decide questions of policy that for any reason cannot be acted upon at a Business Meeting.

- 1) *Role of the Board of Directors.* As a governing body, the Board sets the direction and oversees the affairs of the corporation and ensures adequate resources. The role of a Board member is to (1) act as the fiduciary and guardian of the Society's assets; (2) review and approve the Society's budget and assume stewardship responsibility for the Society's finances; (3) establish short-term and long-term goals to meet the Society's mission; (4) assess progress toward those goals; and (5) establish policies for the overall management and operation.
- 2) *Responsibilities of a Board Member.* Directors must make prudent, educated and independent decisions; place the Society above their personal preferences; and remain faithful to the mission of the Society. All Directors are legally responsible for the organization and must (1) approve the Society's mission and review management's performance in achieving it as well as monitor, appraise, and review annually the performance of the Society's officers; (2) ensure the management succession is

properly planned; (3) annually assess changes in the environment and approve the Society's strategies to be responsive; (4) annually review and approve the Society's funding plan, budget and financial goals; (5) ensure that financial and operating reports accurately describe the condition of the Society and appoint an independent auditor to provide a formal report relative to the material laws affecting the Society and its programs and operations; (6) act on behalf of the Society and its best interests, putting aside personal concerns and affiliations; and (7) approve major policies.

- 3) *Number of Directors.* The Board shall consist of nine (9) Directors as designated in the Articles of Incorporation. Directors shall be elected annually at a special election called for that purpose and each Director so elected shall hold office for a period of three years. The Directors will be elected in classes of three (3) for staggered terms, with three (3) Directors elected in 1993, three (3) in 1994, and three (3) in 1995 and each class every three (3) years thereafter. Only voting members may be Directors. The office of a Director shall become vacant if he/she ceases to be a voting member.
- 4) *Nomination for election to the Board of Directors.* Nominations of individuals for election to the Board of Directors shall be garnered through Society publications and committee recommendations. A call for nominations shall be published in the Society's newsletter, posted to the website, and otherwise conveyed to the general membership at least 90 days prior to the election. In addition, the Nominating Committee will provide a list of recommendations to the board no later than 60 days prior to the election. Nominees must provide written acceptance of nomination to the Nominating Committee at least 30 days prior to the election in order for their name to be placed on the ballot.
- 5) *Term Limits.* Board members may serve two (2) consecutive terms for a maximum of six (6) consecutive years. An absence of at least one (1) year is required before the member may again be nominated and serve on the Society's Board of Directors.
- 6) *Removal of board members.* Misconduct on the part of any board member that could result in legal action against the member or the Society, or which in any other way could jeopardize the statutory general well being of the Society, may result in the removal of a sitting member from the Board of Directors. A board member may be relieved of his/her position on the board, and any office so related, if applicable, by a majority vote of the board of directors upon deliverance to the board of just cause for such action. Dissemination of such documentation and any subsequent action taken may be conducted at the annual board meeting, a special meeting called for such a purpose, or through electronic means as technologically available.
- 7) *Vacancies.* Should a vacancy occur in the Board for any reason, a majority of the Directors then in office may choose a successor or successors, and the Director(s) so chosen shall hold office until the next annual election and until their successors are duly elected and installed, unless sooner displaced. If there are no Directors in office, than an election of Directors may be held in the manner provided by statute. If, at any time of filing any vacancy, the Directors then in office shall constitute less than

majority of the whole Board, the proper court may, upon application of any member, summarily order an election to be held to fill such vacancies, or to replace the Directors chosen to the Directors then in office. If the office of Director becomes vacant pursuant to LSA-R.S. 12 SECTION 1080, then any successor Director shall meet the requirements of LSA-R.S. 12 Section 1080.

- 8) *Chairman of the Board.* It shall be the duty of the Chairman of the Board to preside at all meetings of the Board and the Executive Committee and exercise and perform such other powers and duties as may be assigned to him/her by the board of Directors or prescribed by the By-Laws. The Chairman shall be an elected member of the Board, other than the President, and approved as Chairman by a majority of Board members. Selection of the Chairman of the board shall take place annually, concurrent with the election of corporation officers. Members may serve as Chairman for two (2) consecutive years and then may serve again after a lapse period of two (2) years.

Section 3. Officers. The Board shall choose all corporation officers from among its members, including a President, one or more Vice-Presidents, a Secretary and a Treasurer, to exercise such powers and perform such duties as shall be determined by the Board and in keeping with Society's By-Laws and Articles of Incorporation. Officers shall be chosen by majority vote of the Board. Only voting members of the Board are eligible to become officers.

- 1) *Term.* The term of office for officers shall be two (2) years, or less where the position is being filled on an interim basis, with provisions for re-election to one successive term. Upon completion of a second term of office an office-holder may be elected to an alternate office with a two-year limitation. Officers may not serve more than a total of six (6) consecutive years as an officer of the organization, with a maximum of four (4) consecutive years in any single office.
- 2) *Vacancies.* Any officer or member of the board wishing to resign shall do so by providing written notice to the Board. Any officer elected or appointed by the Board may be removed at any time by the affirmative vote of a majority of the whole Board. A vacancy in any office may be filled by one of the remaining Board members, as agreed upon by a majority vote of the Board for the expired portion of the term, in keeping with the term-limit provisions in (b) above.
- 3) *Duties and responsibilities of officers.*
  - a) President. The president shall be the chief executive officer of the corporation and, subject to oversight by the Board, shall in general supervise and control all of the business and affairs of the corporation. He/she shall, preside at all Business Meetings and shall be an ex-officio member of all standing committees. He/she shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the Board are carried into effect. The President may sign any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing

and execution thereof may be expressly delegated by the Board or by the By-Laws to some other officers or agents of the corporation or shall be required by law to be otherwise signed or executed. The President may approve operational expenditures under \$10,000; expenditures exceeding that threshold require prior approval by the board of directors.

- b) Vice-President. The Vice-President shall, in the absence, disability, or resignation of the President, perform the duties and exercise the powers of the President. He/she shall attend all Business Meetings and assume other duties as ascribed by the President and/or the Board.
- c) Secretary. The Secretary of the corporation shall attend all Business Meetings and board meetings and keep the minutes of all such meetings and related communications regarding corporation and membership activities. He/she shall also: (1) see that all notices are given to members of their election to the Board and to office, of their appointment to committees, and of upcoming meetings and/or other organizational activities, in accordance with the provisions of the By-Laws and as required by law; (2) be custodian of corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents as required and authorized, the execution of which on behalf of the corporation under seal is duly authorized; (3) maintain a register containing the mailing (and electronic, if available) address of each member as provided by such member; (4) have general access to the membership books of the corporation; and (5) in general perform all duties incident to the office of the Secretary and such other duties as may be assigned to him/her by the President or the Board.
- d) Treasurer. The Treasurer of the corporation shall be responsible for safekeeping of the Society's funds, ensuring full and accurate accounts of receipts and disbursements in books belonging to the corporation and deposit of monies and other valuable effects in the name of and to be credited to the corporation in depositories designated by the Board. Moneys shall be paid out by numbered checks signed by the Treasurer or his/her designee. Expenditures in excess of \$500 must have prior approval in writing from the President and checks written for amounts over \$1,000 (with the exception of recurring, preauthorized expenditures, such as monthly payroll, and budgeted expenses such as printing and distribution of publications) and must contain the signatures of both the President and Treasurer or their designated representatives. In addition, the Treasurer will provide oversight and monthly reconciliation of the organization's petty cash account. The Treasurer will ensure the accurate and timely filing of all federal, state, and local tax and documents of fiscal condition and activity, as required by federal, state and local governments as well as those required by the United States of America Internal Revenue Service and other federal and state agencies to maintain compliance with the organization's non-profit status, and will also in general perform all the duties incident to the office of the Treasurer and other duties as may be assigned to him by the President or by the Board of Directors. He/she shall render to the President and Directors, at the regular

meetings of the Board, or upon request from an officer or board member, an account of all his transactions as Treasurer, and of the financial condition of the corporation.

- e) Assistants. One or more Assistant Secretary's or Assistant Treasurer may be designated and chosen by the Board and shall have such duties as may be delegated by the Secretary or Treasurer, respectively, and as approved by the Board.

## ARTICLE VIII: COMMITTEES

Section 1. Establishment of Committees. The Officers and Board may, at the annual Business Meeting, call for the establishment of a committee or committees to achieve specified functions. Except for those committees appointed by the board, each committee chair will report to the President. Committee membership, including that of the chairman, are on a voluntary basis; no remuneration will be made for work conducted on behalf of the Society, with the exception of direct expenses for which prior approval has been obtained. Committee chairpersons will coordinate all committee activity with the Society's President and/or board of directors, and will provide written quarterly reports of all such activity to the President of the board.

The Society has the following standing committees:

- 1) The Auction Committee is responsible for conducting the benefit auction held at the annual symposium, as well as raising funds from other auctions held during the course of the year through other venues.
- 2) The Strategic Planning Committee is responsible for developing long-range goals and succession planning. This committee reports directly to the Board of Directors.
- 3) The Nominating Committee solicits and reviews potential candidates for the Society's Board of Directors and provides the President with an annual list of vacant positions and the names of those members nominated to fill those vacancies. This Committee reports directly to the Board of Directors.
- 4) The Website Committee maintains the integrity of the Society's Internet presence and member services.
- 5) The Membership Committee is charged with developing ideas and methods to retain and increase Society membership.
- 6) The Publication Committee provides editorial review of the quarterly newsletters and articles to be included in each Annual.
- 7) The Symposium Committee coordinates the Society's needs with those of the sponsoring institution and guest facilities, and promotes the symposium within the

host city

- 8) The Finance Committee is chaired by the Treasurer and is charged with submitting annual financial reports, to include a proposed budget for the coming year, to the Board of Directors at the annual board meeting.
- 9) The Fundraising Committee is responsible for developing donor and endowment relationships.
- 10) The Education Committee is responsible for engaging secondary and higher education institutions to inform, educate and encourage relationships, in keeping with the Society's mission.

Section 2. Adding, deleting and changing committees. Other committees, standing or ad hoc, may be created by the Board or the President, who shall appoint the chairperson and members. Further, committees may be disbanded or eliminated as the President and the Board see fit.

#### ARTICLE IX: AMENDMENTS

These By-Laws may be altered, amended or repealed and new By-Laws adopted by a majority vote of those registered members participating in the election. Ballots must be provided to the entire registered voting membership, as listed in the Society roster. The Society cannot be held responsible for outdated addresses or contact information for duly registered members who have not provided the Society with changes to such information.

These By-Laws, as accepted by the full membership in \_\_\_\_\_, 2009, represent a comprehensive document, incorporating the Society's originating By-Laws with subsequent amendments adopted in February, 1989 and February 1993, as well as those approved by the Board in July, 2009.