

PHOTOGRAPHIC HISTORICAL SOCIETY OF NEW ENGLAND, INC.
BYLAWS

Revised by the Membership in 1992 and 1997.

SECTION I

NAME. The name of this corporation shall be the "Photographic Historical Society of New England, Inc." and may be abbreviated as "PHSNE."

LOCATION. The corporation shall be located in the Commonwealth of Massachusetts using the mailing address of the current secretary. The directors shall notify the Secretary of the Commonwealth of each and every change of mailing address.

SECTION II

PURPOSES. The purposes of the Society are:

a. to maintain an organization of persons interested in the collection, possession, and history of photographic equipment, images, and literature, and in the methods and techniques of research relating to photography;

b. to encourage the writing, preparation, and dissemination of literary works, information, technical data, and other materials relating to photography;

c. to promote a better understanding and appreciation of the history of photography;

d. to hold regular meetings where business of the Society may be transacted, and where members may exchange information and ideas and exchange and display material and equipment;

e to sponsor and conduct discussions, conferences, and study-groups relating to photography and the history and development thereof and to sponsor and hold exhibits and displays of photographic materials of every kind;

f. to publish bulletins, journals, magazines, books and other documents relating to photography;

g. to promote, establish, and uphold the highest standards of fair conduct in all activities and associations of its members;

NONPROFIT, TAX-EXEMPT PURPOSES. In these Bylaws and any amendments to them the term "nonprofit, tax-exempt purposes" shall be limited to and shall include only charitable, scientific, literary, or educational purposes within the meaning of these terms as used in Section 501 © (3) of the Internal Revenue Code of 1954 but only such purposes as also constitute public charitable purposes under the law of trusts of the Commonwealth of Massachusetts.

The Society shall not in any way, directly or indirectly, engage in the carrying on of propaganda or otherwise attempt to influence legislation, nor participate in, or intervene in, any political campaign on behalf of any candidate for public office.

SECTION III

MEMBERS. Any interested person or family, who subscribes to the above purposes, may become a member by applying on forms prescribed by the Executive Board and paying the current year's dues. The Executive Board shall provide for various classes of membership and shall fix the terms of each class.

SECTION IV

FISCAL YEAR. The fiscal year of the Society shall be, unless otherwise decided by the directory, June 1 - May 31.

MEETINGS. The Society shall have regular meetings during the year, but not less than one each calendar quarter, including the Annual Meeting, as the Executive Board shall determine.

The Annual Meeting of members shall be in November of each year at which meeting election of the Executive Board shall be held in odd numbered years.

DUES. Dues for all classes of members shall be fixed annually by the Executive Board. No member shall be deemed to be currently in good standing unless dues have been paid.

SECTION V

EXECUTIVE BOARD.

a. The Society shall be governed by the Executive Board, which shall consist of

Four Elected Officers: President, Vice President, Secretary, and Treasurer. They shall perform such duties, and shall have such powers necessarily pertinent, customary, or usually pertaining to their respective offices. The Officers shall take precedence in the order listed in this section; in the absence of the President, the next ranking office shall preside at any meeting of Members or of the Executive Board;

Immediate Past President;

Elected Members at Large - minimum of four up to nine;

b. The Executive Board is subject to any applicable law and to any provision by these Bylaws;

c. The Executive Board shall be vested with the control and management of the affairs, property, and funds of the Society;

d. The Executive Board shall have the power to fill any vacancies that may occur.

SECTION VI

ELECTIONS. Election of Officers and Members-at-Large of the Executive Board shall take place at the Annual Meeting in odd numbered years. Each member shall be entitled to one vote, and each family membership shall have two votes. Nominees need not be present to be elected, but their consent to serve if elected shall have been obtained.

Candidates for each office shall be nominated by the Nominating Committee (see below). Nominations also may be made from the floor. Only members in good standing, including both adult members in the case of family memberships, shall be entitled to hold office, make nominations, or vote in any such election. Any member may be heard in any related discussion. Elections shall be by plurality of those members voting in such an election.

Absentee ballots will be sent to all members for use by those members unable to attend the Annual Meeting.

NOMINATING COMMITTEE. The Nominating Committee shall be appointed by the Executive Board no later than the June meeting each year and shall consist of three members, one of whom shall be designated as Chair. The Committee shall be discharged after the Annual Meeting following its appointment.

SECTION VII

OTHER COMMITTEES. The Executive Board may appoint such other committees with those terms and powers as may be necessary, convenient, or desirable to handle the affairs of the Society. Chairs of such committees, if not already board members, shall be designated as ex-officio members without the right to vote.

SECTION VIII

ASSETS AND INCOME.

a. No part of the net income or assets of the Society (corporation) shall inure to the benefit of any individual member, director, officer, or other private individual, either during the existence of the Society (corporation) or in the event of its liquidation or dissolution except that the Society (corporation) shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and disbursements in furtherance of the lawful purposes of the Society (corporation). All monies from any source and other property received by the Society (corporation) from any source shall become a part of the assets of the society (corporation) and shall be held and administered to effectuate its lawful purposes.

b. Upon liquidation or dissolution of the Society (corporation), whether voluntary or involuntary, all assets remaining after settlement of any outstanding obligations shall be conveyed to one or more other organizations which are described in Section 501(c) (3) and exempt from taxation under Section 501 (a)a of the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any subsequent Federal tax laws, at the time in effect, engaged in activities of a charitable, scientific, literary, or educational nature, upon such terms and conditions as the Executive Board may determine by the affirmative vote of not less than a majority of the total number of members of the Executive Board then in office, but by not less than three Directors. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office is located, exclusively for such purposes or in such

organization or organizations, as such court shall determine, which are organized and operated exclusively for such purposes.

SECTION IX

LIMITATIONS. Notwithstanding any other provisions of these Articles of Organization and Bylaws, the Society (corporation) shall not carry on any activities not permitted to be carried on

a. by a corporation which is described in Section 501 (c) (3) and exempt from taxation under Section 501 (a) of the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any subsequent Federal tax laws, at the time in effect; or

b. by a corporation, contributions to which are deductible under Section 170 © (2) of said Code, or the corresponding provisions of any subsequent Federal tax laws, at the time in effect.

SECTION X

TERMINATION OF MEMBERSHIP.

No member or officer of the Society shall use such membership or authority for the acquisition of any item for personal gain. No member or officer of this Society shall be authorized to use any Society materials including, but not limited to, membership care, Society letterhead or envelopes, in the acquisition of any items or materials for personal gain. Proof of such use may be grounds, after a hearing by the Executive Board, for termination of membership, by a two-thirds vote of the Executive Board.

Non-payment of current dues within 60 days of assessment shall be grounds for termination of membership under the procedures outlined above.

SECTION XII

AMENDMENTS.

These Bylaws may be amended at any regular meeting of the Society, provided, however, that notice, as mentioned in SECTION X, to that effect shall have been given prior to such meeting. An amendment shall require the majority vote of the members voting thereon.