

BY-LAWS OF THE NATIONAL STEREOSCOPIC ASSOCIATION A NON-PROFIT ORGANIZATION

ARTICLE I: ORGANIZATION

The National Stereoscopic Association is a non-profit corporation, domiciled in the Commonwealth of Massachusetts, 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 National Stereoscopic Association's address of record within National Stereoscopic Association publications. In addition, the National Stereoscopic Association (hereby also referred to as "Association") may maintain an Internet presence through which Association business may also be conducted. The Association may also have other offices in such other places, as the Board of Directors may determine the business of the Association may require.

ARTICLE III: PURPOSE

The National Stereoscopic Association is a non-profit organization whose goals are: to promote research, collection and use of vintage and contemporary stereoviews, stereo cameras and equipment, and related materials; to promote the practice of stereo photography; to encourage the use of stereoscopy in the fields of visual arts and technology; and to foster the appreciation of the stereograph as a visual historical record.

ARTICLE IV: MEMBERSHIP

Section 1. Membership Categories and Dues

The National Stereoscopic Association shall have one or more classes of members. The designation of such classes, the manner of election or appointments, the duration of membership and the qualification and rights, including voting rights of the members of each class, are set forth below:

- 1) *Permanent Members.* The permanent members of the Association shall consist of the persons signing the Articles of Organization and such other persons or persons as such members may elect, by vote of the majority of all the permanent members of the Association, at any annual or special meeting of the members. The permanent members shall possess the right to vote to elect the officers and trustees of the Association.
- 2) *Annual Members.* There shall also be a class of members called "Annual Members" which shall be open to all interested persons and institutions upon application and payment of the annual assessment for dues in amount as from time to time may be established by the Board of Directors. Annual Members shall enjoy all the rights and privileges of the Association except they shall have no voting rights to elect the officers and trustees.

3) *Lifetime Membership*. The “Lifetime Membership” is awarded on an honorary basis for long, dedicated service to the Association and/or outstanding contribution to stereoscopy. Recipients of this class of membership may be determined from time to time by the Board of Directors. Lifetime Members shall enjoy all rights and privileges of the Association as Annual Members except the annual assessment for dues is waived for Lifetime Members.

Section 2. Transfer of Membership

Membership in the National Stereoscopic Association is a personal right of the person or legal entity holding it. Membership rights in the National Stereoscopic Association are not inheritable or transferable, nor can they be traded, exchanged, re-sold or pledged. Any such claims to or interest in such membership shall not be recognized by the Association.

ARTICLE V: ANNUAL BOARD MEETING

Section 1. Annual Board Meeting. A Board Meeting shall be held annually at the annual Convention at a time to be fixed upon due notice to all Board members, for the purpose of filling open Directors and Officers positions and transacting such other business as may properly be brought before the Board. If the election of new Directors and Officers is not held on the day designated for the annual Board Meeting or any adjournment thereof, the Board of Directors shall cause the election to be held at a special Board Meeting 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.

Section 2. Special Board Meeting. The Board of Directors, unless otherwise prescribed by statute, may call a special meeting for the purpose of transacting Association business. The call for such meetings shall be made by the Board Chairperson to members of the Board entitled to vote, and to Association Officers and others as deemed necessary. Meetings may be conducted in person, by telephone or via email or the Internet, or through the use of other applicable technology. If less than a majority of the outstanding Board members are represented at a meeting, however, a majority of Directors so represented may constitute a quorum for purpose of conducting Association business, if a transcription of the meeting is provided to the members of the Board at large via U.S. mail, email or the Internet.

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

Section 4. Notice of Board Meetings. The Board Chairperson or Board Secretary shall provide advance notification of the date, time, location and expected duration of upcoming regular and special Board Meetings. Advance notices provided to Board members by electronic form (Internet or email) shall constitute sufficient notice.

Section 5. Business. Business transacted at the annual Board Meeting shall pertain to the agenda prepared by the Board Chairperson and those subjects proposed by Board members in attendance. Business transacted at Special Board Meetings shall be confined to the subjects stipulated.

Section 6. Quorum. The majority of the Board of Directors entitled to vote, present or represented by proxy, shall be requisite for and shall constitute a quorum at all Board Meetings for the transaction of

business, except as otherwise provided by statute, by the Articles of Organization, or by these By-Laws. If less than a majority of the outstanding members are represented at a Board Meeting, however, a majority of the members so represented may constitute a quorum for purposes of conducting Association business.

Section 7. Vote. When a quorum is present at a Board 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 Board Meeting. If, however, the question is one, that by express provisions of the statutes of the Commonwealth of Massachusetts or of the Articles of Organization of the Association or by these By-Laws requires a different vote, express provision shall govern and control the decision of such question.

Section 8: Proxy. At all Board 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 Board Meeting.

Section 9: Board Meeting Attendance: Board members and Officers are expected to attend the Annual Board Meeting. Committee representatives and other individuals may attend by invitation of the Board Chairperson. However, only Directors of the Board have voting power as previously noted. The Board Chairperson may elect to call an executive session at which only Directors are present.

ARTICLE VI: MANAGEMENT PROVISIONS

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

Section 2. Association Seal. The Association seal shall be an oval rectangular form in the shape and design of a stereograph and shall have inscribed thereon the Association's initials, NSA.

Section 3. Designation of Depository. The monies of the Association shall be deposited solely in the name of the Association and in financial institutions designated and approved by the Board, with access limited to Association officers and their designees as approved by the Board. Institutional changes and withdrawals of funds, other than payment of operating expenses through the Association'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 Association funds or accounts. Further, officers and members are expressly prohibited from establishing accounts in their name or under their control through which to conduct Association business. Commingling of Association 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. Financial Review. The Board shall cause to have prepared every two (2) years a review of the Association's financial activities by an independent, non-member accountant. Association officers shall ensure disclosure of all Association 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 independent accountant shall provide the report to the Association's Officers and Board no later than April 15th following the end of the second year cycle so referenced.

- 1) *Conflicts of interest.* Directors having a real or apparent conflict of interest in any matter before the Board must disclose the possible conflict and if then it is agreed there is a question of conflict, such Directors shall 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 or such parties might benefit. Directors having a proposed pecuniary benefit in any transaction with the Association 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 Association 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 Association shall inure to the benefit of the any director, officer, or member of the Association or any private individual (except that reasonable compensation may be paid for services rendered to or for the Association), and no director, office or member shall be entitled to share in the distribution of any of the Association assets upon dissolution of the Association.

ARTICLE VII: DIRECTORS AND OFFICERS

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

- 1) *Compensation.* Board memberships and Association Officers are voluntary positions. The Association 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 Association 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 Convention. The Board Chairperson or any three 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 Association 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 Organization 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 Association's principal office.

- 7) *Indemnification.* Any and all Directors and Officers and former Directors and former Officers of the Association who may have served at the request of the Association shall be indemnified by the Association 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 Association. Such right or indemnification shall not apply, however, in relation to matters to which any Director or Officer or former Director or former 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 Association 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 former 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, or otherwise.

Section 2. Board of Directors. The Board, as governing body, shall decide questions of policy and be responsible for oversight of the operation of the Association.

- 1) *Role of the Board of Directors.* As a governing body, the Board sets the direction and oversees the affairs of the Association and ensures adequate resources. The role of a Board member is to (1) act as the fiduciary and guardian of the Association's assets; (2) review and approve the Association's budget and assume stewardship responsibility for the Association's finances; (3) establish short-term and long-term goals to meet the Association's mission; (4) assess progress toward those goals; and (5) establish policies for the overall management and operation; (5) recruits, elects and directs Officers of the Association.

- 2) *Responsibilities of a Board Member.* Directors must make prudent, educated and independent decisions; place the Association above their personal preferences; and remain faithful to the mission of the Association. All Directors are legally responsible for the Association and must (1) approve the Association's mission and review management's performance in achieving it as well as monitor, appraise, and review annually the performance of the Association's Officers; (2) ensure the management succession is properly planned; (3) annually assess changes in the environment and approve the Association's strategies to be responsive; (4) annually review and approve the Association's funding plan, budget and financial goals; (5) ensure that financial and operating reports accurately describe the condition of the Association and appoint an independent accountant to provide a formal report relative to the material laws affecting the Association and its programs

and operations; (6) act on behalf of the Association and its best interests, putting aside personal concerns and affiliations; and (7) approve major policies.

- 3) *Directors.* The Board shall consist of PERMANENT MEMBERS as defined in ARTICLE III of the ARTICLES OF ORGANIZATION. Directors shall be elected by a vote of a majority of all the PERMANENT MEMBERS. The office of a Director shall become vacant if he/she ceases to be a voting member. Furthermore, the Board may appoint persons to be Advisors to the Board whose function will be to participate in Board Meetings in an advisory, non-voting capacity.
- 4) *Office of President.* The Office of President is a permanent voting member of the Board. This membership status applies specifically to the Office of President rather than to the individual who holds the position of President.
- 5) *Nomination for election to the Board of Directors.* Nominations of individuals for election to the Board shall be garnered through a Nominating Committee that is appointed by the Board. This committee will provide a list of recommendations to the Board no later than 30 days prior to the election.
- 6) *Removal of board members.* Misconduct on the part of any board member that could result in legal action against the member or the Association, or which in any other way could jeopardize the statutory general well being of the Association, may result in the removal of a sitting member from the Board. 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 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. 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.
- 8) *Chairperson of the Board.* It shall be the duty of the Chairperson of the Board to preside at all meetings of the Board 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 Chairperson shall be an elected member of the Board and approved as Chairperson by a majority of Board members.

Section 3. Officers. The Board shall choose all Association Officers 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 the Association's By-Laws and Articles of Organization. Officers shall be chosen by majority vote of the Board. A board member may be appointed to an officer position.

- 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 two successive terms. Upon completion of a third 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 eight (8) consecutive years as an officer of

the Association, with a maximum of six (6) consecutive years in any single office. These term limits may be modified at any time by a vote of the Board.

- 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 1) above.
- 3) *Duties and responsibilities of Officers.*
 - a) President. The president shall be the chief executive officer of the Association and, subject to oversight by the Board, shall in general supervise and control all of the business and affairs of the Association. He/she shall attend all Board 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 Association 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 Association 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. During term of office as President, the President will be a voting member of the Board.
 - 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 Board Meetings and assume other duties as ascribed by the President and/or the Board.
 - c) Secretary. The Secretary of the Association shall attend all Board Meetings and keep the minutes of all such meetings and related communications regarding Association 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 Association activities, in accordance with the provisions of the By-Laws and as required by law; (2) be custodian of Association records and of the seal of the Association and see that the seal of the Association is affixed to all documents as required and authorized, the execution of which on behalf of the Association 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 Association; 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 Association shall be responsible for safekeeping of the Association's funds, ensuring full and accurate accounts of receipts and disbursements in books belonging to the Association and deposit of monies and other valuable effects in the name of and to be credited to the Association 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 or 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 Association'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 Association'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 Association.

- e) Assistants. One or more Assistant Secretaries or Assistant Treasurers 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 Board 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 Association, with the exception of direct expenses for which prior approval has been obtained. Each board member is strongly encouraged to be a member of at least one committee. Committee chairpersons will coordinate all committee activity with the Association's President and/or Board of Directors, and will provide written quarterly reports of all such activity to the President of the board.

The Association has the following standing committees:

- 1) The Nominating Committee solicits and reviews potential candidates for the Association's Board of Directors and Officers and provides the Board Chairperson 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.
- 2) 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 at the annual board meeting.
- 3) The Strategic Planning Committee is responsible for developing long-range goals and succession planning. This committee reports directly to the Board.
- 4) The Membership Committee is charged with developing ideas and methods to retain and increase Association membership.
- 5) The Publication Committee provides editorial review of *Stereo World*, the Association's bimonthly publication.
- 6) The Website Committee maintains the integrity of the Association's Internet presence and member services provided through the Association's website.

- 7) The Convention Committee plans and manages the Association's Annual Convention, coordinates the Association's needs with those of the sponsoring institution and guest facilities, promotes the convention within the host city or locality and updates the Convention Manual as needed. Convention sub-committees responsible for Stereo Theater, the Trade Fair, Spotlight Auction, banquets, 3D image competitions, 3D gallery displays, workshops, on-site awards for Stereo Theater presentations and stereo displays, etc., report to the Convention Committee.
- 8) The Awards Committee is responsible for selecting recipients for awards that include: the William C. Darrah "Fellow of the NSA" Award for distinguished scholarship and extra ordinary knowledge of stereoscopy, the Robert M. Waldsmith Award for meritorious service and extraordinary contribution of time and effort to NSA, the NSA Award for best annual *Stereo World* article on historical stereoscopy, the Lou Smaus Award for best annual *Stereo World* article on modern stereoscopy, and Special Awards for special services and support provided to the Association that deserve recognition.
- 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 Association'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 the Board.

These By-Laws, as accepted by the Board on July 14, 2011 (followed with Board approved minor text edits made September 2, 2011), represent a comprehensive document, incorporating the Association's originating By-Laws.

By a vote of the Board on July 26, 2012, these By-Laws were amended whereby the Office of President is a permanent voting member of the Board. This membership status applies specifically to the Office of President rather than to the individual who holds the position of President.