

Amended and Restated Bylaws

Lewis Carroll Society of North America, Inc.
A New York Charitable Nonprofit Corporation
Approved by the Membership: March 3, 2023

Definitions

1. **Writing:** Any action required in these bylaws to be “written,” to be “in writing,” to have “written consent,” or to have “written approval,” by directors or committee members includes any communication transmitted or received by postal mail, facsimile, email, or other means of electronic transmission.
2. **Signed:** Any action by directors required to be “signed” may include an electronic signature.
3. **Meeting “In person” or “public meeting”:** Directors, committee members, and members may participate in and act at any meeting by means of a conference telephone or interactive technology, including, but not limited to, electronic transmission, internet usage, or remote communication, as long as all persons participating in the meeting can communicate with each other. Participation by such means shall constitute presence in person at a meeting. Any in-person meeting location may be inside or outside the State of New York.
4. **Voting:** Directors, committee members, and members may vote in authorized Society activities by means of any remote or interactive technology, including, but not limited to, electronic transmission, or internet usage.
5. **Notice or Announcement:** Any Society action that requires “notification” or “announcement” to members, directors, or officers shall include any communication transmitted or received by postal mail, email, or other means of electronic transmission.

Article I: Name and Address

Section 1. Name

The name of this Society shall be **Lewis Carroll Society of North America, Incorporated** (hereafter referred to as LCSNA or the Society).

Section 2. Address

The principal office of the Society shall be located in the State of New York. The Society may have other offices, either within or without the State of New York, as the Board of Directors may determine or as the affairs of the Society may require. The Society’s permanent address is: 2578 Broadway, #556, New York, NY, 10025.

Section 3. Registered Agent

The Society shall have and continuously maintain in the State of New York a registered agent. The registered agent of the Society may be changed by the Board of Directors. The registered agent shall have such authority and perform such duties as may be prescribed by the Board of Directors.

Section 4. Fiscal Year

The fiscal year of the Society is 01 January through 31 December.

Article II: Mission

The mission of the Society is to encourage study and promote awareness and appreciation of the life, work, times, and influence of Lewis Carroll (Charles Lutwidge Dodgson), including the advancement of public knowledge and appreciation of the works of Lewis Carroll in North America by publishing the writings of Lewis Carroll, arranging literary programs concerning the works of Lewis Carroll, promoting historical research on the life and works of Lewis Carroll, and collecting and preserving materials of historical value relating to Lewis Carroll.

All above purposes and activities shall be conducted for exclusively educational purposes within the meaning of the Internal Revenue Code. The Society is a charitable nonprofit educational society established in New York in 1974 and incorporated in 1976.

All actions by and on behalf of the LCSNA shall conform with its Certificate of Incorporation and Bylaws, as amended from time to time.

Article III: Membership

Section 1. Members

1. Any person or institution may become a member in good standing upon the payment of the annual membership dues.
2. Each member has a single vote.
3. Membership categories include: Regular Member, Sustaining Member, Student Member, Life Member, and Institutional Member. The Board may, at its discretion, modify or establish other categories.
4. A member may be removed from the membership by a majority vote of the Board of Directors for cause, which is defined as disruptive behavior or actions that are not representative of the Society's goals.

Section 2. Dues and Terms

1. Annual membership dues shall be payable on January 1. Except for Life Members, membership shall be for the fiscal year of the Society, 01 January – 31 December. No part of a Member's dues shall be refunded upon resignation or termination of membership, nor shall dues be prorated for any partial fiscal year.
2. Members whose dues are in arrears shall be removed from the Society's rolls but may be reinstated by paying their membership dues for the year.
3. Any Member who shall have paid to the Society the fee designated for Life Membership shall be exempt from all future payment of dues.
4. From time to time the Board shall adjust the amount of the dues.

Section 3. Meetings of the Members.

Regular Meeting(s)

1. Regular meeting(s), such as a spring or summer meeting of the Society, may be convened at a time and place determined by the Board of Directors and announced to the Membership at least 60 days prior to the meeting.
2. The primary purpose of the meeting is educational.

Annual Meeting

1. There will be at least one annual meeting of the Society at a time and place determined by the Board of Directors and announced to the membership at least 60 days prior to the meeting.
2. The Annual Meeting shall be held primarily for the transaction of any appropriate business, whether or not notice has been given. It may be combined with a regular meeting.

Special Meeting

1. Special meetings of the membership may be called by the President at any place and time with at least ten days' notice to Society members and on the approval of a majority of the current Board of Directors. The business of any special meeting shall be limited to the subjects specified in the notice of the meeting.

Spontaneous Event

1. Additional informal Society educational events and social activities, such as, but not limited to, presentations, movie nights or book clubs supported by the LCSNA throughout the year may be held with a five-day notice. These events have no associated quorum, Society business, or voting requirements, and may be announced by the Board of Directors or an approved Committee Chair.

Section 4. Quorum

1. A quorum consists of ten percent of the membership in good standing.

Section 5. Authority of the Membership

1. The Board of Directors are elected by a majority of the membership in good standing participating in the voting provided that at least ten percent of the eligible members have voted.
2. The Certificate of Incorporation may be amended by a majority of the membership in good standing participating in the voting provided that at least ten percent of the eligible members have voted.
3. The Society may be dissolved by a majority of the membership in good standing participating in the voting provided that at least ten percent of the eligible members have voted.

Article IV: Voting and Elections

Section 1. Voting

1. Elections or Society business requiring approval may be conducted in-person or by remote technology.
2. Voting can occur either during a meeting or separate from a meeting and may extend over a period set by the Board.
3. Any matter may be decided by a majority of the membership in good standing participating in the voting, provided that at least ten percent of the eligible members have voted.
4. Each Member or an Institutional representative in good standing shall have one vote.
5. An institution or other corporate body that is a member of the Society shall designate no more than one individual to vote on its behalf.
6. Voting shall not be cumulative or by proxy.
7. Write-in and floor nominations for candidates to the Board of Directors shall not be accepted.
8. Members who join the Society fewer than ten days prior to an election are ineligible to vote.

Section 3. Qualifications for Office

1. A candidate for office must be a member in good standing of the Society whose dues are paid in full for the membership year at the time of nomination and election. Elected officers must remain members in good standing to continue to serve as members of the Board of Directors.
2. A candidate shall be over 18 years of age.

Section 4. Nominating Committee

1. A Nominating Committee Chair will be appointed by the President of the Society a minimum of 90 days before an election. A minimum of two additional Committee members will be selected by the Chair and approved by the President. One of the members shall not be a Board Director. The Nominating Committee Chair shall be a current or former Director.
2. The Nominating Committee Chair is responsible for the election process.
3. The Nominating Committee will identify and interview potential candidates for Officer and Director positions.
4. Two members related by marriage or domestic partnership with separate memberships may serve on the Board of Directors at the same time, and both may participate or chair a Committee, but they may not serve simultaneously as Officers.

5. The Nominating Committee Chair will propose a slate of Board of Director candidates to the Board of Directors for approval by a majority of the Directors at least 60 days prior to an annual meeting or election.
6. The approved slate will be distributed to the membership at least 30 days prior to an annual member meeting and/or election.

Article V: Board of Directors

Section 1. General Powers

The Board shall have the power to control the affairs and manage the funds of the Society, shall conduct its business and take general care of its interests, shall report to the Society from time-to-time on the major activities of the Board; shall possess all the powers and exercise all the functions of the Society as may be authorized by law.

Section 2. Exclusive Powers

The following actions may be taken only by the Board of Directors:

1. The Bylaws may be amended by a 2/3 majority of the Board of Directors.
2. Officers are elected by the Board of Directors.
3. In the event of the dissolution of the Society, the Board is empowered to adopt and execute a plan providing for the disposition of all of the property and assets of the Society.

Section 3. Number and Tenure

1. Members of the Board of Directors shall be members in good standing of the Society.
2. The number of Directors shall be fixed from time-to-time by the Board but shall consist of no fewer than five nor more than nine members, *including* the President, Vice-President, Secretary, and Treasurer. All Directors are voting members.
3. Officers' and Directors' terms shall be staggered to ensure business continuity of the Society. The initial term of office for each Officer and Director shall be pursuant to procedures established by the Board.
4. The number of Directors may be increased or decreased by the Board subject to a majority vote of the entire Board.
5. The term of office of each Director and Officer is three years, with eligibility to serve a maximum of three consecutive terms, and thereafter eligible for reelection to the Board after a one-year hiatus.
6. A Director or Officer shall continue in office for such term and until the individual's successor is elected and qualified, or until such Director's or Officer's death, resignation or removal.
7. Retiring Officers are immediately eligible to be appointed or elected to the Board as a Director with their immediate past years as an Officer counting toward their term limit as a Director.
8. Each Director or Officer shall hold office until the expiration of the term for which each is elected or appointed, and until a successor has been elected or appointed and qualified.
9. Upon their election, Directors and Officers shall immediately begin the performance of their duties.

Section 4. Resignation

1. A Director may resign from office at any time by delivering a resignation in writing to the President and the Secretary of the Society. Any such resignation shall take effect at the time specified unless required by its terms.

Section 5. Vacancies and Newly Created Directorships

1. A vacancy on the Board caused by the death, permanent incapacity, or resignation of a Member may be filled by vote of the majority of the Directors. Upon the death, permanent incapacity or resignation of the

President, the Vice President shall succeed to the office of President, but the successor to any other office vacated shall be designated by vote of the Directors.

2. Any Director elected by the Board to fill an unexpired term (whether resulting from death, resignation, or removal) shall serve for the unexpired term of their predecessor in office.
3. The Board may determine whether any vacancy other than the office of President may be left vacant until the next succeeding Annual Meeting of the Society, with any timely responsibilities assigned to other Board members.

Section 6. Removal from Office

1. The Board may remove any Officer or Director for cause by a majority vote of all Directors, provided that a statement of the reason or reasons shall have been mailed by registered mail to the Officer or Director proposed for removal at least thirty (30) days before any final action is taken by the Board. This statement shall be accompanied by a notice of the time when, and the place where, the Board is to take action on the removal. The Officer or Director shall be given an opportunity to be heard and the matter considered by the Board at the time and place mentioned in the notice.
2. Reasons for removal may include, but are not limited to, failure to fulfill duties, conflict of interest, failing fiduciary responsibilities, ineffective job performance, lack of participation in Board meetings, discussions, and committee assignments, or personal conduct (such as disruptive, abusive, negligent, or criminal activities).

Section 7. Compensation

1. Directors and Officers are volunteers and do not receive compensation for their service. A Director or Officer may receive reimbursement for reasonable expenses in connection with Society matters, provided that such reimbursement is authorized by the Treasurer or President.
2. A Director or Officer may separately receive compensation for services provided to the Society other than as a Director or Officer provided that such reimbursement is authorized by the Board of Directors, and that the services provided are disclosed by that Director or Officer in the annual Conflict of Interest statement.

Section 8. Meetings of Directors

1. Annual, Regular and Special Meetings

- a. Meetings of the Board may be held on any day and place, and at such time and place, as the Board may fix from time-to-time. A meeting of the Board may be scheduled during the Annual Meeting of the Membership.
- b. The Board shall meet at least four times annually.
- c. Meetings may be held in-person, using remote technology, or any hybrid variation.

2. Notice of Meetings

- a. Regular Board meetings may be held without notice of the date, time, and place if such meetings are fixed by the Board. Written (including by email), oral or any other mode of notice of the date, time and place shall be given for the Annual Meeting, special meetings, and each regular meeting not fixed by the Board, in sufficient time for the convenient assembly of the Directors.
- b. Special meetings of the Board may be called by the President with the approval of at least two members of the Board on not less than ten days' notice, at such place and time as may be directed in the notice. Notice for a Special Meeting is at least two days. The purpose for calling such a special meeting shall be stated in the notice.
- c. Any five Directors may call a special meeting of the Board on no fewer than ten days' notice, at such place and time as may be directed in the notice. The purpose for which a Special Meeting is called shall be stated in the notice.

Section 9. Quorum and Action

1. A majority of the Board shall constitute a quorum for the transaction of business.
2. Except as may be specified otherwise, a plurality of the quorum shall be required to approve any action of the Board.

Section 10. Action Without a Meeting [Unanimous Consent]

1. Any action required or permitted to be taken at any meeting of the Board of Directors or Committees of the Board may be taken without a meeting if all Board or Committee members consent in writing, and written records of the actions are filed with the minutes of proceedings of the Board of Directors or Committee. Any such consent approved shall have the same effect as a unanimous vote.

Section 11. Minutes

1. Minutes of all Board meetings, including notes of the decisions, resolutions and other consents of the Board shall be circulated to all Board members, reviewed, approved, and filed permanently by the Secretary or designee within 30 days of a meeting.

Section 12. Conflict of Interest

1. Annually the Board of Directors and Committee Chairs shall sign and comply with the Society's Conflict of Interest policy.

Article VII: Officers

Section 1. Officers

1. The elected officers of the Society shall be President, Vice President, Secretary, and Treasurer.
2. Society Officers are elected by the Board of Directors from among the current eligible Directors.
3. Any two or more offices may be held temporarily (usually six months or fewer) by the same person, except the offices of President and Secretary.

Section 2. Terms of Office.

1. The four Officers elected shall each serve for a term of three years or until their respective successors shall have been elected. They shall assume their respective offices immediately after the Annual Meeting at which they were elected. No person shall be elected to the office of President, Vice President, Secretary, or Treasurer for more than three consecutive terms.

Section 3. Duties

1. The Officers of the Society shall have the duties and perform the functions customarily assigned to such officers in similar organizations, with such duties and functions as may from time-to-time be prescribed by these Bylaws or by the Board.
2. Under emergency circumstances, the Officers of the Society shall have the authority to take action on behalf of the entire Board of Directors, providing that such action is later considered and approved by the full Board at its next meeting.

Section 4. President

1. The President of the Society is the Chair at all meetings of the Board and Membership.
2. The President shall exercise general supervision over the affairs of the Society, subject to the control of the Board. The President shall keep the Board fully informed about the affairs of the Society. The President shall perform all duties incident to the office of President and such other duties as from time to time may be assigned by the Board.
3. The President shall give active direction and have oversight of the business and affairs of the Society.

4. The President, or in the absence of the President, the Vice President, shall report to each Annual Meeting upon the state of the Society and shall preside at its meetings and at those of the Board.
5. The President has the power to sign and execute in the name of the Society all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature.
6. The President has the authority to establish committees of the Board and appoint their chairs or directors.

Section 5. Vice President

The Vice President's responsibilities include, but are not limited to:

1. Performing all the duties of the President during the absence of the President.
2. Performing such other duties as may be assigned to them by the Board, which duties may include powers elsewhere assigned or delegated to other officers.

Section 6. Secretary

The Secretary's responsibilities include, but are not limited to:

1. Serving as the recording secretary of all meetings of the Society and of the Board of Directors, keeping a permanent record thereof and filing the same in the specified Society archive.
2. Maintaining a register of the mailing address, email address, and telephone number of each, Director, and Officer.
3. Providing new member packages, mailings of member premiums, and notification of membership notices of dues.
4. Acting as the custodian of the Society records and seal of the Society.
5. Ensuring all notices are duly given in accordance with the provisions of these Bylaws.
6. Performing all duties incident to the office of Secretary and other duties as may be assigned by the Board of Directors.
7. Communicating with the membership and inviting guests and speakers to meetings and events.
8. Working with the Nominating Chair to announce, run elections, and report election results.

Section 7. Treasurer

The Treasurer's responsibilities include, but are not limited to:

1. Overseeing the accounts and financial affairs of the Society, its funds and monies, the investment of those funds and monies as directed by the Board, the collection of its receivables, the payment of its debts and the keeping of accurate financial records and books of account, all in accordance with standards and procedures established from time to time by the Board, or by the Finance Committee subject to the approval of the Board.
2. Overseeing the development and implementation of the Society's financial policies and insuring that in practice they meet all the fiduciary responsibilities of a nonprofit charitable organization incorporated in the State of New York.
3. Preparing and submitting any financial reports required by departments or agencies of government, including, but not limited to, the United States Internal Revenue Service.
4. Furnishing to the Board of Directors, at least twice a year and as requested by the Board of Directors, a detailed report of all receipts and expenditures of the Society, the financial status of the Society, and any significant financial changes since the prior report.
5. Proposing a budget to the Board of Directors each year.
6. Performing all the duties incident to the office of Treasurer and such other duties as may be assigned to the Treasurer by the Board of Directors.
7. Chairing the Finance Committee.

8. Overseeing the work of a bookkeeper or accountant engaged by the Society.
9. Collecting of fees associated with meetings and other events, and the reimbursement to suppliers associated with those events.
10. Reviewing contracts between the Society and suppliers.

Article VIII: Committees

Section 1. Committee Formation

1. The Board of Directors shall establish committees and task forces as needed to assist with governance, without compromising the Board's authority and in keeping with the policies established by the Board.
2. The President shall appoint the Chair of each Committee, and each Committee's membership shall be approved annually by the Board. The President serves as an ex-officio voting member on all Committees.
3. No Committee shall have the authority to amend or repeal these Bylaws; elect or remove any Officer, Director or Committee member; adopt a plan of merger; or authorize the voluntary dissolution of the Society.

Section 2. Committee Authority

1. No Committee Chair or Member shall have the authority to contract debts on behalf of the Society without prior written approval of the Board and the Board shall have power and authority to clarify, regulate, or reverse acts and decisions of the Committees whenever the best interests of the Society so warrant.
2. Any Chair or Member of a Committee may be removed from such office and function, with or without cause, at any time by the Board.

Section 3. Standards and Procedures

1. The Board and any of its Committees may, from time to time, adopt statements of particular standards and procedures regarding administrative, financial, and policy issues affecting the Society.
2. Each Committee shall provide a written report to the Board of its activities and periodic progress, or on request of the Board.

Section 4. Committees of the Corporation

1. Committees of the Corporation may be established by the Board as necessary.
2. Such Committees and task forces shall have the power and duties designated by the Board of Directors and shall give advice and make non-binding recommendations to the Board.
3. The President shall appoint the Chair of each Committee and its membership shall be approved annually by the Board. The President serves as ex-officio voting member on all Committees.

Section 5. Committees of the Board

1. Committees of the Board consist only of Directors and must have at least three members. Committees of the Board must be formed, and the members of those Committees elected or appointed by action of a majority of the Board. The Society's Executive Committee is a Committee of the Board.

Article IX: Contracts, Checks, Deposits, Gifts, Investments

Section 1. Contracts

The Board of Directors may authorize any Officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts.

All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Society in the ordinary course of its activities and operations shall be signed by the Treasurer or such Officer and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits

All funds of the Society shall be deposited from the credit of the Society in such banks, trust companies, or other depositories as the Board of Directors may designate by resolution.

Section 4. Gifts

The Board of Directors may accept or reject any contribution, gift, bequest, or grant. Books, art, objects or other Carroll-related ephemera are not generally accepted by the Board unless used in fundraising events. The Society may accept donations from individuals and organizations under the following conditions: Donors must disclose their full name, address, and business name or profession. All donations are to be reviewed by the Treasurer and President and be approved for acceptance by a majority vote of the Directors to ensure that the donation does not constitute a conflict of interest, potential conflict of interest, violation of ethical standards, or a perception of such violation. The Board will accept donations that assist the Society in its work to foster Carrollian literary criticism and enhance Carrollian culture.

Article X: Dissolution

In the event of the dissolution of the Society, its property and other assets, including all of its rights in and to its own publications and restricted funds, shall be distributed as follows: The papers and books of the Society and publications rights shall be given to the New York University Libraries for its archives of the Lewis Carroll Society of North America. Any funds designated for the Wonderland Awards will be given to the University of Southern California Libraries for its Wonderland Awards Program. After paying or making provision for the paying all the liabilities of the Society, all other funds and assets will be liquidated and given to one or more nonprofit organizations as designated by the then Board of Directors.

Article XI: Amending the Bylaws or Certificate of Incorporation

Section 1. Bylaws

1. Bylaws may be proposed for amendment at a meeting of the Board, provided that notice of the proposed amendment, together with a copy of the document, shall be distributed to each Director at least ten days prior to the meeting at which the amendment is to be considered.
2. Bylaws may be amended by a two-thirds majority vote of the Board of Directors.
3. No alteration, amendment, repeal, or adoption of the Bylaws shall in any way conflict with the purposes of the Society as stated in its Certificate of Incorporation or otherwise cause the Society to lose its qualification as an organization exempt from federal income taxation.

Section 2. Certificate of Incorporation

1. The Certificate of Incorporation may be proposed for amendment at a meeting of the Board, provided that notice of the proposed amendment, together with a copy of the document, shall be distributed to each Director at least ten days prior to the meeting at which the amendment is to be considered.
2. Approval by a majority vote of the Board is required to present the proposed amendment to the General Membership for a vote.
3. The Certificate of Incorporation shall be amended by a majority of the General Membership participating in the voting provided that at least ten percent of the eligible members have voted.
4. No such alteration, amendment, repeal, or adoption shall in any way conflict with the purposes of the Society as stated in its Certificate of Incorporation or Constitution or otherwise cause the Society to lose its qualification as an organization exempt from federal income taxation.

Article XII: Indemnification

1. The Society shall indemnify all Directors and Officers, and any former Director or Officer, for duties performed while serving as a Director or Officer, and by resolution the Board of Directors may indemnify any Director or Officer against any and all expenses and liabilities incurred in connection with any claim, action,

suit, or proceeding to which said Director or Officer is made a party by reason of being a Director or Officer. However, there shall be no indemnification in relation to matters as to which a Director or Officer shall be adjudged to be guilty of a criminal offense or liable to the Society for damages arising out of such Director's or Officer's own gross negligence in the performance of a duty to the Society.

2. Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such Director or Officer. The Society may advance expenses or where appropriate may itself undertake the defense of any Director or Officer. However, such Director or Officer shall repay such expenses if it should be ultimately determined that the Director or Officer is not entitled to indemnification under this Article.
3. The Board of Directors may also authorize the purchase of insurance on behalf of any Director or Officer against any liability incurred arising out of such person's status as a Director or Officer whether or not the Society has the power to indemnify the Director or Officer against that liability under law.