

BYLAWS OF THE AMERICAN SOCIETY OF PHOTOGRAPHERS

- Amended and Restated -

Effective 01/22/2023

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Except as otherwise provided by statute or its Constitution, the following Bylaws shall regulate the affairs of the American Society of Photographers, Inc. (ASP).

ARTICLE I. MEETINGS

SECTION I. Annual Meeting

- A. An annual meeting of the members of ASP is preferably held in conjunction with the annual convention of the Professional Photographers of America.
- B. The annual meeting shall be held in person or by video conference at a date, time, and location to be determined by a vote of the Board Governors. The Board shall give electronic notice to the entire membership at a minimum of 30 days prior to the designated date and time of the meeting.
- C. Ten (10) members must be present to constitute a quorum in order to do business.

SECTION II. Special Meeting of The Members

- A. A special meeting of the membership may be held at the call of the President, upon the written request of three (3) or more members of the Board of Governors, or upon request of five (5) or more members of ASP.
- B. The membership shall be notified, by any electronic means, a minimum of 30 days in advance, of the reasons for the meeting.
- C. The meeting may be held either in person or via videoconference.
- D. Ten (10) members must be present to constitute a quorum in order to do business.

ARTICLE II. NOMINATION AND ELECTION OF OFFICERS

SECTION I. Nominations

- A. Nominating Committee. The nominating committee shall consist of the President-Elect (Chairman), the Vice President and the Secretary/Treasurer. The nominating committee makes recommendations to the Board of Governors. The Board of Governors decides the final slate and votes to approve said slate. Nominations for the positions of President-Elect, Vice President, Secretary/Treasurer shall come from the current Board of Governors.
- B. Publication. The individuals in the proposed slate for Officers and Governors shall provide, in a timely manner, a picture of themselves and biographies so that the pictures and biographies may be published once in the association's magazine or twice electronically a minimum of thirty (30) days prior to the election.
- C. At-Large Nomination. Following the publication of the Board of Governor's proposed slate, a Governor may choose to run for any of the elected offices up to and including

President-Elect, provided they meet the requirements for such office. Any member in good standing may choose to run for Governor. If such an “at-large” nomination is desired, the following procedure shall be followed:

1. Notify the Executive Director in writing of their intent within fourteen (14) days of the official or published first release of the Board nominations.
2. Request, complete and submit the application form along with their biography and headshot to the Executive Director within seven (7) days after declaring their intent.

SECTION II. Elections

- A. Non-Contested Election. If no at-large nominations are filed within the designated period or there is only one (1) candidate per Office or Governorship, the nominated slate of candidates as individuals or collectively may be elected by the members at the meeting following a passed motion to accept by a majority vote of the voting members present.
- B. Contested Elections. If at-large nominations are received or there is more than one (1) candidate per Office or Governorship, the names of all candidates for that position shall be announced at the meeting, in alphabetical order, and voted by the members present at the meeting.
- C. Filling Board Vacancies. With the approval of the Board of Governors, the President shall make appointments to fill all vacancies in the Board of Governors until the next election. Appointments made to fill vacancies will complete the term of the vacancy or until his or her successor shall have been qualified and elected.

ARTICLE III. MEMBERSHIP

SECTION I. Membership Levels

The members of ASP shall consist of Professional Active, Life, Honorary Life, and/or other classifications ASP may deem advisable.

A. Professional Active

1. Requirements:

To be a professional active member, an individual must hold at least one (1) of PPA’s Master degrees or Photographic Craftsman degree.

2. Benefits:

Professional Active members in good standing shall be entitled to all privileges, services and benefits of ASP, including the right to hold office and vote.

B. Life

1. Requirements:

The Board of Governors may award life Membership to a member in good standing of at least sixty-five (65) years of age, who is no longer pursuing photography as a business. A minimum of ten (10) consecutive years of membership must be completed in ASP at the time of application.

- a. The Board of Governors may, by majority vote, wave the requirements of age and/or years of membership in light of health or physical limitations preventing a member from pursuing photography as a business.

2. Benefits:

- a. Life members retain all privileges, services and benefits of ASP including the right to hold office and vote.
- b. Life Memberships will be announced to the general membership at the annual event or via publication.
- c. Life Members are not required to pay annual dues.

C. Honorary Life

1. Requirements

Honorary life membership shall be granted to:

- a. All past Presidents of ASP.
- b. On the recommendation of the Board of Governors to individuals who have made outstanding contributions to photography. The recipient may be, but not need be, a current member of ASP.

2. Benefits

Honorary Life Members are entitled to all privileges, services, and benefits of ASP with the exception of voting privileges.

3. Honorary Life Members are not required to pay annual dues.
4. Past Presidents and current ASP members who are granted Honorary Life Membership retain all rights of an Active Member including their membership, voting privileges, and may hold office, contingent on their membership being in good standing.

5. Honorary Life Memberships will be presented to the general membership at the annual event or via publication.

SECTION II. Public Reference to ASP by the Members

- A. Members in good standing may refer to their ASP membership on their website and marketing materials. If a logo is utilized, members shall only use the currently approved ASP logo.
- B. Members shall not use ASP in their degree string unless they hold the Educational Associate, (EA-ASP), Honorary Educational Associate, (Hon.EA-ASP), Fellowship, (F-ASP) or Honorary Fellowship, (Hon.F-ASP).
- C. Members who are not in good standing or whose membership lapsed shall not use the ASP logo or publicly claim ASP membership.

SECTION III. Deactivation/Suspension of Membership

- A. Professional active members of ASP deemed delinquent will be suspended from the active roster of ASP and thus lose all privileges accorded through membership in ASP including any accumulated points towards Service Awards.
- B. If dues are renewed any time prior to March 1 of the following year those privileges and points shall be reinstated.
- C. All PPA merits earned toward the ASP Fellowship Degree and ASP Educational Associate Degree will not be applied toward these awards pending renewal within the current fiscal year of the lapse of a professional active membership. If the lapse in membership is not resolved within that fiscal year, any merits that would have otherwise been earned during that year are null and void. Other merits previously earned cannot be applied toward any degree until membership is reactivated.

SECTION IV. Removal of a Member

The Board of Governors has authority to remove a member who is declared overly disruptive, abusive, undermining, criminal, in violation with ASP's Code of Ethics, or failing to be in good standings.

SECTION V. Procedures for Termination of Membership

If grounds appear to exist for suspending or terminating a member under Section IV of this Article, the following procedure shall be followed:

- A. The Board shall give the member at least fifteen (15) days' prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide

actual notice. Notice given by mail shall be sent by first-class, certified, or registered mail to the member's last address as shown on the corporation's records.

- B. The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed termination. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the termination should occur.
- C. The Board shall decide by a vote of the majority of the entire Board of Governors whether the member should be expelled or sanctioned in any way. The decision of the Board shall be final.
- D. Any action challenging an expulsion or termination of membership, including a claim alleging defective notice, must be commenced within one (1) year after the date of the expulsion or termination.

SECTION VI. Reinstatement of Membership.

Any reinstatement of membership as set forth in Sections III and IV will be processed as directed by the Board of Governors.

ARTICLE IV. FISCAL YEAR

The fiscal year of ASP shall be from March 1 through February 28/29 of each year.

ARTICLE V. DUES

SECTION I. Dues

The Board of Governors shall establish the dues for ASP for all Professional active members. Life and Honorary Life Members shall pay no dues.

SECTION II. Dues Payable

Dues shall be paid by February 28/29. The member will be considered delinquent effective March 1.

ARTICLE VI. RECORDS AND REPORTS

SECTION I. Inspection of Books and Records

The books and records of ASP shall be open for inspection to any member upon a reasonable request to the President.

SECTION II. Annual Financial Report

The year-end annual financial report shall be incorporated in the minutes of ASP at the first meeting of ASP's new fiscal year and available for inspection to any member upon a reasonable request to the President.

SECTION III. Annual Membership Report

A membership list that contains, as a minimum, name, address, email address, phone numbers, and membership status shall be maintained in a timely manner and an annual report submitted with other year-end reports.

SECTION IV. State and Federal Reports

The President shall ensure that applicable state and federal reports and documentation are filed in a timely manner.

ARTICLE VII. FISCAL

SECTION I. Source of Income

ASP shall derive its income from dues, application fees, advertising, donations, sponsorships, merchandise sales, ticket sales and other sources as are consistent with the Constitution and Bylaws.

SECTION II. Purchase Authorizations

Budgeted expenditures

- A. The Committee Chair shall authorize all budgeted expenditures for property, supplies, or services by signing the ASP expense forms submitted to him/her by a committee member. All expenditures must be within the budgeted line item and should be preapproved by the Committee Chair.
- B. Authorization of out-of-budget expenditures
 1. Out-of-budget expenditures between \$100 - \$499 must be approved by a majority vote of the Executive Committee.
 2. Out-of-budget expenditures exceeding \$499 require an authorization of the Board of Governors.
 3. Requests for non-budgeted expenditures in excess of \$499.00 with a ten (10) day advance notice may be approved by a simple majority vote at a single meeting of the Board of Governors.

4. Requests for non-budgeted expenditures in excess of \$499.00 without prior notice may be approved by a three-fourths (3/4) majority vote at a single meeting of the Board of Governors.
- C. Any unauthorized non-budgeted expenditure will be the sole responsibility of the individual who made the expenditure.

SECTION III. Authorization of Disbursements

- A. The Secretary/Treasurer or Executive Director acting on his/her behalf shall be authorized to initiate action to disburse monies owed by ASP for its obligations, provided that said obligations have been authorized by these bylaws, or by action of the Board of Governors.
- B. Requests for disbursements are made by Committee Chairs forwarding a copy of a properly signed and completed ASP Expense Form with applicable receipts or purchase orders to the Secretary/Treasurer or Executive Director according to ASP's Standing Rules.

SECTION IV. Financial Reports

- A. The Executive Director or the Secretary/Treasurer shall prepare a quarterly financial statement from records and distribute it to the Board of Governors. This statement shall include but not be limited to a balance sheet, income statement, and check register.
- B. Members may request a copy of ASP's financial information. Such information must be included in the minutes of the annual general membership meeting.

SECTION V. Budget

The Board of Governors shall adopt an annual income and expense budget at the first meeting of the fiscal year of ASP.

ARTICLE VIII. AMENDMENTS

The Bylaws of this Society may be amended as is provided for in Article VII, Sections I and III of the Constitution.

ARTICLE IX. PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, latest edition shall govern ASP in all cases in which they are applicable and in which they are not inconsistent with the ASP Constitution, Bylaws, and Standing Rules or orders that ASP may adopt.

ARTICLE X. DISSOLUTION

SECTION I. Dissolution

Dissolution shall only be brought before the general membership following a majority vote of three-fourths (3/4) of the Board of Governors.

SECTION II. Vote Necessary

Should three-fourths (3/4) of the members in good standing voting, vote by secret ballot, to dissolve this corporation, then in that case the corporation shall be forthwith dissolved.

SECTION IV. Liquidation and Dissolution of Assets

In case of dissolution, as above provided:

- A. Any current membership dues will be refunded in whole if funds are available. If existing funds are not sufficient, they will be refunded in equal portions.
- B. In case there are remaining funds, the net assets of this corporation shall be liquidated by the Treasurer or such other person as may be designated by the Board of Governors and the funds from such liquidation shall be donated to the Professional Photographers of America (PPA) to fund a scholarship to enhance photographic excellence or if insufficient funds are available for an unique scholarship, to add to an existing PPA scholarship.

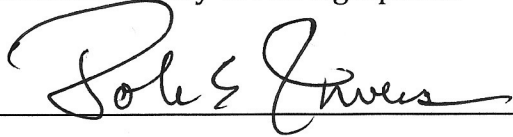
SECTION V. Legal Requirements

To ensure that the nonprofit dissolution is completed properly, the President or Executive Director must check with applicable federal and Michigan state organizations to determine applicable procedures and documentation and ensure that said procedures and documentation is accomplished.

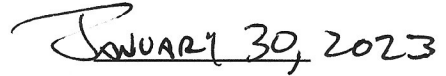
CERTIFICATION

This Amended and Restated Bylaws were approved at the meeting of the Board of Governors of the American Society of Photographers, held on January 22, 2023.

These Bylaws were voted upon and approved to become effective on January 22, 2023, at the annual meeting held on January 22, 2023 by the membership at large of the American Society of Photographers.



Secretary



Date

PRINT NAME: JOHN E. POWERS