

CONSTITUTION
of the
AMERICAN SOCIETY OF PHOTOGRAPHERS, INC.
- Amended and Restated -
Effective 01/28/2024

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PREAMBLE

The members of American Society of Photographers, Inc. (ASP) do ordain and establish this Constitution to effectively lead the members of ASP to carry out its purpose, which is to further the art and science of the photographic industry, and to stimulate education of photography through artistic excellence and scientific knowledge.

ARTICLE I. NAME

The name of this society shall be the American Society of Photographers (ASP). It will use the name or its acronym in publicity materials, social media, and correspondence. ASP is a member of the Professional Photographers of America (PPA) Community Network.

ARTICLE II. PURPOSE

SECTION I. Standards

ASP is a society of professional photographic artists who aspire to maintain the highest level of excellence by adhering to ethical standards, stimulating creativity and continually refining technical competence. Its purpose is to further the art and science of the photographic industry, and to stimulate education of photography through artistic excellence and scientific knowledge.

SECTION II. Goals

The goals of the organization are:

- A. To promote education, foster fellowship and perpetuate the ideals of photography as a science and an art.
- B. To recognize and honor the qualitative achievements of its members through awards as defined in the by-laws
- C. To recognize photographic achievements of its members.
- D. To encourage the highest standards of practice and principles.
- E. To meet, share experiences and exchange ideas to benefit not only its members, but their clients and the industry.
- F. ASP does not contemplate pecuniary gain or profit to its members and is organized for nonprofit purposes.

ARTICLE III. MEMBERSHIP

SECTION I. Binding Agreement

- A. By virtue of becoming a member of ASP, a member automatically accepts the Constitution and Bylaws of ASP. Each and every amendment to the Charter, Constitution, Bylaws and policies and procedures of this ASP shall constitute a part of the contract between ASP and its members.
- B. By joining the association, the members agree to uphold the highest standards of personal and professional conduct and deal with all users of photography services as well with fellow photographers with honesty and integrity, in accordance with the ASP Code of Ethics.
- C. For purposes of this document and all ASP governing documents, the phrase “good standing” shall indicate the member is fulfilling the requirements for membership in ASP, is upholding the standards and goals of ASP as defined in this document’s Article II. Purpose, complying with paragraphs A and B of this section, and who neither has voluntarily withdrawn from membership nor has been expelled or suspended from membership after

appropriate proceedings. With the exception of Life or Honorary Life members, “good standing” also includes the payment of membership dues.

- D. Categories of membership and related requirements and benefits are delineated in the Bylaws.

ARTICLE IV. ORGANIZATION OF ASP

SECTION I. The Board of Governors

A. Role

The Board of Governor's role is to supervise the activities of ASP. The Board's powers, duties and responsibilities are detailed in ASP's Bylaws.

B. Composition

The Board should consist of eleven (11) voting members including five (5) Officers and six (6) Governors. Each of the eleven (11) shall be entitled to one (1) vote.

The Parliamentarian is a non-voting member of the Board of Governors and shall not affect the quorum required to hold the meetings nor to approve motions. If a voting member also holds the role of Parliamentarian, he/she has only one vote.

SECTION II. Officers

The five (5) Officers shall be referred to as the Executive Committee and consist of the Chairman of the Board, President, President-elect, Vice-President, Secretary/Treasurer.

Section III. Directors

In accordance with Michigan State Corporate Laws, ASP will designate one or more current members who is/are resident(s) of Michigan as director(s) and will be listed on the annual renewal. These director(s) are in name only and are not part of the Board of Governors. In addition, they have no duties or right to vote associated with this position.

SECTION IV. Committee Chairs

Committee Chairs are appointed by the President to head standing and *ad hoc* committees delineated in the Bylaws, Standing Rules, or as needed.

SECTION V. The Executive Director

- A. The Executive Director may not be a Governor or Officers of the ASP.
- B. He/she shall be retained by the organization as an independent contractor.
- C. The Board of Governors, upon recommendation of the Executive Committee, shall determine his/her compensation.

D. He/she shall be retained for a (1) one-year term, or until removed or replaced by majority vote of the Board of Governors.

SECTION VI. Elections and Appointments of Officers and Governors.

The election process for the Board of Governors and the appointment process for non-voted positions are contained in the Bylaws.

SECTION VII. Terms of Office

A. Officers

1. The Officers shall each serve (1) one-year terms, corresponding to the fiscal year of the ASP. Officers may not serve in any one office for more than three consecutive terms.
2. Advancement of any Officer shall not be automatic due to the time served or positions held, except that of the President and President-elect. The President shall become the Chairman of the Board and the President-elect shall become the President. If the outgoing President is unable to hold the office of Chairman of the Board, the Board of Governors shall select a past President to fill that position.
3. If the President is unable to complete their term, either by a written declaration from the President that he/she is or will be permanently unable to discharge the powers and duties of the presidency or the Board determines the same (see SECTION IX), the Board of Governors shall select an acting President for the remainder of the President's term, preferably using the following order of succession: Chairman of the Board, President-elect, Vice President, and then Secretary/Treasurer. The acting President will serve the remainder of the President's term and assume the powers and duties of the President but does not become President.
4. If the President transmits to the Board a written declaration that he/she is or will be temporarily unable to discharge the powers and duties of the presidency or the Board determines the same, the Chairman of the Board shall assume those powers and duties as acting President. The Chairman of the Board does not become President and the President remains in office, although without authority. The President regains those powers and duties upon declaring, in writing to be again able to discharge them.
 - a. Should the Chairman of the Board be unable to serve as acting President, the order of succession is as follows: President-elect, Vice President, and then Secretary/Treasurer.
5. If any other officer is unable to complete their term, the Board of Governors shall select an acting replacement from the current Board of Governors. That acting officer will have the power and authority of the position they are assuming.

B. Governors

1. Governors' terms are two (2) years with a minimum of three (3) of the six (6) Governor positions being up for election each year.
 2. If a Governor is unable to fill their term or has been selected as an acting officer of the Executive Committee, the Board of Governors shall select an acting Governor for that fiscal year. The acting Governor will have full power and authority as a Governor. If the acting Governor is nominated and elected to serve as a Governor at the next general meeting, that person's elected term will fulfill the remainder of the term of the Governor being replaced.
 3. Governors may not serve more than three consecutive full two (2) year terms
- C. Committee Chairs
1. Committee Chairs serve in one-year terms corresponding to the fiscal year of ASP. A committee Chair may not serve more than three consecutive terms as Chair of any given committee unless at least a two-thirds (2/3) vote of the Board of Governors determines that it is in the best interest of ASP that a one (1) year extension be granted. Only two (2) extensions are allowed per Chair position.
 2. An outgoing Committee Chair may continue to serve on said committee but cannot resume being Chair of the committee for at least one.
- D. The Parliamentarian serves one (1) year terms on the Board of Governors and is nominated by the President and confirmed by the Board of Governors.

SECTION VIII. Powers

A. The Board of Governors

Subject to the limitations and restrictions of this Constitution, the Board of Governors shall have full and complete power and authority to enact and pass, and thereafter, when in force and effect, execute and enforce any and all statutes, bylaws, rules, regulations, or ritualistic provisions which shall not conflict with a Federal or State law or regulation, and which to the said Board of Governors shall seem necessary or expedient to accomplish the objectives and purposes of this organization.

B. The President

The President shall be the executive head of the organization. He/she shall have all the legal powers and duties of and act as the head of the organization and of the Board of Governors. The President being the principal executive officer of the organization shall supervise and control all the business affairs of the organization.

1. Preside at all meetings of the Executive Committee and Board of Governors.
2. Schedule and secure locations for all meetings of the Executive Committee and Board of Governors.

3. Notify and confirm attendance of all Board members and be responsible for the preparation and distribution of the meeting agenda.
4. Perform such duties as may be prescribed by the Bylaws or imposed by the Board of Governors.
5. He/she shall be accessible and serve in an advisory capacity to the executive Officers and Governors.
6. May be authorized by the Board as one of the signing Officers for the organization for his/her term of office.

C. The Chairman of the Board

The Chairman of the Board shall preside over meetings of the Executive Committee and Board of Governors in the event the President is unable to attend or to serve. The Chairman of the Board has the right to vote.

D. The President-elect

1. The President-elect shall preside over meetings of the Executive Committee in the absence of the Chairman of the Board and President if both are unable to serve.
2. The President-elect shall perform such duties as may be prescribed by the Bylaws, or as shall from time to time, be imposed by the Board of Governors.
3. May be authorized by the Board as one of the signing Officers for the organization for his/her term of office.

E. The Vice President

1. The Vice President shall have all the legal powers and duties of said office and, in the absence of the President-elect, shall occupy that position.
2. He/she may be authorized by the Board as one of the signing Officers for the organization for his/her term of office.

F. The Secretary/Treasurer

The Secretary/Treasurer shall have the legal powers and duties of said office. The Secretary/Treasurer shall:

1. Be authorized as one of the signing Officers for the organization for his/her term of office.
2. See to the safe custody of all monies and assets of ASP.
3. Keep an accurate accounting of all monies received and disbursed.
4. Keep an accurate accounting of all ASP assets.
5. In general, perform all duties incident to the office of Secretary/ Treasurer, and have such other duties and exercise such authority as from time to time may be delegated or assigned by the President, or by the Board of Governors.

6. At the discretion of the Board of Governors, shall be bonded a sum acceptable to the Board of Governors, at the expense of the ASP.

SECTION IX. Resignation or Removal of Officers or Governors

Any member of the Board of Governors may tender his or her resignation in writing to the Secretary, provided that such resignation shall not be effective until it has been accepted by a quorum of the remaining members of the Board of Governors.

Removal of Officers or Governor.

- A. Board members are considered absent if not in attendance from the call to order to the adjournment unless excused by the presiding Officers.
- B. Any elected Officers or Governor who is absent from two (2) consecutive regular meetings or three (3) meetings of the Board in any fiscal year, without just cause as determined by the Board of Governors, shall automatically vacate the seat on the Board and the vacancy shall be filled as provided in the Bylaws. However, the Board shall consider each absence of an elected Officer or Governor as separate circumstances and may expressly waive such absence by a two-thirds (2/3) vote of the members present at that meeting.
- C. The Board of Governors may remove any of its Officers or Governors from office for such cause as may be determined by the Board to be contrary to the best interest of ASP and/or the ASP Code of Ethics.
- D. The decision to remove a member of the Board shall be made by a majority vote of the entire Board of Governors, which shall choose a replacement suitable to advance the mission of the organization.
- E. In order for a motion to remove a Board member be considered, it must be supported by written charges filed with the Board of Governors, and a copy thereof furnished to the Officer or Governor charged, at least ten (10) calendar days prior to the meeting at which such charges are to be considered.
- F. The Officer or Governor so charged shall be granted the opportunity to be heard fully before such action may be taken.
- G. The meeting will be restricted to Officers, Governors and the Parliamentarian.
- H. Additional guidelines and procedures for removal of a Board member may be defined in the Bylaws.

SECTION X. Committees

- A. The President shall, at the first Board meeting after taking office, appoint all committees and committee Chairs required by the Standing Rules. The President shall be ex-officio member of all committees.
- B. The President shall have discretionary power to appoint such other committees and committee Chairs as may be necessary to the proper functioning of ASP.

- C. Committee Chairs who are not elected members of the Board of Governors shall be ex officio members of the Board of Governors, without a vote.
- D. Any member who has been appointed as a committee Chair or to a position may be removed from that position by a two-thirds (2/3) vote of the Board of Governors for such cause as may be determined to be contrary to the best interest of ASP and/or the ASP's Code of Ethics.

SECTION XI. Conflict of Interest

- A. All Board of Governors members must submit possible conflicts of interest in writing to the Secretary/Treasurer annually.
- B. If a Board member or committee Chair has a potential conflict of interest and ASP is considering a financial relationship, that Board member or Chair is excused from the room for the discussion and vote about the financial relationship.

ARTICLE V. MEETINGS AND QUORUMS

SECTION I. Meetings of the Board of Governors

- A. Frequency and Notice.

The Board of Governors shall meet a minimum of once per month.

- B. The President or Chairman of the Board may call additional meetings based upon the needs of ASP.
- C. Unscheduled Board meetings may be called by written request of three (3) or more members of the Board of Governors.
- D. The Board of Governors shall be given a minimum of ten (10) days advance notice of meeting.
- E. A unanimous written consent of the Governors overrides the ten (10) days advance notice requirement.
- F. Quorum

The quorum to do business at a Board of Governors meeting shall be the simple majority.

- G. Adjournment

The meeting can be adjourned when the quorum no longer exists by a majority of members left in attendance. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Board members who were not present at the time of the adjournment.

SECTION II. Use of Voting by email by the Board of Governors

- A. The voting of a motion by email is acceptable when there is urgency that cannot wait for the next scheduled board meeting. Voting by email is to be used exceptionally.
- B. To assure the validity of an email vote, the Executive Committee member calling for it must initiate the voting process by sending a call for vote to all members of the Board by email. The call for vote must contain:
 - 1. A clear description of the motion, written in such a way to require a YES or a NO from the voting member.
 - 2. Notification that unanimous consent is required for approval.
 - 3. The date and time by which the responses are required.
- C. The voting by email requires that all Board members' responses clearly convey a positive or negative decision. If not, an additional request for clarification regarding the yes or no vote should be requested.
 - 1. An email response by a board member stating a legitimate recusal or abstention such as a conflict of interest fulfils the requirement for that member's response.
- D. The approval of the motion requires unanimous consent with exclusion of any recusal or abstention per 3.a.
- E. The initiating Executive Member must present proof of all responses at the next Board meeting and request the ratification of the motion.

SECTION III. Meetings of the Executive Committee

A quorum of the Executive Committee shall consist of the President and two (2) other Officers. They shall meet at the call of the President to conduct the business of ASP and report to the Board of Governors.

SECTION IV. Other Meetings

Annual and general meetings of the members are detailed in Bylaws.

ARTICLE VI EMERGENCY POWERS

SECTION I.

In case of a state of emergency, the Board of Governors shall be able to exercise the emergency powers necessary to defend and advance ASP's best interests.

SECTION II.

For the purpose of this article, state of emergency is caused by a set of factual circumstances that may prevent ASP from ordinarily functioning as a result of conditions of peril to the safety of persons or property as recognized by the public authorities of the United States of America, or of the State where ASP holds the in-person annual meeting.

SECTION III.

To activate emergency powers, the Board of Governors shall proclaim the existence of such conditions in a "state of emergency proclamation". The proclamation must contain sufficient "whereas" clauses reciting the factual circumstances that legally justify the proclamation. The approval of such proclamation requires a positive vote of the majority of the entire Board of Governors.

SECTION IV.

Once the proclamation is approved, the Board shall have extraordinary powers listed but not limited to:

- A. To modify notice requirements to Board and special member's meetings.
- B. To allow the Board to modify requirements regarding the criteria for judging and handing out awards.
- C. To make, amend and rescind orders and regulations to the extent necessary to carry out the Board's duties and protect ASP's interests during the emergency.

SECTION V.

This proclamation does not allow the Board of Governors to exercise emergency powers after the emergency has ended. The proclamation of emergency ends automatically when the conditions defined in Section II of this article no longer exist unless extended by a vote by the Board of Governors. The declaration of emergency can be ended at any time by vote of the Board of Governors. The date and reason for the ending or extension of the emergency shall be documented in the meeting minutes of the Board of Governors.

SECTION VI.

Action taken in good faith under this section to further the affairs of ASP during an emergency legally binds the organization. The Officers acting under this section shall not be liable for the deviation from normal procedures of conduct if the conduct was authorized by emergency powers provided in this chapter as well as a vote from the Board of Governors.

ARTICLE VII. AMENDMENT OF ASP GOVERNING DOCUMENTS

SECTION I. Submittal of Proposed Changes

- A. Any ASP member in good standing may submit to the Board of Governors proposed changes to ASP's governing documents.
- B. A simple majority vote of the Board of Governors shall be necessary for the recommendation of the adoption of any amendment to the Constitution or Bylaws.
- C. The recommended amendment to the Constitution or Bylaws must be published in the ASP magazine or distributed to the complete membership electronically at least thirty (30) days before the vote is taken.
- D. The voting to adopt or reject the amendment to the Constitution or Bylaws may take place at ASP's annual meeting or at a special meeting of the members called by the Board of Governors and held either in person or by videoconference.
- E. Voting may be done in person or by electronic transmission. Proxy voting will not be allowed.

SECTION II. Amendment to the Constitution

The Constitution may be amended by a vote of two thirds (2/3) of the members present, provided that all the conditions of Section I are met.

SECTION III. Amendment to the Bylaws

- A. The Bylaws may be amended by simple majority vote of the members present, provided that all the conditions of Section I are met.
- B. If the changes are proposed by the Board of Governors at the annual meeting without prior notice a three quarters (3/4) majority of those present is required to approve the amendment.

SECTION IV. Amendment to the Standing Rules

A simple majority vote of the Board of Governors shall be necessary for the recommendation of the adoption of any amendment to the Standing Rules.

SECTION V. Editorial Corrections

- A. After an amendment to an ASP governing document has been approved but not yet certified and published, the Secretary may make any changes needed to correct any typographical, grammatical, etc. errors discovered after approval. Changes that alter the intent of the document are not allowed, e.g., replacing "must" with "shall".
- B. Copies of the corrected and uncorrected documents must be included in the minutes of the next Board meeting.

- C. If the corrections are identified and judged to be needed after the document has been certified and published the changes can be made and published with the following caveats:
1. The republished document should have a new date and certification. The certification should contain the original certification information and a statement identifying the type of corrections made.
 2. Copies of the corrected and uncorrected documents must be included in the minutes of the next Board meeting.

SECTION VI. Order of Precedence

The order of precedence of ASP governing documents is:

1. Federal and Michigan state laws and regulations
2. ASP Constitution
3. ASP Bylaws
4. ASP Standing Rules
5. Other ASP guidelines and rules

SECTION VII. Definitions

For purposes of this document and all ASP governing documents the following words are defined as follows:

- A. Meeting - an assembly of ASP members which may be held in person, by videoconference, or teleconference.
- B. Written or writing - applies to documentation given personally, by mail, or by any means including email, text, etc. that creates a record that may be retained and retrieved by the recipient.
- C. Electronic transmission - means any form of communication that it does not directly involve physical transmission of paper, creates a record that may be retained and retrieved by the recipient, and may be reproduced in paper form through an automated process.
- D. Notice - any communication required by this act to be given in person, or in written form to the persons to whom it is directed. Electronic transmission of a notice is considered a written notice, and it may be transmitted to the person(s) entitled to the notice by any means authorized by said person(s).

CERTIFICATION

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

This Constitution was 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.



April 1, 2024

Secretary

Date

PRINT NAME: Chris Wooley