



STANDARD OPERATING PROCEDURES

2023

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ASP — STANDARD OPERATING PROCEDURES

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NOTICE:

If there is a “(Generic)” displayed at the end of a particular function/committee SOP, the SOP for that function/committee has been generated base upon a generic source and is not particular to ASP. All of these functions/committee SOPs should be thoroughly reviewed and updated to reflect actual ASP needs!

Additionally, if you are responsible for a particular function or committee and no SOP exists for it, please write one based on the procedures were needed to successfully fulfill that responsibility, both by yourself and by your committee members.

If there is an ASP specific SOP for what you currently do, please review it and update as needed.

The purpose of Standing Operational Procedures (SOPs) is to document what works (or doesn't) so that those members who have those responsibilities in the future can build upon past experience and enhance ASP's capabilities rather than, to use an old phrase, “not reinvent the wheel.”



ASP's success depends on YOU!

INTRODUCTION

The Standard Operating Procedures (SOP) of the American Society of Photographers (ASP) is created to assist all Officers, Board of Governor Members, Committee Chairpersons and the general membership to understand and function efficiently and within the parameters of the ASP Constitution, By-Laws, and Standing Rules.

Each Officer, Board Member, Committee Chair and the Executive Director will have access to the SOP Manual and should become familiar with the basic content and function of this manual. It should serve as a procedural reference for any committee or assist in answering questions a member volunteering might have about a given positions responsibilities.

ASP was established in 1937 to promote high professional, artistic standards in photography and to further the professional interests of its membership. The Society provides the tools and educational opportunities for its members to achieve their business and artistic goals. It is committed to an ongoing exchange of information and experience between all members in an open and friendly atmosphere.

The purposes, for which the Society is formed, as stated in its Constitution are as follows:

- 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.

Important note: *This document in many instances conveys the intent that accountability for specified responsibilities lies with certain positions, but it is not necessarily that position that carries out the activity. Indeed, we expect that many of these responsibilities will be delegated to board committees, staff, general members or others including experts retained for a specific purpose. The specified purpose may be carried out by another party, but the accountability for the specific task remains with the original responsible entity. (e.g. the secretary may delegate someone to take minutes, but is ultimately responsible for the production, accuracy and proper distribution of the minutes.)*

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RUNNING A BOARD OF GOVERNORS

ESTABLISHING A BOARD OF GOVERNORS

The process on nominating and election of officers is defined in Article II of the ASP Bylaws. While ASP does not automatically have board members “climb the ladder,” per the Bylaws, the nominations for the positions of president-elect, vice president, secretary/treasurer shall come from the current Board of Governors. The purpose of this process is to provide an environment that prepares members to successfully take on increased responsibilities.

A SUCCESSFUL BOARD

In order for a board to be successful it needs to put the needs of the Society first and foremost, with no private agenda of any individual board member.

It is a very heavy responsibility to be on the board. It involves the expenditure of thousands of membership dollars and the responsibility for the corporation's assets.

A major factor that makes the job tough is that board members rarely come to the job well prepared to govern. Board members come to the job with the best intentions, but good intentions are not enough. Humans are not born with the knowledge and ability to be good board members. Board skills are acquired and must be learned and regularly updated. The Board's prime requirement is to govern the Society. They will plan, monitor issues like finances and services, evaluate the progress of the organization and many other things to keep the corporation viable and moving.

They have to become part of the board team and keep that team functioning at optimum level. Board members need to do a good job of building and maintaining skills of teamwork and good "boardmanship," without that they will not be able to accomplish the first task - governing the corporation well.

INSTRUCTIONS TO BOARD OF DIRECTORS

The March meeting (the first meeting of the fiscal year) shall be a joint old board/new board meeting, with the outgoing President calling for any final committee reports, and after disposing of any business at hand will turn over the meeting to the new President. At this meeting the Executive Director presents to the new board what their duties are and how they need to govern.

The board is instructed by the Executive Director that they exist to make policy and no one person on the board can make decisions unilaterally, not even the president. It is a board majority decision. Board members need to be unified in their final decision and if a board member votes against the decision they MUST support the decision completely and not discuss the process with non-board members.

The day to day running of the Society is conducted by the Executive Director at the board's direction. Any staff the Executive Director has is the responsibility of the Executive Director and no board director should conduct any business through the staff. Should there be a problem with a staff member the Executive Director should be notified and the Executive Director will deal with any situations that might arise.

The Executive Director and staff do not make policy; they enforce the board's instructions. The board is

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informed that only instructions that come from the board will be applicable. Any other request from a committee chair or member will be referred to the board for their instructions.

Board members should make themselves cognizant of the corporation's bylaws and standing rules, know the history of the association and get to know each of the other board members. They must read any material given to them before the board meeting and gather any advice, research or recommendations beforehand so that informed decisions can be made. The board meeting is not the place to start to read the information. Team building begins by knowing the teammates. Governance cannot happen without team effort.

The board should know how to compile a budget and how to read financial statements, and to make sure the budget is being adhered to. Members who do not know how to read financials cannot provide good fiscal advice.

Board meetings are not for socializing but for conducting business. After a board meeting any differences of opinion should be left at the table and not carried as a grudge

Productive, businesslike board meetings are not an accident. They are well designed. Board meetings should have an agenda and discussion should ensue following a motion. Discussion without motions is wasted time.

The Executive Administrator is not a board member but is part of the board team. There must be a high level of trust between those who govern and the person who has been chosen to manage. The board needs to learn where to go for answers to questions.

Learning the job of "boardmanship" is a never-ending task. Ongoing development activities should be part of the plan for every board and every board member. They should attend state and national conferences; take part in board workshops, read pertinent literature.

The governance of the organization demands the best job they can do. If they can't offer that, they should let someone else have the seat at the table. Board members volunteered for the position and were elected by the members. They have a moral and fiducially responsibility to the membership to govern the association in the best possible way.

Committees appointed by the board should give recommendations to the board as requested and the board should take those recommendations and act on them. A committee is an extension of the board, but has no governing power. It is the responsibility of the board to act on the committee's recommendations. Board members should oversee the committees but not dictate to them.

AVOIDING PROBLEMS AND CONFLICTS

- What not to do:
 - Talk too much and listen too little.
 - Publicly criticize a board decision you did not support.
 - Ignore advice from fellow board members.
 - Show you have all the answers for every issue.
 - Refuse to change your mind on any issue, no matter what the evidence.
 - Refuse to compromise.
 - Leak information from a closed board session.
 - Fail to prepare for the board meeting.
 - Ridicule board decisions made before you came on the board.

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("Running a Board of Governors" is based upon a document created by Roger Daines, who at the time was Executive Director of the Professional Photographers of California. Used and modified with his permission. Additionally, a large portion of the rest of this document is the work of Leslie Kitten from her 2020 document on the Board roles and responsibilities.)

PRESIDENT

The President shall be the Chief Elected Officer of the Society and serve as Chair of both the Board of Governors and Executive Committee. The President shall serve as a non-voting ex-officio member of all committees, standing or otherwise. The President serves as a voting member on those committees to which he/she is appointed a full member with voting privileges. He/She shall make all required appointments to Presidential Committees.

The President shall exercise personal leadership in the motivation of other officers, board members, committee chairs, committee members, and membership, and influence the establishment of goals and objectives for the organization during the term of office. He/She shall act as spokesperson and inspirational leader, and shall work in partnership with the Executive Director.

Duties, Responsibility and Authority:

- The major duties of the President are outlined in section VIII of the ASP Constitution.
- The President should, on a regular basis, review the Bylaws to ensure that the reporting requirements of Articles VI and VII are met.
-
- Presides at and attends all meetings of the members, Board of Governors and Executive Committee. Coordinates agenda material with the Executive Director.
- In concert with the Executive Director, sees that the Board of Governors, Executive Committee, and officers are kept fully informed on the conditions and operations of the Society.
-
- Works with the Executive Director to see that basic policies and programs designed to further the goals and objectives of the Society are planned, formulated, presented to the Board of Governors, and executed following Board approval.
- Appoints the chairs and members of Presidential Committees, outlines the purpose and duties of these committees, and monitors progress.
- Supports and defends policies and programs adopted by the membership, Board of Governors and Executive Committee.
- Promotes interest and active participation in the Society on the part of the membership and reports activities of the Board and the Society to members by means of letters, publications, emails, social media or speeches.
- With the Executive Director, acts as a spokesperson for the Society to the press, the public, legislative bodies, and related organizations.

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- Presents an annual report at the annual membership meeting on the State of the Society.
- Exercises general supervision over the work and activities of the Board, Executive Committee and other committees.
- In cooperation with the Executive Director, sees that all orders and resolutions of the Board of Governors are carried into effect.
- Assumes a key role in the orientation and transition of the President-elect to the duties of the President.
- Develop a theme and a set of goals for their year as President.
- Write a President's message for each issue of the ASP magazine.
- Represent and speak for the organization to others and to the public.
- The President shall receive copies of all correspondence that are pertinent to the President's interest.
- Ensure that the nomination and election of the next year's officers is conducted per Bylaws Article II.

On Taking Office:

- Confirm, update and secure the following important items:
 - Important Forms
 - Confirm secure original copy of IRS Letter of Determination 501 (c)(6) and original Official Seal of Articles of Incorporation -- Make backup copies and distribute to Treasurer and President Elect for safekeeping.
 - Seal
 - Confirm and secure the official seal of ASP.
 - Mallet
 - Confirm and secure the official mallet of ASP. This mallet will be presented to the incoming president at the installation.
 - Constitution, Bylaws, and Standing Rules
 - Review and update.
 - Ensure their availability to all officers/board members and the general membership via the ASofP website.
 - IRS Form 990 (Online form E990)
 - Confirm with the treasurer/executive administrator the status of all the accounts.
 - Review status of IRS Form 990 and acknowledge with treasurer/executive administrator that it must be filed prior to 15th of the 5th month of the new fiscal year (May).
 - Bank Accounts

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- Signature Card. Add/remove names as applicable
- Account Information. Confirm and update contact info addresses, emails and phone numbers.
- Website Account
 - Account Information / confirm and update contact info, addresses, e-mails and phone numbers.
 - Renewal Information / confirm renewal date when taking office and renew account if necessary.
- Website Host
 - Account Information / confirm and update contact info, addresses, e-mails and phone numbers.
 - Renewal Information / confirm renewal date when taking office and renew account if necessary.
- SOP's
 - Make sure all officers / board / committee members have received their SOP Manual from the previous members. Have them updated if necessary.
- Budget
 - Plan budget with Board, Executive Director, and committee chairs.
 - Approve budget with new board and distribute to Board Members.
- Committee Chairs
 - Appoint all incoming Committee Chairs at March Board Meeting,
- Goals for Year
 - Establish yearly goals for upcoming presidential tenure. Present Goals to Board of Directors at March Board Meeting
 - Develop yearly calendar for planning and confirmation of meeting dates, programs, print competition and other activities. Distribute to Board and others as appropriate.
- Also review the “As President” section of the PRESIDENT-ELECT TO PRESIDENT PROCESSES section of this SOP for other responsibilities by month.

Relationships:

- Responsible to the Board of Governors and to the membership for seeing that the programs and policies of the Society reflect the needs and aspirations of the membership.
- Consults and advises with the Executive Director on all matters pertaining to Society policies, programs and finances.

PRESIDENT ELECT

The President-elect is the second highest ranking elected officer of the Society, and at the conclusion of the President's term of office, automatically succeeds to the office of President.

Duties, Responsibility and Authority:

- In the absence or incapacity of the President, performs the duties and exercises the powers of the President
-
- Works closely with the current President and Executive Director to learn the duties of the Presidency to prepare to assume that office.
-
- Serves as a member of the Board of Governors, Executive Committee and other committees as assigned by the President.
-
- Represents the Society with other associations, industry groups, or other organizations as may be assigned by the President or Board of Governors.
- Heads the nomination committee which is made up of the President-elect, the Vice President, and the Secretary/Treasurer
- Also review the "As President-Elect" section of the PRESIDENT-ELECT TO PRESIDENT PROCESSES section of this SOP for other responsibilities by month.

Relationships:

Works closely with the President so as to fully understand the duties of that office and ensure a smooth transition.

Represents the Society to other associations and industry groups, serving as an organizational liaison.

PRESIDENT-ELECT TO PRESIDENT PROCESSES

As President-Elect:

The summer to early fall prior to term as ASP president:

Contact current committee chairs that you wish to retain to determine their willingness to continue and replace any committee chairs where needed. Talk to committee chairs about the members of their committees. Do they need more (or fewer)... or do they need people with different skill sets added to their committees. Do they have a “second-in-command” who can take over when they leave or if they become unable to continue for any reason? Are there people on their committees who would be more effective elsewhere? Decide if you plan to tackle any new areas where new committees are needed and find committee chairs/members for those. (The current committee list should be in the Google docs.)

August:

Decide on and confirm any board replacements so that the slate can be presented at the August board meeting. Put together the whole new board so that it can be announced in the Fall ASP Magazine, or at least twice publicly a minimum of 30 days prior to the Annual members meeting at the Gala. Get updated bios and headshots of the entire incoming board for the magazine or email depending on how you plan to announce the new proposed board.

Fall prior to term as ASP President:

Design and order president's pin to be given out to all attending the Gala. Design card (business card size?) to which president's pin will be attached and which explains about president's pin. (wizardpins.com)

Decide whether you wish to have the long range planning meeting take place immediate before or after IUSA and how long. (In 2022, we had a 1.5 hour Gala/LNL wrap-up meeting the day IUSA ended and finished up the long range planning meeting the following day. Let board members know so they can schedule their travel accordingly.

December to early January prior to term as ASP President:

Plan agenda for January long-term planning meeting (Previous agendas (as guides) are in google docs.)
Write short speech for Gala.

January:

Chat with the current president about how you will handle the General Members meeting during the Gala.
Run the long range planning meeting either before or after IUSA.

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After IIUSA, notify all board members that you need the budget requests for the next fiscal year by no later than February 15th.

February:

Remind board members about budget requests for the next fiscal year.

Collect budget responses.

After the 15th and before March 1st, arrange meeting with Executive Director to go over

- The current fiscal year's budget versus actuals
- Decide on any budget adjustments that are needed for the coming fiscal year
- The Executive Director will create the new budget spreadsheet

Depending upon when Images of Distinction is held, you will need to record a video introducing the awards.

Before March 1:

Schedule a meeting with the incoming executive board (Budget committee) to go over the budget and make any necessary changes or adjustments. Ask the Executive Director to post the Consent calendar for the next board meeting.

As President:

March:

Update the A-Team in text messages so that it includes the new executive board member(s). After March 1, you can delete anyone not still on the exec board.

Write the President's message for the spring magazine (500 words approximately) and supply a headshot to go with it. This is due by the end of the first week of the month preceding publication. ASP MAGAZINE is published Jan 1, April 1, July 1 and Oct 1. The spring issue typically features the ASP Award winners from the Gala.

Prior to the March board meeting, look over the consent calendar and create your agenda outline. You will preside over the board meeting, however you have the option to have the chairman of the board to actually run the meeting if you wish. Check in or chat with Bruce about Parliamentary Procedure.

Pull items requiring discussion or separate votes, and vote to accept all of the remaining items in the consent calendar as a unit. Only the pulled items will be discussed during the board meeting. This means all board members should provide quite complete reports on the activities of their committees and their activities for the consent calendar. In addition, all board members have the responsibility to read the consent calendar prior to the board meeting to make sure all items in the consent calendar are proper and to the benefit of ASP. Remind them of this, especially new board members. Vote on the budget.

Check in with IOD to make sure that and all awards are being handled.

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April:

Make sure marketing is done or has been done for the ASP degrees via Thursday zooms, email and the magazine.

Encourage and entertain ideas for new projects, tag-alongs, ASP retreats, etc.

May:

Confirm date for the mid-year long range planning meeting and create the agenda. Plan on at least two full days. Notify the super chairs and any guests and arrange specific times for them to present to the board if required.

Planning for the next year's Gala and Late night lounge should begin as soon as we can get the necessary information from PPA and the venue.

June:

Write the Summer Magazine president's message by the end of the first week of June.

Approve of the juries for the Fellowship and the EA degrees.

Moderate the long range planning meeting.

Check with Executive Secretary about upcoming IUSA arrangements to see if anything can be firmed up yet.

The Gala decorations committee should decide on the theme and start collecting decorations for the Gala and LNL.

July:

Follow up on the long range planning meeting to make sure everything that is discussed it being handled.

Check with Fellowship chair to make sure they have everything in order for the Fellowship judging.

Check in with the EA Chair.

Check in with the President-elect to make sure they are selecting their new board member(s) and firming up committees for the following year. Advise if asked.

August:

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Moderate board meeting.

September:

Write the Summer Magazine president's message by the end of the first week of September.

Determine the progress on Gala and LNL planning. Decide if extra planning meetings are needed throughout the fall.

Announce new board nominations either in the magazine or via email for the first time.

October:

Tickets for the Gala should be made available for any Fellowship or EA degree recipients as well as the National Award winner, the International Award winner and any other special award recipients. Tickets for everyone should go on sale November 1. Fellowship and EA recipients can reserve as many seats as they would like. Seat codes are generally given for reserved seats.

Moderate board meeting.

Have a Thursday zoom meeting with the board to introduce new board members and talk about the Gala plan, LNL and any new or ongoing ASP programs in November or early December.

Find an emcee for the Gala.

Find a person to do the invocation for the Gala.

Find an auctioneer for the LNL.

November:

Tie up any last details in Gala and LNL planning.

Moderate board meeting.

Booth schedule should be firmed up and the schedule needs to go to the Magazine editor for the winter issue.

Designate someone to design the new Gala booklet. Get the file from the previous year to the designer.

Make sure the second notice about the new board nominations is published at least 30 days prior to the IUSA General meeting.

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Make sure we reach out to new degree recipients.

December:

Confirm all plans for the Gala, LNL, Fellowship luncheon, booth, and long range planning meeting.

Double check that two notices about the board nominations for the next fiscal year have been published 30 days prior to IUSA.

Gala booklet should go to the printer.

Cards (to go in the name badges for IUSA) with the ASP schedule should be printed.

January:

Write a speech for the Gala (handing over the gavel and welcoming the new president).

Moderate board meeting.

Bring the gavel and any presidential items for the next president to IUSA.

Moderate the General meeting at IUSA.

February:

Assist the new president with the budget for the year.

VICE PRESIDENT

The Vice Presidents is a key member of the President's "Cabinet" and as such serves as a member of the Executive Committee and assists the President in the performance of his/her duties.

Duties, Responsibility and Authority:

- Serves as member of the Board of Governors and Executive Committee.
- Serves as chair or appointed member, nonvoting ex-officio member or oversight member to other Society committees as assigned by the President.
- Performs such other duties and assumes such responsibilities as may be assigned by the President or Board of Governors.

Relationships:

Maintains contact with state and Society officers and reports Society developments to the President and Executive Committee.

SECRETARY/TREASURER

The Secretary/Treasurer is a key member of the President's "Cabinet" and as such serves as a member of the Executive Committee and assists the President in the performance of his/her duties. He/She is the official "keeper of the records".

Duties, Responsibility and Authority:

- Serves as member of the Board of Governors and Executive Committee.
- The major duties of the Secretary/Treasurer are outlined in section VIII of the ASP Constitution.
- The Secretary/Treasurer should, on a regular basis, review the Bylaws to ensure that the reporting requirements of Articles VI and VII are met.
- Attends all meetings of the members of the Society, Board of Governors and Executive Committee and ensures that attendance, votes and proceedings of the meetings are recorded and maintained in the permanent records of the Society.
- Assures the custody of the corporate seal of the Society and affixes the same to any instrument requiring it. Attests the seal by his/her signature.
- Conducts roll call of Membership, Board of Governors and Executive Committee meetings for the official records and to establish the presence of a quorum.
- Ensures that copies of the minutes of the Board meetings and Executive Committee meetings are approved by those bodies and provided to the officers and Governors as appropriate.
- Ensures the integrity of the fiscal affairs of the Society.
- In conjunction with the executive director, ensures that the Society maintains accurate financial records.
- In conjunction with the executive director, reviews Society expenditures and financial status on a regular basis to ensure overall fiscal integrity.
- Ensures that regular financial reports are submitted to the Board of Governors and Executive Committee and presents an annual financial report to the membership.
- Submits the financial accounts of the Society to an annual independent audit when requested.

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- Performs other duties assigned by the President or Board of Governors, which may include serving as chair or member of other committees.

Relationships:

- The Secretary/Treasurer may request to have any and all duties be performed by the Executive Director. If the duties are performed by the Executive Director, the Secretary/Treasurer shall oversee the corporation's financial status.

On Taking Office:

The mission of the Treasurer is to keep the Board of Directors informed as to the solvency of the corporation, keep a tight check on the expenditures of officers and members and to safeguard the corporate accounts.

It is suggested that prior to taking office that an audit of the corporation's books be conducted to ensure that an accurate baseline is established and that any needed end of year actions are accomplished.

The following items relate to either the Treasurer or Executive Director as applicable (T/E):

- TAXPAYER I. D. # _____
- CORPORATION # _____
- The term of treasurer is for one years.
- (T/E) Attend each board meeting and prepare a monthly income & expense statement for each board member.
- (T/E) Explain to the board each month as to the status of all actual income and expenses compared to the prepared budget.
- (T/E) At the end of each month reconcile the bank statement with the corporations' checkbook.
- (T/E) Have in your procession at all times the corporation's checkbook. Never leave it unattended except with an authorized board member.
- (T/E) Deposit all monies received within (7) working days. This keeps the cash flow of the corporation current and helps the members balance their accounts.
- (T/E) Any deposit returned Non Sufficient Funds (NSF) must be presented to the board for appropriate action.
- (T/E) Inform the board in a timely manner when any Certificate of Deposits are coming up for

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renewal.

- (T/E) Requests for reimbursement should be paid in a timely fashion. If ever in doubt about a reimbursement it must be presented to the board.
- (T/E) All reimbursements must have a properly filled out request form with receipts attached. Do not accept any requests if incomplete. (By-Laws)
- (T/E) All deposits must have a properly filled out deposit form. Do not accept any deposit if incomplete.
- (T/E) Do not hesitate to question any expense or deposit. If ever in doubt you must present them to the board.
- (T/E) Prepare a year-end Income and Expense statement to be used in preparing the new budget.
- (T/E) Prepare a new budget for the term the new treasurer takes over.
- (T/E) Renew our status as a corporation each year. If you do not receive a renewal in the mail contact the
- (T/E) Although ASofP is tax exempt, you must review each year to make sure that the gross receipts do not go above the limit set by the IRS to maintain exempt status. If the gross receipts go above you must file a 990 EZ Annual Information form. Visit site www.IRS.gov and go to "Tax Exempt Status for Your Organization".
- (T/E) At the end of your term inform the bank of the change of Governors. This is accomplished with the minutes stating the names of the newly elected officers.
- (T/E) Prepare new signature cards with the bank and turn in ATM card that was issued. New treasurer must request a new ATM card for security reasons.
- (T/E) At the end of the treasurer's term the board will audit the accounts prior to the new treasurers' term.
- (T/E)
- At the end of the treasurer's term the treasurer must turn over all items associated with this position including but not limited to: Checkbook, checks, ATM card, postage, rubber stamps, present and past records.

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SECRETARY

PURPOSE:

To record or cause to be recorded the minutes of the Meetings of the Board of Directors

CHAIR:

Elected by the Board of Directors for a two year term.

SUB-COMMITTEES:

None

REPORTS TO:

President

COMMITTEE MEMBERS:

None

TIMELINE:**DUTIES:**

- 1) The duties of the Secretary are outlined in Section XI.05.E of the By-laws of the corporation, and may also perform any further duties as the President may direct.
- 2) The Secretary shall keep, or cause to be kept, at the Corporation's principal office or such other place as the Board of Directors may direct, a book of minutes of all meetings, proceedings, and actions of the Board of Directors of the Corporation, as well as of all committees of the Corporation. The minutes of meetings shall include the time and place of holding, whether the meeting was regular or special, and, if special, how authorized, the notice given, the names of those present, and the number of Board of Directors present.
- 3) The Secretary shall keep, or cause to be kept, at the Corporation's principal office in the State of California, a copy of the Articles of Incorporation and the Bylaws, as amended to date.
- 4) The Secretary shall keep, or cause to be kept, at the Corporation's principal office or such other place as the Board of Directors may direct, a record of the Corporation's members, showing each member's name, address, and class of membership.
- 5) The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and of committees of the Corporation, including the Board of Directors of the West Coast School of Professional Photography, required by these Bylaws to be given.
- 6) The Secretary shall be the Executive Board liaison for the following committees
 - a. History
- 7) The Secretary shall keep, or cause to be kept in safe custody, at the Corporation's principal office, the seal of the Corporation, shall countersign all contracts approved by the Board of Directors, and shall have such other powers, and perform such other duties, as the Board of Directors may direct.

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ON TAKING OFFICE:

1. Organizations are required by law and by custom to maintain certain records for several purposes, including:
 - a. Accurate recollection of decisions;
 - b. Determination of eligibility to vote;
 - c. Continuity of policies and practices; and
 - d. Accountability of directors and officers.
2. The Secretary is responsible for ensuring that accurate and sufficient documentation exists to meet legal requirements, and to enable authorized persons to determine when, how, and by whom the board's business was conducted. In order to fulfill these responsibilities, and subject to the organization's bylaws, the Secretary records minutes of meetings, ensures their accuracy, and availability, proposes policies and practices, submits various reports to the board, maintains membership records, fulfills any other requirements of a Director and Officer, and performs other duties as the need arises and/or as defined in the bylaws. (*see note 1*)
3. If the secretary is not available to attend the meeting she/he must find a suitable replacement or make arrangements for meetings to be recorded and is responsible for minutes being taken from the recordings.

ACCOUNTABILITY

1. The Secretary is accountable to the Board of Directors (if elected or appointed by them) or Members. (If elected by the membership at a members meeting) as specified in the bylaws. Through the Board of Directors, certain duties of the Secretary may be delegated to the Executive Director, Board members and/or committees as appropriate; however, the accountability for them remains with the Secretary.

CONSENT AGENDA:

1. Two weeks prior to board meeting solicit required reports from all Officers, Board Members and Committee Chairs for the consent agenda.
2. One week prior to board meeting assemble received reports into consent agenda and distribute to the board of directors the finished consent agenda at least 2 days prior to meeting.

MINUTES

1. The secretary must keep, or cause to be kept, minutes at all meetings, and is responsible for ensuring that accurate minutes are taken and approved. (By-Laws) Requirements of minutes may vary, but should include at a minimum:
 - a. Start and end time and location of meetings.
 - b. All Officers and Board Members present and absent, and any guests present.
 - c. List of items discussed;

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- d. List of reports presented;
 - e. Text of motions presented and description of their disposition. (*see note 2*)
 - f. Motions need to be written on a motion submission form. Make sure you can read their handwriting and note who seconded the motion. Whether it passed or not etc. motion must be put in the minutes as they are written on form. If you have a question about the wording, ask then for clarification.
 - g. Any committee motions do not need a second for it to be voted on.
- 2. The Secretary signs a copy of the final, approved minutes and ensures that this copy is maintained in the corporate records.
 - 3. The Minutes will be typed and printed, one copy for each Board Member, preferably emailed to each board member in the Consent Agenda prior to the board meeting.
 - 4. A brief synopsis of the minutes should be prepared and submitted for the newsletter prior to the following month's newsletter deadline.
 - 5. Minutes will be reviewed and approved by the Board at the following months meeting.
 - 6. If major corrections need to be made, a new set of minutes will be created and passed out to the Board. If only minor corrections need to be made, changes may be made and noted on the Secretary's final copy.
 - 7. Secretary should save copies of all minutes to be passed on to the next elected Secretary.

CUSTODIAN OF RECORDS

- 1. The secretary ensures that the records of the organization are maintained as required by law and made available when required by authorized persons. These records may include founding documents, (e.g. letters patent, articles of incorporation), lists of directors, board and committee meeting minutes financial reports, and other official records.

MEMBERSHIP RECORDS

- 1. The Secretary ensures that official records are maintained of members of the organization and Board. He or She ensures that these records are available when required for reports, elections, referenda, other votes, etc.

BYLAWS

- 1. The Secretary ensures that an up-to-date copy of the bylaws is available at all meetings.

COMMUNICATION

- 1. The Secretary ensures that proper notification is given of directors' and members' meetings as specified in the bylaws. The Secretary manages the general correspondence of the Board of Directors except for such correspondence assigned to others.

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SIGNING OFFICER

1. The Secretary may be designated by the Board of Directors and/or bylaws as one of the signing officers for certain documents. In this capacity, the Secretary may be authorized or required to sign or countersign cheques, correspondence, applications, reports, contracts or other documents on behalf of organization.

FILING OF DOCUMENTS

1. The Secretary may be the registered agent with respect to the laws of the jurisdiction; the person upon whom legal notice to the corporation is served, and responsible for ensuring that documents necessary to maintain the corporation are filed.

Note 1

This document section uses the word "ensure" to convey the intent that accountability for the specified responsibilities lies with the Secretary but it is not necessarily the Secretary who carries out the activity. Indeed, we expect that many of these responsibilities will be delegated to board committees, staff, or others including experts retained for a specific purpose. The word "ensure" is not intended to imply any additional source of legal duties beyond those that are required by law.

Note 2

Minutes should have enough information to help absent directors and members understand what issues were discussed and what decisions were made. Some lawyers advise that in certain circumstances, minutes should include summary of discussion, rationale for decision, names of those participating in the discussion, and the roll call, noting any declared conflicts of interest. These circumstances are: if the matter is contentious, if board members dissent, if there is any concern about exposure to liability, or if a board member has a conflict of interest.

(Generic)

BOARD MEMBER

PURPOSE:

To exercise judgment, decision making, loyalty and oversight on behalf of the corporation

CHAIR:

Elected by the membership for a two year term

SUB-COMMITTEES:

None

REPORTS TO:

President

COMMITTEE MEMBERS:

None

TIMELINE:

None

DUTIES:

Directors have two main duties to the Organization: a duty of care and a duty of loyalty. To fulfill the former, directors must be reasonably informed, participate in decision making and act in good faith. The second duty, that of loyalty, requires directors to act with undivided allegiance to the Organization and the purposes for which it was created and prohibits any of the directors from acting with a conflict of interest or in a self-dealing manner with the Organization.

The following is a summary of your responsibilities as directors of the Organization:

BE ACTIVE.

1. Directors should attend meetings of the Board and Board committees on which they serve. Directors must have general knowledge and understanding of how the Organization is functioning, and must have particular knowledge and understanding about the purpose of the Organization and the specific responsibilities assigned to them.
2. Absence from meetings and inactivity do not excuse you from legal responsibility.

EXERCISE JUDGMENT.

1. Duty. Directors must care for the Organization's affairs in good faith and with at least that degree to diligence, care, and skill which ordinarily prudent people would exercise under similar circumstances in like positions. Good faith is not enough.
2. Knowledge. Directors must act with knowledge and after adequate deliberation. They must carefully set the Organization's policy and regularly oversee its administration by competent staff. To exercise this duty, directors must:
 - a. Appoint and regularly review the chief administrative officer, and

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- b. Establish and monitor, without getting involved in day to day activities, basic organizational policies and procedures which;
 - c. Clarify and assure adherence to the purposes of the Organization as set forth in the Articles of Incorporation, By-laws, and tax exemption letter, and monitor effectiveness in achieving results;
 - d. Assure a personnel program which provides competent staff;
 - e. Assure staff compensation is reasonable;
 - f. Provide sound investment and management of Organization funds and assets not expended directly for charitable purposes, to yield a reasonable return without undue risk;
 - g. Protect the Organization's property, including reasonable provision for safekeeping, replacement, and divestment procedures which will benefit the Organization;
 - h. Review, adopt, and monitor the annual budget;
 - i. Ensure financial resources to conduct the Organization's activities;
 - j. Obtain regular financial information and an annual independent audit of the Organization's financial affairs;
 - k. Provide for legal counsel to assure compliance with applicable federal, state and local laws, including the timely filing of reports;
 - l. Provide for regular meetings of the Board and its committees with adequate reports on, and discussion of, the Organization's activities;
 - m. Maintain adequate minutes of Board and committee meetings as well as other pertinent organizational records; and
 - n. Provide for careful selection and orientation of new directors.
3. Judgment. Directors must determine the beneficiaries of the Organization's resources and the extent thereof in keeping with the provisions of the Articles of Incorporation and the tax exemption letter.

COMPLY WITH LAWS AND REGULATION.

- 1. Organization and Administration of Funds. Directors must assure that the Organization complies with the requirements of applicable federal, state, and local laws and regulations, such as filing annual reports with the Secretary of State who is responsible for assuring that organizations comply with the laws under which they are created, and registering and filing annual reports with the Attorney General who is responsible for assuring that charitable funds are properly administered.
- 2. Taxation. The Organization is exempt from federal income taxes and contributions to the Organization would be deductible by the donor from federal income taxation. Most taxing authorities require annual filings. The Organization is subject to all employer-employee taxes and regulations.

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3. General Regulations. In conducting its operations, the Organization is subject to most of the laws affecting individual and corporate conduct.
4. Accountability/Liability. The Attorney General is responsible for assuring the sound and legal operation of not-for-profit organizations, which includes bringing legal action against directors for failure to exercise their legal responsibilities. Directors can also be held personally liable to third parties. First, the Organization itself or someone on its behalf could sue one or more directors for a breach of his/her duties of care or loyalty if the breach injures the Organization.

Second, a third party dealing with Organization may sue one or more directors for personal or financial injury but these are rare cases. Governmental authorities in addition to the Attorney General may pursue one or more directors for breach of applicable statutory obligations, such as the failure to withhold income taxes on employee's wages, the payment of excess benefits to directors, and self-dealing. Directors and officers liability insurance is often available to cover some of these situations and is highly recommended.

AVOID CONFLICTS OF INTEREST.

Directors owe a duty of loyalty to the Organization which takes precedence over their own personal interests.

1. Self-dealing. Directors must avoid transactions with the Organization where they have a personal or business interest beyond their interest as directors. In the rare instance where it is in the best interests of the Organization to deal with a director, that director should fully disclose to the Board of all the circumstances involved in the transaction, be sure that the transaction is fair to the Organization, refrain from voting on the transaction as a director, and not be counted in determining the existence of a Board quorum. This restriction applies also to the director's relatives, business associates and friends.
2. Organization opportunities. In all matters of interest to the Organization, directors must place the interest of the Organization ahead of their own. If an opportunity related to the purposes of the Organization comes to a director, that director must make the opportunity available to the Organization before the director takes it for him/herself or another entity.

COMPENSATION AND EXPENSES

1. Directors may receive compensation for their services as directors and reimbursement for reasonable expenses and costs incurred in carrying out Board responsibilities. State law prohibits loans by the Organization to directors and officers.

MINIMIZING THE POTENTIAL FOR DIRECTOR LIABILITY

1. Analyze. The standard for liability in most of these cases is if the director knew or should have known. Therefore, a director must critically analyze available information and make sure that it is sufficient. It is very important that staff or a subgroup of the board not control information flow. A director needs to feel comfortable that sufficient information is getting out. If a director hears rumors or finds inconsistencies, it is his or her responsibility to probe deeper.
2. Attend. A director should attend all (or most) board meetings and meetings of committees on which he or she sits. If a director cannot attend a significant percentage of the meetings, he or she should consider whether continued service as a director is appropriate.

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3. Review Bylaws. A director should review the Organization's bylaws to (1) ensure the Organization is acting within the scope of its mission and (2) ensure that the director individually is fulfilling his or her responsibilities. A director should not undertake actions that he or she knows are inconsistent with the bylaws.
4. Insist. Insist on proper notice requirements being fulfilled for any meetings in which major items of business are to be discussed. If adequate notice is not given, then the board might lack the authority to undertake proposed actions. This is particularly important for sensitive issues such as removing a fellow board member.
5. Review Materials in Advance. Make sure there is sufficient opportunity to review written materials in advance of board meetings so that directors will be educated on the matters to be addressed. Again, remember that process is important. Decisions of the board are only protected to the extent that there is adequate opportunity to review relevant information before decisions are made.
6. Read. Read all financial statements, budget proposals and other reports.
7. Question. Question reports when obvious inconsistencies appear. Take steps to investigate and rectify problems.
8. Investigate Rumors. If a director hears of improprieties, he or she must pursue the information. Potential problems cannot be ignored.
9. Communicate. Directors should have open communications with more than one staff member. If all information filters through one person, then the directors might not get key information, particularly on issues regarding that staff member.
10. Seek Advice. When dealing with complex matters, directors should seek expert advice. The directors can rely on conclusions of reputable experts and other sources the appraiser reasonably believes to be accurate.
11. Ensure Accuracy. Ensure that accurate minutes are made, discussions and votes are recorded. This is particularly important on controversial or divisive topics, so that it is clear that the process leading to the decision was proper.
12. Abide by Policies. Abide by the conflict of interest policy. Make sure that any potential conflicts are exposed before any action is taken. Make sure transaction in which a conflict exists is fair to the organization.

(Generic)

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EXECUTIVE DIRECTOR

PURPOSE:

Subject to the control of the Board Members of the Corporation, the Executive Director shall supervise, direct, and control the day to day running, activities, and affairs of the Corporation

CHAIR:

Elected by the Board of Directors for a one year term

SUB-COMMITTEES:

None

REPORTS TO:

Board of Directors

COMMITTEE MEMBERS:

None

TIMELINE:**DUTIES:**

The Executive Administrator (EA) is an ex-officio member of the Board. He or she may attend any or all ASP Board or committee meetings. The ED functions as an independent contractor.

Skills required for this position include an understanding of current office management and communication technologies. The ED works closely with the association President, officers and committee heads to support the mission of the association.

1. Maintain an official business mailing address for ASP to receive correspondence directed to the association.
2. Maintain toll free telephone line for ASP office.
3. Answer the damn phone!
4. Maintain voicemail system for incoming ASP telephone lines.
5. Maintain Fax line for the ASP office.
6. Maintain association files.
7. Maintain an email address for the ASP office.
8. Maintain and store association property.
9. Maintain PPA affiliate membership.
10. Maintain proficiency with database technology to allow use of membership records for mailing, emailing, exporting to website, printing membership directory, dues statements, etc.
11. Maintain a membership in the American Society of Association Executives (ASAE).
12. Maintain regular communication with ASP President, officers and committee chairs on issues relevant to operation of the association.
13. ASP office should receive and review copies of all affiliate monthly publications.
14. Contract for meeting space to hold Board Meetings as required by association by-laws.
15. Present a verbal report at each Board meeting to advise the Board Members and the Officers of current or pending issues in the office that require their attention.
16. Create and have printed, letterhead for each administration.
17. Create and have printed forms and envelopes as required for the management of the association.

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18. Coordinate membership benefits with affinity marketing companies.
19. Maintain a copy of contract on file for each independent contractor supplying services to ASP.
20. Maintain a stock of promotion brochures for members, potential members, ASP convention booth, workshop and program displays, trade shows, interested vendor partners for distribution by mail, email or fax.

FINANCIAL DUTIES:

1. Maintain proficiency with accounting software.
2. Maintain the company credit card.
3. Update signature cards for ASP accounts following elections when association officers change.
4. Prepare annual executive office budget.
5. Submit budget to Budget committee by Dec 1 each year.

MEMBERSHIP DUTIES:

1. Maintain membership records in a database that allows for flexible export of data.
2. Mail statements to members to renew their membership at appropriate time.
3. Produce printed membership directory.
4. Mail annual membership packets to all paid members.
5. Produce and mail membership materials to new members.
6. Assist in the promotion, recruitment and retention of ASP members.

PRINT COMPETITION DUTIES:

1. Produce and distribute print competition forms and entry materials to those eligible to enter via mail, email, web site or fax.
2. Communicate with PPA regarding current entry forms and print rules.

AWARDS & DEGREES DUTIES:

1. Maintain association inventory of medallions, ribbons & plaques.
2. Prepare ribbons and medallions as required for presentation to new recipients at awards banquet.
3. Order any certificates, plaques, medallions or ribbons from supplier for each recipient based on list received from Awards committee Chair.
4. Have all materials available at the annual convention Awards Banquet for presentation.

ELECTIONS DUTIES:

1. Print and mail nomination announcements as directed by the ASP Secretary.
2. Print and mail ballots and required envelopes to Corporation members eligible to vote in the election of officers as directed by the ASP Secretary.
3. Collect ballots returned to the ASP mailing address and have available at the November Board meeting to be verified and counted by the ASP Secretary.

BUDGET DUTIES:

1. Assist in the establishment of the annual budget by supplying figures for the following
2. Income accounts:

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- a. Interest income
 - b. Merchandise sales
- 3. Expense accounts:
 - a. Merchandise purchases and sub accounts
 - b. Sales tax, ASP merchandise
 - c. General and most sub accounts

PUBLICATIONS:

- 1. Arrange for printing of the association newsletter.
- 2. Prepare newsletter for USPS Standard mailing to association members.
- 3. Provide membership list updates to association website.

PPA AFFILIATE STATUS:

- 1. Mail all required materials and check to PPA to renew ASP affiliate status.

(Generic)

PARLIAMENTARIAN

PURPOSE:

Assists the president to manage meetings and advises on parliamentary procedures. Per the ASP Constitution, 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

Position:

Appointed by the ASP President

SUB-COMMITTEES:

None

REPORTS TO:

ASP President

COMMITTEE MEMBERS:

Appointed as needed with the approval of the ASP President.

TIMELINE:

DUTIES:

1. Be familiar with the ASP governing documents
2. Be familiar with the parliamentary procedures of Robert's Rules of Order, especially those dealing with small organizations. While the Bylaws specify "Robert's Rules of Order, latest edition shall govern ASP" the following two documents (as well as other documents on the web dealing with Roberts Rules of Order as applied to small organizations) may be helpful:

Document 1 (<https://www.ulm.edu/staffsenate/documents/roberts-rules-of-order.pdf>)

Parliamentary Procedure for Meetings

Robert's Rules of Order is the standard for facilitating discussions and group decision-making. Copies of the rules are available at most bookstores. Although they may seem long and involved, having an agreed upon set of rules makes meetings run easier. **Robert's Rules** will help your group have better meetings, not make them more difficult. Your group is free to modify them or find another suitable process that encourages fairness and participation, unless your bylaws state otherwise.

Here are the basic elements of **Robert's Rules**, used by most organizations:

1. **Motion:** To introduce a new piece of business or propose a decision or action, a motion must be made by a group member ("I move that.....") A second motion must then also be made (raise your hand and say, "I second it.") After limited discussion the group then votes on the motion. A majority vote is required for the motion to pass (or quorum as specified in your bylaws.)
2. **Postpone Indefinitely:** This tactic is used to kill a motion. When passed, the motion cannot be reintroduced at that meeting. It may be brought up again at a later date. This is made as a motion ("I move to postpone indefinitely..."). A second is required. A majority vote is required to postpone the motion under consideration.
3. **Amend:** This is the process used to change a motion under consideration. Perhaps you like the idea proposed but not exactly as offered. Raise your hand and make the following motion: "I move to

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amend the motion on the floor." This also requires a second. After the motion to amend is seconded, a majority vote is needed to decide whether the amendment is accepted. Then a vote is taken on the amended motion. In some organizations, a "friendly amendment" is made. If the person who made the original motion agrees with the suggested changes, the amended motion may be voted on without a separate vote to approve the amendment.

4. **Commit:** This is used to place a motion in committee. It requires a second. A majority vote must rule to carry it. At the next meeting the committee is required to prepare a report on the motion committed. If an appropriate committee exists, the motion goes to that committee. If not, a new committee is established.

5. **Question:** To end a debate immediately, the question is called (say "I call the question") and needs a second. A vote is held immediately (no further discussion is allowed). A two-thirds vote is required for passage. If it is passed, the motion on the floor is voted on immediately.

6. **Table:** To table a discussion is to lay aside the business at hand in such a manner that it will be considered later in the meeting or at another time ("I make a motion to table this discussion until the next meeting. In the meantime, we will get more information so we can better discuss the issue.") A second is needed and a majority vote required to table the item being discussed.

7. **Adjourn:** A motion is made to end the meeting. A second motion is required. A majority vote is then required for the meeting to be adjourned (ended).

Note: If more than one motion is proposed, the most recent takes precedence over the ones preceding it.

For example if #6, a motion to table the discussion, is proposed, it must be voted on before #3, a motion to amend, can be decided.

In a smaller meeting, like a committee or board meeting, often only four motions are used:

- To introduce (motion.)
- To change a motion (amend.)
- To adopt (accept a report without discussion.)
- To adjourn (end the meeting.)

Remember, these processes are designed to ensure that everyone has a chance to participate and to share ideas in an orderly manner. Parliamentary procedure should not be used to prevent discussion of important issues.

Board and committee chairpersons and other leaders may want to get some training in meeting facilitation and in using parliamentary procedure. Additional information on meeting processes, dealing with difficult people, and using **Robert's Rules** is available from district office staff and community resources such as the League of Women Voters, United Way and other technical assistance providers. Parliamentary Procedure at a Glance, by O. Garfield Jones, is an excellent and useful guide for neighborhood association chairs.

Tips in Parliamentary Procedure

The following summary will help you determine when to use the actions described in **Robert's Rules**.

- **A main motion must be moved, seconded, and stated by the chair before it can be discussed.**
- **If you want to move, second, or speak to a motion, stand and address the chair.**
- **If you approve the motion as is, vote for it.**
- **If you disapprove the motion, vote against it.**
- **If you approve the idea of the motion but want to change it, amend it or submit a substitute for it.**
- **If you want advice or information to help you make your decision, move to refer the motion to an appropriate quorum or committee with instructions to report back.**
- **If you feel they can handle it better than the assembly, move to refer the motion to a quorum or**

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committee with power to act.

- **If you feel that there the pending question(s) should be delayed so more urgent business can be considered,** *move to lay the motion on the table.*
- **If you want time to think the motion over,** *move that consideration be deferred to a certain time.*
- **If you think that further discussion is unnecessary,** *move the previous question.*
- **If you think that the assembly should give further consideration to a motion referred to a quorum or committee,** *move the motion be recalled.*
- **If you think that the assembly should give further consideration to a matter already voted upon,** *move that it be reconsidered.*
- **If you do not agree with a decision rendered by the chair,** *appeal the decision to the assembly.*
- **If you think that a matter introduced is not germane to the matter at hand,** *a point of order may be raised.*
- **If you think that too much time is being consumed by speakers,** *you can move a time limit on such speeches.*
- **If a motion has several parts, and you wish to vote differently on these parts,** *move to divide the motion.*

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PARLIAMENTARY PROCEDURE AT A GLANCE

TO DO THIS	YOU SAY THIS	MAY YOU INTERRUPT SPEAKER	MUST YOU BE SECONDED	IS MOTION DEBATABLE	WHAT VOTE REQUIRED
Adjourn meeting*	I move that we adjourn	No	Yes	No	Majority
Recess meeting	I move that we recess until...	No	Yes	No	Majority
Complain about noise, room temperature, etc.*	Point of privilege	Yes	No	No	No vote
Suspend further consideration of something*	I move we table it	No	Yes	No	Majority
End debate	I move the previous question	No	Yes	No	2/3 vote
Postpone consideration of something	I move we postpone this matter until...	No	Yes	Yes	Majority
Have something studied further	I move we refer this matter to committee	No	Yes	Yes	Majority
Amend a motion	I move this motion be amended by...	No	Yes	Yes	Majority
Introduce business (a primary motion)	I move that...	No	Yes	Yes	Majority
Object to procedure or personal affront*	Point of order	Yes	No	No	No vote, Chair decides
Request information	Point of information	Yes	No	No	No vote
Ask for actual count to verify voice vote	I call for a division of the house	No	No	No	No vote
Object consideration of undiplomatic vote*	I object to consideration of this question	Yes	No	No	2/3 vote
Take up a matter previously tabled*	I move to take from the table...	No	Yes	No	Majority
Reconsider something already disposed of*	I move we reconsider our action relative to...	Yes	Yes	Yes	Majority
Consider something already out of its schedule*	I move we suspend the rules and consider	No	Yes	No	2/3 vote
Vote on a ruling by the Chair	I appeal the Chair's decision	Yes	Yes	Yes	Majority

*Not amendable

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PARLIAMENTARY PROCEDURE AT A GLANCE

		Debatable	Amendable	Can Be Reconsidered	Requires 2/3 Vote
Privileged Motions	Fix Time at Which to Adjourn	No	Yes	No	No
	Adjourn	No	No	Yes	No
	Question of Privilege	No	Yes	Yes	No
	Call for Order of Day	No	No	Yes	No
Incidental Motions	Appeal	Yes	No	Yes	No
	Objection to Consideration of a Question	No	No	Yes	Yes
	Point of Information	No	No	No	No
	Point of Order	No	No	No	No
	Read Papers	No	No	Yes	No
	Suspend the Rules	No	No	No	Yes
	Withdraw a Motion	No	No	Yes	No
Subsidiary Motions	Lay on the Table	No	No	Yes	No
	The Previous Question (close debate)	No	No	Yes	Yes
	Limit or Extend Debate	No	Yes	Yes	Yes
	Postpone to a Definite Time	Yes	Yes	Yes	No
	Refer to Committee	Yes	Yes	Yes	No
	Amend the Amendment	Yes	No	No	No
	Amendment	Yes	Yes	Yes	No
	Postpone Indefinitely	Yes	No	Yes	No
Main Motion	Main or Procedural Motion	Yes	Yes	Yes	No

This table presents the motions in order of precedence. Each motion takes precedence over (i.e. can be considered ahead of) the motions listed below it. No motion can supersede (i.e. be considered before) any of the motions listed above it.

PLEASE NOTE: many organizations use only the Main Motion and Subsidiary Motions, handling other matters on an informal basis.

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IN THE MEETING

TO INTRODUCE A MOTION:

Stand when no one else has the floor.

Address the Chair by the proper title.

Wait until the chair recognizes you.

- Now that you have the floor and can proceed with your motion say "I move that...", state your motion clearly and sit down.
- Another member may second your motion. A second merely implies that the seconder agrees that the motion should come before the assembly and not that he/she is in favor of the motion.
- If there is no second, the Chair says, "The motion is not before you at this time." The motion is not lost, as there has been no vote taken.
- If there is a second, the Chair states the question by saying "It has been moved and seconded that ... (state the motion). . . , is there any discussion?"

DEBATE OR DISCUSSING THE MOTION:

- The member who made the motion is entitled to speak first.
- Every member has the right to speak in debate.
- The Chair should alternate between those "for" the motion and those "against" the motion.
- The discussion should be related to the pending motion.
- Avoid using a person's name in debate.
- All questions should be directed to the Chair.
- Unless there is a special rule providing otherwise, a member is limited to speak once to a motion.
- Asking a question or a brief suggestion is not counted in debate.
- A person may speak a second time in debate with the assembly's permission.

VOTING ON A MOTION:

- Before a vote is taken, the Chair puts the question by saying "Those in favor of the motion that ... (repeat the motion)... say "Aye." Those opposed say "No." Wait, then say "The motion is carried," or "The motion is lost."
- Some motions require a 2/3 vote. A 2/3 vote is obtained by standing
- If a member is in doubt about the vote, he may call out "division." A division is a demand for a standing vote.
- A majority vote is more than half of the votes cast by persons legally entitled to vote.
- A 2/3 vote means at least 2/3 of the votes cast by persons legally entitled to vote.
- A tie vote is a lost vote, since it is not a majority.

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AMENDMENTS ILLUSTRATED

Any main motion or resolution may be amended by:

1. Adding at the end
2. Striking out a word or words
3. Inserting a word or words
4. Striking out and inserting a word or words
5. Substitution

A member rises, addresses the chair, receives recognition, and states the motion:

"I move that. . ."

Another member seconds the motion.

The Chair repeats the motion and says,
"Is there any discussion?"

To improve the motion, a member rises,
receives recognition and says, "I move
to amend the motion by . . ."

Another member seconds the amendment.

The Chair repeats the amendment and says,
"Is there any discussion on the amendment?"

To improve the amendment, a member rises,
receives recognition, and says, "I move to amend
the amendment by . . ."

Another member seconds the amendment.

The Chair repeats the amendment to the amendment
and says, "Is there any discussion on the
amendment to the amendment?"

- When discussion ceases, the Chair says, "Those in favor of the amendment to the amendment say 'Aye.' Those opposed say 'No.'"
- If the vote was in the affirmative, the amendment is included in the primary amendment. The Chair then says, "Is there any discussion on the amended amendment?"
- If there is no discussion, a vote is taken on the amended amendment. If the vote in the affirmative, the amendment is included in the main motion. The chair then says, "Is there any discussion on the amended motion?"
- At this place, the motion can again be amended.
- If there is no further discussion, a vote is taken on the amended motion.
- Even though the amendments carried in the affirmative, the main motion as amended can be defeated.

MAIN MOTION

PRIMARY AMENDMENT

Must be germane to the main motion

SECONDARY AMENDMENT
(not amendable)

Must be germane to the
primary amendment

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Document 2 (<https://www.pta.org/docs/default-source/files/training/course-tools/president/english/roberts-rules-of-order-basics>)

Robert's Rules of Order – the Basics

(This sheet should not be a substitute for *Robert's Rules of Order, Newly Revised*, 11th Edition, but is meant to supplement the full set of rules.)

Parliamentary procedure is a set of rules for conducting orderly meetings that accomplish goals fairly. Most PTAs use Roberts Rules of Order. Benefits of parliamentary procedure include the following:

- Justice and courtesy for all
- Maintenance of order
- Consideration of one item at a time
- All sides get heard
- Ability for each member to provide input
- Majority rule
- Protection of the rights of all members including the minority

Basic Principles

- All members have equal rights, privileges and obligations
- No person can speak until recognized by the chair
- Personal remarks during debate are out of order
- Only one question at a time may be considered, and only one person may have the floor at any one time
- Members have a right to know what the immediately pending question is and to have it restated before a vote is taken
- Full and free discussion of every main motion is a basic right
- A quorum must be present for business to be conducted
- A majority decides a question except when basic rights of members are involved or a rule provides otherwise.
- A 2/3 vote is required for any motion that deprives a member of right in any way (e.g., cutting off debate)
- Silence gives consent. Those who do not vote allow the decision to be made by those who do vote.
- The Chair should always remain impartial

Basic Definitions

Motion – A formal proposal made to bring a subject before an assembly for its consideration and action. Begins with “I move that...”

Second – A statement by a member who agrees that the motion made by another member be considered. Stated as “Second,” or “I second the motion.”

Amendment – Before the vote is taken on a motion, it may be amended by:

- Striking out words
- Inserting or adding words

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- Striking out words and inserting others in their place
- Substituting one (1) paragraph or resolution for another

Quorum - the minimum number of members who must be present in order for a PTA to conduct business. The quorum can be found in the local unit's bylaws. For boards and committees, unless stated in the bylaws, the quorum is a majority of the members. PTAs cannot take votes on business matters unless a quorum is present.

Presiding officer/Chair – The individual who facilitates the meeting, usually the President. In the absence of the President, if none of the Vice Presidents are in attendance, the Secretary calls the meeting to order and conducts an election for a Chairman Pro Tem (a presiding officer for that meeting only).

Role of the Presiding officer

- To remain impartial during debate – the presiding officer must relinquish the chair in order to debate the merits of a motion and may not chair the meeting again until after a vote has been taken on the motion has been disposed of
- To vote only to create or break a tie (or 2/3 for matters requiring a 2/3 vote) – exception: the presiding officer may vote on any vote by ballot
- To introduce business in proper order per the agenda
- To recognize speakers
- To determine if a motion is in order
- To keep discussion germane to the pending motion
- To maintain order
- To put motions to a vote and announce results

General procedure for Handling a Main Motion

- A member must obtain the floor by being recognized by the chair
- Member makes a main motion
- A motion must be seconded by another member before it can be considered
- If the motion is in order, the chair will restate the motion and open debate
- The maker of a motion has the right to speak first in debate
- The main motion is debated along with any secondary motions that are debatable.
- Debate on Subsidiary, Privileged and Incidental motions (if debatable or amendable) take precedence over debate on the main motion and must be decided before debate on the main motion can continue.
- Debate is closed when:
 - Discussion has ended, or A 2/3 vote closes debate (“call the previous question” or “call the question”)
- The chair restates the motion, and if necessary clarifies the consequences of affirmative and negative votes
- The chair calls for a vote by asking “All in favor?” Those in favor say “Aye.” Then asking “All opposed?” Those opposed will say “no ”
- The chair announces the result

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General rules of Debate

- No member may speak until recognized by the chair
- All discussion must be relevant to the immediately pending question
- No member can speak more than twice to each debatable motion. The second time takes place after everyone wishing to debate the motion has had an opportunity to speak once
- No member can speak more than ten minutes or as decided by members. Many PTAs limit debate to three (3) minutes per speaker by general consent at the beginning of the meeting.
- All remarks must be addressed to the chair – no cross debate is permitted
- It is not permissible to speak against one's own motion (but one can vote against one's own motion)
- Debate must address issues not personalities – no one is permitted to make personal attacks or question the motives of other speakers
- The presiding officer must relinquish the chair in order to participate in debate and cannot reassume the chair until the pending main question is disposed of
- When possible, the chair should let the floor alternate between those speaking in support and those speaking in opposition to the motion
- Members may not disrupt the assembly
- Rules of debate can be changed by a 2/3 vote or general consent without objection

Example of Handling a Main Motion:

Member rises and addresses the chair:

Madam (Mister) President.

Chair recognizes member (by title or name).

Member makes the motion.

I move that...

Another member seconds the motion (without recognition).

Second [or] I second the motion.

The chair states the motion and opens debate.

It is moved and seconded that...

Is there any debate? Or Are you ready for the question?

Chair recognizes members wishing to speak.

After debate concludes. Chair restates the motion and puts the question to a vote.

The question is on the motion to...

Those in favor of the motion say "aye." Those opposed say "no."

Chair announces the result of the vote and what action will be taken.

The "ayes" have it, and the motion is adopted. We will [stating action to be taken].

The chair continues with the next business in order.

Common methods of taking a vote:

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General consent:

"If there is no objection, we will..." (Pause) "Since there is no objection, we will..."

Voice vote: *"As many as are in favor, say 'aye.' As many opposed, say 'no.' The 'ayes/noes' have it and the motion is adopted/lost."*

Rising vote (not counted): *"Those in favor will rise. Thank you, be seated. Those opposed will rise. Thank you, be seated. There is a majority (or 2/3) in the affirmative and the motion is adopted." Or "There is less than a majority (or 2/3) in the affirmative and the motion is lost."*

Methods of Amending

By striking out: **"I move to amend the motion by striking out the word 'Denver.'"**

By inserting: **"I move to amend the motion by inserting the word 'Las Vegas' after the word 'Portland' and before the period."**

By striking out and inserting: **"I move to amend the motion by striking out the word '\$35' and inserting the word '\$50.'"**

Helpful terminology

Recommendations, bylaws, rules, resolutions, budgets, and audits are adopted.

- Reports are **filed**.
- Resignations are **accepted**.
- Bills and minutes are **approved**.
- If corrections were made to the minutes, the minutes are then **approved as corrected**.

Treasurer's statement is neither approved nor adopted; but after questions are answered regarding any item as reported, it is placed on file for audit as stipulated in the bylaws.

- Motions are recorded as **"adopted"** or **"lost."**

It is highly recommended that main motions be put in writing (dated and signed). If so, number motion slips, and note on the slips whether the motion was "adopted" or "lost."

Robert's Rules Help Get Things Done!

Make Motions – that are in order

- *Obtain the floor – properly*
- *Speak – clearly and concisely*
- *Obey – the rules of debate*

And most of all, be courteous! That's always in order!

MEMBERSHIP COMMITTEE

PURPOSE:

Develop, implement and manage membership recruitment and retention strategy for the association.

CHAIR:

Appointed by the ASP President

SUB-COMMITTEES:

None

REPORTS TO:

ASP President

COMMITTEE MEMBERS:

Appointed as needed by the Membership Chair with the approval of the ASP President.

TIMELINE:**DUTIES:**

3. Coordinate efforts in gaining new members (*Standing Rules*)
4. Send membership packages to all new members (*Standing Rules*)
5. Keep an accurate list of current members with all membership information(*Standing Rules*)
6. Assist at the registration table during General Meetings (*Standing Rules*)
7. Spearhead and promote an annual membership drive
8. Keep members informed of all Member Benefits
9. Submit Membership Report at each monthly Board of Directors Meeting
10. Submit a Membership Article for each monthly InSync Newsletter
11. Maintain a supply of 3-Part Membership Applications
12. Maintain a supply of ASP Promotional Brochures to be used as recruiting tool.
13. Prepare a "Welcome Letter" to new members
14. Eight weeks after new member joining send a "Thank you for joining..."
15. Arrange to have membership promotional materials created and keep materials updated as new or changed membership benefits require it.

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16. Purchase postage stamps for mailings, submit receipt for reimbursement and keep record of stamp usage.

17. Recruit and establish a membership committee to assist with membership duties.

ON TAKING OFFICE:

1. Ideal Membership Committee:

- a. 1 Chairperson - to coordinate all activities of Committee Members and perform all duties required of the Chairperson.
- b. 3 Greeters - to circulate with meeting attendees between the door and the member information center, answering questions and helping guests.
- c. 1 Registrar - who mans the registration table, making sure every member signs the attendance roster, guests sign the guest book and Member Name Badges are available.
- d. 1 Aspiring Member Liaison - to coordinate and maintain an Aspiring (Student) Membership Program.
- e. 1 Vendor Partner Liaison - to coordinate and maintain a Vendor Partner Membership Program.

FOR NEW MEMBERS:

1. When a New Member application is received:

- a. Verify all info has been completed properly, and application is signed
- b. Verify payment amount and method
- c. Original Application goes immediately to Business Manager with payment
- d. Retain middle copy of Application for Membership File
- e. Third Copy of Application is given to New Member as a receipt for payment and reminder of the ASP Code of Ethics

2. If a New Member has applied for Professional Membership, he/she is to be given a New Professional Member Instruction Card, which states that a copy of their Business License and Resale Permit is required, and that they must present a body of work to the ASP Board of Directors for final approval of their application. The card should have a space for Membership Chair to write in the Date(s), Time(s) and Location(s) when the new member may present their work to the Board.

3. If a New Member application is received at a General Meeting, a "New Member Name Badge" should be made to identify them for the evening.

4. List New Member's name and city on "New Member & Guests" list, which is given to the President just prior to the beginning of the meeting, so he/she may recognize the New Member.

AFTER THE NEW MEMBER APPLICATION IS RECEIVED:

1. Add the New Member's information to the Membership Roster.

2. E-mail all pertinent information about the new member to:

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- a. Webmaster; Communications Chairperson; Name Badge Maker; and Entire ASP Board of Directors and Officers.
3. A personal welcome letter from the Membership Chairperson (*Example #05*) is mailed to new member, explaining that a New Member Packet will follow in a couple of weeks.
4. A Membership Certificate and Welcome Letter (*Example #06*) from the ASP President will be prepared. A New Member Packet (*Example #07*) will also be prepared.
5. Each New Member should be recognized in the Membership Chairperson's monthly InSync article.
6. At the Board meeting immediately following receipt of New Member Application:
 - a. Membership Certificate will be signed by the ASP President and Secretary
 - b. President's Welcome Letter will be signed by the President
 - c. These will be placed into the New Member Packet
 - d. If the new member has applied for Professional status, and shows his/her body of work at this Board Meeting, the New Member Packet should be given to the new member upon the member's approval by the Board of Directors.
 - e. The day following above-mentioned Board Meeting:
 - f. The New Member Packet will be mailed to any new member who has not applied for Active status.
 - g. At the General Meeting following receipt of the New Member Application:
 - h. Any undelivered New Member Packet(s) shall be available for delivery to a member applying for Active status who is showing their work to the Board of Directors prior to the General Meeting for approval.
 - i. New Member(s) should be introduced by the Membership Chairperson

FOR CURRENT MEMBERS:

1. Keep Members informed of all important information regarding Member Benefits.
2. One month prior to each membership expiration date:
 - a. Mail Renewal Discount Reminder including;
 - b. Renewal reminder with discount amount
 - c. Last date to get discount
 - d. Membership Renewal Application
 - e. Addressed Envelope for returning payment and application

FOR RENEWING MEMBERS:

1. When a Renewing Member application is received:
 - a. Verify all info has been completed properly, and application is signed.
 - b. Verify payment amount and method.
 - c. Original Application goes immediately to Business Manager with payment.

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- d. Middle Copy of Application is maintained by Membership Chair.
- e. Third Copy of Application is given to New Member as a receipt for payment and reminder of the ASP Code of Ethics

AFTER NEW MEMBER APPLICATION IS RECEIVED:

1. Update the renewing Member's information on the Membership Roster.
2. A "Thank You For Your Renewal" post card (*Example #08*) is mailed to renewing member.

BOARD OF DIRECTORS MEETINGS:

1. Attend all monthly Board of Directors Meetings.
2. Prepare and submit a Membership Committee Report, sharing all membership information and actions since last report.

AT GENERAL MEETINGS:

1. On Monday prior to the meeting:
 - a. Contact the Greeters on the Committee to be sure they are able to attend.
 - b. If more than one will be absent, secure a second greeter to fill-in for the meeting.
 - c. Verify that there is sufficient supply of the following items, which should be on display at the Member Information Center table:
 - Display Board with current information about Member Classifications, Benefits of Each and Fees
 - Benefits of Membership Brochures
 - Three-Month Calendar of Events(include current month and two additional)
 - List of Service Points to be earned toward annual Vera & Elmer Kingham Service Award
 - Digital Assistance Advertisement
 - Membership Applications
 - New Active Member Instruction Cards
 - Printed Print Competition Rules
 - Member Information Update Cards (*Example #09*)
 - Digital Assistance Fliers with Sign-Up Form
 - ASP Website Member Gallery Specs Card (*Example #10*)
 - Guest Information Cards (*Example #11*)
 - New Member Name Badge Stickers
 - Guest Name Badge Stickers (*Example #12*)
 - Fliers advertising any upcoming ASP Event
 - Promotional Brochures for use as recruiting tool (*Example #13*)
 - ASP Membership Applications
 - Special ASP Advertising Fliers
 - Pens and Sharpie

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- Paper Clips and/or Stapler

DAY OF PRINT COMPETITION MEETING:

1. Contact Business Manager and inquire about any new or renewing memberships he/she has received that you may not have been notified about
 - a. Update Membership Roster with any new information obtained from Business Manager
 - b. Print current Membership list, including Membership Categories, for use by Print Competition Chairperson to verify qualification of member status for entries. It is helpful if the names of members who are Affiliate, Aspiring and Sustaining are printed in red - provides quick identification for Print Comp Committee.

AT GENERAL MEETING:

1. Arrive prior to attendees and set-up Membership Information Center.
2. If Print Competition Meeting, give Membership List to Print Competition Chairperson by 6:30 pm
3. Personally greet all guests, and ask them to complete a Guest Information Card. Chat with them for a few moments, finding out their photographic specialties/interests.
4. Write their name on a "Guest Name Badge Sticker" to identify them
5. List their name and city on the "New Members & Guests" form (*Example #14*)
6. Give guests an ASP Promotional Brochure.
7. Introduce guests to at least one member who may have common photographic interests.
8. Accept all New and Renewing Membership Applications and follow appropriate procedure for each.
9. Provide ASP President with "New Members & Guests" form so that these people can be recognized at the beginning of the meeting.
10. Toward the end of the meeting, use the sign-in sheet to make a list of members not present.

FOR ABSENTEE MEMBERS:

1. Ten days prior to the General Meeting after absence: Mail "Missed You" post card (*Example #15*) to absentee members. This card must include a promotional ad for the General Meeting program, and should always be mailed on a Monday (the week before the meeting date) for maximum effectiveness.
2. Place a phone call to any current member who has missed three consecutive meetings, letting them know we've missed them at our meetings, inquiring after their well-being and an offer of help to enable them to attend.

FOR PROSPECTIVE MEMBER LIST:

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1. Maintain and update the Prospective Member List.
2. Prospective Members are:
 - a. ASP Meeting Guests
 - b. Non-Renewing ASP Members
 - c. ASP Members-at-Large
 - d. Convention & Trade-Show Attendees
 - e. Others personally known to ASP Members
3. When adding new names to the Prospective Member List:
 - a. Mail an Invitation to “Be Our Guest” (*Example #16*), along with a “Guest Pass” (*Example #17*) with advertising for the next General Meeting Program.
 - b. This list is used for mailing promotional materials for ASP Special Events and Workshops

MONTHLY INSYNC ARTICLE:

1. Submit an article to the InSync editor prior to each monthly deadline.
 - a. Include recognition of New Members since last article.
 - b. Include reminders of Member Benefits.
 - c. Include other pertinent information that Members should be aware of.
 - d. Recognize a different member each month for their contribution to ASP.

(Generic)

SOCIAL COMMITTEE

PURPOSE:

To coordinate all social, entertainment and refreshment efforts

CHAIR:

Appointed by the ASP President for a two year term

SUB-COMMITTEES:

Open House, Meeting Refreshments, Picnic, Holiday Banquet, Hospitality

REPORTS TO:

ASP President, Board of Directors

COMMITTEE MEMBERS:

Appointed as needed by the Social Committee Chair with the approval of the ASP President

TIMELINE:

None

DUTIES:

Prepare or cause to be prepared all refreshments required for the following events. Prepare and ensure delivery, or cause to be prepared and delivered, all flowers, cards etc... required for hospitality/sunshine circumstances.

1. Open House
2. General Meeting Refreshments
3. David Harwich Annual Family Picnic
4. Misc Program/workshop refreshments as needed.
5. Holiday Banquet and Installation
6. Hospitality/Sunshine

(Generic)

NEWSLETTER EDITOR

PURPOSE:

To be responsible for the design and publishing of the ASP monthly newsletter and any other publications requested by the Board of Directors or the general membership.

CHAIR:

Appointed by the ASP President for a two year term

SUB-COMMITTEES:

None

REPORTS TO:

ASP President

COMMITTEE MEMBERS:

Appointed as needed by the Newsletter Chair with the approval of the ASP President

TIMELINE:

Newsletter to be published one week before each general meeting.

DUTIES:

1. The mission of the In Sync is to educate and inform the membership of ASP of educational programs, networking activities and social functions to strengthen the relationship of all members and the association. To promote and cultivate creativity and diversity in imaging, business skills and evolving the profession. The implementation of this purpose is by writing and publishing editorial and advertising information that will be of beneficial service to all members of the association and to the industry as a whole.
 - a. The name of the ASP newsletter shall be In Sync.
 - b. The newsletter will be produced monthly for a total of eleven (11) publications.
 - c. Eleven (11) covers of In Sync must be ASP designated "Best in Show" or "Alternate Best in Show" images for the current year of publication. The remaining cover will be a photo of the new ASP Board of Directors and will be on the January issue.
 - d. All covers of In Sync must incorporate the ASP logo in a prominent location.
 - e. The ASP Board of Directors will approve the cover design.
 - f. An article of no more than 250 words describing the creation of the image must accompany photos appearing on the cover of In Sync.
 - g. The editor of In Sync will be appointed by the ASP Board of Directors and will serve as editor for a period of not less than 24 consecutive months. The editor must be an ASP member in good standing. Re-appointment of same editor after the twenty-four months will be by mutual agreement of the current editor and the ASP board of Directors. The decision of the ASP Board of Directors will be final.
 - h. The position of ASP editor will be a voluntary, unpaid position. Compensation to editor will be as follows: Ten (10) ASP service merits annually, complimentary registration at all revenue producing programs (providing registration does not impact ASP funds) and complimentary ASP membership with all benefits of regular membership for the duration as editor of In Sync.
 - i. The editor is not responsible for soliciting advertisements for the newsletter. This is the

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- responsibility of the Vendor Partner liaison.
- j. The editor is not responsible for creating and designing advertisements for sustaining members or any other advertisers. The editor cannot guarantee the use of any specific fonts or copy not incorporated by the program used to produce the newsletter.
 - k. Fees for advertising creation and design by the editor if requested will be at the sole discretion of the editor.
 - l. Articles for inclusion in the current month of the newsletter are due to the editor by the 1st day of the month. (I.e. articles/ads for September issue must be to the editor by the 1st of September. This is subject to change with the change of editors). Articles will be included on a first come-first served basis. The editor reserves the right to edit the format of the article to accommodate the newsletter publishing.
 - m. If the editor is a member of PPA he/she may submit copies of the newsletter to PPA's yearly E. A. R. review. If accepted the editor will receive one PPA merit.
 - n. It is the responsibility of the Vendor Partner liaison to keep the editor informed of any changes to advertising content from Vendor Partner members. Only ASP Vendor Partner members are eligible to advertise in the newsletter.
 - o. Editor will dictate what platform is to be used for publishing, PC or Mac, and will determine the publishing program to format the articles.
 - p. It is the responsibility of the recipient of the best of show and/or the alternate best of show image to supply the newsletter cover printer with the image in a timely manner as set forth in the print competition rules.
 - q. The editor will attend the ASP monthly board meetings.
 - r. The newsletter must be available for distribution no later than the monthly meeting of the ASP board of directors.
 - s. The ASP board of directors will determine the number of newsletter copies printed.
 - t. The newsletter editor will be responsible for the mailing of the newsletter.
 - u. A copy of the newsletter will be sent to the current ASP president and all ASP affiliate editors and presidents.
 - v. The editor will be reimbursed for actual costs associated with producing the newsletter including printing ink and paper, labels, CD-R's, discs and any other costs agreed to by the ASP board of directors.
 - w. Equipment purchased at the expense of ASP for the editor to publish the newsletter will remain the property of ASP unless both parties make other agreements in writing.
 - x. The design and set-up of the newsletter, except for the front cover, will be the responsibility of the editor. Each issue must include the mission statement, advertising rates, list of current board of directors, article submission deadlines, calendar of events and ASP membership application in the same location.
 - y. The newsletter will be available to non- ASP members at an annual subscription of \$36.

(Generic)

WEBMASTER

PURPOSE:

To be responsible for the design and maintenance of the ASP website and keep all records and data on the site accurate and up to date. To update the site regularly with accurate calendar information and events of interest to members

CHAIR:

Appointed by the ASP President for a two year term

SUB-COMMITTEES:

None

REPORTS TO:

ASP President

COMMITTEE MEMBERS:

Appointed as needed by the Webmaster with the approval of the ASP President.

TIMELINE:**DUTIES:**

1. The mission of the website is to educate and inform the ASP membership, and potential members, of educational programs, networking activities and social functions to strengthen the relationship of all members and the association. The ASP Website exists to be a central clearinghouse for any information that members should have access to in order to fully participate in all ASP functions and events. Implementation of this purpose is by writing and publishing editorial, pictorial and advertising information that will be of beneficial service to all members of the association and to the industry as a whole.
 - a. The URL for the ASP website is www.ASP.com.
 - b. The domain registration is with networksolutions.com, account name _____, and is paid through 2015.
 - c. The domain host is _____
 - d. The homepage of the website must incorporate the ASP logo in a prominent location.
 - e. The ASP Board of Directors will approve the website design.
 - f. The ASP Webmaster will be appointed by the ASP Board of Directors and will serve as webmaster for a period of not less than 24 consecutive months. The editor must be an ASP member in good standing. Re-appointment of same editor after the twenty-four months will be by mutual agreement of the current editor and the ASP board of Directors. The decision of the ASP Board of Directors will be final.
 - g. The position of Webmaster will be a voluntary, unpaid position. Compensation to editor will be as follows: Five (5) ASP service merits annually and complimentary ASP membership with all benefits of regular membership for the duration as webmaster.
 - h. The webmaster is not responsible for soliciting advertisements for the website. This is the responsibility of the Vendor Partner liaison.
 - i. The webmaster is not responsible for creating and designing advertisements for vendor partners or any other advertisers. The webmaster cannot guarantee the use of any specific fonts or copy not incorporated by the program used to produce the website.

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- j. Fees for advertising creation and design by the editor if requested will be at the sole discretion of the editor.

(Generic)

NOMINATING COMMITTEE

PURPOSE:

Present a slate of candidates for election to serve as board members and officers of the corporation in the succeeding year.

CHAIR:

Appointed by the ASP President.

SUB-COMMITTEES:

None

REPORTS TO:

ASP President

COMMITTEE MEMBERS:

Appointed by ASP President. The committee shall consist of three (3) ASP members in good standing, one of which must be Past Presidents of ASP.

TIMELINE:

None

DUTIES:

1. The nominating committee is fundamental to the board's recruitment strategy and serves as the lead in the continuous process. Proper process and procedure should be followed at all times.
 - a. The President, with approval of the board of directors, shall appoint a 3 person nominating committee to include a past President, a member of the board of directors and a member of the general membership to nominate candidates for open directorships. *(By-Laws)*
 - b. At the October board meeting The Nominating Committee shall provide the board with the list of nominees for board positions to be filled and recommendations for officer positions to be filled. Board positions are filled by member vote at the November meeting. Officer positions are filled by board vote at the first board meeting following Installation, generally the January meeting. Eligible candidates must be ASP members in good standing with Professional privileges, and must have been members for at least one year. *(By-Laws)*
 - c. Following approval by the Board of Directors, the names of candidates shall be presented to the membership at the October general meeting. ASP members with Professional privileges in good standing may make nominations of qualified members from the floor provided any such nomination is accompanied by the written or verbal statement of the nominee that he or she accepts the nomination and agrees to serve if elected, such nomination will be accepted. Final approval of the ballot of Directors will be made at the November general meeting by a majority vote. *(By-Laws)*
 - d. Unless elected by "white ballot," all ballots shall be tabulated by the secretary, one Officer or board members and at least one members of the nominating committee at the Annual Meeting. The tally shall become the official result and must be published in the In Sync newsletter within thirty (30) days. All ballots must be kept in the

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possession of the secretary for sixty (60) calendar days and made available to any ASP member. (By-Laws)

COMMITTEE RESPONSIBILITY

- 1. It is the responsibility of the committee to secure candidates for the ballot and present a slate of qualified, acceptable candidates to the board for approval and to the membership for a vote.**
- 2. To be most effective in ensuring the right candidates are considered, the selection criteria must consider the composition of the current board, the current directors' qualities, and the dynamic needs of the organization.**

Some basic qualities that the nominating committee considers in potential board members include the candidates':

- a. Overall interest and enthusiasm in serving on the board;**
 - b. Level of integrity;**
 - c. Team work skills;**
 - d. Ability to think for the future;**
 - e. Time availability and time constraints;**
 - f. Ability to support fundraising; and**
 - g. Ability to influence others.**
- 3. The nominating committee carefully analyzes these qualities with those of the current board and considers how the prospective members and current members will work together. The committee also considers how the prospective members will influence the existing board dynamics.**

The nominating committee considers how the potential members will fit with the organization both in its current state and in the future. Factors that influence this include:

- a. The type of board and its level of decision-making;
 - b. The development stage of the board;
 - c. The short-term and long-term focuses and goals of the board; and
 - d. Special projects the board is planning.
4. The committee members shall consider the specific discussions related to potential nominees to be confidential. Committee members are prohibited from disclosing potential and final nominees to the membership.

PROVIDING INFORMATION TO PROSPECTIVE MEMBERS.

1. When suitable candidates have been identified, the nominating committee will initiate discussions with them to gauge their interest and provide answers to any questions or concerns.
2. For this reason, nominating committees often provide candidates with information about the board and the organization that may include:
 - a. The organization's annual report, promotional brochures or newsletter;
 - b. A summary of the organization's services;

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- c. A summary of the strategic plan;
- d. Board member job descriptions and a list of the board's duties; and
- e. Information on board orientation and other training opportunities.

(Generic)

WORKSHOP COMMITTEE

PURPOSE:

To be responsible for engaging talent and scheduling dates for all ASP Workshops, coordinating with workshop instructors and venue host to meet instructor and host needs, and thank all participants appropriately.

CHAIR:

Appointed by the ASP President

SUB-COMMITTEES:

Mentor Program

REPORTS TO:

ASP Board of Directors

COMMITTEE MEMBERS:

Appointed as needed by the Workshop Committee Chair with the approval of the ASP President

TIMELINE:

None

DUTIES: Work on this SOP still in progress

(Generic)

SERVICE AND AWARDS COMMITTEE

PURPOSE:

The purpose of the Service and Awards Committee is to determine the various awards presented by ASP and maintain an accurate and current record of all points accrued for applicable awards.

CHAIR:

Appointed by the ASP President

SUB-COMMITTEES:

As needed

REPORTS TO:

ASP President

COMMITTEE MEMBERS:

Appointed as needed by the Service and Awards Chairperson

TIMELINE:

None

DUTIES:

1. Prepare annual committee budget.
2. Track, or cause to be tracked the ASP Service Medallion points, and other award points as applicable, accrued by members during the course of the year.
3. Prepare either an ASP Service Medallion or a Service Bar for any member earning the requisite point totals.
4. Ensure the issue of all applicable awards at the annual Gala.

(Generic)

AUDIT COMMITTEE

PURPOSE:

Determine the extent to which the corporations various actions observe the policies and procedures prescribed by management.

CHAIR:

Appointed by the ASP President

SUB-COMMITTEES:

None

REPORTS TO:

President

COMMITTEE MEMBERS:

Audit Committee to have three (3) members, appointed by the Audit Committee Chairperson. No person with check writing privileges may service on the committee

TIMELINE:

None

DUTIES:

1. Audit accounting procedures and records once per quarterly business period, based upon fiscal year.
2. Report audit results to the Board of Directors at the first meeting after the close of each quarter.
3. Audit management procedures and policies.
4. Audit ASP capital assets each year to verify that ASP owned equipment is properly tagged and available for use.
5. Present a written report to the ASP Board Members at the October Board Meeting.
6. Audit committees to ensure they are following procedures outlined in the SOP Manual
7. Work with SOP Manual Committee to keep it updated.
8. Prepare annual budget for the Audit Committee
9. Attend meetings of Budget and Finance Committees.

(Generic)

OFFICIAL PHOTOGRAPHER

PURPOSE:

Photograph every ASP general meeting, as well as all other programs, workshops and events

CHAIR:

Appointed by the ASP President

SUB-COMMITTEES:

None

REPORTS TO:

President

COMMITTEE MEMBERS:

None

TIMELINE:

None

DUTIES:

1. Provide images of each program or event, within 5 days, to the webmaster, Marketing chairperson and Historian.
2. The Photographer will be admitted to all ASP sponsored programs and events at no charge
3. If the Official Photographer is unable to attend any function, he or she will be responsible for securing a substitute photographer who will be admitted to the function at no charge, and will provide images within 5 days to the Webmaster, Marketing Chairperson and Historian.

(Generic)

ETHICS COMMITTEE AND PROCEDURES

PURPOSE:

To promote and ensure ethical behavior within the membership

CHAIR:

Appointed by the ASP President

SUB-COMMITTEES:

None

REPORTS TO:

President

COMMITTEE MEMBERS:

Appointed as needed by the Ethics Committee Chair and ASP President

TIMELINE:

None

DUTIES:

1. The committee will meet whenever the Chair deems it necessary to consider a request from a member or from a member's client to settle a problem of ethical behavior or ethical business practice involving a ASP member in good standing.
2. When a petition is received by the Chair, he or she shall, before convening a meeting of the committee, attempt to settle the differences or the problems at hand with advice to one or both parties, and convene the committee only when his or her advice fails.
3. If the committee is called together to decide on an action to take, and the two or more parties concerned are asked to be present to state their complaints or difference, the hearing shall be conducted under the "Sturgis Standard Code of Parliamentary Procedure." The Chair shall preside at the hearing.
4. When a hearing has convened and the committee has decided on an action to be taken, the Chair shall report to the Board Meeting of the Board of Directors through the President.
5. Adhere to the Following PPA Due Process during any ethics process.

PPA DUE PROCESS

Adopted by the PPA Board of Directors November 1, 1999 Revised July, 2004

PROCEDURES FOR ADDRESSING ETHICS QUESTIONS (11/99)**INTENT**

1. It is PPA's policy to support and uphold the highest professional imaging and ethical standards.

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This policy extends to each member and encompasses that member's dealings with the Association, its members, and competitions. This policy also encompasses each member's dealings with their vendors, suppliers, clientele and the public. (See Section 3. Code of Ethics in the *Adopted Procedures*).

2. PPA is committed to upholding its reputation and that of its members by enforcing this policy against any member action, whether ethically, civilly or criminally questionable, that may portray the Association or its members in a negative way.
3. Once begun, the Due Process will continue regardless of membership status. (Rev. 8/01)

PROCEDURE FOR SUBMITTING A CLAIM

1. Any individual or individuals can make an ethics complaint about a member. Complainants do not need to be PPA members.
2. Complaints must be received in writing and will be accepted into the official record of the proceeding. When submitting a complaint, the complainant should first show physical evidence that they tried to come to a resolution with the Subject on their own. No action can be initiated until a signed, written complaint is received. (Rev. 7/00)
3. The Bylaws, Rules and Ethics Committee (BRE) are responsible for investigating a complaint received against a member.
4. The Bylaws, Rules & Ethics Committee shall withhold rendering a decision on an ethics complaint if there is pending civil or lower court litigation. The BRE will consider ethics complaints after adjudication. (Rev. 7/04)
5. When the BRE Committee is made aware of an information filing or a criminal indictment against a PPA member, the member shall be notified of his/her automatic suspension until the member can show due cause why the member should not be suspended. Upon the rendering of a legal decision, an ethics case can be instituted. (7/04)

PROCEDURE FOR FOLLOWING UP ON A COMPLAINT (REV. 7103)

1. The BRE Chairman and/or the committee have the right to determine if the case has merit. If it is determined that the case has merit, within 21 days of PPA receiving a complaint, the BRE Chairman will notify the member accused (Subject) via certified mail. The certified return mail stub becomes part of the official case file. This notification may, or may not, include the Complainant's name, depending on circumstances. The Subject notification should include:
 - a. The specific charges or allegations
 - b. The purpose of PPA's Ethics Policy
 - c. An explanation of possible actions
 - d. A request for a response to the charges or allegations to be received within 14 days of the delivery of this notification.
 - e. Any other information pertinent to the case.
2. The Subject will be given 14 days to respond in a signed writing to the charges or allegations outlined. If no response is received, the BRE Chairman will assume the Subject has no response and will continue with the process.
3. If a response is received, the BRE has a minimum of 21 days to conduct follow up interviews to determine whether a hearing should be held. At this point, the committee may decide:
4. To discontinue any further action and end the process. If this is the case, the committee should notify the Subject and Complainant that there is not sufficient cause to continue, and extend the Association's appreciation to all parties for their input.

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5. To continue the process and schedule a hearing at the regularly-scheduled BRE meeting. A special BRE meeting may be convened at the expense of the Complainant. NOTE: The BRE is permitted to suspend the accountability time line or investigation of a case if there is a compelling reason to do so. (7/03)

CONDUCTING A HEARING

1. NOTIFICATION. Notification that a hearing has been scheduled should be sent promptly to the Subject and Complainant via certified mail. The return mail stubs are to become part of the official case file. (Rev. 7/00)
2. VENUE. The hearing may be held in person or by telephone conference call. If the decision is made to hold the hearing in person, every effort should be made to accommodate all parties. PPA is not responsible for travel costs if Subject or Complainant choose to attend the hearing.
3. THOSE ATTENDING. It is NOT necessary for the Subject or Complainant to attend the hearing in person. Either or both may be invited to attend by telephone conference call. Lack of attendance by any party will not be considered in the committee's deliberations. They may present witnesses at their own expense, if they so choose. The Subject may also choose to be represented by counsel, at his own expense. A majority of the BRE must be in attendance; however, some members may participate by telephone conference call. If obtaining a majority is not possible because of absences, the President may appoint others as substitutes.
4. EVIDENCE. Materials and evidence that could have a bearing in the hearing should be distributed to the committee and Subject at least 14 days prior to the hearing.
5. PROCEDURE. The BRE Chairman conducts the hearing. If the Chairman is unable to attend, the Vice-Chairman will conduct in the Chairman's stead.
 - a. The Chairman will review the complaint with the committee and submit any related materials.
 - b. If the Complainant is in attendance, the Chairman will call on the Complainant to add additional appropriate information. Committee members will then be given the opportunity to ask questions of the Complainant.
 - c. If the Subject is in attendance, the Chairman reviews the complaint with the Subject. The Subject is then invited to respond to the complaint. Committee members will then be given the opportunity to ask questions of the Subject. The Subject and Complainant are excused. (Rev. 8/01)
 - d. The Chairman invites comments from the committee. After sufficient deliberation, the Chairman may entertain a motion from any member of the committee.

POSSIBLE FINDINGS

1. The committee may recommend to the Board of Directors imposition of a number of penalties in cases where an ethics violation is found. Those penalties include:
 - a. No action
 - b. Censure. The Subject may be publicly reprimanded for specified conduct for violation of the Code of Ethics or for other just cause.
 - c. Suspension. The Subject is removed from active membership during suspension. Existing merits, degrees and certification, if applicable, are also suspended. Payment of membership dues is still required during the period of suspension. The Subject may not

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participate in competitions, speak at PPA-merited events, reference or advertise PPA membership or certification, nor hold leadership positions. Suspension shall last until such time as recommended by the BRE Committee and approved by the Board of Directors. (Rev. 7/04)

- d. Termination. The Subject's membership is revoked, resulting in the loss of merits, degrees and certification. A time period after which the Subject may reapply, MAY be attached in this case.
- e. Once a decision and recommendation have been reached, the committee will notify the Subject and Complainant on PPA letterhead via certified mail. The certified return mail stub becomes part of the official case file. A copy of the letter is sent to the President for communication to the Board of Directors. The notification should specifically outline the

findings of the committee, the penalty recommended (if any), and should carefully outline the appeals process.

APPEAL PROCESS

1. The Subject may ask to appeal the committee's decision and recommendation by making that request in a signed writing to the President within 14 days of receipt of notification. The President will schedule a hearing to occur during the next regularly scheduled meeting of the Board of Directors.
2. During the appeal hearing, the Board of Directors will review the written proceedings of the hearing as well as any written or recorded responses from the Subject. The Subject may choose to appear in person at his own expense, or to appear via telephone conference call.
3. The Board is given the opportunity to discuss the case. After sufficient deliberation, the President may entertain a motion.
4. The Board may decide:
 - a. To reverse the findings of the BRE.
 - b. To uphold the findings of the BRE.
 - c. To alter the penalty recommended by the BRE.
 - d. The President is responsible for notifying the Subject via certified mail and the BRE Chairman of the Board's decision, which shall be final. The certified return mail stub becomes part of the official case file.

(Generic)

Form for Filing An Ethics Complaint

1. Your name
(Complainant's) _____

2. Name & address of the Subject of the Complaint

3. Your reason for filing the complaint (if this has already been outlined in a written and signed complaint, please state so)

4. What, if anything, has been done to resolve the complaint?

5. How would you (the Complainant) like to resolve the matter?

6. Please attach additional supporting information.

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Please return this form to Cayce Newman at 750 S Lincoln Ave #104-132 Corona Ca 92882

COMMUNICATIONS COMMITTEE

PURPOSE:

To coordinate and execute all ASP communications efforts

CHAIR:

Appointed by the ASP President

SUB-COMMITTEES:

None

REPORTS TO:

Board of Directors

COMMITTEE MEMBERS:

None

TIMELINE:

None

DUTIES:

1. Maintain accurate mailing and email lists and distribute to those lists as required by committee chairpersons and the Board of Directors
2. Work and maintain familiarity with Constant Contact to ensure content provided to members and potential members is professional and consistent in appearance.

(Generic)

BY-LAWS AND STANDING RULES COMMITTEE

PURPOSE:

To study the Bylaws and Standing Rules of ASP and submit such amendments and rules as it deems advisable or as the Board of Director deems advisable

CHAIR:

Appointed by the ASP President

SUB-COMMITTEES:

None

REPORTS TO:

Board of Directors

COMMITTEE MEMBERS:

None

TIMELINE:**DUTIES:**

1. The By-laws and Standing Rules are to be reviewed every two years
2. Keep the By-laws and Standing Rules current and provide clarification to the Board of Directors when needed.
3. The committee is responsible for making decisions, advising and clarifying the interpretation of the By-laws and the Standing Rules
4. The Chair of this committee shall act as the Organization Parliamentarian. It shall be the job of the Parliamentarian to be present at all board meetings and other meetings' where the ASP President designates his or her presence is necessary.
5. To make proper interpretations of the ASP Bylaws and Standing Rules when it is requested of him or her and shall ask for recognition at a meeting to correct any improper interpretation of the ASP By-Laws and Standing Rules.
6. It shall be his or her responsibility to be familiar with "Sturgis Standard Code of Parliamentary Procedure" and to be prepared to refer to it in order to render a decision when necessary.
7. It shall be his or her responsibility to see that "Sturgis" is followed in the meeting's procedures. He or she shall declare any procedure proper or improper when the President or the Presiding Officer requests such a decision. He or she shall immediately ask for recognition to correct a procedure that he or she finds is not following Sturgis' rules.
8. The Parliamentarian shall maintain and update the By Laws and Standing Rules. All amendments shall be presented to the Parliamentarian for rewrite before being presented to the Board of Directors. If for any reason they are not, the amendment will be rewritten before being placed into the By Laws and Standing Rules without changing the intent of the amendment.

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(Generic)

VENDOR PARTNER LIAISON

PURPOSE:

To coordinate efforts to gain new Vendor Partners, to act as Liaison to existing Vendor Partners, to pursue sponsorships and raffle donations from vendors and facilitate displays at ASP sponsored events

CHAIR:

Appointed by the ASP President

SUB-COMMITTEES:

None

REPORTS TO:

President

COMMITTEE MEMBERS:

None

TIMELINE:

None

DUTIES:

1. Help ASP in its effort to maintain a positive relationship with vendors and sponsors by providing an opportunity for communication between the association management and photographic vendors. To help avoid and resolve problems related to ASP activities.
2. To assist the board and members of ASP by offering an enhanced view of the professional photographic industry through input and feedback from the perspective of vendors, suppliers and service providers.
3. To serve as advisors to the board, as well as liaisons to Vendor Partners and prospective sponsors of ASP programs, activities and events.
4. To voice constructive opinions and observations pertaining to the management and fulfillment of ASP activities such as, workshops, programs, open house, seminars, educational venues and relations with the association, affiliates and members, past, current and prospective.

(Generic)

LIBRARY COMMITTEE

PURPOSE:

To transport the library to and from general meetings, maintain accurate records of library content, and actively pursue and acquire new materials for the library

CHAIR:

Appointed by the ASP President

SUB-COMMITTEES:

None

REPORTS TO:

Board of Directors

COMMITTEE MEMBERS:

None

TIMELINE:

None

DUTIES:

1. Attend General Meetings, setting up the library table and materials at each meeting.
2. Keep accurate records of inventory, materials lent and returned and funds collected.
3. Keep the website and newsletter apprised of new acquisitions and make sure they have an accurate inventory to publish.
4. Be sure materials are stored safely.

(Generic)