

Bylaws of The Photographic Society of America, Inc.

Article I PURPOSES

This Society shall be a medium for cooperative action in promoting the arts and sciences of photography and for furthering public education therein.

Article II MEMBERSHIP

Section 1. General. This Society shall be a membership organization, enrolling individuals, organizations and business firms as members. Membership is a privilege, not a right, and any membership application may be rejected at the discretion of the Board of Directors.

Section 2. Classes of Members.

(a). By meeting the requirements and paying the dues prescribed by the Board of Directors:

(1). Individual Members are persons.

(2). Life Members are persons who, prior to January 1, 1995, in lieu of annual or other dues, have paid a single life membership fee as prescribed by the Board of Directors.

(3). Organizational Members are institutions, clubs, councils, societies and groups having activities and interests consonant with those of this Society.

(4). Industrial Members are business firms engaged in the photographic industry or related industries.

(b). Charter Members are those individuals and camera clubs that were so designated in the Constitution and Bylaws of this Society adopted March 13, 1935.

(c). Cornerstone Life Members are those individuals who, in lieu of dues, made prescribed contributions to the Society's 1949-50 Building Fund and were so designated by the Board of Directors.

(d). Honorary Members are individuals who have rendered outstanding service to photography and who have been approved for this recognition by the Board of Directors.

(e). Honorary Fellows are individuals who have rendered unique or outstanding contributions of major importance to photography, and who have been approved for this recognition by the Board of Directors.

Article III DUES

Section 1. General. Membership dues shall be established by the Board of Directors.

Section 2. Payment of Annual Dues. Dues shall become payable upon application for membership and thereafter annually in advance of the anniversary date of admission to membership. A member whose dues are not paid by the

anniversary date shall be considered as not in good standing. A person who is not in good standing is not entitled to hold elective or appointive office in this Society, or in any operating unit thereof.

Section 3. Arrears. A member whose dues shall remain unpaid more than one (1) month after the applicable anniversary date shall have the membership lapsed.

Section 4. Exceptions. No membership dues shall be required of Honorary Members or Honorary Fellows of this Society.

Article IV DUTIES AND PRIVILEGES OF MEMBERSHIP

Section 1. Duties. Members shall uphold the Society's purposes and abide by these Bylaws.

Section 2. Privileges.

(a). Individual members of the Society in good standing shall have the right to hold Society office and to receive the Society's journal, and shall have such privileges as may otherwise be established by the Board of Directors.

(b). Each Organizational and Industrial Member may designate one person as its official representative and that person shall have the customary status, rights and privileges of an individual Member, but such person shall not be entitled to hold Society office.

Section 3. Relinquishment of Claims. All rights, title and interest, whether legal or equitable, of a member in and to the property of this Society shall cease upon termination of membership for any reason.

Article V MEMBERSHIP MEETINGS

Section 1. Transaction of Business. The official business of this Society may be transacted by mail or electronic means.

Section 2. Annual Meetings. An Annual Meeting of the membership shall be held each year at a date and place designated by the Board of Directors.

Section 3. Special Meetings. Special Meetings of the membership may be held by mail or electronic means or at the call of and at dates and places designated by the Board of Directors.

Section 4. Quorum. A quorum for any in-person meeting of the membership shall consist of not less than fifty (50) members. A quorum of mail ballots for Special Meetings of the membership shall consist of not less than one-tenth (1/10) of the membership.

Article VI SOCIETY OFFICERS AND OFFICIALS

Section 1. General. This Society shall select all Society officers by popular vote for one (1) term of two (2) years. All officers shall continue in office until their successors qualify. The President and the Executive Vice-President shall not be eligible to serve more than two (2) consecutive terms in the same office.

Section 2. Society Officers. The Society Officers shall be: a President, an Executive Vice-President, a Secretary, a Treasurer and nine (9) Vice Presidents: Chapters, Clubs and Councils; Conventions; Divisions; Exhibition Services;

Investments; Membership; Public Relations; Publications; Services. Each of the named officers shall be elected by the membership.

Section 3. Officials. The Operations Manager and such others as the Executive Committee may deem necessary shall have the status of official of the Society.

Section 4. Remuneration. No elective or appointive officer including Chapter and Division officers or official of this Society shall be compensated for serving in office, with the exception of the Operations Manager. Society officers may be reimbursed for necessary travel expenses incurred while conducting the official business of the Society upon approval by the Executive Committee.

Section 5. Conduct in Office. All officers and officials of this Society shall conduct themselves and direct the affairs of office in a manner consistent with the policies and procedures established in these Bylaws and shall perform the duties specified therein.

Section 6. Duties of Society Officers.

(a). The President shall promote the general welfare of this Society, perform all duties customarily pertaining to the office, preside at meetings of this Society, its Board of Directors, its Executive Committee and the Board Advisory Committee, and otherwise shall serve as required by the Executive Committee, the Board of Directors, the exigencies of the office and the provisions in these Bylaws.

(b). The Executive Vice-President shall succeed the President in the event the President shall become unable to perform his or her duties; shall otherwise perform the duties delegated by the President, Executive Committee, Board of Directors or these Bylaws; and supervise the Ethics Review Board (ERB).

(c). The Secretary shall perform the duties inherent in the office, and such other duties as may be delegated by the President, Executive Committee, Board of Directors or these Bylaws. The Secretary shall be responsible for keeping in permanent form the official minutes of the Executive Committee, Finance Committee, Board of Directors and Annual and Special Meetings of the membership.

(d). The Treasurer shall perform the duties inherent in the office, and such other duties delegated by the President, Executive Committee, Finance Committee, Board of Directors and these Bylaws. The Treasurer shall, among other duties, supervise the preparation of the annual Society budget, submit the audited annual financial statements for publication in the Society's journal, supervise the annual inventory of the Society's property, provide monthly financial statements to the Executive Committee, serve as chairman of the Finance Committee, and supervise the operations of PSA Headquarters.

(e). The Society Officers shall be responsible for ensuring that the Society complies with all applicable Federal, State and other laws, and that all Society governing documents are consistent with those laws; to that end, they are authorized and empowered to employ and engage the services of attorneys, accountants, and other agents as may be necessary for insuring such compliance.

(f). The respective Vice Presidents shall have the following duties, in addition to others that may be assigned to them by the President, Executive Committee, or Board of Directors:

(1). The Chapters, Clubs and Councils Vice President shall supervise Chapter activities and recommend the chartering and dissolution of Chapters as circumstances warrant, and shall be responsible for Society interactions with the member Clubs and Councils.

(2). The Conventions Vice President shall recommend locations and dates for the Society's international and regional conventions, conduct hotel negotiations and supervise the work of the committees that manage these events.

(3). The Divisions Vice President shall supervise Division activities and recommend the creation or dissolution of Divisions as the best interests of the Society may require.

(4) The Exhibition Services Vice President shall oversee the activities of committees related to exhibitions: Exhibition Standards (ESC), Uniform Practices Advisory (UPAC), Star Ratings (SRC), Who's Who (WWC), Recognition of Photographic Achievement (ROPA), and the PSA International Exhibition.

(5). The Investments Vice President shall manage the investment portfolios of the Society, including MEF funds, in a manner that will provide a fair, but secure, return, on the Society's funds.

(6) The Membership Vice President shall oversee the operations of Region Directors and recommend ways to enhance the value of Society membership to old and new members.

(7). The Public Relations Vice President shall provide recommendations for improving the Society's public image and visibility.

(8). The Publications Vice President shall supervise adherence to established editorial policies of the Society's journal and recommend changes in these policies or in the journal's format or content as may best serve the needs of the Society.

(9). The Services Vice President shall be the manager of quality for services provided to members by the Society and its constituent parts, shall supervise the work of designated committees, and shall recommend the creation or dissolution of committees as the Society's needs may warrant.

Section 7. Duties of Officials. Officials of this Society, except as otherwise provided in these Bylaws, shall perform such duties as may be delegated by the President or prescribed by the Executive Committee.

Section 8. Reports. All officers shall make written reports to the Executive Committee as the Executive Committee may direct from time to time. The Operations Manager shall report on a routine basis to the Finance Committee and on an annual basis to the Executive Committee or as otherwise required.

Section 9. Vacancies in Society Offices. Any Society office or position in this Society, other than that of President, which for any reason shall become permanently or temporarily vacant, may be filled for the unexpired term in the case of a permanent vacancy, or for the duration of any temporary vacancy, by appointment by the President with the approval of the Executive Committee, except that a vacancy in the office of Region Director may be filled for the unexpired term by appointment by the Membership Vice President, subject to confirmation by the Executive Committee.

Any vacancy occurring for any reason in the office of President shall be filled by the Executive Vice-President for the unexpired term, or in the case of a temporary vacancy, for the duration of the temporary vacancy. If for any reason the Executive Vice-President cannot serve, the vacancy shall be filled by the Executive Committee by appointment of a member thereof for the balance of the unexpired term of the office of the President or for the duration of any temporary vacancy in the office of the Executive Vice-President.

Article VII ELECTION OF OFFICERS AND OFFICIALS

Section 1. General. The Board of Directors shall prescribe rules and regulations governing Society elections within this Society in accordance with democratic principles, shall fix the dates thereof and, in cases of contests or protests, shall render final decisions upon any such contest or protest.

Section 2. Year of Election. To assure continuity and an even flow of the process, the Society Officers shall be elected each odd-numbered year and the Division Officers shall be elected each even-numbered year.

Section 3. Nominating Committee. For the election of Society Officers, a Nominating Committee of six (6) members shall be appointed by the Board of Directors, with two (2) members appointed each year. Appointees shall serve three (3) years. The Committee shall select its own Chairman annually. No member of the Board of Directors shall be a member of the Nominating Committee.

Section 4. Procedure.

(a). Society Officers. At least seven (7) months prior to the official election date, the Nominating Committee shall have prepared an official slate of one or more candidates in good standing for each Society Office. The Nominating Committee shall have obtained acceptance of candidacy and agreement to serve if elected from each candidate, and shall certify the slate of candidates to the Secretary who shall cause such slate of candidates to be published in the official journal of this Society at least five (5) months before the election.

(b). Chapter and Division Officials. Chapter and Division officers shall be nominated in accordance with their respective bylaws.

Section 5. Petition Nominations. (a). Members in good standing may submit to Headquarters a written petition nominating any eligible member for any Society elective office subject to the following conditions: (1) The petition must be signed by at least five percent (5%) of the total number of Society members in good standing; (2) Not more than five percent (5%) of the signatures may be from any one region.

(b). Any twenty-five (25) or more members in good standing of a Division may submit to Headquarters a written petition nominating any eligible member of that Division for any elective office in that Division.

(c). All petitions, to be valid, must be accompanied by a notarized statement in writing from each candidate indicating a willingness to accept office if elected, and shall have been submitted to Headquarters at least three (3) months in advance of the official election date. Petitions so submitted shall be certified to the Secretary and to the Elections Committee who shall, in turn, cause the names of such candidates to be placed upon the official ballot for Society elections and give notification of names of such candidates for Division Officers to the secretary of the Division involved.

Section 6. Uncontested Elections. In the absence of any nominations by petition, the Secretary of this Society shall cast the ballot of the entire membership for the official slate of candidates for Society Office as certified by the nominating Committee, and they shall be declared elected. Likewise, Division officers shall be declared elected by the Division Secretary.

Section 7. Contested Elections.

(a). Ballots. In the event of a contested Society election, the Elections Committee (a Presidential appointee) shall cause to be prepared and distributed to the Society members official ballot forms upon which shall appear the names of all candidates, the offices for which they have been nominated and full instructions for use and return of the ballots. Candidates nominated by petition shall be so indicated.

(b). Voting. All members of this Society in good standing shall have the right to vote for all candidates for Society elective office. A mail ballot shall be considered to be a Special Meeting and subject to the Quorum requirements specified in Article V, Section 4. In the event that the number of valid ballots received is less than the Quorum, the Board of Directors shall make the final decision as provided by Article VII, Section 1 of these Bylaws.

(c). Tally and Announcement of Results. The Elections Committee shall appoint four (4) members, none a candidate for office or holding a Society office, as official tellers to assist in counting the votes and recording the tally. A simple majority vote is necessary for election with two candidates and a plurality vote is necessary for election with three or more candidates for any elective office. As soon thereafter as practical, the Elections Committee shall

certify to the Executive Committee the results of all elections. These results shall be published in the official Society journal.

(d). Contested elections for Division offices shall be conducted in accordance with the bylaws of the Division involved.

Section 8. Installation. Officers and Officials of this Society (including Chapters and Divisions), shall assume their duties of office at 12:01 A.M. of the day following the closing day of the PSA International Conference immediately following the election; or, at 12:01 A.M. of the day following the official election date if no annual conference is held.

Article VIII BOARD OF DIRECTORS

Section 1. General. This Society shall be governed by a Board of Directors, which shall have the powers of establishing certain policies, procedures, and practices for this Society as set forth in these Bylaws, and of proposing and ratifying amendments to these Bylaws.

Section 2. Composition. The Board of Directors shall be composed of the following: Society Officers, all Society Vice Presidents of the Society, and the Operations Manager. Each retiring President shall be an ex-officio member of the Board of Directors, without vote, and shall serve in an advisory capacity as requested by the Board for a period of one (1) year immediately following his or her retirement.

Section 3. Meetings. The Board of Directors shall hold at least two (2) meetings annually, and otherwise shall meet at the call of the President. The President shall call special meetings of the Board upon the request of one-third (1/3) of the members of the Board. All meetings of the Board shall constitute closed sessions, but shall be open to others by invitation from the President or Executive Committee.

Section 4. Transaction of Business. The Board of Directors may hold meetings prior to the installation of new officers and officials. Any business transacted at such meetings shall become effective at 12:01 A.M. of the day following the closing day of the PSA International Conference immediately following the election; or, at 12:01 A.M. of the day following the official election date if no annual conference is held. The Board of Directors may transact business by mail, teleconference, or appropriate electronic means.

Section 5. Quorum. Presence of two-thirds (2/3) of the membership thereof shall constitute a quorum for any meeting of the Board of Directors. Any member of the Board unable to attend may vote by mail, or appropriate electronic means, and such vote shall have full force and effect.

Section 6. Reports of Meetings. Reports of meetings of the Board of Directors shall be published, as soon as practicable, in the official Society journal.

Section 7. Minutes. Official minutes of meetings of the Board of Directors shall be kept at Headquarters.

Section 8. Corporate Officers. The President, Executive Vice President, Secretary, Treasurer and Operations Manager shall serve as corporate officers in representing the Society in banking and other financial transactions, in use of the Society safety deposit box, in application of the Corporate Seal, and in such other financial and legal matters as may be required by law or custom or at the request of the Board of Directors or Executive Committee.

Section 9. Board Advisory Committee. The Board of Directors shall establish and appoint a Board Advisory Committee consisting of the Chairs of the Divisions and the Chairs of Board Appointed Committees in accordance with rules and procedures adopted by the Board of Directors.

Article IX EXECUTIVE COMMITTEE

Section 1. General. Management of this Society and the administration of its affairs shall be vested in an Executive Committee. The Executive Committee shall establish the Headquarters of this Society and shall exercise all other administrative and managerial powers except those reserved expressly for the Board of Directors by these Bylaws.

Section 2. Composition. The Executive Committee shall be composed of the President, Executive Vice President, Secretary, Treasurer and Operations Manager.

Section 3. Meetings. The Executive Committee shall hold at least two (2) meetings each year. The annual meeting shall be held at the Society's international conference. Other Executive Committee meetings shall be held at the call of, and at times and places designated by, the President. All meetings of the Executive Committee shall constitute closed sessions, but others may be invited by the President.

Section 4. Transaction of Business. The newly elected Executive Committee may hold meetings prior to the installation of the new officers. Any business transacted at such meetings shall become effective at 12:01 A.M. of the day following the closing day of the PSA International Conference immediately following the election; or, at 12:01 A.M. of the day following the official election date if no annual conference is held. In addition, the Executive Committee may transact necessary business by mail, by teleconference, or other appropriate electronic means. Any member of the Executive Committee who is unable to attend a meeting because of illness or unavoidable emergency may vote by mail, telephone, or other appropriate electronic means.

Section 5. Quorum. Presence of three (3) members shall constitute a quorum for any meeting of the Executive Committee.

Section 6. Reports of Meetings. Reports of meetings of the Executive Committee shall be published as soon as is practicable, in the official Society journal.

Section 7. Minutes. Minutes of the Executive Committee shall be kept at Headquarters.

Section 8. Contracts. The Executive Committee may enter into contracts when it deems it in the Society's best interest to do so, and such contracts may be signed by the Treasurer and one other officer of the Society.

Section 9. Finance Committee. The President, Executive Vice President, Secretary and Treasurer, as corporate officers, and the Investments Vice President shall constitute the Finance Committee, with the Treasurer as its Chairman. This Committee shall be responsible for the day-to-day conduct of the Society's financial and legal business, and for the supervision of Society fiscal operations under practices and procedures approved by the Board of Directors or required by law. The Finance Committee shall be responsible for supervising Headquarters operations, for the employment and dismissal of Society employees, and for engaging the services of professionals as necessary to the proper conduct of Society business. The Finance Committee shall enter into royalty and other agreements except as otherwise delegated in these Bylaws. Observance of the Fiscal Regulations set forth in Article XVII of these Bylaws shall be the responsibility of the Finance Committee. The Finance Committee shall report semi-annually to the Board of Directors, or at such other times as circumstances may warrant.

Section 10. Employees. No employee of this Society shall be eligible to hold elective office, and no employee shall be eligible to hold appointive office without the approval of the Executive Committee, unless such office is provided for in these Bylaws.

Article X COMMITTEES

Section 1. General. Board Appointed Committees to promote specified activities or functions, and Special Committees to handle temporary activities, duties or functions of this Society, shall be created by, and shall be responsible to, the Executive Committee except as otherwise provided in these Bylaws.

Section 2. Personnel. Chairmen of all Board Appointed Committees, except as otherwise provided in these Bylaws, shall be appointed by the President for the current term of his or her office, with the approval of the Executive Committee. Chairmen of all Special Committees shall be appointed by the President with the approval of the Executive Committee. Unless otherwise directed at the time of their appointment, all chairmen shall select the members of their respective committees and shall promptly report the names to the President and Headquarters.

Section 3. Organization. Each committee shall operate on the basis of the Society's Bylaws and each Board Appointed Committee shall also operate within the guidelines of a manual of operations approved by the Executive Committee. All committees' procedures and practices shall conform to and be consistent with the Bylaws, rules and regulations under which this Society operates. Operating procedures of the Finance Committee are set forth in part in Article IX, Section 9 of these Bylaws

Section 4. Reports. All committees shall make such written reports of their activities as may be requested by the Executive Committee or by the President.

Article XI DIVISIONS

Section 1. General. The Board of Directors may create, establish, combine, reorganize or discontinue Divisions of this Society for specialized activities in various fields of photography.

Section 2. Membership and Dues. Division membership shall be determined by the criteria in the Universal Division Bylaws. Nominal Division membership dues may be established from time to time by the Executive Committee, which shall be in addition to the membership dues of the Society.

Section 3. Organization. Each Division shall be administered by Division officers and an executive committee under standard Division bylaws approved by the Executive Committee. Procedures not covered in the Division bylaws shall be set forth in manuals of operation for each Division, consistent with any applicable provisions in the Society Bylaws. Division officers shall be a chairman, one or more vice chairs, a secretary and a treasurer. The offices of secretary and treasurer may be combined if necessary. Division officers shall be nominated and elected by the Division membership under procedures approved by the Executive Committee. Division officers shall serve for a term of two (2) years and shall be elected in even-numbered years unless otherwise prescribed in these Bylaws. No Division officer except the secretary and treasurer shall serve more than two (2) consecutive terms in the same office.

At the time a new Division is created, the Division officers and executive committee shall be appointed by the President with the approval of the Executive Committee, to serve until the next Division election.

Section 4. Operation. Each Division shall operate to promote the interests of its membership in its specified field of photographic activity. Financial procedures for Division operations shall be prescribed by the Treasurer.

Section 5. Reports. Division chairs shall make written reports to the Executive Committee through the Divisions Vice President as requested or required by the Executive Committee.

Section 6. Dissolution. In the event of dissolution or discontinuance of a Division, any funds provided for its use shall revert to the general funds of the Society, and any outstanding Society equipment shall be returned.

Article XII CHAPTERS

Section 1. General. For the purpose of furthering the objectives of this Society and to serve the interests of its members resident in various geographic areas to be defined by the Executive Committee, not less than twenty-five (25) members in the geographic area may petition the Board of Directors for a charter as a PSA Chapter. The Board may grant, modify or reject such petition and may upon recommendation of the Executive Committee, for adequate reasons, void any such previously granted charter.

Section 2. Membership and Dues. All members of a Chapter must be individual members of the Society and Chapter membership shall be voluntary. With the approval of the Board of Directors, Chapters may impose annual membership dues, which shall be in addition to the membership dues of the Society.

Section 3. Organization. Each Chapter shall be administered by Chapter officers and an executive committee under Chapter bylaws approved by the Executive Committee. Chapter bylaws shall be standard for all Chapters. Procedures not covered in the Chapter bylaws shall be set forth in manuals of operation which may be different for each Chapter but which must be consistent with any applicable provisions in the Society Bylaws. Chapter officers shall be a chairman, one or more vice chairmen, a secretary and a treasurer. The offices of secretary and treasurer may be combined if necessary. Chapter officers shall be nominated and elected by the Chapter membership under procedures approved by the Executive Committee. Chapter officers shall serve for a term of two (2) years, and shall be elected in odd-numbered years unless otherwise prescribed in these Bylaws. No Chapter officer except the secretary and treasurer shall serve more than two (2) consecutive terms in the same office.

At the time a new Chapter petitions the Board for a charter, the names of its officers and executive committee and its proposed dues structure shall be included in the petition.

Section 4. Operation. Under rules and regulations approved by the Executive Committee, each Chapter shall operate to promote the interests of its membership in its geographic area. Financial procedures for Chapter operations shall be prescribed by the Treasurer and approved by the Executive Committee.

Section 5. Reports. Each Chapter chair shall make written reports to the Executive Committee through the Vice President of Chapters, Clubs and Councils as may be required or requested by the Executive Committee.

Section 6. Dissolution. In the event of the dissolution or discontinuance of a Chapter or the voiding of its charter, all funds entrusted to its care shall revert to the general funds of the Society, and any outstanding Society equipment shall be returned to Headquarters.

Article XIII REGIONS

Section 1. General. For purposes of promoting the general welfare of this Society through encouragement of member participation in its activities, the United States and Canada shall be divided into regions. The number of regions and their geographic boundaries shall be recommended by the Operations Manager and approved by the Executive Committee. Geographic area and not membership numbers shall determine the size of each region.

Section 2. Representation. Each region shall be represented by a Region Director who shall be appointed by the President, subject to confirmation by the Executive Committee. Should a vacancy occur in a Region Director office, the vacancy shall be filled by Presidential appointment subject to confirmation by the Executive Committee.

Section 3. Region Changes. The Executive Committee may modify regions as appropriate.

**Article XIV
INTERNATIONAL REPRESENTATIVES**

Section 1. General. To promote international relations and improve understanding of the Society among persons and organizations with an interest in photography, members outside of the United States may be designated International Representatives. Appointment shall be made by the Chairman of the International Affairs Committee or successor committee or by the President if such committee no longer exists.

Section 2. Procedures. International representatives shall act in a liaison capacity to promote the Society. A copy of specific responsibilities shall be given to each International Representative upon appointment. The International representative shall not obligate the Society in any way unless by prior approval of the Executive Committee.

**Article XV
HONORS**

Section 1. General. For purposes of assuring proper recognition of outstanding talents in and contributions to all fields of photography, and of service to the Society, this Society may create, establish, confer and perpetuate honors.

Section 2A. Honors. The honors of this Society shall be: (a). Associateship, (b). Fellowship, (c). Honorary Membership, and (d). Honorary Fellowship. Recipients of honors may append to their names these indications of their status: Associate, APSA; Fellow, FPSA; Honorary Member, Hon. PSA; and Honorary Fellow, Hon. FPSA.

The Associateship, Fellowship, Honorary Membership and Honorary Fellowship, unless revoked by the Board of Directors, shall be permanent.

Section 2B. Distinctions. The distinctions of this Society shall be Photographic Recognition, Proficiency and Photographic Recognition, Excellence. Recipients of distinctions may append to their names these indications of their status: PPSA for Recognition of Proficiency and EPSA for Recognition of Excellence. Proficiency and Excellence distinctions may be used only as long as the individual is a member of the Society.

Section 3. Proposals. Proposals for the Associateship, Fellowship, Honorary Membership and Honorary Fellowship shall be made to the Honors Committee

Application for Photographic Recognition distinctions shall be made to the Recognition of Photographic Achievement Committee (ROPA).

Section 4. Honors Committee. The Honors Committee shall be broadly representative of the interests and activities of this Society. It shall consist of eight (8) members in good standing, not less than four (4) of whom shall be Fellows, Honorary Members or Honorary Fellows. Members of the Honors Committee shall be appointed by the President, with the approval of the Executive Committee, for one (1) term of four (4) years on such basis that the terms of one (1) Fellow, Honorary Member, or Honorary Fellow and one (1) other member shall expire each year. The Honors Committee shall elect its own chairman and vice chairman annually. Appointments to unexpired terms are made by the President, with the approval of the Executive Committee.

Section 5. Procedures. Policies, practices, rules and regulations governing the awarding of the established honors shall be prepared by the Honors Committee, subject to review and approval by the Board of Directors as needed. The Honors Committee shall function subject to the following:

(a). Upon recommendation of the Honors Committee, a majority vote of the Board of Directors shall confer Honorary Memberships and Honorary Fellowships, in addition to any other such honors established in these Bylaws.

(b). Honors, except Honorary Memberships and Honorary Fellowships, shall only be conferred on members of this Society.

(c). The number of living Honorary Fellows shall not exceed twenty-five (25) at any one time.

(d). No member of this Society shall be prevented from nominating any other member for honors in accordance with prescribed rules and regulations.

(e). Upon conclusion of service in office without removal resulting from impeachment, each President shall become an Honorary Member.

Section 6. Reports and Announcements. The Honors Committee shall report of its activities to the Secretary at least annually. Official announcement of honors conferred shall be published as soon as practical in the official Society journal. In connection with conferred Associateships, Fellowships, Honorary Memberships and Honorary Fellowships, official announcements shall cite the accomplishments of the recipients upon which the honors are based.

Article XVI PUBLICATIONS

Section 1. Journal. This Society shall publish an official journal

Section 2. Other Publications. The Executive Committee may authorize the issuance of all other official publications of this Society. Divisions and Chapters may issue publications of interest to their members in the form of appropriate newsletters

Section 3. Responsibility. Publications of this Society, or of any unit thereof, shall be identified as to source and authority, and each publication, but not each issue of each publication, must be approved by the Executive Committee prior to distribution.

Article XVII FISCAL REGULATIONS

Section 1. General. All funds of this Society shall be held in the name of the Society, and except as may otherwise be provided shall be deposited in banks which are members of the Federal Deposit Insurance Corporation or placed with brokerage firms that are members of the Securities Investor Protection Corporation. Withdrawals, except as may otherwise be provided, shall require the signatures of any two (2) of the following corporate officers: President, Executive Vice President, Secretary, Treasurer, Operations Manager.

Important Society documents shall be retained in a safe deposit box in the name of the Society and subject to access by any two (2) of the following officers: President, Executive Vice President, Secretary, Treasurer, Operations Manager.

Section 2. Investments. The Investments Vice President with the concurrence of the Investment Committee may buy and sell securities consistent with the best interests of the Society.

Section 3. Insurance. The Treasurer shall be responsible for maintaining adequate insurance coverage for the Society.

Section 4. Budget. A budget covering Society operations and including the operations of the Chapters and Divisions shall be prepared annually under the direction of the Treasurer. The budget, with the concurrence of the Finance Committee, shall be submitted for Executive Committee approval at its spring meeting unless otherwise provided. The approved budget shall serve to guide management decisions throughout the applicable fiscal year.

The approved budget and any approved revisions thereof shall constitute the limit of authorized spending without the approval of the Finance Committee and the availability of adequate funds.

No new project can be approved by the Executive Committee unless adequate funding is available.

Section 5. Audit. The Treasurer shall arrange for the financial records of this Society and its operating units to be audited annually. The audit report shall be published in the Society journal.

Section 6. Fiscal Year. The fiscal year of this Society and its operating units shall run from July 1 through the following June 30 except as otherwise established by the Executive Committee.

Section 7. Taxes. The Treasurer shall be responsible for the timely payment of Federal, State and other taxes required by law.

Section 8. Logo. Periodic renewal of the Society's official logo shall be the responsibility of the Secretary and Treasurer. The Treasurer, with the Secretary, shall be responsible for ensuring the logo's appropriate use by all operating units of the Society.

Section 9. Resident Agents. The Treasurer shall annually request the Executive Committee's approval of resident agents for the Society's State of incorporation and State of Headquarters location

Section 10. Reserves and Restricted Funds. Except as the Executive Committee may otherwise require, the Treasurer shall maintain full reserves for all unearned regular and life member dues, for any refundable program deposits and for contingency conference meeting room fees.

The Treasurer shall be responsible for ensuring that all funds pertaining to restricted accounts established by the Executive Committee are properly accounted for according to the terms of their approved governing documents.

Section 11. Appraisals. Annual appraisals shall be conducted for the Photographic Collection and other assets of this Society.

Section 12. Postal Audit. The Operations Manager shall arrange for the annual audit by the U.S. Post Office, and shall report the results thereof to the Treasurer. Any necessary changes in Headquarters mailing procedures shall be promptly effected.

Section 13. Operations Manager. The Operations Manager shall be the supervising manager at Headquarters.

Section 14. Procedures. The Treasurer shall be responsible for establishing appropriate Society accounting procedures, including those for the Chapters and Divisions. Such procedures shall be consistent with generally accepted accounting principles.

Except as may otherwise be provided in governing documents approved by the Executive Committee, all income allocable to the Society shall be transmitted to Headquarters for deposit, and all Society obligations shall be paid by the Headquarters staff, under procedures established by the Treasurer and supervised by the Operations Manager. Except for employees, of which the Operations Manager is one, no non-member of the Society shall be permitted to handle Society funds.

Section 15. Reports. The Treasurer shall report to the Executive Committee at least annually on major Society operations and the status of Society investments, financial accounts and insurance coverage.

Article XVIII
SCOPE OF AUTHORITY

Section 1. General. No officer, official, member or employee of this Society shall commit this Society as a whole to any policy, agreement, responsibility, project, undertaking or expense without the approval of the Executive Committee.

No Chapter or Division shall purport to represent other than its own members without the explicit approval of the Executive Committee or Board of Directors.

Section 2. Publications, Presentations and Programs. Unless authorized by the Executive Committee, no officer, member, committee, Chapter or Division shall prepare, edit or issue any publication, presentation or program purporting to represent this Society.

Section 3. Delegation of Authority. With the approval of the Executive Committee, an elective officer of this Society may delegate a duty of his or her office to another officer, official, member or employee of this Society.

Article XIX RECALL, SUSPENSION AND EXPULSION

Section 1. General. Final authority for the suspension and expulsion of members of this Society and for the recall of officers or officials shall rest with the Board of Directors.

Section 2. Petition. Any fifty (50) or more members in good standing may petition the Board of Directors in writing for the recall of any officer of this Society, its Chapters and Divisions, or for the recall of any official or for the suspension or expulsion of any member. Such petition shall be in writing and all signatures thereon shall be notarized. The petition shall be filed with the President or Executive Vice President as appropriate. The petition shall clearly state the grounds upon which it is based

Section 3. Due Process. Upon receipt by the President or Executive Vice President of a proper petition, duly signed and notarized, for recall, suspension or expulsion that officer shall immediately notify the Board of Directors and the Board shall forthwith appoint a committee to investigate the charges and to report within three (3) months after appointment. The investigating committee shall afford appropriate due process to the officer or member named in the petition for recall, suspension or expulsion, and that person shall have not less than sixty (60) days within which to respond to the petition and to make his or her defense known to the Committee. The member so charged shall have the right to have an attorney of his choice represent him or her in the matter, and to be heard fully before the committee reaches its decision. If the committee reaches a decision adverse to the member, the member shall have the right to appeal that decision to the full Board of Directors, and the member will be afforded appropriate due process to be heard and make defense, either in person or by an attorney of his or her choosing. After full hearing of the matter, the Board shall make its decision, but the decision to recall, suspend or expel the officer or member must be made by a vote of three-fourths (3/4) of the entire Board of Directors then serving in office. The decision of the Board shall be final. Petitioners and the member or officer charged shall be notified of the decision of the Board promptly by the President or Executive Vice President, as appropriate.

Section 4. Reinstatement. The Board of Directors shall have the right, upon reconsidering evidence or upon receipt of additional information, to reinstate any member suspended or expelled or any officer or official removed from office. A three-fourths (3/4) vote of the full Board shall be necessary for such reinstatement. The President or Executive Vice President as appropriate shall be promptly notified of any such action, and shall thereupon notify the affected individual.

Article XX PARLIAMENTARY PROCEDURE

The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern all in-person meetings of this Society, its Board of Directors, Executive Committee, Chapters and Divisions, and shall apply in all other cases in which these rules are applicable and in which they are not inconsistent with the Bylaws of this Society.

**Article XXI
DISSOLUTION**

Dissolution of this Society, when such action is taken by the Board of Directors, shall be carried out in accordance with the laws of the State in which the Society is incorporated, under the supervision of the corporate officers. After paying or making provision for the payment of all Society obligations, and subject in all cases to applicable law, the remaining assets of the Society shall be disposed of to such organization or organizations selected by the Board of Directors as are operated exclusively for charitable or educational purposes and which at the time qualify as exempt under Section 501(c)(3) of the Internal Revenue Code or corresponding provision of any future Internal Revenue law, to be used to the extent reasonably possible for purposes consistent with or similar to the purposes of this Society.

**Article XXII
AMENDMENT OF BYLAWS**

Section 1. General. These Bylaws and amendments thereto shall constitute the basic rules and regulations of this Society.

Section 2. Method of Amending. These Bylaws may be amended by one of the following methods:

- (a). The Board of Directors may at any time amend these Bylaws by majority vote at any meeting of the Board.
- (b). The Executive Committee may propose an amendment to these Bylaws by majority vote and shall then submit the proposal to a vote of the Board of Directors at the next meeting of the Board or at a special meeting of the Board called for that purpose. A majority vote of the Board is required to approve the amendment.
- (c). Any member of this Society in good standing may submit in writing to the President a proposed amendment to these Bylaws. The President shall notify the Board of Directors of such proposal. If a majority of the Board agree, the proposed amendment shall, upon petition signed by not less than one hundred (100) members in good standing resident in at least three (3) regions, be submitted to the Society membership by appropriate means, including by mail ballot. If by mail ballot, such ballot shall be returned to Headquarters within sixty (60) days. A majority vote of those members voting upon the proposed amendment shall be required for adoption.

Section 3. Reintroduction. No provision of these Bylaws shall be construed as prohibiting the reintroduction of any proposed amendment(s) by provisions contained in this Article.

Section 4. Publication. These Bylaws and all amendments thereto shall be published periodically in an official publication of this Society. Officers and officials of this Society, its Chapters and Divisions, shall be responsible for ensuring that all amendments are incorporated into their rules of office.

Revised by MOTION #07BD1995 on April 20, 2007

Revised by MOTION #07BD2025 of September 8, 2007