

## PSA CHAPTERS BY-LAWS

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September 10, 2016

[Note: With the exception of the word 'Chapter', the capitalized names of committees and offices shall be understood to refer to Society committees and offices, not to those of the Chapters.]

### Article I

#### PURPOSES

**Section 1. General.** A Chapter is a local extension of the Photographic Society of America (PSA). The purpose of a Chapter is to promote the mission of PSA as specified by the PSA Mission Statement:

- To promote the art and science of photography as a means of communication, image appreciation, and cultural exchange.
- To provide education, information, inspiration, and opportunity for all persons interested in photography.
- To foster personal growth and expression, creativity, excellence, and ethical conduct in all aspects of photographic endeavor.

**Section 2. Service.** Chapters shall serve and support the individual PSA members of its area. Chapter meetings and activities are to foster a sense of identity or community for Chapter members through social and photographic interactions, and the sharing of common interests in photography and PSA. Chapter participation in the annual PSA Chapters Showcase shall be encouraged and supported by the Chapter leadership as an additional activity to promote a sense of community.

**Section 3. Retention.** Chapters shall provide information regarding PSA services and activities, and encourage Chapter members to participate in these services and activities. New PSA programs should be introduced to Chapter members.

**Section 4. Promotion/Outreach.** Chapters shall promote and encourage membership in PSA within the Chapter's geographical area, and communicate with area PSA-member camera clubs and councils whenever possible, including presentations to camera clubs regarding PSA and the Chapter.

**Section 5. Recognition.** Chapters should have a method to recognize Chapter members who provide service to the Chapter. This recognition may be in the form of a certificate, a proposal for a PSA Service Award, or a proposal for a PSA Honor.

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### Article II FORMING A CHAPTER

**Section 1. Procedure.** No less than ten (10) Society members in a local area may petition the Board of Directors for a charter as a PSA Chapter. Included in their petition shall be the names of the proposed Chapter officers and directors of standing committees, the Charter members, and minutes of the Organizational Meeting. The PSA Board of Directors may grant, modify, or reject any petition. The “Articles of Incorporation” and the “Procedures for Forming a Chapter” are Attachments to these By-Laws.

**Section 2. Startup Funds.** Upon request to the Treasurer, a newly chartered Chapter shall be eligible to receive startup funds.

### Article III MEMBERSHIP

**Section 1. General.** Only Individual PSA members may be a member of a PSA Chapter. A Chapter may identify its membership through its Chapter annual membership dues, or a Chapter may define its membership as the PSA individual members in its geographical area. PSA members may participate with only one Chapter in inter-Chapter activities or as a Chapter officer.

**Section 2. Membership List.** Chapters shall maintain a current list of the Chapter membership in order to identify the voting membership, potential officers and directors, and eligible participants in inter-Chapter activities.

**Section 3. Residence.** Chapter membership has no residence requirements.

**Section 4. Categories of Membership.** A Chapter may establish and offer different categories of Chapter membership: individual, joint, and youth.

**Section 5. Member in Good Standing.** A Chapter member is considered in “good standing” if they are a current PSA Individual member. If the Chapter has membership dues, the PSA Individual member must also be up-to-date with the Chapter’s dues.

### Article IV DUES

**Section 1. General.** Chapters have the option of collecting annual membership dues, which shall be in addition to the membership dues of the Society. Dues may be pro-rated for members applying after the start of the fiscal year, July 1. The fiscal year is from July 1 through June 30.

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**Section 2. Limitation.** Chapter dues shall not exceed 33% of the current one-year “Standard” Society membership.

**Section 3. Termination.** Each Chapter will have the option to terminate a Chapter membership if the Chapter dues are delinquent. Each Chapter will have the option to not include the delinquent member in the Chapter membership list until the delinquent dues are paid.

### Article V DUTIES AND PRIVILEGES OF MEMBERS

**Section 1. Duties.** Chapter members shall uphold the purposes of the Society and of the Chapter, and follow all applicable Society and Chapter By-Laws.

**Section 2. Privileges.** Chapter members in good standing shall enjoy all of the rights and privileges of such membership. Each member shall have the right to hold elective and appointed Chapter office and have one vote in Chapter elections subject to any restrictions stated elsewhere in this document. Further, each individual member has the right to participate in all Chapter activities and shall have the right to receive the official Chapter newsletter, if any.

### Article VI MEETINGS

**Section 1. General.** A Chapter shall hold a minimum of one meeting for its membership during each fiscal year, one of which is designated as the Annual Meeting.

**Section 2. Annual Meeting.** The Annual Meeting is to be held at about the same time every year. A membership quorum for Chapter Annual Meetings shall be 20% of the Chapter membership. Chapter officers are elected at the Annual Meeting in odd-numbered years by the membership present.

### Article VII EXECUTIVE COMMITTEE

**Section 1. General.** Chapter business shall be administered by a Chapter executive committee which is composed of the following persons: the elected Chapter officers and the director of each of the Chapter’s standing committees.

**Section 2. Meetings and Quorum.** The executive committee shall meet a minimum of one time each fiscal year, and additionally at the call of the chairman or at the request of any three (3) members of the executive committee. A majority of the executive committee members shall constitute a quorum. A Chapter executive committee may conduct its business by mail, email, or conference telephone call or video conference when necessary. The applicable rules for a

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quorum stated in these By-Laws shall be observed.

**Section 3. Procedures.** Chapters shall operate under these Chapter By-Laws which shall be consistent with the Society By-Laws. Procedures not covered in these documents shall be set forth in a Master Operating Manual (MOM) which may be different for each Chapter, but which must be consistent with all applicable regulations.

### Article VIII OFFICERS

**Section 1. General.** The minimum officers of a Chapter shall be a chairman, a vice chairman, a secretary, and treasurer. The offices of secretary and treasurer may be combined when necessary. Additional vice chairmen may be added as appropriate.

**Section 2. Duties.** The duties of each officer shall be those customarily associated with the office or as otherwise set forth in these By-Laws or in the respective MOMs.

**Section 3. Reports.** Annually or as otherwise required, the Chapter Chairman shall submit an Annual Report to the PSA Board of Directors through the Chapters, Clubs, and Councils Vice President (CCCVP). The report shall include an inventory of Chapter equipment, any recommendations of the Chapter, and may be presented to its Chapter membership.

### Article IX ELECTION OF OFFICERS

**Section 1. General.** Chapter officers shall be nominated and elected by the Chapter membership, in odd-numbered years. There are no restrictions of terms that a Chapter officer may serve.

**Section 2. Nominations.** Three months before the Chapter's Annual Meeting in each election year, the Chapter chairman shall appoint, with the approval of the executive committee, a nominating committee consisting of three Chapter members in good standing. The nominating committee shall submit its nominations for office to the executive committee 45 days before the Annual Meeting. Additional nominations may be made by the membership no later than 30 days before the Annual Meeting. All nominees must be Chapter members in good standing.

**Section 3. Elections.** Chapter members may cast a vote by secret ballot. Results shall be announced by the chairman and submitted to the CCCVP no later than August 31st of the election year. If an office is uncontested, the secretary shall cast the unanimous vote of the membership for that office. The terms of elected officers shall commence 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."

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**Section 4. Vacancies.** An office that is vacant for any reason shall be filled by appointment by the Chapter Chairman, with the approval of the Chapter's executive committee. If the office of chairman is vacated for any reason, the vice chairman will assume those duties, with approval of the Chapter's executive committee and the CCCVP. If the position cannot be filled by the vice chair, the executive committee can then, with the approval of the CCCVP, appoint a Chapter member to fill the position until an election can be held.

### Article X SPECIAL COMMITTEES

**Section 1. General.** Special committees may be established by the Chapter Chairman with the approval of the Chapter executive committee to meet special needs. Their respective duties shall be designated by the executive committee.

**Section 2. Terms.** The term of each special committee shall be set at the time the committee is established. Each special committee's term shall automatically expire on that date, or upon the earlier successful completion of its duties. The term of a special committee may be extended if necessary, upon approval of the executive committee.

### Article XI WEBSITES, NEWSLETTERS, AND SOCIAL MEDIA

**Section 1. General.** Each Chapter's newsletter and/or website shall display the PSA logo and provide contact information for the Chapter's executive committee chairmen and the directors of the standing committees. In following the purpose of Chapters in Article I, a link to the PSA website and membership is encouraged. The Chapter member responsible for maintaining and posting their Chapter's and PSA information must insure its accuracy and protect its members' privacy.

**Section 2. Social Media.** A Chapter may maintain a Facebook, Twitter and/or Instagram page/account. A Chapter may have a blog and include a link to the Chapter website and/or the PSA website webpage for the Chapter.

### Article XII FISCAL REGULATIONS

**Section 1. General.** Each Chapter shall operate under financial and reporting procedures established by the Finance Committee in a Chapter financial system outline approved by the Executive Committee. That document shall be an attachment to these By-Laws.

**Section 2. Fiscal Year.** The fiscal year of the Chapters shall be the same as the fiscal year of the Society, which runs from July 1 through the following June 30th. This budget is to include all anticipated income and expenses for the coming fiscal year.

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**Section 3. Filing of Annual Budget.** Each Chapter's treasurer shall prepare and submit an annual budget that includes the anticipated income and expenses for the coming year in March to the CCCVP in preparation for the PSA Board's April meeting.

**Section 4. Checking Accounts.** Chapter business shall be conducted with local checking accounts by following these procedures:

- All accounts must be with U.S. banks which are members of the Federal Deposit Insurance Corporation.
- Each check issued must bear the signatures of two of the elected Chapter officers, preferably the chairman and treasurer.
- Each account must have online access available to the PSA Treasurer.

**Section 5. Chapter Contracts.** Any formal agreements/contracts (e.g., for a meeting space, speaker fees, meals, bus) that a Chapter enters into must be submitted to PSA Headquarters immediately upon signing, as a backup to the Chapter's records.

**Section 6. PSA Insurance.** The Society carries two types of insurance, general liability and fidelity, which protects the Chapters and the Society. If a vendor requires evidence of Chapter liability coverage, the PSA Office Manager must be notified at least four weeks in advance. Certificates of Insurance are not provided to the Chapter unless a vendor makes a specific request to the Chapter.

**Section 7. PSA PayPal Account.** Chapters cannot establish a PayPal account. If a Chapter needs to collect funds online, PSA, to the best of its ability, will give the Chapters access to use a PSA PayPal account. The PSA Treasurer can provide assistance to the Chapters.

**Section 8. Joint Endeavors.** Any on-going endeavor involving two or more Chapters shall be covered by special procedures established by the Treasurer and the Chapters and approved by the Executive Committee. Such procedures shall be in addition to those pertaining to the Chapters separately.

### Article XIII SCOPE OF AUTHORITY

**Section 1. Limitation.** No Chapter shall purport to represent other than its own members without the approval of the PSA Board of Directors. No Chapter officer shall commit the Society to any policy or project without the approval of the PSA Board of Directors, or to any expense that is not contained in an approved budget.

**Section 2. Compliance.** Any action or inaction of a Chapter or Chapter officer that could jeopardize the Society shall be subject to review and action by the PSA Executive Committee and/or the Board of Directors.

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**Section 3. Liability.** Each participant in a Chapter event that occurs away from the usual meeting venue must submit a PSA Release and Indemnity Agreement, Assumption of Risk form to the event leader. These completed forms are then to be sent to PSA Headquarters for filing and held for three years. Should an accident or incident occur during this event, an Accident Report form and a First Aid Treatment form must also be submitted to PSA immediately. All three of these forms are appended to these By-Laws.

### Article XIV PARLIAMENTARY AUTHORITY

The rules contained in the latest edition of *Robert's Rules of Order, Newly Revised* shall govern all Chapter meetings and conduct of business in all cases in which they are not inconsistent with Society and Chapter By-Laws and attachments thereto.

### Article XV DISSOLUTION

**Section 1. General.** A Chapter may choose to dissolve, by sending written notice of its intent to the CCCVP. A dissolving Chapter must pay all of its financial obligations in full and then send its remaining funds and other assets, including equipment, to PSA Headquarters, together with a list of such assets, closing bank statement and canceled checks and other financial records.

**Section 2. Board Action.** Official dissolution of a Chapter requires approval by the PSA Board of Directors, on recommendation from the Executive Committee. The Board may, for adequate reason, void any previously granted Chapter charter.

**Section 3. Funds.** The funds of a dissolved Chapter shall be placed with the general funds of the Society.

### Article XVII AMENDMENT OF BY-LAWS

**Section 1. General.** Amendment of these By-Laws may be initiated by the PSA Board of Directors or by the Chapters. All proposed amendments, to become effective, shall be approved by the PSA Board of Directors. No proposal is in order that would place the Society's exempt status in jeopardy. Any proposal with financial implications shall be reviewed by the Treasurer or Finance Committee before submission to the PSA Board of Directors for approval.

**Section 2. Chapter Procedures.** The amendment shall be proposed in writing by the chairmen of at least one-third (1/3) of the chartered Chapters and sent to the Chapters Services Committee Chairman and the CCCVP. If the proposed amendment is deemed to be in order, it shall then be submitted to the PSA Board of Directors for approval or rejection. Notice of the PSA Board of Director's action shall be provided to the Chapters by the CCCVP.

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### **ATTACHMENTS TO THESE BY-LAWS**

ARTICLES OF ASSOCIATION

PROCEDURES FOR FORMING A CHAPTER

CHAPTER FINANCIAL SYSTEM OUTLINE            effective    January 2016

RELEASE AND INDEMNITY AGREEMENT, ASSUMPTION OF RISK FORM

ACCIDENT REPORT FORM

FIRST AID TREATMENT FORM

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