

**BYLAWS
of
The Photographic Society of America**

**Article I
PURPOSES (MISSION STATEMENT)**

The Photographic Society of America (PSA) promotes the art and science of photography as a means of communication, image appreciation and cultural exchange.

PSA provides education, information, inspiration and opportunity for all persons interested in photography.

The Society fosters personal growth and expression, creativity, excellence and ethical conduct in all aspects of photographic endeavor.

**Article II
MEMBERSHIP**

Section 1. General. This Society shall be a membership organization, enrolling individuals, and organizations 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) Organization members are clubs, councils, societies, institutions and groups having activities and interests consonant with those of this Society.

(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 who, in lieu of dues, made prescribed contributions to the Society's 1949-1950 Building Fund and were so designated by the Board of Directors.

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

(e) Honorary Fellows are PSA members 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 past due and 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 a Chapter, or participate in member activities.

Section 3. Arrears. A member whose dues shall remain unpaid on the expiration date shall have the membership lapsed. A member whose dues shall remain unpaid at the end of the month next following the expiration date shall have his/her membership dropped and will be removed from the active membership database.

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, to have online access to the Society's website, including the Society's journal, and to have such privileges as may otherwise be established by the Board of Directors.

(b) Each organization member will designate one person as its official representative.

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. Unless a super majority is specifically required in these Bylaws, the vote of a majority of the votes entitled to be cast by the Members present at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the Members. A vote to amend the Articles of Incorporation of the Photographic Society of America shall require a majority vote.

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. The International Relationships Vice-President shall be limited to one term in that office. All other members of the Board of Directors shall not be eligible to serve more than three (3) 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 eleven (11) Vice Presidents: Chapters, Clubs and Councils; Conference; Divisions, Exhibition Services; Information Technology; International Relationships; Image Collections; Investments; Membership; Public Relations; and Publications. Each of the named officers shall be elected by the membership.

Section 3. Officials. The Office 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 or officials including Chapter and Division officers or officials of this Society shall be compensated for serving in office, with the exception of the Office Manager. Society officers and officials 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, and its Executive 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.

(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 supervise the PSA Headquarters staff and shall be responsible for keeping in permanent form at the offices of the Corporation 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 or the Society's website, 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 Conference Vice President shall recommend locations and dates for Society's international and regional conventions, conduct hotel negotiations and supervise the work of the committee that manages 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 supervise 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 Image Collections Vice President shall be responsible for the Society's image collections.

(6) The Information Technology Vice President shall be responsible for policy and procedures relating to the operation of the PSA Website, and technology contract administration. The IT Vice President also has primary supervisory responsibility for overseeing the activities of the Web Editor, and oversight of contractors on contract software/system development.

(7) The International Relationships Vice President shall represent and promote the interests of the Society members who are domiciled or located outside of North America (United States and Canada), establish and maintain good relationships with such members, and advocate for Society member services to apply to all such members. The International Relationships Vice President shall supervise the Society Ambassadors, its Liaison Officers, and its Translation Services Committee.

(8) The Investments Vice President shall perform the duty of managing the investment accounts of the Society and any such other duties delegated by the President, Finance Committee, Board of Directors and these Bylaws. The Investments Vice President shall be a Trustee of the PSA Endowment Funds, a member of the Finance Committee and shall provide twice yearly reports to the Finance Committee.

(9) The Membership Vice President shall supervise the operations of Area Membership Directors, recommend ways to enhance the value of Society membership to old and new members, and recommend and develop programs to promote membership acquisition and retention.

(10) The Public Relations Vice President shall be responsible for increasing public visibility and awareness of PSA, and for maintaining PSA's favorable public image. The Public Relations Vice President shall supervise the Public Relations Committee, and the Historical Research Committee.

(11) 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.

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 and the Board of Directors as the Executive Committee and Board of Directors may direct from time to time. The Office Manager shall report on a routine basis to the Finance Committee and on an annual basis to the Executive Committee and Board of Directors 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 Board of Directors. Vacancies in Area Membership Director and International Representatives, Lead Country International Representatives, and chair and members of the Asian and European Affairs Committees, are covered in Art XIII and Art XIV below. Vacancies in the Division officer positions shall be filled as provided for in the Bylaws of the Divisions.

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 eight (8) members shall be appointed by the President of the Society with approval of the Board of Directors, with two (2) members appointed each year. Appointees shall serve four (4) 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 Nomination.

(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, comprised of the Presidential appointees (a temporary committee which automatically ceases to exist after completion of its temporary duties) 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 or electronic 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 Election 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 (2) candidates and a plurality vote is necessary for election with three (3) 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) Division Bylaws. 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 Society Officers and all Vice Presidents of the Society. 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. Actions by written consent and conference telephone meetings are more fully covered in Article XXIII.

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 written ballot or appropriate electronic means, mailing or otherwise delivering the written or electronic ballot to the Secretary. Unless a super majority is specifically required by these Bylaws, the vote of a majority of the votes entitled to be cast by the Directors present at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the Board of Directors.

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 Office 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. Delegation of Board Authority to Executive Committee. (to be determined).

Article IX

EXECUTIVE COMMITTEE, FINANCE COMMITTEE, EMPLOYEES INELIGIBILITY FOR ELECTIVE OR APPOINTIVE OFFICE

Section 1. Executive Committee. 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. The Executive Committee shall report semi-annually to the Board of Directors or at such other times as circumstances may warrant.

(a) Composition. The Executive Committee shall be composed of the President, Executive Vice President, Secretary, and Treasurer.

(b) 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.

(c) 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.

(d) Quorum. Presence of three (3) members shall constitute a quorum for any meeting of the Executive Committee. The vote of a majority of the votes entitled to be cast by the Members present at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the Executive Committee.

(e) Minutes. Minutes of the Executive Committee shall be kept at Headquarters.

(f) Contracts. The Executive Committee may enter into contracts when it deems it is in the Society's best interest to do so, and such contracts may be signed by the President or an officer of the Society designated by the President.

Section 2. Finance Committee. The Finance 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.

(a) Composition. The Finance Committee shall be composed of the President, Executive Vice President, Secretary, Treasurer and Investments Vice President, with the Treasurer as its Chairman.

(b) Meetings. The Finance Committee shall hold at least two meetings each year. The annual meeting shall be held at the Society's International Conference. Other Finance Committee meetings shall be held at the call of, and at times and places designated by, the Treasurer. All meetings of the Finance Committee shall constitute closed sessions, but others may be invited by the Treasurer.

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

(d) Quorum. Presence of three members shall constitute a quorum for any meeting of the Finance Committee. The vote of a majority of the votes entitled to be cast by the Members present at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the Finance Committee.

(e) Reports of Meetings. Reports of Meetings of the Finance Committee shall be published in the form of Minutes as soon as practicable.

(f) Minutes. The Minutes of the Finance Committee shall be kept at Headquarters.

(g) Contracts. The Finance Committee shall not enter into contracts but contracts shall be referred to the Executive Committee (see Section 1 f above).

Section 3. Employees Ineligibility for Elective or Appointive Office. 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 holding such office is specifically authorized in these Bylaws.

Article X COMMITTEES

Section 1. General. Board Appointed Standing Committees and Positions, which promote specified activities or functions, and Special Committees, which 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. Board Appointed Committees, comprised of one or more members, and Board Appointed Positions are listed below by Committee or Position name, supervising Director, and term of office of Committee Members or Position:

| <u>Committee or Position</u> | <u>Supervising Director</u> | <u>Term</u> |
|--------------------------------------|---|-------------|
| Ambassador for Asia | International Relationships Vice President | 2 |
| Ambassador for Europe | International Relationships Vice President | 2 |
| Bylaws | Secretary | 2 |
| Clubs Services | Chapters, Clubs and Councils Vice President | 2 |
| Chapters Services | Chapters, Clubs and Councils Vice President | 2 |
| Councils Services | Chapters, Clubs and Councils Vice President | 2 |
| Digital Programs | Image Collections Vice President | 2 |
| Director of Development | Investments Vice President | 2 |
| Editorial Awards | Publications Vice President | 2 |
| Educational Services | Executive Vice President | 2 |
| Elections | Secretary | 2 |
| Ethics Review Board | Secretary/Executive Vice President | 5 |
| Exhibition Standards | Exhibition Services Vice President | 2 |
| Greenhood Scholarships and Grants | Executive Vice President | 5 |

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| Historical Research | Public Relations Vice President | 2 |
| Honors | Secretary | 4 |
| Internal Auditor | Treasurer | 2 |
| International Conference | Conferences Vice President | 2 |
| International Understanding Through Photography | President | 5 |
| Investments | Investments Vice President | 2 |
| Lifetime Achievement Award | President | 5 |
| Nominating | Secretary | 4 |
| North American Membership | Membership Vice President | 2 |
| Planned Giving | Investments Vice President | 4 |
| Progress Medal | President | 5 |
| Projected Image Collections | Image Collections Vice President | 4 |
| PSA Exhibition | Exhibition Services Vice President | 2 |
| PSA Print Collection | Image Collections Vice President | 4 |
| Public Relations | Public Relations Vice President | 2 |
| Recognition of Photographic Achievement | Exhibition Services Vice President | 2 |
| Resident Agent – Illinois | Treasurer | 2 |
| Resident Agent – Oklahoma | Treasurer | 2 |
| Service Awards | Executive Vice President | 5 |
| Society Recognition Awards | Executive Vice President | 5 |
| Star Ratings | Exhibition Services Vice President | 2 |
| TOPS | Image Collections Vice President | 2 |
| Translation Services | International Relationships Vice President | 2 |
| Travel Aides Director | Image Collections Vice President | 2 |
| Volunteer Services | Executive Vice President | 2 |
| Who's Who | Exhibition Services Vice President | 2 |
| Youth Photography Showcase | Chapters, Clubs and Councils Vice President | 2 |

Section 2. Personnel. Chairmen of all Board Appointed Committees, except as otherwise provided in these Bylaws, shall be appointed by the Society President for the current term of his or her office, subject to the approval of the Board of Directors. Chairmen and Members of all Special Committees shall be appointed by the President, with the approval of the Board of Directors. The Society President may delegate to the Committee Chairman the authority to select Committee Members and the Chairman shall promptly report the names of the Committee Members they select, to the President and to 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. Article IX sets forth the operating procedures of the Executive Committee (Article IX Section 1) and the Finance Committee (Article IX Section 2). Unless otherwise specifically required in these Bylaws, the vote of a majority of the votes entitled to be cast by the

Members in any of these Committees shall be necessary for the adoption of any matter voted upon by the Committee Members.

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. Division membership shall be determined by the criteria in the Universal Division Bylaws

Section 3. Organization. Each Division shall be administered by Division officers, and an executive committee under standard Division Bylaws approved by the Division 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 include: a Chairman; a First Vice Chairman and a Second Vice Chairman, or one Vice Chairman; a Secretary and a Treasurer, but the offices of Secretary and Treasurer may be combined. Division officers shall be nominated and elected by the Division membership under procedures approved by the Division 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 Board of Directors, 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 Board of Directors through the Division's Vice President as requested or required by the Board of Directors.

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 through smaller, more local units, ten (10) or more members 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 Board of Directors, 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. 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 Board of Directors. 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 Board of Directors, each Chapter shall operate to promote the interests of its membership. Financial procedures for Chapter operations shall be prescribed by the Society Treasurer and approved by the Board of Directors.

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

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, any outstanding Society equipment including hardware shall be returned to Headquarters and any images and software will be returned to the Society (prints, slides or digital images given to the Society or to one of its Divisions).

Article XIII REGIONS AND MEMBERSHIP AREAS

Section 1. General. For purposes of promoting the general welfare of this Society through encouragement of member participation in its activities, the world shall be divided into regions, except in North America (consisting of the United States and Canada), which shall be divided into multi-state or multi-province membership areas, respectively.

- (a) **World-wide Regions:** The number of regions and their boundaries shall be recommended by the Membership Vice President and approved by the Board of Directors.
- (b) **North American Membership Areas:** The number of membership areas and their boundaries shall be recommended by the Membership Vice President and approved by the Board of Directors.

Section 2. Representation.

- (a) **World-wide (except North America):** The Area Membership Director shall be appointed by the Membership Vice President and approved by the Board of Directors. Vacancies in the Region Director position will be handled in the same way. There is no specific term for this position.
- (b) **North America:** Each Membership Area shall have three levels of membership volunteers: an Area Membership Director, State or Province Membership Directors, and, as necessary, Assistant State or Province Membership Directors.
 - (1) Each Area Membership Director shall be appointed by the President and approved by the Board of Directors. The term for this position is two years. All Area Membership Directors shall serve as members of the North American Membership Committee, a PSA standing committee. Each Area Membership Director shall also serve as the Chairman of his Area Membership Committee.
 - (2) Each State or Province Membership Director shall be appointed by the Membership Vice President and approved by the Board of Directors. The term for this position is two years. Each State or Province Membership Director shall serve on his Area Membership Committee. Each State or Province Membership Director shall also serve as the Chairman of his State or Province Membership Committee.
 - (3) Each Assistant State or Province Membership Director is appointed by the State or Province Director. There is no specific term for this position. Each Assistant Director shall also serve on the State or Province Membership Committee.

**Article XIV
HONORS AND DISTINCTIONS**

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 and distinctions.

Section 2A. Honors. The honors of this Society shall be:

- (a) Associateship;
- (b) Fellowship;
- (c) Honorary Member; and

(d) Honorary Fellowship.

Recipients of honors may append to their names these indications of their status: Associate, APSA; Fellow, FPSA; Honorary Member, HonPSA; and Honorary Fellow, HonFPSA.

The Associateship, Fellowship, Honorary Member and Honorary Fellowship honors, unless revoked by the Board of Directors, shall be perpetual.

Section 2B. Distinctions. The distinctions of this Society shall be governed by the Recognition of Photographic Achievement Award Program ("ROPA"). The following are the distinctions available to Society Members:

Proficiency– 288 acceptances in PSA recognized exhibitions
Excellence – 700 acceptances in PSA recognized exhibitions
Master – 1,500 acceptances in PSA recognized exhibitions
Grand Master – 3,000 acceptances in PSA recognized exhibitions
Grand Master/Bronze – 5,000 acceptances in PSA recognized exhibitions
Grand Master/Silver – 7,000 acceptances in PSA recognized exhibitions
Grand Master/Gold – 9,000 acceptances in PSA recognized exhibitions
Grand Master/Platinum – 11,000 acceptances in PSA recognized exhibitions

Recipients of distinctions may append to their names these indications of their award: Proficiency, PPSA; Excellence, EPSA; Master; MPSA , Grand Master, GMPSA, Grand Master/Bronze, GMPSA/B, Grand Master/Silver, GMPSA/S, Grand Master/Gold, GMPSA/G, and Grand Master/Platinum, GMPSA/P.

The Proficiency, Excellence, Master, and various Grand Master awards. unless revoked by the Board of Directors, shall be perpetual.

Participation and success in PSA-recognized exhibitions is only one of many ways in which proficiency may be demonstrated.

Section 3. Proposals. Proposals for the Associateship, Fellowship, Honorary Member 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. The operation of the Honors Committee is governed by only two documents: (a) the PSA Bylaws, which govern the whole Society, and (b) the Honors Committee Operating Manual, which represents the agreements between the PSA Board of Directors and the Honors Committee about how to implement the program of honors outlined in the PSA Bylaws. No unwritten rules are binding on the Honors Committee.

Section 5. Procedures. Policies, practices, rules and regulations governing the awarding of the established honors shall be prepared by the Honors Committee and set forth in the Operating Manual, 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 Members and Honorary Fellowships, in addition to any other such honors established in these Bylaws.

(b) Honors shall only be conferred on members of this Society.

(c) The number of living Honorary Fellows shall not exceed twenty-five 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. Members of the Board of Directors in office will not be allowed to propose or endorse for Society honors, but may propose or endorse Society Recognition Awards and Service Awards. Spouses, partners, family members and members of the same household will not be allowed to propose or endorse for Society honors.

(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 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 Members and Honorary Fellowships, official announcements shall cite the accomplishments of the recipients upon which the honors are based.

Article XV PUBLICATIONS

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

Section 2. Other Publications. The Board of Directors may authorize the issuance of all other official publications of this Society. Divisions, Chapters and committees 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 Board of Directors prior to distribution.

Article XVI 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, Office Manager. Important Society documents may 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, Office 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 Board of Directors 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 Board of Directors 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 Board of Directors.

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

Section 8. Logos (Trademarks) and Tradenames. Periodic renewal of the Society's official logo (trademark) and tradename shall be the responsibility of the Secretary and Treasurer. The

Treasurer, with the Secretary, shall be responsible for ensuring the logos' 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 (Illinois) and State of Headquarters location (Oklahoma).

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. Periodic appraisals shall be conducted for the Photographic Collection and other assets of this Society.

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

Section 13. Office Manager. The Office Manager shall be the supervising Official 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 Office Manager. Except for employees, of which the Office 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 and the Board of Directors at least annually on major Society operations and the status of Society investments, financial accounts and insurance coverage. The Investments Vice President shall report to the Board of Directors at least once annually on the Society investments.

Article XVII 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 elected officer of this Society may delegate a duty of his or her office to another officer, official, member or employee of this Society.

Article XVIII RECALL, SUSPENSION AND EXPULSION

Section 1. General and Authority of the Board of Directors Final authority for the suspension and expulsion of members of this Society and for recall of officers, directors or other officials shall rest with the Board of Directors. Any officer, director or other official may be removed from office by a vote of three-fourths (3/4) vote of the Board of Directors present at a duly-called meeting at which a quorum is present, subject to the right of the person sought to be removed, to be heard and make a 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, which shall be final. The person sought to be removed will be informed of the decision promptly after the decision is made, by the President or Executive Vice President, as appropriate.

Section 2. Petition Method and Due Process.

(a) Any fifty (50) or more members in good standing may petition the Board of Directors in writing for the recall of any officer, director or other official of this Society, its Chapters and Divisions, 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.

(b) Upon receipt by the President or Executive Vice President of a proper petition, duly signed and notarized, for recall, suspension or expulsion of an officer, director or other official, 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, director, other official or member named in the petition for recall, suspension or expulsion, and that person shall have sixty (60) days within which to respond to the petition and to make his or her defense known to the Committee. The officer, director, other official or member so charged shall have the right to have an attorney of his or her 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 officer, director, other official or member, he or she shall have the right to appeal that decision to the full Board of Directors, and he or she 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, director, other official 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 officer, director, other official or member charged shall be notified of the decision of the Board promptly by the President or Executive Vice President, as appropriate.

Section 3. 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, director, or other 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 XIX 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 XX 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 XXI 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 duly called meeting of the Board at which a quorum is present.

(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 duly called meeting of the Board or special meeting of the Board called for that purpose, at which a quorum is present. 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.

Article XXII
ACTION WITHOUT A MEETING;
MEETINGS BY CONFERENCE TELEPHONE

Section 1. Actions Without a Meeting. Any Society action required or permitted by the Bylaws to be voted upon or approved at a duly called meeting of Directors or Committee Members may be accomplished without a meeting by written consent, in hard copy or in electronic form. The minimum number of Directors or Committee Members required to sign the written consent (by signature on hard copy consent or typed name in electronic form consent) to authorize or take the action identified in the consent, is the same as the minimum number of votes that would be necessary to authorize or take such action at a meeting of Directors or Committee Members at which all persons entitled to vote on the proposed action were present and voted. (As an example, a consent to action signed by 8 Directors of the total of 15 Society Directors, would have the same effect as a vote by 8 Directors of the 15 Society Directors at a Directors' Meeting where a majority vote is required; or in the case of a Committee of 5 Members, a consent signed by 3 of the 5 Members would have the same effect as a vote by 3 of the 5 Members at a Committee Meeting, where a majority vote is required.) Such consents may be executed in counterpart (where each Director or Committee Member can deliver a separate signed consent signature page). Action taken by unanimous consent of the Directors or a

Committee is effective when the last Director or Committee Member executes the consent, unless the consent specifies a different effective date. Action taken by non-unanimous consent of the Directors or Committee Members is effective when the minimum number of consents sufficient to authorize taking the action, have been delivered. Delivery is to be made to the person designated in or with the consent.

Section 2. Meetings by Conference Telephone. Members of the Board of Directors or Members of a Committee may participate in or conduct their respective meetings by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time, and participation in a meeting by such means shall constitute presence in person at such meeting.

Article XXIII
LIMITATION OF LIABILITY OF DIRECTORS AND OFFICERS

A Director or Officer of this Corporation shall have no liability to the Corporation or its Members for monetary damages for conduct as a Director or Officer resulting from the exercise of judgment or discretion in connection with his or her duties, as long as there is no willful or wanton conduct with the intention of causing harm or shows indifference to or conscious disregard for the safety of others or their property, or involves a knowing violation of law, or for any transaction from which the Director or Officer will personally receive a benefit in money, property or services to which the Director or Officer is not legally entitled, and the Directors and Officers shall receive the maximum protection afforded by the general Not for Profit Corporation Act of 1986 of the State of Illinois, as now stated or hereafter amended.

Article XXIV
INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Photographic Society of America shall indemnify each Director and Officer, including former Directors and Officers, against all expenses, including any fines imposed, settlements paid or attorney's fees incurred in a lawsuit involving the Corporation brought by a third party. If a Director or Officer is successful on the merits or otherwise in defending any legal action, he or she shall be indemnified against reasonable expenses, including attorney's fees, to the full extent permitted by the laws of the State of Illinois.