

**Photographic Society of America**  
**BOARD OF DIRECTORS**  
**MASTER OPERATING MANUAL (MOM)**  
**October 2020**

**INDEX**

GENERAL RESPONSIBILITIES .....	3
THE BOARD OF DIRECTORS .....	3
Conduct in Office .....	4
Executive Committee .....	4
Directors .....	4
Officials .....	4
Past President .....	4
ELECTION OF OFFICERS AND DIRECTORS .....	5
Nominating Committee .....	5
Election .....	6
Term of Office .....	6
Member-at-Large .....	6
REQUIRED MEETINGS .....	6
DUTIES OF THE OFFICERS AND DIRECTORS .....	6
President .....	6
Executive Vice President .....	6
Secretary .....	7
Treasurer .....	7
Chapters, Clubs, and Councils Vice President (CCCVP) .....	7
Divisions Vice President (DVP) .....	7
Exhibition Service Vice President (ESVP) .....	7
Image Collections Vice President (ICVP) .....	7
Information Technology Vice President (ITVP) .....	7
International Relationships Vice President (IRVP) .....	8
Learning and Technology Vice President (LTVP) .....	8
Membership Vice President (MVP) .....	8
Publications Vice President (PVP) .....	8
Reports .....	8
THE MANAGEMENT OF THE SOCIETY .....	9
Motions .....	9
Semi-Annual Meetings .....	9
COMMITTEES .....	9

POLICIES	.....	10
PROGRAMS	.....	10
Appendix A	Committees URL	..... 10
Appendix B	Policies ULRs	..... 10
Appendix C	Programs URLs	..... 11

**MASTER OPERATING MANUAL (MOM)**  
**for the**  
**PSA BOARD OF DIRECTORS (BOD)**

**October 2020**

This manual is to be used in conjunction with the PSA Bylaws as Approved 10/14/2017. The Society's Bylaws are available on the PSA Website at:

<https://psa-photo.org/index.php?psa-policies>

The PSA Bylaws provide the rules by which the Society is governed. The Bylaws give the organization its structure, guide its operations, and set forth the mission statement for the Society. As such they are a legal document and are not easily revised. This MOM on the other hand, is a guide for the PSA Board operations and as such, can be easily revised by a majority vote of the Board of Directors.

In order to keep separate what can easily be changed by a simple vote of the majority of the Board members, parts of the LEGALLY RESTRICTED Bylaws are not included here, but reference is made to them. To successfully run the organization, both documents must be read together.

**GENERAL RESPONSIBILITIES**

The Board of Directors of the Photographic Society of America has the responsibility to:

1. Promote the art and science of photography as a means of communication, image appreciation and cultural exchange.
2. Provide education, information, inspiration and opportunity for all persons interested in photography.
3. Foster personal growth and expression, creativity, excellence, and ethical conduct in all aspects of photographic endeavor.

**THE BOARD OF DIRECTORS**

The affairs, business, and all legal matters of the Society shall be managed by its Board of Directors.

Directors are legally required to fulfill the following fiduciary duties to the Society:

1. Duty of Diligence. Directors ultimately hold full non-delegable responsibility for the Society's actions and well-being.
2. Duty of Loyalty. Directors must always act in the best interests of the Society.
3. Duty of Obedience. Directors are required to ensure that the Society's activities adhere and conform to the charitable purposes set forth in the Society's purpose and to utilize the Society's assets for the best interest of its members.

*For a further description of these duties, please refer to Bylaws of the Society, pg. 7 and 8, Article VI, Section E.*

**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 of the Society and procedures established in the PSA Bylaws and this BOD MOM, and shall perform the duties specified therein.

**Executive Committee.** The Officers of the Society shall be the Executive Committee which will consist of the President, Executive Vice President, Treasurer, Secretary, and an at-Large member chosen from the Board of Directors. Only individuals who are citizens of either the United States or Canada, and who have their principal place of residence in either the United States or Canada, may serve as Officers of the Society.

*See page 14, Article X, Section A through C.*

**Directors.** The Directors of the Society shall consist of the Executive Committee Officers plus the elected Board. The Board of Directors shall be composed of eleven (11) Directors and may be increased to sixteen (16), without amending the Bylaws, by resolution of the Board.

It shall be each Director's duty to be familiar with this Master Operating Manual and the Bylaws of the Society.

**Officials.** The Office Manager shall have the status of "Official of the Society" for the purposes of signing checks, using the PSA credit card, serving as an authorized user of the PSA PayPal account and transacting such other business for PSA as is necessary for the operations of the Society. The Board may approve and assign other such duties to be undertaken by the Office Manager, at which time those duties will be added to this MOM.

The Office Manager shall be the supervising Official at PSA Headquarters and reports to the Executive Vice President.

The Office Manager is responsible to the Treasurer for all financial and accounting functions. However, for all other office functions, the Executive Vice President will be the supervising officer for the Office Manager.

All communications to and from PSA Headquarters are the property of PSA and as such any officer may have access to such communications.

**Past Presidents.** Past Presidents cannot serve on the PSA Board of Directors. A Past President is titled President Emeritus and can be asked to serve a role representing PSA but not as a member of the Board of Directors. The immediate PSA past President shall act in an advisory role and may attend the two Board meetings during the first year following their term of office.

## **ELECTION OF OFFICERS AND DIRECTORS**

**Nominating Committee.** For the election of Society Officers and Directors, a Nominating Committee of eight (8) members shall be appointed by the President of the Society with approval of the Executive Committee, with two (2) members appointed each year as two members come off. Appointees shall serve four (4) years. The Committee shall select its own Chairman annually. No member or family member of the Board of Directors shall be a member of the Nominating Committee. The Nominating Committee should have good geographical diversity, and the Committee should consult with the President and the Executive Vice President when it comes time to nominate BOD members. The Nominating Committee will publish the slate of candidates in the *PSA Journal* in September of even numbered years. *The Nominating Committee will follow the procedural direction found in the Bylaws, page 7, Section D.*

Directors shall be elected in even years to assume office in odd years. The Board of Directors shall elect directors at the regular fall meeting from the slate of candidates presented to it by the Nominating Committee. Votes shall be taken by written ballot, prepared by the PSA Secretary, and not a voice vote. The President shall appoint three (3) Board of Director members to count the votes.

Schedule Timeline:

- **May of even-numbered year** – receive any nominations from the membership
- **July of even-numbered year**– send list of the slate to the *PSA Journal* and the PSA Secretary and President.
- **September of even-numbered year** – publish the slate in the form of a list in the *PSA Journal*
- **Fall BOD meeting of even years** – elect BOD
- **Conclusion of Fall Photo Festival of odd-number years** – assume BOD office

**Term of Office.** With the exception of the International Relationships Vice-President, Directors shall be elected for one (1) term of two (2) years and shall not be eligible to serve more than three (3) consecutive terms in the same office. A BOD member appointed to fill a vacancy has the ability to still complete the allowed three two-year terms. All Directors 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 (IRVP) will have the same terms of office as the PSA Board of Directors which is three two-year terms. The term can be extended based on the majority approval of the PSA Executive Committee. There would be no limit on the term extension granted. The International Relationships Vice President will be included in the slate of officers in the September *PSA Journal*.

**Member-at-Large.** Following the election of the new Board of Directors, the Officers shall nominate and vote by ballot for the Member-at-Large of the Executive Committee. When voting, the Officers shall bear in mind the Director's experience, PSA knowledge, and availability of the candidate. Members of the Executive Committee must be available at least once a month for conference call votes on motions pertaining to the management of the Society. The Member-at-Large of the Executive Committee shall serve for one two-year term and may be re-elected for not more than three (3) terms.

### **REQUIRED MEETINGS**

*Meetings will be held in accordance with the bylaws as set forth in Article VII, pages 9, 10, and 11, Sections A through I.*

All Directors must be available for two (2) face-to-face meetings per year: at the annual conference and the spring meeting at headquarters in Oklahoma City, OK. All meetings shall be conducted following the **Democratic Rules of Order**. The Secretary will provide for proper notice of all meetings. The PSA Office Manager will be responsible for accommodations and notification of same to all the Directors.

### **DUTIES OF THE OFFICERS AND DIRECTORS**

*Please refer to the PSA Bylaws page 13, Article IX.*

For a complete listing of each Director's responsibilities, please refer to their individual Master Operating Manuals, a copy of which resides at PSA Headquarters and on the PSA Website: <https://psa-photo.org/index.php?forms>. 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. The listing here is not meant to be a complete list of their duties. BOD members may not hold other PSA positions while in office other than filling in for their own areas of responsibility, if necessary.

**President** shall promote the general welfare of the Society; perform all duties customarily pertaining to the office; preside at meetings of the Society, its Board of Directors, and its Executive Committee; and otherwise serve as required by the Executive Committee, the Board of Directors, and the exigencies of the office and provisions in the Bylaws.

**Executive Vice President** shall succeed the President in the event the President becomes unable to perform the functions and duties of the office. The Executive Vice President shall have such powers and duties as assigned by the President, the Executive Committee, and the Board of Directors; and shall have the responsibility of supervising the headquarters staff, overseeing the Service Awards Director, the Nominating Committee, and the Portfolio Distinctions program.

**Secretary** shall perform the duties inherent in the office as set forth in the Bylaws, and any other duties delegated by the President, Executive Committee, or Board of Directors. The Secretary shall be responsible for keeping the official meeting minutes of the Executive Committee, Board of Directors, Finance Committee, Investment Committee, and Annual and Special Meetings of the membership, in permanent form at PSA Headquarters. In addition, the Secretary shall see that notices are given in accordance with the Society's Bylaws or as required by law.

**Treasurer** shall be responsible for the treasury function and financial concerns of PSA. The Treasurer shall supervise the preparation of the annual Society budget and submit a financial report to the Board of Directors at each of its two regularly scheduled meetings. The Treasurer also serves as a member of the Executive Committee and chairman of the Finance Committee and the Investment Committee, and oversees the Gifts and Legacies Committee and the Grants Committee.

**Chapters, Clubs, and Councils Vice President (CCCVP)** shall supervise the activities of the Chapters Services Committee, the Clubs Services Committee, the Councils Services Committee, the Youth Showcase Committee, the Photographic Alliance of America (PAA), and any other activity of the CCC. The CCC VP shall oversee the formation of new Chapters or the dissolution of existing Chapters.

**Divisions Vice President (DVP)** shall supervise Division activities and recommend the creation or dissolution of Divisions as the best interests of the Society may require. The DVP shall also oversee the Director of Study Groups and the Director of Interclub Competitions.

**Exhibition Services Vice President (ESVP)** shall supervise the activities of committees or directors related to exhibitions: Exhibition Standards (ESC), Who's Who, Recognition of Photographic Achievement (ROPA), and the PSA International Exhibitions.

**Image Collections Vice President (ICVP)** shall be responsible for the Society's Digital Image Collections and Print Collections; supervise the activities of committees overseeing the Society's collections; and supervise the interns responsible for gathering, archiving, and developing exhibitions of the Society's collections.

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

**International Relationships Vice President (IRVP)** 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. When possible, the position of IRVP shall be rotated between areas of the world. The position should be domiciled in a different area for each IRVP, so that all geographical areas are equally and fairly represented. The International Relationships Vice President shall supervise the Society Ambassadors, Liaison Officers, and Translation Services Committee; and chair the International Relationships Committee.

**Learning and Technology Vice President (LTVP)** will be responsible for all PSA education programs, courses, webinars, and technology trends and developments that may be of interest to the Society and its members. The LTVP shall be the supervisor of the Public Relations Committee. More specifically, the LTVP is charged with the oversight, design, implementation, and monitoring of all educational activities that PSA conducts.

**Membership Vice President (MVP)** shall supervise the operations of Area, State, Province and Country Membership Directors; recommend ways to enhance the value of the Society membership to old and new members; recommend and develop programs to promote membership acquisition and retention; and be a member of the Stars-ROPA Advisory Group.

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

**Reports.** All officers shall make written reports to the Executive Committee and the Board of Directors as directed from time to time. The Office Manager shall report on a routine basis to the Finance Committee and on a semi-annual basis to the Executive Committee and Board of Directors or as otherwise required.

The Executive Committee must report to the Board of Directors twice a year at the semi-annual meetings. The Board of Directors must have access to all motions passed in the interim period.

**Websites.** It is the responsibility of each Society Director to keep all website information in their area up-to-date. The Directors will send copies of revisions or additions to the PSA Webmaster, the Information Technology Vice President, and the PSA Secretary.

## **THE MANAGEMENT OF THE SOCIETY**

The day to day management of the Society shall be the responsibility of the Executive Committee. *Please refer to pg. 14 of the Bylaws, Article X, Section A through C.*



**Motions.** The Executive Committee may pass motions in the following manner:

1. A motion shall be presented, and preliminary discussions may be held by email. Directors, committee members, or the Office Manager may participate in discussions as determined by the President.
2. Voting and face-to-face discussion on a motion shall take place through a conference call of all Officers, except when the full Board is meeting.
3. Participation in an electronic conferencing meeting shall constitute attendance and presence-in-person at the meeting by the person or persons participating.
4. Telephone or video conference motions need a quorum for approval.
5. Motions voted on by email need unanimous approval. If a motion cannot be passed unanimously, such motion must be held over for a face-to-face meeting vote of the Board.

**Semi-annual Meetings.** Semi-annual meetings of the Board of Directors shall be held at such time and place as may be designated by the President, for the purpose of electing directors, approving an annual budget, and for the transaction of such other business as may come before the meeting.

The Executive Committee shall report to a quorum of the BOD at the semi-annual meetings. A quorum shall consist of a majority of the BOD. All motions passed by the Officers shall be reviewed.

## **COMMITTEES**

*Please refer to page 11 of the Bylaws, Article VIII.*

Legally the BOD is responsible for all committee activity. Therefore, committees must act with the full knowledge of their BOD supervisor. A Director may request to receive all copies of committee communications.

Standing Committees and Positions appointed by the President and confirmed by the Executive Committee promote specified activities or functions; and Special Committees which handle temporary activities, duties, or functions of this Society, shall be created by and be responsible to the Executive Committee except as otherwise provided in these Bylaws. These appointed Committees, comprised of one or more members, are listed by Committee or Position name, Supervising Director, and term of office are linked by the URL in **Appendix A**.

## **POLICIES**

From time to time the PSA Board has prepared policies as necessary to guide such practices as Ethical Conduct, Travel Reimbursement, and Email Communications, etc. These policies are listed in **Appendix B** with URL links to the PSA Website webpage for further description on a specific policy.

## **PROGRAMS**

The PSA Board also has initiated programs for the PSA membership, such as international exhibitions and star ratings, membership stars, distinctions, and photo adventures. URL links to these programs are provided in **Appendix C**.

## **APPENDIX A COMMITTEES**

Please use this URL: <https://psa-photo.org/index.php?about-psa-committees> to connect with the PSA Website's listing of PSA Committees.

## **APPENDIX B POLICIES**

### **CONFLICT OF INTEREST POLICY**

<https://psa-photo.org/index.php?psa-policies>  
Bylaws, Addendum A, pages 20 – 22

### **DISPUTE RESOLUTION POLICY**

<https://psa-photo.org/index.php?psa-policies>  
Bylaws, Addendum B, pages 23 - 24

### **DIVISIONS POLICIES**

<https://psa-photo.org/index.php?psa-policies>

### **CHAPTERS POLICIES**

<https://psa-photo.org/index.php?chapter-policies>

### **MEMBERSHIP REFUND POLICY AND DATA PROTECTION**

<https://psa-photo.org/index.php?join-or-renew-membership>

### **PSA JOURNAL REPRODUCTION POLICY**

<https://psa-photo.org/index.php?psa-journal-overview>

### **EMAIL COMMUNICATION**

<https://psa-photo.org/index.php?psa-policies>

### **PSA PRIVACY**

<https://psa-photo.org/index.php?psa-policies>

### **BOARD TRAVEL REIMBURSEMENT**

<https://psa-photo.org/index.php?board-travel-policy>

### **PHOTO ADVENTURES**

<https://psa-photo.org/index.php?psa-photo-adventure-policy>

PSA ETHICAL PRACTICES

<https://psa-photo.org/index.php?about-ethical-practices>

LOGO POLICY

<https://psa-photo.org/index.php?psa-policies>

AERIAL PHOTOGRAPHY/DRONE PHOTOGRAPHY    Legal and Ethical Use of Drones

<https://psa-photo.org/index.php?psa-policies>

GIFT ACCEPTANCE POLICY

<https://psa-photo.org/index.php?psa-donations-overview>

RISK MANAGEMENT AND LIABILITY

<https://psa-photo.org/index.php?risk-management-program>

INVESTMENT FUND POLICY

<https://psa-photo.org/index.php?psa-policies>

ENDOWMENT FUND POLICY

<https://psa-photo.org/index.php?psa-policies>

**APPENDIX C  
PROGRAMS**

STARS BUY-BACK

<https://psa-photo.org/index.php?overview-of-stars-and-ropa-2>

BRIDGING BUY BACK PROGRAM

<https://psa-photo.org/index.php?overview-of-stars-and-ropa-2>

MEMBERSHIP MILESTONE

<https://psa-photo.org/index.php?membership-milestones-2>

MEMBERSHIP STARS PROGRAM

<https://psa-photo.org/index.php?membership-stars-2>

EDITORIAL STARS

<https://psa-photo.org/index.php?journal-editorial-stars>

STARS and ROPA DISTINCTIONS

<https://psa-photo.org/index.php?overview-of-stars-and-ropa-2>

PHOTO ADVENTURES

<https://psa-photo.org/index.php?events>

Nov 9, 2017. Revised: April 2, 2020; October 1, 2020