

Photographic Society of America (PSA) Secretary
Master Operations Manual
Updated May 2020

The Secretary shall: (a) be responsible for the keeping of the minutes of the Board, Executive Committee minutes, and committee meetings minutes in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of and maintain copies of all corporate records, including all notices and voting records, whether in electronic or paper form, the official minutes of the Executive Committee, Finance Committee, Investment Committee, Board of Directors and Annual and Special Meetings of the membership; and (d) in general, discharge all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President, the Board of Directors, and the Executive Committee.

Specific duties

- The Secretary, after conferring with the president, gives written notice of any meeting of the Board of Directors. Refer to Bylaws ARTICLE XV1 Section B to amend Bylaws.
- See that all notices are duly given in accordance with the provisions of these bylaws or as required by law;
- Be custodian of and maintain copies of all corporate records, including all notices and voting records, whether in electronic or paper form. Copies should be kept at headquarters.
- Distribute copies of minutes to respective members with copies signed by Secretary for permanent files at HQ and for the Secretary's files.
- Prepare an "Action List" of items for BOD or EC members that require action taken after these meetings.
- In advance of the BOD meetings, the PSA Office Manager will e-mail a request for, receive, and then distribute by e-mail the semi-annual and annual reports and meeting agendas from each member. The Secretary will request the agenda from the Treasurer (Finance Committee) and President (Executive Committee).
- The PSA Office Manager will e-mail these reports and agendas to all members before each BOD meeting. The Secretary will send the Finance Committee and Executive Committee Agenda to those committees. **All should be at least** one week prior so members have a chance to review and not the day before. All members of the Exec Committee need to send the Secretary their information at least two weeks before the meetings.
- The Secretary will prepare the semi-annual and annual report of the Secretary's activities and their committees reporting to the Secretary.
- After the meetings, send finished minutes to all officers for their corrections.
- After meetings, the Secretary will send copies of motions to the BOD, Executive Committee, and to the Bylaws/BOD Policy Reviewer.
- E-mail corrected copies to all officers, in preparation for their vote at the next BOD meeting to approve the minutes.
- When it appears that all corrections have been made,
- Prepare and print one (1) copy of the final version of the minutes.
- Give a copy to Headquarters.
- Keep an electronic copy for future reference in the Secretary's files.
- Serve as final authority on questions regarding "Democratic Rules of Order" and the Society Bylaws.
- Confirm the appointments made by the President and obtain a signed 'Consent to Serve form.'

- If a motion is required between official meetings, e-mail the motion for discussion followed by a voting request. Assign the motion number if it passes and e-mail the BOD the results. The motion is later reaffirmed by vote at the next videoconference or in person BOD, EC or FC, respectively.
- Prepare a summary report from BOD and EC meetings for *PSA* to include the highlights of the meeting.
- As Secretary, write a column for the *PSA Journal's* "On My Mind" feature, when it is requested. (About once a year).
- Give copies of the Secretary's electronic files to the next Secretary as needed. Help train the next Secretary as needed.
- The Secretary will have the webmaster update the PSA Website when board positions, titles, descriptions, and responsibilities change, and when Presidential Committee appointments and committees change.
- The Secretary, along with PSA Headquarters, will make sure the Confidentiality Agreements are completed and up to date at the annual Spring Board meeting
- The secretary will make a list of all motions to report to the PSA Board of Directors at the semi-annual meetings to be reaffirmed.
- Schedule all Executive Committee videoconference or teleconference meetings.
- The Secretary will email the motions under consideration to the members of the Executive Committee; discussion may take place by email, or other electronic means. (Appendix B) Voting will be done by teleconference/videoconference, at which time discussion may be continued. Each officer must be available at least once a month for such teleconferences.
- The Secretary will work with the PSA President for the videoconference/teleconference agenda.
- The Secretary will send out the agenda before each videoconference. (Appendix C)
- The Secretary will send out the draft minutes after the videoconference, and complete action items assigned to the Secretary.
- The Secretary will make the necessary corrections to the minutes and have the minutes approved at the following videoconference. Email motions will need to be reconfirmed.
- The PSA Secretary should provide a short-written report after Executive Committee Meetings to the PSA Board of Directors on non-confidential motions and information.

BOARD OF DIRECTORS:

Election of Officers

- Officers will be elected at the Fall Board of Directors meeting from the slate of candidates presented by the Nominating Committee on even years. The secretary will follow the PSA By-laws and Board MOM.

COMMITTEES

The Chairpersons of these committee's report to the Secretary.

- **Bylaws Reviewer** All amendments to the PSA Bylaws must be coordinated with, and approved by, the Chairman of the Bylaws Committee of one.
- **The Ethics Review Board** This committee works independently. But the Secretary will take their motions to the BOD for ethics violations as the committee sees fit. All of their deliberations are kept confidential and a confidential file of the results of their reports is kept under lock and key at PSA Headquarters. Refer to the PSA Ethics Review Board MOM.
- The PSA Secretary is responsible for the Ethics Review Coordinator and will receive reports on potential sanctioned exhibitors. Refer to the Ethics Review Coordinator MOM.

- The Secretary sends out the sanction list annually to the appropriate recipients. (See Appendix A)

Meetings:

The PSA Secretary will be responsible to set up videoconference/teleconference meetings requested by the PSA President or other.

Equipment Required

- A computer, word processing program, and a printer are necessary for preparing minutes and other official documents of the Society.
- E-mail and videoconferencing capability are necessary.
- A digital recorder may be used by the Secretary to record meetings requiring the Secretary's attendance.

Board of Directors Meetings

- The Secretary is a member of the Board of Directors (BOD) and must attend their meetings: the annual meeting at the Photo Festival and the semi-annual meeting in the spring (usually April) at PSA headquarters. The Secretary will prepare a written report on the activities under his/her responsibility and will make an oral presentation, following his/her agenda at each meeting.

Budget

- Prepare an annual budget, on the official form, of the Secretary's expenses and submit it to the PSA Office Manager by the deadline. The PSA Office manager sets the deadline.
- The Secretary makes sure the committees reporting to him/her have prepared and sent their budgets directly to the PSA Secretary on time.
- There is limited reimbursement for transportation to the semi-annual meeting (usually in April) but none for the annual meetings held during the PSA Photo Festival. Some lodging nights will be covered at meetings as per the discretion of the Office Manager.
- An adequate dollar amount must have been included in the budget in order to request reimbursement.

Estimated Time Required

- Approximately 30 hours are required for preparing the minutes and *PSA Journal* report after the spring meeting and after the annual Photo Festival and to update the PSA Committee list, have the webmaster update the PSA Committee list, get all of the PSA Consents to Serve, to do all of the PSA Secretary Action Items, etc.
- Approximately 6-8 hours to schedule videoconference/teleconference meetings, prepare the agenda, do the required post meeting action items, consents to serve, report to the board.
- Approximately 15 hours per month will be needed to read and reply to e-mails from other officers.
- Is required to attend the meetings described in "Required Meetings." The spring meetings usually last five days, and the Photo Festival board meeting takes place before the Festival with a follow-up BOD meeting on the last Saturday.
- Special projects of an *ad hoc* nature may occasionally require a lesser time commitment.
- Schedule all Executive Committee videoconference meetings and send the information to the Executive Committee

Elected Position

Two-year term, with re-nomination possible. Term limits: 3-2-year terms.

See attached Secretary's Calendar for more details.

Revised March 2015

December 2016

May 2020

PSA SECRETARY'S CALENDAR

September - After the Photo Festival

Minutes

- Prepare a word file of the minutes of the Board of Directors, Finance Committee, Executive meetings, including all official actions (motions).
- E-mail the minutes to the Board and Committee members for their corrections.
- Print a copy of the revised minutes for PSA HQ by the PSA Secretary.
- At the next meetings a motion will be made to approve these minutes.
- Send a copy of any revised Bylaws Reviewer.

Action List

- Prepare an Action List for members of the BOD. The actions stem from both motions and discussion.
- E-mail Action list with the minutes.

Secretary's Report for *PSA Journal*

- Write a Secretary's Report for publication in the *PSA Journal* as soon as the minutes are completed.
- E-mail it to the President and the Publications VP for review before sending it to the Journal editor.
- Have the Journal Editor send to the Secretary a proof copy of the Journal article.

Confirmation for Presidential Appointees

- Email Presidential Chairpersons and Committee members on the President's Committee Appointment list to Inform them that their appointments have been confirmed by the BOD or Executive Committee. Have them sign a 'Consent to Serve'. Send a list of all appointments to the Webmaster.

September-October

- Will attend the PSA Conference Photo Festival all meetings, including the Photographic Alliance of America (PAA).
- Write *PSA Journal* overview article from the fall Board minutes

November-December

Other:

- Ethics Review Board Lists out to the list of recipients at the beginning of each year, and after any sanctions.

January-February

- The Office Manager requests the Budget and sends board members the information.
- Board Meeting: The Office Manager sends the BOD members the request for the reports

and states the deadline.

- The PSA Office Manager compiles all of the reports.
- PSA Secretary works with the PSA Treasurer for the Finance Committee meeting and the PSA President for the PSA Executive Committee meeting.
- Annually sends the sanction list.

March-April

- Board Meeting
- Election of Officers:**
- The NomComm starts work on the slate after the spring meeting in even years.
 - The PSA Board of Directors elects the slate of Officers at the Fall PSA Board meeting.
 - The Executive Committee shall include the President, Vice President, Secretary, Treasurer, and Member-at Large who is selected from other VP's by the PSA president and confirmed by the Executive Committee.
 - Confidentiality Agreements for Board of Directors signed yearly, and is kept at PSA HQ.

Board Meeting

- **Take the minutes**
- Orient new board members with the PSA President at the Spring Board Meeting.

May-June

July-August

- About July 1, remind your Committee Chairpersons (Ethics Review Board, Ethics Review Coordinator, and Bylaws) of the due date for their Annual Reports to be e-mailed to you, for the Secretary's report.

Preparation for the Annual Photo Festival

- PSA Headquarters sends out notifications as to when Board Reports are due. PSA Secretary will prepare his/her report for the PSA Board Meeting.
- PSA Secretary works with the PSA Treasurer for the Finance Committee meeting and the PSA President for the PSA Executive Committee meeting.
- PSA Headquarters sends the board agenda to the PSA before the meeting. The PSA Secretary will send the Executive Committee Meeting agenda and motions to the Executive Committee after all material has been submitted.
- The PSA Secretary will send the Finance Committee meeting agenda to the Finance Committee after all of the material has been submitted

Secretary's Calendar: Revised October 2005
September 2016
May 2020

Appendix A: Yearly Sanction Notification (and after each sanction)

Date: xx
From: Nan Carder, FPSA, MPSA2, EFIAP, PSA Secretary
To the Following:

1. PSA Board of Directors
2. PSA Division Chairs
3. PSA EAMS Director
4. PSA Ethics Coordinator
5. PSA Ethics Review Advisor
6. PSA Ethics Review Board Chairman and Directors
7. PSA Exhibition Standards Chair and Directors
8. PSA Honors Committee Chairman
9. PSA International Exhibition Chairman
10. *PSA Journal* Editor
11. PSA ROPA Director
12. PSA Society Recognition Awards Committee Chairman
13. PSA Senior Star Ratings Directors and Coordinators
14. PSA Webmaster
15. PSA's Who's Who

Subject: Individuals Not Allowed to Enter PSA-recognized Exhibitions

In accordance with decisions made by the Photographic Society of America (PSA) Board of Directors, the following is a **list of individuals who are not permitted to enter exhibitions recognized by PSA**. Any images by these individuals that are inadvertently accepted by exhibitions will be retired from the PSA Exhibitions Database, and therefore will not be eligible for Star Ratings or for consideration for Who's Who listings.

Please be on the lookout for any images by any of these individuals: **Entries from any of these persons should be rejected and not judged.**

This list will be updated from time to time.
Thank you for your cooperation.

Permanently Barred:

Other Sanctioned Members:

PSA Secretary Signature

**Appendix B
Motion Form**

Motion #

Proposed By:

Date Presented:

Actions Required:

MOTION:

FINANCIAL REQUIREMENTS AND CONSEQUENCES:

ORIGINAL PROPOSER'S REASONS FOR MOTION:

PROS:

Read By:

Seconded:

Date Approved:

CONS:

Summary of the Discussion:

Summary of the Vote: Voting are the following – List

In Favor - Opposed - Abstain - Not Voting -

Motion (#) is approved/not approved.

Appendix C
Videoconference or Teleconference Agenda Form

Videoconference Start:

Videoconference End:

Attending:

Videoconference Notification Information Sent to the Executive Committee:

Agenda sent to the Executive Committee:

Zoom Conference Information:

- Link
- Meeting ID Number
- Password

Draft Minutes sent to the Executive Committee:

Date Motions sent to the Board of Directors/PSA Office Manager:

Old Business:

New Business:

Motions:
