

THE CONSTITUTION OF THE AMERICAN SOCIETY OF MEDIA PHOTOGRAPHERS, INC.

AS ENACTED IN NOVEMBER, 2013

Art. I. GENERAL PROVISIONS.

Sec. 1. Name.

The name of this corporation shall be ASMP – the American Society of Media Photographers (“the Society”).

Sec. 2. Purposes.

The objectives of this Society are:

- A.** To protect and promote the interests of professional still and motion photographers, and associated imaging professionals.
- B.** To maintain and promote high professional standards and ethics in the professional still and motion photography industry, and associated imaging fields.
- C.** To cultivate friendship and mutual understanding among professional still and motion photographers, and associated imaging professionals.

Sec. 3. Definitions.

A. Voting.

Unless otherwise stated in this Constitution all votes shall be decided by a majority of those present and eligible to vote, whether or not voting, in a meeting at which a quorum is present, irrespective of whether a simple or higher majority is required.

B. Constitution.

All references to this Constitution shall include the By-Laws.

C. Policy of ASMP.

All references to ASMP policy shall be construed to refer to the actions, procedures, priorities and directions defined by this Constitution and By-Laws and all actions, adopted motions and resolutions of the national ASMP Board of Directors. The Board of Directors shall maintain a Governing Policies Manual, containing all of its current and on-going performance standards, values and expectations.

D. Electronic Communications.

Any written communication referred to in this Constitution or its By-laws may be sent by electronic means.

E. Signatures.

Any signature required of a member of ASMP under this Constitution or its By-laws may be submitted by hand-written original in hard copy or by electronic means if permitted by law. Unless delivered in a hand-written hard copy original, a signature shall consist of the member’s name and complete contact information in an electronic form that shall be subject to verification.

Sec. 4. Seal.

The Seal of the Society shall consist of the words "ASMP – THE AMERICAN SOCIETY OF MEDIA PHOTOGRAPHERS, INC.", forming a circle, and in the center the words "Corporate Seal, 1944, New York."

Art. II. MEMBERSHIP.

Sec. 1. Professional Membership.

Professional Members shall be

- 1) photographers of good moral character and reputation.
- 2) photographers with at least three consecutive years of experience as imaging professionals.

Photographers who do not meet the above standards may apply, upon recommendation, to the national Board for admission by special exemption.

Sec. 2. Other categories of membership

Other non-voting categories of membership may be established in the By-Laws of the Society.

Art. III. MEMBERSHIP DUTIES, PRIVILEGES, AND PROSCRIPTIONS.

Sec. 1. Membership duties.

All members shall abide by the Constitution of the Society. A member shall pay his or her annual dues and other financial obligations to the Society promptly.

Sec. 2. Membership privileges.

All members shall be entitled to attend membership meetings and exercise the privileges granted to them under this Constitution.

Only Professional Members shall be entitled to vote, serve as a national director, sponsor others for membership, or petition for special membership meetings or referenda.

Sec. 3. Committing the Society's name.

No member, Chapter, committee, individual board director, Specialty Group or other group of members shall take any action in the name of the Society, execute contracts in the name of the Society, or otherwise commit the name or credit of the Society without prior authorization by the national Board of Directors.

Art. IV. MEMBERSHIP FEES, DUES AND ASSESSMENTS.

Sec. 1. Application fees.

Application fees for all membership categories shall be established by the national Board of Directors.

Sec. 2. Dues.

Dues for Professional Members shall be \$335.00 per year. Dues for all other categories of membership shall be set by the national Board of Directors.

Sec. 3. Assessments.

Assessments of the Professional Membership in excess of annual dues shall be enacted only by referendum.

Art. V. MEMBERSHIP MEETINGS.

Sec. 1. Annual meeting.

Once each calendar year the national Board of Directors shall call an annual meeting of the Professional Membership. Written notice shall be sent to all members at least thirty (30) days before the meeting.

Sec. 2. Special meetings.

A. The national Board of Directors may at any time call a special meeting of the Professional Membership.

B. Members may call a special meeting of the Professional Membership by petition to the national office signed by at least ten percent (10%) of the Professional Membership.

C. Notice of a special meeting of the Professional Membership shall be sent to all Professional Members at least thirty (30) days before the meeting. The notice shall include an agenda of matters to be discussed at the meeting, and no other matters may be considered.

Sec. 3. Quorum.

The quorum for any meeting of the Professional Membership shall be ten percent of the Society's Professional Membership, including Members present by proxy. Reports may be presented and discussions conducted without a quorum present.

Sec. 4. Action of the Membership.

Any action taken at a special meeting of the Membership requires approval by a majority vote of those present and eligible to vote, whether or not voting, in a meeting at which a quorum is present.

Sec. 5. Proxies.

A Professional Member may be represented and deemed present at any meeting of the Professional Membership by his or her signed proxy executed by any other Professional Member present at the meeting.

Art. VI. MEMBERSHIP TERMINATION AND DISCIPLINARY ACTION.

Sec. 1. Resignation.

A member may resign at any time. Resignation shall be effective when received in writing at the Society's headquarters.

Sec. 2. Termination and disciplinary action

The Board of Directors may terminate an individual's membership at any time by a two-thirds (2/3) vote of the Board of Directors. Termination shall be only on a legally nondiscriminatory basis and in the best interests of the Society. Paid dues shall be refunded pro rata. Censure and disciplinary action short of expulsion may be taken by a two-thirds (2/3) vote of the board. A member subject to termination, censure, or disciplinary action by the board shall have the right to a review and hearing before the board. Such procedure shall be set forth in the bylaws. Notice of the action of the Board of Directors shall be reported to the membership within fourteen (14) days of such action.

Sec. 3. Grounds.

A member may be expelled, censured, or be subject to other disciplinary action for failure to honor his or her obligations under this Constitution or for actions tending to bring disrepute to the Society or to the profession of photography.

Sec. 4. Petition for expulsion

Any twenty-five (25) members eligible to vote may petition the national headquarters for the expulsion of a member. The written petition shall state the grounds for expulsion. Procedures for expulsion shall be set forth in the bylaws.

Sec. 5. Records

Complete records of any termination or expulsion proceedings shall be kept in the permanent files of the Society.

Sec. 6. Reapplication.

An expelled member may after one year reapply for membership under the same procedures as those for a new applicant.

Art. VII. NATIONAL BOARD OF DIRECTORS

Sec. 1. Composition.

As of 2013, the national Board of Directors consists of fifteen (15) directors elected by the membership. The composition of the Board shall decrease by one member each year in 2014, 2015 and 2016, resulting in an on-going size of twelve (12) directors elected by the membership.

Sec. 2. Duties.

A. The duties of the national Board of Directors are defined by this Constitution and By-Laws, and the not for profit corporation law of the State of New York. The national Board of Directors shall be accountable to the Professional Membership of the Society and shall establish policies, directions, goals and priorities for the Society.

B. Each board director shall:

- 1) perform all the duties delegated to him or her by the Board of Directors;
- 2) have fiduciary responsibility for the Society's interests;
- 3) have no individual authority as an ASMP director aside from his or her role as a member of the body of the national Board of Directors while in session, except as the Board of Directors may explicitly delegate to a board director or an office he/she holds.

Sec. 3. Regular meetings.

The Board of Directors shall meet regularly as it deems necessary, at a time and place fixed by vote of the board.

Sec. 4. Special meetings.

Special meetings of the board may be called by the Board Chair, with the concurrence of three (3) directors. A special meeting shall be called by the Board Chair at the request of five (5) directors.

Sec. 5. Quorum.

A quorum for any board meeting shall be a Majority of the board directors then in office.

Sec. 6. Action by vote of Board of Directors.

Unless otherwise specified in this Constitution, action taken by the Board of Directors shall require a majority vote of a quorum present. Board directors may not vote by proxy. A roll-call vote shall be required at the request of any director.

Sec. 7. Attendance by board members.

The Board shall establish in its governing policies an attendance requirement for directors. Failure to meet such requirement may be deemed a resignation from the Board.

Sec. 8. Unanimous consent in writing.

Action by the Board of Directors may be taken without a meeting if all members of the board consent in writing to the adoption of a motion authorizing the action. Such action must be reported to the membership within thirty (30) days of such action.

Sec. 9. Meeting by electronic means.

The board may hold meetings by means of telephone or other communications technology which allows all persons participating in the meeting to communicate concurrently.

Sec. 10. Open meetings.

All board meetings shall be open to members of the Society, and to non-members at the board's invitation.

Sec. 11. Minutes.

Minutes shall be kept of all national board meetings reporting topics of discussion and the text of all motions made and seconded, with the vote count and, on roll call votes, the names and votes of board members present. Such minutes shall be published within seven (7) days of approval by the Board of Directors, which shall occur no later than at its next regularly scheduled Board meeting.

Sec. 12. Executive session.

By action of the Board of Directors, board meetings may be closed to all persons except board members and others by board invitation only, in order to discuss and vote on personnel, legal matters, and matters relating to individual memberships. The text of any motion proposed in executive session shall be recorded with the vote count in the minutes published to the membership.

Sec. 13. National committees and groups.

The Board of Directors may appoint and dissolve any committee or group it deems to be in the best interest of the Society.

Art. VIII. NATIONAL BOARD DIRECTOR ELECTIONS.**Sec. 1. Eligibility.**

Any Professional Member shall be eligible to serve as a national board director of the Society. Any Chapter officer, Chapter board member, Specialty Group chair or other Specialty Group officer elected to serve as a national director shall resign his or her leadership position within three months, and shall not exercise his or her vote as a national director until such resignation is effective.

Sec. 2. Term.

The term of office for a national director shall begin at the next regular board meeting following his or her election, and continue until succeeded in office approximately three years later. Starting with the 2014 elections, terms shall be staggered to allow the election of four directors each year. A director shall not serve more than two consecutive three-year terms, and will again become eligible for service on the Board of Directors after a one-year absence.

Sec. 3. Vacancies.

A vacant board director seat shall be filled by a majority vote of the remaining Board of Directors. Such action may be taken by a mail or electronic ballot. Any director appointed to

fill a vacancy shall serve in that position for the remaining term held by the former director whose vacancy he or she is filling. If such a term is less than eighteen (18) months, that partial term shall not be counted towards the terms limit specified in the immediately preceding section.

Sec. 4. Declaration of board candidates

A. A candidate for the national Board of Directors must declare his or her own candidacy in writing to the Society headquarters between the first and last days of December preceding the national board election. All such candidates eligible for office shall be listed on the final ballot to be submitted to the Professional Membership.

B. Endorsements of individual candidates may be sent by any Professional Member in writing to the respective candidates, who may at their option forward them to the national headquarters for inclusion in the ballot materials.

Sec. 5. Recall and removal of board directors.

A. With the exception of a board director filling a vacancy, recall of a board director shall only be by referendum to the Professional Membership.

B. Any board director serving as an appointee to fill a vacancy may, during such term, be removed by a two-thirds (2/3) vote of all national board directors.

Art. IX. NATIONAL ELECTION BALLOTING

Sec 1: Electronic Voting

Balloting may be done electronically, as long as the integrity of the vote is maintained. The detailed procedures for electronic balloting shall be set forth in the By-Laws.

Sec. 2. Election material.

For each annual election of board directors, the national office shall by February 28 notify all Professional Members eligible to vote of the following election material:

A. An electronic ballot,

Listing the names of the candidates which shall be placed in an order determined by chance. The design of the ballot shall ensure the secrecy of the vote, and employ a means to ensure the authenticity of the ballot.

B. Candidate information,

Which at a minimum shall list each candidate's:

- 1) number of years as a member of the Society
- 2) Society offices held and their dates
- 3) Society committee posts held and their dates
- 4) statement of not more than 500 words which may, at the candidate's option, include the names of Professional Members who endorsed the candidate.

Sec. 3. Counting of ballots.

Ballots shall be counted/certified by the independent third party electronic voting system provider on the first business day after March 15 of each year.

Sec. 4. Election results.

The candidates receiving the greatest number of votes for the open directorships shall be elected. In the event of a tie vote the director will be determined by the sitting board between or among those with the tie votes. The election results shall be reported to the membership within seven (7) days.

Art. X. NATIONAL OFFICER APPOINTMENT.

Sec. 1. Appointment of national officers.

The Board of Directors shall appoint four officers of the Society. The procedure for doing so shall be incorporated in the By-Laws. The four officers shall be a Board Chair, a Vice-Chair, a Secretary and a Treasurer.

The first ranking of these officers shall be Board Chair, who shall also act as President of the Society; the second ranking officer shall be Vice-Chair; the third shall be Treasurer, and the fourth shall be Secretary.

Sec. 2. Recall of national officers.

Recall of an officer by the board shall be by affirmative vote of a majority of all voting members, at a meeting with a quorum present.

Art. XI. NATIONAL COMMUNICATIONS TO THE MEMBERSHIP.

Written communications to the membership shall be published periodically to all members of the Society. They shall contain timely news of general interest to members, minutes of all Professional Membership and national Board of Directors' meetings, names and sponsors of applicants for membership, and any information required by this Constitution.

Art. XII. NATIONAL STAFF AND PROFESSIONAL SERVICES.

The national Board of Directors may employ an Executive Director who shall be responsible for all staff and professional service operations, and who shall recommend policy and submit to the board strategic, financial, and operational plans for the Society. The Executive Director shall be accountable directly to the Board of Directors. The performance of the Executive Director shall be reviewed annually.

Art. XIII. NATIONAL REFERENDUM PROCEDURE

Sec. 1. Proposal for referendum.

A proposal for referendum to the Professional Membership electorate may be made:

A. By a majority vote of the national Board of Directors.

B. In writing to the national Board of Directors by any Professional Member, subject to

approval by a majority vote of that board.

C. At a national membership meeting with a quorum present by any Professional Member, subject to approval by majority vote of the membership meeting.

D. To the national headquarters by the written petition of not less than five percent of the Professional Membership.

Sec. 2. Referendum balloting.

A. Within 60 days of a valid proposal for referendum, the national office shall send a notice of an electronic ballot to each Professional Member. The referendum vote shall be decided by a count of all those valid referendum ballots returned to the national headquarters within thirty (30) days of such notice. In the case of a referendum proposed by the national Board of Directors, the board may fix the date for sending notice.

B. Balloting may be done electronically, as long as the integrity of the vote is maintained. The detailed procedures for electronic balloting shall be set forth in the By-laws.

Sec 3. Opposing points of view

Whenever any proposition is submitted to the membership for a vote, an unbiased procedure for offering opposing points of view on the ballot shall be provided. Such procedure shall be established in the By-Laws of the Society.

Art. XIV. AMENDMENT OF CONSTITUTION AND BY-LAWS, AND REVERSAL OF BOARD ACTION.

Sec. 1. Amendment of Constitution.

This Constitution may be amended only by referendum to the Professional Membership. Approval of a Constitutional amendment shall require a two-thirds (2/3) vote.

Sec. 2. Amendment of By-Laws.

A. By-Laws may be amended by referendum to the Professional Membership and shall require approval by a majority vote.

B. By-Laws may also be amended by the national Board of Directors by a three-quarters (3/4) vote .

Sec. 3. Reversal of board action.

Action taken by the national Board of Directors may be reversed by referendum to the membership. Approval shall require a majority vote.

Sec. 4. Board responsibilities.

As mandated under New York State law, the national Board of Directors is required to bear the ultimate responsibility for the decisions relating to the management of the Society.

Art. XV. ANNUAL AUDIT

The Board of Directors, or an appointed committee of the Board of Directors, shall select or

direct the national office staff to select a certified public accountant to conduct an annual audit of the Society's books and to prepare an annual financial report and evaluation. The audit shall be completed prior to the annual meeting of the membership and the financial report and evaluation shall be published in a bulletin to members preceding the annual meeting.

Art. XVI. PARLIAMENTARY PROCEDURE.

Robert's rules of order, revised (latest edition) may be the parliamentary authority at meetings of the Membership, and may be invoked by the Board Chair or by action of a majority present at any meeting of the Board of Directors at which a quorum is established.

Art. XVII. CHAPTERS.

Sec. 1. Definition of a Chapter.

A Chapter is a regional branch of the Society which exists to further the interests of the Society within the geographic region chartered to the Chapter.

Sec. 2. Charter of a Chapter.

A Chapter shall be proposed to the national board by petition of 25 or more Professional Members within a contiguous geographical area. The Board of Directors may grant, by a two-thirds (2/3) vote, a charter establishing the Chapter and defining the Chapter's geographic boundaries.

Sec. 3. Government of a Chapter.

Each Chapter shall be subject to the chapter By-laws established by the national Board of Directors and to the policies and directives of the national board.

Sec. 4. Membership.

Only members of the Society may be members of a Chapter.

Sec. 5. Obligations and restrictions.

Each Chapter shall be subject to this Constitution and bylaws and to the policies, actions and procedures of the national Society, and shall not adopt any policies or take any actions to the contrary. No Chapter shall engage in any activity of a national scope or use the Society's name or logo on a national basis without the prior specific authorization of the National Board.

Sec. 6. Revocation of charter.

The charter of any Chapter may be revoked by a two-thirds (2/3) vote of the Board of Directors.

Art. XVIII. SPECIALTY GROUPS

Sec. 1. Definition of a Specialty Group.

A Specialty Group is a branch of the Society which exists to further the interests of the Society within the photographic specialty which has been chartered to the Group.

Sec. 2. Creation of a Specialty Group.

A Specialty Group may be proposed to the national Board of Directors by motion of any director or by written petition signed by twenty-five (25) or more Professional Members. The Board of Directors may, by a two-thirds (2/3) vote, authorize the creation of a Specialty Group and define the Group's photographic specialty.

Sec. 3. Government of a Specialty Group.

Each Specialty Group shall be subject to the By-laws, policies and directives established by the national Board of Directors, and shall not adopt any policies or take any actions to the contrary.

Sec. 4. Membership.

Only members of the Society may be members of a Specialty Group.

Sec. 5. Dissolution of a Specialty Group.

Any Specialty Group may be dissolved by a two-thirds (2/3) vote of the national Board of Directors.