

THE BY-LAWS OF THE AMERICAN SOCIETY OF MEDIA PHOTOGRAPHERS, INC.

BY-LAW NO. 1. MEMBERSHIP CATEGORIES, DUES, AND REMUNERATION.

Sec. 1. Membership Categories Open to Application

Effective August 29, 2022, Members will only be accepted in the following categories (in addition to the Professional Membership category, which is defined in the Constitution), with tiered benefits set by the ASMP Board of Directors commensurate with each category:

- A. **Student:** For college or other post-secondary students. Student Members must provide proof of enrollment at the time of their application, and may also remain Student Members for a period of up to one year after completion of a degree.
- B. **Basic Photographer / Industry / Educator:** For those involved in photography or visual content creation as a hobby or non-paid personal pursuit; for those not involved in photography or visual content creation themselves, but who are in related professions; and for those serving as full-time educators. Educators must provide proof of their employment status as a full-time educator at the time of their application, and may be periodically re-verified at the discretion of ASMP national staff.
- C. **Beginning Professional:** For those professional photographers or visual content creators who have been professionals for less than 3 consecutive years. No Member may be part of this category for more than three years total and will be automatically elevated to Professional when this time period elapses.
- D. **Leader:** For those who wish to support the work and Mission of ASMP at the commensurately highest level of stature, benefits, and recognition. Leader members are considered Professional members for the purposes of voting and eligibility to hold offices.

Sec. 2. Membership Categories Open by Invitation

- A. **Life Membership:** For Professional (formerly called General) Members, age 65 or older, who have been paying members continuously for at least 20 years, without any break in Membership over their tenure as an ASMP Member. Life Members need not be retired. Life Members are considered to be Professional Members and receive all the benefits of Professional Membership. Life Membership is not automatic. A member must apply for the change and the CEO may approve and issue an invitation to become a Life Member on a case-by-case basis depending on a Member's record of contributions & service to and leadership in ASMP. The Life Membership category is currently closed and only available to Members who first joined ASMP prior to January 1, 1995.
- B. **Merit or Honorary Memberships:** May be offered at the sole discretion of the ASMP CEO or national Board of Directors to recognize extraordinary achievements in, or in a related field to, photography or visual content creation. Merit Members pay no dues, receive benefits at the Professional level, and their Memberships last a lifetime unless rescinded by the ASMP national Board of Directors.

Sec. 3. Note on Professional Membership

With regard to Professional Membership, it is recognized by ASMP that "photographers" and "photography" today encompass a wide array of professionals in visual content creation, still and motion, film and video, traditional and new media.

Sec. 4. Members in categories no longer open to application.

Members in categories no longer open to application by new members may at the discretion of the ASMP Board continue their memberships in those categories so long as they do not allow their memberships to lapse, though dues for those categories may be raised without notice.

Sec. 5. Dues and application fees.

All membership application fees, and dues for membership categories other than Professional Membership, shall be determined by the national Board of Directors. Payment of membership application fees shall be included with the application for membership. All membership dues and application fees shall be paid directly to the national office, and not to any Chapter.

Sec. 6. Membership remuneration.

Members of the Society may be employed or financially compensated by the Society or its Chapters only with the prior approval of the respective governing board of directors. Members who are authorized to sign financial instruments or otherwise make payments on behalf of ASMP may not sign instruments, authorize or make payment to themselves, to their relatives or to businesses in which they have a financial interest, except for reimbursement of approved proper expenses, payment of the stipend allocated to the Board Chair, or pursuant to an employment contract signed by the Board Chair.

BY-LAW NO. 2. EXPULSION.

The Board may institute an action to consider the expulsion a member from membership upon its own action, by referral by a chapter Board, or by complaint filed with the national office in accordance with Article VI, Section 4 of the Constitution, for the reasons defined in Article VI, Section 3 of the Constitution, or for conduct that impugns the integrity of other members, or for engaging in uncivil debate.

The Board shall investigate the matter fully and give the member in question the chance to respond with evidence to any and all accusations before making a decision.

BY-LAW NO. 3. SUPREMACY OF FEDERAL AND STATE LAWS; ORGANIZATIONAL INTEGRITY

Federal and state law and principals of common law may not be contravened by the governing documents of the Society, and the Board has the authority to bar attempts to use the bylaws or Constitution as a means to undermine the integrity, legality, solvency of the Society, or to require the Society to take actions which would expose it or its Board or Officers to liability.

BY-LAW NO. 4. NATIONAL OFFICERS

Sec. 1. Officers.

The elected officers of the Society shall be the Board Chair, the Vice Chair, the Treasurer, and the Secretary.

Sec. 2. Duties.

A. Board Chair shall

1. preside at meetings of the membership of the Society and of the Board of Directors,
2. be responsible for assuring that the Board of Directors fulfills its governance obligations as set forth in the New York Not For Profit Corporation Law, ASMP's Constitution, these Bylaws and in the Board of Directors' governing policies,
3. execute any necessary documents and instruments on behalf of the Society except where the

signing and execution thereof shall be expressly delegated by the Board of Directors to some officer or agent of the Society, and

4. perform other duties as from time to time may be assigned by the Board of Directors.

B. Vice Chair shall

1. perform the duties of the Board Chair in the event of his/her absence, disability, refusal to act, or if for any reason the office of Board Chair becomes vacant, and

2. perform such other duties that may be assigned to him or her by the Board of Directors.

If a Board Chair is elected to serve a second one-year term, the Vice Chair shall serve as the Chair-Elect during that term. Unless he or she declines to serve in such capacity or the Board fails to elect him or her to serve in such capacity, he or she may serve up to two subsequent one year terms, if within the term limits described above, as Board Chair.

C. Treasurer shall serve as the chairperson of the Board of Directors' Audit Committee and shall advise the Board of Directors on matters of fiscal policy.

D. The Secretary shall

1. perform of all duties delegated by the Board of Directors.

2. review all communications to the membership for policy compliance.

3. assure proper keeping of the minutes of meetings of the Board of Directors and the membership, assure timely dissemination of the minutes to the membership, and assure that the governing policies of the Board of Directors are kept current, reflecting duly adopted revisions.

Sec. 3. Appointment of Officers.

A. Appointment

Any Professional Member (including Life and Leader Members) elected to the Board of Directors shall be eligible for appointment by the Board as an officer of the Society, however one may only be appointed to the office of Board Chair if, at the time of assuming office, he or she has served at least one year on the Board of Directors. No person may serve concurrently in two offices of the Society, except when a vacancy may require an officer to serve for a limited time as Secretary and Treasurer.

B. Compensation to Officers

The Board Chair may receive a stipend in such amount as the Board may determine from time to time. Other officers shall serve without compensation.

C. Declaration for Office

Any Director eligible for an office under these By-Laws and Constitution and seeking such an office shall declare such intention to the national office in writing no later than the end of the seventh day following the announcement of national election results. All eligible members who have declared for an office will be listed on a ballot, which shall be sent to all current sitting directors of the Board no later than April 1. All directors' ballots received by the opening of business on the first business day after April 15, or such earlier day by which all ballots have been received, shall be counted under the supervision of the national office or a Board-designated auditing firm, which shall immediately notify the Board of those elected to office, and shall retain the ballots and/or certification of the voting results in the records of the Society. Ballots may be returned via facsimile, electronic mail or conventional mail service. If no office is contested, there is no need to send or return a ballot, and the officers who have declared by the deadline for declaration shall be deemed appointed on the first business day following the deadline for declarations. If no office is contested, and if all Board members have declared their intention to seek or not to seek office to the national office in writing before the deadline, the deadline

shall be deemed to be the date on which the declaration of the last Board member to declare his or her intention to seek or not seek office is received at the national office.

Sec. 4. Term of officers.

The term for all officers shall begin the first day of the next regular national Board of Directors meeting after their appointment and continue until the next appointee assumes that office the following year.

Sec. 5. Vacancies.

If any of the elected Officer positions becomes vacant, the Board of Directors shall fill the office at its next meeting.

The term of Board Chair shall be limited to two consecutive one-year terms.

BY-LAW NO. 5. CONFLICTS OF INTEREST.

Any national Board member or Staff member who has an actual, potential or even apparent conflict of interest (collectively referred to as "Conflict") must disclose the Conflict in reasonable detail, as soon as possible after the member should reasonably have become aware of the Conflict, to the Board of Directors (Board member) or CEO (Staff member) who will determine whether any further action is necessary. Conflicts include but are not limited to business relationships with photographic or other entities that could affect or be affected by any action or policy that a Board or Staff member could influence. Sitting Board members and all Staff members are expected to acknowledge and commit to comply with this conflict of interest disclosure policy annually. This disclosure policy is not intended to unfairly or unduly restrict the outside activities of Board members Board candidates, or Staff, but rather to ensure that no undue influence is exerted upon Board decisions, or Staff actions or performance, and mitigate any perception of impropriety.

Candidates for the national Board of Directors who, at the time of declaring their candidacies or within the preceding 12 months, have or have had business relationships with photographic or other entities as described above, outside their own direct sales of photography, shall disclose those relationships in reasonable detail in the election material.

Failure of a Board member to comply fully and accurately with the disclosure requirements of this provision and any policy supplementing it may result in such censure and/or discipline, including but not limited to removal from the Board, as the Board may determine in a manner consistent with these By-Laws.

BY-LAW NO. 6. SIGNING OF INSTRUMENTS.

All checks, notes, contracts, agreements, and other instruments of any kind which obligate the Society financially may be signed by the Board Chair, CEO, Chief Legal Officer, Treasurer or such other officers or staff members as the Board of Directors may authorize. National officers and/or staff so authorized shall be bonded or among those covered by the Society's relevant insurance policies. Ordinary periodic payroll is to be approved by the CEO.

BY-LAW NO. 7. NOTICE AND MINUTES OF MEETINGS.

Sec. 1. Notice.

Reasonable notice to Board members shall be given before Board meetings, except in cases where the Board Chair determines it is necessary for the Board to convene on short notice.

Members who wish to attend Board Meetings may contact the Board Secretary for an upcoming meeting schedule and any necessary link and login instructions, but are only admitted as observers, not participants or with voting privileges, and may not attend Executive Sessions of the Board.

Sec. 2. Minutes of meetings.

The minutes of each meeting of the full Board of Directors and of the General Membership shall be prepared by the Board Secretary or their designee, with Board members having the right upon request to make comments and corrections prior to approval and publication. Final minutes of all meetings shall be published to the membership within seven (7) days of approval by the Board of Directors, which shall occur no later than its next regularly scheduled Board meeting. Minutes older than one year old may be archived but shall be kept permanently by the Society.

Minutes of national Board of Directors meetings shall include the names of Board members present.

Minutes of the General Membership meetings shall include the number of general members present and present by proxy, if any actions are taken.

Minutes of all such meetings shall include the text of each motion and whether the motion passed or failed. Minutes of Board of Directors meetings shall also note primary content of issues considered by the Board with no action taken.

Records of discussions and actions taken under Executive Session shall not be released without the approval of the Chief Legal Officer.

The Chief Legal Officer may also require redactions from minutes in order to comply with legal privacy requirements.

BY-LAW NO. 8. NATIONAL AND BOARD COMMITTEES.

Sec. 1. Authorization of Committees

The Board of Directors may authorize the establishment of Board or Member committees, including an advisory board, a Board of Trustees, or issue-specific task forces from time to time and assign duties to them. Except where the Constitution, these bylaws, or the Board specifically delegates such authority or responsibility (which in no case shall be delegated in contravention of other sections of the Constitution or these bylaws), no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any director, elected officer or employee of the Society; (c) amend the articles of incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of any substantial property and assets of the Society not in the ordinary course of business; (f) authorize the voluntary dissolution of the Society or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the Society; or (h) amend, alter or repeal any resolution of the Board of Directors. Those authorities are vested only in the Board or the Board Chair, as the case may be, or as otherwise specifically vested elsewhere in these bylaws or the Constitution. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any Board member of any responsibility imposed upon it, him, or her by law, the Constitution, or these Bylaws.

Sec. 2. The Executive Committee of the Board.

The Executive Committee of the Board shall be comprised of the Board Officers, and shall meet weekly, except over Federal Holidays or announcement by the Board Chair. The Executive Committee may take actions on behalf of the Full Board with the consent of the Full Board.

Sec. 3. The Compensation Committee of the Board.

The Compensation Committee of the national Board of Directors, comprised of the Chair (who will serve as the Chair of the Committee), Vice Chair, Secretary, and Treasurer of the Board, and one additional Board member appointed by the Board Chair, shall make all determinations regarding the compensation of the Society's CEO after his/her initial hiring by the Board in accord with the terms of the CEO's employment agreement (which shall be signed by the Board Chair).

BY-LAW NO. 9. THE CHIEF EXECUTIVE OFFICER.

The national Board of Directors shall employ a chief executive officer (CEO). The CEO shall have such duties, for such length of time, and at such compensation as may be determined by the Board of Directors or its designated committee(s). The CEO shall be responsible for the development and execution of strategic planning, and management and operation of the Society's business, with authority to make decisions in a manner consistent with the Constitution, these Bylaws and as set forth in the Board of Directors' policies and by its directives. He/she shall, attend, without vote, meetings of the Board of Directors and shall inform the Board of Directors of all necessary or material matters of business pending or planned. He/she shall be responsible for the employment, appointment, management, and supervision of additional staff, advisors, and volunteers. The CEO reports and is responsible to the Board of Directors.

The performance of the CEO shall be reviewed annually or in accordance with his/her employment agreement.

BY-LAW NO. 10. PRIVACY POLICIES.

Privacy of member, employee, and volunteer information must be kept in accordance with all Federal and state laws.

Contracts, agreements, employment documents, and other instruments held by the Society may only be released with the consent of both the Board and the Chief Legal Officer.

BY-LAW NO. 11. CHAPTERS.

Sec. 1. A Chapter May:

- A. Conduct activities of a local nature within its own jurisdiction. Activities of national significance may be conducted only with the approval of the Board of Directors,
- B. Apply to the Board of Directors for the funds and support it may require,
- C. Engage in local fund raising activities to support its authorized activities, but may not levy dues or solicit funds from members without the approval of the national Board of Directors.\

Sec. 2. Financial records.

Each Chapter shall keep a proper accounting of funds and shall send an annual financial report of funds held in the Chapter's control to the national office within 30 days after the end of the calendar year. The books and records of each Chapter shall be subject to audit by the national Treasurer or his or her designee.

Sec. 3. Chapter officers and elections.

Each chapter shall elect officers at least every two years. Chapter officers may be Professional (including Life and Leader), Merit or Beginning Professional Members. Basic Members may also be elected to the board but may not hold any officer positions. Each Chapter shall decide the number and titles of its officers, but there shall be at least three officers with duties corresponding to those of President, Vice President and Secretary/Treasurer. Officers may be elected by the Chapter Board or by the voting membership of the Chapter, as the Chapter Board may determine

BY-LAW NO. 12. OPPOSING POINTS OF VIEW.

With the submission of any proposition to the membership for a vote, a statement of not more than 1,500 words may accompany it in support which shall be provided to the voting membership as a part of the

voting process.

If a majority Board is in opposition to the proposition, it shall provide to the voting membership as a part of the voting process a statement of not more than 1,500 words outlining their position.

If a majority of the Board supports the proposition, it shall solicit from those opposing it such a statement, which shall be provided to the voting membership as a part of the voting process. The statement to be used shall be chosen by the Chief Legal Officer.

All statements are subject to review by the association's legal counsel, who can require that the statement be edited for legal reasons.

In order to conserve the Society's resources, all referenda will be submitted to the members in conjunction with the next national Board election following the receipt of the referendum.

BY-LAW NO. 13. ELECTRONIC BALLOTING.

At the discretion of the National Board of Directors, the Society may utilize on-line electronic voting. In such case, the system will provide each voter with access to a secure, web-based, voting system. Hard copy ballots shall be provided for those members who do not have access to electronic voting. Any member who receives a hard copy ballot will not be eligible to cast an electronic vote in that election or referendum.

Sec. 1. Elections.

For Elections, the process will include the following:

A. An electronic ballot,

Listing the names of the candidates, which names shall be placed in an order determined by chance.

The design of the ballot and the election process shall insure the secrecy of the vote, and employ a means to ensure the authenticity of the ballot; and

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. The statement may not include a url or hyperlink for further information.

Sec. 2. Counting of ballots.

The Board of Directors shall designate an independent third-party electronic voting system provider to administer the election and certify the results, or other qualified independent party to verify the count from the secure, web-based on-line voting system, All electronic data and other election records shall be preserved by the designated provider for one year after the date of the count.

Sec. 3. 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 or directors 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.

Section 4. Referenda.

For a Referendum, the process will include the following:

Within 60 days of receipt of a valid proposal for referendum, the national office shall send a ballot or notice containing instructions for on line voting to each Professional Member, unless the ballots or notices are being sent in conjunction with national Board elections. The referendum vote shall be decided by a count of all those valid referendum votes returned to the national headquarters or cast on line within thirty (30) days of sending the ballots or notice. Unless the referendum is submitted in conjunction with national Board elections, the votes shall be counted on the first business day following the deadline for the receipt of the referendum votes. In the case of a referendum proposed by the national Board of Directors, the board may fix the date for mailing of the ballots and sending the notice.

All election data and records shall be preserved by the designated provider for one year after the date of the count. The referendum results shall be reported to the membership within fourteen (14) days following the count of the votes.

BY-LAW NO. 14 CANDIDATE RECOMMENDATIONS.

The National Board of Directors may appoint a Nominating Committee for the purpose of verifying candidates' qualifications for election to the National Board of Directors. The Nominating Committee may recommend up to one candidate for each open position on the final ballot in the election of the National Board of Directors.

BY-LAW NO. 15 CHANGES IN DUES.

Unless otherwise stipulated, all referenda changing the annual dues for any category of membership shall be effective for the next billing year following the year of the passage of the referendum.

BY-LAW NO. 16 AMENDMENTS TO BY-LAWS

Per Article XIV, Section 2 of ASMP's Constitution: "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."