

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

Adopted February 2014

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

Sec. 1. Associate Membership.

A. Associate: Associate Members shall be still and motion photographers and any other creators who do not meet the criteria for the Professional membership category.

B. Associate Plus category: Associate Plus membership is closed to new members. Current Associate Plus members may retain their Associate Plus memberships for a period of one year. If Associate Plus members move up to Professional membership, their applications for change in membership status will require only one additional sponsor.

C. Student Associate: Student Associates shall be students at the college or post secondary level. Written proof of enrollment from a department head, admissions office, or class schedule on official school letterhead must accompany the application. Individuals can remain Student Associates for one year after completion of their degree.

D. Educator Associate: Educator Associates shall be full time post-secondary and college educators in the field of visual arts and other subject areas pertinent to still and motion photography and related matters who do not qualify for the Professional or Associate membership category. Verification of employment shall be required as may be determined by the ASMP Board of Directors from time to time.

E. Emerging Associate. Any assistant or emerging still and motion photographer or associated creator, who has been working as a still and motion photographer or associated creator for two years or less, may become an Associate Member by applying for the sub category of Emerging Associate. An individual may remain in this subcategory for up to one year at which time he or she will automatically be transferred to the primary Associate category and shall pay the prevailing dues for said category.

F. Senior Associate. Senior Associates shall be individuals who were previously General or Professional Members who have reached the age of 65, and who have retired from the profession with more than five years of continuous membership in ASMP.

G. Life Member. Professional (formerly called General) Members, age 65 or older, who have been members continuously for at least 20 years. There is no presumption that a Life Member has 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 staff in the national office must verify that all the qualifications have been met. The Life Membership category is currently closed and only available to members who joined ASMP prior to 1995.

Sec. 2. Affiliates.

Individual Affiliates shall be persons other than educators who supply services to still and motion photographers.

Sec. 3. Association Membership.

Any membership organization of individual copyright owners qualifies for this class of non-voting membership, provided that the organization's charter and governing documents are consistent with the goals and standards of ASMP. There shall be no dues for this category of membership, provided that reciprocal membership is granted to ASMP.

Sec. 4. Honorary Membership.

A. A Professional Member may nominate any person for Honorary Membership for his or her contributions to photography. Nominees may be elected to Honorary Membership status by 3/4 vote of the national Board of Directors at its next regular meeting following the nomination

B. An Honorary Member shall be entitled to receive the same benefits as an Affiliate Member.

C. Honorary Membership status shall be for the life of the Member.

D. Honorary Members shall not be required to pay annual dues.

Sec. 5. Partner/spouse membership category.

Members whose situation warrants consideration for the Partner/spouse Membership category must meet all of the requirements for membership.

- Partner/spouse membership is only available to individuals who have a "legal connection" with an existing Professional Member.
- The Partner/spouse membership will only endure as long as the Professional Member in the partnership maintains "member-in-good-standing" status. Should the Professional Member's membership be terminated for any reason, the Partner/spouse's membership shall terminate as of the same date.
- In situations where there is a Professional Member + Partner/spouse membership in place, each member shall receive a separate listing in the membership directory. Partner/spouse Members shall be granted the same specialty listing as Professional members.
- Partner/spouse Members will not receive any of the ASMP publications distributed freely to the membership. They may, however, purchase any ASMP publication at the member price at any time during their membership.
- Legal connection means either (1) a lawful marriage or (2) an on-going business relationship in the photography industry which either has a written partnership agreement in place under which the partner/spouse and Professional member are partners, or is a corporation in good standing of which the partner/spouse and the Professional member are stockholders.

As of November 1, 2002, no one shall be eligible for this category of membership. Those enrolled in this category on November 1, 2002 shall be entitled to remain in it until the termination of said membership.

Sec. 6. Merit Memberships.

A. Eligibility: Selection shall be made based on the merits of the individual candidates, shall be on a non-discriminatory basis, and shall be at the discretion of the ASMP Board.

B. Merit Membership shall last for one year and is not renewable. At the termination of the Merit Membership, the Member may renew membership in ASMP at the appropriate level of membership.

C. A Merit Member shall pay no dues.

D. A Merit Member shall be entitled to receive the same benefits as an Associate Member.

Sec. 7. Transitional Memberships.

A. Eligibility: Transitional Memberships may be offered to imaging professionals of other trade associations organized and operated primarily for the benefit of imaging professionals when those members wish to terminate their memberships in those organizations and to join ASMP part way through the dues cycles of the other organizations. Selection shall be made on a non-discriminatory basis, and shall be at the discretion of the ASMP Board.

B. Duration: The duration of Transitional Membership shall be determined by the board of directors on a case by case basis, but under any circumstance shall not be longer than the end of the calendar year in which Transitional Membership is granted.

C. Dues: Transitional Members shall pay no dues while they are Transitional Members.

D. Benefits: Transitional Members shall receive the same benefits as Merit Members, except that they shall not be entitled to a complementary copy of the ASMP Professional Business Practices in Photography book as a benefit of Transitional Membership.

E. Membership: Transitional Members may apply for membership in the appropriate category, to be effective for the year immediately following the expiration of Transitional Membership, and receive all of the benefits of new membership.

Sec. 8. Dues and application fees.

All membership application fees, and dues for membership categories other than Professional Membership, shall be determined by the national Board. 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 or Specialty Group.

Sec. 9. 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 and payment of the Board Chair stipend.

BY-LAW No. 2: EXPULSION.

Sec. 1. Expulsion proceedings.

Upon receipt of a petition for expulsion of a member by the national headquarters, the Board Chair (or the next ranking officer if the Board Chair is the subject of the petition) shall immediately appoint a committee of at least three Professional members from the Chapter jurisdiction of the subject member to review the allegations against the member. The national office shall immediately forward a copy of the petition for expulsion to the subject member by certified mail. The subject member shall have the right to appear on his or her own behalf before the review committee. The committee shall report to the national Board of Directors in writing within forty-five (45) days after its appointment. If

an officer of the Society is the subject of the expulsion petition, the next ranking officer shall assume the duties of that office immediately upon receipt of the expulsion petition by the national headquarters. A director of the Society or any Chapter who is the subject of an expulsion petition may not exercise the duties or privileges of board membership until the proceedings are concluded.

Sec. 2. Hearing.

Upon receipt of the investigating committee's report, the Board Chair shall send a copy to the subject member by certified mail. Within forty-five (45) days after receipt, the subject member may submit to the national headquarters a written defense to the expulsion petition and committee's report. The Board, no later than at its next regular meeting, shall consider the expulsion petition, the report of the investigating committee, and the defense of the subject of the petition, who shall have the right to appear on his or her own behalf at his or her own expense. A two-thirds (2/3) vote by secret ballot is necessary for expulsion.

BY-LAW No. 3. NATIONAL OFFICERS

Sec. 1. Officers.

The elected officers of the Society in order of rank & succession shall be the Board Chair, the Vice-Chair, the Treasurer, and the Secretary.

Sec. 2. Duties.

A. Board Chair shall

- (i) preside at meetings of the membership of the Corporation and Board of Directors;
- (ii) 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;
- (iii) execute any necessary documents and instruments on behalf of the Corporation, except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some officer or agent of the Corporation; and
- (iv) perform other duties as from time to time may be assigned by the Board of Directors.

B. Vice-Chair shall perform the duties of the Board Chair in the event of his/her absence, disability or refusal to act, and 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. Secretary shall

1. perform 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, and assure timely dissemination of the minutes to the membership.

Sec. 3. Appointment of officers

A. Appointment

Any Member elected to the Board of Directors shall be eligible for appointment by the Board as an officer of the Society after one year of service 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.

A.1. Immediate Past Board Chair

A Board member who serves as the Board Chair in the final year of his/her term may be invited by the subsequent Board Chair, with the consent of the Board of Directors, to continue service for one additional year in an ex-officio, non-voting capacity.

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 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. 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 meeting after their appointment and continue until the next appointee assumes that office the following year.

Sec. 5. Succession

If the office of Vice-Chair, Secretary or Treasurer 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. 4. CONFLICT OF INTEREST.

Any national Board 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 Chair

and Executive Director 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 member could influence. Sitting Board members are expected 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 or Board candidates, but rather to ensure that no undue influence is exerted upon Board decisions and that there can be no 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 to comply fully and accurately with the disclosure requirements of this By-law 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 its sole discretion by a two-thirds (2/3) vote.

BY-LAW No. 5. SIGNING OF INSTRUMENTS.

Sec. 1. Officer authorization.

All checks, notes, contracts and other instruments of any kind which obligate the Society financially shall be signed by the Board Chair, Treasurer and/or such other officers or staff members as the full Board of Directors may authorize. National officers so authorized shall be bonded or among those covered by the Society's theft and dishonesty insurance policy

Sec. 2. Staff authorization.

The Board of Directors may authorize staff to sign any such financial instruments up to an amount it deems prudent. All staff shall be covered by the Society's theft and dishonesty insurance policy.

BY-LAW No. 6. NOTICE AND MINUTES OF MEETINGS.

Sec. 1. Regular meetings notice.

Each member of the Board of Directors shall receive written notice, not less than thirty (30) days in advance, of each regular board meeting. The notice shall include or be supplemented with an agenda, which may be revised.

Sec. 2. Special meetings notice.

Each member of the national Board of Directors shall receive written or oral notice not less than forty-eight (48) hours in advance of each special Board meeting. A special meeting shall transact only the business specified in its notice. Attendance at a meeting, whether regular or special, shall be deemed to be a waiver by that Board member of the applicable notice requirement.

Sec. 3. Minutes of meetings.

The minutes of each meeting of the Board of Directors and of the Professional Membership shall be sent to each board director for comments and corrections prior to approval and publication. Final minutes of all meetings shall be published to the membership no later than 7 days after the next regularly scheduled meeting.

Approved minutes shall be kept permanently at Society headquarters or stored at such other site as the Executive Director may from time to time determine.

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

Minutes of the Professional Membership meetings shall include the number of Professional members present and present by proxy, if any actions are taken. If no actions are taken, minutes of the meeting shall not be kept.

Minutes of all meetings shall include the text of each motion, names of mover and seconder, vote tally and, on roll call votes, the names of those voting and their votes.

BY-LAW No. 7. NATIONAL COMMITTEES.

The Board of Directors may authorize the establishment of committees, advisory boards, or task forces from time to time and assign duties to them. The action establishing such committees shall state the purpose, composition guidelines, timeline and authority of each committee. 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.

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 director of any responsibility imposed upon it, him, or her by law.

BY-LAW No. 8. THE NATIONAL EXECUTIVE DIRECTOR.

The national Board of Directors shall employ a chief executive officer, titled "Executive Director," who shall have such duties, for such length of time, and at such compensation as may be determined by the Board of Directors. The Executive Director shall be responsible for the efficient day-to-day 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 such governing policies as the Board of Directors may establish. 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 of additional staff.

The performance of the Executive Director shall be reviewed annually.

BY-LAW No. 9. 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.** Levy Chapter dues and assessments on its own members, but no Chapter levy shall affect a member's obligation to pay dues and assessments to the Society, and
- D.** Engage in local fund raising activities to support its authorized activities.

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 national office will supply a form of required information to be filed by the Chapter's Treasurer. 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 a governing board and a set of officers every two years. Officers may be Professional, Merit or Associate Members. Associate Members are comprised of the Associate, Emerging, Student and Educator categories. Affiliate Members may also be elected to the board but may not hold an officer position. A 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. 10. SPECIALTY GROUPS.

Sec 1. A Specialty Group may:

- A.** Conduct educational and advocacy activities within the scope of its photographic specialty. Activities of national significance may be conducted only with the approval of the national Board of Directors,
- B.** Apply to national Board of Directors for the funds and support it may require, and
- C.** Engage in national fund raising activities, in concert with and approval from the ASMP Executive Director, to support its authorized activities.

Sec 2. Membership.

- A.** Membership in any ASMP Specialty Group is open to all members of ASMP. There is no limit on how many groups a Member may join.
- B.** With approval of the leadership of an individual Specialty Group, non ASMP Members may be

invited to participate on the Specialty Group's respective communications network. Qualification for non-member participation may be established by each group's leadership. Time limits for non-member participation may also be determined by the Specialty Group's leadership.

Sec 3. Financial records.

- A.** Specialty Group funds will be administered by the national office.
- B.** Specialty Groups may request and disburse funds only for approved activities with prior approval of the national Board of Directors in the annual ASMP Budget.
- C.** Each Specialty Group shall keep a proper accounting of funds spent, contracts let or debts incurred, and shall send financial reports to the national office within 30 days of a request by the national office. The books and records of each Specialty Group shall be subject to audit as may be specified by the Board of Directors

Sec 4. Specialty Group Leadership.

- A.** The President of each Specialty Group shall be appointed by the ASMP Board of Directors.
- B.** The President of each Specialty Group shall establish a Specialty Group Leadership Committee with a minimum of three and a maximum of seven members of the Specialty Group.
- C.** On an annual basis, by March 31st, the current Leadership Committee of each Specialty Group will recommend a Professional Member to the ASMP Board of Directors to chair its respective Leadership Committee as President.
- D.** All Leadership Committee members may be Professional or Associate Members who are members of the Specialty Group.
- E.** 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 5. Specialty Group Communication Networks.

- A.** Each Specialty Group shall, with the approval of the national office, establish an internet based communication network to facilitate discussion amongst the members of the Specialty Group.
- B.** Each communications network will be administered and funded by the national ASMP office.
- C.** Each Specialty Group Leadership Committee will appoint at least one moderator to monitor discussions on the network for compliance with national ASMP policies.
- D.** The moderator(s) will be members of the Specialty Group Leadership Committee.

BY-LAW No. 11. OPPOSING POINTS OF VIEW.

Whenever any proposition is submitted to the membership for a vote, the following procedure shall be followed. Immediately after official notification, the national office shall send, via e-mail, to all Chapter and Specialty Group Presidents, and the Board of Directors copies of the proposition. The notice shall invite, and set a fourteen day deadline for receipt of, pro or con declarations about the proposition.

These declarations can be sent to the national office by e-mail, mail, or other delivery service. If a member-initiated referendum is submitted under circumstances where no person eligible to be a pro declarant has so declared, the members signing the petition shall not be deemed declarants, but they

may submit a pro statement for inclusion in the ballot materials in accordance with the requirements of this By-law. On the next business day after the deadline, the national office shall submit to the Board of Directors, Chapter and Specialty Group Presidents a notice containing a list of all who have declared as pro or con. In the case where a member-initiated referendum receives no pro declarations, the notice shall also include the names of, and also be sent to, the members who signed the petition.

Collectively, the pros and cons may each provide one statement of up to 1500 words in support of their position to be included in unedited form with the ballot, provided that it is received at the national office within fourteen days of the postmark date of the notification of pro and con position holders. "Unedited" shall not be deemed to exempt the statement from review by legal counsel, who can require that the statement be edited for legal reasons. All such editing will be done by the original writer. Failure to submit a statement that satisfies legal review within seven days after the statement has been initially sent back to the writer for editing will result in that statement being omitted from the ballot. In order to conserve the Society's resources, whenever possible, 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. 12. ELECTRONIC BALLOTING.

Sec. 1. Elections.

For Elections, the process will include the following:

A. A 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 national staff shall verify the count from the secure, web-based on-line voting system, or the board may direct that the count be verified by a third party, such as the operator of the voting system or an independent auditing firm. Hard copy ballots, if any, shall be counted at the national office or at the offices of the appointed auditing firm, and electronic ballots shall be counted on line on the first business day after March 15 of each year. All ballots, envelopes, electronic data and other election records shall be preserved by the national office or designated auditing firm 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 ballots, envelopes, data and other election records shall be preserved by the national office or designated auditing firm for one year after the date of the count. The referendum results shall be reported to the membership within seven (7) days following the count of the votes.

BY-LAW No. 13 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. 14 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.