

# **PSNY International Ltd. Constitutions and By-Laws**

## **Article I: Name and Purposes**

1. The name of this society is called P.S.N.Y. International Ltd./ The Photographic Society of New York registered on July 21, 1982 in the state of New York by Mr. Wellington Lee, Mr. Christopher Loo and Mr. Keith Lee.
2. The purpose of this society is solely for the promotion and the advancement of the arts and science of photography.
3. The society is registered as a non-profit, nonpolitical and law-abiding organization.
4. Activities for members and non-members consisting of:
  - A. Photographic exhibitions, lectures, technical demonstrations, teaching, photographic sessions and bulletin printing
  - B. Encouraging and helping members, and non-members to participate in international exhibitions and contest of photography.
  - C. Outdoor photographic fieldtrips and sessions for picture taking.
  - D. Promote better understanding and friendship between other photographic organizations and artists through photographic technical exchanges.

## **Article II: Membership and Honors**

General: This society shall be a membership organization and consisting of the following members and honor members:

Overseas Regular Member  
Overseas Life Member  
USA Regular Member  
Active Member  
Honorary Member  
Life Directors  
Associate  
Fellow  
Honorary Exhibitor  
Honorary Fellow

Individuals who have good characteristics reasonably good minds, and interested in photography may apply for membership with each application carrying the recommendation of the members of this society, and with the approval of Executive Committee and the Board of Directors. Approval or Denial of each membership application is at the discretion of the Board of Directors.

- 1) Overseas Life Members: Overseas Life Members, who have met all requirements and in lieu of dues, and paid a single life membership fee prescribed by the Board of Directors.
- 2) USA Regular Members: USA Regular Members, who have met requirements and paid all dues on time prescribed by the Board of Directors, and with memberships of less than three years (36 months).
- 3) USA Active Members: USA Active Members, who have met all requirements and paid all dues on time prescribed by the Board of Directors, and with memberships of three years or more (36 months).

- 4) Honorary Members: Members and Non-Members, who have contributed outstanding services to photography in general, and to this society in particular, may be proposed either by the Board of Directors or the Executive Committee and the approval of the Board of Directors.
- 5) Life Directors: Life Directors, including the following two groups of members:
  - A. Founding Members of this society prior to 1950.
  - B. Former Presidents for over thirty years, with no impeachment, with an outstanding record and has paid all dues on time.
- 6) Associates: USA Members and Overseas Life Members who have met requirements and paid membership dues prescribed by the Board of Directors. Overseas Regular Members must become life members prior to this application for this honor.
- 7) Fellow: USA Members and Overseas Life Members, who have met all requirements and paid all dues on time prescribed by the Board of Directors and have been elected associates for at least one year may apply for this honor.
- 8) Honorary Exhibitors: Members including USA Members, Overseas Life Members, Honorary Members, Honorary Fellows, who have met requirements, and paid all dues on time prescribed by the Board of Directors, Overseas Regular Members must become Life Members prior to this application. This honor is to be awarded to members who have outstanding records in international exhibits.
- 9) Honorary Fellows: Members and Non-Members, who have made exceptional contributions to the excellence in international reputation of Photography and with outstanding services in general, to this society in particular, and have met requirements, may be proposed by two members of the Board of Directors and approved by the Board of Directors. This is the highest honor in this society and cannot be applied by any members or non-members. The Board of Directors have made separate requirements for the following honors:
  - Associateship (APSNY)
  - Fellowship (FPSNY)
  - Honorary Membership (Hon.PSNY)
  - Honorary Exhibitor (Hon.ESPSNY)
  - Honorary Fellowship (Hon.FPSNY)
- 10) Honorary Outstanding Photographer of the Century (Hon.OPCPSNY): Members and Non-Members, who have exceptional contributions to the advancement of Pictorial Photography by advocating the creation of beauty and the raise of the prestige and value of Pictorial Photography as a form of fine art.
  - A. For Excellence in Photography. To those whose artistic, creative and distinguished style of successful pictorial works in international exhibitions. These works must also have been well known internationally for many years.
  - B. For Outstanding Services to Photography: To those whose outstanding services in promoting Pictorial Photography on an international magnitude in general and to this society (PSNY) in particular. This is the highest photographic honor in the world with two conferring in two different years. An outstanding photographer may receive both of the Hon.OPCPSNY Honors, the Excellence in Photography and the Outstanding Services to Photography. These two honors are both honorary types of honors and cannot be applied by neither members nor non-members. This society will confer these honors to deserving candidates occasionally, whenever it deems necessary. The Hon.OPCPSNY Honor Committee may select up to five honor recipients each time. This society has specific Rules, Regulations and Requirements on the conferring of the Hon.OPCPSNY Honors.

### **Article III: Enrollment Fee and Dues**

1. The enrollment fee and membership dues shall be fixed annually by the Executive Committee with the approval of the Board of Directors.
2. The enrollment fee for the USA Members and the Overseas Members are to be announced annually and will be determined by the Board of Directors.

### **Article IV: Duties and Privileges of Members**

1. Members shall abide this Constitution and By-Laws and shall keep this society informed of their correct mailing addresses.
2. Overseas Life Members without any right to hold office on the Board of Directors and the Executive Committee but enjoy the privileges as established by the Board of Directors. They may be appointed as Overseas Honorary Representative by the Board of Directors.
3. USA Regular Members without any right to hold office as the Board of Directors and Board Chairman or the President and Vice President, but enjoy the privilege to be appointed as other members of the Executive Committee by the president, and the approval of the Board of Directors.
4. USA Active Members without any right to hold office in any Board of Directors but in case of having met the Presidential election requirements, may enjoy the privileges to being Presidential candidates with the approval of the Board of Directors.

### **Article V: Recall, Suspension and Expulsion**

1. Any member who owes membership dues for more than one year will be considered as not in good standing and receive no response to the third notification of this society within six months, and the membership shall be terminated. If reapply for membership, the approval or denial will be at the discretion of the Board of Directors.
2. Any member who does not abide the Constitution and By-Laws of this society and in degrading the reputation of this society for any unlawful purpose, or performs any harmful action to this society; the membership shall be terminated by the Executive Committee and the Board of Directors. All recalls shall be made by the Board of Directors.
3. Relinquishment of Claims. All rights, titles and interests, whether legal or equitable, of a member in and to the property of this society shall cease upon termination of membership for any reason.

### **Article VI: Board of Directors**

1. Board of Directors is the highest office and the controlling body of this society. The Representative government of this society shall be established through the medium of a Board of Directors, which shall have the power of establishing policies, procedures, and practices for this society and proposing and ratifying amendments to the Constitution and By-Laws. Other authorities including proposing and approving of all proposals. Means to raise funds and approving the use of funds, approval for expulsion of members, recall of offices or officials, proposing and approving of all Honors, proposing and approving of all Honors, proposing and approving the candidates for Presidential and Chairman of the Board of Directors, proposing and approving of Overseas Honorary Representatives; as well as the authority in investigation, censure, impeachment, expulsion, reinstatement of officers, officials and

members; approving and revoking agreements, makes final decisions on any emergency matters and assists the Executive Committee to enforce and control all activities within the society. Representatives of this society are to meet Overseas Honorary Representatives, along with contacting and creating friendly relations between other photographic and artistic organizations. The Board of Directors may call for a Board of Directors meeting at any time, and minutes of the meetings shall be kept in records and shall be kept by the Board Chairman; informing the President with any approved proposals for immediate action.

2. Composition. The Board of Directors is composed of the Chairman, Vice Chairman, Secretary, Honors Chairman and Directors.
3. Life Directors of this society have the special privileges and seniority rights to be elected for the chairmanship of the Board of Directors.
4. Qualification for former Presidents to be elected to the Board of Directors: Each year five former Presidents, each with at least two terms as President of this society, may be elected into the Board of Directors, and may be reelected consecutively.
5. Qualification for former Presidents to be elected to the Board Chairman: Each year one former President with at least five years after his or her term served, may be elected as Board Chairman, and may be reelected consecutively.
6. The Board Chairman shall not be elected as the President of this society, and should not be elected as the Board Chairman or the President of any photography related organization within the city of New York at the same time.

#### **Article VII: Executive Committee**

1. The Executive Committee of this society is for the management and the administration of its affairs, under the leadership of the President and the Vice President to carry out all the proposals approved by the Board of Directors.
2. Composition of the Executive Committee Secretaries, Treasurer, Activity Chairman, International Exhibition Chairman, Communication Media Chairman, International Affairs Chairman, Monthly Contest Chairman, Public Relations Chairman, Art Director, General Affairs Chairman, Digital Chairman, etc.
3. Qualifications for the President and the Vice President and their duties.
  - A. President: Must be an active member with good characteristics and a sound mind. The candidate must be of age twenty-five years or older. He or she must have over three years of outstanding services record in this society, with good leadership and has met all requirements to be a Presidential Candidate as well as having the approval of the Board of Directors. A candidate is elected by the members of this society at the annual election (one year for each term). He or she may be elected for a second term, but not consecutively for a third term. As the President of PSNY, he or she shall not hold another Presidency or Board Chairman from any photography related organization within the city of New York.

##### **Duties:**

- i) Attendance at General Membership Meetings and Executive Meetings, managing, leading, helping officers to other Executive Members and carry out all activities of this society that have been approved by the Board of Directors.
- ii) Represent PSNY to meet Overseas Honorary Representatives and other visiting guests.
- iii) Keeping records of minutes with signatures of members attending the meetings.

- iv) May attend the meetings of the Board of Directors only invitation from the Board Chairman, but without any right of voting at any board meetings.
  - v) Cooperate with the Board of Directors to enforce and promote all proposals approved by the Board of Directors.
- B. Vice President: Appointed by the President with approval from the Board of Directors. Must have the same qualifications as the President and have the same duties as the President in the case of the President's absence.
- Duties:
- A. Assist the President in carrying out all proposals.
4. Qualifications for Board Chairman: Any former President serving PSNY as Board Member at least five years and paid all dues on time. Must be nominated by the Board.
5. Qualifications and duties of all other Executive Committee Members. The following Executive Committee members are also appointed by the President with the approval of the Board of Directors and must be USA regular or active member.
- A. English (1) and Chinese (1) Secretaries: Handling all clerical works for PSNY, and recording of minutes of all meetings in an official book which will be kept by the President after each meeting.
  - B. Treasurer: One officer handling all financial affairs.
  - C. Activity Chairman: Two officers handling all activities and programs for the society.
  - D. International Exhibition Chairman. Three officers handling all activities of the Internationals Exhibition.
  - E. Communication Media Chairman: Two officers handling all news worthy materials of the society for newspapers and broadcasting stations.
  - F. International Affairs Chairman: Handles the correspondences with Overseas Members and collection of annual membership dues of the Overseas Members. Mail out bulletin to Overseas Members.
  - G. Quarterly Contest Chairman: Handles all activities of quarterly contests.
  - H. Public Relations Chairman: Handles all public relation affairs of PSNY, including welcoming of visitors.
  - I. Art Director: Handles art work of PSNY.
  - J. Digital Chairman: Handles all digital art works.
  - K. General Affairs Chairman: Handles affairs other than the above mentioned activities.

Executives Committee Members and Chairman may be increased any/or decreased at any time whenever necessary with the proposal of the President and approved by the Board of Directors.

### **Article VIII: Election and Meeting**

1. Annual Election: The election of the President on the first Sunday of December each year by the full membership of PSNY. The Presidential Candidates will be announced two weeks prior to the election day. The election of the Board Chairman on the first Sunday of December each year is voted on by the Board of Directors.
2. Annual General Membership Meeting is on the same day as the Election Day. The Board Chairman, the President, and the Executive Committee Chairman will make brief reports of the results of the general affairs of PSNY for the entire year.
3. The installation of all Board of Directors, the President, Vice President and all Committee Chairman, is on the first Sunday of January each year. In the event that first Sunday is a New Year's Day, the installation date will move forward to the second Sunday of January.
4. In the event of any emergency, the Board Chairman or the President may call for a special General Membership Meeting at any time with the approval of the Board of Directors.
5. The President may call for an executive meeting every two months and prepare programs for PSNY for the immediate coming months.
6. Board Chairman kept record of minutes of Board Director Meetings. President kept recording minutes of Executive Committee meetings. English and Chinese Secretaries record minutes of the meetings at all meetings with the signatures of each attendant.

### **Article IX: Overseas Honorary Representation**

1. For the purpose of promoting international understanding and friendly relation among our Overseas Members. These Members may be designated as Overseas Honorary Representatives in their respective countries by the Board of Directors. Other functions include helping of honors application for Overseas Members and recommending new members to PSNY.
2. Overseas Honorary Representatives may hold this title as an office continuously unless by resignation or termination by the Board of Directors for special reasons.

### **Article X: Income and Expenditures**

1. The entire source of income of funds come from the membership dues and through personal donations.
2. The annual expenditure of PSNY shall be within the limited income of funds in each year.
3. All the members of the Board of Directors and the Executive Committee Members, and Overseas Honorary Representatives are voluntary by donating their services to PSNY without any salary dues.
4. Dissolution of PSNY, if necessary, shall be carried out in accordance with the provisions of the laws of the state in which PSNY is incorporated.

## **Article XI: Constitutions and By-Laws**

1. This Constitution and By-Laws shall be constituted as the basic rules and regulations of PSNY. Amendments had been added to the Constitution and By-Laws in 1997 with the approval of the Board of Directors and the General Membership Meeting. It was then revised in 2005 by the Board of Directors.
2. The purpose of PSNY shall be permanent and shall not be changed at any time.
3. The structure of the Board of Directors and the Executive Committee, including the President and Vice President, shall be preserved and maintained forever.
4. With the good intension only for better improvement or increase or decrease of the activities of PSNY, the Board of Directors, at any time, may propose amendments to this Constitution and By-Laws and approved by the Board of Directors.
5. This Constitution and By-Laws written in English is the original text in its original, true form. For the convenience of easier understanding by some of our members, a translation written in Chinese of this Constitution and By-Laws, is also available.