



N A N P A

Bylaws of The North American Nature Photography Association, Inc. A Nonprofit Corporation

Article I. Name and Purpose

1. **Name.** The name of this corporation is the North American Nature Photography Association, Inc., (referred to below as "NANPA"), a nonprofit corporation incorporated in the State of Colorado.
2. **Location.** NANPA's principal office shall be located at such place as shall be determined by NANPA's Board of Directors (referred to below as the "Board").
3. **Purpose.** NANPA's mission is to provide education, foster professionalism and ethical conduct, gather and disseminate information, and develop standards for all persons interested in the field of nature photography. NANPA further seeks to promote nature photography as an art form and a medium of communication for the sciences, nature appreciation and environmental protection.

Article II. Membership

1. **Membership.** Nature photographers and other persons who support or are interested in nature photography may become members of NANPA.
2. **Membership Classes.** In addition to the class of general membership, the Board may establish other classes of membership, having different costs and privileges, as the Board shall deem appropriate. General members may serve as Directors, hold office, serve on committees and vote.
3. **Applications for Membership.** All applicants for membership must complete and sign the application form prescribed by the Board.
4. **Resignation.** Any member may resign by filing a written resignation with the Board; however, resignation shall not relieve a member from liability for dues accrued and unpaid as of the date of resignation.

5. **Expulsion.** A member may be recommended for expulsion from membership for cause by two-thirds vote of the entire Board. The member shall be given reasonable notice of the recommendation and the alleged cause and shall be invited to present to the Board, either in person or writing, a defense against expulsion. Expulsion shall be effective only if the Board, after consideration of the defense, if any, confirms, by a second two-thirds vote of the entire Board, its decision to expel.

Article III. Dues

1. **Dues.** The Board shall establish members' dues.
2. **Assessments.** The Board may levy special assessments upon members as the Board shall deem necessary.
3. **Delinquency.** Any member of NANPA who is delinquent in dues for a period of 30 days after the close of the dues year shall be notified of the delinquency at such member's address as contained in NANPA's membership records. If such dues are not paid within 30 days after the giving of such notice, the delinquent member shall forfeit all rights and privileges of membership and membership shall be automatically terminated.
4. **Refunds.** No dues will be refunded.

Article IV. Directors

1. **Directors.** NANPA's governing body is the Board, which has authority and responsibility for the supervision, control and direction of NANPA.
2. **Composition of the Board.** The Board shall consist of 13 Directors. Eleven shall be elected by and from the general membership. An Executive Director, who may be appointed by the Board, shall serve ex-officio and in a nonvoting capacity. The President of the NANPA Infinity Foundation shall serve ex-officio and in a nonvoting capacity. No person shall serve as a Director who is less than 21 years old. Directors who serve in a nonvoting capacity shall not be counted in determining the existence of a quorum of the Board or in determining whether a majority (or any other proportion) of the Board has voted with respect to any matter.
3. **Election and Term of Office.** An annual election to choose new members of the Board shall be held at a date, no later than October 31 of each year, determined by the Board. Directors shall serve staggered terms of three years. One Director may serve three consecutive terms. The Nominations Committee recommends that person. Such a recommendation is not mandatory. Otherwise, except as provided below with respect to persons elected as President, a Director may serve a maximum of six years consecutively. A person who has previously served as a Director is eligible to be elected again after having been off the Board for one year. New Directors shall take office at the end of NANPA's annual education conference (referred to below as the "Summit"). A Director who is elected to the position of President-Elect in the second or third year of his/her Board term, shall continue to serve on the Board, one year as President-Elect, one year as President, and one year as Past President. In such event such Director shall not serve another year or two as a general director, after completion of the term as Past President. In determining the

number of new Directors to be elected, the terms of office of the President and the Past President shall be taken into account.

4. **Vacancies.** If a vacancy occurs on the Board for any reason, the position shall be filled for the unexpired portion of the term by the Board.
5. **Board Meetings.**
 - a. Regular Meetings. The Board shall meet at least twice a year. At least one such meeting shall occur in the summer and another such meeting shall occur close in time to, and at the same place as, the Summit. The Board may also hold other regular meetings at times and places designated by the Board. No notice need be given of such regular meetings.
 - b. Special Meetings. The President or any three Directors may also call special meetings of the Board upon ten days' notice giving the date, time and place of such meeting. Such notice need not state the purpose of the meeting unless the purpose is to amend these Bylaws.
 - c. Quorum. The presence of a majority of the Board at any meeting shall constitute a quorum. A quorum shall be necessary to take Board action except where some other number is required by law or by these Bylaws.
 - d. Board Action at a Meeting. The act of a majority of the Directors present at any meeting at which a quorum is present shall constitute the act of the Board, except as otherwise provided by law, by the Articles of Incorporation or by these Bylaws. Members of the Board may attend meetings by conference telephone call or other similar communication by means of which all persons participating in the meeting can hear each other.
 - e. Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if each Director, in a written document, either votes for such action or votes against such action or abstains from voting. Such action without a meeting shall be effective only if (i) the number of votes for such action is at least equal to the minimum number of votes that would be necessary to take such action at a meeting at which all of the Directors then in office were present and (ii) such document or a counterpart of such document is signed by each such Director and is received by NANPA. Any such document may be received by NANPA by any electronic means, including e-mail, that provides the complete text of such document and the Director's signature. In the case of an e-mail transmission, the typed name of the Director shall serve as the signature. Such documents shall be filed with the minutes of the Board. The foregoing rules in this subparagraph (e) shall apply to actions of any committee all of the members of which are Directors (such as the Executive Committee and the Finance Committee) as if the term Director means member of such committee and the term Board means such committee.
6. **Compensation.** Directors shall not receive any compensation for their services but may receive reimbursement as deemed appropriate for expenses incurred in the pursuit of their duties.

Article V. Officers

1. **Officers.** NANPA's officers are President, President-Elect, Past President, Treasurer, and, if retained by the Board, an Executive Director, who shall also serve as Acting Secretary.
 - a. The President shall be the person who has just completed his/her term as President-Elect. The President shall represent the entire membership and the best interests of NANPA. The President shall be the official spokesperson for NANPA, but may delegate such authority. The President shall serve as NANPA's presiding officer, as Chair of the Executive Committee, and as Chair of the Board. The President shall support and defend policies and programs adopted by the Board and membership. The President shall be an ex-officio member, without vote, of all committees of NANPA. The President shall have additional duties which are consistent with these Bylaws as may be assigned by the Board. The President shall take office at the close of the Summit occurring one year after the President took office as President-Elect and the President shall serve until the close of the next succeeding Summit.
 - b. The President-Elect shall take office at the close of the Summit during which he/she was elected President-Elect. The President-Elect shall serve as NANPA's presiding officer in the absence of the President. The President-Elect shall become familiar with the presidential duties and shall perform such duties as are delegated by the President and/or Board. The President-Elect shall act in the President's absence or disability and shall be Chair of the Committee on Committee Structure. The President-Elect shall help formulate NANPA policy, and shall assist the President, upon request. The President-Elect shall automatically succeed to the office of the President after the expiration of the term of the President.

If the President cannot serve, the President-Elect shall serve as President for the unexpired term of the President and shall continue to serve as President for the term to which he/she was originally elected. The Board shall name a new President-Elect to complete the term of the President-Elect who has assumed the position of President. The new President-Elect shall take office immediately.
 - c. In the event that both the President and the President-Elect shall be unable to serve, the Board shall elect one of its members to serve as President of NANPA for the unexpired term of the President. The new President shall take office immediately.
 - d. The Past President shall serve on the Board and the Executive Committee for the year immediately following his/her presidency, and shall have such duties as the Board or the President may designate.
 - e. The Treasurer shall deliver a financial review prepared by a CPA for each fiscal year, to the Board. The Treasurer shall be Chair of NANPA's Finance Committee. The Treasurer shall take office at the close of the Summit during which he/she was elected Treasurer and the Treasurer shall serve until the close of the next succeeding Summit.

2. **Qualifications.** In order to be elected as an officer and to serve as an officer a person must be a general member of NANPA who, at the time of his/her election, serves on the Board. No person may hold more than one office at the same time.
3. **Election.** The Treasurer and Board Member at Large of the Executive Committee shall be elected by the Board at the first meeting of the newly elected Board to be held following the meeting of the outgoing Board at the Summit. At the summer Board meeting preceding such Summit, the Board shall elect the President-elect to take office as President-elect following such outgoing Board meeting at such Summit. Such President-elect shall be nominated by the then current President, President-elect and Past President, who serve as the Nominating Committee for officers. If such President-elect is completing his/her term as a board member and would otherwise need to be reelected to be on the board, he/she will automatically become a board member for a three-year term.
4. **Term of Office.** The President and President-Elect may not serve more than one term in their respective positions during any five-year period. The Treasurer may serve up to three one-year terms.
5. **Compensation.** Officers (other than an Executive Director if retained by the Board) shall not receive any compensation for their services but may receive reimbursement as deemed appropriate for expenses incurred in the pursuit of their duties. The Executive Director shall receive such compensation as is agreed upon between the Board and the Executive Director.

Article VI. Executive Director

1. NANPA may retain an Executive Director (as its Chief Operating Officer.)
2. The Executive Director shall be appointed by the Board and shall also serve as the Acting Secretary of NANPA. The Executive Director shall direct NANPA's day-to-day activities according to the policies and procedures of the Board.
3. The Executive Director shall have authority to sign checks and drafts as agent of NANPA for the disbursement of funds for duly authorized purposes of NANPA.
4. The Executive Director shall serve ex-officio, without vote, on all committees of NANPA.
5. The Executive Director shall report to the Board, as requested, on the operations of NANPA.

Article VII. NANPA's Headquarters

NANPA shall maintain a headquarters for the promotion of NANPA's objectives. The headquarters shall be established at such a place and with such facilities and functions as the Board may direct. NANPA shall maintain at its headquarters correct and complete books of account and minutes of the proceedings of the members, the Board and the Executive Committee.

Article VIII. Meetings

1. Annual Membership Meeting. The annual meeting of NANPA's members shall take place during the Summit at a time and place selected by the Board.
2. Special Meetings. The Board may call special meetings of NANPA's members at any time.
3. Notice. The Board must give NANPA's members reasonable notice of all annual and special meetings.

Article IX. Finances

1. NANPA's fiscal year shall be July 1 to June 30.
2. All officers and agents of NANPA responsible for the receipt, custody and disbursement of funds may be required to give bond for the faithful discharge of their duties in such sums and with such sureties as the Board may determine.
3. All checks, drafts and other orders for the payment of money shall be signed by such agent or agents of NANPA and in such manner as shall be determined by the Board.
4. An annual financial review shall be performed by NANPA's certified public accountant unless the Board shall direct otherwise.

Article X. Nomination of Directors

1. The Nominations Committee shall nominate at least one general member for each forthcoming vacancy on the Board and shall submit to the Board its slate of nominees for Board approval no later than July 1 of each year.
2. No member of the Nominations Committee shall be eligible to be nominated to be a Director.
3. In addition to members approved by the Board, any member nominated by petition of two and one half percent of the general membership, as determined at the end of the month preceding the date of the filing of such petition, shall be placed on the ballot. In order to be effective, such petition must be filed with the President not later than August 15 of the year with respect to which such petition applies.
4. The Nominations Committee shall verify that all nominees are willing to stand for office and meet all criteria and requirements to serve.
5. The ballot of nominees shall be conducted by US mail or electronic balloting no later than October 31 of each year and ballots received no later than December 15 of such year shall be considered to be timely.

Article XI. Election of Directors

1. A count shall be made of the votes and those receiving the highest number of votes shall be elected to fill the forthcoming vacancies on the Board. A report shall be made to the Board and the membership. Tie votes shall be resolved by a vote of the Board.

2. A complete file of all ballots, tallies, and documents of election results shall be maintained at NANPA's headquarters for a period of at least one year following such election.
3. Announcement of election results shall be made as soon as the results are available, in NANPA's official newsletter and on NANPA's web site.

Article XII. Referendum

Upon petition of ten percent of the general membership, a request for a vote of the members of NANPA upon any matter, not involving an amendment to the Articles of Incorporation or these Bylaws, may be addressed to the Board. If such matter is not inconsistent with these Bylaws, the Board shall present it to the general membership for a vote. The ballot on such matter shall contain a statement of the arguments for and against such matter. The issue shall be decided by majority of those voting. Such ballot shall be conducted by US mail or electronic balloting.

Article XIII. Committees

1. Standing Committee Structure

- a. Standing committees perform continuing tasks of NANPA.
- b. Standing committees shall report at least annually to the Board.
- c. Committee Chairs may be appointed to serve one, two or three year terms and may be reappointed without limit.

2. Standing Committees

- a. The Executive Committee acts for NANPA between meetings of the Board. It shall report all its actions at the next regular meeting of the Board. The committee shall be comprised of the President, President-Elect, Past President, Treasurer, Executive Director ex-officio without vote and one Board member at large, to be elected by the Board members who are not officers.
- b. The Finance Committee formulates and recommends an annual budget to the Board. It reviews and presents an "Annual Financial Review" of NANPA. There shall be four members: The Treasurer (Chair), President-Elect, Executive Director (ex-officio non-voting) and one other Board member elected by the Board members who are not officers.
- c. The Membership Committee reviews and recommends membership criteria and policy and proposes mechanisms for expanding NANPA's membership. It shall also serve as a review committee for individual membership issues.
- d. The Summit Advisory Council plans and coordinates the Summit.
- e. The Communications Committee (Print and Web) coordinates all of NANPA's publications and public information programs. It recommends policies concerning all publications, reviews and recommends new documents to be published, and oversees existing publications and NANPA's web site. It also recommends policies and programs for NANPA's public information programs.

- f. The Nominations Committee establishes the qualifications and a list of qualified candidates for NANPA's Board elections. The Committee shall consist of five members, three of whom shall be general members of NANPA, and two of whom shall be members of the Board. The President shall propose the Chair and the committee members subject to ratification by the Board. The Chair of the committee shall be selected from the three members of the committee who are general members of NANPA.
- g. The Committee on Committee Structure is charged with making recommendations to the Board on: 1) the annual goals and tasks of each standing and ad hoc committee, 2) the Chair and members of each standing and ad hoc committee, 3) the formation of new or the dissolution of ad hoc committees.

3. Ad Hoc Committees

- a. The President may create ad hoc committees with ratification of the Board.
- b. Ad Hoc committees perform specific tasks.
- c. Ad hoc committees shall report on a timely basis to the Board.
- d. Ad hoc committees shall cease when a final report is submitted.

4. Role of Board

The Board may create and disband standing committees and ad hoc committees. The Board shall designate the Chair of each standing and ad hoc committee and shall approve the annual goals and tasks of each standing and ad hoc committee.

Article XIV. Publications/Communications

1. NANPA shall publish a Newsletter, which shall serve as a vehicle for official communication to the membership.
2. NANPA shall maintain a web site, which shall serve as a vehicle for official communication to the membership.
3. Any notice in the Newsletter or the web site shall be considered full notice to all members of NANPA for any purpose.

Article XV. Non-Inurement

No part of any income, revenue or grant of, or to, NANPA, shall inure to the material or pecuniary benefit of any member, officer, Director or other private person, except that NANPA shall be authorized and empowered to pay reasonable compensation for services rendered in furtherance of one or more of its purposes.

Article XVI. Indemnification

The liability of an officer or Director of NANPA for monetary damages for breach of fiduciary duty as an officer or Director (including each and every such liability to the members of NANPA, to NANPA, or to any one or more of them) shall be eliminated to the fullest extent

permitted by law in each and every case where such liability may be eliminated in any respect. An employee or agent of NANPA shall be entitled to mandatory indemnification and shall be entitled to apply for court ordered indemnification to the same extent as provided by law for an officer or Director of NANPA. The forgoing sentence shall not limit the right of NANPA to indemnify and advance expenses to an officer, employee or agent of NANPA, who is not a Director, to a greater extent than it may indemnify or advance expenses on behalf of a Director.

Article XVII. Parliamentary Authority

The Standard Code of Parliamentary Procedure by Alice Sturgis shall serve as the Parliamentary reference to govern the proceedings for any or all matters of NANPA, or its divisions or sub-groups unless provided otherwise in NANPA's documents or the law.

Article XVIII. Operating Procedures

The Board may adopt operating procedures, which may not be in conflict with these Bylaws, to govern its procedures. Such rules may be adopted or repealed by a two-thirds vote of the Board. Proposed operating procedures must be presented in writing to the Board not less than two weeks prior to its meeting.

Article XIX. Amendments

These Bylaws may be amended in the following manner:

1. Action by Members. Any member may submit to the President a petition signed by twenty-five general members of NANPA or 3% of the general members of NANPA (determined as at the end of the month preceding the date of the submission of such petition), which ever is smaller, containing the proposed amendment to these Bylaws. The President shall distribute full copies of such proposed amendments to all members of NANPA within forty-five days of receipt of the proposed amendments. Approval of amendments to these Bylaws shall be conducted by mail or electronic ballot. Mailed ballots shall be timely if postmarked within thirty days after the date mailed by NANPA and electronic ballots shall be timely if received by NANPA within thirty days after the date on which they were electronically sent by NANPA. Approval of amendments to these Bylaws shall require a two-thirds vote of the general members voting.
2. Action by Board. The Board, by a two-thirds majority, may amend these Bylaws.

Article XX. Dissolution

In the event of dissolution of NANPA, any funds remaining shall be distributed to one or more regularly organized and qualified not-for-profit charitable, educational, scientific, or philanthropic organizations to be selected by the Board.

Approved by Membership: November 2004

Updated by Board: July 2005