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**MINUTES**  
**NANPA Board of Directors Meeting**  
**February 17, 2009**  
**Albuquerque, New Mexico**

Attending: Officers: Richard Halperin, President presiding; Sharon Cohen-Powers, President-elect; Kathy Adams Clark, Past President; Susan Day, Treasurer; Board members: Nancy Carrizales, Ralph Clevenger, Alison Jones, Susan McElhinney, Boyd Norton, Efraín Padró, Lynda Richardson and John Nuhn, President of the NANPA Foundation, ex-officio, and Francine Butler, Executive Director, ex-officio. Staff: David Stumph, Management Liaison, and Annette Rogers, Association Manager. Incoming Board member: Bill Campbell. Guests: Lina Dennison, Meetings Manager, and Mary Jane Gibson, incoming NANPA Foundation President.

The meeting was called to order at 8:00 am. A quorum was present.

**I. Call to Order and Welcome – Richard Halperin**

President Richard Halperin called the meeting to order at 8:00 am and welcomed the Board.

**II. Minutes of July 11-12, 2008 meeting**

The minutes had been approved for filing by an email vote.

**III. Actions by email**

- Approved a motion to amend the original motion regarding the High School Program budget. New motion to approve \$25,000 for the program rather than \$20,000 and to omit the \$400 application fee from the budget for the 2009 program. (August 2008)
- Did not approve a motion to add \$2,400 to the web design budget to cover Impact Solution design updates. (August 2008)
- Approved the minutes of the July Board meeting (August 2008)
- Approved a check list to be used for all NANPA communications. (September 2008)
- Approved John Hartleroad as co-chair of the Membership Committee (September 2008).
- Approved Wayne Lasch as chair of the Publications and Products Committee effective March 1, 2009. (September 2008)
- Approved the following list of keynote speakers for 2010 (or future dates if unavailable in 2010): Wayne Lynch, Michele Westmorland, Jim Brandenburg, David Doubilet, Paul Nicklen and Tim Fitzharris. (October 2008)
- Approved a 15% discount for advertisers who purchase space in both *Currents* and *Ripples* in the same order. (October 2008)
- Approved charge for the Technology Committee. (January 2009)
- Approved four trustees for the NANPA Foundation board: Danita Delimont, Dee Ann Pederson, Cindy Miller-Hopkins and Michael Nadler.

**IV. President's Report – Richard Halperin**

Richard Halperin discussed accomplishments achieved in the last year and commended for the Board for their work and commitment. He noted the importance of the board liaison role in regard to committee

effectiveness. He also reiterated the ongoing standard of transparency related to NANPA's conflict of interest policy and its implementation.

**V. Executive Director's Report – Francine Butler/Annette Rogers**

Annette Rogers reviewed staff activity, focusing on the strategic plan, new reporting procedures, cost-cutting efforts, committee issues and executive level personnel transitioning. Francine Butler discussed the current economic times and how associations in general are adjusting, including projected drops in membership and meeting attendance across the industry.

**A. Strategic Plan Status Check**

The Board reviewed the strategic plan. Progress has been made in a number of the goals, particularly the green initiative and the expansion of programs and services for amateurs. Efforts related to the technology goals will increase once a chair and committee members are recruited. Leadership support goals are in progress as are tactics to engage members beyond the Summit. The Board also discussed the status reports and asked that the due dates be incorporated into the progress updates.

**B. Membership**

The Board reviewed current membership data, which show that membership retention remains high and new member recruitment is steady, albeit slightly lower than the previous year. The magazine subscription program was reviewed. Staff clarified that the discount is for the initial subscription, not for renewals.

**C. Updated Committee List**

The current committee list was presented for reference. The Board discussed ways to recruit potential chairs and members, particularly for the Technology Committee. It was decided that volunteer recruitment would be a priority for those staffing the NANPA booth in the trade show.

**VI. Treasurer's Report – Susan Day**

Susan Day reviewed the financial status of NANPA. She noted that the current data show positive trends in terms of membership and meeting attendance. Income for the Summit will be less than budgeted largely due to the economy's impact on exhibitor and sponsorship participation. She noted that intense scrutiny was paid to the costs associated with the 2009 Summit so that despite the lower income, a breakeven outcome is possible.

**A. Current Financials**

Current financial reports were accepted for filing.

**B. CPA Annual Review**

Susan Day shared the annual review with the Board.

**MSC to accept the CPA review for filing.**

**C. Possible dues increase for second member**

Susan Day noted that when the Board approved an increase in the individual member dues at its July 2008 meeting, it did not address a corresponding increase to the second member dues. This oversight was corrected.

**MSC to increase the second member dues by \$25 effective in the 2009-2010 membership year.**

The Board also discussed the possibility of offering a senior membership discount. The membership committee will be asked to review the issue and bring back a recommendation to the July meeting.

**VII. Committee Reports**

#### A. Advocacy – Efraín Padró

Efraín Padró explained the recommendation from the Executive Committee to sunset the Advocacy Committee as it currently exists. The advocacy functions would be absorbed by the Executive Committee and a resource list would be developed of individuals with expertise in legislative issues, government relations and agency affiliations.

**MSC that given the critical importance and diversity of advocacy issues to the NANPA mission, the responsibilities of the advocacy committee move to the Executive Committee. An advocacy resource team will be established.**

1. Co-chair nomination – Steve Lay

Efraín Padró explained that although the original idea was to nominate Steve Lay as a co-chair of the Advocacy Committee, the motion to move the functions to the Executive Committee makes the nomination moot. Steve will be asked to serve as a resource person.

#### B. Awards – Alison Jones

Alison Jones reported on the successes of the awards committee, including the celebration reception planned during the Summit. She reiterated the need for nominees from the Board and other members. The Board also discussed ways to make receiving a Lifetime Achievement Award a more valuable experience both for the recipient and the attendees. The consensus was to integrate the award winners more prominently in the Summit program through “In the Mind Of” breakout sessions or other vehicles.

**MSC to direct the Summit Committee to work with Awards Committee to make the award recipients a more integral part of the Summit program.**

1. Legacy Task Force

Lynda Richardson reported on the status of the *Legacy* book project, including the response from interested publishers. One publisher, Rizzoli was interested but wanted to change the format. The task force wants to develop a sample to show publishers. It was also suggested that the task force investigate the idea of self-publishing. The Board consensus was to continue supporting the concept of the project.

#### C. Communications – Susan Day

1. Print

Susan Day presented the report, which noted that the committee is seeking two new members. The success of *Currents*, *Ripples* and *Expressions 2009* was highlighted. The Board discussed the current advertising arrangement with Stephen Spill.

**MSC to renew the agreement with Stephen Spill as the advertising representative, recognizing that he is a committee chair and that therefore a conflict of interest exists but is not a deterrent to the arrangement.**

Sharon Cohen-Powers introduced a procedural issue involving the budgeting and payment for the Fall issue of *Currents*. Because the work on the issue is completed prior to the formal approval of the budget for a new fiscal year, there was concern that should the Board choose to discontinue the contract with Loupe Media, the work for the Fall issue would not be paid for. The board agreed that a written agreement would be clarified with Loupe Media, the publisher of *Currents* and *Ripples*.

The Board also discussed the need for signed releases from photographers who take photos at the Summit for promotional and archival use.

2. Web

Susan Day reported on the status of the new website. The transition is taking more time than anticipated due to technical issues. The current estimate is that the site will go live by March 1.

#### **D. Environment – Boyd Norton**

Boyd Norton presented the report for filing, including a recommendation regarding NANPA’s support for “bioblitzes” and the presence of environmental issues on the new website. The Board agreed that the website would be an effective way to notify the membership of environmental volunteer opportunities. It also agreed to formally support the concept of the bioblitzes and respond to more detailed requests as they are presented in the future.

##### **MSC to support the idea of bioblitzes.**

The Board discussed the continuing need to reach out to other organizations, such as the International League of Conservation Photographers, as part of the green initiative of the strategic plan. It was noted that collaboration and partnership with other organizations complement NANPA efforts rather than compete with them.

#### **E. Ethics – Efraín Padró**

Efraín Padró noted that the new co-chair for the Ethics Committee, Jeff Botkin, a bioethicist, is meeting with a group of interested individuals at the Summit. Jeff is interested in developing a session on image manipulation and in updating the business ethical considerations document that currently exists in rough form.

#### **F. History – Lynda Richardson**

Lynda Richardson presented the committee report for filing. John Nuhn talked about the progress of the oral histories and the ongoing need for release forms for the use of archival images.

#### **G. Marketing – Lynda Richardson**

Lynda Richardson presented the committee report. Steve Spill, chair of the committee, has asked that a co-chair be appointed. The Board supports the concept of the co-chair but asked that Steve find a volunteer. The report re-emphasized the need to get input from committees on marketing ideas. The Board discussed possible ways to increase NANPA presence within the camera club circuit. Possible pre-produced options were discussed, including using *Expressions* as a DVD presentation or sending canned PowerPoint presentations on issues such as copyright. Details need to be explored and developed.

#### **H. Membership – Alison Jones**

##### **1. Camera club proposal**

The Board discussed a discounted membership for camera club members. It was the consensus that there should not be separate rates for different sized clubs, but that a group discount could be offered across the board. The suggestion was to offer a one-time 15% discount on individual memberships if at least five people from the same camera club join as new members. A similar discount would be offered to new members of affiliate photography organizations.

##### **MSC to charge the committee to develop and implement a discounted program for affiliate memberships.**

##### **2. Other proposals**

The Board discussed other proposals from the committee. It agreed that NANPA should produce a removable logo decal with the caveat that it say “NANPA” and not “North American Nature Photography Association” so that people did not worry about the decal essentially announcing that there was expensive photographic equipment in the car on which the decal was displayed.

Regarding member referral programs, the Board reiterated that the NANPA Bucks program is already in place but that it needs to be better publicized.

**I. Nominations & Elections – Efraín Padró**

Efraín Padró presented the report from the Nominations Committee. Board consensus was to approve the request from the committee to create a ballot with 5-6 candidates.

**J. Pros Committee – Kathy Adams Clark**

Kathy Adams Clark highlighted the success of the committee and presented the agenda for the Pros Meeting. The Board discussed the ongoing question of defining a “Pro.” It was decided that the focus of the committee was not to create such a definition but rather to address issues that affect the professionals in the industry.

**MSC to rename the committee to the Professional Issues Committee.**

**K. Publications & Products – Boyd Norton**

Robin Brandt is stepping down as chair of the committee. Wayne Lasch is taking over. The committee raised questions about who should place the orders for products, the committee or staff. The Board consensus was to keep the responsibility for placing orders in the hands of staff.

**L. Technology – Nancy Carrizales**

1. Possible blog

The Technology Committee will consider this option in place of the discussion forums.

2. Possible podcasts

The Board discussed the possibility of developing its own podcasts. It was suggested that a more cost-effective approach would be to provide links to already existing professional webcasts through the new NANPA website. One possible webcast the might be considered in the future would be about the Summit. It was recommended that the Technology Committee involve college students among its members to tap into their technical expertise.

**M. Youth Action – Ralph Clevenger**

The Board recognized the efforts and commitment of Gabby Salazar who is resigning as chair of the Youth Action Committee. The consensus was that because of Gabby’s work, the original charge of the Youth Action committee had been fulfilled. Susan Day will talk with Gabby to see if she already has a replacement in mind for the chair position. If not, then the recommendation would be to dissolve the committee via an email vote.

**MSC that subject to Gabby not having a chair lined up that the committee will be sunsetted.**

**[Note: A new chair was recommended by Gabby Salazar so the committee remains active.]**

**VIII. NANPA Meetings/Events**

**A. Staff Report – Lina Dennison**

Lina Dennison reported on the 2009 Summit.

The Board discussed possible contingency plans for 2010 in light of the current economic challenges. It was noted that the membership needs to be informed about the photo opportunities in the Reno area. It was also suggested that the Summit Committee should explore a possible Friday-Sunday schedule to see if it would cut costs and boost attendance. Also, the Outdoor Writers Association of America will be holding its Board meeting in conjunction with the Reno summit.

## **B. Summit – Bill Campbell**

### 1. Committee Report

Bill Campbell, 2009 Summit Chair, reported on a number of new elements incorporated into the 2009 Summit, including electronic handout distribution, a new member orientation session, a guest/spouses program and refinement of the fun shoot concept.

### 2. Future Keynote Speakers

The Board discussed possible keynote speakers for 2010 and 2011. Kathy Adams Clark excused herself from the discussion as her name is included on the list. Speaker letters will be sent to the 2010 invitees as soon as possible.

### 3. Future Locations

Subject to approving the logistics details, the Board consensus was to move forward with McAllen for 2011. For 2012, staff is directed to solicit bids from Charleston, SC, and Ft. Myers, FL.

## **C. Regional Events -- Nancy Carrizales**

### 1. Committee Report

Nancy Carrizales presented the report for filing. She reported on the Texas event, to take place during April, including some changes to the itinerary based on shooting location availability.

She also presented a proposal and budget for an event to be held in Michigan during October 2009.

### **MSC to approve the Northern Michigan Regional Event as presented for October.**

The Board commended the committee for its consistent excellence in the events it presents.

The committee also proposed that an early bird deadline be established for Regional Events and that a cancellation clause be implemented. The consensus was to accept for these recommendations.

Looking forward, the committee is tentatively planning an event for 2010 in either the Shenandoah area of Virginia or the Smoky Mountain region. It was also suggested the look at holding an event in the northwest.

## **D. Road Shows – Kathy Adams Clark**

### 1. Student Rate

The Road Show and Regional Events Committees jointly proposed a \$125 registration for students. This rate would be incorporated into future event budgets.

### **MSC to approve a student rate of \$125 for Road Shows and Regional Events except in the instances when we are sold out in which case a designated number of student registrations will be available.**

### 2. YouTube Promotion

The committee also requested that it be allowed to create video promotion pieces for distribution via YouTube to help build awareness of the Road Show programs.

### **MSC to allow the use of YouTube for promotion of the Road Show. All pieces will be run through the Marketing Committee.**

## **IX. NANPA Issues Discussion**

### **A. Arrangement with Loupe Media**



The Board reviewed an agreement with Loupe Media clarifying the scope of work and payment arrangements.

**MSC to approve the agreement between Loupe Media and NANPA outlining the work associated with *Ripples, Currents and Expressions*, recognizing that Sharon Cohen-Powers is a NANPA officer and that Niki Barrie is a committee chair and that therefore a conflict of interest exists but is not a deterrent to the arrangement.**

Sharon Cohen-Powers recused herself from the vote.

#### **B. Bylaws – Email Votes**

Staff presented a proposed change to Article IV, Section V, Sub-Section E of the NANPA bylaws, which outlines the process for board votes by email. Due to changes to the Colorado statute regarding electronic board votes, motions no longer need to remain open until all board members respond. Instead, a deadline is issued and the majority of votes received at that time determine the outcome.

**MSC to approve the following change to the bylaws:**

***Action Without Meeting.* Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if a notice stating the action to be taken and the time by which a Director must respond (which is not less than 36 hours from the time of the transmission of such notice) is transmitted in writing to each member of the Board and each member of the Board either, by the time states in the notice, a) votes in a written document for such action; or b) (I) votes in a written document against such action, or abstains in a written document from voting, or fails to respond or vote; and (II) does not demand that action be considered at a meeting.**

***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.***

#### **C. Policy for Mailing List Rental**

The reviewed the current policy. The Board agreed that no policy changes are needed at this time. NANPA maintains the right of refusal.

#### **X. Incoming President's Remarks**

Richard Halperin passed the gavel to Sharon Cohen-Powers. She thanked Richard and recognized Kathy Adam Clark, outgoing past president, for her leadership. She thanked Efraín Padró for his time on the board. She emphasized the importance of Board Liaisons and noted she would be in frequent contact with them during the year.

The board then recognized Francine Butler for the 15 years she has served as executive director for NANPA. A gift was presented to Francine.

#### **XI. Board Nominations and Elections**

**A. President-elect – Susan Day was approved as President-elect at the July 2008 meeting.**

**B. Treasurer – MSC to name Bill Plunkett as Treasurer to take office at the close of the Annual Meeting.**



**C. At-Large Member of the Board to serve one term on the Executive Committee – MSC to name Nancy Carrizales as the At-large Member of the Board to serve on the Executive Committee.**

**D. Appoint sole voting NANPA Member to the NANPA Foundation Board – MSC to appoint Susan Day as the sole voting NANPA Member to the NANPA Foundation Board.**

**E. Assign New Board Liaisons to Committees**

- Awards – Alison Jones
- Communications (Print) – Susan McElhinney
- Communications (Web) – Bill Plunkett
- Environment – Boyd Norton
- Ethics – Lynda Richardson
- History – Lynda Richardson
- Marketing – Richard Halperin
- Membership – Richard Halperin
- Nominations – Susan McElhinney
- Professional Issues – Bill Campbell
- Publications and Products – Boyd Norton
- Regional Events – Nancy Carrizales
- Road Shows – Nancy Carrizales
- Students (College) – Alison Jones
- Students (High School) – Ralph Clevenger
- Summit – Bill Campbell
- Technology – Nancy Carrizales and Ralph Clevenger

## **XII. Joint Meeting with Foundation Board**

The NANPA Board remained in session.

The Foundation Board meeting was called to order at 3:35 pm. A quorum was present. Attending were John Nuhn, President; Danita Delimont, Vice President; Alice Robertson, Treasurer; Board members Mary Jane Gibson, Kevin O’Neal, Dee Ann Pederson, and Rob Sheppard; and Cindy Miller Hopkins, incoming Trustee. Not attending, Michael Nadler.

John Nuhn welcomed the Foundation Board and introduced the new members, Cindy Miller Hopkins and Michael Nadler.

### **A. College Scholarship Program**

Alison Jones presented the report for filing. The Board discussed how to increase the visibility of the college students at the Summit. The college students will be introduced by Art Wolfe, the 2009 Summit Emcee, and their photos and images will be seen on the screen during the Summit. College students are encouraged to join NANPA committees.

### **B. High School Scholarship Program**

Ralph Clevenger reported on the high school program. Ten students are attending the program in 2009, which is being sponsored by a \$25,000 grant from Canon. He announced the Lou Nettelhorst was retiring as chair of the program following the 2009 Summit.

The issue of when the student presentation is scheduled was discussed. The Board consensus was that the presentation will remain where it is in the summit program.

1. New chair nomination



Ray Klass was nominated as the new chair of the High School Program. His nomination was approved by the Executive Committee via an email vote prior to the Annual Meeting.

**MSC to approve Raymond Klass as the new chair of the High School Program.**

**C. Refuge Blinds Program**

Staff presented a proposal to move the Refuge Blinds program under the auspices of the NANPA Foundation and to administer it as a grants program.

**NANPA MSC to transfer the Refuge Blind Program to the NANPA Foundation for oversight and implementation.**

**NANPA Fdn MSC to accept the Refuge Blind Program to be implemented as a grants program.**

**XIII. Next Board Meeting – July 17-18, 2009, Lakewood, CO**

**XIV. Adjourn – The NANPA Board Adjourned at 4:05 pm.**