



North
American
Nature
Photography
Association

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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. Individual members over the age of 21 may serve as Directors, hold office, serve on committees, and vote.
- 3. Applications for Membership.** All applicants for membership must complete 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 or appropriate.
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 ten directors who shall be elected by and from the voting membership and who shall have full voting authority on the Board. In addition, the Board shall include an Executive Director or Directors, who may be appointed by the Board and who shall serve ex-officio and in a nonvoting capacity, and the President or co-Presidents of the NANPA Foundation who shall serve ex-officio and in a nonvoting capacity. 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. Directors must be voting members of NANPA to be nominated and remain so for their entire term. If the Treasurer is not otherwise a member of the Board, the Board shall include the Treasurer, who shall serve ex-officio in a voting capacity.
3. **Term of Office.** Directors shall serve staggered terms of three years. A Director may serve a maximum of six years (two terms) 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. One of the elected Directors may serve three consecutive terms. The Nominations Committee recommends that person. Such a recommendation is not mandatory. New Directors shall take office on July 1 following the annual election. In determining the number of new Directors to be elected, the terms of office of the President, Vice President and Past President shall be taken into account. The term of Board members, officers and the Member at Large of the Executive Committee shall end on the last day of June.
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. The Nominations Committee shall nominate at least one individual member for each such vacancy and shall submit to the Board its nominees for Board approval. The Nominations Committee shall verify that nominees are willing to stand for office and meet all criteria and requirements to serve.
5. **Board Meetings.**
 - a. **Regular Meetings.** The Board shall meet at least twice a year. One such meeting shall occur within 90 days following the start of the fiscal year, July 1 and another such meeting shall occur within 90 days following the start of the calendar year, January 1. 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 three 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 (i) votes for such action or (ii) (A) votes against such action or abstains from voting; and (B) waives the right to require that a meeting be held. 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 means, including email, 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) as if the term Director means member of such committee and the term Board means such committee.
- f. Tie Votes. Any tie vote of the Board shall be resolved by a vote of the Executive Committee. Any tie vote of the Executive Committee shall be resolved by the President.

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, Vice President, Past President, Treasurer, and, if retained by the Board, an Executive Director(s), who shall also serve as Secretary.
 - a. The President shall be elected by the Board and shall take office on July 1 following his/her election. 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.



- b. The Vice President shall be elected by the Board and shall take office on July 1 following his/her election. The Vice President shall serve as NANPA's presiding officer in the absence of the President. He/she shall have such powers and perform such duties as may from time to time be assigned by the Board or the President. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties and exercise the powers of the President as determined by the Board or the President. The Vice President shall be the Chair of the Committee on Committee Structure and shall help formulate NANPA policy. If the President cannot complete his/her term, the Vice President shall serve as President for the unexpired term of the President. The Board shall name a new Vice President to complete the term of the Vice President who has assumed the position of President. The new Vice President shall take office immediately.
 - c. In the event that both the President and the Vice President 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 one year immediately following his/her presidency, and shall have such duties as the Board or the President may designate. The Past President shall be eligible to be elected as Vice President to follow his/her term as Past President, but shall not have a vote in such nomination or election. If elected Vice President, his/her term on the Board shall be extended.
 - e. The Treasurer shall take office at the start of the fiscal year, July 1, following his/her election.
2. **Qualifications.** The Board shall elect from among its Directors the President and Vice President. The Past President is defined as the most recent President whose term is completed and is willing to serve. The Treasurer shall be a voting member of NANPA but not necessarily a member of the Board prior to his/her election.
3. **Election.** The President, Vice President and Treasurer shall be elected by the Board at its winter meeting. The President, Vice President and Treasurer shall be nominated by the then current President, Vice President and Past President, who shall serve as the Nominating Committee for officers. The Board Member at Large shall be elected by the Board after July 1, at or before the summer Board meeting, and shall take office immediately.
4. **Term of Office.** The President shall serve for one year and may not serve more than one term in his/her position during any five-year period, except that a Past President elected to a term as Vice President shall serve as President if the then President cannot complete his/her term. The Vice President shall serve for one year and may be re-elected and have his/her term on the Board extended as necessary. The Treasurer shall serve for three years and may be re-elected. The Board Member at Large shall serve for one year and may be re-elected if his/her term on the Board has not expired. In transition, any current President-Elect shall continue to serve out his/her term and duties, including assuming the office of President when his/her term as President-Elect has ended. If the current President-Elect is unable or unwilling to perform his duties as President-Elect, the Board shall appoint a Vice President with duties as described in these Bylaws.
5. **Compensation.** Officers (other than an Executive Director(s) 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(s) shall receive such compensation as is agreed upon between the Board and the Executive Director(s).



Article VI. Independent Contractors

1. NANPA may retain one or more independent contractors with scope of work and compensation as defined by their contracts.
2. Among these contractors, NANPA may retain one or more Executive Directors (to serve as its Chief Operating Officer and sole Executive Officer).
3. The Executive Director(s) shall be appointed by the Board and shall also serve as the Secretary of NANPA. The Executive Director(s) shall direct NANPA's day-to-day activities according to the policies and procedures of the Board. The Executive Director(s) shall serve ex-officio, without vote, on all committees of NANPA and 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. Membership Meetings. Meetings 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 shall give NANPA's members reasonable notice of all 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 may be signed by the Executive Director(s) or such agent or agents of NANPA duly authorized by the Board for duly authorized purposes of NANPA and in such manner as shall be determined by the Board.

Article X. Nomination of Directors

1. The Nominations Committee shall nominate at least one individual member for each forthcoming vacancy on the Board and shall submit to the Board its slate of nominees for Board approval no later than 15 days before the winter Board meeting. For any year, the Nominations Committee may specify separate slates or categories of nominees which, if accepted by the Board, shall govern the election of Directors for such 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 members eligible to vote, 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 January 1 of the year in which such election shall take place and 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.

Article XI. Election of Directors

1. An annual election to choose new members of the Board shall be conducted over a one-month period beginning no earlier than the conclusion of the winter Board meeting and no later than April 15 of each year, determined by the Board.
2. 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.
3. 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.
4. Announcement of election results shall be made as soon as the results are available via email to members and on NANPA's website.

Article XII. Referendum

Upon petition of ten percent of the individual members eligible to vote, 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 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 mail or electronic balloting.

Article XIII. Committees

1. **Committee Structure**
 - a. Committees perform continuing tasks of NANPA.
 - b. Committees shall report at least annually to the Board.
 - c. Committee Chairs shall be appointed by the Board to serve one, two or three year terms and may be reappointed without limit. NANPA's independent contractors may serve on committees and be named Committee Chairs, even though they may not be NANPA members.
 - d. The Board may create and disband committees and shall approve the annual goals and tasks of all committees.
 - e. Except as noted, committee members must be individual members of NANPA.



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 consist of the President, Vice President, Past President, Treasurer, one Board Member at Large, and the Executive Director(s) (non-voting).
- b. The Finance Committee formulates and recommends an annual budget to the Board. It reviews and presents an “Annual Financial Review” of NANPA. It selects the Certified Public Accounting firm to conduct a review or audit, as the case may be, of NANPA’s financial statements. There shall be five voting members and at least three non-voting members: A Chair appointed by the Board (who may be the Treasurer, in which case there shall be four voting members), the Treasurer, the Vice President, two other NANPA members selected by the Chair, the Executive Director(s) (non-voting), the President (non-voting), and the NANPA bookkeeper (non-voting).
- 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 Committee plans and coordinates the Summit.
- e. The Communications Committee 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 website. 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 individual members of NANPA, and two of whom shall be members of the Board. The President shall propose the Chair, and the committee members are subject to ratification by the Board. The Chair of the committee shall be selected from the three members of the committee who are individual 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 committee, 2) the Chair and members of each committee, and 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 or when disbanded by the Board.



Article XIV. Publications/Communications

1. NANPA shall publish a newsletter, which shall serve as a vehicle for official communication to the membership. Such newsletter may be distributed via email and may take the form of a succession of informational emails.
2. NANPA shall maintain a website, which shall serve as a vehicle for official communication to the membership.
3. Any notice in the newsletter or the website 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, to any third party, 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 policies and 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 individual members of NANPA or three per cent of the individual members of NANPA (determined as at the end of the month preceding the date of the submission of such petition), whichever 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 individual 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

Updated by Board: April 2010

Updated by Board: March 2011

Updated by Board: July 2011

Updated by Board: March 2012

Updated by Board: April 2013

Updated by Board: December 2013

Updated by Board: August 2014

Updated by Board: August 2015