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 any application form prescribed by the Board.
4. **Resignation.** Any Member may resign by filing a written resignation of the intent to the NANPA office. However, resignation shall not relieve a Member from liability for dues accrued and unpaid as of the date of resignation. A Member is considered resigned if dues are not paid in a timely way.
5. **Expulsion.** A Member may be recommended for expulsion from membership for cause by a two-thirds vote of the remainder of the 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. In the case of a Board Member or Officer, the vote will be two-thirds of the remainder of the Board Members.

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 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 the individual's NANPA 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 oversight, control, and direction of NANPA.

2. **Composition of the Board.** The Board shall consist of no less than ten Directors who shall be elected by and from the voting membership and who shall have full voting authority on the Board; except that the Board may at times consist of up to 13 Members due to the provisions of Article IV, Section 4. In addition, the President of the NANPA Foundation 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 must remain so for their entire term. Those not elected under Article X shall not participate in any executive sessions or executive session matters, except at the direction of the Board Chair.

3. **Term of Office.** Directors shall serve staggered terms of three years. A Director may serve a maximum of six years (two terms) consecutively, except per provisions of Article IV, Section 4. 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 on July 1 following the annual election. The term of Board Members, Officers, and the Member at Large of the Executive Committee shall end on the last day of June.

4. **Extension of Term of Office.** Directors elected as President, Vice President, or serving as immediate Past President in accordance with Article V shall have their terms of office automatically extended for the entire time period they hold one of those positions. Such extensions may impact the number of Board positions as identified in Article IV, Section 2.

5. **Vacancies.** If a vacancy occurs on the Board for any reason, the position may be filled for the unexpired portion of the term by majority vote of 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.

6. **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, Executive Committee, 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, video conference, 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 email 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.

7. **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 the President, Vice President, Past President, and, if needed, Treasurer. The Board may appoint a Board or staff person to serve as Secretary.

a. The President shall be elected by the Board and shall take office on July 1 following their 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, Chair of the Executive Committee, and 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 or other agreements 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 their election. The Vice President shall serve as NANPA's presiding officer in the absence of the President. They 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 serve on the Executive Committee and shall help formulate NANPA policy. If the President cannot complete their 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 their presidency and shall have such duties as the Board or the President may designate.

e. Officer vacancies shall be filled by majority vote of the Board.

2. **Qualifications.** The Board shall elect from among its voting Directors the President and Vice President. The Past President is defined as the most recent President whose term is completed and extended for an additional year.
3. **Election.** The President and Vice President shall be nominated and elected by the Board at its winter meeting and take office on July 1. In an advisory capacity, the Executive Committee may recommend to the Board individuals to be nominated.
4. **Term of Office.** The President shall serve for one year. The Vice President shall serve for one year. Either may be re-elected for an additional term.
5. **Compensation.** Officers 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 VI. 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 VII. Membership 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 VIII. 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. Checks, drafts, and other orders for the payment of money shall be signed by two Officers or staff members so authorized by the NANPA Board.

Article IX. 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.

2. In addition to Members approved by the Board, any Member nominated by petition of twenty 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. 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.
3. The Nominations Committee shall verify that all nominees are willing to stand for office and meet all criteria and requirements to serve.

Article X. 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 May 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 XI. Referendum

Upon petition of twenty percent of the individual NANPA 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, and not undermining any existing contract(s) and legal agreement(s) previously authorized by the Board, 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, but no referendum shall pass without a minimum of 30% of the total voting-eligible NANPA membership voting in favor. Such ballot shall be conducted by mail or electronic balloting.

Article XII. 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 at its discretion. NANPA's independent contractors may serve on committees and be named Committee Chairs.
   - **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, and one Board Member at Large.

b. 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 NANPA Board appoints 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.

3. Ad Hoc Committees

a. The President may create ad hoc committees as recommended by 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 XIII. 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 XIV. 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 foregoing 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 XV. Operating Procedures

The Board may adopt policies, agreements, 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.

Article XVI. 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 percent of the individual Members of NANPA (determined as at the end of the month preceding the date of the submission of such petition), 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 with voting participation of at least 30% of the NANPA membership.

2. **Action by Board.** The Board, by a two-thirds majority, may amend these Bylaws.

Article XVII. Dissolution

In the event of dissolution of NANPA, any funds remaining, including the NANPA Fund, shall be distributed to one or more regularly organized and qualified not-for-profit organizations to be selected by the Board with first consideration going to the NANPA Foundation.

Document History

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