

CAROLINAS NATURE PHOTOGRAPHERS ASSOCIATION – BYLAWS

Bylaw 1: Name

- 1.1 The name of this corporation shall be the CAROLINAS' NATURE PHOTOGRAPHERS ASSOCIATION.

Bylaw 2: Purpose

- 2.1 The Carolinas' Nature Photographers Association (CNPA) is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the South Carolina Nonprofit Public Benefit Corporation Law for public and charitable purposes.
- 2.2 The purposes of the CNPA are:
 - 1) Promote nature photography in the Carolinas;
 - 2) Help to conserve and preserve the diverse natural ecosystems in the Carolinas; and
 - 3) Educate others interested in nature photography.

Bylaw 3: Membership

Section 1: Classification, Application, and Dues

- 3.1 Any person interested in advancing the purposes of the CNPA may become a member. There is no limitation on the number of members or memberships authorized.
- 3.2 There shall be several classes of memberships: Single, Family, and Student/Senior.
- 3.3 Membership shall be granted upon written application, submitted in the form and manner specified by the Secretary of the Association. The application shall be accompanied by such dues or fees as have been set for the classification for which application is made. The application shall contain such information as the Secretary may reasonably require.
- 3.4 The annual dues for each class of membership shall be set by the Board of Governors. No change in the dues shall be effective until it is approved by a vote of the membership as described in Bylaw 8.2.
- 3.5 A portion of the annual dues from each membership shall be specified by the Board of Governors as a subscription to the CNPA newsletter.
- 3.6 No member may transfer to another person a membership or any right arising there from. Membership shall terminate upon the death or resignation of the person or persons holding the membership or for nonpayment of annual dues after the grace

period, if any, set by the Board. No member shall have any property right by virtue of membership.

Section 2: Meetings and Voting

- 3.7 General meetings of the Group membership at large may be called, with appropriate notice to the membership stating time, place, and purpose, by the Board of Governors and shall be called with similar notice upon petition to the Board of Governors signed by 15 or more members of the Group for a meeting to consider specified subjects. At least one regular general meeting shall be scheduled each year to occur no later than June 30th for the election of officers. If the President and Vice-President are both absent at a meeting, the members present shall elect a temporary Presiding Officer. No binding action may be taken at a meeting of the Group, but resolutions may be adopted by majority vote and later addressed to the Board of Governors of CNPA. A meeting may also direct the Board of Governors by majority vote to conduct a referendum (election) by mail ballot of the entire membership of the Group on a specified issue.
- 3.8 The membership of the Group shall choose members of the Board of Governors in an annual election as specified below. In addition special elections on any subject within the province of the Group may be held either by direction of the Board of Governors, or upon petition to the Board of Governors signed by 15% of the members of the Group. The direction or petition shall state the issue to be voted upon in proper form for ballot. A quorum for any special election shall be 5% of the membership of the Group. A majority vote of those voting is required to establish Group policy. However, if the issue is the removal of an elected member of the Board of Governors, a majority vote of at least two-thirds of those voting is required. Whenever possible, and if a delay of not more than two months is entailed, special elections should be held in conjunction with the annual election. Voting by proxy shall not be permitted.

Section 3: Liabilities of Members

- 3.9 Members, as such, shall not be personally liable for any debts, liabilities, or obligations of the Association, and any and all creditors shall look only to the assets of the Association for payment.

Bylaw 4: Board of Governors

Section 1: Number and Powers of the Board

- 4.1. Subject to the powers of the members as provided by law or these Bylaws, the activities and affairs of Association and all corporate powers shall be exercised by or under the direction of a Board of Governors. The Board of Governors shall be composed of nine (9) members, elected by the members of the group for terms of two years each, four to be elected in even-numbered years and five to be

electd in odd-numbered years. Members elected to the Board shall take office immediately following the election. They shall hold office until their successors have been elected and qualified. The Board of Governors of the Association is the Board of Directors.

- 4.2. Only the Board of Governors or those specifically authorized by it shall act in the name of the Group. The Board shall have the authority to make rules and regulations for carrying out the procedures established by these Bylaws.

Section 2: Nomination, Election, and Term of Office

- 4.3 An election to choose members of the Board of Governors shall be held at the annual meeting. The election shall be conducted by a show of hands in the absence of the nominees.
- 4.4 A Nominating Committee of at least three (3) members of the Group, at least one not a member of the Board of Governors, shall be appointed by the Board of Governors. No elected member of the Board of Governors whose term is expiring may serve on the Nominating Committee, unless that member is not a candidate for reelection.
- 4.5 The Nominating Committee shall nominate candidates to fill the vacancies on the Board and shall report their names to the Board of Governors for approval. Nominees shall be members of the group in good standing, who give their consent. The nominating committee is not precluded from submitting names of its own members as candidates.
- 4.6 The nominating committee shall present the slate of nominees to the membership by mail or electronically prior to the annual meeting. Nominations from the floor will be accepted at the annual meeting.
- 4.7 Each Governor shall be elected for a term of two (2) years. A Governor may serve for an unlimited number of terms.
- 4.8 A vacancy due to resignation or removal in an elected position shall be filled for the remainder of the unexpired term by vote of the remaining members of the Board of Governors.
- 4.9 The absence of a member from three (3) consecutive regularly scheduled meetings of the Board shall create a vacancy if so decided by a vote of at least two-thirds of the remaining members of the Board of Governors.

Section 3: Meetings

- 4.10 The Board of Governors shall hold regularly scheduled meetings at least quarterly at times and places it specifies. These times and places should be announced in

advance to members of the Group at regular intervals at the general meetings of the Group and in a newsletter of the Group distributed to all members. Special meetings of the Board may be called by the President, or any other three members of the Board, but only on at least one week's notice, unless all members waive this notice requirement. Due notice of special meetings and the scheduling of regular meetings must be given to all members of the Board of Governors.

- 4.11 All meetings of the Board of Governors shall be open to attendance by any member of the CNPA in good standing, except that in unusual circumstances the Board may convene in private session for discussions and arguments of sensitive issues, but shall take no vote except in open session.
- 4.12 A quorum, which is a majority of the members of the Board of Governors in office, is required for the transaction of business. However, an absentee ballot from an absent member delivered to the President in writing or by telephone on a specific issue shall be counted, in the vote and quorum, provided that either a full discussion of the issue has occurred at a previous meeting or the arguments pro and con have been included with the call for the meeting. Business of the Board of Governors is normally to be conducted at a regular meeting or, if necessary, at a special meeting. A quorum of the Board may act without a formal meeting only when quick action is necessary and there is insufficient time to arrange a well-attended special meeting, or if prior authorization to so deal with a specified issue has been given in a meeting, provided in either case that a determined effort has been made to contact all members of the Board. Any such action must be reported to all members of the Board at the next meeting of the Board.
- 4.13 In the absence of the President and Vice-President, the members of the Board present shall elect a temporary Chair from their number.

Bylaw 5: Officers

- 5.1 The Board of Governors, at the first meeting following elections, shall elect from its membership a secretary and a treasurer, who shall also be officers of the Group. The officers so elected will serve until their successors have qualified. The duties of the officers shall be those customary for their respective offices. At the discretion of the Board of Governors, offices may be combined. Assistants to these officers may be designated from among the members of the group. The Board of Governors may alternatively appoint, not from its membership, a Secretary and/or Treasurer who are group members; such appointees shall not be officers of the Board of Governors. Notice of the officers and appointees of the Group shall be provided to the Group.
- 5.2 The Board shall have the power to change its officers and to fill a vacancy in any office.

Bylaw 6: Committees

- 6.1 Standing committees and special committees shall be established by the Board of Governors for such objectives as it may designate within the purposes of the Group. Members of a Committee shall be appointed by the President from among the members of the Group, subject to the approval of the Board of Governors, and shall serve until discharged. Committee chairs shall be designated by the President at the time of the Committee appointment. A member of the Board of Governors shall be an ex-officio member of each committee except the Nominating and Elections Committees and with the right to vote. Standing committees shall be appointed annually; they shall include an Activities and a Membership Committee. The Chairs of the Activities and the Membership Committees, if not already members, shall be ex-officio members of the Board of Governors without vote. Except for the Nominating and Elections Committees (where it may fill naturally occurring vacancies), the Board of Governors may at any time add members to a committee, recall, or replace any of its members. Committees not mandated by these bylaws may be discharged at any time.
- 6.2 The Chair of each committee shall regularly report to and consult with the President and the Board of Governors. Each committee shall submit an annual report to the Board of Governors.
- 6.3 The Activities Committee of CNPA shall further the conservation and education objectives of the Association. This Committee will be the body for coordinating workshops, exhibits, contests, etc., and may appoint subcommittees, as they deem necessary. The Activities Committee will report regularly to the Board of Governors and consult with the Board about any activities requiring Association expenditures.
- 6.4 The Membership Committee of the CNPA shall maintain a role of current members, shall assist in efforts to recruit and retain members, and shall be responsible, under the direction of the Board of Governors, for recruiting new members, welcoming them, and encouraging them to participate in Group activities.

Bylaw 7: Finances

Section 1: Sources

- 7.1 The CNPA may receive its funding from dues of the membership as noted in Section 3.3 and 3.4.
- 7.2 Group Outings shall be conducted on an independent financial basis. Fees for participation in Group outings may be collected to finance the outing and as a means of fundraising for CNPA and its regional groups.
- 7.3 Special projects of the Group or its regional groups may be funded through outings, workshops, or fundraising activities.

- 7.4 Each regional group will be given a stipend each year. The regional groups are responsible for raising any money they need beyond the stipend

Section 2: Authority

- 7.5 The Board of Governors shall have authority to open bank accounts and to regulate withdrawals there from. Bank accounts shall be in the name of the Group, its sections or committees, and shall be accountable to the Board of Governors of the Group. .
- 7.6 Regional groups are required to provide a semi-annual financial statement to the Board. The semi-annual statement will be due February 15 and September 15 of each year. The Group Treasurer will send a notice to the regional groups six (6) weeks prior to the due date. The Group Treasurer will provide the format that the reports are to follow.
- 7.7 Unless otherwise specified by the Group, all monies received by entities of the Group shall be deposited with the Treasurer of the Group. The Board of Governors may authorize expenditures by Group entities and may authorize the Treasurer to provide advances.
- 7.8 Neither the Group nor any entity thereof shall have the authority to borrow money or own real estate.

Section 3: Procedures

- 7.9 The fiscal year of the Group shall coincide with the calendar year.
- 7.10 The Treasurer shall keep proper books of account, and quarterly, and at such other times as may be required by the Board of Governors, submit a report of revenues and expenses and the financial position of the Group at least once in each quarter. The Treasurer shall also provide a full report to the Group at the Annual meeting.

Bylaw 8: Construction and Amendment

Section 1: Construction

- 8.1 All questions as to the construction or meaning of these Bylaws are first to be referred to the Board of Governors for decision. All procedures not prescribed by these Bylaws shall be governed by Robert's Rules of Order.

Section 2: Amendment

- 8.2 These Bylaws are fundamental and shall not be added to, amended or repealed except by a 2/3rds vote of the Board of Governors and a 2/3rds vote of the membership at the Annual meeting.
- 8.3 Bylaws 1 and 2 cannot be amended without concurrent amendment of the corresponding Articles of Incorporation, as provided by law.