

BYLAWS
OF
Carolinas' Nature Photographers Association

ARTICLE ONE.

Name and Location

The name of this corporation is Carolinas' Nature Photographers Association, herein referred to as "CNPA" or "Association". The principal office of the Association shall be located at 29 Olde Springs Court, Columbia, SC 29223.

ARTICLE TWO

Purpose

Section 1. *Nonprofit organization.* CNPA is a non-profit public benefit corporation organized under the South Carolina Nonprofit Public Benefit Corporation Law for public and charitable purposes.

Section 2. *The purposes of CNPA are:*

- a) Promote nature photography in the Carolinas
- b) Help to conserve and preserve the diverse natural ecosystems in the Carolinas; and
- c) Educate others interested in nature photography.

ARTICLE THREE

Membership

Section 1. *Membership.* Any person interested in advancing the purposes of CNPA may become a member. There is no limitation on the number of members or memberships authorized.

Section 2. *Non-Discrimination.* The CNPA prohibits discrimination against any member of the organization, or any guest of a member, on the basis of race, religion, color, sex, age, national origin or ancestry, genetic information, marital status, parental status, sexual orientation, gender identity and expression, disability, or status as a veteran.

Section 3. *Types of Membership.* There may be several types of membership such as: Single, Family, Student, and Senior. The Board of Directors may, modify, eliminate, or add to these classifications without a vote of the membership.

Section 4. *Application.* Membership shall be granted upon application, submitted in the form and manner specified by the Membership Chair. The application shall be accompanied by such dues or fees established for the type of membership.

Section 5. *Annual Dues.* The annual dues are set by the Board of Directors. No change in the dues shall be effective until it is approved by a majority vote of the Board of Directors. Dues may not be increased more than once a year.

Section 6. *Transfer of Membership.* A member may not transfer to another person his or her membership or any rights arising there from.

Section 7. *Termination of Membership.* Membership shall terminate upon the death or resignation of the member, the non-payment of the annual dues, or upon the expulsion from the group as explained in Section 8 of this Article.

Section 8. *Expulsion or Suspension of a Member.* The Board of Directors with a 2/3rds vote may expel or suspend any member for the breach of CNPA rules, misuse or destruction of CNPA property, misuse or unauthorized use of electronic information, unauthorized use of CNPA's intellectual property, or actions that sully CNPA's name or reputation. When the Board of Directors deems it necessary to expel or suspend a member it shall follow these procedures:

- a. Not less than 30 days before the expulsion or suspension becomes effective a written notice shall be sent to the member in question, by first class or certified mail, stating the reasons for the proposed expulsion or suspension, and
- b. Provide an opportunity for the member to be heard by the Board of Directors orally or in writing not less than 10 days before the effective date of the expulsion or suspension.

Section 9. *Property Rights.* No member shall have any property rights by virtue of membership.

ARTICLE FOUR

Meeting of Members

Section 1. *Annual Meeting.* The annual meeting of the CNPA Members shall be held no later than the 30th day of June in each year at such time set by the Board of Directors for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the election of Directors is not held on the day designated for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the

election to be held at a special meeting of the members as soon thereafter as is convenient.

Section 2. *Special Meetings.* Special meetings, for any purpose or purposes, may be called by the President or by a majority of the Board of Directors and shall be called by the President at the request of not less than 5% of all the members of the Association entitled to vote at the meeting.

Section 3. *Place of Meeting.* The Board of Directors shall designate any place within North Carolina or South Carolina as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors.

Section 4. *Notice of Meeting.* A written notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 10 days nor more than 60 days before the date of the meeting, either personally or by mail or by email, at the direction of the Membership Chair, to each member of record entitled to vote at such meeting. If mailed, such notice is deemed to be delivered when deposited in the United States mail, addressed to the member at his or her address as it appears on CNPA's records, with postage thereon prepaid. If emailed, such notice is deemed to be delivered when sent to an electronic mailing address of record provided by the member.

Section 5. *Quorum.* Ten percent (10%) of the members entitled to vote, represented in person, shall constitute a quorum at a meeting of CNPA members. If less than ten percent (10%) of such outstanding members are represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum is present or represented, any business may be transacted that might have been transacted at the meeting as originally notified. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 6. *Proxies.* Voting by proxy is not allowed.

Section 7. *Presiding Officer.* The President or Vice President (in the President's absence) shall preside over the Annual meeting. If both the President and Vice President are absent, then a member of the Board of Directors shall be chosen by the Board of Directors to preside.

Section 8. *Rules of Order.* Meetings of the Association and of the Board of Directors shall be conducted in accordance to the most recent edition of "Robert's Rules of Order Newly Revised". If the rules contained in *Roberts* are inconsistent with these bylaws or the Articles of Incorporation, then these documents take precedence.

Section 9. *Voting.* Subject to the provisions of any applicable law, each member entitled to vote shall be entitled to one vote.

Section 10. *Required Votes.* Unless otherwise required by law or these bylaws, all actions approved by members require a simple majority of those members represented in person at any Annual or Special Meeting.

Section 11. *Nominations for the Board of Directors.* Nominations for election to the Board of Directors shall be made by a Nominating Committee, chosen by the Board of Directors. No member of the Board of Directors whose term is expiring may serve on the Nominating Committee, unless that member is not a candidate for reelection. The Nominating Committee shall be responsible for vetting and nominating candidates to fill vacancies on the Board and shall report their names to the Board of Directors for approval. Nominees shall be members of the group in good standing and who give their consent. A notice seeking nominations will be sent to the group, allowing for self nomination or nomination by others in the group. The Nominating Committee is precluded from submitting names of its own members as candidates. Nominations will not be accepted from the floor.

Section 12. *Elections to the Board of Directors.* An election to choose the Board of Directors shall be held at the Annual Meeting. The election shall be conducted by acclamation, show of hands, or secret ballot, as determined by the presiding officer. A majority vote is needed to pass the election.

Section 13. *Removal of Directors by Members.* The members may remove one or more Directors elected by them, or appointed by the Board of Directors to fill a vacancy, without cause. A director can be removed only at a members meeting called for the purpose of removing the director and the Notice of Meeting must state that the purpose, or one of the purposes, is the removal of a director. A director may be removed only if a majority of those represented in person at the meeting vote to remove the director.

ARTICLE FIVE

Board of Directors

Section 1. *General Powers.* CNPA's Board of Directors shall manage the business and affairs of the Association.

Section 2. *Number, Tenure, and Qualifications.* The number of Directors of the Association shall be nine (9). Directors shall be elected at the annual meeting, and the term of office of each director shall be for two (2) years and until the election and qualification of his or her successor. Four (4) Directors shall be elected in even-numbered years and five (5) in odd numbered years. All Directors shall be CNPA members in good standing. There is no limit on the number of terms a director may be elected.

Section 3. *Regular Meetings of the Board.* A regular meeting of the Board of Directors may be held without notice, other than this bylaw, immediately after and at the same place as the annual meeting. The Board of Directors may provide, by resolution, the time and place, including telephonic, videoconferences, or other electronic communications, for holding additional regular meetings without other notice than such resolution. The Secretary shall publish on the website the schedule and venue of all

Regular Board Meetings. At all Regular Board Meetings, the Board of Directors shall provide members an opportunity to attend a portion of a Board meeting and speak to the Board of Directors about their issues or concerns. The Board of Directors may place reasonable restrictions on the number of persons who speak on each side of an issue and may place reasonable time restrictions on persons who speak. Members who wish to address the Board must notify the Board President of their intention at least 7 days prior to the Board Meeting.

Section 4. *Special Meetings.* Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors, and shall be held at such place as the Directors may determine or by telephone, videoconference or other electronic communications. The President or Vice President may handle any emergency situations immediately upon notification of the emergency.

Section 5. *Notice.* Notice of any special meeting shall be given at least 2 days before the time fixed for the meeting, by written notice delivered personally, mailed to each director at their business address, or by email. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 6. *Quorum.* A majority of the number of Directors fixed by these bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the present may adjourn the meeting from time to time without further notice.

Section 7. *Board Decisions.* Except as provided in these Bylaws, the act of the majority of the Directors present at a meeting, at which a quorum is present, shall be the act of the Board of Directors.

Section 8. *Presiding Officer.* The President or in his or her absence the Vice President shall preside over Board meetings. In the event the President and Vice President are absent, the attending Board members shall elect a temporary presiding officer from their number.

Section 9. *Vacancies.* Any vacancy occurring in the Board of may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of their predecessor.

Section 10. *Compensation.* No director shall receive compensation for any service he or she may render to the Association as a director. Directors may be reimbursed for their actual expenses in the performance of their duties. A director shall be permitted to hold a paid position within the Association.

Section 11. *Indemnification.* The Association shall provide for the indemnification of and maintain liability insurance for its officers, Directors, employees, Regional coordinators, volunteers, and agents.

Section 12. *Absence from Board Meetings.* A Board member absent for three (3) consecutive Board meetings may be disqualified as a Board member by a vote of two-thirds (2/3) of the remaining Board of Directors. The Board may not disqualify a director for any other reason.

Section 13. *Acting in the Name of CNPA.* The Board of Directors may determine and publish rules and procedures on who is authorized to act in, or use, the name of the Association.

ARTICLE SIX

OFFICERS

Section 1. *Number and Qualifications.* The officers of the Association shall be a President, a Vice-President, a Secretary, and a Treasurer, each of who shall be a CNPA member. The President and Vice President shall be members of the Board. The Board may elect or appoint other officers and assistant officers as may be deemed necessary, as long as they are CNPA members in good standing.

Section 2. *Election and Term of Office.* The officers of the Association shall be elected by the Board of Directors annually at the first meeting of the Board of Directors held after each annual meeting. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. Officers shall hold office until their successor has been duly elected and qualifies, their death or they resign, they are no longer a member in good standing or they are removed from office in the manner hereinafter provided.

Section 3. *Removal.* The Board of Directors may remove any officer or agent elected or appointed by the Board of Directors whenever in its judgment the best interests of the Association would be served thereby.

Section 4. *Vacancies.* A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. *Powers and duties.* The powers and duties of the several officers shall be as provided from time to time by resolution or other directive of the Board of Directors. In the absence of such provisions, the respective officers shall have the powers and shall discharge the duties customarily and usually held and performed by like officers of associations similar in organization and business purposes to this Association.

ARTICLE SEVEN

COMMITTEES

Section 1. *Standing Committees.* In addition to the Nominating Committee, CNPA shall have the following Standing Committees: Regions, Membership, Finance, Communications, and Major Events. The Chairpersons of all Standing Committees, if not already members, shall be ex-officio members of the Board of Directors without vote. The Board may create additional or disband Standing Committees. Each Standing Committee shall have a charter, which is approved by the Board of Directors, outlining its duties.

Section 2. *Committees of the Board.* The Board of Directors may from time to time establish or disband other committees for such objectives, as it shall designate.

Section 3. *Appointments to Committees.* Annually, the President, with the consent of the Board, shall appoint the members and chairpersons of all committees, except for the Nominating Committee, whose appointment is set forth in Article 4, Section 11 of these Bylaws. All non-Board members serve at the pleasure of the President.

ARTICLE EIGHT

FINANCES

Section 1 *Financial Resources.* CNPA may receive funding from: 1) Member dues and sponsorships; 2) fees for group outings, workshops and events including but not limited to the annual meeting; 3) grants, gifts, donations, royalties, advertising or proceeds from the sale of tangible or intangible assets.

Section 2 *CNPA Bank Accounts.* The CNPA President and Treasurer will have the authority to open and close bank accounts for CNPA when such changes are authorized by CNPA Board resolution. In the event the President or Treasurer are not available for this action, an elected Board member may be designated by Board resolution to act on the Board's behalf for this action until it is appropriate to transfer this responsibility to the President or Treasurer. No less than two signatures must be on file with the bank for any CNPA account, including the President's and the Treasurer's. A Board resolution is needed to revise this requirement.

- a. All funds collected by CNPA shall be deposited and accounted for in a CNPA account.

- b. All payments, expenditures and disbursements require Board authorization. Board authorizations may be individual or blanket resolutions for the current fiscal year. The CNPA Finance Committee shall provide guidelines to the Board for this action.

Section 3 *Regional Bank Accounts.* Each CNPA Region may open one bank account. Sub Regions may not open an account and must utilize the Regional account with which they are associated. Prior to opening, closing or changing any account, a Region must request Board approval. The approval must provide that no less than two signatures are on file with the bank, typically a Treasurer and Regional Coordinator(s), in addition to the CNPA Treasurer. Changing the names on any Regional account also requires Board resolution.

- a. All disbursements by Regions will normally be in support of CNPA's mission statement as described in Article 2, Section 2 of these Bylaws. The Finance Committee will develop guidelines for all Regional disbursements. These guidelines must be approved by Board resolution and guidelines will not be changed more than once per year. Guidelines will also be posted on the CNPA website in an area designated for Regional documents.
- b. All disbursements by Regions shall be reported to the CNPA Treasurer semi-annually by financial report. Financial reports shall be due on October 15 and April 15 of each year in a format designated by the CNPA Treasurer with guidance from the Finance Committee. Inability to meet CNPA guidelines for reporting by a specific Region might adversely impact future stipends for that Region.

Section 4 *Regional Stipend.* Each Region may be given a stipend each year from the general funds of CNPA. Regional stipends should only be given if the Association is financially stable and is reasonably needed by the Region as determined by the Board. With assistance from the Treasurer and Finance Committee, the Board will determine the methodology it uses to determine the stipend amount granted to the Regions.

- a. *Additional Funding for the Regions.* Each Region may raise additional funds they require beyond the stipend. Fund raisers should promote the CNPA mission as stated in Article 2 and be approved by the Board as appropriate. All additional funding shall be reported in Regional financial reports on a semi-annual basis.
- b. *Additional Stipend.* Each Region may request additional funding beyond the yearly stipend. This additional funding must be approved by Board resolution.

Section 5 *Borrowing Money and Real Estate.* Neither CNPA nor any Region may borrow money or own real estate.

Section 6 *Fiscal Year.* CNPA's fiscal year shall be from October 1 to September 30. This fiscal year applies to Regions as well.

Section 7 *Financial Statements.* The Treasurer shall post a copy of a Board approved financial statement on the CNPA website as soon as possible after these documents are presented to the membership at the annual meeting.

- a. Prior to posting any financial statements, all reports will be developed, reviewed and approved by the Treasurer, accountant and the Finance Committee.
- b. Once approved by the Treasurer, accountant and Finance Committee, reports shall be sent to the President who will in turn present them to the Board for approval.
- c. Prior to presenting and posting these documents for membership review the President must sign and approve the financial statements as well as prepare a brief statement as to the financial health of the organization. This will be done in conjunction with guidance from the Treasurer, accountant and Finance Committee. In the event the President is unable to perform this task the Board by resolution will appoint a current Board member to perform this task.

Section 8 In the event any Region is dissolved, their authority to operate is revoked and all CNPA related monies in their possession or account shall be returned to the main CNPA account. In addition, a closing financial report reflecting all income and expenditures will be forwarded to the Treasurer.

Section 9 In the event CNPA should cease to exist, all accumulated funding will be donated to nature or photography related charities as determined by the Board of Directors.

ARTICLE NINE

Amendments

These bylaws may be altered, amended, or repealed and new bylaws may be adopted using one of the following methods:

Section 1 By the affirmative vote or written agreement of at least two-thirds (2/3) of the members represented in person at an annual meeting or special meeting of the Association. Any proposed change to the bylaws must be included in the notice of a meeting

Section 2 By the affirmative vote of at least two-thirds (2/3) of the Board of Directors to conform these Bylaws to any change of law.

Section 3 By the affirmative vote by electronic ballot of at least ten-percent (10%) of the membership, provided a written or electronic ballot is delivered to every member entitled to vote on the matter.

Articles 1 and 2 cannot be amended without the concurrent amendment of the corresponding Articles of Incorporation. Bylaws shall comply with South Carolina Title 33, Chapter 31.

Approved by unanimous membership vote 2-15-2014