

# Bylaws of *Nature Photographers of the Pacific Northwest*

## Article 1 Name

The name of the organization, as registered with the Oregon Secretary of State, is ***Nature Photographers of the Pacific Northwest*** (NPPNW).

## Article 2 Purpose

The primary purpose of NPPNW is to facilitate learning and sharing of information about nature and wildlife photography and thereby promote the growth and development of the photographic skills, sensibilities, and awareness of its members.

## Article 3 Membership

Any person interested in nature photography may become a member by attending a conference organized by NPPNW. Memberships will be retained in the members database for a period of 5 years from the date of the conference attended or for such other duration as may be determined by the Executive Board. Subsequent conference attendance would begin a new 5-year membership. Membership entitles a person to receive communications from NPPNW, however conference registration and payment of conference fees are necessary for attendance at a particular conference.

## Article 4 Officers

NPPNW will be managed by three Officers – a President, a Vice President, and a Secretary/Treasurer, each of whom will serve a 2-year term.

- (a) The **President** shall preside at all club meetings and serve on and preside at Executive Board Meetings, create committees necessary to further the work of the club, appoint conference chairpersons and other committee chairpersons, act as club spokesperson, and monitor and supervise all club activities.
- (b) The **Vice President** shall assume the duties of the President in his/her absence, serve on the Executive Board, and perform other such duties as the President may assign. He/she shall take primary responsibility for digital image competitions at conferences, unless other arrangements are made by the Conference Chairperson.
- (c) The **Secretary/Treasurer** shall
  - (i) maintain membership and dues payment records, keep minutes of all club meetings, notify members of meetings, conferences and other events, and conduct club correspondence, and
  - (ii) maintain financial records of the club, keeping custody thereof, prepare periodic financial reports for the President and the Executive Board, and serve on the Executive Board.

## Article 5 Executive Board

- (a) The management of the club shall be directed by an Executive Board (Board) composed of the three Officers (Article 4) and four other members of the club.
- (b) The Board shall be chaired by the club President and make decisions through a simple majority vote.
- (c) Five Board members will constitute a quorum for Board meetings.
- (d) The Board shall oversee the activities of the club and its Officers and shall approve annual operating budgets and specific event budgets for each event organized by the club.
- (e) The Board shall meet twice per year or more often as it decides. A Board meeting may also be called by the President, or at the request of two or more Board members. Board meetings may be held either in person or via internet connection. Voting may also be carried out by the Board via email or internet connection.
- (f) Board meetings are open to all club members, except when legal or personnel matters are being discussed.

### **Article 6 Advisory Committee**

- (a) The President may appoint an Advisory Committee, drawn from the membership, to assist the Board and Officers in making plans and decisions. The Advisory Committee shall include all members of the Board and shall consist of no more than 12 members.
- (b) The Advisory Committee may be asked to meet together with the Board at any of its meetings.
- (c) If a vote of the Board is called for during a combined meeting, only Board members shall be entitled to vote.

### **Article 7 Conferences and Meetings**

- (d) The club will organize at least one annual conference. This conference will take place on the first Saturday in November. If a second conference is organized, it will be held in the spring on the first Saturday in April. These dates may be adjusted by the Board. Conference sites will rotate within the Pacific Northwest and will be approved by the Executive Board.
- (e) Conferences will, by default, be in-person gatherings, and may include an option of internet-based attendance. The Board may also authorize other types of meetings and events, including field-based events, as it sees fit. These events may be in-person or internet-based events, or hybrids of the two.
- (f) The President will serve as default Conference Chairperson for conferences and will arrange venue, lodging, speakers, other activities, and logistics. He/she may appoint other members to assist with these activities. Alternatively, the president may appoint another club member as a Conference Chairperson to perform these duties if he/she desires or as directed by the board.
- (g) Proposed arrangements for each conference, including a budget showing both expected revenue and expenditures, will be reviewed and approved by the Executive Board.
- (h) A general membership meeting will be held annually in conjunction with the Fall Conference.

### **Article 8 Finances**

- (a) The club shall be supported principally by conference fees.
- (b) Fees for a particular conference shall be proposed by the Conference Chairperson and set by the Executive Board, with the aim being that the conference be self-financing. Exceptions to this principle can be made by the Board for special and time-bound purposes.
- (c) Club funds shall be kept in a bank account, and/or an account in another financial institutional, opened in the club name and maintained by the Secretary/Treasurer. Either the Secretary/Treasurer or the President may make payments from the account(s) as directed by the Executive Board.

### **Article 9 Elections**

- (a) Elections to Officer and Board positions will be held at the Fall general membership meeting in odd numbered years.
- (b) Nominations for Officers and Board membership will be solicited via an announcement to be emailed to all members no less than 30 days prior to a Fall general membership meetings at which an election is to take place. The Board may also propose candidates for Officer and Board positions, and these shall be included in the announcement emailed to members prior to an election.
- (c) Election to office will be by simple plurality of the votes of members attending the annual members' meeting.
- (d) The President may appoint a member to fill a vacancy due to a resignation or call for a special election to fill Officer or Board vacancies.
- (e) The members attending an annual general membership meeting will constitute a quorum and each attending member will be entitled to vote.

### **Article 10 Website**

The club shall maintain a website containing club news, announcements of meetings and conferences,

names of Officers and Board members, selected images submitted to club competitions, these Bylaws, and other pertinent information. The President will appoint a webmaster to manage and maintain the website.

**Article 10 Amendment of Bylaws**

Addition, deletions, or amendments to these Bylaws may be proposed in an emailed communication to all members at least 30 days prior to any Fall membership meeting and voted on at that meeting. Proposed changes will require the support of 60% of the members in attendance to be adopted.

**Article 11 Disbandment**

In the event that the members elect to disband the NPPNW, the remaining funds in the bank accounts of the club will be donated to the *Nature Conservancy*.