

**BY-LAWS OF
THE NATURE PRINTING SOCIETY**

Article I

Name, Purpose, Emblem

Section 1. The name of this organization shall be the NATURE PRINTING SOCIETY.

Section 2. The general purposes and powers of this society shall be organized and operated for artistic and educational purposes, and more particularly to promote and encourage nature printing and the dissemination of educational material to persons interested in said art form, and to further the interests of members by promoting acquaintance and cooperation among them, and by encouraging publication of articles about nature printing, demonstrations of printing, teaching of printing classes, and organization of displays, exhibits, and shows of nature printing.

Section 3. The emblem of the Society shall be a representation of the composite print (scallop, seaweed, and fish) currently being used as the Society's letterhead logo (see enclosed)

Section 4. The society shall have and continuously maintain status as a non-profit corporation in the Commonwealth of Pennsylvania, and maintain a corporate address in the State of California.

Article II

Membership

Section 1. Members. Any person interested in the purposes of this Society may be eligible for membership.

Section 2. Classes of Membership. There shall be the following classes of membership: Associate Membership, Institutional Membership, Life Membership, Patron and Honorary Membership. Admission to each class of membership is contingent upon acceptance by the Board.

(a) An Associate Member in good standing is defined as any individual whose dues are currently paid in full.

(b) An Institutional Member is defined as any institution, university, college, school or library whose dues are currently paid in full.

(c) A Life Member is defined as any individual who has contributed significantly to the Society, and whose dues have been paid in full. The dues of a Life Member may be paid in three equal installments over a period of three years. Thereafter, the Life member is exempted from all dues, but shall continue to enjoy all the rights and privileges of membership in the Society.

(d) A Patron is an individual or organization that has made a substantial financial contribution to the Society. The Patron is then exempted from all dues, and shall continue to enjoy all the rights and privileges of membership in the Society.

(e) Honorary Membership may be conferred upon a person or organization because of his, her or its achievement of merit or outstanding contribution to the purposes of this Society. The number of Honorary members shall be limited to no more than five (5) percent of the general membership in good standing at the time of the election to Honorary Membership. Honorary Members may be proposed by any officer or Board member, or in writing by not less than five (5) members in good standing with documentation. The President shall appoint a committee of three (3) interested persons to investigate the merit of the nomination. Upon the favorable report of said

committee, a secret ballot shall be had among the Board. A two-thirds (2/3) majority shall be required for affirmative action. Honorary Members may not be required to pay dues unless otherwise directed by the Board.

Section 3. Membership shall not be transferable.

Section 4. Privileges. All members of whatever class are entitled to all Society privileges.

Section 5. Resignation. Any member in good standing may direct a letter of resignation to the Secretary which, when received, shall effect the resignation. No refund of dues shall be made.

Article III

Dues

Section 1. Dues. Annual memberships shall be established by the Board and subject to confirmation by a majority vote of members present at the annual business meeting. All classes of members except Life Members, Patrons and Honorary Members shall pay annual dues.

(a) Dues for the ensuing calendar year are payable annually during the month of January. If dues are not paid by March 1, the member shall be delinquent and shall lose all rights and privileges, and will be considered a member not in good standing. His or her name shall be stricken from the membership rolls.

Article IV

Officers

Section 1. Officers. The elected officers of the Society shall be a President, a Vice-President, a Secretary, a Treasurer and a Member-at-Large.

(a) The terms for these officers shall normally be two (2) years, beginning January 1 of the year following the election. Excepting the Secretary and the Treasurer, no more than two (2) consecutive terms may be served in any given office.

(b) The Editor and other appointed officers and committees serve at the pleasure of the President. It is within the power of the President to remove such officers and committee members for failure to perform duties as required.

(c) Officers shall be elected by the membership by mail ballot in December every two years. Office vacancies created by resignation or illness shall be filled by special elections which may be called by the Board utilizing appropriate nomination committee procedures.

(d) If an elected officer fails to fulfill the duties of office or if the duties are performed in a manner that reflects unfavorably upon the Society or its objectives, the officer may be subjected to a recall election upon the filing with the Board of a petition containing ten (10) signatures of members in good standing. A special election shall be called by the President or Vice-President of the Society and announced, together with the reasons therefor, to the regular members in writing at least two (2) weeks in advance of the election. A secret ballot shall be held and by majority vote the accused officer may be removed. The Nominating Committee shall put in nomination another member's name to be approved by unanimous vote of the remaining Board members to serve out the rest of the term. A person thus removed from office shall not have his or her name put in nomination for any future office in the Society.

Section 2. Duties of Officers. The Officers shall perform the usual duties of their offices.

(a) The President shall preside at Board meetings and annual business meetings when such are convened. He or she shall be generally responsible for the activities of the Society. The President shall appoint a Nominating Committee and other such committees as deemed

desirable.

(b) The Vice-President shall assist the President as required and shall act in place of the President as circumstances dictate.

(c) The Secretary shall take all minutes of the Board meetings and annual business meetings and transcribe them as promptly as possible, and transmit copies to the President for review. This officer shall also take such notes during official meetings as may be appropriate. The Secretary shall carry on correspondence as directed by the President, make and keep all records and files, including membership rosters and other pertinent data as shall be required, and shall send notices of any special meetings to all members and other interested parties as required.

(d) The Treasurer shall receive, make receipt for and deposit all funds and accountable property of the Society, and make valid disbursements thereof by check or money order upon authorization of the Board. The signature of the Treasurer shall be the only authorized signature upon checks/orders of the Society; however, in case of absence, resignation, death or inability of the officer to perform, the President shall direct the Vice-President to sign checks or money orders until the officer resumes duty or a new Treasurer is elected. The Treasurer shall keep complete and accurate financial records and make such periodic reports as shall be required.

(e) The Editor shall publish a quarterly newsletter about nature printing topics and shall distribute it to all members of the Society in good standing.

Section 3. Each officer shall maintain and pass on to his or her successor an outline which enumerates the duties of the office, policies of the Society affecting their accomplishment, and other information and procedures designed to enable complete and consistent performance of the duties of the office concerned.

Article V Executive Board

Section 1. The Board. The powers of administration of the affairs of the Society shall be vested in the Board which shall consist of the five (5) elected officers, the Editor and the immediate past President.

(a) Vacancies among the current officers may be filled pro tem through appointment by the President until a regular or special election by the membership may be held to fill such vacancy on the Board.

(b) The Board shall normally conduct business by mail or telephone. Periodic Board meetings may be called by the President or by a written petition signed by at least ten (10) members in good standing.

(c) As officers, members of the Board will serve two (2) year terms (see also Article IV, Section 1a).

(d) A quorum of the Board shall consist of a simple majority of the officers who have been elected or appointed to Board membership.

Article VI Advisory Board

Section 1. The Advisory Board. The surviving co-founders of the Society and all past presidents immediately following the completion of their term on the Executive Board will automatically be placed on the Advisory Board for life. The function of this board is to advise the Society and to provide continuity within the Society.

(a) Members of the Advisory Board are not involved in executive activities nor do they have

a voice or vote in the Society other than as regular members.

Article VII **Committees**

Section 1. Standing Committees. No standing committees are recognized. Standing committees shall be organized as required and deemed necessary by the Board

Section 2. Nominating Committee. A slate of nominations listing at least one person for each position on the board (officers and member-at-large) shall be prepared biennially by a Nominating Committee. This committee shall consist of three (3) people appointed by the President, at least one of whom shall not be a current Board member. The slate of nominations shall be presented biennially to the membership of the Society for election by mail ballot. Elections shall be decided by majority vote. Elections shall be held in December of the year proceeding the year in which the Board begins its term in office.

(a) No candidate shall be nominated without prior consultation as to his or her willingness to serve if elected.

Section 3. Auditing Committee. Near the end of the term of office of the Treasurer, or at any other time when deemed necessary, an Auditing Committee of three (3) members none of whom shall be an officer, shall be appointed by the President for the purpose of auditing the financial and property records of the Society. This committee shall submit a report of its findings to the Board.

Section 4. Duties of Committee Members.

(a) Each officer and each member of a committee shall be responsible for all property and records of the Society in his or her possession and, upon termination of office, shall at the call of the President deliver to his or her successor, to the archives, or to whomever else the President shall designate, all property and records in his or her possession.

(b) Each committee chairman shall maintain and pass on to his or her successor an outline enumerating the duties of the office, policies of the Society affecting their accomplishment and other information and procedures designed to enable complete and consistent performance of the duties of the offices concerned.

Article VIII **Meetings**

Section 1. Meetings of the general membership may be held upon written application to the President by at least ten (10) members of the Society in good standing.

Section 2. In case of meetings of the general membership, the Secretary shall, at least two (2) weeks in advance of the date scheduled for the special meeting, advise the membership in writing of the purpose, time, date and place of such meeting. Any application by the membership for a special meeting to be held must state the purpose for which the meeting is requested.

Section 3. A quorum for the transaction of business at any regular, special or annual meeting shall consist of not less than ten (10) regular members in good standing.

Section 4. At any meeting of the membership called to consider dissolution, a quorum shall consist of a majority of the then-voting membership. In lieu of this meeting, a mail ballot may be substituted with ballots from a majority of the then-voting membership being regarded as representing a legitimate quorum. A majority vote of the quorum is sufficient to effectuate

dissolution.

Section 5. The conduct of all meetings of the Society and the Board shall be governed by Roberts Rules of Order, the Articles of Incorporation and these fly-Laws.

Article IX Fiscal Policies

Section 1. The fiscal year of the Society shall begin January 1 and terminate the following December 31.

Section 2. Should dissolution of the Society be carried out pursuant to Article VIII, Section 4, any funds or other assets belonging to or accruing to the Society, after all just claims against the Society shall have been satisfied, distributed or used to further the purpose of the organization, shall be transferred to a fund, foundation or corporation as defined under Section 501(c)(3) of the Internal Revenue Code of 1954 selected by the then-voting members.

Section 3. Prior to requesting a vote on the dissolution of the Society, the President shall appoint a Committee of five (5) voting members of the Society to select a proposed listing of no less than three (3) and no more than five (5) funds, foundations or corporations as defined in Article IX, Section 3, and these shall be listed on the ballot distributed for the vote on dissolution. Each voting member shall be entitled to vote for one of the listed organizations and a simple plurality shall prevail.

Section 4. All persons or corporations extending credit to, contracting with or having claim against the Society or the Board shall look only to the funds and property of the Society for payment of any such contract or claim, or for the payment of any debt, damage, judgment or decree, or any money that may otherwise become due or payable to them from the Society or the Board so that neither members of the Society, nor the Board, nor the officers, present or future, shall be personally liable therefor. Under no circumstance shall the Society, its property, officers or members be responsible for any debts, damages or liabilities of any kind or nature, incurred or sustained, unless prior approval has been established as provided in these By-Laws.

Article X Tax-Exempt Status

Section 1. No part of the assets of the Society shall inure to the benefit of, or be distributable to, its members, Board, officers, or any other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the objectives set forth in Article I. No substantial part of the activities of the Society shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of Articles, this Society shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its purposes.

Article XI Newsletter

Section 1. The official vehicle for communication between the Board and the members of the Society shall be a Newsletter. This Newsletter shall be produced and distributed by the Editor on a timely basis.

Article XII Amendment of By-Laws

Section 1. Amendments. Proposals for amendments, deletions of, or addition to, the By-Laws of the society may be made by the Board or by written application of at least ten (10) members in good standing. Upon receipt of a proposed amendment or addition, the president shall appoint a special committee of three (3) members in good standing to study such proposals and to ascertain that such proposals are not in conflict with the interests and objectives of the Society and that they are not in violation of the provisions of the Non-Profit Corporation Act of the Commonwealth of Pennsylvania or the statutes of the Federal Tax Code. This special committee shall also draft the amendment or addition for presentation to the general membership. The membership shall be notified in writing of the intended amendment or addition at least two (2) weeks prior to the meeting at which the amendment shall be acted upon or, in the case of a mail vote, at least two (2) weeks prior to the counting of the ballots. A majority vote of the regular members in good standing shall be necessary to adopt all such amendments, additions or deletions, provided that there is a quorum as specified in Article VIII of these By-Laws.

Section 2. No provision of the By-Laws shall be interpreted as superseding or abridging any provisions in the Articles of Incorporation of the Society.

(Revised 1991)

APPROVED BY VOTE OF NPS MEMBERS 1992