

# **The Bylaws of The Northwest Montana Nature Photographers**

**Adopted: November 2, 2013**

**Amended: March 16, 2017**

## **ARTICLE I**

This organization is a 501-C3 non-profit organization under the laws of the State of Montana and shall be known as the Northwest Montana Nature Photographers (NWMNP).

## **ARTICLE II MISSION STATEMENT**

The Northwest Montana Nature Photographers welcomes anyone who enjoys and wants to learn more about photography, and to participate in a supportive environment where amateurs and practicing professionals share their interests, experience, and knowledge and to assist its members in reaching their full potential as photographers.

## **ARTICLE III MEMBERSHIP**

Any person with an interest in photography may apply for membership. Membership applications shall be available at all general membership meetings, on-line, and through any board member. A member is in good standing until the end of the membership year once he or she has paid dues in full.

The membership of any individual may be revoked by the Board because of conduct detrimental to the health and welfare of the Club or its members. The member has the right to appeal the revocation to the executive board.

## **ARTICLE IV MEETINGS**

Regular general meetings shall be conducted on the third Thursday of each month except for July, August, and September when the monthly meeting shall be suspended for the summer. Meetings shall resume the October following the suspension.

## **ARTICLE V OFFICERS**

The following officers shall be elected by the membership: (1) President, (2) Vice-President (3) Secretary, and (4) Treasurer. The Executive Board shall at its discretion choose to elect a secretary/treasurer in lieu of separate positions.

## **ARTICLE VI EXECUTIVE BOARD**

The management/business of the club shall be conducted by an Executive Board composed of the elected officers (Article V), any chairs of standing committees, the

immediate past president ex-officio, and any members at-large having been selected by elected officers. All duly appointed executive board members have full voting rights. Membership on the board may be rescinded for cause through a motion and a two-thirds vote of approval.

The Executive Board shall meet as often as required to transact the business of the club. For the purposes of conducting a board meeting, 3 executive board members shall constitute a quorum.

#### **ARTICLE VII REMOVAL OF OFFICERS AND EXECUTIVE BOARD MEMBERS**

The Board may remove any officer or executive board member for cause (to include consist non-participation) by two-thirds (2/3) vote of all executive board members then in office, at any regular or special meeting of the Board, provided that a statement of the reason or reasons shall have been mailed by Registered Mail to the officer or executive board member proposed for removal at least thirty (30) days before any final action is taken by the Board. This statement shall be accompanied by a notice of the time when, and the place where, the Board is to take action on the removal. The officer or executive board member shall be given an opportunity to be heard and the matter considered by the Board at the time and place mentioned in the notice.

#### **ARTICLE VIII COMMITTEES**

The Executive Board shall establish standing and/or ad hoc committees as required to conduct club activities. The president shall appoint a chairperson for each committee. The president may discharge ad hoc committees when they have completed their assignments.

#### **ARTICLE IX PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order shall govern the club in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the club may adopt or in conflict with applicable state laws.

#### **ARTICLE X AMENDMENT OF BYLAWS**

These Bylaws may be amended at any Executive Board meeting and adopted by a two-thirds vote of the membership during any general meeting provided the amendment has been presented to the membership in writing prior to the general meeting. Failing to find a quorum present, the presiding officer may elect to conduct the voting solely by email to include mailed proxies and shall set a date for when voting ends. The secretary shall provide such notice to the membership no less than three weeks prior to the end of voting. Amendments shall be presented at the general meeting or by e-mail to all members in good standing previous to the vote.

#### **ARTICLE XI FINANCE**

The club shall require a yearly membership fee as determined by the Executive Board.

The fiscal year shall be October through October for the purposes of assessing membership dues. The Executive Board may at its discretion assess fees for special club events. Annual financial reports shall be available to the general membership.

#### **ARTICLE XII DUTIES OF THE OFFICERS AND EXECUTIVE BOARD MEMBERS**

Duties of the President shall be: To preside at all club meetings and Executive Board meetings; to appoint committee chairpersons of all committees; to act as club spokesperson; and to generally supervise and keep in touch with all club activities.

Duties of the Vice-President shall be: To assume the duties of the President in his or her absence; and to act as a club executive board member on the Executive Board.

Duties of the Secretary shall be: to keep records of the minutes of all meetings, to notify members of special meetings and events; to conduct correspondence of the club; to prepare ballots for elections; to act as a club executive board member on the Executive Board.

Duties of the Treasurer shall be: To maintain the financial records of the club, keeping custody thereof, and to act as a club executive board member on the Executive Board.

Duties of the Executive Board Members shall be: To conduct the business of the Club.

#### **ARTICLE XIII DUTIES OF COMMITTEES**

The Executive Board shall determine the activities of committees. The chairperson and committee members shall carry out the assigned activities.

#### **ARTICLE XIV QUORUM**

A quorum of the membership for the purposes of conducting club business shall consist of not less than one-third of the membership that is paid in full and in good standing.

#### **ARTICLE XV ELECTIONS**

Elections of club officers shall be held annually. Nominations shall be conducted from the floor during the April general meeting previous to an election held at the May meeting. The vice president automatically receives a nomination for president. Newly elected officers assume their chairs at the October Executive Board and general Club meetings. Ballots shall be distributed to the current membership. Officers shall be determined based on a majority of the vote by the membership.

The president shall fill vacancies by appointment, subject to the approval of the Executive Board. A vacancy of the president shall be filled by the advancement of the Vice-President.

## **ARTICLE XVI CONFLICTS OF INTERESTS**

Whenever a executive board member or officer has a financial or personal interest in any matter coming before the board of executive board members or the club, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested executive board members determine that it is in the best interest of the board or club to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

## **ARTICLE XVII DISSOLUTION OF THE CLUB**

In the event that membership falls below that required to financially sustain the club's activities the club may be dissolved by the Executive Board. Current members shall be notified within 7 business days of the Executive Board's decision. The treasurer shall make good all debts pertaining to the club. Any and all funds remaining shall be distributed to the current members of the club equally.