

**BY-LAWS OF
NATURE PRINTING SOCIETY**

Article I

Name, Purpose

Section 1. Name. The name of this organization shall be NATURE PRINTING SOCIETY (hereafter known in this document as “Society”).

Section 2. Purpose. 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. Nonprofit Status. The Society shall have and continuously maintain status as a nonprofit public benefit corporation in the State of California, and maintain a corporate address in the State of California. The address for the Society’s office in California is: 2424 Rivendell Lane, Davis, CA 95616.

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 four (4) classes of membership: General, Life, Patron and Honorary membership.

(a) A General Member in good standing is defined as any individual or institution whose annual dues are currently paid in full.

(b) A Life Member is any member in good standing who has paid a one-time membership fee as set by the Executive Board.

(c) A Patron is an individual or organization that has made a substantial financial contribution to the Society, as determined by the Executive Board. The Patron is then exempt from all dues, and shall continue to enjoy all the rights and privileges of membership in the Society.

(d) 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 Executive Board member, or in writing by no fewer than five (5) members in good standing, with documentation of the proposed Honorary Member's contributions to nature printing. 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 taken among the Executive Board. A three-fifths (3/5) majority shall be required for affirmative action. Honorary Members may not be required to pay dues unless otherwise directed by the Executive Board.

Section 3. Transferability. 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. Membership dues shall be established by the Executive Board. All classes of members except Patrons, Life, 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 will 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. Except for the Secretary and the Treasurer, no more than two (2) consecutive terms may be served in any given office.

(b) Every two years officers shall be elected by the membership by mail ballot following the annual meeting. Office vacancies created by resignation, recall, illness, or death shall be filled by appointment by the Executive Board, for the remainder of the term.

(c) 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 subject to a recall election upon the filing with the Executive Board of a petition containing ten (10) signatures of members in good standing. A vote shall be called by the President or Vice-President of the Society and announced, together with the reasons therefore and any response by the targeted officer, 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 of the ballots returned the targeted officer shall be removed.

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

(a) The President shall preside at Executive 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 Executive 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 Executive 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 Treasurer resumes duty or a new Treasurer is selected. The Treasurer shall keep complete and accurate financial records and make such periodic reports as shall be required. The Treasurer shall keep the membership files updated in a timely manner and will regularly provide membership file updates to the Secretary and Newsletter Editor.

The Executive Board by unanimous vote may appoint a Special Temporary Treasurer, under the oversight of the Executive Board, to write checks and deposit funds to facilitate the success of the annual Society workshop. The Special Temporary Treasurer appointment ends with the final financial report of the annual Society workshop to the Society Treasurer and Executive Board.

(e) The Member-At-Large shall represent the concerns of the general membership.

(f) Each officer shall maintain and pass on to his or her successor an outline that 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.

Section 3. Compensation. Officers shall serve without compensation, except for the Treasurer, who is to receive financial compensation determined by the Executive Board.

Article V

Executive Board

Section 1. The Executive Board. The powers of administration of the affairs of the Society shall be vested in the Executive Board which shall consist of the five (5) elected officers.

(a) The Executive Board shall normally conduct business by mail, telephone, or electronic transmission. Periodic Executive Board meetings may be called by the President.

(b) As officers, members of the Executive Board will serve two (2) year terms (See Article IV, Section 1a).

(c) A quorum of the Executive Board shall consist of a simple majority of the five members.

(d) The Executive Board may act by majority consent, without a meeting. Decisions made by the Executive Board will be posted to the membership by the Secretary.

(e) The Society shall purchase Officers and Directors (O &D) liability insurance annually to cover the Board.

Section 2. Non-Voting Executive Board Members. The Newsletter Editor, the Society Webmaster, and the Past President are non-voting members of the Executive Board. The Newsletter Editor and the Webmaster serve at the discretion of the Executive Board and are to receive compensation for their duties as determined by the Executive Board. The Executive Board may appoint an Archivist to serve as a non-voting member of the Executive Board.

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, as needed.

(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 general members.

Article VII

Committees

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

Section 2. Nominating Committee. A slate of nominations listing at least one person for each position on the Executive Board 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 Executive 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 following the Society's annual meeting of the year preceding the year in which the Executive Board begins its term in office.

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

Section 3. Auditing Committee. Once a year, an Auditing Committee of three (3) members, none of who is 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 Executive 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. Annual Meeting. The annual meeting of the membership shall be held in conjunction with the Society's annual workshop. Written notice of the annual meeting shall be given no fewer than 10 days before the meeting.

Article IX

Membership Voting

Section 1. Right to Vote. Members shall have the right to vote on officers (including the right to recall), on changes to the corporate structure by amendments to the By-Laws, and on dissolution of the Society as a corporation. Each member is entitled to one vote on any matter submitted to a vote of the members.

Section 2. Ballots. Any action requiring a vote by the membership shall be conducted by a written ballot mailed to all voting members at their addresses of record. The ballot shall set forth the proposed action, allow for submitted arguments for and against the proposed action, and provide a check box of approval or disapproval. A quorum shall be all those members who return ballots by the deadline specified on the ballot, and a majority of those returning the ballots shall determine the result of the voting.

Article X

Fiscal Policies

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

Section 2. Transfer of Assets. Should dissolution of the Society be carried out pursuant to Article IX, Section 1, 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. Ballot for Dissolution. 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) non-profit funds, foundations or corporations (as defined in Section 2) 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 of those voting shall prevail.

Section 4. Liability. All persons or corporations extending credit to, contracting with or having claim against the Society or the Executive 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 Executive Board so that neither members of the Society, nor the Executive Board, nor the officers, present or future, shall be personally liable therefore. 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 XI

Tax-Exempt Status

Section 1. Adherence to Purpose. No part of the assets of the Society shall inure to the benefit of, or be distributable to, its members, Executive 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.

Section 2. Conflict of Interest. The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 3. Conflict of Interest Avoidance Procedures.

(a) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the officers and members of committees with Executive Board-delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Executive Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Executive Board or committee members shall decide if a conflict of interest exists.

(c) Compensation. A voting member of the Executive Board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

Article XII

Newsletter

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

Article XIII

Amendment of Corporate Instruments

Section 1. By-Laws. Proposals for amendments, deletions of, or additions to, the By-Laws of the society may be made by the Executive 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 relevant portion of the California Corporation Code, covering not for profit/public benefit corporations, or the Federal Tax Code. This special committee shall also draft the amendment or addition for presentation to the general membership. The vote on a proposed amendment shall proceed as set forth in Article IX, Section 2.

Section 2. Articles of Incorporation. The Executive Board may amend the Articles of Incorporation with respect to the actual corporate address and the name of the agent for service of process without vote by the membership. No provision of the By-Laws shall be interpreted as superseding or abridging any provisions in the Articles of Incorporation of the Society.

CERTIFICATE

This is to certify that these By-Laws were adopted by the voting members following the procedure set forth in Article VIII, Section 4 of the previous By-Laws (1992).

DATED: _____

Sharron Huffman, Secretary