

**BYLAWS
OF
SOUTHERN APPALACHIAN NATURE PHOTOGRAPHERS**

(May 29, 2001 revision)

ARTICLE I

PURPOSE

1.01 GENERAL: The corporation is a nonprofit corporation and shall have all of the powers, duties, authorizations and responsibilities as provided in the Tennessee Nonprofit Corporation Act. The corporation has been organized for educational and literary purposes and shall operate as an exempt from federal income taxation corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of an subsequent federal tax law, including the Tax Reform Act of 1986. The corporation may engage in any and all lawful activities incidental to the foregoing purposes, except as may be otherwise restricted herein. The corporation shall not carry on, other than as an insubstantial part of its activities, activities that are not in furtherance of its purposes.

1.02 CONDUCT OF CORPORATE AFFAIRS: The affairs of the corporation shall at all times be conducted in a manner consistent with the requirements of Internal Revenue Code, as such requirements affect tax-exempt organizations and in accordance with the provisions of the Tennessee Nonprofit Corporation Act Tenn. Code Ann. # 48-51-101, except as specifically provided within these bylaws.

1.03 LIMITATIONS: This corporation shall not participate in, or intervene in, including the publication or distribution of statements, on behalf of or in opposition to, any candidate for public office. No substantial part of the activities of this corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation.

ARTICLE II

OFFICES

2.01 PRINCIPAL OFFICE: The principal office of the corporation in the state of Tennessee shall be located in the city of Knoxville, County of Knox, Tennessee.

2.02 OTHER OFFICES: The corporation may have such other offices, either within or without the County of Knox, State of Tennessee, as the Board of Directors may determine, as the affairs of the corporation may require from time to time.

ARTICLE III

MEMBERS

3.01 The corporation shall have members, who shall consist of all persons in good standing with the corporation, who have complied with the provisions for payment of dues, and whose membership application has been accepted by the Board of Directors and is on record with the corporation.

3.02 DESIGNATION OF CATEGORIES OF MEMBERSHIP AND VOTING: The categories of membership shall be **Single (Full and Non-Resident), Family (Family and Non-Resident), Student, and Associate**. The **Single** membership shall have one vote. The **Family** membership shall have two votes, which may be voted by respective adult members of the family, represented by the **Family** membership. The **Student** membership shall have one vote. The **Associate** membership shall not have a vote.

ARTICLE IV

BOARD OF DIRECTORS

4.01 GENERAL POWERS: The affairs of the corporation shall be managed by its Board of Directors. Such Board may exercise all powers granted to the corporation and do all lawful acts required by the affairs of the corporation, so long as the exercise of such powers and the doing of such acts are consistent with the corporation's prescribed purposes.

4.02 ANNUAL ELECTION: Successors to the initial Board of Directors, whose terms are expiring and for any Director vacancies for the ensuing year, shall be elected by a majority of the members of the corporation present at the annual meeting of the members. The annual election of the Directors shall be held at the regular monthly meeting of the members for the month of April, beginning with the year 2001, at a time and place to be determined by the Board of Directors. If the election of the Directors is not held at such meeting, such election shall be held as soon thereafter as possible at a regularly scheduled meeting of the members. The existing members of the Board of Directors shall serve until their successors are elected and qualified, or until their earlier death, or retirement, disqualification or removal from office.

4.03 SPECIAL ELECTIONS: Special elections may be called by the Board of Directors, at any time, to fill vacancies on the Board of Directors. In the event of a vacancy, the Board of Directors shall elect a Director to fulfill the unexpired portion of the corporation year until the next annual meeting of the members, at which time, the members shall elect a Director to fulfill the balance of the unexpired term, if any.

4.04 PLACE OF ELECTION: The Board of Directors may designate any place within East Tennessee, as the place of meeting for any annual election or special election. If no designation is made, the place and time of the meeting shall be at the registered office of the corporation at 6:00 p.m. on the prescribed date.

4.05 NUMBER, TENURE, AND QUALIFICATION: The number of Directors shall be nine. Each Director shall serve for his or her term of office, and thereafter, until his or her successor

shall have been elected and qualified. The term of each Director shall be for three years, that term beginning at the next meeting of the Board of Directors (regular, monthly or special) following the annual election at which that Director is elected to the Board of Directors. The initial Board of Directors shall be composed of three Directors serving for one year, three Directors serving for two years, and three Directors serving for three years. Vacancies shall be filled in accordance with the provisions of these bylaws. A Director elected by the Board of Directors to fill a vacancy for the balance of the corporation year to the next annual election, shall begin to serve at the time of the next meeting of the Board of Directors. A Director may be removed from the Board of Directors by the affirmative vote of a majority of the Directors then serving. A Director need not be a resident of the State of Tennessee. By majority vote of the Board of Directors, the number of Directors may be changed, but the number shall not be reduced below nine. A Director must be a member of the corporation.

4.06 REGULAR MEETING: The regular meeting of the Board of Directors shall be the first Tuesday of each month, or as the Board of Directors may otherwise set and determine.

4.07 SPECIAL MEETINGS: Special meetings of the Board of Directors may be called by or at the written request of any two Directors. Person or persons authorized to call special meetings of the Board may fix any place within Knox County, Tennessee, as the place for holding any special meeting of the Board called by them.

4.08 NOTICE: Notice of any special meeting of the Board of Directors shall be given at least five days prior to the meeting by written notice delivered personally or sent by mail, email, or FAX to each Director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with sufficient prepaid postage thereon. If notice is given by email, such notice shall be deemed to be delivered when sent and accepted by the email system. If notice is given by FAX, such notice shall be deemed to be delivered when the FAX is sent and accepted by the receiving FAX machine . Notice to Directors may also be given by telephone and shall be deemed give at the time the telephone message shall reach and be communicated to the Director. Any Director may waive notice of any meeting by writing signed by the Director, whether signed before or after the holding of such meeting, and such written waiver, when signed, shall be deemed the equivalent of the giving of such notice. The attendance of a Director at any 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 at the particular meeting, because such meeting is not lawfully called or convened. Such an objection must be delivered to the president in writing at the meeting. The business to be transacted at any regular or special meeting must be specified in the notice or waiver of notice of such meeting.

4.09 QUORUM: A majority of the total number of directors, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but if less than a majority of the Directors are present, those present may adjourn the meeting from time to time without further notice.

4.10 MANNER OF ACTING: The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, by the Charter, or by the bylaws.

4.11 VACANCIES: Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of the majority of the remaining Directors (even though less than a quorum), and in accordance with the other related provisions of these bylaws.

4.12 PROCEDURES: MINUTES: At meetings of the Board of Directors, business shall be transacted in such order as the Board of Directors may determine from time to time. If the secretary of the corporation is absent or unable to act, the Board of Directors shall appoint at each meeting, a person to act as secretary of the meeting. The secretary of the meeting shall prepare minutes of the meeting, which shall be delivered to the secretary of the corporation, to be placed in the minute books of the corporation.

4.13 INFORMAL ACTION BY THE DIRECTORS: Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting, if a consent in writing setting forth the actions so taken shall be signed by all of the Directors. Such consent shall be placed in the minute book of the corporation, and shall have the force and effect as a unanimous vote of the Directors taken at an actual meeting. In addition, a Director shall be considered present at any meeting of the Board if during the meeting he or she is in radio or telephone communication with the other Directors participating in the meeting.

4.14 CONSENT TO ACTION: If all Directors consent, either by a writing on the records of a meeting of the Board of Directors filed with the secretary, or by the presence at such meeting and oral consent entered in the minutes of such meeting, or by taking part in the deliberations undertaken at such meeting without objection, all actions taken at such meeting shall be valid as if taken at a meeting regularly called and noticed and at such meeting any business may be transacted which is not excepted from the written consent or which is not objected to at such meeting for want of notice. If any meeting of the Board of Directors is irregular for want of notice of such consent, the proceedings of such meeting may be ratified, approved and rendered valid, and the irregularity or defect therein waived, by a writing signed by all Directors, provided a quorum was present at such meeting.

4.15 PARTICIPATION IN MEETINGS BY A CONFERENCE TELEPHONE: Directors may participate in any meeting through use of conference telephone or similar communications equipment, by means of which all persons participating in such meeting can hear one another. Participation in a meeting in accordance with this section shall constitute presence in person at that meeting.

ARTICLE V

OFFICERS

5.01 OFFICERS: The officers of the corporation shall be chosen by the Board of Directors and shall consist of a President and Secretary-Treasurer. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, for such terms as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time by the Board of Directors. The Board of Directors may choose to elect a separate secretary and a separate treasurer, at the option of the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

5.02 ELECTION AND TERM OF OFFICE: The officers of the corporation shall be elected annually by the Board of Directors at the regular monthly meeting of the Board of Directors, next following the annual meeting of the members and at a time and place to be determined by the Board of Directors. If the elections of officers shall not be held at such meeting, such election shall be held as soon thereafter as possible. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor, if any, shall have been duly elected and qualified or until his or her earlier death, resignation, retirement, disqualification or removal from office.

5.03 REMOVAL: Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment, the best interest of the corporation would be served thereby.

5.04 VACANCIES: Vacancy occurring in any office due to death, resignation, removal, disqualification, or other cause, may be filled by the Board of Directors for the unexpired portion of the term of the office left vacant.

5.05 PRESIDENT: The President of the Board shall preside at all meetings of the Board of Directors. The President shall also preside at any meeting of the members. In the event that the president shall be unable to attend a meeting of the Board of Directors or of the members, the President's designee from the Board of Directors shall serve as Chairman pro tem of the meeting. The President may sign, with the secretary or any other proper officer of the corporation authorized by the Board of Directors, any contracts, agreements, or other instruments that the Board of Directors have authorized, generally or specifically, to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, by these bylaws, or by statute, to some other officer or agent of the corporation; and, in general, the President shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

5.06 SECRETARY: The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for their purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporation records and of any seal of the corporation and see that the seal of the corporation is affixed to all documents that may be executed on behalf of the corporation under its seal and duly authorized by the provisions of these bylaws and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board

of Directors. The Secretary shall keep the minutes of the annual meeting and of any special meeting of the members of the corporation.

5.07 TREASURER: If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks as shall be selected by the Board of Directors; and, in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors. In addition to fulfilling the foregoing duties, the Treasurer shall render to the Board of Directors, at the regular meeting of the Board, or when the Board so requires, an account of all of his or her transactions as Treasurer and of the financial condition of the corporation to the members of the corporation at the annual meeting of the members of the corporation.

ARTICLE VI

COMMITTEES

6.01 COMMITTEES: The Board of Directors, by a majority vote, may create and establish such committees as the Board may desire to create. Said committees shall include at least one member of the Board of Directors and any number of the members of the corporation, with the number of members of the committee to be specifically designated by the Board of Directors. The designation of any such committee and the delegation thereto of any specifically described authority by the Board of Directors shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it, him or her by law. Such committees shall continue to serve at the pleasure of the Board of Directors until the end of the corporation year, at which time membership upon such committee shall automatically cease. Appointments to any such committee shall be made by the Board of Directors and the Board of Directors shall fill any vacancy thereon.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

7.01 CONTRACTS: The Board of Directors may authorize any officer or officers, or agent or agents, of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the corporation, and such authority may be general or confined to specific instances.

7.02 CHECKS, DRAFTS, OR ORDERS FOR PAYMENT: All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers of the corporation or other designated person, and in such manner as shall from time to time be determined by resolution of the Board of Directors.

7.03 DEPOSITS: All funds of the corporation shall be deposited in a timely manner from time to time to the credit of the corporation in such bank or banks, as the Board of Directors may select.

7.04 GIFTS: The Board of Directors may accept on behalf of the corporation, any contribution, gift, bequest, or devise for the general purposes, or for any special purposes, of the corporation.

7.05 INVESTMENTS: The corporation shall have the right to retain all or any part of any property, real, personal, tangible, or intangible, acquired by it in whatever manner, and pursuant to the direction and judgment of the Board of Directors, to invest and reinvest any funds held by it without being restricted to the class of investments available to the Directors by law or any similar restriction; provided, however, that no action shall be taken by or on behalf of the corporation as such action would result in denial of the corporation's exemption from federal income taxation.

7.06 INDEMNIFICATION OF OFFICERS AND DIRECTORS: Any Officer or Director, or his or her executor or administrator, shall be entitled on indemnification in accordance with the provisions of Tennessee Code Annotated # 48-58-01 through # 48-58-509 of the Tennessee Nonprofit Corporation Act.

ARTICLE VIII

MISCELLANEOUS

8.01 BOOKS AND RECORDS: The corporation shall keep correct books and records of accounts and shall also keep minutes of the proceedings of the members and of the Board of Directors and committees having any authority of the Board of Directors. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any purpose at any reasonable time and upon reasonable notice to the Secretary of the corporation.

8.02 FISCAL YEAR: The fiscal year of the corporation shall begin on May 1 and end on the last day of April thereafter.

8.03 CORPORATE SEAL: The corporation may or may not have a seal and in any event the failure to affix a corporate seal to any instrument executed by the corporation shall not affect the validity thereof.

ARTICLE IX

AMENDMENTS

9.01 POWER TO AMEND BYLAWS: The bylaws of the corporation may be amended, repealed, or added to, or new bylaws may be adopted by a two-thirds (2/3) majority vote of the members of the corporation present and voting and at which a quorum is present, at the annual meeting of the members or any specially called meeting in addition thereto. Proposed amendments to bylaws shall be published in the newsletter of the corporation or otherwise

mailed in writing to the members of the corporation in good standing, at least thirty (30) days prior to the annual meeting of the members of the corporation or any specially called meeting of the members.

ARTICLE X

MEETINGS OF THE MEMBERS

10.01 QUORUM: For purposes of establishing a quorum at any annual meeting of the members or any other meeting of the members, a quorum shall consist of at least ten percent of the members of the corporation in good standing, as of sixty (60) days prior to the date of the meeting.

10.02 ANNUAL MEETING: The annual meeting of the members of the corporation shall be held on the last Tuesday of the month of April in accordance with the provisions of Tennessee Code Annotated # 48-57-101. Notice of the annual meeting or any special meeting of the members shall be given at least thirty (30) days prior to the date of the meeting by publication in the newsletter of the corporation or by written notice to the members in good standing as of (60) days prior to the date of the meeting, as determined by the Secretary of the corporation. A member may waive notice in accordance with the provisions of Tennessee Code Annotated # 48-57-106. Proxies may be given in accordance with the provisions of Tennessee Code Annotated # 48-57-205.

ARTICLE XI

DUES

11.01 ANNUAL DUES: The Board of Directors shall determine the amount of the annual dues, payable to the corporation.

11.02 PAYMENT OF DUES: Annual dues shall be payable within thirty days after the beginning of the fiscal year of the corporation. Dues of a new member (i.e, has not been a member for more than 18 months) shall be prorated to one-half the current rate after December 1

11.03 DEFAULT AND TERMINATION OF MEMBERSHIP: When any member shall be delinquent after the expiration of three (3) monthly meetings after the beginning of the fiscal year of the corporation, the membership of said member shall be terminated without further privileges of membership, unless the Board of Directors shall otherwise determine by majority vote.