

## **Mission and Bylaws**

### **American River Natural History Association Revised September 9, 2015**

#### **Background:**

The American River Natural History Association (ARNHA) was founded in 1981. On July 4, 2010 ARNHA assumed the management and financial responsibility for the Effie Yeaw Nature Center from Sacramento County. The Effie Yeaw Nature Center is a community service of the American River Natural History Association.

#### **Mission statement:**

The American River Natural History Association (ARNHA) and the Effie Yeaw Nature Center are dedicated to bringing awareness of the beauty and diversity of the natural world to children, families, and the community through education initiatives that foster appreciation, enjoyment, and stewardship of the unique natural and cultural resources of the Sacramento region.

#### **Bylaws of the Association:**

### **Article I. PURPOSE**

**Section 1.** The American River Natural History Association is a nonprofit public benefit corporation whose purpose is to conduct, promote, aid, and augment educational and interpretive activities about the natural and cultural histories of the Sacramento region, principally in the American River Parkway, the Effie Yeaw Nature Center, and the educational facilities of other organizations and agencies along the lower American River.

**Section 2.** Notwithstanding any other provisions of these Bylaws, this Association shall not carry on any other activities not permitted to be carried on by any association exempt from federal income tax under Section 501(c)(3).

### **Article II. MEMBERSHIP**

**Section 1.** Membership shall be open to all individuals, families, institutions, business organizations, clubs and other groups interested in the purpose and activities of the Association. Staff of ARNHA, including those at the Effie Yeaw Nature Center, may not serve as members of the Board of Directors.

**Section 2.** Membership classifications, dues, and voting privileges shall be established by the Board of Directors.

## **ARTICLE III. GOVERNANCE**

**Section 1.** The Association shall be governed by a Board of Directors comprising seventeen members of the Association which number shall include the officers. Nine members of the Board of Directors shall be elected at the annual membership meeting in even years, and eight in odd years. The term of each member shall be two years. Any vacancies may be filled by a vote of the Board of Directors.

**Section 2.** The Board of Directors shall formulate the policies of the Association and shall direct its activities through the officers and the Executive Committee. The Board will serve as trustees of the Association, responsible for its fiscal affairs, current programs, and future development.

**Section 3.** The Executive Committee of the Board of Directors shall transact business requiring action between regular meetings of the Board of Directors. Such business may be transacted by meeting, mail, or email. The Executive Committee shall consist of the elected officers of the Association and the immediate Past President. Policies of the Association will be established by the full Board; the Executive Committee shall provide policy recommendations to the Board and is authorized to implement the policies.

**Section 4.** The officers shall be elected by the members at the annual membership meeting each year. They shall serve a term of one year and may be re-elected to the same office not more than five times. The officers shall be a President, a First Vice President, a Second Vice President, a Third Vice President, a Fourth Vice President, a Secretary, and a Treasurer. Any vacancies of the elected offices shall be filled by a vote of the Board of Directors.

**Section 5.** An Associate Board shall perform specific services for ARNHA and may represent ARNHA in a liaison position to other agencies and organizations. The Associate Board shall be of indefinite number. Associate Board Members shall be welcome to attend meetings of the Board of Directors and participate in discussions but shall not present motions nor vote on motions. Associate Board Members shall be appointed by the President for a term of one year, with approval by a majority vote of the Board of Directors. Associate Board members may serve an indefinite number of one-year terms.

**Section 6.** The President shall preside at all regular and special meetings of the membership, the Board of Directors, the Executive Committee, and the Associate Board. The Vice Presidents shall preside at meetings in the absence of the President or at the President's request in the order of their titles, and shall assist the President in carrying out the duties of the office.

**Section 7.** The Secretary shall keep records of all business meetings of the membership, the Board of Directors, and the Executive Committee.

**Section 8.** The Treasurer shall have oversight responsibility for the preparation of the annual budget, shall administer the financial transactions and records of the Association, shall receive and disburse all funds by methods approved by the Board of Directors, shall keep the Association's fiscal books and records, and shall be responsible for its bank accounts. The Treasurer shall submit a report of receipts and expenditures at the annual membership meeting and shall provide current fiscal information at each meeting of the Board of Directors.

**Section 9.** The Board of Directors shall establish committees to carry out its direction. Committee chairmen shall be appointed by the President. The President shall appoint members of the Associate Board and chairpersons of committees as needed to conduct the business of the Association.

#### **ARTICLE IV. MEETINGS**

**Section 1.** The annual membership meeting shall be held on a date and at a place to be decided by the Board of Directors.

**Section 2.** Special membership meetings may be called by the Board of Directors at its discretion, or upon petition by five percent or more of the members of the Association. Special membership meetings may consist of the physical presence of members, or members' response to a specific motion by mail or email, provided that the text of the specific motion has been approved by the Board of Directors and has been mailed to and received by the membership for review at least 30 days prior to the vote tally.

**Section 3.** *Five* members of the Board of Directors shall constitute a quorum for the transaction of business. Five percent of the membership shall constitute a quorum for the transaction of business at a membership or special membership meeting. Four members of the Executive Committee shall constitute a quorum for conduct of business.

**Section 4.** The Board of Directors shall meet a minimum of five times each year. Meetings of the Board of Directors are intended to be held each month.

**Section 5.** Notice of the time and place of the annual membership meeting shall be mailed to all members at least 20 days before the meeting. Members of the Board of Directors shall be given notice of the time and place of each Board of Directors meeting at least five days before the meeting. The Executive Committee shall meet at the call of the President, and notice of five days shall be given if possible.

#### **ARTICLE V. ELECTIONS**

**Section 1.** The President shall appoint a Nominating Committee of five members. Only two may also be members of the Board of Directors. The Nominating Committee shall serve one year. The duty of the Nominating Committee shall be to present a slate of nine nominees (even

years) and eight nominees (odd years) for election to the Board of Directors and present a slate of nominees for election to the elected offices of the Association. Nominees for election to the elected offices of the Association shall be drawn from the Board of Directors, to include those members of the Board of Directors beginning their second year of the two-year term and those elected immediately preceding the election of officers. Nominations shall be accepted from the floor for either slate. The candidates receiving the largest number of votes shall be elected.

**Section 2.** The Board of Directors, at its discretion, may refer policy questions to the membership for vote at the annual meeting or at a special membership meeting.

## **ARTICLE VI. AMENDMENTS**

**Section 1.** These bylaws may be amended by a two-thirds vote of a quorum at the annual meeting or a special membership meeting, notice of the proposed amendment(s) having been mailed to the membership at least 30 days before the meeting, providing that amendment has been approved by a majority of the Board of Directors.

## **ARTICLE VII. GOVERNANCE OF MEETINGS**

**Section 1.** The rules contained in Robert's Rules of Order, Revised, shall govern the conduct of meetings of the Association in all cases where they are applicable, except when they are in conflict with the established bylaws.

Liz Williamson  
ARNHA Board President

Claudia Hulbe  
ARNHA Secretary

Adopted by the members of the American River Natural History Association at the Association's Annual Meeting on September 9, 2015