

**AMENDED AND RESTATED
BYLAWS OF
AMERICAN RIVER NATURAL HISTORY ASSOCIATION
A California Nonprofit Public Benefit Corporation**

**ARTICLE I
NAME**

1.01 The name of the organization is American River Natural History Association (the “**Association**”).

**ARTICLE II
OFFICES**

2.01 The principal office of the Association shall be located at such place within the State of California as shall be fixed from time to time by resolution of the Board of Directors (the “**Board**”). The Association may also have such other offices within the State of California as the Board may from time to time determine or the business of the Association may require.

**ARTICLE III
PURPOSE**

3.01 The 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. The Association’s mission is 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.

**ARTICLE IV
MEMBERS**

4.01 Membership. Membership in the Association shall be open to all individuals, families, institutions, business organizations, clubs and other groups interested in the purpose and activities of the Association who meet the requirements set forth in Section 4.02 herein. Each person may hold only one membership and may not hold fractional memberships. Membership entitles each member to the rights set forth in this Article IV but does not grant any ownership rights in or distribution rights from the Association. No member may transfer a membership and all rights of membership cease upon the member’s death or dissolution.

4.02 Requirements for Membership. To be a member of the Association, an individual must pay the annual dues as determined by the Board. Failure to pay the annual dues will automatically terminate membership. Other qualification or criteria for membership may be required as determined by the Board from time to time.

4.03 Classes of Membership. The Association shall have one class of members.

4.04 Annual Meetings. The annual meeting of the members shall be held at a time and place fixed by the Board at which meeting the members shall elect the directors and transact such other business as may come before the meeting.

4.05 Place of Meetings. Member meetings may be held at any place within or outside the State of California that is designated in the notice of the meeting. If no place is stated in the notice or if there is no notice, meetings shall be held at the principal executive office of the Association.

4.06 Notice of Meetings.

(a) **Timing and Delivery of Notice.** Written notice of the place, date, and time of any member meeting where members are required or permitted to take action shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at such meeting. Notice shall be given to each member at his or her address or contact information as it appears on the records of the Association or at the address given by the member to the Association for purposes of notice by one of the following methods: (i) publication on the Association's website; (ii) First-class mail, with prepaid postage thereon, or certified mail; or (iii) Email, or other electronic means, if the member has consented to accept notices in this manner. Notice shall be deemed to have been given when sent, and if by mail, when deposited in the United States mail with prepaid postage thereon. If a member's address or contact information does not appear on the books of the Association or is not given, notice shall be given when published on the Association's website. Notice shall be given to each member at least ten (10) days but not more than ninety (90) days before the time set for the meeting.

(b) **Content of Notice.** The notice shall state: (i) The place, date, and time of the meeting; (ii) The means of electronic transmission by and to the Association or electronic video screen communication, if any, by which members may participate in the meeting; (iii) Those matters which the board, at the time the notice is given, intends to present for action by the members; and (iv) If directors are to be elected at the meeting, the names of all those who are nominees at the time the notice is given to members.

4.07 Quorum and Action of the Members.

(a) At all member meetings, the members present in person or by proxy shall constitute the quorum for that particular meeting. If the quorum for a particular meeting is less than one-third (1/3) of the voting power of the total membership, then only items properly noticed to the general membership for that particular meeting shall be voted on.

(b) Any act approved by a majority of the voting power represented at the meeting at which a quorum is present, entitled to vote, and voting on any matter is the act of the members, unless the California Nonprofit Corporation Law, the Articles of Incorporation, or these bylaws require a greater number.

(c) A meeting at which a quorum is initially present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members who constitute the required quorum for the meeting, or such greater number as required by the California Nonprofit Corporation Law, the Articles of Incorporation, or these bylaws.

4.08 Adjournment of Meeting. A majority of the members present, whether or not a quorum is present, may adjourn the meeting to another time and place. If a meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time and place shall be given before the adjourned meeting to each member not present at the time of the adjournment.

4.09 Voting. Each member shall be entitled to one (1) vote on each matter submitted to a member vote. The record date for determining the members entitled to vote at a member meeting shall be fixed by the Board in advance of the meeting.

4.10 Action Without a Meeting by Ballot.

(a) Any action which may be taken at any regular or special meeting of the members may be taken without a meeting if the Association distributes a written ballot to every member entitled to vote on the matter.

(b) All solicitations of ballots shall:

- (i) indicate the number of responses needed to meet the quorum requirement;
- (ii) state the percentage of approvals necessary to pass the measure submitted with respect to ballots other than for the election of directors; and
- (iii) specify the time by which the ballot must be received in order to be counted.

(c) The written ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Association.

(d) Approval by written ballot pursuant to this Section 4.10 shall be valid only when:

- (i) the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action; and
- (ii) the number of approvals cast by ballot equals or exceeds the number of votes required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

4.11 Meeting by Remote Communication. Member meetings may be conducted, in whole or in part, by conference telephone, electronic video screen communication, or electronic transmission by and to the Association. Participation by electronic transmission, including conference telephone or electronic video screen communication constitutes presence in person provided that the Association implements reasonable measures to provide members in person or by proxy a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings. If any member votes or other action taken at the meeting by means of electronic transmission to the Association or electronic video screen communication, a record of that vote or action is maintained by the Association.

ARTICLE V BOARD OF DIRECTORS

5.01 Powers.

(a) Subject to applicable law and in accordance with the purposes and limitations set forth in the Articles of Incorporation and herein, the activities and affairs of the Association shall be conducted and all corporate powers shall be exercised by or under the direction of the Board.

(b) The Board may delegate the management of the Association's activities to any person or persons, management company, or committee however composed, provided that the activities and affairs of the Association shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

5.02 Number. The authorized number of directors of the Association shall be up to seventeen (17). Any resolution changing the Association's number of authorized directors shall require the approval of the members.

5.03 Entire Board. As used in these bylaws, the term "**Entire Board**" shall mean the total number of directors then in office.

5.04 Election and Term of Office. Up to nine (9) directors shall be elected to the Board at each annual meeting of the members that falls on an even year. Up to eight (8) directors shall be elected to the Board at each annual meeting of the members that falls on an odd year. Unless otherwise provided in the articles or bylaws, each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified, unless the director has been removed from office.

5.05 Newly Created Directorships and Vacancies. Newly created directorships resulting from an increase in the authorized number of directors, and vacancies occurring for any reason, including any vacancy occurring by reason of the death, resignation, or removal of a director, may be filled at any meeting of the Board by the vote of the majority of the directors then in office, although less than a quorum, or by a sole remaining director. Each director so elected shall serve until the end of the term of the vacant position and until such director's successor is elected and qualified.

5.06 Removal.

(a) Any director may be removed at any time without cause by approval of the members, or with cause by a majority of the directors present at a board meeting where there is a quorum. For purposes of this Section 5.06, cause exists if the director has been declared of unsound mind by a final order of court, is convicted of a felony, or is found by final order or judgment of any court to have breached a duty under Article 3 of the California Nonprofit Corporation Law governing standards of conduct, or fails to attend three (3) consecutive Board meetings or four (4) Board meetings during any calendar year.

(b) No reduction of the authorized number of directors shall have the effect by itself of removing any director before the expiration of the director's term of office.

5.07 Resignation. Any director may resign from the Board at any time by giving written notice to the Board, the President, or the Secretary of the Association, except if such resignation would leave the Association without a duly elected director. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board or such officer. The acceptance of such resignation shall not be necessary to make it effective. No resignations shall discharge any accrued obligation or duty of a director.

5.08 Annual and Regular Meetings. The Board shall hold an annual meeting, at a time and place fixed by the Board, at which meeting the Board shall appoint officers and transact any other business as shall come before the meeting. Regular meetings of the Board shall be held at such times and places as may be fixed by the Board on a monthly basis by resolution or as specified in the notice of the meeting. The Board shall meet a minimum of five (5) times each year.

5.09 Special Meetings. Special meetings of the Board may be held at any time upon the call of the President, the Vice Presidents, the Secretary, or any two (2) directors, in each case at such time and place as shall be fixed by the person or persons calling the meeting, as specified in the notice thereof.

5.10 Place of Meetings. Meetings of the Board may be held at any place within or outside the State of California that is designated in the notice of the meeting. If no place is stated in the notice or if

there is no notice, meetings shall be held at the principal executive office of the Association unless another place has been designated by a resolution duly adopted by the Board.

5.11 Notice of Meetings.

(a) **No Notice Required.** No notice of a regular meeting shall be required where the time and place of the meetings are fixed by these bylaws or by Board resolution, as permitted under Section 5.08. Notice of a regular or special meeting need not be given to a director who submits a signed waiver of notice before or at the meeting's commencement, or who attends the meeting without protesting (not later than the commencement of the meeting) the lack of notice to him or her.

(b) **Timing and Delivery of Notice.** Notice of any special meeting, and of any regular meeting if the time and place are not so fixed by these bylaws or by Board resolution, shall be given to each director. Notice shall be given to each director at his or her address or contact information as it appears on the records of the Association or at the address given by the director to the Association for purposes of notice by one of the following methods: (i) publication on the Association's website; (ii) First-class mail, with prepaid postage thereon, or certified mail; or (iii) Email, or other electronic means, if the director has consented to accept notices in this manner. Notice shall be deemed to have been given when sent, and if by mail, when deposited in the United States mail with prepaid postage thereon. Notice must be given to each director at least five (5) days before the time set for the meeting.

(c) **Content of Notice.** Notice shall state the time and place where the meeting is to be held. The notice need not specify the purpose of the meeting unless required to elsewhere by these bylaws.

5.12 Quorum and Action of the Board. The presence of five (5) directors shall constitute a quorum for the transaction of business. Any act approved by a majority of the directors present at a duly held meeting at which a quorum is present is the act of the Board, unless the California Nonprofit Corporation Law, the Articles of Incorporation, or these bylaws require a greater number. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors leaving less than a quorum, if any action is approved by at least a majority of the directors who constitute the required quorum for the meeting, or such greater number as required by the California Nonprofit Corporation Law, the Articles of Incorporation, or these bylaws.

5.13 Meeting by Remote Communication. Members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone, electronic video screen communication, or electronic transmission by and to the Association. Participation by conference telephone or electronic video screen communication constitutes presence in person if all directors participating in the meeting can hear one another. Participation by electronic transmission by and to the Association (other than conference telephone or electronic video screen communication) constitutes presence in person if each participating director can communicate concurrently with all other participating directors, each director has the means to participate in all matters before the Board, including the ability to propose or object to a specific action proposed to be taken, and the transmission creates a record that is capable of retention, retrieval, and review, and may thereafter be rendered into clearly legible tangible form.

5.14 Adjournment of Meeting. A majority of the directors present, whether or not a quorum is present, may adjourn the meeting to another time and place. If a meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time and place shall be given before the adjourned meeting to each director not present at the time of the adjournment.

5.15 Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all of the directors or committee members consent to the action in writing and the number of directors or committee members then serving constitutes

a quorum. For purposes of this Section 5.15 only, “all of the directors or committee members” shall not include any interested director as defined in Section 5233 of the California Nonprofit Corporation Law. The written consents shall be filed with the minutes of the proceedings of the Board or committee. The action by written consent shall have the same force and effect as a unanimous vote of the directors or committee members.

5.16 Compensation. The Association shall not pay compensation to directors for services rendered to the Association as directors, except that directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Association.

5.17 Restriction on Interested Persons as Directors. No more than 49 percent of the persons serving on the Board may be “interested persons.” An interested person is (a) any person currently compensated by the Association or for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this Section shall not affect the validity or enforceability of transactions entered into by the Association.

5.18 Limitations on Powers of Board.

(a) **Self-Dealing Transactions.** Notwithstanding the powers conferred on the Board pursuant to Section 5.01, this Association shall not engage in any transaction in which one or more of its directors has a material financial interest and which meets the definition of a “self-dealing transaction” as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law unless the transaction has been approved by one of the means specified in subparagraph (d) of that Section 5233.

(b) **Transactions Between Corporations Having Common Directorships.** Unless it is established that the contract or transaction is just and reasonable as to the Association at the time it is authorized, approved or ratified, this Association shall not enter into a contract or transaction with any other corporation, association or entity in which one or more of the Association’s directors are directors unless the material facts as to the transaction and the director’s common directorship are fully known or disclosed to the Board. The Board must approve, authorize or ratify any such contract or transaction in good faith and by a vote sufficient without counting the vote of the common directors.

(c) **Loans to Directors or Officers.** This Association shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless the transaction is first approved by the California Attorney General. This provision shall not apply to any reasonable advance on account of expenses anticipated to be incurred in the performance of the director’s or officer’s duties.

(d) **Standards for Investment.** Except as provided in Sections 5240(c) and 5241 of the California Nonprofit Public Benefit Corporation Law, in the investment, reinvestment, purchase, acquisition, exchange, sale and management of the Association’s investments, the Board shall:

(i) Avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of the Association’s capital;

(ii) Comply with all state and federal laws and regulations governing investments by nonprofit corporations qualified as tax-exempt public charities under Section 501(c)(3) of the Internal Revenue Code including, but not limited to, the provisions contained in Section 5240 of the California Nonprofit Public Benefit Corporation Law and Section 18506 of the California Probate Code; and

(iii) Comply with additional standards, if any, imposed by the Articles of Incorporation, these Bylaws or the express terms of any instrument or agreement pursuant to which the invested assets were contributed to the Association.

ARTICLE VI COMMITTEES

6.01 Committees of the Board. The Board, by resolution adopted by a majority of the Entire Board, may designate one or more committees or task forces to serve at the pleasure of the Board and to exercise the authority of the Board to the extent provided in the resolution establishing the committee or task force, except that no such committee or task force shall have authority to:

(a) Approve any action for which the California Nonprofit Corporation Law, the Articles of Incorporation, or these bylaws requires approval by the Entire Board.

(b) Fill vacancies on the Board or in any committee or task force which has the authority of the Board.

(c) Amend or repeal the bylaws or adopt new bylaws.

(d) Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable.

(e) Appoint committees or task forces of the Board or the members thereof.

(f) Expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected.

(g) Approve any self-dealing transaction, except as provided in Section 5233(d)(3) of the California Nonprofit Corporation Law.

Committees are typically formed to address long-term or standing issues within the Board's purview; task forces are typically limited to one project or subject matter that may be limited in time. The designation of a committee or task force of the Board and the delegation thereto of authority shall not operate to relieve the Board or any member thereof of any responsibility imposed by law. Committee and task force chairpersons shall be appointed by the President. Committee and task force members may be Board members, members, or members of the public.

6.02 Executive Committee. The Executive Committee shall consist of the elected officers of the Association and the immediate past President (provided that such immediate past President is a current board member) and shall transact business requiring action between regular meetings of the Board, when the transaction is of an urgent and time-sensitive matter needing to be addressed within forty-eight (48) hours, or for the purpose of gathering agenda items, or for personnel matters if the Board cannot be convened. The Executive Committee shall provide policy recommendations to the Board and is authorized to implement the policies. The Executive Committee shall meet at the call of the President, and notice of five (5) days shall be given, if possible.

6.03 Quorum and Action by Committee. Unless otherwise provided by resolution of the Board, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of a committee shall be the act of the committee. Four (4) members of the Executive Committee shall constitute a quorum for conduct of business. The procedures and manner of acting of the Executive Committee and the other committees of the Board shall be subject at all times to the direction of the Board.

6.04 Alternate Members. The President may designate one (1) or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.

6.05 Nonprofit Integrity Act. In any fiscal year in which the Association receives or accrues gross revenues of two million dollars or more (excluding grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received), the Board shall:

(a) Prepare annual financial statements using generally accepted accounting principles that are audited by an independent certified public account (the “CPA”) in conformity with generally accepted auditing standards;

(b) Make the audit available to the Attorney General and to the public within nine (9) months after the close of the fiscal year to which the statements relate;

(c) Make the audited financial statements available to the public on the same basis that the Internal Revenue Service Form 990 is required to be made available; and

(d) Appoint an Audit Committee.

6.06 Audit Committee. The Audit Committee, whether standing or appointed by the Board from time to time, shall not include paid or unpaid staff or employees of the Association, including, if staff members or employees, the President or Chief Executive Officer, or the Treasurer or Chief Financial Officer. If there is a finance committee, members of the finance committee shall constitute less than 50% of the membership of the Audit Committee and the chairperson of the Audit Committee shall not be a member of the finance committee. Subject to the supervision of the Board, the Audit Committee shall:

(a) Make recommendations to the Board on the retention and termination of the CPA;

(b) Negotiate the CPA’s compensation, on behalf of the Board;

(c) Confer with the CPA to satisfy the Audit Committee members that the financial affairs of the Association are in order;

(d) Review and determine whether to accept the audit; and

(e) Approve non-audit services by the CPA and assure such services conform to the standards for auditor independence set forth in the United States Comptroller General’s Yellow Book or as prescribed by the Attorney General.

6.07 Advisory Board. The Advisory Board shall perform specific services for the Association and may, at the request of the President, represent the Association in a liaison position to other agencies and organizations. The Advisory Board shall be comprised of an indefinite number of committee members, as determined by the Board annually. The Advisory Board may attend meetings of the Board, receive Board meeting materials, and participate in discussion but shall not present motions nor vote on motions. The Advisory Board shall be appointed by the President for a term of one (1) year, with approval by a majority vote of the Board. The Advisory Board may serve an indefinite number of one (1) year terms.

6.08 Nominating Committee. The President may appoint a Nominating Committee of five (5) members. Only two (2) members may also be members of the Board. The Nominating Committee shall serve one (1) year. The Nominating Committee shall present a slate of nine (9) nominees on the even years

and eight (8) nominees on the odd years for election to the Board 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, to include those members of the Board beginning their second (2nd) year of a two-year (2) 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.

ARTICLE VII OFFICERS

7.01 Officers. The officers of the Association shall consist of a President, a First Vice President, a Second Vice President, a Secretary, and a Treasurer. The Board may from time to time appoint such other officers as it may determine. All officers shall be elected by the Board to serve a term of one year. One person may hold, and perform the duties of, more than one office, except that the same person may not concurrently hold the offices of President and Secretary or Treasurer.

7.02 Election, Term of Office, and Qualifications. The officers of the Association shall be elected by a majority vote of the Board at the annual meeting of the Board, and each officer shall hold office for a one (1) year term, subject to the rights, if any, of an officer under any contract of employment. Each officer shall hold his or her office until such officer's successor is elected and qualified or until such officer's earlier death, resignation, or removal. All officers shall be subject to the supervision and direction of the Board.

7.03 Removal. Any officer elected or appointed by the Board may be removed at any time, with or without cause, by a vote of a majority of the Board, subject to the rights, if any, of an officer under any contract of employment.

7.04 Resignation. Any officer may resign at any time by giving thirty (30) days written notice to the Board. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board. The acceptance of such resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Association under any contract to which the officer is a party.

7.05 Vacancies. A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term by the majority of the Board members present at the next regular or special meeting of the Board.

7.06 President. The President shall preside at all meetings of the membership, the Board, the Executive Committee, and the Advisory Board. He or she shall have the general powers and duties of supervision and management of the Association which usually pertain to his or her office and shall perform all such other duties as are properly required of him or her by the Board.

7.07 Vice President. 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. Each Vice President also shall have such other powers and perform such duties as usually pertain to his or her office or as are properly required of him or her by the Board.

7.08 Secretary. The Secretary shall have the following powers and duties, and such other powers and duties as usually pertain to his or her office or as are properly required of him or her by the Board: (a) The Secretary shall keep or cause to be kept the original or a copy of the Association's Articles of Incorporation and these Bylaws, as amended, at its principal office in the State of California; (b) The Secretary shall record, certify, and keep, or cause to be kept, the original or a copy of the minutes of all meetings and resolutions of the Board and its committees, and all meetings and ballots of the members.

The minutes may also be kept in a form that is readily convertible into a clearly legible tangible form; (c) The Secretary shall give and serve all notices and reports as required by law and these bylaws; (d) The Secretary shall keep the corporate seal, if any, to sign such instruments as require the seal and his or her signature; and (e) The Secretary shall exhibit at all reasonable times the Association's Articles of Incorporation, bylaws, and minute book to any director and member upon written demand at the office of the Association.

7.09 Treasurer. The Treasurer shall have the following powers and duties, and such other powers and duties as usually pertain to his or her office or as are properly required of him or her by the Board: (a) The Treasurer shall have the custody of all the funds and securities of the Association and shall keep and maintain full and accurate accounts of all deposits, disbursements, properties, and business transactions of the Association, (b) The Treasurer shall render to the President and any of the directors of the Association, at the annual meeting of the Board and upon request, an account of his or her transactions as Treasurer and of the financial condition of the Association; and (c) The Association's books of account and records shall be open to inspection at all reasonable times to the President and any of the directors of the Association upon request at the office of the Association.

7.10 Additional Officers. The Board may from time to time appoint such additional officers as it shall deem necessary. To the fullest extent allowed by law, the Board may prescribe each additional officer his or her respective title, term of office, authority, and duties.

7.11 Compensation. The Association shall not pay compensation to officers for services rendered to the Association as officers, except that officers may be reimbursed for reasonable expenses incurred in the performance of their duties to the Association.

7.12 Compensation of Certain Officers. Should the Board decide to compensate the Association's officers, the Board, or an authorized committee of the Board will review and approve the compensation, including benefits, of every person, regardless of title, with the powers, duties, or responsibilities of the President, chief executive officer, and Treasurer (or chief financial officer) to assure that it is just and reasonable. This review and approval shall occur: (a) Initially upon the hiring of the officer; (b) Whenever the term of employment, if any, of the officer is renewed or extended; and (c) Whenever the officer's compensation is modified (unless a similar modification of compensation is applied to all other employees).

ARTICLE VIII EXECUTION OF INSTRUMENTS; DEPOSITS

8.01 Contracts and Instruments. The Board, subject to the Association's Conflict of Interest Policy adopted by the Board and as amended from time to time (the "**Conflict of Interest Policy**"), and Article XI of these bylaws, may authorize any officer or agent of the Association to enter into any contract, to execute and deliver any instrument, or to sign checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness in the name of and on behalf of the Association with a dollar value up to \$2,500. For any contract or instrument exceeding \$2,500, the Board must approve the contract or instrument by a majority of the Board. Such authority may be general or may be confined to specific instances. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

8.02 Deposits. The funds of the Association shall be deposited in its name with such banks, trust companies, or other depositories as the Board, or officers to whom such power has been delegated by the Board, may from time to time designate.

ARTICLE IX INDEMNIFICATION AND INSURANCE

9.01 Indemnification of Corporate Agents.

(a) **Right of Indemnity.** To the fullest extent permitted by Section 5238 of the California Nonprofit Public Benefit Corporation Law, and as provided in these Bylaws, the Association:

- (i) shall indemnify any person who is or was a director, officer, or employee of the Association, or of a corporate predecessor of the Association;
- (ii) may indemnify any person who is or was serving as an other agent of the Association or of a corporate predecessor of the Association; and
- (iii) may indemnify any person who is or was serving, at the request of the Association or of a corporate predecessor, as a director, officer, employee or agent of another entity,

(such persons described immediately above in subparagraphs (1), (2), and (3) shall be referred to as “**agents of the Association**”), against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any proceeding, by reason of the fact that the person is or was an agent of the Association. As used in this Article, “expenses,” shall have the same meaning as in Section 5238(a) and shall include reasonable attorney’s fees; and “proceeding” shall have the same meaning as in Section 5238(a) (including an action by or in the right of the Association, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, and an action brought by the Attorney General or its relator for breach of duty relating to assets held in charitable trust).

(b) **Approval of Indemnity.** To the extent that an agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 5238(d). Otherwise, on written request to the Board by any person seeking indemnification under the Section 5238(b) or Section 5238(c), the Board shall promptly decide under Section 5238(e) whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification to the extent permitted thereby.

(c) **Advancing Expenses.** The Board may authorize the advance of expenses incurred by or on behalf of an agent of this Association in defending any proceeding, prior to final disposition of that proceeding, if the Board receives a written undertaking by or on behalf of that agent that the advance will be repaid unless it is ultimately found that the agent is entitled to be indemnified for those expenses.

9.02 Insurance. The Association shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of the Association’s directors, officers, employees and other agents (each, an “**agent**”), to cover any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such. Such insurance may provide for coverage against liabilities beyond the Association’s power to indemnify the agent under the law; however, the Association shall have no power to purchase and maintain such insurance to indemnify any agent for a violation of Section 5233.

9.03 Personal Liability of Directors and Officers. The personal liability of officers and directors of this Association for negligent acts or omissions, debts, liabilities, and other obligations of the Association, shall be eliminated to the fullest extent permitted by law.

ARTICLE X GENERAL PROVISIONS

10.01 Fiscal Year. The fiscal year of the Association shall be July 1 to June 30 unless otherwise provided by the Board.

10.02 Books and Records. The Association shall keep at the principal office of the Association correct and complete books and records of the activities and transactions of the Association, including the minute book, which shall contain a copy of the Articles of Incorporation, a copy of these bylaws as amended to date, all resolutions of the Board, and all minutes of meetings of the Board and committees thereof.

10.03 Annual Returns. The Entire Board shall review the Association's annual filing with the Internal Revenue Service before it is filed.

10.04 Annual Report; Statements of Transactions and Indemnification. The Board must send an annual report to each director and member not later than 120 days after the close of the Association's fiscal year. If approved by a majority of the Board, the annual report and any accompanying material sent pursuant to this Section 10.04 may be sent by electronic transmission by the Association. The report must be accompanied by either a report of an independent accountant or, if there is no such report, the certificate of the Treasurer of the Association that such statements were prepared without audit from the books and records of the Association. The annual report shall contain in appropriate detail the following:

(a) The assets and liabilities, including the trust funds, of the Association as of the end of the fiscal year.

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.

(c) The revenue or receipts of the Association, both unrestricted and restricted to particular purposes, for the fiscal year.

(d) The expenses or disbursements of the Association, for both general and restricted purposes, during the fiscal year.

(e) A statement describing any transaction during the previous fiscal year that involved more than fifty thousand dollars (\$50,000), or a series of transactions with the same person that in the aggregate involved more than fifty thousand dollars (\$50,000) and in which:

(i) The Association, its parent, or its subsidiary was a party; and

(ii) Any director or officer of the Association, its parent, or its subsidiary had a direct or indirect material financial interest (not including a mere common directorship).

The statement shall include:

(A) The names of the directors or officers involved in such transactions;

(B) The person's relationship to the Association;

(C) The nature of the person's interest in the transaction; and

(D) Where practicable, the amount of such interest.

(f) A statement of the amount and circumstances of any indemnifications or advances aggregating more than ten thousand dollars (\$10,000) paid during the fiscal year to any officer or director of the Association pursuant to Section 5238 of the California Nonprofit Corporation Law.

10.05 Electronic Signatures. Wherever a written instrument is required to be executed hereunder, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature.

ARTICLE XI CONFLICT OF INTEREST TRANSACTIONS

In any instance where the Association proposes to enter into a conflict of interest transaction, including self-dealing transactions as defined in the Association's Conflict of Interest Policy and under Section 5233 of the California Nonprofit Corporation Law, the Association shall follow the procedures and rules set out in the Conflict of Interest Policy.

ARTICLE XII AMENDMENTS

12.01 The board may adopt, amend, or repeal bylaws by the affirmative vote of the Board except that:

(a) Such action may not materially and adversely affect the rights of the members as to voting without the approval of the members.

(b) Where any corporate action requires a greater vote in these bylaws, any amendment or repeal of such provision must be approved by the same greater vote.

(c) No amendment may extend the term of a director beyond that for which the director was elected.

(d) Such action shall be authorized at a duly called and held meeting of the Board for which written notice of such meeting, setting forth the proposed alteration, is given in accordance with the notice provisions for special meetings set forth herein.

ARTICLE XIII NO POLITICAL ACTIVITY

The Association shall not directly or indirectly participate in, or intervene in, any political campaign on behalf of (or in opposition to) any candidate for elective public office. In addition, no substantial part of the Association's activities shall be to attempt to influence legislation.

ARTICLE XIV NON-DISCRIMINATION

In all of its dealings, neither the Association nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preference, mental or physical handicap, or any category protected by state or federal law.

ARTICLE XV
REFERENCE TO ARTICLES OF INCORPORATION

References in these bylaws to the Articles of Incorporation shall include all amendments thereto or changes thereof unless specifically expected by these bylaws. In the event of a conflict between the Articles of Incorporation and these bylaws, the Articles of Incorporation shall govern.

The undersigned, Robin Kren, hereby certifies that [he/she] is the duly elected and acting Secretary of American River Natural History Association, a California Nonprofit Public Benefit Corporation, and that the foregoing bylaws were adopted as the amended and restated bylaws of the Association as of September __, 2022, and that the same do now constitute the bylaws of the Association.

IN WITNESS WHEREOF, the undersigned has executed this certificate on behalf of the Association as of this __ day of September, 2022.

AMERICAN RIVER NATURAL HISTORY
ASSOCIATION

By: _____

Name: Robin Kren

Title: Secretary