

AMERICAN RIVER NATURAL HISTORY ASSOCIATION

Information About the New Bylaws

At the American River Natural History Association's September 2022 Annual Membership Meeting, in accordance with our Bylaws Provision VI, Association members will be asked to approve the Amended and Restated Bylaws of the American River Natural History Association ("Proposed Bylaws"), which were approved by the Association's Board of Directors at its regular meeting held on August 17, 2022 (see By Laws attached). The Board believes the Amended and Restated Bylaws are in the best interests of the organization.

Bylaws guide an organization's Board in governing. As the Coronavirus pandemic unfolded and government-ordered social distancing measures and closures were put into effect, the Association's Board struggled with how to conduct the organization's business in compliance with its bylaws and California law when it was unable to meet in person. The current Bylaws, written over forty years ago, did not address many of the logistical issues that Board members faced.

Thanks to a generous donor, the Board was able to consult an attorney who specializes in nonprofit corporations for advice as to how to address these issues. The attorney advised the Board that revising our existing, outdated bylaws would be expensive. Starting over with the attorney's form bylaws and tailoring them to meet the Natural History Association's needs and to bring the bylaws up to date was a more efficient and less expensive alternative. The Proposed Bylaws are the result of that effort.

Because the Proposed Bylaws are essentially a new document, there is no document that shows changes from the existing bylaws. A review of both the existing bylaws and the Proposed Bylaws will reveal that they are largely the same in substance. The Proposed Bylaws expand language regarding notice of meetings, how meetings may be conducted electronically, conflicts of interest, financial oversight and reporting, roles of Board officers, and other provisions that have been enacted or mandated by California law since the existing bylaws were written. They provide a more relevant roadmap for governance for current and future Boards.

One area of note to Association members is membership voting. The Proposed Bylaws are drafted to preserve the role of Association members in electing Board members and voting on any changes to the bylaws that would affect that voting right. Although the attorney we consulted advised that it is no longer typical for nonprofit corporations to give members voting rights, the Board believed that it was important to respect our tradition of members having an active role in the organization.

Forty years ago, the Natural History Association was a much smaller organization. Today our membership is typically between 1000 and 1200 members. It can be difficult to meet the voting notice and quorum requirements for membership meetings, particularly virtually, and thus difficult for Board action that needs member approval. Nonetheless, the Proposed Bylaws preserve that right with respect to electing Board members. Under the Proposed Bylaws, the Board will now elect the Board's officers and may also amend the bylaws by a vote of the Board, except with respect to bylaw provisions affecting member voting.

One other change, which is not mandated by the Bylaws, but which has been undertaken to make our organization run more smoothly, is a change in Board and officer terms from the current term running from September 1 to August 31, to a calendar year term. To make this transition to the calendar year, current Board members and officers will serve an additional four months, until January 1 when newly-

elected Board members take over and serve two years until December 31. The same transition will occur next year with the alternate slate. Thereafter, terms for both Board members and officers will run on a calendar basis.

Please reach out to me or any Board member between now and the Annual Meeting with any questions you have. . Attached to this email is a copy of the Proposed Bylaws for your review. In addition, copies are available for review in the front office at EYNC and on our website: sacnaturecenter.net/event/annual-members-meeting.

Sincerely,

A handwritten signature in blue ink, appearing to read "Laurie Weir". The signature is fluid and cursive, with a large initial "L" and a long horizontal stroke at the end.

Laurie Weir
President, American River Natural History Association Board of Directors
info@SacNatureCenter.net