

AMERICAN ROCK ART RESEARCH ASSOCIATION BYLAWS

ARTICLE I: NAME AND PLACE OF BUSINESS

Section 1. The name of this association shall be American Rock Art Research Association, hereinafter called **ARARA**.

Section 2. The Government of **ARARA** shall consist of a Board of Directors, hereinafter called the **Board**.

Section 3. The principal office for the transaction of the activities and affairs of **ARARA** shall be determined by the **Board**.

Section 4. Change of Address. Should the **Board** change the location of the principal office, the Secretary shall note the effective date. Changes of address shall not require an amendment of these Bylaws.

Section 5. Other Offices. The **Board** may at any time establish branch or subordinate offices at any place or places where **ARARA** is authorized to conduct activities.

ARTICLE II: MISSION

Section 1. **ARARA** is a diverse community of members with wide-ranging interests who are dedicated to rock art preservation, research, and education in order to communicate to a broad audience the significance of rock art as a non-renewable resource of enduring cultural value and an important expression of our shared cultural heritage.

Section 2. **ARARA** is a nonprofit public benefit Corporation and is not organized for the private benefit of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable and public purposes. **ARARA** is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). Notwithstanding any other Provision of these Bylaws, **ARARA** shall not, except to an insubstantial degree, carry on or engage in any activities, or exercise any powers, which are not in furtherance of the purposes of **ARARA**.

Section 3. **ARARA** shall not conduct any activities not permitted (1) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding Provision of any future United States Internal Revenue Law); (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding Provision of any future United States Internal Revenue Law).

ARTICLE III: MEMBERSHIP

Section 1. An individual, family, society, or organization may become a member by agreeing with the Code of Ethics of **ARARA** as stated in Article XIII and payment of annual dues as stated in Article IV. A member is one whose dues and charges are not delinquent and who is in compliance with the terms and conditions of the Bylaws of **ARARA**.

Section 2. Membership Categories.

- (a) Individual Membership. One person with one vote.
- (b) Family Membership. One or two adults residing in the same household and their children under age 18. Each adult family member shall have one vote.
- (c) Student Membership. Individuals enrolled in an accredited college or university possessing current student identification cards. Students over the age of 18 have one vote per membership.
- (d) Organizational Membership. Each member society, institution, library, other rock art organization, academic department, etc. has one vote and shall appoint the one voting member.
- (e) Donor Membership. Individual or Family who voluntarily pays a higher fee for membership. Individual Donor Memberships are one person with one vote. Family Donor Memberships have one vote for each adult family member.

Section 3. **ARARA** members shall have the privilege of attending and participating in conferences, Members Business Meetings, committees of **ARARA**, and all other **ARARA** activities. These privileges may be associated with additional fees for expenses beyond membership dues.

Section 4. Members shall receive the newsletter *La Pintura* published during the year for which they have paid dues as stated in Article IV. All adult family members may receive electronic notices upon providing valid email addresses. Each membership shall be entitled to receive one print copy of the volume of *American Indian Rock Art* containing papers presented at the conference of the year for which they have paid dues.

Section 5. Members with voting privileges may vote on measures brought before the membership.

ARTICLE IV: DUES AND FEES

Section 1. **ARARA** dues are assessed by calendar year. Renewals are payable January 1; membership not renewed by March 1 shall be considered expired. When renewing, members will be required to designate the year for which they are paying to obtain benefits for that year.

Section 2. The **Board** shall set the amount of dues for each membership category and fees for **ARARA** activities.

ARTICLE V: BOARD

Section 1. The **ARARA Board** shall have at least five and not more than twelve members. The **Board** shall consist of four elected Officers and up to eight elected Directors. The exact number of elected Director positions will be determined by, and may be changed from time to time by, a vote of the **Board**.

Section 2. Responsibilities of the **Board**:

- (a) perform all duties imposed on them collectively or individually by law, by the Articles of Incorporation of **ARARA**, or by these Bylaws;

(b) employ and discharge, supervise, and, except as otherwise provided in these Bylaws, prescribe the duties, and fix the compensation, if any, of all agents and employees of **ARARA**;

(c) appoint the Chairs and members to serve on *ad hoc* committees or special projects;

(d) appoint an examination committee of no less than three non-**Board** members or contract with an outside professional to conduct an internal examination of the records of the Treasurer every year or whenever there is a change of personnel in the position. The examination committee will report to the membership;

(e) the President, Vice President, Secretary, Treasurer, or any two Directors may call special meetings of the **Board**. Such meetings shall be held at the place and/or time to allow for teleconferencing or videoconferencing, within or without of the State of California, designated by the person or persons calling the meeting. Notice shall be given to each **Board** member either by registered mail deposited with the United States Postal Service at least seven (7) days prior to the meeting or by electronic communication of any kind including telephone at least forty-eight (48) hours prior to the time of the meeting;

(f) Shall register their contact information with the **ARARA** Secretary so that notices of meetings may be communicated (postal, email, fax, telephone, or other means) on a timely basis.

Section 3. Officers. **ARARA** membership shall elect a President, a Vice President, a Secretary, and a Treasurer, who serve as the Executive Committee of the organization.

(a) Duties of the President. The President shall be the Chief Executive Officer and General Manager of **ARARA**, and shall generally supervise, direct, and have responsibility for the activities, affairs, and Officers of **ARARA**. The President shall preside at all meetings of the **Board** and **ARARA** membership, and shall be an *ex-officio* member of all committees. The President shall have such other powers and duties as may be prescribed by the Bylaws and the **Board**.

(b) Duties of the Vice President. The Vice President shall, in the absence or disability of the President, perform all duties of the President and, when so acting, shall have all the powers and be subject to all restrictions upon the President. The Vice President shall have such other powers and perform such other duties as prescribed by the **Board** or the Bylaws.

(c) Duties of the Secretary. Subject to the control and supervision of the **Board**, the Secretary shall:

- (i) certify and keep, or cause to be kept, at the principal office or other place as the **Board** shall direct, the original or a copy of the current Articles of Incorporation and Bylaws, as amended;
- (ii) keep or cause to be kept, at the principal office or such other place as the Board shall direct, a record of the minutes of all meetings and actions of the **Board**;
- (iii) give, or cause to be given, notice of all meetings of the **Board** required by these Bylaws;
- (iv) exhibit at all reasonable times to the **Board**, or to its agent or attorney, upon request, the Bylaws and the minutes of the proceedings of the **Board**;
- (v) record the proceedings of all Members Business Meetings;
- (vi) submit for publication the minutes of all Members Business Meetings in a subsequent issue of *La Pintura*;
- (vii) have other powers and perform other duties as prescribed by the **Board** or these Bylaws.

(d) Duties of the Treasurer. Subject to the control and supervision of the **Board**, the Treasurer shall:

- (i) have charge and custody of, and be responsible for, all funds and securities of **ARARA**;

- (ii) receive notice of monies due and payable to **ARARA** from any source whatsoever including monies received electronically by the Membership Coordinator and Conference Registrar;
- (iii) disburse, or cause to be disbursed, the funds of **ARARA** as directed by the **Board**, taking proper vouchers for such disbursements;
- (iv) deposit, or cause to have deposited, all funds and securities in the name of **ARARA** in depositories approved by the **Board**;
- (v) keep and maintain adequate and corrected accounts of **ARARA** properties and business transactions, including account of its assets, liabilities, receipts, disbursements, gains, and losses;
- (vi) exhibit the books of accounts, financial records, transactions, and financial condition to any member of the **Board**, or to their agent or attorney, when requested;
- (vii) prepare, or cause to be prepared, the financial statements to be included in required reports, including to an annual examination committee or auditor;
- (viii) prepare a summary financial report on the prior fiscal year to be published in an issue of *La Pintura* in advance of the Members Business Meeting;
- (ix) prepare a proposed budget for the coming fiscal year to be approved by the **Board** prior to presentation to the membership at the Members Business Meeting.
- (x) have other powers and perform such other duties as may be prescribed by the **Board** or these Bylaws.

Section 4. Quorum.

- (a) A majority of the **Board** shall constitute a Quorum for the transaction of business. Subject to the more stringent provisions of the California Nonprofit Public Benefit Board Corporation Law, every act or decision done or made by the majority of the **Board** members present at a meeting duly held at which a quorum is present shall be regarded as an act of the **Board**.

Section 5. Powers. Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations of the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members of **ARARA**, the general business and affairs of **ARARA** shall be managed under the direction of and all corporate powers, unless otherwise limited in the Bylaws, shall be exercised by or under the authority of a **Board**.

ARTICLE VI: QUALIFICATION, ELECTION, AND TERMS OF OFFICE

Section 1. Qualification.

- (a) Any voting member may serve as an Officer or Director of **ARARA**.
- (b) The Nominating Committee may not nominate its own members to serve as an Officer or Director of **ARARA**. For a member of the Nominating Committee to be a candidate, he or she must be nominated by five members of **ARARA** who are not members of the Nominating Committee.

Section 2. Election.

- (a) President, Vice President, Secretary, and Treasurer shall be elected in even numbered years.
- (b) Directors shall be elected in odd numbered years.
- (c) Elections will be made by ballot by a method determined by the **Board** (postal mail, electronic, or other means).

(d) Ballots shall be made available to all voting members of **ARARA** stating the date on which the returned ballot shall be returned regardless of kind of ballot used.

Section 3. Terms of Office.

- (a) Terms of office shall begin July 1 of the election year.
- (b) Officers and Directors shall serve for two years:
 - (i) The President and Vice President may serve no more than two full consecutive terms of office;
 - (ii) Secretary and Treasurer may serve unlimited consecutive terms;
 - (iii) Directors may serve no more than two consecutive terms without a break.
- (c) Removal of Officers or Directors for cause.
 - (i) An officer or director may be removed from the **Board** by a simple majority vote of the **Board** if that person fails to conduct their duties in accordance with the Bylaws, fails to comply with the Article XIII: Code of Ethics, or is convicted of a crime punishable by state or federal law.

Section 4. Time of Election.

- (a) Each election shall be completed before July 1 of the election year.
- (b) The Nominating Committee shall issue a call for nominations for elected positions to be filled. All nominations must be received no later than February 1. The Nominating Committee shall ensure that at least one candidate is nominated for each open position, and that candidates are willing to serve. All candidates must be **ARARA** voting members.
- (c) Candidates are placed on the ballot by:
 - (i) nomination by the Nominating Committee;
 - (ii) nomination by five members of **ARARA** who present their candidate to the Nominating Committee in writing (either paper or electronic), and the nomination statement certifies that the candidate(s) will accept the nomination(s);
 - (iii) writing a person's name in a space provided on the ballot for write-in candidates.

ARTICLE VII: VACANCIES

A vacancy or vacancies on the **Board** (either officers or directors) shall exist on the occurrence of the death, inability to perform duties, removal, or resignation of any **Board** member. Except as provided in this Article, any **Board** member may resign effective upon giving written notice to the **Board**, unless such notice specifies a later time for the resignation to become effective. Except upon notice to the Attorney General of the State of California, no **Board** member may resign when **ARARA** would then be left without a duly elected **Board** in charge of its affairs. Any vacancy on the **Board** shall be filled by the **Board** with a voting member who is qualified for the position. The member appointed to fill a vacancy shall hold office until the next election or until his or her resignation, whichever comes first. A member appointed to the **Board** of Directors may be nominated for election to a full-term position at the conclusion of his or her vacancy term and be eligible to serve two consecutive terms in that position.

ARTICLE VIII: MEETINGS

Section 1. Conference of the Members. A conference of the Members shall be held at such time and place as designated by the Board.

Section 2. Members Business Meeting. At the Conference of the Members, **ARARA** shall hold a Members Business Meeting, as determined by the **Board**, to inform the membership of the activities of the **Board**, Committees, and organization as well as to conduct the business of the organization. Members shall receive notification at least sixty (60) days prior to the meeting.

Section 3. Quorum and Voting. Members present at the Members Business Meeting shall constitute a quorum for the transaction of business. Every act or decision done or made by the majority of the members present at a meeting duly held and at which a quorum is present shall be regarded as an act of the organization.

ARTICLE IX: NOMINATING COMMITTEE

The Nominating Committee shall consist of five (5) voting members, three (3) of whom shall be elected by the voting members present at the Members Business Meeting of **ARARA**; two (2) of whom shall be appointed by the **Board**. No current **Board** member may be a member of the Nominating Committee. The Nominating Committee shall elect its Chair from among its members. The duties of the Nominating Committee shall be:

- (a) to nominate candidates for all elective offices of **ARARA**;
- (b) to certify and count ballots;
- (c) to notify all candidates of the election results prior to the Members Business Meeting;
- (d) to announce election results at the Members Business Meeting.

ARTICLE X: STANDING COMMITTEES

Standing committees established by these Bylaws are listed below. Standing committees may be added by the **Board** as the need arises within the organization. Standing committees shall consist of Chair and at least two (2) members. Standing committees shall make all records of the committee's work available to the **Board**, or to its agent or attorney, upon request. Each committee must annually:

- (a) prepare a report to be presented briefly at the Members Business Meeting and published in a subsequent issue of *La Pintura*;
- (b) when the President requests, prepare a committee allocation request and a committee budget report to be presented to the **Board**.

Section 1. Archive Committee.

The Archive Committee shall select from committee members a Chair and Secretary. The Chair may appoint special committees to further the Archive Committee's goals. The goals of the committee are:

- (a) to organize and maintain the collections of **ARARA** in a safe and secure location;
- (b) to establish and maintain a system for member use of the collections.

Section 2. Awards Committee.

The Awards Committee shall issue a call for nominations for awards established by the organization to the membership of **ARARA** in *La Pintura*, on **ARARA** Online, or in another manner deemed appropriate by the Awards Committee with permission of the **Board**. The Committee will determine, in accordance with the awards determination process, which Awards will be presented at the Members Business Meeting of **ARARA**. The **Board** will approve all awards, the process for determination of a recipient, and the recipients. The Committee shall choose, with **Board** consent, appropriate prizes for each

category of Awards. The Awards Committee shall review candidates and recommend for **Board** approval recipients for the following awards and any other awards duly established by the organization.

- (a) Klaus Wellmann Award for distinguished service in the field of rock art research, conservation, and education.
- (b) Castleton Award for excellence in heretofore unfunded rock art research.
- (c) Conservation and Preservation Award for a leadership role in significantly contributing to the promotion of rock art conservation. Candidates to be reviewed by the Conservation Committee.
- (d) Education Award for a scientific or artistic contribution through lesson plans or programs that include the visual arts and/or creative writing or creates educational materials (e.g., films, handouts, or books). Candidates to be reviewed by the Education Committee.
- (e) Frank and A. J. Bock Extraordinary Achievement Award for extraordinary achievements over an individual's lifetime in the fields of rock art studies, documentation, education, conservation, preservation, and outreach.
- (f) Oliver Rock Art Photography Award for excellence in the art and science of photography in the service of the study and appreciation of rock art.
- (g) Keepers of the Gate Award to recognize private landowners who have protected rock art sites on their property or that require access through their property. The Awards Committee, in consultation with the Local Chair of the annual conference, will oversee the nominations.

Section 3. Conference Committee.

The **Board** shall appoint the Conference Coordinator to chair the Conference Committee. The Conference Coordinator serves at the pleasure of the **Board**, which will review the position with an option to renew it in two-year terms. The Chair may appoint special committees to further the Conference Committee's goals. The responsibilities of the committee are:

- (a) to convene and direct a committee to plan the Members Conference of **ARARA**;
- (b) to seek assistance of local ARARA members and involve the local community to the extent possible;
- (c) the Conference Coordinator serves as an *ex officio*, non-voting, member of the **Board**.

Section 4. Conservation Committee.

The Conservation Committee shall select from committee members a Chair and Secretary. The Chair may appoint special committees to further the Conservation Committee's goals. The goals of the committee are:

- (a) to inform and educate the public about rock art conservation;
- (b) to communicate, publicize, and be active in concerns of rock art conservation worldwide;
- (c) to sponsor and advocate modern scientific and non-destructive conservation techniques and technology;
- (d) to take an active role in federal, state, provincial, local, and other appropriate entities proceedings of involving rock art sites.

Section 5. Education Committee.

The Education Committee shall select from committee members a Chair and Secretary. The Chair may appoint special committees to further the Education Committee's goals. The goals of the committee are:

- (a) to inform and educate the public about rock art;
- (b) to promote respect for the rock art heritage;
- (c) to foster rock art preservation.

Section 6. Membership Committee.

The **Board** shall appoint the Membership Coordinator to chair the Membership Committee. The coordinator shall serve at the pleasure of the **Board**.

- (a) The Membership Coordinator will maintain a complete and accurate record of the membership of **ARARA**, deal with matters associated with collection of membership dues, and act as liaison between members and the **Board** regarding matters of membership trends, recruitment, and needs relative to the organization.
- (b) The Membership Coordinator will solicit committee members to further the Membership Committee's goals on an as-needed basis in consultation with the **Board**.

Section 7. Publication Committee.

The Publication Committee shall select from committee members a Chair and Secretary. The Editors (Content and Layout) of *La Pintura* are members of this Committee. The Chair may appoint members to special committees to assist in the Committee's goals. The responsibilities of this committee are:

- (a) to select an editor for the *American Indian Rock Art* volume published each year by **ARARA** and any other publication that the **Board** approves;
- (b) to edit committee brochures, pamphlets, and publications;
- (c) to promote the sales of the *American Indian Rock Art* volumes and other publications of **ARARA**.

ARTICLE XI: AD HOC COMMITTEES

The **Board** can appoint special *ad hoc* committees (see Article V, Section 1c) to help further the purpose of any committee or other business of the organization. *Ad hoc* committees are established by the **Board** for a specific purpose and serve for a set period. They are terminated by the **Board** when the purpose is complete or if the Board decides the *ad hoc* committee is no longer necessary.

ARTICLE XII: PARLIAMENTARY AUTHORITY

Robert's Rules of Order will be a guide used for questions of Parliamentary concerns for all **ARARA** Members Business Meetings. The edition to be used will be the most current listed online at <http://www.rulesonline.com/> or as presented by the presiding officer.

ARTICLE XIII: CODE of ETHICS

Section 1. **ARARA** members shall abide by the standards of the following Code of Ethics.

(a) The membership of **ARARA** shall strictly adhere to all local, state, and national antiquities laws and laws of access. Rock art research shall be subject to all applicable regulations and any and all property access requirements and restrictions, both public and private. This includes not revealing or publishing locations of sites as required by the private landowner and state or federal agencies.

(b) All rock art recording shall be non-destructive regarding rock art itself and the associated archaeological remains present. No artifacts shall be collected unless the work is done as part of a legally constituted program of an archaeological project.

(c) No excavation shall be conducted unless the work is done as part of a legally constituted excavation project. Removal of soil shall not be undertaken for the sole purpose of exposing subsurface rock art without proper permission.

(d) Potentially destructive research procedures shall be undertaken only as part of a legally constituted research project.

(e) Using the name of the American Rock Art Research Association, the initials of **ARARA**, and/or the logos adopted by **ARARA**, and the identification of an individual as a member of **ARARA** are allowed only in conjunction with rock art projects undertaken in full accordance with accepted professional archaeology standards. The name **ARARA** may not be used for commercial purposes. While members may use their affiliation with **ARARA** for identification purposes, research projects, site visits, and inquiries for site locations may not be represented as having the sponsorship of **ARARA** without the express approval of the **Board**.

(f) Members shall respect Native American wishes regarding site visitation and use of images and wishes of landowners/land managers working at a site regarding access and the use of research data and images.

Section 2. The Executive **Board** shall be responsible for upholding the **ARARA** Code of Ethics by establishing and amending a grievance procedure for appropriate action.

Section 3. A member may be disciplined upon vote of the **Board** for violation of the terms and conditions of any of the articles of the **ARARA** Code of Ethics as they exist or shall hereafter be amended or enacted.

ARTICLE XIV: LIMITATIONS

Section 1. Political Activity. No substantial part of the activities of **ARARA** shall consist of carrying on propaganda, or otherwise attempting to influence legislation. **ARARA** shall not participate in or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distributing of statements.

(a) As per the IRS Lobbying Code, **ARARA** may conduct educational meetings, prepare, and distribute educational materials, or otherwise consider public policy issues in an educational manner without jeopardizing their tax-exempt status. In that light, activities such as that conducted by the Conservation Committee commenting on proposed legislation and legislative actions on behalf of **ARARA**, are permissible so long as they do not form a substantial part of **ARARA**'s activities and are meant to educate the public (including elected officials) about best practices for conserving rock art.

Section 2. Property. The property, assets, profits, and net income are dedicated irrevocably to the Mission, Aims, and Objectives set forth in Article II. No part of the profits or net earnings of **ARARA** shall benefit its directors, officers, members, employees, or to the benefit of any private persons unless they have been officially contracted to provide their expertise for ARARA or for an ARARA sponsored event, such as conference keynote, banquet, or public speakers.

Section 3. Dissolution. After paying or adequately providing for the payment of debts, obligations, and its liabilities, the remaining assets of **ARARA** shall be distributed to a nonprofit fund, foundation, or corporation organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), and which has similar goals and mission.

ARTICLE XV: INDEMNIFICATION AND LIMITS OF LIABILITY

Section 1. Non-Liability of Members. No member of **ARARA**, regardless of membership class, shall be personally or otherwise liable for any of the debts, liabilities, or other obligations of **ARARA**.

Section 2. Non-Liability of Officers and Directors. All Officers and Directors shall be relieved of all liabilities to the extent permitted under Section 5239 of the California Nonprofit Corporation Law, and other applicable laws of the State of California.

Section 3. Indemnification. **ARARA** shall indemnify and hold harmless all Officers, Directors, committee members, employees, and any other person deemed to be an agent of **ARARA** as defined under, and to the extent permitted under, Section 5238 of the California Nonprofit Corporation law and shall carry insurance to cover the above.

ARTICLE XVI: CHANGE OF BYLAWS

The **Board** shall appoint a Bylaws Revision Committee and Chair as the need arises. Revisions or amendments to the Bylaws shall be submitted to the **Board** for approval at least sixty (60) days prior to the Members Business Meeting. Following such approval, the Bylaws may be amended by a two-thirds (2/3) vote of voting members present at the Members Business Meeting, provided that the text of the proposed amendments has been transmitted to the members at least thirty (30) days prior to the meeting.

Adopted
May 30, 2004
Amended
May 29, 2011
Amended
May 29, 2016
Amended
June 3, 2018