

**8.0 CONSTITUTION AND BYLAWS of the  
AMERICAN ROCK ART RESEARCH ASSOCIATION**

CONSTITUTION

ARTICLE I

Name and Place of Business

Section 1. The name of this association shall be American Rock Art Research Association, hereinafter in this Constitution and Bylaws called "ARARA".

Section 2. The business office of the society shall be at a location approved by the Board of Directors, hereinafter call the "Board".

ARTICLE II

Aims and Objectives

The American Rock Art Research Association (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.

ARTICLE III

Membership and Dues

An individual, family, or society may become a member by attesting agreement with the aims and objectives of ARARA, and payment of annual dues as provided by the Bylaws.

ARTICLE IV

Government

The government of the Society shall be vested in a Board in such a manner as provided in the Bylaws.

ARTICLE V

Meetings

ARARA shall hold an Annual Meeting as determined by the Board. Members shall receive notification at least sixty (60) days in advance of the meeting.

ARTICLE VI

Amendment of Constitution

This Constitution may be amended by a two-thirds (2/3) vote of those voting members present and voting at any Annual Meeting, provided that the text of the proposed amendment has been provided to the members at least thirty (30) days prior to the meeting.

ARTICLE VII

Indemnification and Limits of Liability

Section 1. Non-Liability of Members:

No member of ARARA, either regular or otherwise, shall be personally or otherwise liable for any of the debts, liabilities, or other obligations of ARARA.

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### 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.

## AMERICAN ROCK ART RESEARCH ASSOCIATION

### BYLAWS

#### ARTICLE I

##### OFFICES

###### Section 1. Principal Office:

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

###### Section 2. Change of Address:

Should the Board change the location of the principal office, the effective date shall be noted by the Secretary. Such changes of address shall not be deemed an amendment of these Bylaws.

###### Section 3. Other Offices:

The Board may at any time establish branch or subordinate offices at any place or places where ARARA is qualified to conduct its activities.

#### ARTICLE II

##### AIMS AND MISSION

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, that are not in furtherance of the purposes of ARARA. ARARA shall not carry on any activities not permitted to be carried on (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).

The American Rock Art Research Association (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.

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### ARTICLE III

#### 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.

##### Section 2. Property:

The property, assets, profits, and net income are dedicated irrevocably to the Aims set forth in Article II above. No part of the profits or net earnings of ARARA shall inure to the benefit of any of its directors, officers, members, employees, or to the benefit of any private persons.

##### 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 which is 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 preferably has similar goals and mission.

### ARTICLE IV

#### MEMBERSHIP

##### Section 1. Membership in ARARA shall be divided into categories:

- (a) Individual member
- (b) Family members: all adults over the age of 18, and their dependent children under the age of 18, living in the same household. Each adult shall have one vote and all share one mailing.
- (c) Student member: individuals enrolled in accredited schools possessing current student identification cards.
- (d) Society member
- (e) Donor member
- (f) Institution member

Section 2. Voting members shall be Individuals, individual adult Family members, Students, and Donor members, who are over the age of 18. Only voting members may vote on measures brought before sanctioned meetings.

Section 3. ARARA members shall have the privilege of attending and participating in the meetings of ARARA and all other ARARA activities.

Section 4. The members shall receive a newsletter (La Pintura) at the member or family address.

Section 5. Individuals, Families, Students, Institutions, Societies, and Donors shall be members of ARARA upon payment of annual dues.

Section 6. A member in good standing shall be one whose dues and charges are not delinquent.

### ARTICLE V

#### DUES, FEES AND FINANCES

Section 1. Dues are assessed by calendar year of ARARA; renewals are payable July 1 and shall be delinquent September 1.

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Section 2. Dues shall be those prescribed by the Board for each class of member.

### ARTICLE VI

#### BOARD

##### Section 1. Board of Directors

Board of Directors: The ARARA Board shall have not less than five nor more than ~~nine~~ twelve members. The Board shall consist of four Officers, a Conference Coordinator Director, and up to ~~four~~ seven elected Directors. The exact number of elected Director positions and Committees will be determined by and shall be changed from time to time by vote of the Board.

##### Section 2. Officers

The Officers of ARARA shall include a President, a Vice-President, a Secretary, and a Treasurer.

(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, 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 Board or the Bylaws.

(b) Duties of the Vice President: The Vice President shall in the absence or disability of the President perform all of the duties of the President, and, when so acting, shall have all the powers of and be subject to all of the 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 certify and keep at the principal office of ARARA the original, or a copy, of the Articles of Incorporation and Bylaws as amended or otherwise, altered as to be up to date. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board shall direct, a book of minutes of all meetings and actions of the Board and of Committees of the Board. The Secretary shall also maintain a complete and accurate record of the membership of ARARA, as well as a record of the proceedings of all meetings of the membership. The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board required by these Bylaws to be given. The Secretary shall exhibit at all reasonable times to the Board, or to its agent or attorney, upon request, the Bylaws, the membership book, and the minutes of the proceedings of the Board. The Secretary shall also be required to publish the minutes of the Annual meeting in a subsequent issue of La Pintura. The Secretary shall have such other powers and perform such other duties as shall be prescribed by the Board or these Bylaws.

(d) Duties of the Treasurer: The Treasurer shall receive, and give receipt for, monies due and payable to ARARA from any source whatsoever. The Treasurer shall disburse, or cause to be disbursed, the funds of ARARA as directed by the Board, taking proper vouchers for such disbursements. Subject to the control and supervision of the Board, the Treasurer shall have charge and custody of, and be responsible for, all funds and securities of ARARA, and deposit all such funds in the name of ARARA in such banks, trust companies, or other depositories as shall be prescribed by the Board. The Treasurer shall keep and maintain adequate and corrected accounts of ARARA properties and business transactions, including account of its assets, liabilities, receipts, disbursements, gains, and losses. The Treasurer shall 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. The Treasurer shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in required reports. The Treasurer shall also be required to make a summary financial report to the membership at the Annual meeting and publish this report in a subsequent issue of La Pintura. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws.

##### Section 3. 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 activities, affairs, and all powers of ARARA shall be exercised by or under the direction of the Board.

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### Section 4. Duties

#### The Board:

- (a) Shall perform all duties imposed on them collectively or individually by law, by the Articles of Incorporation of ARARA, or by these Bylaws;
- (b) Shall appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of ARARA;
- (c) Shall appoint the Chairs of standing Committees and any other persons to serve on special committees or projects;
- (d) Shall supervise all officers, agents, and employees of ARARA to assure that their duties are performed properly;
- (e) Shall meet at such times and places required by these Bylaws;
- (f) Shall register their addresses with the ARARA Secretary so that notices of meetings may be communicated (postal, email, fax, telephone) on a timely basis.

## ARTICLE VII

### QUALIFICATION, ELECTION, AND TERMS OF OFFICE

#### Section 1. Qualification:

Any voting member in good standing may serve as an Officer or Director of ARARA. Officers shall be elected by mail ballot in even numbered years and serve for a period of two years. The Board shall appoint one standing Director to the position of Conference Coordinator with a term and responsibility established by the Board that will allow continuity and commitment for the planning horizon of future Conferences. Remaining Directors shall be elected in odd numbered years and serve for a period of two years. Elected Directors can serve for no more than two consecutive terms without a break in service. The President and Vice-President may serve for no more than two consecutive full terms of office. Terms of office shall begin July 1 following the election.

#### Section 2. Time of Election:

Each election shall be completed before the Annual Business Meeting of ARARA.

The Nominating Committee shall issue a call for nominations for the elected positions to be filled no later than February 1. The Nominating Committee shall ensure that at least one candidate is nominated for each open position. It shall be the privilege of any five members of ARARA to nominate in writing or email with RSVP a willing candidate who is a voting member, or, if there is more than one position to be filled, candidates not exceeding the number of positions to be filled by March 1. This statement shall certify that the nominee(s) will accept the nomination(s).

Section 3. Ballots: By March 15, a ballot shall be sent to all voting members in good standing of ARARA stating the date on which the returned ballot shall be postmarked. The ballot shall contain, in alphabetical order, the names of those persons who have been nominated for each position, and shall indicate whether the person was nominated by the Nominating Committee or by members. The ballot should contain brief biographical information about each nominee. This statement shall certify that the nominee(s) will accept the nomination(s).

## ARTICLE VIII

### 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 Annual 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 to

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- (1) nominate candidates for all elective offices of ARARA;
- (2) certify and count ballots;
- (3) announce election results at the Annual Business Meeting.

### ARTICLE IX

#### VACANCIES

A vacancy or vacancies on the Board shall exist on the occurrence of the following-the death, disability, removal, or resignation of any Board member. Except as provided in this sub-section, any Board member may resign effective upon giving written notice to the Board, unless such notice specified 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. The member appointed to fill a vacancy shall hold office for the remaining term or until his or her resignation. This member 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 X

#### SPECIAL MEETINGS

##### Section 1. Special Meetings:

Special meetings of the Board may be called by the President, the Vice-President, the Secretary, or by any two Directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting.

##### Section 2. Manner of Giving Notice:

Notice of time and place of special meetings shall be given to each Board member by one of the following methods:

- (a) by personal delivery of written notice;
- (b) by registered mail;
- (c) by telephone, either directly to the Board member or to a person at the member's office who would be reasonably be expected to communicate that notice promptly to the director;
- (d) by electronic facsimile.
- (e) by email with RSVP

##### Section 3. Time Requirements:

Notice sent by first -class mail shall be deposited in the United States mail at least seven (7) days before the time set for the meeting. Notices given by personal delivery, telephone, electronic facsimile, or email shall be delivered, or otherwise transmitted at least forty-eight (48) hours before the time of the meeting.

##### Section 4. Notice Contents:

The notice shall state the time of the meeting, and the place if the place is other than the principal office of the Association. There should be one purpose for the special meeting.

### ARTICLE XI

#### QUORUM

A majority of the Board shall establish its own 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. A meeting at which a quorum is initially present

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may continue to transact business, notwithstanding the withdrawal of Board members, if any action taken is approved by at least the required Board quorum for that meeting.

### ARTICLE XII

#### CODE of ETHICS

ARARA subscribes to the following Code of Ethics and enjoins its members, as a condition of membership, to abide by the standards of conduct stated herein:

1. The membership of ARARA shall strictly adhere to all local, state, and national antiquities laws. Rock Art research shall be subject to appropriate regulations and property access requirements.
2. All Rock Art recording shall be non-destructive with regard to the Rock Art itself and the associated archaeological remains which may be present. No artifacts shall be collected unless the work is done as part of a legally constituted program of an archaeological survey.
3. 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.
4. Potentially destructive recording and research procedures shall be undertaken only after careful consideration of any potential damage to the Rock Art site.
5. Using the name of the American Rock Art Research Association, the initials of ARARA, and/or the logos adopted by the Association 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 may not be represented as having the sponsorship of ARARA without the express approval of the Board.

Section 1. A member may be expelled from ARARA upon vote of the Board for violation of the terms and conditions of any of the ARARA Ethics Statutes, as they exist or shall hereafter be amended or enacted.

Section 2. The Board shall be responsible for upholding the ethical statutes of ARARA by establishing and amending a Grievance Procedure for appropriate action.

Attachment I (for Board Procedures Manual)

#### COMMITTEES

##### Section 1. Awards Committee:

The Awards Committee shall consist of three (3) voting members in good standing in ARARA. The Committee shall issue a call for nominations for the Castleton, Wellman, and Conservation awards to the membership of ARARA in La Pintura, volume Number 1 of the current year, or in another manner deemed appropriate by the Awards Committee with permission of the Board. The Committee will determine which Awards, if any, will be presented at the Annual Business Meeting of ARARA. The Committee shall choose with Board consent appropriate prizes for each category of approved Awards. The Committee shall make a report of the Awards at the Annual meeting and in a subsequent issue of La Pintura. The Awards Committee shall prepare a budget request for committee expenses to be presented to the Board at the beginning of the fiscal year on July 1.

(a) Klaus Wellman Award-This award is for distinguished service in the field of Rock Art research, conservation, and education. No less than five voting members in good standing of ARARA shall sign the nomination for this Award. The nominations shall cease by March 1 of the year of the nomination. The Awards Committee shall decide if the Award is to be presented at the Annual Business Meeting.

(b) Castleton Award-This competitive award shall be for excellence in an original essay in heretofore unfunded Rock Art research. The recipient shall make a thirty (30) minute presentation on the research at a time selected by the Board in conjunction with the Annual Meeting. A letter of application and five copies of the presentation shall be received by February 15. The Awards Committee shall decide if the Award is to be presented at the Annual Business Meeting.

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(c) Conservation and Preservation Award-The Conservation and Preservation Award nomination shall be for an individual, (professionally or vocationally), group, organization or agency that has taken a leadership role in significantly contributing to the promotion of Rock Art conservation or protection. The application shall include a detailed description of the work that qualifies the nominee for the award. The nomination shall be received by December 31, and the Awards Committee shall decide if the Award is to be presented at the Annual Business Meeting.

### Section 2. Publication Committee:

The Publication Committee shall consist of members of ARARA in good standing. This Committee shall select from voting members of the committee membership a Chairman, Vice Chairman, and Secretary. The Editor of La Pintura is a member of this Committee. The Committee shall select an editor for the AIRA volume published each year by ARARA and any other publication that the Board approves. This Committee shall edit committee brochures, pamphlets, and publications.

The Publication Committee Chairman shall with prior approval from the Board appoint members to special committees to assist in the Committee's goals.

The Publication Committee shall prepare a Budget request for the La Pintura and AIRA Volume expenses to be presented to the Board at the beginning of the fiscal year on July 1.

The Publication Committee shall promote the sales of the AIRA volumes and other publications of ARARA.

### Section 3. Education Committee:

The Education Committee shall

- (1) inform and educate the public about Rock Art;
- (2) promote respect for the Rock Art heritage;
- (3) foster Rock Art preservation.

This Education Committee shall select from voting members of the committee membership a Chairman, Vice Chairman, and Secretary. The Chairman may appoint special committees to further the Education Committee's goals with the prior approval of the Board.

The Education Committee shall prepare a budget request for their committee expenses to be presented to the Board at the beginning of the fiscal year on July 1.

### Section 4. Conservation Committee:

The Conservation Committee shall

- (1) inform and educate the public about Rock Art conservation;
- (2) communicate, publicize, and be active in concerns of Rock Art conservation worldwide;
- (3) sponsor and advocate modern scientific and non-destructive conservation techniques and technology.

This Committee shall select from voting members of the committee a Chairman, Vice Chairman and Secretary. The Chairman may appoint special committees to further the Education Committee's goals with the prior approval of the Board.

The Conservation Committee shall prepare a budget request for their committee expenses to be presented to the Board at the beginning of the fiscal year on July 1.

Adopted

May 30, 2004

Revised

May 30, 2005