

**AMENDED AND RESTATED BYLAWS OF THE
ASSOCIATION OF PARTNERS FOR PUBLIC
LANDS**

**Adopted November 15, 1997
Revised September 30, 2005
Revised October 13, 2007
Revised July 10, 2009**

Article I: Name and Location of Corporate Office

Section 1: Name

The name of the organization shall be Association of Partners for Public Lands (hereinafter called “Association”).

Section 2: Location of Corporate Office

The corporate office shall be at a site determined by the Board of Directors (hereinafter called “Board”).

Article II: Objective and Purpose

Section 1: General Objectives

The Association exists to support its members in their aid of the interpretive, educational, and other programs of public lands management agencies. The general objectives are as follows:

- A. To secure cooperative action among members in advancing their common purposes, which include, but are not limited to, the generation and sales of publications and other materials related to the historical, cultural, scientific, and educational themes of sites represented; development of philanthropic support, educational programming and outreach.
- B. To provide a forum for consideration of the ideas and experiences of its members.
- C. To hold conventions, meetings, discussions, and training opportunities to enhance the level of competency and professionalism of its members.
- D. To provide representation for its full members to the appropriate Federal agencies which they may serve and to share the views and recommendations of the Association on all matters affecting, or anticipating to affect, the interests of the members.
- E. To take appropriate actions designed to advance the welfare of the members.
- F. To cooperate with those public land management agencies that have a formal agreement with its members and to share information and/or assistance that may enhance partnership efforts of those agencies, including, where appropriate, entering into a formal agreement with the agency(ies) for specified purposes.

Section 2: General Purposes

In furtherance of these objectives, but not limited thereby, the Association is authorized to conduct any or all of the following:

- A. To analyze, compile, and disseminate information on laws, policies, and business and professional development matters of interest to its members and to determine and make known the views of its members relative to such matters.
- B. To elect a Board as set forth in these Bylaws.
- C. To establish a dues structure and make assessments.

Section 3: Non-Binding Authority

Except as specifically provided by these Bylaws, none of the authority or provisions of the above or any other sections of these Bylaws shall be exercised so as to bind any member to a specific course of action.

Article III: Membership

Section 1: Classes of Membership

The Association shall have two classes of membership: nonprofit membership and associate membership.

- A. Nonprofit membership is open to any not-for-profit 501(c)(3) organization with a formal agreement with one or more public lands agencies.
- B. Associate membership recognizes other categories of like-mission and like-minded individuals and not-for-profit or governmental organizations who may benefit from, support, and contribute to the goals of APPL. They do not qualify as voting members of the organization. Organizations that are eligible for nonprofit membership (by definition in Article III, Section 1 A. herein) are not eligible for associate membership. An associate is not a “member” of the Association as that term is defined in Section 5056 of the Nonprofit Public Benefit Law of the State of California.

Section 2: Application and Approval

Any organization interested in joining must submit a membership application to the corporate office for consideration by the Board. The Board may elect qualified applicants as nonprofit or associate members. Membership is not transferable or assignable.

Section 3: Annual Dues

Annual dues for nonprofit members shall be determined by comparing the organization's gross unrestricted revenue (donor restricted contributions as summarized on the organization's financial statement deducted from the appropriate line on their IRS annual filing) from the preceding year to a tiered schedule with prescribed maximum and minimum amounts. The tiers, minimum and maximum dues amounts shall be determined by a majority vote of the Board of directors. Annual dues for associate members shall be established by the Board. Failure by a member to pay dues within a time period set by the Board shall result in termination of membership.

Section 4: Meetings of Members

- A. Regular meetings. There shall be a regular meeting of the members, usually coincident with an Association convention unless otherwise specified by the Board, for receiving the annual report and the transaction of business.
- B. Notice of regular meetings. Notice of such regular meetings shall be authorized to be sent as directed by the Board to each member at least thirty days prior to the meeting date.
- C. Special meetings. Special meetings of the members may be called by the President of the Board at any time, and shall be called by the President upon receipt of a written request of at least one-third of the nonprofit members.
- D. Notice of special meetings. Notice of any special meeting shall be authorized to be sent as directed by the President to each member's last recorded address at least thirty days prior to the meeting date, indicating the time and place of the meeting and information as to the topic(s) to be considered. At any such special meeting no business other than that specified in the notice shall be considered unless agreed to by two-thirds of the members of the board.
- E. Floor actions. Floor actions will be allowed at any regular or special meeting of the members.
- F. Action between regular and special meetings. In addition to regular or special meetings, upon recommendation of the board, any item normally addressed or voted upon during a regular or special meeting of the members, may be addressed by the nonprofit members through mail in accordance with such procedures as outlined in Article III 5 F. herein.
- G. Meeting procedures. *Roberts Rules of Order Newly Revised* shall govern all deliberations of the Association unless in conflict with these Bylaws and/ or the Articles of Incorporation. In the case of a conflict, the Bylaws and the Articles of Incorporation shall prevail.

Section 5: Voting Privileges

- A. Number of votes. Each nonprofit member shall have one vote on matters brought before the membership for official action. Associate members shall have no vote.
- B. Voting procedures at meetings. On any matter, if at least two nonprofit members make request, secret ballots will be used.
- C. Designating voting representative. From time to time, or upon request, each nonprofit member shall notify the Secretary through the corporate office in writing of a person who will be its designated representative to vote and act for the member at any time when a vote of the nonprofit member is required.
- D. Quorum and voting requirements. Questions presented at meetings shall be determined by majority vote. One-third of the full members shall constitute a quorum, at any meeting thereof, and in case there is less than this number, the presiding officer may adjourn the meeting from time to time until a quorum is present.
- E. Proxy voting. In the absence of a nonprofit member during a voting issue at a regular meeting of the membership, members may designate in writing another voting member as proxy. At special meetings of the membership, proxy votes will not be accepted.
- F. Votes of the members by mail. Whenever, in the judgment of the Board, any action or question shall arise which the Board believes should be put to a vote of the full membership, and when it deems it inexpedient to call a special meeting for such a purpose, a vote may be taken by written ballot, pursuant to the provisions of Section 5511 and 5513 of the California Corporations Code. The number of ballots, which must be returned within four weeks in order for the vote to be valid, must be at least forty percent of the nonprofit members of the Association. Any and all action taken in pursuance of a majority mail vote of the nonprofit members in each case shall be binding upon the Association in the same manner as would action taken at a duly called meeting of the members. As a matter of record, the results of a mail vote of the full members shall be entered into the minutes of the next regularly scheduled membership meeting.

Section 6: Termination of Membership

Any member may terminate its membership by submitting written notice to the corporate office. Any member may be terminated from membership by a two-thirds vote of the Board. All rights, privileges, and interest of a member shall cease on the termination of membership.

Article IV: Board of Directors

Section 1: Number and Qualifications

APPL shall have a Board consisting of a minimum of eleven directors, a majority of who will be either board or staff of nonprofit APPL member associations. All nominees for Board positions will be screened and recommended by a Nominating Committee and approved by the full APPL Board of Directors. In the case of a vacancy, a director shall be appointed by a vote of the remaining directors as set forth in Article IV, Section 4 A herein. No more than one director from a nonprofit member organization shall be eligible to be a member of the Board at any one time.

Section 2: Authority and Responsibilities

The Board shall serve the interests of the membership in fiduciary responsibility, supervision, control, and direction of the affairs of the Association in determining policies and in performing its duties. It may adopt rules and regulations for the conduct of its business, employ an Executive Director to manage the Association, and appoint such other agents, as it deems necessary.

Section 3: Term of Office and Term Limit

- A. Terms for directors shall be four years at the beginning of the first Board meeting following their appointment, or second reappointment to the board. The terms of sitting directors elected to the Board prior to 2005 will either be continued, re-appointed, or ended based upon their fulfillment under the bylaws in place at the time of their initial election. The terms of new directors will be staggered to ensure continuity of experience in Board composition at any given year.
- B. Term limit. No director may serve more than two consecutive terms. After waiting a period of one year, the former director would be eligible for a board position.

Section 4: Vacancy and Removal

- A. Vacancy. Any director who fails to attend three consecutive meetings of the Board will be deemed to have resigned. Any vacancy that may occur on the Board by reason of death, resignation, or other reason, may be filled by Board appointment to serve the remainder of the unexpired term of the director whose position has become vacant.

If the vacated term was less than half fulfilled when the appointed director assumed the position, it would be considered the first term of the appointed director and that director could only serve one more term. If the vacated term was more than half fulfilled when the director assumed the position, that director could serve two more terms. In considering nominees for vacancies, the board will seek candidates who have demonstrated an interest in serving in the past, who have expertise needed by the Board, and/or those who help diversify the range of representation and skills on the board.

- B. Removal. When the Board determines it is in the best interest of the Association to remove a director from the Board, at least two-thirds approval vote of the remaining directors shall be necessary.

Section 5: Meetings of the Board

- A. The Board shall hold at least three meetings annually. Special meetings may be called by the President and upon receipt of written request by three Directors. Notice of all meetings of the Board shall be sent to each director at least fifteen days in advance of such meeting.
- B. Quorum and voting requirements. Questions presented at meetings shall be determined by majority vote. A majority of the directors shall constitute a quorum at any meeting of the Board.
- C. Telephonic meetings. Members of the Board may participate in a meeting through the use of conference telephone or similar communications equipment, as long as all members participating in such a meeting can hear one another. Participation in a meeting pursuant to this provision constitutes presence in person at such a meeting. Any question thus presented shall be determined according to a majority of the votes received from the Board, provided that in such case votes of at least six directors shall be received. Any and all action taken by a majority of the directors in a telephonic vote shall be binding upon the Board and the Association in the same manner as would be taken at a duly called meeting. The above provisions also apply to telephonic meetings of the Executive Committee. As a matter of record, the results of a telephonic vote shall be entered in the minutes of the next regularly scheduled Board meeting.
- D. Written consent. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board shall consent in writing to such action. For the purposes of this section only, “all members of the Board” shall not include any “interested director” as set forth in Section 5233 of the California Corporations Code.

Section 6: Compensation and Reimbursement

- A. Compensation. Directors shall not receive any compensation, per se, for their service as directors. Nothing herein shall preclude a director from serving the Association in any other capacity and receiving compensation for such service, if authorized by the Board, excluding the vote of the director who is to be compensated
- B. Reimbursement. The Board may receive reimbursement for expenses incurred in the performance of their duties on behalf of the Association including costs associated with reasonable travel, lodging, and meal expenses.

Section 7: Officers

- A. Titles. The officers of the Board shall be a President, a Vice-President, a Secretary, and a Treasurer. Officers shall be elected by the Board at a meeting held immediately following the regular meeting of the members, usually coincident with an Association convention. These officers shall perform duties normally prescribed.
- B. Term of office. Each officer shall take office immediately upon election and shall serve for a term of two years and until a successor is duly elected, or until a vacancy occurs because of death, resignation, or removal.
- C. Term limit. No officer shall serve more than three consecutive terms in the same office.
- D. Vacancy. Any vacancy that may occur in an officer position may be filled by the Board from among the remaining directors for the balance of the term.

Section 8: Committees

- A. Executive Committee. The Executive Committee of the Board will be comprised of the President, Vice-President, Secretary, and the Treasurer. The Board may delegate to the Executive Committee the full authority of the Board to conduct the affairs of the Association between regular and special meetings of the Board. No Executive Committee shall, however, have the authority to: (1) approve any action that the full members must approve; (2) fill vacancies on the Board or Executive Committee; (3) fix compensation for any director; (4) amend, appeal, or adopt Bylaw provisions; (5) amend, repeal, or adopt resolutions of the Board; (6) create any other Executive Committee; (7) authorize the expenditure of corporate funds except for the purposes and within the limits set forth in the resolution creating the committee. All actions of the Executive Committee will be entered into minutes of the next regularly scheduled Board meeting.
- B. Nominating Committee. Not later than three months prior to a scheduled board vacancy, the Executive Committee shall appoint a Nominating Committee, one of whom must be a current Board member who will be rotating off the Board, and two who will be from nonprofit member voting organizations, to nominate a slate of qualified candidates for Board approval. The Nominating Committee shall solicit nominees from nonprofit voting member organizations as well as associate members, interview nominees, and recommend a slate of nominees for approval by a vote of the current Board of Directors.
- C. Other Committees. From time to time, the President may appoint special committees that he/she may find necessary or appropriate.

Article V: Administration

Section 1: Executive Director

The day-to day administration and management of the Association is the responsibility of the Executive Director. The Executive Director serves at the pleasure of the Board and is directly responsible to the President. Salary and benefits for the Executive Director shall be determined by the Board. The Executive Director executes the policies of the Association and is responsible for directing its programs and affairs in accordance with the Articles of Incorporation, Bylaws, and policies established by the Board. He/she conducts the daily operation of the Association, hires staff necessary to conduct the business of the Association, and oversees expenditure of funds. The Executive Director has immediate responsibility for all funds and securities of the Association, and may sign contracts and other instruments to accomplish the operational objectives of the Association.

Article VI: Fiscal and Legal

Section 1: Fiscal Year

The fiscal year shall commence on the first day of October and shall end on the last day of September each year.

Section 2: Fiscal and Legal

The Board will retain such legal representation as best suits the needs of the Association and the Board will approve a certified public accountant to perform financial audits.

Section 3: Indemnification

The Association hereby agrees to exercise the power to indemnify any person who was or is a party or is threatened to be a party to any proceeding by reason of the fact that such a person is or was a director, officer, employee or other agent (as defined in Section 5238 of the Nonprofit Public Benefit Law of the State of California) of the Association to the full extent allowed under the provisions of said Section 5238 relating to the power of a corporation to indemnify any such person. The amount of such indemnity shall be so much as the Board determines and finds to be reasonable, or, if required by said Section 5238, the amount of such indemnity shall be so much as the court determines and finds to be reasonable.

Article VII: Amendments

Section 1: By the Members

These Bylaws may be amended, repealed, or altered, in whole or in part by a majority of those nonprofit member representatives present and voting at any regular or special meeting of the members, provided that, (1) a copy of any proposed action shall have been mailed to each nonprofit voting member organization not later than fifteen days prior to the regular or special meeting, or (2) by mail vote as provided in Article III Section 5 F. herein.

Section 2: By the Board

Except as otherwise set forth in these Bylaws or the Articles of Incorporation, these Bylaws may be amended by the Board unless the action would materially and adversely affect the rights of members as to voting or transfer. This power of the Board is subject to the provisions of California Corporations Code Sections 5151 Number of Directors; 5220 Term of Office, Manner of Selection of Directors; 5224 Filling of Vacancies on Board; 5512 Quorum of Members; 5613 Proxies; and 5616 Cumulative Voting.

Article VIII: Dissolution

Section 1: Dissolution

Upon dissolution of the Association, its assets remaining after payments of, or provision for payment of, all debts and liabilities of this Corporation, will be transferred to one or more educational, non-profit corporations which are exempt organizations under the United States Internal Revenue Code, best suited to carry out the objectives of the Association as determined by the Board.

Effective Date: November 15, 1997
Signed by: Marian Oates, Secretary

Effective Date: March 11, 2001
LeAnn Simpson, Secretary

Effective Date: September 30, 2005
Carolyn Mollers, Secretary.

Effective Date: October 13, 2007
Lisa Madsen, Secretary

Effective Date: July 10, 2009

Sally Elliman, Secretary