

BYLAWS OF THE ARIZONA ARCHAEOLOGICAL AND HISTORICAL SOCIETY

AS AMENDED AND RESTATED AND ADOPTED SEPTEMBER 1, 2011

ARTICLE I: NAME, SEAL, OFFICES, AND AFFILIATIONS

Name. The name of this corporation is the Arizona Archaeological and Historical Society hereinafter the Society.

Seal. The Board of Directors, hereafter the Board, may adopt an official seal or logos in such form as determined by the Board.

Offices. The principal office of the Society shall be in Pima County, City of Tucson. The Society may also have offices at such other places as the Board may from time to time appoint or the Society may require.

Affiliations. The Society shall be an affiliate of the Arizona State Museum, The University of Arizona. The Society may also affiliate with other organizations as approved by the Board.

ARTICLE II: OBJECTIVES

Objectives. The objectives of the Society shall be:

- a. To encourage scholarly pursuits in areas of history and anthropology of the southwestern United States and northern Mexico;
- b. To encourage the preservation of archaeological sites and historical properties;
- c. To encourage the scientific and legal gathering of cultural information and materials;
- d. To publish the results of archaeological, historical, and ethnographic investigations;
- e. To aid in the functions and programs of the Arizona State Museum, The University of Arizona; and
- f. To provide educational opportunities through lectures, field trips, and other activities.

Acts Considered Contrary to the Society's Objectives. The following are declared contrary to the objectives of the Society:

- a. The practice of collecting and dealing in archaeological materials for personal gain;
- b. The indiscriminate or illegal excavation of archaeological sites or disturbance of historic properties; and
- c. The illegal or unethical acquisition of archaeological or ethnographic materials.

ARTICLE III: PUBLICATIONS

Name, Volume Year, and Responsibilities. The official publication of the Society shall be known as *Kiva*. *Kiva* is a quarterly journal. One volume shall be issued each year unless otherwise provided for by two-thirds vote of the Board. Responsibility for fiscal and editorial policies for *Kiva* resides with the Board.

*Kiva* Editorship. The editor(s) of *Kiva* shall be appointed by the Board and shall serve a term to be determined by the Board. Each editor may appoint assistant editors as required. The payment of additional clerical and editorial support staff is subject to authorization by the Board.

Publications Plan and Budget. The Publications Committee, with assistance from the editor(s), shall submit a publication plan and budget for *Kiva* to the Board annually.

Other Publications. Other publications shall be determined by the Board.

#### ARTICLE IV: MEMBERS AND MEETINGS

Dues and Classes of Membership. The Society shall have members and all dues and classes of membership in the Society shall be fixed by the Board.

Eligibility for Membership. Any person in sympathy with the objectives of the Society, regardless of residence, may be admitted to membership. By paying the membership dues, each member signifies support for the objectives of the Society.

Expulsion of a Member. The Board may, upon giving a minimum of ten days written notice to the member, and by three-quarters vote, expel any member who acts contrary to the objectives of the Society as set forth in Article II, or who otherwise makes improper use of a Society membership. Any member who has been expelled by the Board may make a written appeal of the Board's decision. Any appeal of a member subject to this action must be received by an Officer of the Society within thirty days after written notice of expulsion by the Board. An independent panel of three individuals will be appointed by a designee of the Board to hear the appeal.

Privileges of Members. Each member of the Society shall be eligible for any elective or appointive office in the Society, and may participate in all Society activities. Each membership shall have one vote in the affairs of the Society. Any person non-resident in Arizona may subscribe to the Society's publications without privilege of membership.

Meetings. The Society shall hold regular meetings, the exact time and place to be designated by the Board. The agenda for a regular meeting shall include a public program and any business that may come before the Society.

Annual Meeting. The Annual Meeting of the members of the Society shall be held on the third Monday of May.

Special Meetings. Special meetings of the members may be called at any time by the President or acting President or by one-half of the membership of the Board. A special meeting must be called by the President on receipt of the written request of fifty Society members.

Referendum. Upon the initiation of the Board or a petition to the Board signed by fifty Society members, certain business of the Society may be decided at any time by means of a referendum by mail ballot. Ballots shall be mailed to members by the Recording Secretary. In order that they may be counted as votes, ballots must be received by the Recording Secretary within thirty days after the date the ballot is mailed. A majority of votes received during the thirty day period shall constitute the deciding vote, except for Bylaw amendments which require approval by two-thirds of the votes as provided in Article XV of the Bylaws. The Recording Secretary shall certify the vote to the Board.

Notice and Quorum. Society business requiring a vote of the membership shall be conducted by mail ballot. Responding members shall constitute a quorum.

#### ARTICLE V: BOARD OF DIRECTORS

Composition of Board and Terms of Office. The Board shall be the administrative body of the Society and shall be responsible for conduct of all business of the Society. It shall be comprised of not less than twelve nor more than sixteen persons, at least one of whom shall be a student at an accredited institution of higher learning and one of whom shall be a staff member of the Arizona State Museum nominated by the Director of the Arizona State Museum. All members of the Board must be members of the Society in good standing.

All members of the Board shall serve terms of one, two or three years as specified at the time of their nomination. Officers of the Society shall be elected to their positions for one year but shall serve their full term as members of the Board. If requested by the Nominating Committee members of the Board shall be eligible for re-election upon expiration their term.

Board Meetings, Quorum, and Attendance by Non-Board Members. The Board shall hold regularly scheduled meetings. The President has the authority to call special meetings of the Board at other times and is obligated to call a special meeting whenever three or more members of the Board demand in writing to the President that the Board meet.

A quorum for conducting business shall consist of a simple majority of the members of the Board.

The Arizona State Museum Director shall be a nonvoting advisor to the Board. Other persons may also be invited to meet with the Board in an advisory, nonvoting capacity. All regularly scheduled Board meetings shall be open to attendance by members of the Society. The Board reserves the right to go into Executive Session.

Vacancies. If a member of the Board is unable to fulfill an elected term the Board may appoint a Society member to fill the vacancy.

Removal of Board Members. Any Officer or other member of the Board may be removed from office at any time for not fulfilling the responsibilities specified in these Bylaws or for any act contrary to the objectives of the Society. A three-quarters vote of the Board at a meeting duly called for such business shall be required to remove a Board member from office.

## ARTICLE VI: OFFICERS

Officers of the Society. There shall be six Officers of the Society consisting of a President, Vice President for Activities, Vice President for Membership, Recording Secretary, Communications Officer and Treasurer all of whom shall also serve as members of the Board. One person may hold the offices and perform the duties of any two of said offices, except that the same person may not serve simultaneously as President and Recording Secretary. All Officers shall be elected by the members of the Society. Each Officer's term will commence on July 1 following the election and will end after one year. The detailed responsibilities of each Office shall be described in the Society's Operations Manual.

President. The President shall perform the functions of the Chief Executive Officer and shall exercise general supervision over the Society's property and affairs. The President shall be the presiding Officer at all meetings of the Society and of the Board.

The President shall execute all written contracts on behalf of the Society.

Vice President for Activities. The Vice President for Activities shall be responsible for overseeing the public programs of the Society. In the absence of the President, the Vice President for Activities shall perform the President's duties as outlined above.

Vice President for Membership. The Vice President for Membership shall be responsible for the administration of the membership and subscription rolls of the Society.

Recording Secretary. The Recording Secretary shall be responsible for maintaining the official records of the Society including all meetings of the Board; ensuring that each member of the Board receives advance notice of all upcoming regular and special Board meetings; ensuring that all Society members receive advance notice of any special meeting of the Society.

Communications Officer. The Communications Officer shall be responsible for the written and electronic communications of the Society.

Treasurer. The Treasurer shall have custody of the Society's funds and be responsible for administering the operational finances of the Society subject to budgetary and other regulations approved by the Board as well as maintaining proper and adequate financial records. Financial records shall be available to the Board.

The Treasurer shall be responsible for preparing and filing all required state and federal reports.

## ARTICLE VII: COMMITTEES

The Society shall have standing committees and may have special committees. The purposes and goals of all of these committees are to ensure the continuity of the Society and to carry out the objectives of the Society. Standing committees shall be described in the Society's Operations Manual.

Creation of Committees. The President appoints chairs of the standing and special committees with the advice of the Board and defines their name, size, purpose and mission, expected life, extent of powers, and expected results. Committee chairs shall solicit other members for the committees. Committee membership shall be ratified by the Board. The Board shall periodically review the actions of all committees and require reports from the committees to be presented to the Board.

The President and Board shall ensure that all committees have chairs and that all committees have the necessary members to be staffed and functioning. Chairs of standing committees shall be members of the Society. Committees may include persons who are not members of the Society who shall be voting members of their respective committees.

Removal of Committee Members. Committee members may be removed from their appointment by the President. The Board retains the authority to override the President's decision by a simple majority vote.

Subcommittees. A committee may appoint subcommittees only from within its committee membership. A committee or subcommittee may seek advice and assistance from any person.

Committee Quorum. The quorum in any committee is a simple majority of its voting members.

Inclusion of the President on Committees. The President shall not be a member of the Nominating, Auditing, or Scholarship and Research Committees. The President is a nonvoting member of all other committees.

Representation of Membership on Committees. Appointments to committee membership shall attempt to include a cross-section of the general membership.

## ARTICLE VIII: ELECTIONS

The procedure for conducting elections of Society Officers and Board members shall be as follows:

Annual Selection of Nominating Committee. Prior to the January Board meeting the President shall charge the chairpersons of all the Society's committees with selecting five Society members to serve as a Nominating Committee. The Nominating Committee shall include three persons from the Board and two non-Board members. The Board shall be informed of the composition of the Nominating Committee at its regular February meeting.

Announcement that Candidates for Office and Board Positions Are Being Sought. In January and February the Society shall announce that any person interested in running for office or for Board membership shall advise the Nominating Committee of such interest prior to the February Board meeting.

Formation of a Slate of Candidates. Between the February and March Board meetings, the Nominating Committee shall compile a slate of one or more candidates for each Office and each Board membership to be filled for the following fiscal year. At the March Board meeting the Nominating Committee shall present its slate of candidates to the Board.

Printing and Mailing of Ballots. The Vice President for Membership shall be responsible for printing and mailing ballots for the election by the last business day of March. The ballot shall make provision for a write-in candidate for each position.

Deadline for Return of Ballots. The last business day in April will be the deadline for the return of hand-delivered or mailed-in ballots.

Reporting of Election Results. All ballots that have been returned prior to the deadline shall be counted by the Nominating Committee, which will serve to certify the election. The Nominating committee shall report the results of the election to the Board and to the Membership.

Assumption of Offices by Officers and New Board Members. All Officers and new Board members shall take office on July 1.

#### ARTICLE IX: FINANCES

Fiscal Year. The fiscal year of the Society shall commence on July 1 each year and end on June 30.

#### ARTICLE X: PROHIBITION AGAINST SHARING IN EARNINGS OR ASSETS

Compensation for Services Rendered. No part of the Society's funds shall inure to the benefit of, or be distributable to, the Society's members, members of the Board, Officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II and for carrying on the business of the Society.

#### ARTICLE XI: CONFLICT OF INTEREST

Conflict of Interest. It is the policy of this Society to avoid conflicts of interest, to uphold the integrity of its purposes, and to promote the good faith exercise of the powers of the members of the Board. The Board may therefore take reasonable action against any member of the Board including, but not limited to, the barring of voting by said member of the Board on matters in the which the member has a conflict of interest and removal from participation in discussion involving that member. A "conflict of interest" includes, but is not limited to, a situation in which a member of the Board, spouse, parent, child, sibling, or other close relation or other person or entity has a financial interest in a transaction, and that interest is of such significance that it would be reasonably expected to exert an influence on the judgment of the member of the Board if he or she were called on to vote on the transaction. "Other person" includes friends and family. "Entity" includes other corporations or partnerships for which the member of the Board is an agent.

#### ARTICLE XII: 501(c)(3) COMPLIANCE

Compliance. The Society shall not carry on any activities not permitted to be carried on by a society exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or by a society, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

#### ARTICLE XIII: DISTRIBUTION OF FUNDS UPON DISSOLUTION OF THE SOCIETY

Distribution of Funds Upon Dissolution of the Society. Upon the dissolution of the Society, its remaining assets shall be distributed, transferred, conveyed, delivered, and paid to the Arizona State Museum if such entity is then in existence and qualifies as an entity of the government of the State of Arizona by virtue of its association with The University of Arizona. If the Arizona State Museum fails to qualify as an entity of the government of the State of Arizona for any reason, the assets shall be disposed of by the Superior Court of Arizona, Pima County, by distribution to such organization or organizations, as said court shall determine, which are organized and operated exclusively for the charitable purposes contemplated by Section 501(c)(3) of the Internal Revenue Code. In the event of such distribution by the Superior Court, said court is requested to consider the purposes for which this Society was organized in determining to which organization or organizations to distribute the Society's assets. Any funds accepted with restrictions from the donor shall be distributed in accordance with such restrictions.

#### ARTICLE XIV: LIMITED LIABILITY

Limited Liability of Board Members. A Board Member shall not be personally liable for monetary damages as such for any sanction taken, or any failure to take any action, unless the Board Member has breached or failed to perform the duties of his or her office. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provision of this section shall not apply to the responsibility or liability of a Board Member pursuant to any criminal statute; or the liability of a Board for the payment of taxes pursuant to local, State or Federal Law.

#### ARTICLE XV: AMENDING THE BYLAWS

The Board may amend any portion of these Bylaws at any time if necessary to comply with any provision of the Internal Revenue Code. Otherwise, these Bylaws may be amended only by a two-thirds vote of the Society members casting ballots.