CODE OF
REGULATIONS
OF
CLEVELAND ARCHAEOLOGICAL SOCIETY
April 5, 2017

ARTICLE I -NAME, MISSION, AND VISION

The name of this corporation shall be Cleveland Archaeological Society (hereafter "the Society"). Its Mission is to promote the understanding and appreciation of archaeology; to facilitate the expansion of community involvement in archaeology through lectures and community events; to foster the development and education of future archaeologists; to enhance awareness and respect of the past; to organize fund raising activities to benefit the Society and its purposes; and to advocate protection of our archaeological heritage.

Its Vision: Dig the Past – Fathom the Future.

ARTICLE II-AFFILIATION

1. The Society is an independent entity (i.e., an Ohio Corporation).

2. The Society is affiliated with the Archaeological Institute of America (hereafter referred to as the AIA or the Institute) through the granting of a Charter issued by the AIA after an acceptance vote by the AIA Council.

3. The Society has agreed to the following stipulations:

    a) To promote the AIA's mission;

    b) To function within the guidelines of the AIA and not to adopt any regulations that conflict with those of the AIA;

    c) To engage in no activity that would damage the name of the AIA or undermine its mission, including engaging in transactions that remove artifacts from public and scholarly access;

    d) To maintain a membership consisting of a minimum number of persons as required by the AIA, currently 35.

4. The Society understands that failure to follow these stipulations can result in the revoking of its Charter by a vote of the AIA Council. If its Charter is revoked, the Society loses its affiliation with the AIA and the right to use the AIA name.

ARTICLE III - MEMBERSHIP

Eligibility for membership shall be based upon such terms as the Board of Directors ("the Board") may from time to time establish. The Board by Resolution may create classes of membership having varying rights and privileges. Members of the AIA shall, by virtue of such membership, be Members of the Society. Other individuals may become Members of the

Society according to classes created by the Board, without membership in the AIA. Together, Members by virtue of the AIA membership and Members of the Society only shall constitute the Members of the corporation.

ARTICLE IV- MEETING OF THE MEMBERS

There shall be an Annual Meeting of the Members in May of each year, or at such other time as the Board may determine, for the purpose of electing Directors and for such other purposes as may come before the meeting. In addition, the President or the Board by Resolution may call a Special Meeting of the Members for such purpose as shall be set forth in a Notice of Special Meeting mailed to all members of record at their addresses appearing on the records of the Society, at least 10 days prior to such meeting. At any Meeting of the Members properly called the presence of 15 Members shall constitute a quorum for all purposes. Each Member shall have one vote which must be cast in person or by proxy in writing.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The Board shall consist of no fewer than five and no more than fifteen Directors elected by the Members from among the Members of the Society and the President, Vice Presidents, Secretary and Treasurer who shall serve as *ex officio* Directors with full voting power. Each elected Director shall serve for a term of three years and until his/her successor is elected. Those Directors shall be divided into three classes of as nearly equal number as possible.

At each Annual Meeting Directors shall be elected to the class whose term has then expired. An elected Director shall be eligible to serve two full terms, but at that time shall not be eligible for re-election thereafter until at least one year has elapsed.

A Director shall be elected by a majority of the votes cast at a duly called meeting of the Members at which a quorum is present. A Director may resign at any time by submitting a written request to the President or the Board. A vacancy on the Board may be filled by vote of the Board upon nomination by the Committee on Directors. The Director so elected shall serve until the next election of Directors and then shall stand for election according to the Class of which he/she has become a member.

Section 2. The Board shall meet at least semiannually, once immediately following the Annual Meeting. Additional meetings of the Board may be called by the President. Notice of any meeting other than that following the Annual Meeting shall be sent to each Director at least 10 days prior such meeting by mail, telephone call, facsimile or e-mail and shall state the purpose of the meeting. If it includes the election of a Director to membership on the Board it shall give his/her name. By attendance at any meeting a Director shall be deemed to have waived any Notice thereof.

Section 3. One-third of the Directors then in office shall constitute a quorum for all purposes. A majority vote of those present at a duly called meeting at which a quorum is present shall be effective for all purposes.

Section 4. Any action which might be taken at a meeting may be taken without a meeting upon the written or electronic consent of all existing Directors.

Section 5. Except as otherwise provided by law, the Articles of Incorporation or these Regulations, all powers of the Corporation shall be vested in the Board.

ARTICLE VI - OFFICERS

The Officers of the Corporation shall consist of a President, one or more Vice Presidents as the Board may create such positions, a Secretary and a Treasurer. They shall be elected by the Directors at a meeting following the Annual Meeting of the Members. Each shall serve for a term of three years. The President and all Vice Presidents may be re-elected to serve two full terms but may not then be re-elected until one year has elapsed. The Secretary and the Treasurer may be re-elected for so long as they are qualified. All shall serve until a successor is elected and qualifies. In the event that an Officer should resign during his/her term or should for any other reason be unwilling or unable to serve the Board shall elect a successor to serve until the next election by the Members. An Officer must be a Member of AJA, and a Member of the Society in good standing.

All Officers shall have the authority and duties usually associated with their respective offices, except as may be otherwise specified by law, by these Regulations, or by Resolution of the Board. In the absence or incapacity of the President a Vice President shall act in the place and stead of the President. If neither is available, the Board shall designate the one to perform such functions.

Officers shall have such additional duties and responsibilities as the Board by Resolution shall determine. The Board may designate persons who need not be Directors to serve as Assistant Secretary or Assistant Treasurer to serve at the discretion of the Board.

All Directors and Officers shall serve without compensation.

ARTICLE VII- COMMITTEES

An Executive Committee of the Board shall consist of the Officers and such additional Directors as the Board shall designate. It shall meet at the call of the President and shall, except as by Resolution of the Board otherwise provided, have full power and authority between meetings of the Board to act in its place and stead.

A Committee on Directors, consisting of at least three Directors other than the President, shall be chosen by the Board at its meeting following the Annual Meeting to serve until the next Annual Meeting. This Committee shall be responsible for nominating Members of the Society to serve as Officers and Directors and for recommending amendment to these Regulations, as deemed desirable

The Board may create such committees in addition to the Executive Committee and Committee on Directors as it shall deem desirable, to have such responsibilities and be of such duration as it may by Resolution determine. Members of such committees shall be chosen by the President.

An Officer may be removed from office by vote in writing of 75% of the Directors.

ARTICLE VIII -LIFE DIRECTORS

In addition to all other Directors, the Members, upon nomination of the Committee on Directors and the approval of the Boar may elect an individual who has provided long, valued, and dedicated service to the Society to be a non-voting Life Director without term limit, entitled to attend all meetings of the Board and to participate in its deliberations but without the duties, responsibilities or obligations of other Directors

ARTICLE IX-AMENDMENTS

These Regulations may be amended by the adoption of new Regulations or amended in part by vote of three fourths of the Directors present and voting at a Meeting duly called for that purpose if the Notice of such meeting sets forth the proposed amendment.

CERTIFICATE OF ADOPTION OF AMENDMENT
TO CODE OF REGULATIONS OF
THE CLEVELAND ARCHAEOLOGICAL SOCIETY

IN WITNESS WHEREOF, the said Philip Wanyerka, President, and Paul Iversen, Secretary, of The Cleveland Archaeological Society, acting for and on behalf of said corporation, have hereunto subscribed their names this 5th day of April, 2017.

Philip Wanyerka, President

Paul A. Iversen, Secretary