

**BY-LAWS OF THE DALLAS-FORT WORTH SOCIETY OF THE
ARCHAEOLOGICAL INSTITUTE OF AMERICA**

Approved November 20, 2014, revised May 11, 2018

Article I

Name

1.1 The name of this organization shall be the Dallas-Fort Worth Society of the Archaeological Institute of America, hereinafter sometimes referred to as the Society.

Article II

Affiliation

2.1 The Dallas-Fort Worth Society shall at all times function under the auspices of the Archaeological Institute of America (hereinafter referred to as AIA) and shall not adopt changes in these bylaws which would conflict with the Charter and Regulations of the Archaeological Institute of America.

2.2. The Society is an independent entity.

2.3 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.

2.4 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.

2.5. 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

Purpose

3.1 The purpose of the Society shall be to promote knowledge and study of, as well as interest in, archaeology and related subjects, and to further the aims and programs of the Archaeological Institute of America.

Article IV

Membership and Dues

4.1 The membership of the Society shall consist of residents and students of the Dallas-Fort Worth area, who are members in good standing of the Archaeological Institute of America.

4.2 Members of the Society who reside outside of this area may hold membership in the Dallas-Fort Worth Society, providing they remain members in good standing of the Archaeological Institute of America.

4.3 The classes of membership shall be prescribed in the Regulations of the Archaeological Institute of America. Dues are paid directly to the national office of the AIA.

Article V

Administration

5.1 The administration of the Society shall be vested in the following elected officers:

Past-President, President, Vice-President, Secretary, and Treasurer.

5.2 These officers shall serve for one year, and are eligible for reelection.

5.3 Duties of Officers

As executive officer of the Society, the President shall preside at all meetings and shall carry out the decisions of the Executive Committee (see 8.1) and the Society. In consultation with the Executive Committee, the President shall be responsible for overseeing the lecture season and delegating related tasks as necessary. This includes corresponding with the speakers, assisting speakers with local travel, and arranging for hospitality while speakers are in the Dallas-Fort Worth area.

The Vice President shall assist the President in planning and local arrangements for the lectures, including reserving rooms and equipment, planning for any dinners and/or refreshments, and making other arrangements as needed. In the absence of the President, the Vice President shall serve as President, and if the Vice President is not available, a member of the Executive Committee shall serve.

The Secretary shall maintain files with important society documents, keep minutes of business meetings and Board meetings of the Society, give notice to the membership of all meetings of the Society, supervise dissemination of information through other means

such as letters, flyers, and posters, and keep a roster of membership. This roster must be updated based on the roster sent from the headquarters of the AIA. The Secretary is also responsible for receiving election ballots, tallying ballots, and reporting results at business meetings.

The Treasurer shall handle the funds of the Society, keeping records of transactions and expenditures of the Society, reimbursing officers and members for expenses incurred for Society programs, overseeing Society tax matters, and preparing budget reports for Board meetings and business meetings.

The Past-President will advise all current officers of the society as needed and serve on the Executive Committee.

5.4 There shall be an Executive Committee consisting of the above-named officers and three elected members of the Society. The members of the Executive Committee, except the officers, shall serve for three years, one of the three members being elected each year. The duties of the Executive Committee shall be to determine the number, time, and place of meetings, to provide lecturers, and in general, to manage the affairs of the Society, except such functions as are inherent in the duties of the officers listed above.

5.5 All officers of the Society may appoint committees as provided for by Article 8.3.

5.6 Vacancies among officers or in the membership of the Executive Committee, which occur between annual business meetings, shall be filled by appointment of the President. Persons so appointed shall hold office until the next business meeting.

Article VI

Elections, Assumption of Office, and Removal from Office

6.1. The officers and members of the Executive Committee shall be elected by any combination of mail ballot, electronic ballot, and vote at a meeting called for that purpose by the President in accordance with the decision of the Executive Committee or at the annual business meeting. The three non-officer members of the Executive Committee, who hold three-year terms, shall be elected in staggered order, one each year.

6.2. The election shall be held in the Spring of each year between early March and early May, the time, place, and date to be determined by the Executive Committee.

6.3. Elected officers shall assume office as of the last Board meeting in the Spring or June 1 following their election, whichever occurs first.

6.4. Any Officer or member of the Executive Committee may be removed at any time by a confidential written two-thirds vote of the remaining members of the Executive Committee, by procedures established by the Executive Committee, if, in their judgment, such member, either by neglect, lack of interest or other cause, shall not have adequately attended to his/her duties or acts in violation of the Regulations, Code of Ethics, the Conflict of Interest Policy, or the Code

of Professional Standards of the AIA.

Article VII

Delegates to the Council of the Institute

7.1 In accordance with Article IV of the Regulations of the Archaeological Institute of America, the Dallas-Fort Worth Society may select one delegate to the Council of the Institute for its first 25 members and one further delegate for each additional 50 members. The President of the Society is also a delegate, in addition to those selected.

7.2 The Society's delegates shall be appointed by the President. Since the number of delegates to which the Society is entitled varies with the Society's membership, delegates will be designated as "Delegate #1", "Delegate #2", etc. Delegate #2 will not serve if, according to the Institute's records at the time the list of the Councilors is being constituted, the Society's membership is below 75.

Article VIII

Committees

8.1 The Executive Committee shall be the executive organ of the Society. It shall consist of the President, Vice-President, Secretary, Treasurer, Past-President and three other members of the Society who are elected by the membership.

8.2 A Nominating Committee shall be appointed annually by the President. It shall consist of at least two members of the Society and shall nominate the list of nominees to serve as officers and member of the Executive Committee for the ensuing year. The Nominating Committee shall distribute a list of nominees to the membership at least two weeks prior

to the scheduled election.

8.3 Ad hoc or standing committees may be appointed as necessary by the officers of the Society to help with the fulfillment of their duties. All committees must receive the approval of the Executive Committee at its next meeting to remain in force.

Article IX

501(c)3 Tax Exempt Status

9.1 No part of the earnings of the Society shall inure to the benefit of, or be distributed to, its members, governors, or 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 charitable and educational purposes of the Society. No substantial part of the activities of the Society shall be the carrying out of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these By-laws, the Society shall not carry on any activity not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States internal revenue law) or by an organization contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States internal revenue law).

Article X

Meetings of the Society

10.1 The meetings of the Society shall present lectures by visiting lecturers from the Archaeological Institute of America and such other programs as the Executive Committee shall consider appropriate. Such meetings must be open to the public.

10.2 An annual business meeting shall be held for the election of officers and members of the Executive Committee for the ensuing year, for the presentation of reports on the Society's activities, reports on membership and finances or and for consideration of other appropriate matters. The annual business meeting will be scheduled by the President and the Executive Committee. The annual business meeting should take place between early March and early May. Notification shall be given of the time and place of the annual business meeting to all members at least thirty days prior to the meeting.

10.3 If elections do not occur at the business meeting, the Executive Committee will arrange for an election of officers and members of the Executive Committee by mail or electronic ballot.

10.4 Other business meetings may be called at any time by the President with the approval of the Executive Committee provided thirty days notice is given to members.

Article XI

Dissolution

11.1 Upon the dissolution of the Society, the Executive Committee shall, after paying or making provision for payment of all of the liabilities of the Society, dispose of all of the assets of

the Society exclusively for charitable and educational purposes, or to such organizations organized and operated exclusively for charitable and educational purposes as shall at the time qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States internal revenue law), as the Executive Committee shall determine. Any such assets not so disposed of shall be disposed of by the court of the requisite jurisdiction in the state of Texas exclusively for charitable and educational purposes or to such organizations as the court shall determine which are organized and operated exclusively for such purposes.

Article XII

Liability

12.1 Except as otherwise provided by law, no member of the Executive Committee or Officer of the Society serving without compensation shall be liable to any other person other than the AIA based solely on such member of the Executive Committee or Officer's conduct in the execution of such office unless such conduct constituted gross negligence or was intended to cause the resulting harm.

12.2 All persons, corporations and governmental entities extending credit to, or contracting with, or having any claim against the Society, the Executive Committee, or the Officers shall look only to the funds and property of the Society for the payment of any such contract or claim, or for the payment of debt, damage, judgment or decree or of any money that may otherwise become due or payable to them from the Society or Executive Committee, so that neither the members of the Executive Committee or Officers of the Society, present or future, shall be personally liable.

Article XIII

Non-Discrimination

13.1 The Dallas-Fort Worth Society of the Archaeological Institute of America shall not, in its conduct of society affairs, restrict or limit participation on the basis of race, color, religion, sex, age, national origin or sexual orientation.

Article XIV

Amendments

14.1 These bylaws may be amended by mail or electronic ballot. Amendments shall pass by a two-thirds majority of valid ballots returned. Alternatively, these bylaws may be amended at any business meeting of the Society, provided notices of the meeting and the proposed amendments have been provided to all members by the Executive Committee at least thirty days before the date of assembly. Provisions shall be made for voting by proxy, or by mail, on the part of members who are unable to attend the meeting.

Amendments voted on at a business meeting shall pass by a two-thirds majority of the votes received via mail or electronic ballot prior to the business meeting plus the votes of those present at the business meeting.