BYLAWS OF
THE DENVER SOCIETY OF
THE ARCHAEOLOGICAL INSTITUTE OF AMERICA

Article I
Name

1.1 The name of this organization shall be the Denver Society of the Archaeological Institute of America, henceforth 'the Society'.

Article II
Affiliation

2.1 The Society is an independent entity.
2.2 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.
2.3 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.
2.4 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
Purpose

3.1 The purpose of the Society is to promote public understanding and interest in archaeology and related disciplines. The Society seeks to further the aims and programs of the AIA in Denver and surrounding region.

Article IV
Membership and Dues

4.1 The membership of the Society shall consist of Members in good standing of the AIA, particularly those residing in Denver and the surrounding region.

4.2 The classes of membership are prescribed in the Regulations of the AIA. Dues are paid directly to the national office of the AIA.

4.3 The Membership Roster is the official list of Members in good standing provided by the AIA. The Secretary is responsible for the maintenance of the Roster and its distribution to the Board of Directors (see §5.5.3).

Article V
Administration

5.1 The Administrative Year of the Society shall begin and end between the months of March and May, specifically marked by the Annual Business Meeting (see §7.2).

5.2 The administration of the Society shall be vested in a Board of Directors with the following elected Officers: President (see §5.5.1), Vice President (see §5.5.2), Secretary (see §5.5.3), Treasurer (see §5.5.4). The Program Coordinator (see §5.5.5) and National AIA Liaison (see §5.5.6) shall be appointed by the Board and will have full voting rights.

5.3 The duties of the Board of Directors shall be to determine the number, time, and place of meetings, to provide lecturers, and to manage the general affairs of the Society, except such functions as are inherent in the duties of the Officers listed below.

5.4 Officers shall serve for one Administrative Year, and are eligible for reelection or re-appointment (see Article VI). Members of the Board of Directors must be AIA members in good standing.

5.5 Duties of Officers

5.5.1 As the chief executive Officer of the Society, the President shall preside at all meetings and shall carry out the decisions of the Board of Directors and the Society. In consultation with the Board of Directors, 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 hospitality while speakers are in the Denver area. The President shall assign delegates to the AIA Annual Meeting to attend the Annual Meeting in an official capacity.

5.5.2 The Vice President shall provide support to the President, be the arbiter of all Meetings (see §7.6), and contact lapsed members (as noted on the Membership Roster). In the absence of the President, the Vice President shall serve as Acting President, and if the Vice President is similarly unavailable, an Officer of the Board of Directors shall be chosen by the Board to serve as Acting President.

5.5.3 The Secretary shall maintain files with important Society documents, keep minutes of Business Meetings and Board meetings of the Society, and assist the Program Coordinator in the dissemination of information. The Secretary shall also act as safe-keeper of the Membership Roster, which must be kept up to date and in accordance with the Roster sent from the AIA (see §4.3). The Secretary is responsible for receiving and tallying votes (including election ballots) and reporting voting results at Board or Business Meetings.

5.5.4 The Treasurer shall be the chief financial Officer of the Society and, as such, shall be responsible for all financial matters, including preparing financial reports, monitoring the endowed funds of the Society, keeping record of transactions, keeping current the authorized signatures for all the Society's accounts, reimbursing Officers and Members for expenses incurred for Society programs, overseeing Society tax matters, and preparing budget reports for Board and Business Meetings. In addition, the Treasurer is responsible for arranging funds for lecture and event expenses.

5.5.5 The Program Coordinator shall oversee and develop marketing materials for local AIA events, give notice to the membership of all meetings of the Society, disseminate information on Society lectures and events, and maintain Society listservs and communication with members. The Program Coordinator is tasked with accepting and presenting to the Board of Directors formal proposals for Society lectures and events. The Program Coordinator is then responsible for carrying out the coordination of resultant programs under the direction of the President and for the logistics of lectures and other Society events. Following Board and Business Meetings and upon the request of the President, the Program Coordinator is responsible for communicating to the Society a summary of passed resolutions and meeting minutes as provided by the Secretary.

5.5.6 The National AIA Liaison (henceforth Liaison) shall perform tasks at the discretion of the President and Vice President with regards to the maintenance of relations with the main office of the AIA. The Liaison will be responsible for all communications between the Society and the AIA, including other chapters and societies similarly under the auspices of the AIA. The Liaison shall relay the happenings of the Society, including a summary of Society lecturers, events, and programs, to the AIA through appropriate means, such as so-called ‘follow-up reports’. The Liaison is responsible for providing a report of the AIA Annual Meeting to the Board of Directors, regardless of his or her own attendance as a delegate, and shall present said report at either a Regular or Board Meeting at the request of the President.

5.6 The President, with majority approval of the Board, may appoint a Director to the Board. Such Director need not hold an office or specific position, but must have an active role in the Society with clearly defined tasks (which may include the delegation of Officer roles, as necessary), as decided at time of appointment. Directors thusly appointed shall hold their Directorship until such time as the tasks are deemed complete (following a majority decision of the Board). Alternatively, upon appointment of such a Director, the Board may choose a term (within the bounds of the Administrative Year) for the Directorship. Such a term must include a specific procedure for renewal of the Directorship. In all cases, additional Directors of this sort shall end their Directorship at the end of the Administrative Year, thereby allowing the incoming Board opportunity to assess Society needs. The appointment of additional Directors must be advertised to Society membership by the Program Coordinator.

5.7 Members Emeriti may be appointed to the Board of Directors as non-voting members to serve in an advisory and support capacity for a non-specified period of time. The President shall appoint such Members Emeriti following the majority approval of the Board of Directors. In addition, a President upon retirement (and not loss of office as a result of election or disciplinary action) automatically becomes a Member Emeritus, forgoing the appointment procedure listed above.

5.8 Any Officer may form an ad hoc committee, but shall be responsible for advertising the meetings of the committee to Society membership at the request of the President. The Officer who forms such an ad hoc committee will act as Chairman of the committee meetings, and may defer the Chair to another Officer at any time. The Chairman shall be responsible for the arrangement of committee conduct and business, and will provide a summary of committee meeting minutes to the Board of Directors at the request of the President or a majority vote of the Board.

5.9 A vacant office, occurring between Annual Business Meetings, shall be filled by appointment of the President following the majority approval of the Board of Directors until an Extraordinary Business Meeting can be arranged.

Article VI

Elections to and Assumption of Office

6.1. At the end of the Society's Administrative Year (as set forth in §5.1), all offices shall be filled by regular election. New Officers shall be elected by Members in good standing and by any combination of mail ballot, electronic ballot, or secret ballot at the Annual Business Meeting. The method of voting, once ratified by majority vote of the outgoing Board, shall be announced and advertised no later than one month prior to the Annual Business Meeting.

6.2 Regular elections shall be held during the Annual Business Meeting (see §7.2). However, in the event of an unexpected vacancy on the Board, an Extraordinary Business Meeting shall be called to fill the vacant position. Special election to the vacant position at an Extraordinary Business Meeting must follow the same protocol as a regular election. Those who assume a vacant position via special election shall hold said position only until the term of their predecessor is fulfilled. If the vacancy occurs within two months of a predetermined Annual Business Meeting, then the interim Officer appointed by the President shall hold the position for the remainder of the term (see §5.9).

6.3 Officers shall assume office during the first Board Meeting following the Annual Business Meeting, where the outgoing Board will pass on relevant materials, such as financial, email, and archival account details. This first Board Meeting of the new Administrative Year should be held within two weeks of the close of the Annual Business Meeting.

6.4 In order to serve a term on the Board of Directors, all Directors must provide a signed statement indicating their acceptance of and adherence to the AIA's Code of Ethics, Conflict of Interest Policy, and, in the case of professional members, the Code of Professional Standards.

Article VII

Meetings of the Society

7.1 The Regular Meetings of the Society shall present lectures and other programs as the Board of Directors shall consider appropriate. Such meetings must be free and open to the public.

7.2 Programs may be organized for AIA members only.

7.3 An Annual Business Meeting shall be held annually for Regular Elections (see §6.1), for the presentation of reports on the Society's activities, reports on membership and finances, and for consideration of other appropriate matters. The Annual Business Meeting shall be scheduled by the President and ratified by majority vote of the Board of Directors but must take place between March and May, and no longer than a year and a month from the previous Annual Business Meeting. The time, place, and agenda of the Annual Business Meeting will be advertised to all Members at least thirty days prior to the Meeting. All members of the Board of Directors are expected to be physically present at the Annual Business Meetings. In extreme cases and with majority of the Board's approval, Directors may provide absentee reports and votes for elections.

7.4 Extraordinary Business Meetings may be called at any time by the President or an Officer, with the majority vote of the Board of Directors, provided thirty days' notice is given to Members. All such Business Meetings should be given specific names that both reflect their purpose and differentiate them from the Annual Business Meeting.

7.5 No Business Meeting may take place without a quorum of 10% of Society Members in good standing.

7.6 A Board Meeting, open and advertised to all society members, should be held quarterly. Board Meetings may be scheduled alongside a Regular Meeting, so long as the separate Board Meeting is advertised as such. Only Society Members in good standing are entitled to raise business at the Board Meetings.

7.6 The President shall preside over all Meetings and provide the determining vote in the case of a tie. The Vice President shall be the arbiter of all Meetings, meaning that he/she will call the vote, open the discussion to the floor, allocate time according to the predetermined agenda, and, when necessary, determine the intention of these bylaws under the advisement of the President and the Board.

Article VIII
Procedure for Disciplinary Action

8.1 It is expected that all Officers shall fulfil their roles as determined by these bylaws (see §5.5). If any Member feels that an Officer has neglected their duties, behaved inappropriately or misused Society funds, they have the right to appeal to the Board of Directors in writing or at a Board Meeting.

Article IX
Fiscal Conduct

9.1 The Treasurer shall disclose in a quarterly financial report a breakdown of the revenue and expenses of the Chapter. Financial reports shall be submitted to the Board of Directors for review and received as part of the official minutes of the Board Meetings. Submitted financial reports shall be made available to any Society Member upon request.

9.2 Expenses incurred under $100 must be approved by two (2) Directors. Expenses incurred above $101 must have majority approval of the Board of Directors.

Article X
501(c)3 Tax Exempt Status

10.1 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 XI
Dissolution

11.1 Upon the dissolution of the Society, the Board of Directors 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 Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of the requisite jurisdiction in the State of Colorado 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
Non-Discrimination

13.1 The Society shall not, in its conduct of Society affairs, restrict or limit participation on the basis of race, color, religion, sex, age, national origin, sexual orientation or any other characteristic protected by applicable federal, state or local laws.

Article XIII
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 Board of Directors 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.

Bylaws drafted by the Bylaws Committee of the Denver Society, 2015; ratified by the Denver Society Board of Directors on 15 March 2016; adopted by the Denver Society on 31 May 2016