BYLAWS OF

THE ARCHAEOLOGICAL INSTITUTE OF AMERICA-HOUSTON SOCIETY

A Texas Non-Profit Corporation

Revised March 1, 2017

ARTICLE ONE
OFFICES

Section 1.01 Principal Office. The principal office of the Archaeological Institute of America-Houston Society (the "***Corporation***"), a Texas non-profit corporation, in the State of Texas will be located in the City of Houston, County of Harris. The Corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Section 1.02 Registered Office and Registered Agent. The Corporation will have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office may be, but need not be, identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE TWO
PURPOSES

Section 2.01 Organizational Purposes. The Corporation is organized exclusively for cultural, charitable and educational purposes and activities described in Section 501(c)(3) of the Internal Revenue Code. The Corporation is established as a permanent organization in Texas dedicated to promoting public interest in the arts, supporting, encouraging and educating public in archaeology, as well as providing a venue for public appreciation for archaeology. The Corporation may engage in any activities that further its purpose.

No part of the net earnings of the Corporation will inure to the benefit of any Director of the Corporation, officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director or officer of the Corporation or any private individual will be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation will be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation will not participate or intervene in (including the publication or distribution of statements) any political campaigning on behalf of any candidate for public office.

Notwithstanding any other provision of these Bylaws, the Corporation will not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations, as they now exist or as they may hereafter be amended.

Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation will be distributed exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Section 2.02 Affiliation. The Corporation is an independent entity but is affiliated with the Archaeological Institute of America (hereafter referred to as 'the AIA' or 'the Institute') through the granting of a Charter previously issued to the Corporation by the AIA after an acceptance vote by the AIA Council or relevant governing body at the time of initial acceptance.

The Corporation 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, notwithstanding any regulations needed to comply with applicable local legal or civil statutes or to achieve other stipulations in this section in a local context

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 or scholarly access

d. To maintain a membership with the AIA consisting of a minimum number of persons as required by the AIA

The Corporation has agreed 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 Corporation loses its affiliation with the AIA and the right to use the AIA name.

ARTICLE THREE
MEMBERS

Section 3.01 The Corporation will have no voting members.

ARTICLE FOUR
BOARD OF DIRECTORS

Section 4.01 General Powers. The affairs of the Corporation will be managed by its Board of Directors. Directors need not be residents of Texas.

Section 4.02 Number, Tenure and Qualifications. The number of Directors will be not less than three nor more than twenty. The initial Directors will serve terms of one, two and three years, as provided by the Board. Afterwards, each director will serve for three years, thereby providing for staggered terms. The initial terms of additional Directors will be fixed to ensure than a disproportionate number of Directors (more than one-half) will not be up for election in any given year.

Section 4.03 Regular Meetings. The Board of Directors will provide for by resolution the time and place, either within or without the State of Texas, for the holding of the regular annual meeting(s) of the Board, and may provide by resolution the time and place for the holding of additional regular meetings of the Board, without other notice than such resolution. However, there will never be less than one annual meeting of the Board of Directors.

Section 4.04 Annual Meetings. Beginning in November, an annual meeting of the Board of Directors will be held at the date, time and place determined by the Board of Directors.

Section 4.05 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meetings of the Board called by them.

Section 4.06 Meetings Utilizing Electronic Media. Members of the Board of Directors or members of any committee designated by the Board of Directors may participate in and hold a meeting of that Board or committee, respectively, by means of conference telephone or similar communication equipment, provided that all persons participating in such a meeting will constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully created.

Section 4.07 Notice. Notice of any special or regular meeting of the Board of Directors will be given at least five business days previously thereto by oral or written notice delivered personally or sent by mail, facsimile or electronic mail to each Director at his or her address as shown by the records of the Corporation. If mailed, such notice will be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting will constitute a waiver or notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 4.08 Quorum. A majority of the Board of Directors, but never less than three Directors, will constitute a quorum for the transaction of business at any meeting of the Board; but if less than a quorum of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 4.09 Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 4.10 Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors will be filled by the

Board of Directors. A Director elected to fill a vacancy will be elected for the unexpired term of his or her predecessor in office. However, vacancies need not be filled unless such a vacancy would result in fewer than three directors remaining on the board.

Section 4.11 Compensation. Directors as such will not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained will be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 4.12 Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken will be signed by a sufficient number of Directors as would be necessary to take that action at a meeting at which all the Directors were present and voted. Each such written consent will be delivered, by hand or certified or registered mail, return receipt requested, to the Secretary or other officer or agent of the Corporation having custody of the Corporation's minute book. A written consent signed by less than all of the Directors is not effective to take the action that is the subject of the consent unless, within sixty days after the date of the earliest dated consent delivered to the Corporation in the manner required by this Article, a consent or consents signed by the required number of Directors is delivered to the Corporation as provided in this Article. For purposes of this Article, any written or electronic copy of a writing signed by a Director will be regarded as signed by the Director.

Section 4.13 Resignation. Any Director may resign by giving written notice to the President. The resignation will be effective at the next called meeting of the Board of Directors, of which meeting the resigning Director will receive notice.

Section 4.14 Removal. Any Director may be removed with or without cause by a two-thirds majority of the remaining Directors.

Section 4.15 Indemnification. The Corporation may indemnify and advance reasonable expenses to directors, officers, employees and agents of the Corporation to the fullest extent required or permitted by Article 2.22A of the Texas Non-Profit Corporation Act, subject to the restrictions, if any, contained in the Corporation's Articles of Incorporation. The Corporation will have the power to purchase and maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by Article 2.22A of the Texas Non-Profit Corporation Act.

ARTICLE FIVE
OFFICERS

Section 5.01 Officers. The officers of the Corporation will be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it will deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 5.02 Election and Term of Office. The officers of the Corporation will be elected by the Board of Directors at the alternate Annual meeting of the Board of Directors and will serve terms of two years duration. If the election of officers will not be held at such meeting, such election will be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer will hold office for two years or until his or her successor will have been duly elected and will have qualified.

Section 5.03 Removal. Any officer elected or appointed by the Board of Directors may be removed with or without cause by a majority vote of the Board of Directors, but such removal will be without prejudice to the contract rights, if any, of the officer so removed.

Section 5.04 Vacancies. A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5.05 President. The President will be the principal executive officer of the Corporation and will, in general, supervise and control all of the business and affairs of the Corporation. He or she will preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof will be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general he or she will perform all duties as may be prescribed by the Board of Directors from time to time, including participating in various committee meetings as a member or chairperson thereof. He or she will also be responsible for informing the Board of Directors of possible programs, meetings and functions of the Corporation.

Section 5.06 Vice President. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their election) will perform the duties of the President, and when so acting will have all the powers of and be subject to all the restrictions upon the President. Any Vice President will perform such other duties as from time to time may be assigned to him or her by the President or Board of Directors.

Section 5.07 Treasurer. If required by the Board of Directors, the Treasurer will give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors will determine. He or she will have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as will be selected in accordance with the provisions of these Bylaws; he or she will keep proper books of account and other books showing at all times the amount of funds and other property belonging to the Corporation, all of which books will be open at all times to the inspection of the Board of

Directors; he or she will also submit a report of the accounts and financial condition of the Corporation at each annual meeting of the Board of Directors; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 5.08 Secretary. The Secretary will keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or Board of Directors. The Board of Directors and Officers will give bonds of the faithful discharge of their duties in such sums and with such sureties as the Board of Directors will determine. Assistant Treasurers and Assistant Secretaries, if any, in general, will perform such duties as will be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

ARTICLE SIX
COMMITTEES

Section 6.01 Appointment. The President will appoint members of committees established by the Board of Directors subject to the approval of a majority of the Board of Directors. The Board of Directors will appoint the chairperson of each committee. These committees will perform such functions and make such reports as the President or Board of Directors will determine.

Section 6.02 Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which will consist of two or more persons, a majority of whom are Directors, which committees, to the extent provided in said resolution, will have and exercise the authority in the management of the Corporation of the Board of Directors. However, no such committee will have the authority of the Board of Directors in reference to amending, altering or repealing these Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it will not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereof of authority will not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him or her by law.

Section 6.03 Executive Committee. The Board of Directors may appoint from among its members an Executive Committee consisting of the officers and any additional members as deemed necessary by the Board to serve at the pleasure of the Board. The President, unless absent or otherwise unable to do so, will preside as Chairperson of the Executive Committee. The Committee will meet at the call of the President, the Board of Directors or any two members of the Committee and will have and may exercise when the Board of Directors is not in session the power to perform all duties, of every kind and character, not required by law or the charter of the Corporation to be performed solely by the Board of Directors. The Executive Committee will have authority to make rules for the holding and conduct of its meetings, keep records thereof and regularly report its actions to the Board. A majority but never less than three of the members of the Committee in office will be sufficient to constitute a quorum at any meeting of the Committee and all action taken at such a meeting will be by a majority of those present all acts performed by the Executive Committee in the exercise of its aforesaid authority will be deemed to be, and may be certified as, acts performed under authority of the Board of Directors. Vacancies in the Executive committee will be filled by appointment by the Board of Directors. All actions of the Executive Committee will be recorded in writing in a minute book kept for that purpose and a report of all action will be made to the Board of Directors at its next meeting. The minutes of the Board of Directors will reflect that such a report was made along with any action taken by the Board of Directors with respect thereto.

Section 6.04 Nominating Committee. The President will, with thirty days advance notice to the Board of Directors, appoint the members of the Nominating Committee created by the Board of Directors. The members will be members of the Board of Directors appointed to nominate candidates for officers and directors. Additional nominations may be made by Directors at the annual meeting.

Section 6.05 Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, the President of the Corporation will appoint the members of each such committee. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation will be served by such removal. Members of such committee or committees may, but need not be, Directors.

Section 6.06 Term of Office. Each member of a committee will continue as such until the next annual meeting of the members of the Board of Directors and until his or her successor is appointed, unless the committee will be sooner terminated, such member be removed from such committee or such member will cease to qualify as a member thereof.

Section 6.07 Chairperson. One member of each committee will be appointed chairperson by the person or persons authorized to appoint the members thereof.

Section 6.08 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6.09 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee will constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present will be the act of the committee.

Section 6.10 Rules. Each committee may adopt rules for its government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

Section 6.11 Committee Dissolution. The Board of Directors may, in its sole discretion, dissolve any committee with or without cause. Except for the Executive Committee, such dissolution will require approval by a majority of the quorum. The Executive Committee may only be dissolved by approval of two-thirds or more of all members of the Board of Directors.

ARTICLE SEVEN
CONTRACTS, CHECKS, DEPOSITS AND GIFTS

Section 7.01 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 7.02 Checks and Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation will be signed by such officer or officers, agent or agents of the Corporation and in such manner as will from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments will be signed by the Treasurer or an Assistant Treasurer.

Section 7.03 Deposits. All funds of the Corporation will be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 7.04 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE EIGHT
BOOKS AND RECORDS

Section 8.01 Books and Records. The Corporation will keep correct and complete books and records of account of the activities and transactions of the Corporation including, a minute book which will contain a copy of the Corporation’s application for tax-exempt statue (IRS Form 1023), copies of the organization’s IRS information and/or tax returns (*e.g.*, Form 990 and all schedules thereto) and a copy of the Articles of Incorporation, Bylaws and Amendments. The Corporation will also keep minutes of the proceedings of its Board of Directors and any committees having the authority of the Board of Directors. All books and records of the Corporation may be inspected by any Director or his or her agent or attorney for any proper purpose at any reasonable time. Representatives of the IRS may inspect these books and records as necessary to meet the requirements relating to federal tax Form 990. All financial records of the Corporation will be available to the public for inspection and copying to the fullest extent required by law.

ARTICLE NINE
FISCAL YEAR

Section 9.01 Fiscal Year. The fiscal year of the Corporation will begin on first day of July of each year and conclude on the last day of June of the following year.

ARTICLE TEN
WAIVER OF NOTICE

Section 10.01 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or these Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time therein, will be deemed equivalent to the giving of such notice.

ARTICLE ELEVEN
AMENDMENTS TO BYLAWS

Section 11.01 Amendments to Bylaws. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds majority of the Directors present at any regular meeting or at any special meeting, if at least five days' written, oral or electronic notice is given of an intention to alter, amend or repeal these Bylaws or to adopt new Bylaws at such meeting.

ARTICLE TWELVE
AMENDMENTS TO ARTICLES

Section 12.01 Amendments to Articles. The Articles of Incorporation of the Corporation may, to the extent allowed by law, be altered, amended or restated and new Articles of Incorporation may be adopted by a two-thirds majority of the Directors present at any regular meeting or at any special meeting, if at least five days' written, oral or electronic notice is given of an intention to alter, amend or restate the Articles of Incorporation or to adopt new Articles of Incorporation at such meeting.