

**ARCHAEOLOGICAL INSTITUTE OF AMERICA
MEMPHIS-MISSISSIPPI SOCIETY**

BY-LAWS

Article I Name

- 1.1 The name of this organization shall be the Archaeological Institute of America Memphis-Mississippi Society, hereinafter referred to as 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 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 AIA.

Article IV Membership and Dues

- 4.1 The membership of the Society shall be open to any interested individual who is a member in good standing of the AIA. The classes of membership shall be prescribed by the Institute and the Society shall have no power to levy any assessment beyond the annual dues prescribed by the Institute.

Article V Administration

- 5.1 The administration of the Society shall be vested in the following elected officers: President, Vice-President, and a Secretary-Treasurer. Together these officers will constitute the Society's Executive Committee.
- 5.2 These officers shall serve for one year and are eligible for reelection.
- 5.3 The duties of the officers shall be as follows:
- President:** arranges and presides over meetings and prepares the schedule for the meetings of the local society.
- Vice-president:** assists President and fills in when the President is unable to perform duties; helps to increase and maintain membership.

Secretary-Treasurer: maintains contact with members of the society and administers money provided by the Institute.

- 5.4 Vacancies among officers, 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.
- 5.5 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.
- 5.6 No person should hold two positions on the Executive Committee.

Article VI Elections, Assumption of Office, and Removal from Office

- 6.1. The officers and members of the Board of Governors (if one exists) 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.
- 6.2 The election shall be held each year, the time, place, and date to be determined by the Board of Governors. The Board will determine when elected officers will assume office.
- 6.3 In order to hold office or serve a term on the Board of Governors, all members of the Board of Governors 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.
- 6.4 Any Officer or member of the Board of Governors may be removed at any time by a confidential written two-thirds vote of the remaining members of the Board of Governors, by procedures established by the Board of Governors, if, in their judgment, such member of the Board of Governors, 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 The Society understands that, in accordance with Article IV of the Regulations of the AIA and as long as it remains in good standing as a society chartered by the AIA, the 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 has dropped below 75.

Article VIII Use of earnings

- 8.1 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.

Article IX Meetings of the Society

- 9.1 The meetings of the Society shall present lectures by visiting lecturers from the AIA and such other programs as the Executive Committee or Board of Governors shall consider appropriate. Such meetings must be open to the public.
- 9.2 An annual business meeting shall be held for the election of officers and members of the Board of Governors 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. Written 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.
- 9.3 If elections do not occur at the business meeting, the Executive Committee will arrange for an election of officers and members of the Board of Governors by mail or electronic ballot.
- 9.4 Other business meetings may be called at any time by the President with the approval of the Executive Committee provided ten-day notice is given to members.

Article X Dissolution

- 10.1 In the event of the dissolution of the AIA-Memphis-Mississippi Society, any funds belonging to the society at the time of dissolution shall, after all debts have been paid, be given to the AIA.

Article XI Liability

- 11.1 All persons, corporations and governmental entities extending credit to, or contracting with, or having any claim against the Society, the Board of Governors, 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 Board of Governors, so that neither the members of the Board of Governors or Officers of the Society, present or future, shall be personally liable.

Article XII Non-Discrimination

- 12.1 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 or sexual orientation.

Article XIII Amendments

- 13.1 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 Governors 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. Notwithstanding the foregoing no change will be made to Article II without prior approval of the AIA.

13.2 If amendments or changes are made, updated bylaws will be sent to the AIA national office in a timely fashion.