

BY-LAWS OF THE NEW ORLEANS SOCIETY OF THE ARCHAEOLOGICAL INSTITUTE OF AMERICA

Article I Name

1.1 The name of this organization shall be the New Orleans Society of the Archaeological Institute of America, hereinafter sometimes referred to as the Society.

Article II Affiliation

- 2.1 The organization is an independent entity established to promote the mission of the Archaeological Institute of America.
- 2.2 The organization obtains and maintains a charter from the Archaeological Institute of America (hereinafter referred to as the AIA) by agreeing to the following stipulations.
 - 2.2.1 It will function within the guidelines of AIA and will not adopt changes in these bylaws which would conflict with the Charter and Regulations of the Archaeological Institute of America.
 - 2.2.2 It will maintain a membership of at 35 AIA members.
 - 2.2.3 It will use its best efforts to reach out to its broader community to attract attendees to events sponsored by the AIA, such as AIA lectures and International Archaeology Day.
 - 2.2.4 Its board members will engage in no activity that will besmirch the name of the Archaeological Institute of America nor undermine its mission. Such prohibited activity includes engaging in transactions that remove artifacts from public and scholarly access.

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 New Orleans 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 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: President, Vice-President, and Secretary-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 New Orleans.

The Vice President shall assist 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-Treasurer shall maintain files with important society documents, 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-Treasurer shall handle the funds of the Society, administering money provided by the Institute, overseeing Society tax matters.

- 5.4 There shall be a Board of Governors consisting of the above-named officers and of three other persons. The members of the Board of Governors, except the officers, shall serve for three years, on a rotation with one of the members being elected annually. In addition, a President upon retirement automatically becomes a member of the Board of Governors for two years. The duties of the Board of Governors 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. The Board of Governors may, in addition, propose for election as Honorary President a person of distinction in the archaeological field.
- 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 Board of Governors shall be filled by appointment of the President. Persons so appointed shall hold office until the next election.

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

- 6.1. The officers and members of the Board of Governors 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.
- 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 Board of Governors.
- 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 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.
- 6.5 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 Archaeological Institute of America 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 Committees

- 8.1 The Executive Committee shall be the executive organ of the Society. It shall consist of the President, Vice-President, and Secretary-Treasurer.
- 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 members of the Board of Governors 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 to remain in force.

Article IX Use of earnings

- 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.

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 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 with the agreement of the Board of Governors. 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.
- 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 Board of Governors 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-day notice is given to members.

Article XI Dissolution

11.1 Upon the dissolution of the Society, the Board of Governors 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 Governors shall determine.

Article XII Liability

12.1 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 XIII 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 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 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.