

**ARCHAEOLOGICAL INSTITUTE OF AMERICA
PHILADELPHIA SOCIETY**

**BY-LAWS
March 30,2017**

Article I Name and Purpose

- 1.1 The name of this organization shall be the Philadelphia Society of the Archaeological Institute of America, hereinafter referred to as the Society.
- 1.2 The purpose of the Society is to promote interest in, as well as knowledge and study of archaeology and related subjects, and to further the aims and programs of the Archaeological Institute of America (hereinafter referred to as the AIA).

Article II Affiliation

- 2.1 The Society is an independent entity chartered by the AIA in 1888/1889.
- 2.2 The Society has agreed to the following stipulations:
 - 2.2.1 To promote the AIA's mission.
 - 2.2.2 To function within the guidelines of the AIA, and not to adopt any regulations that conflict with those of the AIA.
 - 2.2.3 To engage in no activity that will damage the name of the AIA nor undermine its mission, including engaging in transactions that remove artifacts from public and scholarly access.
 - 2.2.4 To maintain a membership consisting of a minimum of persons as required by the AIA, currently 35.
- 2.3 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 Membership and Dues

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

Article IV Administration

- 4.1 The administration of the Society shall be vested in an Executive Committee comprised of the elected Officers (President, Vice-President, Secretary-Treasurer) and up to four elected Councilors.
- 4.2 The elected Officers and Councilors shall serve for two years, and are eligible for re-election.

4.3 Duties of Officers

4.3.1 The President shall preside at all meetings and carry out the decisions of the Executive Committee and the Society. The President shall be responsible for overseeing the lecture series and delegating related tasks as necessary. This includes corresponding with the speakers, assisting speakers with local travel, and arranging for hospitality. In addition, the President shall oversee other initiatives of the Society and delegate related tasks as necessary.

4.3.2 The Vice President shall oversee 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, the Secretary-Treasurer shall serve.

4.3.3 The Secretary-Treasurer shall maintain files of important Society documents, 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. The Secretary-Treasurer shall handle the funds of the Society and prepare a financial and membership report for the distribution as specified in Article 5.2.

4.3.4 The Councilors shall advise and assist the Officers on all business of the Society, including lectures and other activities, serve on subcommittees of the Executive Committee, and provide liaison with the membership at large. Councilors may be assigned specific duties by the Executive Committee (e.g. Webmaster).

4.4 Vacancies among Officers occurring between elections shall be filled by appointment by the President or as specified in article 4.3.2.

4.5 Ad hoc or standing committees may be appointed as necessary by the Executive Committee.

4.6 No person may hold two positions on the Executive Committee, except to fill a sudden vacancy until an election can be held.

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

5.1 The Executive Committee shall seek nominations from members of the Society for elected positions and put forward a ballot each year.

5.2 The election of Officers and Councilors shall be conducted through an electronic ballot (or paper ballot where necessary) distributed to all members in good standing in the Spring. Notification of the elections shall be given 30 days prior to the close of balloting. The announcement of elections shall include a report on the membership and financial status of the Society.

5.3 To ensure continuity, Officers and Councilors shall be elected on the following schedule:
Even numbered years – President and 2 Councilors; odd numbered years – Vice-President, Secretary-Treasurer and 2 Councilors. Officers and Councilors assume their duties by May 15.

- 5.4 Elected Officers and Councilors shall provide a signed statement indicating their acceptance of and adherence to the Bylaws of the Society, Regulations of the AIA, AIA Code of Ethics, Conflict of Interest Policy, and, in the case of professional members, the Code of Professional Standards (see Appendix).
- 5.5 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 of the Executive Committee, either by neglect, lack of interest, or other cause, shall not have adequately attended to his/her duties, or shall have acted in violation of the Society Bylaws, AIA Regulations, AIA Code of Ethics, the Conflict of Interest Policy, or the AIA Code of Professional Standards.

Article VI Delegates to the Council of the Institute

- 6.1 In accordance with Article IV of the Regulations of the AIA, the President or the Executive Committee of the Society shall select one delegate to the Council of the Institute for its first 25 members and one further delegate for each additional 50 members.
- 6.2 The President of the Society is a delegate *ex officio*, in addition to those selected.

Article VII Ethics and Conflict of Interest

- 7.1. Code of Ethics: It is the policy of the Society that: (a) any conflict of interest, or apparent or potential conflict of interest, be fully disclosed to the Society's Executive Committee before it makes a decision on the matter involved; (b) that no member of the Executive Committee participate (other than by providing information) in any decision in which he or she has a Conflict of Interest; and (c) that all members of the Executive Committee have a continuing responsibility to review their outside business, philanthropic and personal interests, and those of members of their families, for actual, apparent or potential conflicts of interest with respect to the Society, and to disclose the nature of such interest or relationship promptly after it is identified. Furthermore, the Executive Committee may not approve, nor participate in, any self-dealing transaction prohibited by law.
- 7.2 No part of the earnings of the Society shall inure to the benefit of, or be distributed to, its members, Officers or Councilors, 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 and the mission of the AIA.

Article VIII Meetings of the Society

- 8.1 All lectures and programs of the Society shall be open to the public and normally free of charge.
- 8.2 Business meetings for consideration of appropriate matters may be called by the President, with the approval of the Executive Committee, or upon request by 10% of the members, provided thirty days' notice is given to members by mail or electronic media.

Article IX Dissolution

- 9.1 In the event of the dissolution of the AIA-Philadelphia 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 X Liability

- 10.1 Except as otherwise provided by law, no member of the Executive Committee serving without compensation shall be liable to any person or entity other than the AIA, based solely on the conduct of such member in the execution of such office unless such conduct constitutes gross negligence or was intended to cause the resulting harm.
- 10.2 All persons, corporations and governmental entities extending credit to, or contracting with, or having any claim against the Society 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.

Article XI Non-Discrimination

- 11.1 The Society shall not, in its conduct of society affairs, restrict or limit participation based on race, color, religion, sex, age, national origin, ethnicity, or sexual orientation or identification.

Article XII Amendments

- 12.1 Notice of a business meeting of the Society and proposed amendments to the bylaws must be provided to all members at least thirty days in advance.
- 12.2 Provisions shall be made for members unable to attend the meeting to vote by proxy via mail or electronic media.
- 12.3 Amendments voted on shall pass if approved by a two-thirds majority of the votes cast at the called meeting and those received via mail or electronic ballot prior to the meeting. Notwithstanding the foregoing, no change will be made to Article II without prior approval of the AIA.
- 12.4 Amended bylaws will be sent to the AIA national office within ten business days.

Appendix. Model of Statement to be Signed by Officers and Councilors
(May be altered to reflect subsequent changes in the documents referred to below.)

**Archaeological Institute of America
Philadelphia Society**

During my term as _____ of the Philadelphia Society (Society) of the
Archaeological Institute of America (AIA), I accept and will adhere to

_____ (initial) the Bylaws of the Society

_____ (initial) the Regulations of the AIA

_____ (initial) the AIA Code of Ethics

([https://www.archaeological.org/sites/default/files/files/Code%20of%20Ethics%20\(2016\).pdf](https://www.archaeological.org/sites/default/files/files/Code%20of%20Ethics%20(2016).pdf))

_____ (initial) the Society's Conflict of Interest Policy

It is the policy of the Society that: (a) any conflict of interest, or apparent or potential conflict of interest, be fully disclosed to the Society's Executive Committee before it makes a decision on the matter involved; (b) that no member of the Executive Committee participate (other than by providing information) in any decision in which he or she has a Conflict of Interest; and (c) that all members of the Executive Committee have a continuing responsibility to review their outside business, philanthropic and personal interests, and those of members of their families, for actual, apparent or potential conflicts of interest with respect to the Society, and to disclose the nature of such interest or relationship promptly after it is identified. Furthermore, the Executive Committee may not approve, nor participate in, any self-dealing transaction prohibited by law.

_____ (initial; if a professional archaeologist) AIA Code of Professional Standards

([https://www.archaeological.org/sites/default/files/files/Code%20of%20Professional%20Standards%20\(2016\).pdf](https://www.archaeological.org/sites/default/files/files/Code%20of%20Professional%20Standards%20(2016).pdf))

Signature

Date