

**ARCHAEOLOGICAL INSTITUTE OF AMERICA
PITTSBURGH SOCIETY**

BY-LAWS

Article I: Name and Purpose

1. The name of this organization shall be the Archaeological Institute of America Pittsburgh Society (abbreviated as either AIA-Pgh or Pgh-AIA), hereinafter referred to as the Society.
2. The purpose of the Society is 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 (hereinafter referred to as the AIA or the Institute).

Article II: AIA Affiliation

1. The Society is an independent entity.
2. The Society is affiliated with the AIA through the granting of a Charter issued by the AIA after an acceptance vote by the AIA Council.
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.
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: Membership and Dues

1. The membership of the Society shall be open to any interested individual who is a member in good standing of the AIA. The Society shall have no power to levy any assessment beyond the annual dues prescribed by the Institute on members in good standing of the AIA.
2. Society membership may be extended to individuals who are not members of the AIA in a bid to encourage them to join the AIA. The Society may levy dues on such members.

Article IV: Administration

1. The administration of the Society shall be vested in its executive officer (President). The President may be assisted by a board of Directors, including other officers whose titles and responsibilities will be decided upon by the President.
2. Officers shall serve until they resign or are replaced by the President.
3. Vacancies among officers shall be filled by appointment of the President.
 - a. If the position of President is vacant, the Vice-President (if there is one) will become the new President; if there is no Vice-President, the Board of Directors will elect a new President; if there is no Board of Directors as well, any member(s) of both the AIA and the Society can 1) call for the election of a Board, 2) set a minimal number

of votes that must be cast for the election to be valid, 3) run for a position on the Board and 4) hold the election. Once the new board is constituted, it can elect a new President.

4. Ad hoc or standing committees may be appointed as necessary by the Board of Directors.

Article V: Assumption of Office, and Removal from Office

1. Officers and Members of the Board of Directors shall be appointed by the President in accordance with the following provisions.
2. Officers and Board members must be members of the AIA in good standing.
3. Officers and Board members should have at least one (though, preferably, all) of the following qualifications:
 - a. An MA or PhD in Archaeology or a related field
 - b. A current or former archaeologically-related position at a museum, institution of higher learning, or firm concerned with archaeology, historical preservation or the like
 - c. A rational and cooperative nature
 - d. The ability to listen well, and to speak concisely
 - e. Talents, abilities, resources, experiences, knowledge, or other characteristics which align with the interests and purposes of the Society.
4. Any officer may resign at any time, or be removed from office at any time either by the President or by a confidential written two-thirds vote of the Board of Directors provided that, in their judgment, such officer's actions or interests are in conflict with the purposes, goals, or rights of the Society as expressed in these bylaws.

Article VI: Delegates to the Council of the Institute

1. In accordance with Article IV of the Regulations of the AIA, the President may select one delegate to the Council of the Institute for its first 25 members and one further delegate for each additional 50 members.
2. The President of the Society is also a delegate, in addition to those selected.

Article VII: Use of earnings and property

1. No part of the earnings or property of the Society shall inure to the benefit of, or be distributed to its members, officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered (including salaries for employees) and to make payments, purchases, distributions, and engage in other financial transactions in furtherance of the charitable and educational purposes of the Society.

Article VIII: Meetings of the Society

1. The *public meetings* of the Society shall present lectures by visiting lecturers from the AIA and such other programs as the President or Board of Directors shall consider appropriate. Such meetings must be open to the public, and have no quorum requirements.
2. An *annual business meeting* of the President and the Board of Directors shall be held for consideration of matters important to the management and continuance of the Society. Notification shall be given of the time and place of the annual business meeting at least fourteen days prior to the meeting. More than half of the board must be present to constitute a quorum.

3. *Board meetings* may be called at any time by the President provided the board members are given ten-day prior notice. More than half of the board must be present (or participating) to constitute a quorum.
 - a. Resolutions *determining* policies and courses of action must be proposed by a member of the Board of Directors, and the Board of Directors decides by vote on the adoption or rejection of proposed resolutions.
 - b. Such resolutions may be adopted (or rejected) by mail, by electronic ballot, by a vote held at any meeting of the Board of Directors, or any combination of these or similar methods (as technology permits, provided the votes cast can be verified as originating from an authorized voter). Proxy votes are allowed, provided they can be authenticated.
 - c. Such resolutions shall pass by a simple majority of valid ballots returned. Passed resolutions become policies or courses of action for the Society.
 - d. The deadline for voting shall be the moment when the vote is called at the meeting; for absentee and electronically submitted votes (other than those cast via live-streaming), the deadline shall be construed as the posted time for the meeting to commence; for votes held without a meeting, the deadline shall be set by the President in accordance with the provision for a fourteen-day notification period.
4. Other *meetings for all members of the Society* may be called at any time by the President with the approval of the Board of Directors provided members are given sufficient prior notice. More than ten members must be present (or participating) to constitute a quorum.
 - a. Resolutions *recommending* policies or courses of action can be proposed by Society members who are members of the AIA in good standing at such meetings, or such resolutions can be submitted directly to any officer or board member at any time.
 - b. Such resolutions may be endorsed, (or rejected) by mail, by electronic ballot, by a vote held at any Society meeting, or any combination of these or similar methods (as technology permits, provided the votes cast can be verified as originating from an authorized voter). Proxy votes are allowed, provided they can be authenticated.
 - c. Such resolutions shall pass by a simple majority of valid ballots returned. Passed resolutions shall be submitted for a vote at the next board meeting where they may be adopted as a matter of policy or action.
 - d. The deadline for voting shall be the moment when the vote is called at the meeting; for absentee and electronically submitted votes (other than those cast via live-streaming), the deadline shall be construed as the posted time for the meeting to commence; for votes held without a meeting, the President will set a reasonable deadline.

Article IX: Dissolution

1. In the event of the dissolution of the 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

1. 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 settlement 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

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 XII: Amendments

1. Amendments must be proposed by a member of the Board of Directors, and the Board of Directors decides by vote on the adoption or rejection of proposed amendments.
2. Amendments may be adopted (or rejected) by mail, by electronic ballot, by a vote held at any meeting of the Board of Directors, or any combination of these or similar methods (as technology permits, provided the votes cast can be verified as originating from an authorized voter). Proxy votes are allowed, provided they can be authenticated.
3. Amendments shall pass by a two-thirds majority of valid ballots returned.
4. For a vote on an amendment to be valid, notices of the meeting and the proposed amendments must have been provided to all members of the Board of Directors at least thirty days before the deadline for voting.
5. The deadline for voting shall be the moment when the vote is called at the meeting; for absentee and electronically submitted votes (other than those cast via live-streaming), the deadline shall be construed as the posted time for the meeting to commence; for votes held without a meeting, the deadline shall be set by the President in accordance with the provision for a thirty-day notification period.
6. Notwithstanding the foregoing no change will be made to Article II without prior approval of the AIA.
7. When amendments or changes are made, updated bylaws will be sent to the AIA national office in a timely fashion.