

ROCHESTER SOCIETY OF THE
ARCHAEOLOGICAL INSTITUTE OF AMERICA

BYLAWS
AS AMENDED APRIL 7, 2016

Article I Name

1.1 The name of this organization shall be the Rochester Society of the Archaeological Institute of America.

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.
- (e) 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 Purposes

3.1 The purposes of the Society shall be to promote knowledge and study of, as well as interest in, archaeology and to further the aims of the AIA.

Article IV Membership and Dues

4.1 The membership of the Society shall consist of residents and students in the greater Rochester area who are members of the AIA.

4.2 Members of the Rochester Society who reside outside of the greater Rochester area may hold membership in the Rochester Society providing they remain members of the AIA.

4.3 The classes of membership shall be prescribed in the Regulations of the AIA. Membership entitles a member's spouse to hold office and participate as a full member in the local Society.

Article V Administration

5.1 The administration of the Society shall be vested in the following officers: President, Vice President, Secretary and Treasurer.

5.2 The President shall be the executive officer of the Society. The President shall call and preside at meetings of the Society and the Executive Committee and shall carry out the decisions of the Executive Committee and the Society.

5.3 The Vice President shall serve as President in the absence or incapacity of the President. If the Vice President is not available, such other member of the Executive Committee or of the Society as the Executive Committee may designate shall serve as President.

5.4 The Secretary shall give notice to the membership of all lecture meetings of the Society, shall submit publicity to the media for lectures open to the public, and shall supervise dissemination of information through other means such as letters, fliers and posters. The Secretary shall keep the records and transactions of the Society up to date including the membership roster.

5.5 The Treasurer shall handle all funds of the Society.

5.6 All officers in the Society may appoint committees as provided for by Article 8.3.

5.7 Any vacancy occurring in the offices or any other office created by the Executive Committee shall be filled by appointment of the Executive Committee for the unexpired portion of such term.

5.8 The members of the Executive Committee shall be *ex officio* members of the board of directors. Without prejudice to the authority of the Executive Committee to name such individuals to committees or offices as the Executive Committee determines to be appropriate, the membership may elect additional persons to serve as directors of the Society as the membership may decide from time to time.

5.9 Notwithstanding anything to the contrary herein, the Society and its directors, officers, committees and agents may give and receive any document, ballot or other writing and provide any notice called for pursuant to these Bylaws or otherwise considered necessary or

appropriate to the conduct of the Society's business in electronic form and by e-mail or other means of electronic distribution rather than mail, with the same effect as if given, received or provided in paper form. However, a member entitled to receive notice hereunder shall be provided with a paper copy of any notice or ballot delivered electronically upon such member's request.

Article VI Elections

6.1 The officers shall be elected either by mail ballot or at a meeting called for that purpose by the President in accordance with the decision of the Executive Committee. Persons entitled to vote at a meeting may instead vote by proxy with the same effect as if present in person at the meeting.

6.2 The election shall be held each year between January and May.

6.3 Elected officers shall assume office as of June 1 and shall serve for one year. All officers are eligible for reelection.

Article VII Delegates to the Council of the Institute

7.1 The Rochester Society may elect such delegates to the Council of the Institute as may be provided for by the Regulations of the AIA.

7.2 The Society's delegates shall be elected in the same way as the Society's officers. If one or more vacancies should occur in the ranks of the Society's delegates, the President may appoint a delegate for each vacancy to represent the Society, pending a new election, with respect to any business of the Council.

Article VIII Committees

8.1 The Executive Committee shall be the executive organ of the Society. It shall consist of the President, Vice President, Secretary and Treasurer.

8.2 The Executive Committee shall oversee the lecture season, assist speakers in local travel, arrange for hospitality of speakers while in Rochester, make local arrangements for lectures including rooms and equipment, and oversee planning for any dinners or refreshments in connection with lectures and programs.

8.3 *Ad hoc* or standing committees may be appointed as necessary by the officers of the Society to help with the duties of the Executive Committee.

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 shall consider appropriate. Meetings may

be open to the public or restricted to members and guests as decided by the Executive Committee.

9.2 A business meeting may be called by the President, with the approval of the Executive Committee, for election of officers and delegates, for presentation of reports on the Society's activities, membership and finances or for consideration of other matters upon notice to all members at least seven days prior to the meeting.

9.3 If elections do not occur at the business meeting, the Executive Committee will hold an election of officers and delegates by mail ballot.

Article X Dissolution

10.1 In the event of dissolution of the Rochester Society, any funds belonging to the Society at the time of dissolution shall, after all debts have been paid, be given to the AIA, provided such organization satisfies the requirements of Section 12.1.

Article XI Adoption and Amendments

11.1 These amended bylaws shall be adopted by mail ballot or by vote at a meeting, or by a combination of votes obtained by mail and those given at a meeting. Adoption shall require 2/3 majority of valid ballots/votes cast.

11.2 These bylaws may be amended by mail ballot. Amendments shall pass by two-thirds majority of valid ballots. Alternatively, these bylaws may be amended at any business meeting of the Society by a two-thirds majority vote of persons present (in person or by proxy) and voting, provided notices of the meeting and proposed amendments have been mailed to all members at least seven days before the meeting.

11.3 The Executive Committee, without further member consent, may adopt such amendments to these Bylaws as may be required to maintain the Society in compliance with applicable law, including rules governing entitlement to tax exemptions, provided that no such amendment is contrary to the existing terms of the Bylaws.

Article XII New York State Sales Tax Exemption Required Provisions

12.1 Dissolution Provision

In the event of dissolution, all of the remaining assets and property of the corporation shall after necessary expenses thereof be distributed to such organizations as shall qualify under section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws; or to the federal government, or to a state or local government for a public purpose; or to another organization to be used in such manner as the judgment of a Justice of the Supreme Court of the State of New York determines will best accomplish the general purposes for which this corporation was formed.

12.2 Non-Inurement Provision

No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee, officer of the organization or any private individual shall be entitled to share in the distribution of any of the assets on dissolution of the organization.

12.3 Restrictive Legislation Provision

No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by section 501(h) of the Internal Revenue Code, as amended), nor shall the corporation participate in, or intervene (including the publication or distribution of statements) in, any political campaign on behalf of or in opposition to any candidate for public office.

12.4 Restrictive Purposes and Activities Provision

Notwithstanding any other provision of these articles, the organization is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) or corresponding provisions of any subsequent Federal tax laws.