As on file with
Secretary of State of Missouri
Prepared 1981 by Ed Grossman
Rerun May, 1987
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BY-LAWS OF AMERICAN INSTITUTE OF ARCHAEOLOGY, ST. LOUIS SOCIETY, INC.

ARTICLE I: LOCATION OF OFFICES

Principal Office ▪

Section 1:1 ▪ The principal office of the corporation shall be at such place as the Board of Directors may from time to time determine. The Corporation may also have other offices, in such places (within or without the State of Missouri) as the Board of Directors may from time to time determine. The registered office of the Corporation shall be maintained in the State of Missouri, and may be, but need not be, identical with the principal office. The registered office may be changed from time to time by action of the Board of Directors and upon appropriate notice to the Secretary of State.

ARTICLE IA: MEMBERS

Annual Meeting ▪

Section 1A:1 ▪ The annual meeting of the members of the Corporation for the purpose of electing Directors and for the transaction of such other business as may be brought before the meeting, commencing in 1981 shall be held between the fifteenth day of March and the fifteenth day of June of each year at the time and place set forth in the notice of said meeting.

Special Meetings ▪

Section 1A:2 ▪ The President may, and either the President or Secretary, at the written request of a majority of the members of the Board of Directors, or at the written request of not less than one-fifth of all of the members entitled to vote there at, shall call a special meeting of the members at any time. Such request shall state the purpose, or purposes, of the proposed meeting, and at such special meetings only such matters as may be specified in the call therefor shall be considered.

Notice of Meetings ▪

Section 1A:3 ▪ Unless waived, as elsewhere provided in the By-Laws, written or printed notice of each meeting of the members stating the place, day and hour of the meeting, and, in case of a special meeting or where otherwise required by law, the purpose or purposes for which the meeting is called, shall (a) be mailed with postage prepaid not less than ten or more than thirty days before the date of the meeting to each member entitled to vote at such meeting, at member's address as it appears on the record of the Corporation.

Quorum ▪

Section 1A:4 ▪ Fifteen (15) members when present in person at any meeting of the members, shall constitute a quorum for the transaction of business, except as otherwise provided by law, the Articles of Incorporation, or By-Laws. Every decision by a majority of such quorum shall be valid as an act of the Corporation unless a larger vote is required by law, the Articles of Incorporation, or the By-Laws.

Organization ▪

Section 1A:5 ▪ The President, or in his absence the Vice-President, or in his absence the Secretary or other Officer calling the meeting, shall call meetings of members to order and act as chairman thereof. In case neither the President nor the Vice-President nor the Secretary is present, the members present may elect a chairman of such meeting. The Secretary of the Corporation shall act as Secretary of all meetings of the members. In his absence or in the event he shall be acting as Chairman, the Chairman may appoint any person to act as Secretary.

ARTICLE II: DIRECTORS

General Powers ▪

Section 2:1 ▪ The Board of Directors shall control and manage the business and property of the Corporation.

Number and Qualification ▪

Section 2:2 ▪ Until the number shall be changed by amendment to these By-Laws, the Board of Directors shall consist of not more than eleven members including the officers. If a person who is elected an officer is not then a director, one less director shall be elected at said time. Directors shall not be eligible to serve more than two consecutive terms.

Terms of Office ▪

Section 2:3 ▪ Each Director shall hold office for a term continuing until the second annual meeting of the members next succeeding his election and until his successor shall have been duly elected and qualified. For the purpose of staggering the terms of the Directors, listed in the Articles of Incorporation, the said eleven original directors shall serve terms ending at the Annual Meeting of the corporation in the following years:

1981: Wilfred MacDonald, Edmund Rogers, Betty Hanks, Thomas Wagner
1982: George S. Robbert, Harold Mare, Robert Haldiman, G. Kenneth Robins
1983: Garland Russell, Lucia O'Reilly, Betty Grossman

Vacancies ▪

Section 2:4 ▪ Any interim vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors, said director to serve until the next annual meeting of the members.

Place of Meetings ▪

Section 2:5 ▪ The Board of Directors may hold its meetings at the principal office of the Corporation or at such other place or places within or without the State of Missouri as it may from time to time determine.

Annual Meetings ▪

Section 2:6 ▪ The annual meeting of the Board of Directors shall be held between the fifteenth day of March and the fifteenth day of June of each year, immediately following the adjournment of the annual meeting of members of the Corporation.

Regular Meetings ▪

Section 2:7 ▪ The Board of Directors from time to time, by resolution, may provide for regular meetings, which may thereafter be held at the time and place designated, without notice thereof to the Directors; provided, however, that any Director absent from the meeting at which such resolution was adopted shall be notified of the adoption thereof not less than 3 days prior to the first regular meeting to be held pursuant thereto.

Special Meetings ▪

Section 2:8 ▪ Special meetings of the Board of Directors may be called by the Chairman of the Board, the Vice Chairman of the Board, the President, or any three Directors, and shall be held at the time and place (within or without the State of Missouri) specified in the call.

Notice of Meetings ▪

Section 2:9 ▪ Unless waived as hereinafter provided, notice of the time, place and purpose of each annual and special meeting shall be delivered to each Director, either in person or by mail, postage prepaid and addressed to such Director, either at the most recent address which he has furnished the Secretary of the Corporation or at his last known residence address at least five days before such meeting. If given by mail, such notice shall be deemed delivered upon deposit in the United States mails, postage prepaid and addressed in either manner aforesaid.

Quorum ▪

Section 2:10 ▪ Except as otherwise provided by law, by the Articles of Incorporation, or elsewhere in these By-Laws, one-third of the full Board of Directors as prescribed in these By-Laws as from time to time amended shall constitute a quorum for the transaction of business, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the Directors present at a meeting, or the Director, if there be only one present, or the Secretary if there be no Director present, may adjourn the meeting from time to time, not to exceed 30 days, until a quorum be had. No notice other than announcement at the meeting need be given of such adjournment.

Compensation ▪

Section 2:11 ▪ No Director shall be entitled to compensation for his attendance at any meeting of the Board of Directors or of any committee thereof of which he may be a member.

Actions of Directors in Lieu of a Meeting ▪

Section 2:12 ▪ If permitted by law and if all the Directors severally or collectively consent in writing to any action to be taken by the Directors, such consents shall have the same force and effect as a unanimous vote of the Directors at a meeting duly held, and may be stated as such in any certificate or document filed pursuant to the provisions of applicable law. The Secretary shall file such consents with the minutes of the meetings of the Board of Directors.

ARTICLE III: COMMITTEES

Executive Committee ▪

Section 3:1 ▪ The Board of Directors may, by resolution adopted by a majority of all the members of the Board of Directors, designate an Executive Committee to consist of two or more Directors, one or more of whom shall be designated by the Board as Chairman or Co-Chairman of the Executive Committee. The Board of Directors may delegate to the Executive Committee any and all authority in the management of the Corporation otherwise vested in the Board of Directors. The Board of Directors, acting by a majority of the members present at a meeting at which a quorum is present, shall have the power at any time to expand or limit the authority of, to fill vacancies in, to change the membership of, or to dissolve the Executive Committee. A majority of the members of the Executive Committee shall be sufficient to determine its action unless the Board of Directors shall otherwise provide for a greater percentage.

Meetings of Executive Committee ▪

Section 3:2 ▪ Regular meetings of the Executive Committee may be held without call or notice at such times and places as the Executive Committee from time to time may fix. Other meetings of the Executive Committee may be called by any member thereof either by oral, telegraphic or written notice not later than the day prior to the date set for such meeting. Such notice shall state the time and place of the meeting and, if by telegraph or in writing, shall be addressed to each member at his address as shown by the records of the Secretary of the Corporation. Upon request by any member, the Secretary shall give the required notice calling the meeting. The Executive Committee shall keep a record of its proceedings, and shall regularly present such records to the Board of Directors.

Other Committees ▪

Section 3:3 ▪ Other Committees may be established from time to time by the Board of Directors. Such other Committees shall have such purpose(s) and such power(s), as the Board of Directors by resolution may confer. The Board of Directors or such Officer or Committee as the Board of Directors may designate, shall have the power to appoint members of such other Committee, to remove any member thereof, to fill any vacancy therein, and to designate the Chairman (or Co-Chairmen) of such other Committee. Unless otherwise provided by the Board of Directors, a majority of the members of such other Committee shall constitute a quorum, and the acts of a majority of the members present at a meeting at which a quorum is present shall be the act of such other Committee.

ARTICLE IV: OFFICERS

Principal Executive Officers ▪

Section 4:1 ▪ The Principal Executive Officers of the Corporation shall be a President, one or more Vice-Presidents (any one or more of whom may be specially designated with a descriptive title such as Executive Vice-President or Vice-President in charge of some particular phase(s) of the Corporation’s affairs), a Treasurer and a Secretary. Any two or more offices may be held by the same person except the offices of President and Secretary.

Other Officers ▪

Section 4:2 ▪ The Board of Directors may appoint such other officers or agents as it may deem necessary (including, but not by way of limitation of the generality of the foregoing, one or more Assistant Treasurers, and one or more Assistant Secretaries), each of whom shall hold office for such period, have such authority and perform such duties as are provided in these By-Laws, or as the Board of Directors from time to time may designate.

Election and Term of Office ▪

Section 4:3 ▪ Beginning in 1981 at the annual meeting of members, the members shall elect a President, Vice-President, Treasurer and Secretary of the Corporation; each such term continuing until the next annual meeting of the members next succeeding their respective election, and until their respective successors shall have been duly elected and qualified. Each of the aforesaid officers shall, ex officio, be a member of the Board of Directors. No officer may serve more than two consecutive terms.

Power and Duties of Officers ▪

Section 4:4 ▪ The officers of the Corporation shall in general have the powers and perform the duties usually incident to such offices and any other powers and duties designated by the Board of Directors or provided for in these By-Laws.

President ▪

Section 4:5 ▪ Unless otherwise decided by the Board of Directors, the President shall preside at meetings of the Board of Directors. Subject to the Board of Directors, he shall have general charge of the business of the Corporation. He shall keep the Board of Directors fully informed and shall freely consult them concerning the business of the Corporation. He may sign and execute all authorized bonds, contracts, or other obligations in the name of the Corporation. He shall do and perform such other duties as from time to time may be assigned to him by law, the Board of Directors, or these By-Laws.

Vice-President ▪

Section 4:6 ▪ Each Vice-President shall have such powers and shall perform such duties as may be assigned to him by law, the Board of Directors, the President, or these By-Laws. In the absence or disability of the President or at any time upon his request, the duties and powers of the President shall be performed and executed by the respective Vice-Presidents in the order of priority designated by the Board of Directors, or, in the absence of such designation, in the order of priority of appointment. Vice-Presidents appointed at the same meeting, unless the Board of Directors shall fix a different priority, shall be deemed to have been appointed in the order in which their names are set forth in the resolution or resolutions for their appointment.

Treasurer ▪

Section 4:7 ▪ The Treasurer shall have custody of, and be responsible for, all the funds and securities of the Corporation and shall deposit and withdraw such funds and securities in and from such banks, trust companies, or other depositories as shall be selected by and in accordance with the resolutions adopted from time to time by the Board of Directors. He shall also have custody of and be responsible for the maintenance of the books of accounts of the Corporation. He shall do and perform such other duties as from time to time may be assigned to him by law, the Board of Directors, or these By-Laws.

Assistant Treasurer ▪

Section 4:8 ▪ Each Assistant Treasurer shall have such powers and shall perform such duties as may be assigned to him by law, the Board of Directors, the Treasurer, or these By-Laws. In the absence or disability of the Treasurer, or at any time upon his request, his duties and powers shall be performed and exercised by the Assistant Treasurer, or if there be more than one Assistant Treasurer, the respective Assistant Treasurers in the order of priority designated by the Board of Directors, or, in the absence of such designation, in the order of priority of appointment.

Secretary ▪

Section 4:9 ▪ The Secretary shall perform such duties and have such powers as may be assigned to him by law, the Board of Directors, the President, or these By-Laws. The Secretary shall see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law, be custodian of the Corporation's records, keep a register of the post office addresses of all Directors, have general charge of the books and records of the Corporation, and sign such instruments with the President or other officers as may be required.

Assistant Secretary ▪

Section 4:10 ▪ Each Assistant Secretary shall have such powers and shall perform such duties as may be assigned to him by law, the Board of Directors, the Secretary, or these By-Laws. In the absence or disability of the Secretary, or at any time upon his request, his duties and powers shall be performed and exercised by the Assistant Secretary or, if there be more than one Assistant Secretary, the respective Assistant Secretaries in the order of priority designated by the Board of Directors, or, in the absence of such designation, in the order of priority of appointment.

Recording Secretary ▪

Section 4:11 ▪ The Recording Secretary shall perform such duties and have such powers as may be assigned to him by law, the Board of Directors, the President, or these By-Laws. The Recording Secretary shall keep the minutes of the meetings of the Board of Directors and he shall keep the records of the Executive Committee, if any.

Bonding ▪

Section 4:12 ▪ If so required by the Board of Directors, an officer shall give bond in such form and amount and with such sureties as the Board of Directors may provide, for the faithful discharge of his duties, but the premiums for any such bond shall be borne by the Corporation.

Execution of Instruments ▪

Section 4:13 ▪ All bills of exchange, promissory notes, and checks issued, drawn, or made by the Corporation shall be signed by such officer or officers, or such individual or individuals, as the Board of Directors may from time to time designate therefor; provided, however, that in the absence of any such designation, they may be signed on behalf of the Corporation by any two of the following officers: the President, any Vice-President, the Treasurer, the Secretary, and the Recording Secretary. Any other contract or obligation of the Corporation shall be executed by such officer or officers, or such other individual or individuals, as the Board of Directors may direct, or, in the absence of such direction, by the President or any Vice-President.

Vacancies ▪

Section 4:14 ▪ If any vacancy occurs in any office set forth in Section 4:1▪ the said vacancy shall be filled by the Board of Directors, the officer so elected to serve until the next annual meeting of the members of this corporation.

ARTICLE V: MISCELLANEOUS

Corporate Seal ▪

Section 5:1 ▪ The Corporation shall have a corporate seal in the form adopted by the Board of Directors.

Resignations ▪

Section 5:2 ▪ Any Director or Officer of the Corporation may resign at any time by giving written notice to the Chairman of the Board of Directors, the President, or the Secretary. Such resignation shall take effect at date of the receipt of such notice, or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Waiver ▪

Section 5:3 ▪ Whenever any notice is required to be given by law, the Articles of Incorporation, or these By-Laws, a waiver thereof in writing, signed by the person or persons entitled to such notice, or a duly authorized representative of such person, whether before or after the time stated therein; shall be deemed equivalent to the giving of such notice. Presence at a meeting of Directors shall constitute a waiver of notice, except where the Director states that he is present solely for the purpose of objecting to the transaction of business because the meeting was not lawfully called or convened.

Amendments ▪

Section 5:4 ▪ The Board of Directors shall have power to make, amend and repeal the By-Laws of the Corporation by an affirmative vote equal to the majority of the whole Board at any annual, regular or special meeting of the Board. No such amendment shall be inconsistent with the Articles of Incorporation or applicable law.

Books and Records ▪

Section 5:5 ▪ Except as the Board of Directors may from time to time direct or as may be required by law, the Corporation shall keep its books and records at its principal office.

Severability ▪

Section 5:6 ▪ If any word, clause or provision of these By-Laws shall, for any reason, be determined to be invalid or ineffective, the provisions hereof shall not otherwise be affected thereby but shall remain in full force and effect.

ARTICLE VI: INDEMNIFICATION OF DIRECTORS OFFICERS AND OTHERS

Liabilities Covered ▪

Section 6:1 ▪ Each Indemnified Person shall be indemnified by the Corporation against any and all Indemnified Expenses reasonably paid or incurred by such Indemnified Person with respect to any claim, action, suit or proceeding of whatever nature (whether actual or threatened, whether brought by or in the nature of the Corporation, or by any other person, governmental authority or instrumentality, and whether civil, criminal, administrative, investigative, appellate or otherwise), in which such Indemnified Person may be involved as a party or otherwise by reason of being, or having been, an Indemnified person, provided that (1) such Indemnified Person shall be successful therein, on the merits or otherwise or (2) such Indemnified Person is determined, as hereinafter provided, to have acted in good faith for a purpose which he reasonably believed to be in or not opposed to the best interests of the Corporation (hereinafter called “standard of conduct”). If an Indemnified Person had reasonable cause to believe that his conduct was unlawful, he shall be deemed not to have met the standard of conduct.

Procedures for Indemnification ▪

Section 6:2 ▪ Whether an Indemnified Person has met the standard of conduct shall be determined (a) by the Board, acting by a quorum consisting of directors not parties to such claim, action, suit or proceeding, or (b) if such a disinterested quorum of the Board if not obtainable, or, even if obtainable, if so directed by such quorum, by independent legal counsel in a written opinion, or (c) in such other manner as the Board deems appropriate for an impartial determination. A judgement, or, settlement (with or without court approval), conviction, or plea of nolo contendere, shall not create a presumption that an Indemnified Person has failed to meet such standard of conduct. If several claims, issues, matters, actions, suits or proceedings are involved, an Indemnified Person shall be indemnified for those Indemnified Expenses allocable to the claims, issues, matters, actions, suit or proceedings in respect of which such Indemnified Person has met such standard of conduct. The Corporation may advance expenses to, or where appropriate, may itself undertake at its expense the defense of, any such Indemnified Person, upon receipt of an undertaking by or on behalf of such Indemnified Person to repay or reimburse such expenses if it is ultimately determined that he is not entitled to indemnification under this Article VI.

Extent of Rights Hereunder ▪

Section 6:3 ▪ The rights of indemnification provided by this Article VI shall not be exclusive of any other rights to which an Indemnified Person may otherwise be entitled pursuant to any agreement, statute, law or otherwise. In the event of the death or incapacity of an Indemnified Person, all such rights shall extend to his heirs and legal representatives. The provisions of this Article VI shall apply to claims, actions, suits, or proceedings made or commenced after the date of its adoption by the Board, whether arising from acts or omissions to act occurring before or after such date.

Definitions ▪

Section 6:4 ▪ For purpose of this Article VI:

(1) “Indemnified Person” means each past or present director or officer of the Corporation, and each other employee or person the Board may determine to be entitled to the benefits of this Article VI.
(2) “Indemnified Expenses” means any and all liabilities and expenses, including, but not limited to, counsel and other fees and disbursements and amounts paid in settlement by or amounts of judgement, fines or penalties against an Indemnified Person.
(3) “Board” means the Board of Directors of the Corporation.

ARTICLE VII: PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No member, director, officer, or employee of or member of a committee of or person connected with the corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purpose as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation. All members of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution of winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE VIII: INVESTMENTS

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgement of the Board of Directors, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make any similar restriction, provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 504 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE IX: EXEMPT ACTIVITIES

Notwithstanding any other provision of these By-Laws, no member, director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

AMENDMENTS

<u>Amendment 1</u> – Affiliation (adopted 2/22/2017)

1. The Society is an independent entity.

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.

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.