

**THE ARCHAEOLOGICAL INSTITUTE OF AMERICA
TOLEDO SOCIETY
BYLAWS**

originally approved September 29, 1995; revised, amended, and re-approved June 25, 2017

ARTICLE I – NAME OF THE ORGANIZATION

Section 1. NAME

The name of this corporation is Archaeological Institute of America, Toledo Society (referred to as the “AIA” and “Society”, respectively.)

Section 2. LOCATION

The Society is incorporated in the Toledo metropolitan area in the State of Ohio.

ARTICLE II – AFFILIATION

Section 1. The Society is an independent entity.

Section 2. The Society is affiliated with the Archaeological Institute of America through the granting of a charter issued by the AIA after an acceptance vote by the AIA Council.

Section 3. The Society agrees 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

Section 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 – PURPOSES AND LIMITATIONS

Section 1. PURPOSES

The primary function of this Society shall be to actively promote the advancement of the knowledge of its members and the general public in archaeology, ancient art, and allied disciplines. This is a not-for-profit Society organized and operated exclusively for charitable and educational purposes.

Section 2. LIMIT OF ACTIVITIES

This Society shall not engage in activities that contradict the grounds on which it is granted exemption from federal income tax under the provision of Section 501 (c)(3) of the U. S. Internal Revenue Code.

Section 3. LIMIT OF EARNINGS AND INFLUENCE

No part of the earnings of this Society shall benefit any member or private individual, except that the Society shall be authorized to pay reasonable compensation for services rendered, to reimburse expenditures made and to make payments for the charitable and educational purposes of the society. The Society shall refrain from participation in political campaigns of candidates for public office as required by IRS regulations for 501 (c)(3) organizations.

ARTICLE IV – MEMBERSHIP, MEETINGS AND VOTING

Section 1. MEMBERSHIP CLASSES

Members of the Society are certified members in good standing of the AIA. The classes of membership shall be those prescribed by the AIA. The Society shall not levy any assessment beyond the annual dues stipulated by the AIA.

Section 2. ANNUAL MEETING

The Society shall hold a meeting every year at a time and place designated by the Board of Trustees. Notice of the meeting shall be given by the Corresponding Secretary to all members not less than ten days before the date of the meeting. At the meeting, members shall receive reports from officers and committees, and transact such business as may be referred to the meeting by the Board of Trustees. Election of Officers and Trustees at Large shall also take place at this meeting.

Section 3. SPECIAL MEETINGS

Special meetings of the Society may be called in one of the following ways:

- a. By the President
- b. By a majority of the Board of Trustees
- c. By the filing with the Corresponding Secretary of a written request signed by twenty percent of the members

Section 4. QUORUM

At all general meetings of the members of the Society, a quorum to conduct business shall be defined as one-fifth of the membership as certified by the Membership Secretary. If a quorum is not reached, members present may continue informally but without the power to adopt resolutions or take action.

Section 5. VOTING

Each member of the Society in good standing either present at a valid meeting or providing written instructions to it shall have one vote. Proxies may not be used.

ARTICLE V – OFFICERS AND TRUSTEES AT LARGE

Section 1. BOARD OF TRUSTEES

The Board of Trustees shall consist of the following:

- a. President
- b. Vice President
- c. Corresponding Secretary
- d. Membership Secretary
- e. Treasurer
- f. Trustees at Large

There shall be at least three Trustees at Large and not more than twelve, as determined by the Board of Trustees

No person shall serve simultaneously as both an Officer and a Trustee at Large.

Section 2. POWERS OF THE BOARD OF TRUSTEES

The Board of Trustees shall have general powers to manage and control the affairs and property of the Society consistent with the laws of the State of Ohio and with the rules of the national AIA. These powers include:

- a. Approving the annual budget
- b. Conducting meetings of the Society
- c. Managing the fiscal affairs of the Society
- d. Removing Officers or Trustees at Large for due cause

Section 3. DUTIES OF THE OFFICERS

- a. President

The President shall have general charge of the activities of the Society. He or she shall preside at all meetings of the Society and the Board of Trustees. The President shall have ultimate responsibility for the lecture program and other activities. Any of these activities may be delegated to an Officer or Trustee at Large. The President shall have the power to sign checks and perform other financial transactions if the Treasurer is not available.

- b. Vice President

The Vice President shall stand in for the President as needed, and perform such duties as may be assigned by the President or the Board of Trustees.

- c. Corresponding Secretary

This Secretary shall keep minutes for all meetings of the Board of Trustees and of the general Society, and perform such other duties as may be assigned by the President or the Board of Trustees.

- d. Membership Secretary

This Secretary shall handle all contacts regarding membership in the Society and in the AIA, maintain a membership roster, and perform such other duties as may be assigned by the President or the Board of Trustees.

e. Treasurer

The Treasurer shall be responsible for the care and custody of the funds and securities of the Society, subject to the direction of the Board of Trustees. He or she shall collect money payable to the Society, keep proper financial records, and file tax returns for the Society. When required, he or she shall, with the assistance of an attorney, file documents with the Ohio Secretary of State. The Treasurer shall perform such other duties as may be assigned by the President or the Board of Trustees.

The Board of Trustees may designate one other Member of the Society to act as substitute, in the event the Treasurer is unable to perform the duties of the office.

Section 4. DUTIES OF THE TRUSTEES AT LARGE

Trustees at Large shall provide oversight of the Society and offer counsel on all matters.

Section 5. TERMS OF OFFICE

The normal term of office for each Trustee at Large shall be three years. To the extent possible, one-third of the Trustees at Large shall be elected each year. The term of office for all Officers shall be two years. To the extent possible, half the Officers shall be elected in odd numbered years and the other half in even years. Officers and Trustees at Large may be re-elected to the same position multiple times.

A Trustee at Large or Officer may resign at any time by filing a written resignation with the President, the Vice President, or one of the Secretaries of the Society.

Section 6. REMOVAL FROM OFFICE

Any Officer or Trustee at Large may be removed from office for failing to perform his or her duties or for having conflict of interest with the Society. If any Officer or Trustee at Large of the Society believes that an Officer or Trustee at Large is failing to perform required official duties, he or she should submit a complaint in writing to the Society President, or if the President is being accused, submit a complaint to the Vice President. Upon receiving such complaint, the President or the Vice President shall call a special meeting of the Board of Trustees to consider the allegations and determine what judicial and enforcement actions are to be taken.

Section 7. VACANCIES

Vacancies on the Board of Trustees may be filled for the balance of the term by a majority vote of the Board.

Section 8. MEETINGS AND NOTICES

The Board of Trustees shall meet as needed throughout the year. Any of these meetings may be transacted “virtually” by email or other appropriate technology. Notice of each meeting shall be sent to all Officers and Trustees at Large not less than ten days prior to such meeting. Special meetings of the Board of Trustees may be called by the President, Vice President, or by one-half or more of the Officers and Trustees at Large.

For virtual or in-person meetings of the Board of Trustees, one-half of the Board shall constitute a quorum. Either the President or the Vice President shall chair the meeting.

Section 9. STANDING AND TEMPORARY COMMITTEES

With the approval of the Board of Trustees, the President may establish standing and temporary committees consisting of Officers, Trustees at Large, or other members of the Society to make recommendations to the Board on matters related to the Society.

Section 10. QUALIFICATIONS

All members of the Board of Trustees must be members in good standing of the AIA and the Toledo Society. There is no requirement of length of membership to hold office.

Section 11. NOMINATION AND ELECTION

The Board of Trustees shall function as the Nominating Committee. They may add non-Board members of the Society, but members of the Board of Trustees shall remain in the majority. Officers and Trustees at Large shall be elected by a simple majority of votes cast.

ARTICLE VI – CONTRACTS AND BUSINESS TRANSACTIONS

Section 1. EXECUTION OF PAPERS

All legal and financial instruments shall be signed by the appropriate Officer or a Board-designated Trustee at Large.

Section 2. CONFLICTS OF INTEREST

No member of the Society shall receive compensation for services as an Officer or Trustee at Large nor directly or indirectly receive any profit from that office. An Officer or Trustee at Large may be reimbursed for actual expenses incurred in discharging the business of the Society.

No Officer or Trustee at Large shall vote upon any matters coming before the Society in which he or she or any family member has any financial employment or property interest.

Any Member of the Society may lodge a complaint of conflict of interest. The procedure to be used is the same as that described above in Article V, Section 6, Removal from Office.

Section 3. LIMITATION OF LIABILITY

All persons, corporations, and governmental agencies extending credit to, or contracting with, or having any claim against the Society, or any of its Officers or Trustees at Large shall look only to the funds and property of the Society for the payment of any such contract or claim, 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, so that none of the Officers or Trustees at Large of the Society, past, present or future, shall be personally liable.

ARTICLE VII – NON-DISCRIMINATION

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 VIII – AMENDMENTS

Section 1. PROCESS

These Bylaws may be altered, amended or repealed by a two-thirds vote of the members of the Board of Trustees.

Section 2. AMENDING ARTICLE II

Notwithstanding the forgoing, no change shall be made to Article II without prior approval of the AIA.

Section 3. NOTIFICATION

If amendments or changes are made, an updated copy of the Bylaws will be sent to the AIA national office following AIA policy and to the office of Ohio Secretary of State as required by the Ohio Revised Code.

ARTICLE IX – DISSOLUTION

Section 1. DISSOLUTION

The Society may be dissolved upon the affirmative vote of a majority of the Board of Trustees present at any meeting of the Board at which a quorum is present.

Section 2. TERMINATION OF AFFAIRS OF THE SOCIETY

In the event of dissolution, the money in the Society's Kurt T. Luckner Lecture Fund shall be donated to the AIA for the purpose of creating one or more national AIA lectureships bearing the name "Kurt T. Luckner Lecture." The endowment shall be returned to the Toledo Society if it begins to function once again.

Furthermore, in the event of dissolution of the Toledo Society, all assets remaining after the donation of the Kurt T. Luckner Fund to the AIA and payment of all obligations shall be distributed exclusively for charitable or educational purposes to organizations exempt from Federal Income Tax under the provision of Section 501 (c)(3) of the U. S. Internal Revenue Code.