

**ARCHAEOLOGICAL INSTITUTE OF AMERICA
WALLA WALLA SOCIETY**

BY-LAWS

Article I Name and Purpose

- 1.1 The name of this organization shall be the Archaeological Institute of America Walla Walla Society, hereinafter referred to as the Society.
- 1.2 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 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.
- 2.4. 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

- 3.1 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.

Article IV Administration

- 4.1 The administration of the Society shall be vested in an elected officer (President). The President may be assisted by other elected officers whose titles and responsibilities will be decided upon by the President and Society membership. These could include a Vice-President, and Secretary-Treasurer. These officers will constitute the Society's Executive Committee.
- 4.2 Officers shall serve for one year and are eligible for reelection.
- 4.3 Ad hoc or standing committees may be appointed as necessary by the Executive Committee.
- 4.4 No person may hold two positions on the Executive Committee.

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

- 5.1. Positions on the Executive Committee shall be filled on a voluntary basis. If more than one individual wishes to serve for the same position on the Committee, elections will be held.

The President, in accordance with the decision of the Executive Committee, will arrange for an election in person or by electronic ballot.

5.2 Volunteers for officer positions shall be solicited from the membership annually.

5.3 Officers will provide a signed statement indicating their acceptance of and adherence to the AIA's Code of Ethics, Conflict of Interest Policy, and, in the case of professional members, the Code of Professional Standards.

5.4 Any officer may be removed at any time by a confidential written two-thirds vote of the Society's members. Any officer may also be removed by procedures established by the Executive Committee, if, in their judgment, such officer is in violation of the Regulations, Code of Ethics, the Conflict of Interest Policy, or the Code of Professional Standards of the AIA, or for any other reason.

Article VI Delegates to the Council of the Institute

6.1 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.

6.2. The President of the Society is also a delegate, in addition to those selected.

Article VII Use of earnings

7.1 No part of the earnings of the Society shall inure to the benefit of, or be distributed to, its members, governors, or officers, 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.

Article VIII Meetings of the Society

8.1 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. Such meetings must be open to the public.

8.2 An annual business meeting scheduled by the President and the Executive Committee shall be held for the election of officers for the ensuing year, for the presentation of reports on the Society's activities, reports on membership and finances, and for consideration of other appropriate matters. Written notification shall be given of the time and place of the annual business meeting to all members at least thirty days prior to the meeting.

8.3 If elections do not occur at the business meeting, the Executive Committee will arrange for an election of officers and members of the Board of Governors by electronic ballot.

8.4 Other business meetings may be called at any time by the President with the approval of the Executive Committee provided ten-day notice is given to members.

Article IX Dissolution

9.1 In the event of the dissolution of the AIA-Walla Walla 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 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 on the basis of race, color, religion, sex, age, national origin or sexual orientation.

Article XII Amendments

12.1 These bylaws may be amended by electronic ballot. A period of at least two weeks shall be allowed for the return of ballots. Amendments shall pass by a two-thirds majority of valid ballots returned. Amendments may be proposed by the Executive Committee, or by any group of at least four members. In the latter case, the amendment in question shall be submitted to the Executive Committee for the process of voting. Notwithstanding the foregoing, no change will be made to Article II without prior approval of the AIA. Notwithstanding the foregoing no change will be made to Article II without prior approval of the AIA.

12.2 If amendments or changes are made, updated bylaws will be sent to the AIA national office in a timely fashion.