

**ARCHAEOLOGICAL INSTITUTE OF AMERICA
WESTCHESTER SOCIETY**

BY-LAWS

Article I Name and Purpose

- 1.1 The name of this organization shall be the Archaeological Institute of America Westchester 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 Members of the Institute who choose to affiliate with the Society shall automatically be members of the Society.
- 3.2 Membership of the Society shall be open to any interested individual who supports the purpose of the Society and such individuals shall be encouraged to join the Institute.
- 3.3 Annual dues to the Society shall be determined by the Society Board of Governors.

Article IV Board of Governors

- 4.1 The Society shall be administered by a Board of Governors consisting of a minimum of seven people.
- 4.2 The President shall be the executive head of the Society and shall, under the direction of the Board of Governors, have general management of the affairs of the Society and perform all duties and exercise all powers assigned to the position or otherwise incident to the office. The administration of the Society shall be vested in an elected officer (President).
- 4.3 The President may be assisted by members of the Board of Governors whose titles and responsibilities will be decided upon by the President, the Board of Governors, or the Society membership.

- 4.4 Members of the Board of Governors with specific titles and responsibilities shall constitute the Executive Committee.
- 4.5 No person may hold two positions on the Executive Committee.
- 4.6 Ad hoc or standing committees may be appointed as necessary by the Executive Committee.
- 4.7 The President shall be an *ex-officio* member of all committees.
- 4.8 Vacancies in the Board of Governors occurring between elections shall be filled by appointment of the President.
- 4.9 Members of the Board of Governors shall serve for one year and are eligible for reelection.

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

- 5.1. Officers shall be elected at the Society's annual business meeting or at a meeting called for that purpose by the President in accordance with the decision of the Executive Committee.
- 5.2 Elections shall be held annually.
- 5.3 Elected 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 or by procedures as 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.

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.
- 7.2 The Society will maintain an Endowment Fund first established on April 17, 1994.
- 7.3 The purpose of the Endowment Fund shall be to provide continuous financial support for the educational program of the Society.
- 7.4 The Endowment Fund shall be administered by a Board of Trustees to consist of the President and the Treasurer plus any other member of the Board of Governors as needed and upon approval of the majority vote of the Board of Governors.
- 7.5 Absent intentional wrongdoing, no Trustee shall be liable for the investment results.
- 7.6 No Trustee shall receive compensation for the performance of duties in managing the Endowment Fund.

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 or and for consideration of other appropriate matters. Written or electronic 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 mail or 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-Westchester 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 mail or electronic ballot. Amendments shall pass by a two-thirds majority of valid ballots returned. Alternatively, bylaws may be amended at any business meeting of the Society, provided notices of the meeting and the proposed amendments have been provided to all members by the Board of Governors at least thirty days before the date of assembly. Provisions shall be made for voting by proxy, or by mail, on the part of members who are unable to attend the meeting. Amendments voted on at a business meeting shall pass by a two-thirds majority of the votes received via mail or electronic ballot prior to the business meeting plus the votes of those present at the business meeting. 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.