



# ARCHAEOLOGICAL INSTITUTE *of* AMERICA

## LOCAL SOCIETIES: BYLAWS

In compliance with the policies outlined for the operation of AIA Local Societies, each chartered Society should have a copy of its bylaws on file at the AIA office in Boston. If you have not already done so, please send a copy of your Society's bylaws to [membership@archaeological.org](mailto:membership@archaeological.org).

Bylaws are a set of rules adopted by an organization chiefly for the governance and regulation of its affairs. Bylaws for an AIA Local Society should include the following:

- a. the full, official name of the society (usually connected to city/location, e.g., AIA Cleveland Society)
- b. statement on affiliation with the AIA
- c. the purpose of the Society
- d. the definition of membership in the Society
- e. a list of offices/positions in the administration of the Society with the responsibilities for each position, method of officer selection, terms of office, and method for removal of officers
- f. when society meetings will be held and how often
- g. when elections will be held
- h. how committees will be formed, and committee members chosen
- i. how the bylaws can be changed
- j. dissolution clause

**PLEASE NOTE:** In December 2015, the AIA Executive Committee adopted a recommendation that Society bylaws should include the following Article defining its relationship with the national organization

### **Article II: Affiliation**

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.

**ALL BYLAWS MUST INCLUDE THIS ARTICLE.** If your Society already has a set of bylaws, you do not need to redo them. They can be amended to include the required article concerning affiliation.

For your convenience we have appended templates for a set of basic bylaws to this message. There are three versions (long, medium, short). Select the one that would be most applicable to your situation.



# AIA LOCAL SOCIETIES BYLAWS TEMPLATE-SHORT VERSION

## ARCHAEOLOGICAL INSTITUTE OF AMERICA XXXXX SOCIETY

### BYLAWS

#### **Article I** Name and Purpose

- 1.1 The name of this organization shall be the Archaeological Institute of America (CITY or AREA) 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 Vacancies among officers occurring between elections shall be filled by appointment of the President.
- 4.4 Ad hoc or standing committees may be appointed as necessary by the Executive Committee.
- 4.5 No person may hold two positions on the Executive Committee.

**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.

**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 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-XXX 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.



# AIA LOCAL SOCIETIES BYLAWS TEMPLATE-MEDIUM VERSION

## ARCHAEOLOGICAL INSTITUTE OF AMERICA XXXXX SOCIETY

### BYLAWS

#### **Article I Name**

- 1.1 The name of this organization shall be the Archaeological Institute of America (CITY OR AREA) Society, hereinafter referred to as the Society.

#### **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 Purpose**

- 3.1 The purpose of the Society shall be to promote knowledge and study of, as well as interest in, archaeology and related subjects, and to further the aims and programs of the AIA.

#### **Article IV Membership and Dues**

- 4.1 The membership of the Society shall be open to any interested individual who is a member in good standing of the AIA. The classes of membership shall be prescribed by the Institute and the Society shall have no power to levy any assessment beyond the annual dues prescribed by the Institute.

#### **Article V Administration**

- 5.1 The administration of the Society shall be vested in the following elected officers: President, Vice-President, and a Secretary-Treasurer. Together these officers will constitute the Society's Executive Committee.
- 5.2 These officers shall serve for one year and are eligible for reelection.

5.3 The duties of the officers shall be as follows:

**President:** arranges and presides over meetings and prepares the schedule for the meetings of the local society.

**Vice-president:** assists President and fills in when the President is unable to perform duties; helps to increase and maintain membership.

**Secretary-Treasurer:** maintains contact with members of the society and administers money provided by the Institute.

5.4 Vacancies among officers, which occur between annual business meetings, shall be filled by appointment of the President. Persons so appointed shall hold office until the next business meeting.

5.5 Ad hoc or standing committees may be appointed as necessary by the officers of the Society to help with the fulfillment of their duties. All committees must receive the approval of the Executive Committee at its next meeting to remain in force.

5.6 No person should hold two positions on the Executive Committee.

#### **Article VI Elections, Assumption of Office, and Removal from Office**

6.1. The officers and members of the Board of Governors (if one exists) shall be elected by any combination of mail ballot, electronic ballot, and vote at a meeting called for that purpose by the President in accordance with the decision of the Executive Committee or at the annual business meeting.

6.2 The election shall be held each year, the time, place, and date to be determined by the Board of Governors. The Board will determine when elected officers will assume office.

6.3 In order to hold office or serve a term on the Board of Governors, all members of the Board of Governors must 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.

6.4 Any Officer or member of the Board of Governors may be removed at any time by a confidential written two-thirds vote of the remaining members of the Board of Governors, by procedures established by the Board of Governors, if, in their judgment, such member of the Board of Governors, either by neglect, lack of interest or other cause, shall not have adequately attended to his/her duties or acts in violation of the Regulations, Code of Ethics, the Conflict of Interest Policy, or the Code of Professional Standards of the AIA.

#### **Article VII Delegates to the Council of the Institute**

7.1 The Society understands that, in accordance with Article IV of the Regulations of the AIA and as long as it remains in good standing as a society chartered by the AIA, the Society may select one delegate to the Council of the Institute for its first 25 members and one further delegate for each additional 50 members. The President of the Society is also a delegate, in addition to those selected.

7.2 The Society's delegates shall be appointed by the President. Since the number of delegates to which the Society is entitled varies with the Society's membership, delegates will be designated as "Delegate #1", "Delegate #2", etc. Delegate #2 will not serve if, according to the Institute's records at the time the list of the Councilors is being constituted, the Society's membership has dropped below 75.

#### **Article VIII Use of earnings**

8.1 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 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 or Board of Governors shall consider appropriate. Such meetings must be open to the public.
- 9.2 An annual business meeting shall be held for the election of officers and members of the Board of Governors 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. The annual business meeting will be scheduled by the President and the Executive Committee. The annual business meeting should take place between early March and early May. 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.
- 9.3 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.
- 9.4 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 X Dissolution**

- 10.1 In the event of the dissolution of the AIA-XXX 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 XI Liability**

- 11.1 All persons, corporations and governmental entities extending credit to, or contracting with, or having any claim against the Society, the Board of Governors, 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 from the Society or Board of Governors, so that neither the members of the Board of Governors or Officers of the Society, present or future, shall be personally liable.

#### **Article XII Non-Discrimination**

- 12.1 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 XIII Amendments**

- 13.1 These bylaws may be amended by mail or electronic ballot. Amendments shall pass by a two-thirds majority of valid ballots returned. Alternatively, these 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.
- 13.2 If amendments or changes are made, updated bylaws will be sent to the AIA national office in a timely fashion.





# AIA LOCAL SOCIETIES BYLAWS TEMPLATE-LONG VERSION

## ARCHAEOLOGICAL INSTITUTE OF AMERICA XXXXXXXXX SOCIETY

### BYLAWS

#### **Article I** Name

1.1 The name of this organization shall be the (CITY OR AREA) Society of the Archaeological Institute of America, hereinafter sometimes referred to as the Society.

#### **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** Purpose

3.1 The purpose of the Society shall be 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.

#### **Article IV** Membership and Dues

4.1 The membership of the Society shall consist of residents and students of the (CITY OR AREA) who are members in good standing of the Archaeological Institute of America.

4.2 Members of the Society who reside outside of this area may hold membership in the Society providing they remain members in good standing of the Archaeological Institute of America.

4.3 The classes of membership shall be prescribed in the Regulations of the Archaeological Institute of America. Dues are paid directly to the national office of the AIA.

## **Article V Administration**

5.1 The administration of the Society shall be vested in the following elected officers: President, Vice-President, Secretary, Assistant Secretary, Treasurer, and National AIA Liaison.

5.2 These officers shall serve for one year, and are eligible for reelection.

### **5.3 Duties of Officers**

As executive officer of the Society, the President shall preside at all meetings and shall carry out the decisions of the Executive Committee (see 8.1) and the Society. In consultation with the Executive Committee, the President shall be responsible for overseeing the lecture season and delegating related tasks as necessary. This includes corresponding with the speakers, assisting speakers with local travel, and arranging for hospitality while speakers are in the DC area.

The Vice President shall oversee planning and local arrangements for the lectures, including reserving rooms and equipment, planning for any dinners and/or refreshments, and making other arrangements as needed. The Vice President shall also serve as Chair of the Howland Lecture Committee. In the absence of the President, the Vice President shall serve as President, and if the Vice President is not available, a member of the Executive Committee shall serve.

The Secretary shall maintain files with important society documents, keep minutes of business meetings and Board meetings of the Society, give notice to the membership of all meetings of the Society, supervise dissemination of information through other means such as letters, flyers, and posters, and keep a roster of membership. This roster must be updated based on the roster sent from the headquarters of the AIA. The Secretary is also responsible for receiving election ballots, tallying ballots, and reporting results at business meetings.

The Assistant Secretary shall be responsible for administering the competition for the Elizabeth Craft Student Travel Fellowship and for other matters as requested by the Secretary.

The Treasurer shall handle the funds of the Society, including monitoring the endowed funds of the Society, keeping records of transactions and expenditures of the Society, reimbursing officers and members for expenses incurred for Society programs, overseeing Society tax matters, and preparing budget reports for Board meetings and business meetings.

The National AIA Liaison shall work with the President and Vice President and be responsible for maintaining communication and relations with the main office of the AIA.

5.4 There shall be a Board of Governors consisting of the above-named officers and of nine other persons. The members of the Board of Governors, except the officers, shall serve for three years, one third of the members being elected each year. In addition, a President upon retirement automatically becomes a member of the Board of Governors for two years. The duties of the Board of Governors shall be to determine the number, time, and place of meetings, to provide lecturers, and in general, to manage the affairs of the Society, except such functions as are inherent in the duties of the officers listed above. The Board of Governors may, in addition, propose for election as Honorary President a person of distinction in the archaeological field.

5.5 All officers of the Society may appoint committees as provided for by Article 8.3.

5.6 Vacancies among officers or in the membership of the Board of Governors, which occur between annual business meetings, shall be filled by appointment of the President. Persons so appointed shall hold office until the next business meeting.

**Article VI Elections, Assumption of Office, and Removal from Office**

- 6.1. The officers and members of the Board of Governors shall be elected by any combination of mail ballot, electronic ballot, and vote at a meeting called for that purpose by the President in accordance with the decision of the Executive Committee or at the annual business meeting.
- 6.2 The election shall be held in the spring of each year between early March and early May, the time, place, and date to be determined by the Board of Governors.
- 6.3 Elected officers shall assume office as of the last Board meeting in the spring or June 1 following their election, whichever occurs first.
- 6.4 In order to hold office or serve a term on the Board of Governors, all members of the Board of Governors must 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.
- 6.5 Any Officer or member of the Board of Governors may be removed at any time by a confidential written two-thirds vote of the remaining members of the Board of Governors, by procedures established by the Board of Governors, if, in their judgment, such member of the Board of Governors, either by neglect, lack of interest or other cause, shall not have adequately attended to his/her duties or acts in violation of the Regulations, Code of Ethics, the Conflict of Interest Policy, or the Code of Professional Standards of the AIA.

**Article VII Delegates to the Council of the Institute**

- 7.1 The Society understands that, in accordance with Article IV of the Regulations of the Archaeological Institute of America and as long as it remains in good standing as a society chartered by the AIA, the Society may select one delegate to the Council of the Institute for its first 25 members and one further delegate for each additional 50 members. The President of the Society is also a delegate, in addition to those selected.
- 7.2 The Society's delegates shall be appointed by the President. Since the number of delegates to which the Society is entitled varies with the Society's membership, delegates will be designated as "Delegate #1", "Delegate #2", etc. Delegate #2 will not serve if, according to the Institute's records at the time the list of the Councilors is being constituted, the Society's membership has dropped below 75.

**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, Assistant Secretary, Treasurer, and National AIA Liaison.
- 8.2 A Nominating Committee shall be appointed annually by the President. It shall consist of at least two members of the Society and shall nominate the list of nominees to serve as officers and members of the Board of Governors for the ensuing year. The Nominating Committee shall distribute a list of nominees to the membership at least two weeks prior to the scheduled election.
- 8.3 Ad hoc or standing committees may be appointed as necessary by the officers of the Society to help with the fulfillment of their duties. All committees must receive the approval of the Executive Committee at its next meeting to remain in force.

**Article IX Use of earnings**

- 9.1 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 X Meetings of the Society**

- 10.1 The meetings of the Society shall present lectures by visiting lecturers from the Archaeological Institute of America and such other programs as the Executive Committee shall consider appropriate. Such meetings must be open to the public.
- 10.2 An annual business meeting shall be held for the election of officers and members of the Board of Governors 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. The annual business meeting will be scheduled by the President and the Executive Committee with the agreement of the Board of Governors. The annual business meeting should take place between early March and early May. 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.
- 10.3 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.
- 10.4 Other business meetings may be called at any time by the President with the approval of the Executive Committee provided thirty-day notice is given to members.

## **Article XI Dissolution**

- 11.1 Upon the dissolution of the Society, the Board of Governors shall, after paying or making provision for payment of all of the liabilities of the Society, dispose of all of the assets of the Society exclusively for charitable and educational purposes, or to such organizations organized and operated exclusively for charitable and educational purposes as shall at the time qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States internal revenue law), as the Board of Governors shall determine.

## **Article XII Liability**

- 12.1 All persons, corporations and governmental entities extending credit to, or contracting with, or having any claim against the Society, the Board of Governors, 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 from the Society or Board of Governors, so that neither the members of the Board of Governors or Officers of the Society, present or future, shall be personally liable.

## **Article XIII Non-Discrimination**

- 13.1 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 XIV Amendments**

- 14.1 These bylaws may be amended by mail or electronic ballot. Amendments shall pass by a two-thirds majority of valid ballots returned. Alternatively, these 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.