

AIA Ottawa Society Bylaws

Adopted: 29 December 1977; Revised 22 May 2002; 25 August 2015; October 2015; May 2017

Article I. Name

1.1 The name of this organization shall be the Ottawa Society of the Archaeological Institute of America (henceforward AIA). As a Local Society of that organization, it recognizes that the Charter and Regulations of the AIA will take precedence in case of conflict with this constitution.

Article II Affiliation

2.1

The Ottawa Society is an affiliated society of the AIA. It was established on December 29, 1977. The AIA is a non-profit cultural and education organization found in the USA in 1879 and incorporated by act of the US Congress in 1906.

2.1.a Affiliation (amendment added February 2016)

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.

2.2

The Ottawa Society shall at all times function under the auspices of the AIA and shall not adopt changes in these bylaws which would conflict with the Charter and Regulations of the AIA.

Article III

Purpose

3.1 The purpose of this Society shall be to inform the public about archaeology and to promote the exchange of ideas and the dissemination of scholarly information consistent with AIA principles among archaeologists and the public.

Article IV

Membership and Dues

4.1 The membership of the Society must be members in good standing of the AIA. The official list of members shall be the most recent membership list received from the AIA.

4.2 The classes of membership shall be those prescribed by the AIA.

Article V

Administration

5.1 The administration of the society shall be vested in the Board of Directors which shall consist of the Executive Committee, a membership coordinator, an archivist, one student representative from each participating institute of higher learning in the National Capital Region (including Gatineau, Quebec), and up to eight Directors. The Immediate Past President shall also be an *ex officio* member of the Board of Directors. All members of the Board of Directors must be members in good standing in order to serve.

5.2 The Executive Committee shall be composed of the following elected officers: President, Program Coordinator, Newsletter Editor, Secretary and Treasurer.

5.3 The term of office for members of the Executive Committee shall be two years beginning at the time of election and ending at the next election. No member shall hold more than one office simultaneously unless approved by the Board of Directors. Officers may seek re-election for as many terms as they wish.

5.4 The Membership Coordinator, Archivist, Student Representatives, and Directors shall be appointed from the membership.

5.5 Only the Executive Committee may convene a meeting of the Board of Directors. All members of the Board of Directors shall have a single vote.

Article VI

Duties of Officers and Directors

6.1 President

The President is the chief executive officer of the Society. The President will ordinarily chair meetings of the Executive Committee and will be the Society's chief representative or delegate to meetings of the AIA. The President oversees and coordinates the work of the Executive Committee and gives a report of the year's work at the AGM.

6.2 Immediate Past-President

The Immediate Past-President shall participate as a regular member of the Executive Committee.

6.3 Program Coordinator

The Program Coordinator shall be responsible for overseeing the lecture season and delegating related tasks as necessary. This includes corresponding with speakers, arranging local transportation and accommodations. The Program Coordinator shall secure appropriate venues and equipment for the lectures, arrange receptions, organize pre-lecture meals and make any other necessary arrangements. The Program Coordinator shall assume all the duties and responsibilities of the President in the latter's absence and shall succeed to the presidency if the incumbent must withdraw.

6.4 Newsletter Editor

The Newsletter Editor shall be responsible for coordinating production of the newsletter and all publicity and promotion of the Society.

6.5 Secretary

The Secretary shall take and circulate the minutes of the Executive Committee meeting to the members of the Board of Directors and the minutes of the AGM to the membership. The Secretary may assist the President in the preparation of the agenda for these meetings if requested.

The Secretary shall send out any correspondence arising from the meetings and the affairs of the Society and shall ensure that all reports, including lecture follow-up forms and changes in the Board of Directors required by AIA headquarters, are sent to Boston within their specified deadlines.

6.6 Treasurer

The Treasurer shall be responsible for the funds of the Society, receiving and banking the membership rebates, lecture compensation, and grants from the AIA and donations from members and the public. The Treasurer shall keep an accurate account of all income and expenditure of the Society and submit a detailed report of these at the AGM. The Treasurer shall make disbursements to reimburse approved expenditures by the Executive in the normal and regular course of implementing the agreed upon lecture program. To meet extraordinary circumstances, the Treasurer is authorized to dispense a reasonable amount of funds with the written or e-mail agreement of at least two other members of the Board of Directors to meet the Society's obligations without the specific prior authorization of the Executive Committee. A report of such expenditures shall be made before or at the next meeting of the Committee. The Treasurer shall alert the Executive Committee if expenditures and forecast expenditures are causing or are liable to cause a severe drawdown of the society's funds.

6.7 Membership Chairman

The Membership Chairman shall maintain an up-to-date list of names and addresses of the members and liaise in a timely fashion with the Newsletter Editor to produce mailing labels for circulation of the newsletter.

6.8 Archivist

The Archivist shall manage the Archives of the Society and ensure that copies of all minutes of meetings, reports, correspondence and forms submitted to the AIA and are retained for the Society archives. The Archivist shall ensure that current files in good order are available to new officers of the Society.

6.9 Directors

Directors shall normally attend all meetings of the Board of Directors. Some, as required, may be designated to assist specific officers.

6.10 Student Representatives

Student Representatives shall normally attend all meetings of the Board of Directors. Some, as required, may be designated to assist specific officers. Student Representatives may also be asked to participate in outreach programs and fund-raising campaigns.

Article VII

Elections, Assumption of Office, Removal from Office

7.1 A Nominating Committee shall be appointed by the President no fewer than two months before an election. It shall consist of at least two members of the Society and shall nominate a list of nominees for election to serve as the Executive Committee. The Nominating Committee shall distribute a list of nominees to the membership at least two weeks prior to the scheduled election.

7.2 The officers of the Executive Committee shall be elected by a simple majority through 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.

7.3 The election of officers shall be held in the spring of each year between early March and early May, at a time, place, and date to be determined by the Executive Committee.

7.4 Elected officers may stand for re-election.

7.5 Any officer or member of the Board of Directors may be removed at any time by a confidential written two-thirds vote of the remaining members of the Board of Directors. Procedures for such a removal shall be established by the Board of Directors if, in their judgment, such member of the Board of Directors, 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.

7.6 A quorum at any meeting where important business is to be discussed, such as elections or approval of expenditures shall consist of no fewer than half the members of the current Board of Directors.

7.7 Only members in good standing of the Society are eligible to vote on Society business.

Article VIII

Meetings

8.1 The Society shall endeavour to present at least four lectures or events per year.

8.2 An Annual General Meeting (AGM) must be held between early March and early May of each year for the purpose of electing officers (in odd numbered years); approving the treasurer's report and transacting such other business as either the Executive Committee (see Article 5.1) or a member or members may wish to bring before the meeting.

8.3 Written notice of the AGM or special meeting must be sent by the Secretary to all members at least ten working days before the meeting.

8.4 All lectures or events shall be open to the public as well as to members. ~~but~~ Only members may vote at the AGM or special meetings.

8.5 Only the Executive Committee may call a special meeting should the need arise.

Article IX.

Amendments

9.1 Amendments of the Constitution can be made by a two-thirds vote of the members present at any AGM or other meeting specially convened for that purpose, provided that the proposed amendment(s) has been mailed to members at least ten working days before the meeting. Provisions shall be made for voting by proxy, or by mail, on the part of members who are unable to attend the meeting.

Article X.

Dissolution

10.1 In the event that members decide to dissolve the Society, any assets of the Society after the payment of all outstanding debts and expenses shall be transferred to The Archaeological Institute of America.

Article XI

Liability

11.1 Except as otherwise provided by law, no member of the Board of Directors or Officer of the Society serving without compensation shall be liable to any other person other than the AIA based solely on such member of the Board of Directors' or Officer's conduct in the execution of such office unless such conduct constituted gross negligence or was intended to cause the resulting harm.

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