

BYLAWS
of the
ASSOCIATION FOR WASHINGTON ARCHAEOLOGY
A Nonprofit Corporation
(Second Revision, March 27, 2014)

ARTICLE I. CORPORATION NAME AND LOCATION

Section A. The name of the organization shall be the Association for Washington Archaeology, hereinafter referred to as "the Association."

Section B. The principal office of the Association shall be in Washington State, at a location specified by the Board of Directors.

Section C. The principal office of the Association is located at the Burke Museum of Natural History and Culture, University of Washington, Seattle, Washington, 98195.

ARTICLE II. SPECIFIC OBJECTIVES AND PURPOSES

Section A. The Association is organized exclusively for educational and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section B. The Association is organized for the following specific purposes: to encourage the appreciation, protection, and preservation of the archaeological resources of Washington State through public education, research, interpretation, and all other appropriate means, and to promote, publish and disseminate scientific research on the archaeological resources of Washington State.

ARTICLE III. BOARD OF DIRECTORS -RESPONSIBILITIES AND AUTHORITY

Section A. Subject to the provisions of law, and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, the activities and affairs of the Association, its programs and activities, shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section B. The Board of Directors shall have the following duties:

1. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
2. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Association;

3. Supervise all officers, agents and employees of the Association to assure that their duties are performed properly;
4. Call and facilitate meetings of the general membership, and prepare agendas for such meetings.
5. Meet no fewer than four times a year, and record and maintain minutes of its meetings and decisions which shall be available for inspection by any member of the Association.
6. Manage the Association's funds and financial affairs, programs, operations, and records properly, in accordance with state and federal law.

Section C. A quorum of the Board of Directors shall consist of five (5) Directors, either in person or by teleconference or other electronic means of meeting. No business shall be considered by the Board at any meeting at which the required quorum is not present.

Section D. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors.

Section E. The Directors of the Association shall not be personally liable for the debts, liabilities, or other obligations of the Association.

ARTICLE IV. BOARD OF DIRECTORS –COMPOSITION, ELECTION, AND TERMS OF SERVICE

Section A. The Board of Directors shall be composed of nine members, including four officers (President, Vice President, Secretary, and Treasurer), and five Directors-at-Large (two of which are specifically Student positions, described below in Article V, Section F), herein referred to collectively as "Directors."

Section B. Directors shall be elected by a majority of Association members voting in a given ballot, or at the Annual General Meeting of the Association.

Section C. The term of service for all Directors shall be two years. No individual may serve more than two consecutive terms in the same office.

Section D. With the exception of the President, in the event that a Director cannot complete his/her term due to resignation, recall, removal, incapacity or death, the Board shall appoint a replacement for the remainder of that Director's term.

Section E. In the event that the President cannot complete his/her term due to resignation, recall, removal, incapacity or death, then the Vice President shall assume the office of President, and the Board shall appoint a new Vice President to complete the remainder of his/her term.

ARTICLE V. DIRECTORS OF THE ASSOCIATION - RESPONSIBILITIES AND AUTHORITY

Section A. The President shall be the principal administrative officer of the Association, and shall represent the Association in an official capacity. The President shall be responsible for coordinating all programs and activities of the Association, but may delegate daily management of Association programs and activities to other Directors, with the approval of the Board. Additionally, the President shall:

1. Chair all meetings of the Board, Annual General Meetings of the Association, and other general membership meetings, and propose an agenda for each meeting;
2. Make an annual report to the membership in the spring on the state of the Association and the accomplishments of the Board.

Section B. The Vice President shall assist the President with the management and oversight of the programs and activities of the Association, and shall act as President in his/her absence or when delegated by the President. The Vice President shall also organize elections and balloting by mail and e-mail for the Association.

Section C. The Secretary shall maintain all official records of the Association, both written and electronic, including all meeting minutes and agendas, and the correspondence of Board members acting on the behalf of the Association. Additionally, the Secretary shall:

1. Record minutes for all official meetings of the Association, and of the Board;
2. Maintain and keep up-to-date all Association records and mailing lists;
3. Verify that nominees for elective office are members in good standing of the Association.

Section D. The Treasurer is the custodian of the Association's funds, and maintains all financial records for the Association. The Treasurer shall propose an operating budget for the Association once each year, to be approved by an act of the Board, and report annually to the membership on the financial state of the Association.

Section E. Directors-at-Large shall assist with the management and oversight of the programs and activities of the Association and the Board, as requested by the President and approved by an act of the Board.

Section F. The two Student Director-at-Large positions ensure voting representation by student members of the Association. Undergraduate or graduate students currently enrolled at an accredited university or community college at the time of the general election for Board positions, and who intend to remain a student the following academic year (not necessarily at the same institution), may serve in this position. The term for these positions is one year, with a second year renewal if the incumbent maintains standing as a student. The Board will choose an

interim replacement for the position if the student status of the Student Director-at-Large ends, to fill the role until the next general election. The Student positions shall be liaisons between the Board, student members, and potential student members. In the event that no students are available to fill this particular Director-at-Large position at a general election, another member of the Association in good standing may be elected. However, the Board and an incumbent Student Director-at-Large shall make a good-faith effort to recruit a student to fill this position at each general election.

Section G. The Washington State Department of Archaeology and Historic Preservation (DAHP) shall have the opportunity to send an *ex officio* representative to all board meetings.

ARTICLE VI. RECALL OF DIRECTORS

Section A. A motion to recall a Director may be presented by any voting member of the Association during the Annual General Meeting, at which time he/she shall present to the members present his/her reasons for recalling the Director.

Section B. The Director subject to the motion for recall, if present at the meeting, shall be given the opportunity to speak in his/her defense before the motion is voted upon by the members present.

Section C. Upon approval of the motion to recall by a majority of members present at the Annual General Meeting of the Association, the Board shall conduct an official recall ballot by mail within 60 days of the passage of the motion for recall. The Director subject to the motion for recall shall be recalled with the approval of a majority of the members voting, provided the total number of ballots exceeds 50% of the Association's members.

Section D. The newsletter editor, journal editor, and any other employee or agent appointed by the Board of Directors shall not be subject to the provisions of this article.

Section E. Any vacancy created under the terms of this article shall be filled according to procedures outlined in Article IV, Sections D and E of these Bylaws.

ARTICLE VII. REMOVAL OF DIRECTORS BY AN ACT OF THE BOARD

Section A. Any Director may be removed from office for good cause by an act of the Board.

Section B. "Good cause" shall be defined as:

1. Repeated failure of a Director to demonstrate duty of care or loyalty to the Association;
2. Repeated failure of a Director to fulfill his/her duties and responsibilities to the Association and Board as stated in these Bylaws;
3. Absence from more than one-third of the Board's duly called meetings;

4. Legal misconduct in his/her capacity as a Director of the Association.

Section C. Any vacancy created under the terms of this article shall be filled according to procedures outlined in Article IV, Sections D and E of these Bylaws.

ARTICLE VIII. COMMITTEES -FORMATION AND COMPOSITION

Section A. The Board of Directors may, by a majority vote of its members and as needed, create committees, and delegate to such committees the powers and authority of the Association, to the extent permitted, and except as may otherwise be provided, by provision of law.

Section B. The act of the Board which creates each committee shall specify its purpose, duration, number and type of members, except as limited by Section D of this article.

Section C. With the exception of an Executive Committee, each committee shall appoint a chairperson, who shall be responsible for notifying the Secretary of the Association of all committee meeting dates, times and locations, and for filing with the Secretary all work plans, reports, correspondence, meeting minutes, and other significant documents created by the committee.

Section D. The Board may create an Executive Committee consisting of at least three (3) Directors, one of whom is the President of the Association who shall also chair the committee. The Board may delegate to the Executive Committee the powers and authority of the Board in the management of the business and affairs of the Association, to the extent permitted, and except as may otherwise be provided, by provisions of law and these Bylaws. The President, in his capacity as chairperson of the Executive Committee, shall be bound by all the responsibilities of a committee chairperson put forth in Section C of this Article.

Section E. The Board of Directors may at any time revoke or modify any or all of the authority delegated to any committee, increase or decrease the number of members on the committee, and fill any vacancies thereon.

ARTICLE IX. ASSOCIATION MEMBERSHIP

Section A. Any person is qualified to become a member of the Association who supports the Association's goals and objectives, and pays the annual dues of membership in the amount assessed by the Board of Directors.

Section B. There shall be the following specific categories of membership:

1. Regular. Regular members shall enjoy all benefits and privileges of membership.
2. Student. Any member who can show proof of full-time enrollment in an accredited educational institution. Student members shall enjoy all benefits and privileges of membership in the Association.

3. Associate. Any member who does not wish to receive the publications of the Association. Associate members shall enjoy all privileges and most benefits of membership, with the exception that they shall receive no publications.

4. Institutional. Any government agency, corporation, or institution. Institutional members shall enjoy all benefits and privileges, with the exception that each institutional member shall be limited to one vote, to be exercised by a single representative designated by the member. This single individual from the Institutional member may hold elected office in the Association, assuming they meet the other requirements of holding such a position on the Board of Directors.

5. Contributing. By appointment of the Board of Directors, any individual who serves the Association through his/her contribution of personal services. Members in this category shall not pay dues, but shall enjoy all benefits and privileges of membership.

6. Honorary. By appointment of the Board of Directors, any individual who has attained national, state, or local recognition or reputation for the support of archaeological interests consistent with the goals and objectives of the Association. Members in this category shall not pay dues nor receive the privileges of membership, but shall enjoy all benefits.

Section C. "Benefits" of membership is defined as reception of all publications of the Association, and attendance at all Association meetings and functions at no additional cost to the member.

Section D. "Privileges" of membership is defined as the eligibility to hold office in the Association, and to cast ballots in Association elections.

Section E. Dues shall be assessed annually of each member according to his/her membership category. The amount to be assessed annually for each category shall be determined by an act of the Board of Directors according to the financial requirements of the Association's programs and activities.

ARTICLE X. MEMBERSHIP MEETINGS

Section A. The Association shall hold each year one Annual General Meeting (AGM) of its members, concurrent with, and at the same location as, the annual Northwest Anthropology Conference or elsewhere as determined by board.

Section B. The Board may in any year call additional meetings of Association members as necessary or desirable in addition to the AGM.

Section C. The Board shall notify members of the date, time and location of all meetings of the general membership in writing and/or e-mail at least two weeks before the meeting, and the

President shall provide members with a preliminary agenda of business to be conducted prior to the AGM.

Section D. A quorum at the AGM of the Association, and any other meeting of members, shall be one-third of the total number of members of the Association, plus the President, or a Director acting in his/her place, and the Secretary, or a Director acting in his/her place. No business of the Association shall be considered at any meeting of members at which the required quorum is not present.

ARTICLE XI. ASSOCIATION JOURNAL

Section A. The Association shall produce and disseminate a publication called "Archaeology in Washington," hereinafter referred to as "the journal."

Section B. The journal shall be a peer-reviewed, scholarly publication, with a goal of publication at least once every year.

Section C. The journal shall have a chief editor, hereinafter referred to as "journal editor," who shall be appointed by an act of the Board of Directors.

1. The journal editor shall have overall responsibility for the content, quality and production of the journal.
2. The journal editor may appoint assistant editors to oversee specific aspects of the journal's operations, such as production.
3. The journal editor shall serve a two-year appointment, after which time he/she may be re-appointed annually by the Board of Directors.
4. The journal editor shall not concurrently hold elective office in the Association, but shall serve as an *ex officio* (nonvoting) member of the Board of Directors.

ARTICLE XII. ASSOCIATION NEWSLETTER

Section A. The Association shall produce and disseminate a newsletter at least four times a year which will carry articles and announcements of interest to the members of the Association.

Section B. The newsletter shall have a chief editor, hereinafter referred to as "newsletter editor," who shall be appointed by an act of the Board of Directors.

1. The newsletter editor shall have overall responsibility for the content, quality and production of the newsletter.
2. The newsletter editor may appoint assistant editors to oversee specific aspects of the newsletter's operations, such as production.

3. The newsletter editor shall serve a two-year appointment, after which time he/she may be re-appointed annually by the Board of Directors.

4. The newsletter editor shall not concurrently hold elective office in the Association, but shall serve as an ex officio (nonvoting) member of the Board of Directors.

ARTICLE XIII. IRC 501(c)(3) TAX EXEMPTION PROVISIONS

Section A. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and the Association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Section B. Notwithstanding any other provisions of these Bylaws, the Association shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code.

Section C. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the Association shall be authorized and empowered to make payments and distributions in furtherance of the purposes of the Association.

Section D. Upon the dissolution of the Association, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Association shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distributions shall be made in accordance with all applicable provisions of the laws of the State of Washington.

ARTICLE XIV. AMENDMENT OF ASSOCIATION BYLAWS

Section A. Any member of the Association may propose a motion to amend these Bylaws by submitting said motion in writing to the Secretary of the Association. The proposed amendment must be discussed and approved first by an act of the Board of Directors before it receives the consideration of the Association's members.

Section B. If the motion to amend these Bylaws is approved by the Board, the proposed amendment shall be submitted to the members of the Association for final approval by ballot, or at the next AGM. The vote will be coordinated by the Vice President per the duties of this position in Article V, Section B.

Section C. If the proposed amendment is not approved by the Board of Directors, the member proposing the amendment shall be notified in writing, and provided with the Board's reasons for

not supporting the amendment. The member may then re-submit the proposed amendment as a motion at the next AGM.

Section D. Amendments to these Bylaws shall be made only with the approval of at least sixty percent (60%) of the votes cast during balloting or at an AGM.

First Revision--Amended and approved by Executive Board February 8, 1997; passed unanimously by members at annual business meeting in Ellensburg, WA, on April 18, 1997.

Second Revision--Amended and approved by Executive Board March 19, 2014; passed unanimously by members at annual business meeting in Bellingham, WA, on March 27, 2014.