

**BYLAWS of the Oregon Archaeological Society
March 2007**

Revision Date: March 6, 2007

Article I: Name

The name of this Society shall be "The Oregon Archaeological Society".

Article II: Objectives and Code of Ethics

Section 1:

The purpose of this Society shall be to:

- a) Study and preserve the archaeological material of the Oregon Country, assist archaeological projects, publish a monthly newsletter on archaeological matters, and hold regular meetings for the entertainment and education of the members of the Society and the general public.
- b) Encourage public awareness of and participation in the preservation of prehistoric and historic cultural resources.
- c) Discourage surface collecting or excavating for prehistoric and historic artifacts from public and private lands except when done under the supervision of an archaeologist with a State Historic Preservation Office (SHPO) permit.

Section 2:

The Code of Ethics:

- a) Members shall abide by all local, state and federal laws governing archaeological excavation, and the collection, acquisition or sale of artifacts. Members will be mindful of the need to preserve valuable archaeological information.
- b) Members shall report to appropriate authorities any threats or acts of destruction to possible prehistoric and historic archaeological sites, as well as unauthorized disposal, or export or import, of prehistoric and historic artifacts.
- c) Failure to abide by this Code of Ethics shall result in expulsion from the Society in accordance with Article III Section 17.

Article III: Membership

Section 1:

Membership in this Society is open to any person who supports the bylaws of the Society, fills out an application or renewal form, signs the Code of Ethics on the form, and abides by the objectives and Code of Ethics of the Society.

Section 2:

Application and renewal forms and dues payments for the Society shall be provided to the chair of the membership committee who is responsible for keeping a list of current members in a roster. This roster is the list which is used to mail the Society's newsletter and other official Society correspondence. New

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members' names shall be published in the Society's newsletter.

Section 3:

A regular member of the Society shall be one who has been admitted to regular membership and whose dues are currently paid in accordance with Article III Section 10. Unless otherwise specified, regular members shall also include the following categories: charter, student, family, complimentary, life and honorary.

Section 4:

A charter member shall be one who signed the original constitution.

Section 5:

A student member shall be anyone age 12 or over who is currently enrolled in an accredited school at the time of application or renewal.

Section 6:

A family membership shall be offered to all persons at a single address whose names are listed on the membership application or renewal form. A family membership will enjoy the same benefits as a regular membership except for voting privileges as specified in Section 14 below.

Section 7:

A complimentary membership may be bestowed at the discretion of the Board of Directors for state archaeologists or others from state/federal agencies, libraries, or other archaeological associations.

Section 8:

A life membership may be bestowed upon a regular member for outstanding service to the Society upon written recommendation of at least two regular members, and approved by a two thirds vote of the Board of Directors.

Section 9:

An honorary membership may be bestowed upon outstanding members of the archaeological profession. Approval shall be by a three-fourths vote at the annual meeting of the Society.

Section 10:

Dues shall be determined by the Board of Directors and shall be subject to approval by the membership.

Section 11:

Dues are based on a calendar year and are payable on or before January 1 of each year. Any member whose dues are not paid by this date is considered delinquent. The Board of Directors may act to drop any delinquent member from membership at the next regularly scheduled Board of Directors meeting.

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Section 12:

Charter, life, complimentary and honorary members shall pay no dues.

Section 13:

Special assessments may be made by a three-fourths vote of the members present at any regular meeting of the Society.

Section 14:

Each regular, student, family, complimentary, charter, life and honorary membership is entitled to one vote. However, individual members of a family membership age 12 and over are entitled to individual votes provided that each additional member who desires the right to vote has paid a regular membership or student dues in accordance with Section 10 above. For all membership categories, proxy or absentee voting shall not be allowed.

Section 15:

Unless otherwise specified in the bylaws, a majority vote shall decide a motion. When three or more options prevail, such as multiple nominees for an office, then a plurality vote shall carry.

Section 16:

All voting on amendments to the bylaws, election of officers, and financial matters, may be by secret ballot.

Section 17:

Any member may be expelled from the Society in accordance with the following provisions:

- a) Any member who violates the Code of Ethics of the Society or acts in a manner contrary to the objectives of the Society as stated in Article II may be expelled by a two thirds vote of the Board of Directors.
- b) The motion to expel a member may be made by any Board of Directors member at any Board of Directors meeting, at least one month prior to the vote.
- c) Written notice of intent to expel shall be provided to the member under consideration, who shall then have five working days to respond.
- d) An expulsion by the Board of Directors may be appealed once only to the general membership at the next regularly scheduled meeting. A two-thirds vote shall be required to override the Board of Directors' decision.

Article IV: The Board of Directors

Section 1:

The members of the Board of Directors shall consist of all elected officers (as defined in Article V below), the immediate past president, three at-large Board members, and the chair of any branch chapter during that chair's term of office.

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Section 2:

The officers of the Society and the immediate past president shall serve for one year. Each at-large Board member shall serve for three years. The at-large Board member terms shall be staggered, one new member being elected by the Society at the annual meeting. The President of the Society shall serve as Chairman of the Board.

Section 3:

The Board of Directors shall establish the policies of the Society, control the disbursement of funds and property of the Society, and approve contracts. The Board of Directors shall have general supervision of the affairs of the Society, fix the hour and place of regular meetings, make recommendations to the Society, and shall perform other duties as are specified in the bylaws. None of the acts of the Board of Directors shall conflict with action taken by the Society. The President and Secretary may sign documents in the name of the Society.

Section 4:

The Board of Directors shall be subject to the orders of the Society, and any action of the Board of Directors may be overruled by a two thirds vote of the membership at any regular meeting.

Section 5:

Unless otherwise ordered by the Board of Directors, regular meetings of the Board of Directors shall be held monthly at a date, time and place designated by the President. Special meetings of the Board of Directors may be called by the President and shall be called upon written request of at least three members of the Board of Directors. The meetings of the Board of Directors are open to all regular members of the Society.

Section 6:

A quorum is 51% of the current number of board members, rounded to the next highest number.

Article V: Officers

Section 1:

The officers of the Society shall be a President, a Secretary, a Treasurer, and a President Elect, who shall serve as Vice President.

Section 2:

The officers of this Society shall perform the duties as prescribed by these bylaws and by the parliamentary authority adopted by the Society.

Section 3:

Additional duties for each officer may be prescribed in the Society Rules of Order.

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Article VI: Nominations, Elections, Vacancies

Section 1:

A nominating committee consisting of three regular members including the Vice-President, shall be appointed by the President. This committee shall present a list of at least four nominees, one for each vacant office (Secretary, Treasurer and Vice-President/President Elect) and the vacant at-large Board position. It shall be the duty of this committee to nominate candidates for the positions to be filled at the annual membership meeting. All nominees shall be members in good standing, shall have consented to nomination, and be willing to accept and serve the nominated office or at-large board position.

Section 2:

Names of nominees submitted by the nominating committee shall be announced and posted or published at least one month prior to the annual membership meeting at which elections will be held. Nominations from the floor, except for the office of President, shall be accepted at the October or November meetings, provided the person making the nomination has previously secured the consent of the nominee. Nominations shall be closed after the November meeting and the list of nominees shall be published in the December *Screenings*.

Section 3:

The officers and one at-large Board position shall be elected at the annual membership meeting in December. The Secretary and Treasurer shall serve for one year. The President Elect shall serve for three years (as Vice President in year 1, as President in year 2, and as immediate Past President in year 3). The at-large Board member will serve for three years. All terms of office shall begin on January 1.

Section 4:

No member shall hold more than one office at a time.

Section 5:

In the event of a vacancy, the office of President shall be filled by the President Elect. This person shall serve the balance of the vacated term as well as the office of President for the next year.

Section 6:

If vacant, the offices of Secretary, Treasurer and any at-large Board member shall be filled by appointment by the remaining members of the Board of Directors until an election of the membership can be held at the first regularly scheduled membership meeting after the members have been notified of such vacancy/s. In the event of vacancy in the office of President Elect, the Board of Directors shall make recommendations and take nominations from the floor to fill the position at a special election during the next regularly scheduled membership meeting. Replacement officers and replacement at-large Board members shall serve the balance of the vacated terms.

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Article VII: Meetings

Section 1

A regular membership meeting shall be held on the first Tuesday of each month from September to May inclusive, unless otherwise ordered by the Board of Directors.

Section 2

The regular membership meeting in December shall be the annual meeting and shall be for the purpose of electing officers and one at-large Board member, as well as other appropriate business.

Section 3

Special membership meetings may be called by the President or by the Board of Directors, and shall be called upon the written request of twenty five or more regular members. The purpose of the meeting shall be stated in the call. At least a 10 days notice shall be given to the membership before convening special meetings. The special meeting shall be held within thirty days after the call is delivered to the Secretary, at a time and place designated by the President or the Board of Directors. Only matters within the purpose described in the meeting notice shall be conducted at a special meeting.

Section 4

Regular members present at any regular or properly called special meeting shall constitute a quorum.

Section 5

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special Society Rules of Order which have been adopted.

Article VIII: Committees

Section 1

All committees, standing or special, shall be appointed by the President as the Society or the Board of Directors shall from time to time deem necessary to carry on the work of the Society. The President shall be an ex officio member of all committees except the nominating committee. The Society may choose to define more detailed descriptions of these committees in the Society Rules of Order.

Section 2

Committees shall consist of a Chair appointed by the President, and such other members as the Chair and the President shall deem necessary.

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Section 3

Committee appointments are for a one year term. Any chair or committee member may succeed himself if so appointed by the President. Any chair can be replaced with another member by the President at any time. A chair or committee member can resign at any time.

Section 4

All committee decisions are subject to approval by the Board of Directors.

Article IX: Publications

Section 1

The Society shall issue an official monthly publication, a newsletter entitled "Screenings," in accordance with Article II, Section 1 (a).

Section 2

One copy of the newsletter shall be distributed to each regular membership in good standing.

Section 3

Other Society publications may be issued at the discretion of the Board of Directors.

Section 4

Anyone may subscribe to the newsletter or purchase other Society publications upon payment of the amount established by the Board of Directors.

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Article X: Scholarship

Section 1

Unless otherwise directed by the Board of Directors, the society shall offer two scholarships on a yearly basis: the Roy F. Jones Memorial Scholarship and the Malcolm and Louise Loring Grant.

Section 2

Application information and other specifics about scholarship opportunities shall be made available to all interested persons by the scholarship committee.

Article XI: Fiscal

Section 1

The fiscal year of the Society shall end on December 31.

Section 2

Unless it otherwise directs, the Board of Directors at its November meeting shall appoint a qualified person, who is not currently serving on the Board of Directors, to conduct an audit of the Society's financial records. The audit is to be completed for presentation at the membership meeting the following February.

Section 3

The Society is organized exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986.

Section 4

Notwithstanding any other provisions of these bylaws, the Society shall not carry on any other activities not permitted to be carried on by: (a) an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986, or (b) an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986.

Section 5

Upon dissolution of this Society, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, or shall be distributed to the federal government, or to state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of to an organization or organizations which are organized and operated exclusively for such purposes, by the Court of Common Pleas of the county in which the principal offices of the organization or organizations are located. This disposal shall be exclusively for such purposes as said Court shall determine.

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Article XII: Branch Chapters

Section 1

Upon formal application, a group outside the areas of Multnomah, Washington and Clackamas Counties in Oregon and Clark County in Washington, may be chartered as a branch chapter of the Society, provided that such application is recommended by the Board of Directors and favorably passed by the membership at a regularly scheduled meeting.

Section 2

Branch chapters shall abide by the bylaws and enjoy all the privileges and activities of the parent Society.

Section 3

Chapter officers shall be elected for a term of one year and shall consist of a Chairman and a Secretary-Treasurer with such appointive committees as desired.

Section 4

Minutes shall be kept of all Chapter meeting and copies sent to the parent Society.

Section 5

The parent Society shall set the amount of dues to be paid by branch chapter members to the parent Society. The branch chapter may set additional dues as deemed necessary for operation of the branch chapter.

Section 6

At the discretion of the parent Board of Directors, the parent Society may render to the branch chapter assistance with its expenses.

Section 7

Upon dissolution of a branch chapter, its assets shall become the property of the parent Society.

Article XIII: Amendment of Bylaws

Section 1

These bylaws may be amended at any regular meeting of the Society by a two-thirds vote, provided that the amendment has been submitted in writing at the previous regular meeting.

Section 2

A resolution for the dissolution of the Society is in effect a motion to rescind the bylaws, and therefore requires for its adoption the same notice and vote as to amend them.

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I certify that this is a copy of The Oregon Archaeological Society's By-Laws as approved by a two-thirds vote of the members attending the March 6, 2007 general meeting as provided by Article VIII, Section 1 of the By-laws.

Name

Title

Date

Reviewed May 2008