

BY-LAWS OF THE VERMONT ARCHAEOLOGICAL SOCIETY

PROPOSED REVISION - 1975

ARTICLE I - MEMBERSHIP

SECTION I. Classes, Dues and Election of Membership.

Membership in the society shall be divided into the following classes: Individual Members (\$5.00); Family Members (\$3.00); Student and Senior Citizen Members (\$3.00); Sustaining Members (\$12.00 or more); Patron Members (\$25.00 or more); Life Members (\$100.00); Institutional Members (\$3.00); Honorary Members (no dues) and Honorary Members for Life (no dues).

Any annual dues shall be paid in advance on or before January 1 of each year. Any member whose dues are in arrears one year shall cease to be a member.

Any person over eighteen (18) years of age interested in and willing to support the objects of the Society as stated in the Articles of Association, upon application, acceptance, and payment of appropriate annual dues as herein provided, may become an Individual, Sustaining, Patron or Life Member.

Any person under eighteen (18) years of age interested in and willing to support the objects of the Society as stated in the Articles of Association, upon application, acceptance, and payment of appropriate annual dues as herein provided, may become a Student Member.

Any person sixty-five (65) years of age or above interested in and willing to support the objects of the Society as stated in the Articles of Association, upon application, acceptance, and payment of appropriate annual dues as herein provided, may become a Senior Citizen Member.

A husband and wife interested in and willing to support the objects of the Society as stated in the Articles of Association, upon application, acceptance, and payment of appropriate annual dues as herein provided, may become a Family Member.

Any organization which shall subscribe to the publications of the Society and shall pay annual dues as herein provided may become an Institutional Member.

Any person or organization may become an Honorary Member or Honorary Member for Life upon nomination by the Board of Trustees and election by the Society at any regular meeting.

All applications for membership shall be submitted in writing to the Secretary, accompanied by dues for one (1) year as herein provided. Acceptance by the Secretary shall deem election to membership.

SECTION I a. LOCAL CHAPTERS.

Members interested in promoting archaeological activities on a local or regional basis may petition the Board of Trustees to establish a chapter of the Vermont Archaeological Society, Inc. The petition must be signed by seven potential chapter members who are members of the Society and must give the proposed name and the appropriate geographical boundaries of the chapter. Because the chapter is part of a corporate body, it must not engage in practices or activities which are contrary to the Articles of Association and By-Laws of the Society.

Within the limits described above, the chapter will have complete autonomy in its administration, collections and archives; it may meet as often as it may decide and charge dues of chapter members in addition to regular dues collected by the Society. The chapter may request of the Board such benefits as mailing services and the printing of forms and announcements. If there is a chapter By-Laws document, it shall be submitted to the Board for the record, as well as regular announcements of the appointment of officers and committee chairmen, minutes of regular meetings and any publications issued by the chapter. No one may be a regular member of a chapter who is not also a member in good standing of the Society. As much as possible, administrative procedures (such as election of officers, keeping of essential records, etc.) should conform to the general policies of the Society. In the event a chapter dissolves, all assets (funds, archives and collections) and records shall come under the protection of the Vermont Archaeological Society, Inc., in accordance with the Articles of Association, Article Sixth, of the Society. Original petition requirements and the above stated conditions must continue to be met by any chapter to maintain status as a chapter of the Vermont Archaeological Society.

It is not the intention of this section to rigidly limit the activities of the geographical unit of the Society, nor to preclude membership in that unit to any other member of the Society living beyond its boundaries.

SECTION 2. RIGHTS AND PRIVILEGES OF MEMBERSHIP.

Each individual, Sustaining, Patron, Life, Honorary, and both husband and wife of a Family Membership, shall be eligible for any elective office of the Society and shall have one vote at all elections and in the transaction of all business of the Society.

A Student member shall have the right to vote but shall not be eligible for any elective or appointive office of the Society.

An Institution shall not have the right to vote nor shall be eligible for any elective or appointive office of the Society.

SECTION 3. EXPULSION OF MEMBERS.

The Board of Trustees, by a two-thirds (2/3) vote of the entire Board may expel any member of the Society whose conduct shall be found contrary to the

ideals, objectives, or accepted standards of the Society, provided that prior to such expulsion the member shall be granted a hearing before the Board of Trustees.

SECTION 4. REDUCTION OF TRUSTEES.

The Board of Trustees, by a two-thirds (2/3) vote of the entire Board may reduce any Trustee on the Board to membership status only if his conduct shall be found contrary to the ideals, objects, or accepted standards of the Society, provided that prior to such reduction the Trustee shall be granted a hearing before the Board of Trustees. Such reduction shall not prohibit reelection to the Board.

ARTICLE II. BOARD OF TRUSTEES

SECTION 1. COMPOSITION.

The Board of Trustees shall consist of the President, the Vice President, Secretary, Treasurer, Editor, together with an additional seven (7) members. Three (3) or four (4) of the above Trustees shall be declared elected at each Annual Meeting for the terms of three (3) years to fill the vacancies created by expiring terms. Subject to law and these By-Laws each Trustee shall hold office until his successor shall have been elected and qualified. The two most recent Past Presidents shall be ex-officio members of the Board of Trustees. No two offices shall be held by the same person. Subject to law and these By-Laws each officer shall hold office until his successor shall have been chosen and qualified.

SECTION 2. ELECTION TO THE BOARD OF TRUSTEES.

Trustees shall be elected by a plurality vote cast by ballot of the membership.

A nominating committee of three to five members shall be elected by the membership at the Annual Meeting and present a slate of Trustees for election before the next Annual Meeting. Nominations may also be made by any member of the Society at any time prior to the balloting. Selection of candidates shall be based upon the principle of regional representation as far as practicable.

The Nominating Committee shall, at least thirty (30) days before the Annual Meeting nominate for each coming vacancy on the Board of Trustees not more than two (2) candidates who shall have indicated their willingness to serve. The Nominating Committee shall submit a list of nominees through the President to the Secretary who shall include a copy of the list on a ballot sent to the voting membership.

The Board of Trustees shall take office at the Annual Meeting at which they were elected and shall serve until their successors have been duly elected and installed. In the event of resignation or disability of any Trustee, the vacancy may be filled by appointment of the Board of Trustees for the unexpired term of office.

SECTION 3. QUORUM OF THE BOARD OF TRUSTEES.

Due notice of each meeting of the Board of Trustees shall be given in writing one week prior to said meeting to each member of the Board of Trustees by the Secretary. A Quorum defined as one-third (1/3) of the members shall be necessary for the transaction of business by the Board of Trustees. A Trustee may delegate his vote to a proxy in writing. The permission must be presented to the Secretary of the meeting.

SECTION 4. POWERS OF THE BOARD OF TRUSTEES.

The Board of Trustees shall have all the powers of Corporate Directors and shall have and may exercise all the powers of the Society except those that are conferred upon the membership by law and these By-Laws. In addition to the foregoing general powers, the Board of Trustees shall have specific powers as follows:

- (a) To manage and govern the affairs of the Society.
- (b) To expel after hearing by the Board of Trustees any member whose conduct shall be found contrary to the ideals, objectives, or accepted standards of the Society;
To reduce after hearing by the Board of Trustees any Trustee to the status of member whose conduct shall be found to be contrary to the ideals, objectives or accepted standards of the Society.
- (c) To review the status of the member chapters annually for conformity under Article I, Section Ia of these By-Laws.
- (d) To make or authorize the execution of contracts to further the purpose of the Society.
- (e) To appoint committees and to define their powers and duties.
- (f) To publish and distribute to the members of the Society entitled thereto Journal(s), Bulletin(s), or Newsletter(s), yearly at least, and to authorize the publication of special articles for sale to the members or non-members.
- (g) To nominate qualified persons for Honorary Membership and Honorary for Life Memberships in the Society.
- (h) To elect the officers of the Society from among their own number, after each Annual Meeting.
- (i) To appoint an Editor.

Action taken by the Board of Trustees requires a simple majority of those present at a duly constituted meeting.

SECTION 5. THE PRESIDENT

The President shall preside at the meeting of the Society and of the Board of Trustees. He shall set the Agenda of Board of Trustees Meetings and forward in advance this agenda to the Secretary for notification to the Board in writing. He shall monitor the performance of their duties of committees and of the officers of the Society. He shall exercise and perform such other duties and powers as may properly belong to his office or as may be assigned to him herein or from time to time by the Board of Trustees.

SECTION 6. THE VICE PRESIDENT

In the absence of the President, the Vice President shall preside at meetings of the Society and of the Board of Trustees. The Vice President shall also perform such other duties as may be assigned to him by the President.

SECTION 7. THE SECRETARY

The Secretary shall keep an accurate record of all meetings of the Society and of the Board of Trustees. In the absence of the secretary from any meeting, a recording secretary pro-tempore shall be appointed by the presiding officer of the meeting.

The secretary shall receive, direct and/or carry on any and all correspondence on behalf of the Society and shall require any person or persons to whom correspondence is directed to transmit the results of said correspondence (i.e.: copies) to the secretary, and to keep accurate records of correspondence.

The secretary shall keep an accurate list of the membership of the Society. He shall collect and record all membership dues and all other monies due the Society and directed to him, said monies to be forwarded to the Treasurer.

The secretary shall notify members of meetings, distribute the publications of the Society and perform such other duties that may be assigned to him by the President.

The secretary shall be responsible for maintaining the records and files of the Vermont Archaeological Society and of its Chapters as specified in Article I, Section 1 a, which shall at all times be open to inspection by the President.

The Secretary shall report on any of the above functions at the request of and be subject to the approval of the Board of Trustees.

The Secretary may assign at his discretion any of the above duties, while maintaining full responsibility for said functions.

He may incur expenses incidental to his functions within limits approved by the Board of Trustees.

SECTION 8. THE TREASURER

The Treasurer shall, subject to the direction and under the supervision of the Board of Trustees, have care and custody of the funds and valuable papers of the Society, except his own bond. He shall collect and record all monies due the Society and directed to him. He shall deposit the funds of the Society in such depository as may be designated by the Board of Trustees. He shall disburse the funds of the Society under the direction of the Board of Trustees. He shall keep accurate records and accounts of the monies received and disbursed in books which shall be at all times be open to inspection by the Board of

Trustees and auditors. He shall submit an annual report for audit and publication. He shall perform such other duties as may from time to time be assigned to him by the Board of Trustees. He shall give bond for the faithful performance of his duties in such form, in such sum, and with such sureties, as the Board of Trustees may require. He may incur expenses incidental to his functions within limites approved by the Board of Trustees.

ARTICLE III. OFFICERS

The Officers of the Society shall be a President, a Vice President, a Secretary, a Treasurer, and other Officers or Agents if needed.

No member shall be eligible for or shall hold the office of President for more than three successive years.

ARTICLE IV. VACANCIES

Should one or more offices of the Board of Trustees become vacant, the Trustees or the remaining portion of them may choose by a majority vote an incumbant therefore or a successor or successors, who shall hold office until his successor shall have been chosen and qualified.

ARTICLE V. EXECUTION OF INSTRUMENTS, CHECKS, ETC.

All written obligations and contracts of the Society shall be executed by the President and Treasurer, unless in a particular case the Board of Trustees shall otherwise order or provide. All checks, drafts and orders for the payment of money made, accepted or endorsed by the Society shall be signed by the Treasurer or in his stead by the President.

ARTICLE VI. THE EDITOR

The Editor shall prepare and edit all journals, bulletins, or other publications of the Society. He may accept or reject, at his discretion, any matter submitted to him for publication. He may incur expenses incidental to publication and to his function within limits approved by the Board of Trustees.

The Editor shall maintain records and files related to any and all publications in process which shall at all times be open to the President. The Editor shall transmit inactive records and files to the secretary for inclusion in the Society's records and files. The Editor is accountable to the Board of Trustees. The editor may be a member of the Board; he is an ex-officio member of the Board.

ARTICLE VII. COMMITTEES

Committees can be appointed by the Board of Trustees to assist it in any manner defined by the Board. Committees so formed are responsible to the Board and their progress shall be monitored by the President. Committees

may be discharged from their duties by the Board. Committees may incur expenses incident to the performance of their defined duties within the limits approved by the Board.

ARTICLE VIII. REPOSITORY

The members of the Society at any regular meetings or at any special meeting called for the purpose may designate a repository for its collections and records. All materials placed in the care of any repository shall be and remain the property of the Society, and shall not under any circumstances be considered the property of the repository.

ARTICLE IX. MEETINGS

SECTION 1. REGULAR MEETINGS

There shall be an Annual Fall Meeting, the time and place determined by the Board of Trustees in advance of each meeting.

SECTION 2. SPECIAL MEETINGS

Special and other meetings of the Society may be called from time to time by the Board of Trustees or by the President at their discretion. Special meetings shall be called by the President, or in his absence or failure to act, by the Vice President, whenever requested in writing by 10% of the members entitled to vote.

SECTION 3. NOTICE OF MEETINGS

Notice of the time and place of each regular meeting and of each special or other meeting of the Society shall be given by written or printed notice mailed to each member at least fifteen (15) days prior to the date set for such meeting. If the meeting be a special meeting, the notice shall specify the business to be brought before such meeting and no other business shall be considered by the meeting.

SECTION 4. QUORUM

Ten percent (10%) of the members of the Society shall constitute a quorum for the transaction of all business at an Annual Meeting.

SECTION 5. PROCEDURES

In all matters not provided in these By-Laws, Robert Rules of Order (latest Edition) shall apply.

ARTICLE X. AMENDMENTS TO BY-LAWS

Amendments to these By-Laws may be proposed by a majority vote of the Board of Trustees or by petition by members of the Society. Amendments proposed by petition must be submitted to the Secretary in writing and signed by at least 5 members in good standing. The Secretary shall mail a copy of each

amendment to each member of the Society entitled to vote at least two weeks prior to the meeting at which the amendment is to be acted upon. An amendment may be adopted at any regular meeting or special meeting called for the purpose by a two-thirds (2/3) vote of the members present and entitled to vote, or by mail vote.

DELETIONS FROM ORIGINAL BY-LAWS:

ARTICLE I. Membership, SECTION CLASSES, DUES AND ELECTION OF MEMBERSHIP

"Any person between the ages of fourteen (14) and eighteen (18)... which must be sponsored by a member of the Society...

becomes:

"Any person under eighteen (18) years of age..."
Also: "Any person over twenty-one (21) years of age may become an Honorary Member..." deleted age limit.

ARTICLE I. SECTION 2. RIGHTS AND PRIVILEGES OF MEMBERSHIP

"A Student Member shall not have the right to vote..." becomes:

"A Student Member shall have the right to vote..."

ARTICLE II. BOARD OF TRUSTEES. SECTION 3. THE TREASURER

Deleted: "The Treasurer shall keep an accurate list of the membership of the Society. He shall collect all membership dues and other monies due the Society." This duty has been assigned to the Secretary (See Section 7 of the Revised By-Laws under Article II)

ARTICLE II. SECTION 9. THE EDITOR

In the original by-laws this section defined the position of Editor as an officer of the Board of Trustees, even though the Editor was omitted from the Composition of the Board (Article II, Section 1 of the original). This Section 9 with additions has become Article VI of the Proposed By-Laws revision.

ARTICLE NUMBERING.

With the addition of Article VI. The Editor, and Article VII. COMMITTEES, it has become necessary to renumber the remaining articles. Instead of the original VIII, the By-Laws now consist of ten Articles.