

BYLAWS
THE VERMONT ARCHAEOLOGICAL SOCIETY

ARTICLE I- NAME AND PURPOSE

Section 1— NAME

The name of this society shall be THE VERMONT ARCHAEOLOGICAL SOCIETY, INC. hereinafter referred to as the Society.

Section 2 - PURPOSE

The purpose of the Society shall be to promote and support archaeological study, research and conservation of archaeological resources, to educate the public in understanding, appreciating and supporting the aims and limits of such study, research and conservation in the State of Vermont.

Notwithstanding other provisions of these articles, the purpose for which the Society is organized is exclusively scientific and educational within the meaning of Section 501(c) (3) of the Internal Revenue Code of 2004 and Title 11B of the Vermont non-profit Corporation Act of 1997.

Section 3 - GOALS

A. To promote and support the conservation and preservation of threatened cultural resources, sites, monuments of Vermont through but not limited to:

1. Community outreach programs to advocate and encourage an appreciation of Vermont's rich archaeological and cultural heritage and to discourage the sale, destruction and/or loss of such heritage.

2. Promotion and use of judicious field and laboratory methods in Society sponsored excavations in an effort to preserve data, sites, examples, and artifacts and facilitate said materials to be curated at designated archaeological resource storage facilities, such as the Vermont Archaeology Heritage Center, for the benefit of all.

3. The participation in the inventory and analysis of private and museum collections of archaeological specimens, a significant resource for all Vermonters, in order to preserve and protect information from being irretrievably lost.

B. To create a forum for contributing to the understanding of the past heritage of the peoples of Vermont by promoting the commonalities that link all facets of archaeology and by bringing together all students of archaeology through meetings, lectures, publications, and educational events.

C. To promote the stewardship of Vermont's cultural/archaeological resources by partnering with other Cultural Heritage, Research and Educational organizations in shared goals.

ARTICLE II — MEMBERSHIP

Section 1— ELIGIBILITY

Membership in the Society is open to any person or institution that subscribes to the stated goals of the Society and upon payment of appropriate dues.

Application for membership shall be submitted in writing and accompanied by the appropriate dues. The membership year shall be January 1st through December 31st.

Section 2 — MEMBERSHIP CATEGORIES

Membership in the Society shall comprise the following categories: Individual, Family, Student/Senior, Contributing, Life, Honorary and Institutional. The Board of Directors of the Society shall determine the schedule of dues for each category.

Section 3 — RIGHTS OF MEMBERS

All categories of membership shall be eligible for any elective office in the Society and have one vote at all general elections.

All classes of membership may participate in all society activities and shall be eligible to receive a copy of regular publications the Society produces. Any member in arrears for the calendar year shall be dropped from the mailing list and not be eligible to receive the Society's publications for that year.

ARTICLE III — MEETINGS

Section 1— ANNUAL MEETINGS

The Annual Meeting shall be held once a year in the State of Vermont at such time and place to be designated by the Board of Directors. A semi-annual meeting may be held but is not required.

Section 2 — SPECIAL MEETINGS

Additional meetings and/or events may be held with the consensus of the Board of Directors.

Section 2 — NOTICE OF MEETINGS

Written notice of the time and place of the Meetings shall be sent to each current member at least 7 days but preferably 14 days prior to the date set for such a meeting. This will be done through the eNewsletter.

Section 3 - QUORUM

The members present at any properly announced meeting shall constitute a quorum.

Section 4 — VOTING

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE IV- BOARD OF DIRECTORS

Section 1— BOARD ROLE AND SIZE

The Board of Directors is responsible for overall policy and direction of the association. The Board shall consist of up to twelve (12) Directors elected by the membership and the Editor and Treasurer (if either of these are not otherwise members of the Board). It is explicitly understood as a prerequisite that all of these be members in good standing of the Society.

Section 2 — OFFICERS AND DUTIES

The officers of the Society shall be a President, a Vice-President, and a Secretary, all of whom shall be elected by the Board from among the 12 Directors elected by the membership. The President with the approval of the Board of Directors shall appoint a Treasurer and an Editor. Once the staggered terms are established, four (4) of the Directors shall be elected at each Annual Meeting for 3-year terms.

President. The President shall be the Society's chief administrator, with executive supervision over the Society's activities and responsible for carrying out the policies of the Board of Directors. The President shall provide an annual report to the membership.

Vice President. The Vice President shall assist the President and have such duties as the President delegates to him/her. In the event of the President's incapacity or resignation, he/she shall become the President.

Secretary. The Society's Secretary shall keep the minutes and proceedings of the annual and special meetings of the Society and of the Board of Directors, which shall be available to the membership as well as to the Board.

Section 2.1 APPOINTEES

The President with the approval of the Board of Directors appoints the Treasurer and the Editor.

Treasurer. The Treasurer shall maintain the Society's financial records and have oversight and custody of all cash funds. The Treasurer shall keep accurate records and accounts of the monies received and disbursed, which at all times shall be open to inspection by the Board of Directors. The Treasurer in conjunction with the President and the Board of Directors shall develop and maintain a yearly budget. All formal contracts are to be signed by the Treasurer and the President. The treasurer shall submit an annual report to the Board of Directors.

The Treasurer and/or President shall provide an accurate list of the paid members to the Board as needed.

The fiscal activities of the Society shall be in conformity with the restrictions placed upon exempt corporations as stated in Section 501(c)(3) of the Internal Revenue Code of 2004 and Title 11B of the Vermont non-profit corporation Act of 1997.

At the discretion of the Board, the Treasurer's records shall be subject to review by any member in good standing by written request to the Board.

Editor \. The President with the approval of the Board of Directors appoints the Journal Editor. The Editor shall prepare, edit, publish the Journal of the Society. The Editor may accept or reject any matter submitted for publication.

The President, with advice of the Board, may make other appointments as needed.

Section 3- TERMS OF OFFICE

Those elected shall take office at the close of the Annual Meeting and shall serve until their successors have been duly elected and installed.

A Board member may serve only 2 consecutive 3-year terms but may be nominated to the Board again after a lapse of one year since the two consecutive 3-year terms.

A Board member may not serve more than three consecutive 1-year terms as President or more than three consecutive 1-year terms as Vice President but may be nominated again after a lapse of one year. These limitations shall not affect interim elections or appointments to fill out unexpired terms or positions not filled.

Term limits may be temporarily suspended for a willing board member if the board is not full or if officer positions are unopposed at the general meeting.

Section 4-BOARD ELECTION PROCEDURES

The President, with the approval of the Board of Directors, may appoint a Nominating Committee. The list of nominees who have agreed to serve shall be sent to the membership with the meeting announcement at least fifteen (15) days prior to the meeting at which the vote is to be taken. Other nominations may be made from the floor at the meeting. A majority of votes cast for each position shall be sufficient for election. In the event of a tie vote, the Board of Directors shall cast the deciding vote.

Section 5- VACANCIES

If the office of the President becomes vacant during the year, the Vice President shall vacate their own office and become President. The Board of Directors may, by a majority vote, fill all other vacancies arising from the resignation or incapacity among the Officers or Directors. In the case of a Director, whose staggered terms are involved, the appointment shall be until the next Annual Meeting, which shall then elect for the unexpired remainder of the term.

Section 6 — QUORUM

A quorum must be attended by at least 50% of board members for business transactions to take place and motions to pass.

Section 7 - CONFLICT OF INTEREST

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the Society to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Section 8 – REMOVAL OF BOARD MEMBERS

Board Members may be removed from the Board by a simple majority vote of a quorum of the Board of Directors that has been properly announced under Article III. Board Members can only be removed for cause. Cause includes lack of attendance at 4 consecutive board meetings, refusal to perform duties of position, financial improprieties or other actions that the Board determines constitute “cause.”

ARTICLE V — COMMITTEES

Section 1— COMMITTEE FORMATION

The Board may create ad hoc committees as needed.

ARTICLE VI- AMENDMENTS

Section 1— AMENDMENTS

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by the Board of Directors at any regular or special meeting of the board: provided, however, that the number of directors shall not be increased or decreased, without the prior approval of two-thirds of the members present at the Annual Meeting.

CERTIFICATION

These bylaws were approved at a meeting of the Board of Directors by a two-thirds majority of Board members present on:

September 14, 2023