

BYLAWS IOWA ARCHEOLOGICAL SOCIETY

As amended April 21, 2007

The Iowa Archeological Society (IAS) is a non-profit corporation organized under the provisions of Chapter 504A of the 1973 Code of the State of Iowa. In accordance with I.R.S.-IRS Code 501(C) (3) and Section 509(A) (2), the organization is exempt from Federal Income Tax. Further, donors may deduct contributions to the I.A.S.-IAS under the provisions of Section 170 of the Code. Bequests, legacies, devises, transfers or gifts to the I.A.S.-IAS are deductible for Federal estate and gift tax purposes under the provisions of Sections 2055, 2106, and 2522 of the Code.

The I.A.S.-IAS may elect to solicit advertising in its publications and engage in other minor, unrelated fund-raising activities as deemed prudent to meet its budgeted funding obligations.

1. **OFFICERS.** A President and Vice-President shall be elected for a term of two years at the every other regular annual spring meeting of the corporation by a majority of the members present and voting. A Secretary, Treasurer/~~Membership~~ Secretary, Journal Editor and Newsletter Editor shall be elected for a term of three years at every third annual spring meeting by a majority of the members present and voting. Each Officer assumes his or her post at the time of election, although the President, if not re-elected, retains the responsibility for completion of the business agenda of the meeting they have organized through any "old business" with the new president assuming office and responsibility for any "new business." Each of the ~~seven~~six elected officers shall have one vote on all matters.

The President, or in the President's absence, the Vice-President, or in the absence of both, a chairperson pro tempore elected by a plurality of the members present, shall preside at all meetings of the customary authority of this office. The President shall appoint committees as needed and may call special meetings according to the provisions in Section 5 of the Bylaws.

The Vice-President shall have the duties as described for the President, in the absence of the President. The Vice President serves as Meetings Committee Chair, and Keyes-Orr Award Committee Chair.

The Secretary shall keep a record of the proceedings of the Society and of the meetings of the Executive Board. The Secretary shall take charge of all current ~~papers~~-correspondence (paper and digital) belonging to the Society and shall present to the Society any business which the Executive Board may deem important.

The Treasurer/Membership Secretary shall have charge of all of the Society's financial assets, receiving all income, paying bills and managing the ~~savings and checking financial~~ accounts, all to be conducted in a manner prescribed by the President and the Executive Board. In t~~The~~ Treasurer role, the incumbent shall keep the accounts of the Society in books and records, which shall be at all times open to the inspection of the Executive Board and shall provide information on the Society's finances to the Internal Revenue Service and the State of Iowa as required by law. The Treasurer shall report on the Society's financial transactions and status at the regular annual spring meeting and at other meetings as requested.

In t~~The~~ Membership Secretary role, the incumbent shall collect the dues as directed by the

Executive Board from all members of the Society ~~and shall forward the dues to the Treasurer for deposit in the society's bank accounts~~, shall issue membership cards to all paid members, and shall keep a current membership list showing names of all members, their classes of membership, and their addresses. At each meeting of the Executive Board, and at each general business meeting of the society, the Membership Secretary shall provide a written accounting of numbers of new and renewed members in each category and the dues received.

The Journal Editor shall be responsible for preparing the journal for publication. The newly elected editor becomes a member of the Executive Board and assumes voting rights at the time of election. The outgoing ~~Journal editor~~ Editor continues to have an obligation to report to the Board, and at the discretion of the Board, retains responsibility for completion of that calendar year's *Journal*.

The Newsletter Editor shall be responsible for preparing the newsletter for publication. The newly elected ~~Newsletter editor~~ Editor becomes a member of the Executive Board and assumes voting rights at the time of election. The outgoing ~~Newsletter editor~~ Editor continues to have an obligation to report to the Board, and at the discretion of the Board, retains responsibility for completion of that calendar year's *Newsletter*.

The Digital Editor shall be responsible to lead or delegate the maintenance and updates of the Iowa Archeological Society website and other electronic media. The newly elected Digital Editor becomes a member of the Executive Board and assumes voting rights at the time of election. The outgoing Digital Editor continues to have an obligation to report to the Board.

2. **DIRECTORS.** Twelve Directors (used here as equivalent to "Trustees" as described in the Articles of Incorporation) shall be elected by a majority of the members present and voting at each regular annual spring meeting. The term of a Director shall be for a period of three years. The terms of the twelve Directors shall be staggered so that four shall be elected at each regular annual spring meeting. There shall also be elected however many others as are necessary to fill any vacancies which might occur in the interim. Each Director assumes his or her post at the time of election. Each Director shall have one vote on all matters.
3. **IOWA-STATE ARCHAEOLOGIST AND SHPO REPRESENTATIVE.** The ~~Iowa~~-State Archaeologist of Iowa shall be designated as ex-officio advisor to the Iowa Archeological Society and shall be included as a member of the Executive Board with one vote on all matters. If the State Archaeologist holds a position as Officer or Director, then the ex-officio position will be vacated. The State Historic Preservation Office (SHPO) shall designate one staff member to serve as ex-officio advisor to the Iowa Archeological Society and shall be included as a member of the Executive Board with one vote on all matters. The State Archaeologist and SHPO staff are not otherwise eligible to hold a position as IAS Officer or Director.
4. **EXECUTIVE BOARD.** The Executive Board shall be composed of the ~~seven~~ six Officers, the twelve Directors, a SHPO representative, and the State Archaeologist. The business of the corporation shall be the charge of the Executive Board. A simple majority of the Executive Board members present at a duly called meeting can enact business. Members may be present via telephone or internet for matters requiring expediency. Executive Board meetings may be called at the discretion of the President. Sufficient advance notice to all Executive Board members is the responsibility of the President but must be minimally 48 hours in advance of a meeting; notification may be via email.

5. **MEETINGS.** The regular annual spring meeting of the corporation shall be scheduled during the period late March-early May of each year at a place decided by or approved by the Executive Board. Special meetings may be held for the membership at the call of the Executive Board and the exact time and place of such meetings shall be set by the Board. Written notice of any membership meeting must be mailed not less than thirty (30) days before said meeting to each member in good standing, at his or her last known address. ~~Special Executive Board meetings may be called at the discretion of the President. Sufficient advance notice to all Executive Board members is the responsibility of the President.~~

6. **MEMBERSHIP.** Any person or institution in sympathy with the objectives of the Society, on payment of the prescribed fee for the type of membership desired, is eligible for membership.

Dues shall be payable January 1st of each year. Dues paid on or before the last day of September shall be applied as dues for the current year and shall entitle the new member to previous copies of Society publications for the current year, without extra charge, if still in print. Unless specifically designated, dues paid after the last day of September shall be applied as dues paid for the following calendar year and the new member shall begin to receive regular publications after January 1st of the next year. Any member more than three months behind in payment of dues shall receive notification thereof from the Membership Secretary and shall be automatically dropped from membership at the end of an additional month. Dropped members shall not be entitled to vote or hold office in the Society nor will they receive Society publications until reinstated.

7. **CATEGORIES OF MEMBERSHIP.** The Society shall offer both voting and non-voting categories of membership.

<u>Voting Members</u>	<u>Non-Voting Members</u>
Active	Student (under 18)
Household	Institution
Sustaining	
Honorary Lifetime	

Dues structure and changes thereto shall be proposed by the Executive Board and submitted for approval to the membership present at the annual spring meeting. A two-thirds vote is required for approval. Approved changes to the dues structure will take effect the following calendar year. Dues rates are required to be published in each Newsletter.

An honorary lifetime membership is awarded to all nonprofessional recipients of the Keyes-Orr award and to all Iowa Archeological Society members with 30 or more years of voting membership. Honorary lifetime memberships will be awarded commencing the year following the 30th year of membership. Recipients will be notified in the fall of the year preceding the award and their names will be published in the [Newsletter of the Iowa Archeological Society IAS Newsletter](#).

8. **PUBLICATIONS.** The Society shall have two official publications, a quarterly newsletter titled *Newsletter of the Iowa Archeological Society* and an annual journal to be called *Journal of the Iowa Archeological Society*.

9. **LOCAL CHAPTERS.** Five or more members of the Iowa Archeological Society, residing in a convenient geographical area, may organize a chapter for the purpose of furthering the interests and objectives of the State Society. Other organizations having kindred interests, but

whose members are not affiliated with the State Society, may become a chapter upon authorization by the Executive Board and the payment of the prescribed dues.

10. **LIABILITY.** No Director, Officer, or member of this corporation, in the absence of self-perpetrated fraud, shall become personally liable for any debts or liabilities arising against or incurred by the Society or its Directors, Officers, agents or employees. Further, the private property of the members, Directors and Officers of this corporation shall be exempt from liability from any and all debts, obligations or liabilities of this corporation.
11. **AMENDMENT OF BYLAWS.** Any Bylaw can be amended by two-thirds favorable vote of the members present and voting at any annual or special membership meeting, providing a copy of the proposed amendment is placed in the hands of the President thirty days prior to said meeting and that a copy of said proposed amendment be made available to the membership attending the annual or special meeting prior to said meeting.
12. **Awards.** The corporation may present awards from time to time in accordance with procedures developed by the Executive Board.