

ARTICLES OF INCORPORATION

For

UTAH STATEWIDE ARCHAEOLOGICAL SOCIETY

ARTICLE I – NAME

The name of this organization shall be the UTAH STATEWIDE ARCHAEOLOGICAL SOCIETY, and shall hereinafter be referred to as the “Society”.

ARTICLE II – LIFE

The life of this organization shall be perpetual.

ARTICLE III –PURPOSES AND POWERS

The Society is organized exclusively for charitable, educational or scientific purposes, 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 of 1986, as amended, or the corresponding section of any future federal tax code (the “Code”), and including without limitation:

To share appreciation and understanding of the rich culture history of Utah and to engage the public in the protection and preservation of Utah’s heritage resources.

The Society shall have all powers necessary and incidental to carrying out the purposes for which the society is formed.

ARTICLE IV – LIMITATIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a

corporation exempt from federal income tax under section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

This Society shall abide by all applicable federal ‘and state laws concerning ‘Antiquities’ together with all pertinent rules and regulations as promulgated and prescribed by the Secretary of the Interior and other authorized governmental agencies or commissions, and shall carry out the provisions of the “Act for the preservation of American Antiquities.”

ARTICLE V -- DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Society, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or shall be distributed to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the district court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI – MEMBERSHIP

The Society shall have voting members and such other class or classes of members as the bylaws of the Society may prescribe, who shall be admitted in such manner and who shall have such rights and privileges and be subject to fees, dues and assessments, if any, as provided in the bylaws.

ARTICLE VII – GOVERNMENT

The officers of this Society shall be: President, Vice President (who shall be the president elect), Secretary, and Treasurer, with duties as specified in the By-laws. An Executive Committee may be formed with duties as described in the By-laws. The Board of Directors shall be composed of at least three members, including the officers of this Society and the president and vice president of each of the member chapters, subject to the duties and terms of office as prescribed in the By-laws of this Society.

ARTICLE VIII – MEETINGS

An Annual Meeting of the Society shall be held as prescribed in the By-laws governing the Society. Special meetings may be called, as described in the By-laws.

ARTICLE VIII – DUES AND FINANCES

This Society shall have the power to charge dues of its members to have funds to operate the state organization in accomplishing purposes. It shall have the power to accept gifts, bequests, and solicit funds to help preserve and protect Utah’s heritage resources.

ARTICLE IX – AMENDMENTS

These Articles of Incorporation may be amended at the Annual Meeting or any special meeting called for such purpose as described in the By-laws.

ARTICLE X -- Limitations Upon Liability of Directors and Officers

The directors and officers of the corporation shall not be individually or personally liable for the debts or obligations of the corporation to the fullest extent permitted by law.

ARTICLE XI– PARLIAMENTARY ORDER

Parliamentary Order: Robert’s Rules of Order, Newly Revised, shall be authority on all questions of parliamentary procedure not covered herein.

ARTICLE XII – CANCELLATION CLAUSE

The adoption of these Articles of Incorporation automatically cancels any or all previous constitutions, articles of incorporation and amendments hereto of this Society. Adopted at a duly call Special Meeting of the Utah Statewide Archaeological Society on September 18, 1971.

Amended at the regular Annual Meeting on April 12, 1975.

Amended again at the regular Annual Meeting on June 20, 1987.

Amended and restated at the regular Annual Meeting on June 12, 2020.