

UTAH STATEWIDE ARCHAEOLOGICAL SOCIETY

BY-LAWS

ARTICLE I. – MEMBERSHIP

Section 1.

Members: Membership in the Utah Statewide Archaeological Society shall be composed of all members of the duly organized and affiliated chapters in the state of Utah, any member-at-large interested in promoting the aims of the Society, and any honorary members.

Section 2.

Application for Membership: Any prospective chapter desiring admission to the Society shall apply, in writing, to the Secretary of the Society, giving its name, the names and addresses of its President and Vice President, who shall serve on the Board of Directors, its complete roster, a copy of its by-laws, and the month in which its officers were elected. Payment of dues in an amount to be specified by the Board of Directors shall accompany the application.

Section 3.

Admission to Society: Any person desiring admission to the Society shall submit to the designated officers of the local chapter, his and/or her name, address, and phone number, accompanied by payment of dues in an amount to be specified by the Board of Directors.

Section 4.

Classes of Membership:

Voting Membership: Chapter members and members-at-large who are current in their paid dues.

Non-Voting Membership: Honorary Membership: Awarded to any selected individual when such membership, in the view of the Board of Directors, furthers the stated aims of this Society. Honorary Members are not eligible to vote in chapter or statewide Society elections.

Junior Members: Junior Members are minor children must have a parent or sponsor who is a member in good standing and must be accompanied on field trips or digs by an adult who shall be responsible for their conduct. They shall have no voting privileges.

Section 5.

Expulsion: The Board of Directors may, at its annual meeting, expel any member whose attitude or conduct is considered extremely detrimental to the welfare and objectives of the Society. Such expulsion may be made only after the member has been given an opportunity to show cause why expulsion is not justified. A quorum vote of the Board of Directors is necessary for the expulsion of any member.

ARTICLE II – OFFICERS

Section 1.

Officers: The Officers of this Society shall be President, Vice President (who is President-elect), Secretary/Archivist and Treasurer. These officers shall constitute the Executive Board. The immediate Past President shall serve as an ex officio member of the Executive Board, but shall have no vote except to break a tie and shall act merely in an advisory capacity. In the event the immediate Past President is unable to serve, the Board of Directors may appoint any member from the roster of Past Presidents to so serve.

Section 2.

Term of Office: The term of office shall be for one year, effective as of the Annual Meeting and lasting until the next Annual Meeting. Officers may serve more than one consecutive term except for the President and Vice President.

Section 3.

Vacancies: The office of President, if vacant, shall be filled by the Vice President (President-elect). Other offices, if vacant, shall be filled by appointment by the Executive Board for the unexpired term; except for the office of Vice President, which may be filled by the USAS membership in a Special Election.

ARTICLE III – BOARD OF DIRECTORS

Section 1.

Board of Directors: The Board of Directors shall be composed of the officers of the Society and the President and Vice President from each affiliated chapter. The officers of the Society shall also serve as the officers of the Board of Directors.

Section 2.

Voting: A majority vote of the Board members in attendance shall carry any motion put before the Board.

Section 3.

Term of office: The term of office on the Board of Directors for chapter Presidents, Vice Presidents, Secretaries, and Treasurers shall be for one year. The effective date for chapter leadership shall be on the first Annual Meeting after the leadership has been elected in a chapter. Consecutive terms of office may be held if such officers are re-elected in their respective chapters.

Section 4.

Vacancies: A vacancy of any chapter's members of the Board of Directors shall be filled in accordance with the Chapter's bylaws.

Section 5.

Advisor: Any professional archaeologist may serve as an advisor to the Board of Directors.

ARTICLE IV – MEETINGS AND QUORUMS

Section 1.

a. Annual Meeting: The Society shall hold an Annual Meeting at a place, time and date to be designated by the Board of Directors. All members of all affiliated chapters, members-at-large, and honorary members shall be invited to attend the Annual Meeting and shall be permitted to advance and discuss ideas and business, but only members in good standing shall be permitted to vote. The Annual Meeting may be a convention, a meeting, or conducted as part of a field trip. In the event the host chapter cannot arrange the meeting, the Board of Directors will make arrangements for a Special Meeting to elect officers and conduct annual business. This may be done electronically.

b. Election of Officers: The election of officers shall take place at the Annual Meeting with each voting member in attendance having one vote. Elections shall be by secret ballot and conducted by the Parliamentarian who shall also appoint two tellers to count the votes.

i. Special Election: If election of officers needs to take place at a time outside the Annual Meeting, the Board of Directors may call for a Special Election. The Board of Directors will determine the period of time when nominations may be open, and will determine the process and timeline for votes to be cast. A simple majority of votes shall determine the election of officers in a Special Election. The term of an officer voted to the Board by a Special Election shall begin on a date set by the Board of Directors.

c. Committee Reports: All committee reports shall be given at this meeting.

d. Treasurer's Report: The Treasurer shall give the annual treasurer's report. The chairman of the auditing committee shall read the report of the previously audited books.

e. A majority vote of the voting membership in attendance shall carry any motion or for the election of officers except for amendments to these By-laws as provided for in Article XI.

Section 2.

Special Meetings: Any business of such urgency that it cannot be held over for the annual meeting shall be transacted at special meetings called by the President or upon written request of any three members in good standing, provided such request has been submitted to a member of the Executive Committee at least two weeks (14 days) in advance of such meetings. And that all members-at-large and all _____affiliated Chapter _____ Presidents and Secretaries are notified at least ten (10) days in

advance of such meetings. The request for a special meeting must include a description of the purpose or purposes for which the meeting is called.

Section 3.

Quorums: A quorum shall be a simple majority of the voting membership in attendance, with each member having one vote.

Section 4.

Meetings by Telecommunication. Members of the Board of Directors or any committee thereof may participate in a meeting of the Board of Directors or committee by any means of communications so long as all individuals participating in the meeting can hear one another. Such participation shall constitute presence in person at the meeting.

ARTICLE V – DUTIES OF THE BOARD OF DIRECTORS

Section 1.

Duties:

a. It shall be the duty of the Board of Directors to attend the Annual Meeting, any special meeting, and upon the President’s request. The Board may meet bi-annually, or on an as-needed basis.

b. It shall be the duty of the Board of Directors to name an Auditing Committee, consisting of at least two persons, other than the incumbent Executive Board members. This Committee shall examine the Treasurer’s books prior to the Annual Meeting and make its report at that meeting.

c. It shall be the duty of the Board of Directors to appoint, prior to the Annual Meeting, a Nominating Committee composed of the presidents of all chapters, but not to include the Society President.

d. It shall be the duty of the Board of Directors to correlate all activities under the guidance of the Society’s professional advisor(s) or their designated representative.

e. It shall be the duty of the Board of Directors to appoint all special committees, other than Parliamentarian, which is appointed by the President.

f. It shall be the duty of the Board of Directors to select honorary members.

g. It shall be the duty of the Board of Directors to approve interim actions taken by the Executive Committee.

h. It shall be the duty of the Board of Directors to appoint their senior member in attendance to conduct a meeting in the absence of members of the Executive Committee.

ARTICLES VI – DUTIES OF OFFICERS

Section 1.

Duties of the President:

- a. It shall be the duty of the President to preside at all meetings of the Society and to perform such other duties as are customary to the office.
- b. It shall be the duty of the President to appoint a Parliamentarian.

Section 2.

Duties of the Vice President:

- a. It shall be the duty of the Vice President to preside at any meeting and to perform all the duties of the President in the event of his/her absence or inability to serve.

Section 3.

Duties of the Secretary: It shall be the duty of the Secretary to keep an accurate and permanent record of the proceedings of all meetings of the Society and its Board of Directors. Within thirty (30) days after the close of such meetings, the Secretary shall submit copies of the meeting minutes to each affiliated chapter of the Society. The Secretary shall maintain an up-to-date list of all names and addresses of all members of the Society, either affiliated with a chapter, members-at-large, or honorary members. The Secretary shall submit to each chapter the slate of nominees for office at least thirty (30) days prior to the Annual Meeting. Chapters will be responsible for sending the nominations to their members.

The Secretary shall also conduct all correspondence of the Society and retain copies of such correspondence as a part of the permanent record. The Secretary shall submit all notices of Annual or Special Meetings, including amendments to the Articles of Incorporation and By-laws, and if affirmed, file these with the Department of Commerce for the state of Utah.

Section 4.

Duties of the Treasurer: It shall be the duty of the Treasurer to receive all monies and to disburse them when authorized by the Board of Directors or the Executive Committee, to keep a full and accurate account of such transactions, and to render a written report of receipts and expenditures at every Annual Meeting. The Treasurer shall also update corporate records annually, renew the charitable organization fund-raising permit, and file required documents with the Internal Revenue Service.

Section 5.

Parliamentarian: It shall be the duty of the Parliamentarian to attend the Annual Meeting and any Special Meeting and to rule on all parliamentary procedures. It shall also be the duty of the Parliamentarian to conduct the annual election and to appoint two tellers to count the ballots. The parliamentarian is not a member of the Executive Committee.

Section 6.

If the President or Vice President is not in attendance at a duly called meeting, the Secretary, Treasurer or Past President will conduct the meeting, in that order. If none of the Executive Committee can be present, the Director with the most seniority will conduct the meeting.

ARTICLE VII – DUES AND FINANCES

Section 1.

Finances: This Society shall have the power to raises and disburse funds to further the aims and purposes of the Society.

Section 2.

Dues for Members: The dues of this Society shall be determined annually by the Board of Directors. These dues shall be paid to the Society by each chapter’s treasurer and shall be due in January and delinquent by March 30 of each year. Members-at-large shall pay independently. Chapter treasurers should send in new memberships and dues each month to keep the state membership list current. Only up-to-date dues-paying members may vote on Society business. If a chapter fails to pay annual dues to the Society, the entire chapter will lose its voting rights.

ARTICLE VIII –COMMITTEES

Section 1.

Committees:

As needed committees may be appointed by the Board of Directors. Any committee should have two directors.

Section 2.

Nominating Committee: The Nominating Committee shall select candidates to run for office, but shall obtain the consent of each nominee. The report of the Nominating Committee shall be sent to the Secretary thirty (30) days prior to the Annual Meeting.

Section 3.

Auditing Committee: It shall be the duty of the Auditing Committee to audit the Treasurer’s books immediately prior to the Annual Meeting and to read such report at that meeting.

ARTICLE IX – ELECTIONS

Section 1.

Nominations: Thirty (30) days prior to the Annual Meeting, the Nominating Committee shall submit to the Secretary a slate of candidates for the offices of the Society, except for the office of President. However, the Nominating Committee shall have acquired, from the proposed candidates, an approval and willingness to serve before inclusion of their name to the slate of nominees presented. Any member of the Board of the Society may serve on the nominating committee except the President. The report of the Nominating Committee shall be sent to the Secretary who shall forward the report to each Chapter President and member-at-large at least fifteen (15) days prior to the Annual Meeting. Chapters will be responsible for disseminating the nomination report to their members.

Section 2.

Election of Officers: The election of the Executive Officers of the Society shall be held at the Annual Meeting. Officers shall be elected by a plurality vote of the voting membership in attendance and shall take office immediately following the close of all the activities associated with the Annual Meeting. Officers may also be elected at a Special Meeting if the need arises.

a. **Procedure:** In electing the Officers, the Nominating Committee shall present again their report of the list of candidates at the Annual Meeting. The Parliamentarian will then accept further nominations from the floor by any member in good standing, provided the consent of the nominee has first been obtained.

b. **Limitation:** The office of President of this Society shall not be held by any one individual for two consecutive terms. No officer shall hold more than one Executive Office at a time at the state level. The Vice President automatically takes the President's chair for the next term of office. In case the Vice President takes the chair because of the President's inability to serve, at any time other than the Annual Meeting and election, the office of Vice President may be filled by the USAS membership in a special election.

ARTICLE X – CANCELLATION CLAUSE

Section 1.

Cancellation: On the adoption of these By-laws, any or all previous By-laws and amendments heretofore of this Society are automatically cancelled.

ARTICLE XI – AMENDMENTS

Section 1.

These By-laws may be amended at the Annual Meeting or any meeting called for such purpose by a simple majority of the voting membership in attendance, after the following provisions have been complied with:

- a. Any proposed amendment to these By-laws must be submitted to the Secretary.
- b. The name of the person or persons proposing the amendment, together with an explanation of why the amendment has been proposed, must accompany the copy of such proposed amendment and be submitted to the Secretary at least thirty (30) days prior to the Annual Meeting or any special meeting to be called for amending purposes.
- c. A copy of proposed amendment shall then be sent by the Secretary to each Chapter President and Secretary and all members-at-large at least ten (10) days prior to such meeting. Chapters will be responsible for sending the proposed amendment to their members.

ARTICLE XII – PARLIAMENTARY ORDER

Section 1.

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

ARTICLE XIII – CANCELLATION CLAUSE

Section 1.

Cancellation: The adoption of these By-laws automatically cancels any or all previous By-laws and amendments hereto of this Society.

USAS Bylaws adopted at a duly called 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 at the regular Annual Meeting on June 13, 1992.
Amended and restated at the regular Annual Meeting on June 12, 2020.