

**FINAL DRAFT**

**By-Laws  
of the  
Wisconsin Archeological Society**

**As revised and adopted [April 7, 2018]**

**Article I: Name, Purpose and Organization**

Section 1: The organization will be known as the Wisconsin Archeological Society, hereinafter referred to as the Society.

Section 2: The purpose of the Society is to promote and advance an appreciation, understanding and involvement in all facets of Wisconsin archaeology. The Society will work with the public and descendant communities to respect and preserve Wisconsin's archaeological heritage. The Society welcomes the participation of all who share in this purpose.

Section 3: The Society is organized exclusively for literary, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 4: The Society is incorporated without capital stock and is not organized for profit, no part of its net income shall inure to the benefit of any member, officer, director or other individual.

Section 5: The Society will not, as a substantial part of its activities, attempt to influence legislation, and will not participate to any extent in a political campaign for or against any candidate for public office.

Section 6: The Society will not discriminate against any individual based on gender, race, ethnicity, nationality or religion.

Section 7: Upon the dissolution of the Society, the entire net assets of the Society remaining after the payment of any and all liabilities and obligations will be distributed to another organization(s) operating under Section 501(c)(3) of the Internal Revenue Code which can fulfill the Society's purpose.

**Article II: Membership**

Section 1: Membership in the Society is open to all individuals who are interested in Wisconsin archaeology and support the purpose of the Society.

Section 2: Membership categories, benefits and the associated dues will be articulated in the policies and procedures developed and adopted by the Board of Directors.

Section 3: Individuals become members and maintain membership in the Society by the payment of dues, except for Honorary members who are exempt from paying dues.

Section 4: Each member, as defined in policies and procedures, will have one vote in Society elections and other matters which may be brought to a membership vote, and is eligible to serve in elective and appointive positions for the Society and on committees.

Section 5: The Society's membership year is January 1 through December 31 of each year, inclusive. Society membership automatically ends if current dues are unpaid, but may be renewed upon payment.

Section 6: The Board of Directors may elect Honorary members of the Society as defined in policies and procedures.

Section 7: Any member of the Society may be removed from membership, or any individual may be denied membership, by a two-thirds vote of the Board of Directors for conduct that is found to be prejudicial to the Society and its purpose. Any members subject to removal, or any individual considered for denial of membership, will be provided with written notification of the proposed action and be given opportunity to reply prior to any vote by the Board of Directors.

### **Article III: Affiliated Organizations**

Section 1: The Society may recognize organizations as affiliated with the Society when it is considered to be in the best interest of both the Society and the organization.

Section 2: The Board of Directors will establish policies and procedures to define the relationship with affiliated organizations.

Section 3: The Society may provide financial support and resources to affiliated organizations as approved by the Board of Directors.

Section 4: The Society will establish and maintain a Council of Affiliated Organizations, hereinafter referred to as the Council, composed of one representative from each affiliated organization and the Society's Vice President.

Section 5: Any and all organizations which are recognized as affiliated with the Society are separate entities and will not be entitled to the Society's tax-exempt status, insurance or any other such business status.

#### **Article IV: Board of Directors**

Section 1: The ongoing business of the Society will be conducted by a nine-member Board of Directors, hereinafter referred to as the Board, consisting of four At-Large Directors, four Officers, including the President, Vice President, Secretary and Treasurer, and one Director elected by the Council.

Section 2: All Board members must maintain current membership in the Society throughout their term.

Section 3: The terms for all Board members will commence on January 1 of the year after their election and end on December 31 of the year when their term ends, inclusive.

Section 4: At-Large Directors will serve a term of two years. To ensure continuity, the terms of the four At-Large Directors will be staggered so two will be elected for terms that begin in an odd-numbered year and two will be elected for terms that begin in an even-numbered year.

Section 5: The President and the Vice President will serve a term of two years beginning in odd-numbered years. The Secretary and Treasurer each will serve a term of three years. Their terms of office will be staggered so that they are not elected in the same year.

Section 6: In the event of a vacancy in any At-Large Director or Officer position, the remaining Board members will elect a Society member to fill the position until the next scheduled election when a special election will be held to fill the position for the remainder of the term.

Section 7: The Council will elect one person to serve as a Director on the Board for a term of two years beginning in odd numbered years. In the event of a vacancy in this Director position, the Council will elect a replacement for the remainder of the term.

#### **Article V: Duties of the Board of Directors**

Section 1: All Board members will act in the best interest of the Society and represent the interests of the membership, will be actively engaged in the Society's work, will attend and participate in meetings, and will, if unable to fulfill their responsibilities, resign from their position.

Section 2: The President will preside at all meetings of the Society membership and of the Board. The President will organize and prepare an agenda for each meeting. In the absence of the President, the responsibility for organizing and presiding at meetings will be assumed, in order, by the Vice President, the Secretary or the Treasurer. The President will appoint the chairpersons of Society committees, with the approval of the Board.

Section 3: The Vice President will perform the duties of the President in the President's absence. The Vice President will serve as the coordinator of the Society's committees. The Vice President will serve as a member of the Council.

Section 4: The Secretary will be responsible for recording and preserving the documents of the Society. The Secretary will keep the minutes of all Society membership and Board meetings. These minutes will be made available for the use of all Board members and to the Society membership in an appropriate manner. The Secretary will maintain a complete set of all policies and procedures adopted by the Board and make these available for the use of all Board members and to the Society membership in an appropriate manner. The Secretary will maintain an accurate list of all Society At-Large Directors, Officers, Directors and Committee chairpersons. The Secretary, in coordination with the Treasurer, will maintain a listing of the name and contact information for all current Society members.

Section 5: The Treasurer will be responsible for the accurate accounting of all Society financial matters. The Treasurer will be responsible for receiving and disbursing Society funds under the direction of the Board. The Treasurer will provide reports of the financial condition of the Society for meetings of the Society's membership and Board. The Treasurer, in coordination with the Secretary, will maintain a listing of the name and contact information for all current Society members. The Treasurer will be responsible for completing necessary state and federal tax and organizational filings.

Section 6: The Director elected by the Council will represent the interests of the affiliated organizations on the Board.

Section 7: Any Board member may be removed from their position by a two-thirds vote of the Board for failure or inability to perform their duties, or for conduct that is found to be prejudicial to the Society and its purpose. Any Board member subject to removal will be provided with written notification of the proposed action and be given opportunity to reply prior to any vote by the Board.

## **Article VI: Elections**

Section 1: All Board members, with the exception of the Director elected by the Council, will be elected by a majority vote of the Society members participating in an election.

Section 2: Society elections will be conducted under the direction of the Society's Elections Committee.

Section 3: No less than 60 days prior to the deadline for voting in each election, the Elections Committee will solicit nominations from the Society membership for possible candidates for At-Large Directors and Officers positions.

Section 4: No less than 30 days prior to the deadline for voting in each election, the Elections Committee will make available to the membership a slate of candidates for each position to be elected.

Section 5: Society elections will be conducted in such a way as to allow all members to participate. Ballots will be distributed to all Society members either in physical or electronic form in a manner that maximizes participation and security of the results.

Section 6: Society elections will be conducted during the month of October of each year in order to fill Officer and At-Large Director positions that will begin at the start of the following year.

## **Article VII: Committees**

Section 1: The Society will maintain committees for the purpose of carrying out the various activities of the Society. In addition to the Standing Committees specified in these By-Laws, the Board may establish additional committees.

Section 2: Committee membership and committee chairpersons are open to all current members of the Society. Committee chairpersons are appointed by the President with the approval of the Board.

Section 3: The Standing Committees of the Society will be:

- a) Education and Events: The Education and Events Committee will be responsible for organizing and carrying out the educational functions of the Society and planning events to be sponsored by the Society.
- b) Preservation of Sites: The Preservation of Sites Committee will be responsible for the Society's effort to preserve and care for archaeological sites throughout Wisconsin. It will have specific responsibility for the care of any properties owned by the Society.
- c) Awards: The Awards Committee will be responsible for the awarding of the Society's Increase A. Lapham Research Medal and Robert E. Ritzenthaler Service Award. The committee will also coordinate the awarding of research grants.
- d) Elections: A three-member Elections Committee will be appointed by the President with the approval of the Board for the purpose of determining a slate of candidates for election and for conducting elections.
- e) Publications: The Publications Committee will be responsible for the publication of the Society's journal, *The Wisconsin Archeologist*, and its newsletter, *WisARCH News*. Additional publications may be pursued by the committee as authorized by the Board.
- f) Membership: The Membership Committee will be responsible for promoting membership in the Society.

## **Article VIII: Administrative Positions**

Section 1: The Board may establish Administrative Positions for the purpose of carrying out various activities of the Society.

Section 2: Administrative Positions are open to all current members of the Society. Administrative Positions are appointed by the President with the approval of the Board.

## **Article IX: Meetings**

Section 1: The Society will hold two general membership meetings each year in the spring and fall. The purpose of these meetings is to seek the membership's input and to inform the membership of the actions of the Board and Committees. These meetings may also include educational programs in conjunction with the membership meetings.

Section 2: The Board will meet regularly and as needed according to a schedule determined by the Board. Meetings may take place in person, or by other communication methods as are approved by the Board.

Section 3: The President, or other Officer acting in the President's absence, will call and arrange for meetings of the Board. Any three members of the Board may call a meeting of the Board without the action of the President.

Section 4: The quorum for Board meetings will be a majority of the number of Board members. When all nine positions are filled, the quorum will be five.

Section 5: Committees will meet as needed, but no less than once per calendar year, either in person or by distance communication methods as approved by the Board.

Section 6: All Society meetings will be conducted under generally accepted procedures of conduct such as "Robert's Rules of Order".

## **Article X: Policies and Procedures**

Section 1: The Board will adopt policies and procedures needed to formalize and regularize the functioning of the Society.

Section 2: Policies and procedures will be adopted by a two-thirds affirmative vote of the Board.

Section 3: The Secretary will maintain a complete set of all policies and procedures adopted by the Board.

## **Article XI: Amendments**

Section 1: The By-Laws of the Society may be amended or revised by a two-thirds majority vote of Society members participating in the voting.

Section 2: Any proposed By-Laws amendments or revisions must be available for review by the membership for no less than 30 days prior to the deadline for voting.

Section 3: Voting for any By-Laws amendments or revisions will be conducted in such a way as to allow all members to participate. Ballots will be distributed to all Society members either in physical or electronic form in a manner that maximizes participation and security of the results.