

BY-LAWS

of

MONTANA ARCHAEOLOGICAL SOCIETY

ARTICLE I

OBJECTIVES

The objectives of this corporation shall be to promote and stimulate interest and research in Anthropology and Archaeology in the state of Montana; to encourage public appreciation of the aims and limitations of archaeological research; to serve as a bond among those interested in archaeology in Montana, both professionals and nonprofessionals, and to aid in directing archaeological efforts into scientific channels; to provide an understanding of Montana's past through outreach to communities and diverse cultures within the state of Montana; to publish the results of archaeological research in the state of Montana; and to advocate and aid in the conservation of archaeological data.

ARTICLE II

MEMBERSHIP

1. Only human beings may be members of the corporation. They shall be admitted as members from time to time upon payment of one category of membership dues, and submission to the secretary of a signed statement on a form to be prescribed by the directors that the applicant supports the objectives of the Society and will abide by the code of ethics in effect from time to time. Corporations, partnerships, associations, government agencies, organizations, and institutions are not qualified for membership in the Society, but may subscribe to its publication.

2. No person shall be considered a member of the corporation who is not a life member or whose dues are not paid for the current dues period.
3. Each individual member shall be entitled to one vote irrespective of the category of his membership.
4. The membership of any member of this corporation can be terminated at any time by a majority vote of the members present at any regularly called annual meeting of members or by a majority vote of those present at a special meeting of the directors called for the purpose of considering the termination of the membership of the particular member.
5. The dues period of annual membership shall be the calendar year and all memberships shall expire on December 31st of each year. Irrespective of the actual date of commencement of membership or payment of dues, a member shall be entitled to the volume of the Society's publication "Archaeology In Montana" for the current year, at no cost other than his membership dues.

ARTICLE III

MEETINGS OF MEMBERS

1. The annual meeting of members of the corporation shall be held at such time and place as shall be selected by a majority of the directors or at a location chosen by the President. In the event the annual meeting is not so held, the president, vice president, secretary, treasurer, or any three directors may call a meeting in lieu thereof, and upon such notice as is required for a regular annual meeting of directors, and any business transacted at such delayed annual meeting, including elections, shall be as valid as if transacted or held at a regular annual meeting.
2. Written notice of all meetings of the members of the corporation, including annual meetings of the members, shall be given by the secretary or president by mail not less than thirty (30) days prior to the date of the meeting to each member of the corporation at this address as it shall appear on the records of the corporation. Notice will be deemed to have been given upon the day it is deposited in any letter drop of the United States or Canadian government postal services or posted to the public Montana Archaeological Society web site. Notice of each meeting of members shall specify the time and place

selected for the meeting, and the purpose thereof.

3. Special meetings of the members may be held at any time and place agreed to in writing by a majority of the board of directors.
4. A quorum of any meeting of members of the corporation shall consist of 15 percent of the members of the corporation. A majority of those present may decide any question that may come before the meeting.

ARTICLE IV

DIRECTORS

1. The number of directors of this corporation shall be twelve (12).
2. The directors shall be classified with respect to the time for which they shall severally hold office by dividing them into three classes, each class consisting of one-third of the whole number of the board of directors and all directors shall hold office until their successors are elected and qualified. The class of directors who shall be the successors to the class of directors whose terms shall expire that year shall be chosen at each annual meeting of the members or at any meeting held in place thereof. At each annual election the successors to the class of directors whose term shall expire that year shall be elected to hold office for the term of three years so that the term of office of one class of directors shall expire each year. Directors shall at all times be members of the corporation and cessation of a director's membership in the corporation shall operate as a resignation of his office. If a person serving a term as director has not paid his current dues by the time of the annual meeting each year, the failure to pay his dues timely shall automatically terminate his status as director and also serve to disqualify him from serving any further portion of the term of office for which he was selected. It shall be the duty of the chairman of the annual meeting of members to determine from the secretary and to announce the vacancies in directorships created by failure to pay current dues and to ask for nominations to fill the unexpired terms of office so vacated. If the unexpired terms are not so filled, the directors may fill the unexpired terms as provided in Section 3 of this article.
3. Vacancies in a class of directors occurring during the term of that class shall be filled for the unexpired term by a majority vote of the remaining directors,

through less than a quorum of the board of directors.

4. When directorships not all the same length of term are to be filled at an election of directors, the candidate securing the most votes will be elected to the longer term of office, and each succeeding directorship of shorter duration shall be filled on the same basis by the candidate securing the next highest number of votes, until all vacant positions are filled.
5. The directors shall have the full management and control of the affairs, business, property, and assets of the corporation and shall have power to make rules and regulations for its conduct not inconsistent with the laws of the state of Montana and articles of incorporation and the by-laws of the corporation. The board of directors shall also have the power to incur indebtedness, to enter into and to authorize contracts, to pledge, mortgage, or otherwise encumber all or any part of the property of the corporation, both real and personal; to purchase or otherwise acquire or hold, use, exchange, sell or otherwise dispose of all, or any part of, the assets of this corporation, whether real or personal, all without submitting the same to a vote of the members of the corporation.
6. The regular annual meeting of directors shall be held at the same place as the annual meeting of members, or any meeting held in lieu thereof, immediately following such meeting of members, without other notice than this by-law.
7. Special meetings of directors may be held in Montana on call of the president, or secretary or treasurer at any time and place agreed to in writing by one-fourth of the directors, upon ten (10) days notice in writing given and governed otherwise as in the case of notice of special meetings of members.
8. Seven directors shall constitute a quorum; a majority of those present shall decide any question that may come before the meeting, except where law or these by-laws requires a greater proportion.
9. Any meeting at which all the directors are present shall be a legal meeting for the transactions of business notwithstanding that notice has not been given as in this article provided.
10. At the conclusion of each annual meeting of directors, a new nominating committee shall take office to serve for the ensuing year. The committee shall consist of three members, each of whom shall have full voting rights on the committee. The nominating committee shall consist of the retiring president, the retiring president's predecessor as president, with the third member to be elected from the Society's membership by the board of directors at its annual

meeting. The committee shall elect its own chair and secretary.

In the event of a vacancy on the nominating committee, the board of directors shall elect a Society member to serve the unexpired term.

Each year the nominating committee shall consider the advisability of nominating some inexperienced Society members and some who have previously served on the board or as officers.

At the annual meeting of members each year, the nominating committee shall submit a slate of nominees, with a single nominee for each vacant position.

At the annual meeting of directors each year, the nominating committee shall submit the name of one nominee for each office.

When there are vacancies on the board of directors or among the officers which need to be filled before the election, the president shall request the nominating committee to submit the name of a nominee to fill the unexpired term, along with the nominee's written intention to serve, if elected, and to attend all regular and special meetings of the members and the directors.

In all instances, nominations may be submitted from the floor.

Only members of the Society whose membership dues are currently paid are eligible to be nominees or to be voted on. No nominee, however nominated, shall be eligible to be voted on or to hold office, unless prior to the vote the nominee has submitted to the chair or secretary of the meeting a written intent that if he/she is elected, he/she will attend all regular and all special meetings of the board of directors and of the membership, at his/her own expense, during his/her term of office.

11. Newly elected officers of the Society shall take office at the times specified, as follows:

The president and vice president: At the conclusion of the scheduled activities of the annual meeting and symposium at which elected, provided that the retiring president shall have the right to serve as chair and master of ceremonies until the conclusion of the scheduled activities of the annual meeting and symposium during which his/her successor is elected.

The secretary and treasurer: At the conclusion of the directors' meeting at which elected. The retiring treasurer shall turn over to the newly elected treasurer all of the funds of the Society at that time, and within 30 days shall

provide the newly elected treasurer and the other officers and directors of the Society an accurate statement for the financial condition of the Society to the end of his/her terms of office, including each receipt of money and each disbursement from the time of the previous detailed accounting, as well as a balance statement as of the end of the retiring treasurer's term of office.

The editor: At the conclusion of the directors' meeting at which he/she is elected. The retiring editor shall remain responsible for editing any issues of ARCHAEOLOGY IN MONTANA for the calendar years prior to his/her retirement as editor; provided, however, that the board of directors may in its discretion make other arrangements for the publication of delinquent issues of ARCHAEOLOGY IN MONTANA. The newly elected editor shall from the time of his/her election be in charge of the Society's equipment used in the editing process. In the event of disagreement between newly elected and retiring editors, the board of directors, in its responsibility and authority for the management of the affairs of the Society, shall have the right to take charge of Society equipment and supplies and resolve all disputes, and provide for the publication of ARCHAEOLOGY IN MONTANA or other Society publications, but it shall not have authority under the terms of this provision to replace the newly elected editor.

ARTICLE V

OFFICERS

1. The officers of this corporation shall be a president, president elect (vice-president), secretary, treasurer, editor, curator, and such other officers as the board of directors may create and elect and prescribe the duties thereof.
2. Officers shall be elected annually by the directors at the annual meeting of directors or any meeting held in lieu thereof. Officers shall be elected to serve until the next annual meeting of directors and until their successors are elected and qualified. The officers shall be subject to the same dues payment requirement and penalties as the directors.
3. Any officer may be removed at any time by a vote of a majority of the members of the corporation.
4. The president, who shall be selected from the board of directors, shall be the

chief administration officer of the corporation; he shall preside at all meetings of the members and directors, and shall have the powers and duties commonly incident to the office, and such additional powers and duties as the directors shall direct.

5. The president elect (vice president), who shall be selected from the board of directors, will perform the duties and have the powers of the president in the absence or disability of the president. He shall have such other duties and authority as the board of directors shall designate.
6. The secretary, who shall be selected from the board of directors, shall keep accurate minutes of all meetings of the members and directors and shall perform and have the authority commonly incident to the office, and shall have the duties and powers designated specifically by the board of directors. The secretary shall have the custody of the minutes of meetings and other records pertaining to corporate action, except financial records.
7. The treasurer, subject to the control of the board of directors, shall have the care and custody of the money, bank accounts, and financial and membership records of the corporation, and subject to the control of the board of directors shall have the powers and duties commonly incident to the office. The treasurer shall deposit the funds of the corporation in the name of the corporation in such bank as the directors shall from time to time designate. The treasurer may endorse, deposit, and collect all checks and notes payable to the corporation or to its order. The treasurer shall keep accurate books of account of the corporation's financial transactions, which records shall at all times be the property of the corporation, and which, along with the corporation property and records in his possession, shall be subject to the inspection and control of the board of directors. The board of directors may by resolution provide that checks and other obligations for the payment of the funds of this corporation be countersigned as a condition of their validity by such additional officer or person as shall be directed in such resolution.
8. The editor shall have the responsibility of assembling and publishing pertinent information in such periodical as shall be directed by the board of directors, and such other information on archaeological, anthropological, and related matters as circumstances permit. The editor shall have additional duties and powers as prescribed by the board of directors.
9. The archivist shall maintain or arrange for an official state of Montana sponsored archive to maintain the custody of the files and records and memorabilia of the society which are no longer necessary for the day to day functioning of the society. Such shall be maintained in perpetuity in an

orderly and retrievable manner.

10. Vacancies occurring among the officers may be filled by the board of directors for the unexpired term.
11. The same person may hold more than one office at the same time, except the president and vice president, and the president and the secretary shall be separate individuals.

ARTICLE VI

SEAL

This corporation shall have a seal which shall consist of a flat, circular dye with the following words cut or engraved thereon: "MONTANA ARCHAEOLOGICAL SOCIETY, CORPORATE SEAL, MONTANA."

ARTICLE VII

AMENDMENTS

These by-laws may be repealed or amended or new by-laws adopted (1) at any meeting of the membership when the proposed repeal, amendment, or proposal that new by-laws be adopted as been sent out in the notice of the meeting, or (2) by the written consent of all of the directors then in office.

ARTICLE VIII

PERIODICAL

The Society shall publish a periodical devoted to the archaeology of Montana and related subjects. The name of the periodical shall be ARCHAEOLOGY IN

MONTANA. Issues of the publication shall be numbered with the issues scheduled for each year constituting one volume, with at least one issue being published each year. Scheduling publications shall be the responsibility and the privilege of the editor. The board of directors may designate complimentary and/or exchange subscriptions. Members shall be entitled to receive all issues of ARCHEOLOGY IN MONTANA scheduled for the year of their memberships. Others may subscribe to publications of the Society at rates designated by the board of directors from time to time. The Society may publish such additional material on archaeological, anthropological, and related topics as circumstances permit.

ARTICLE IX

ASSETS AND BUSINESS

In the event of dissolution of the Society, the assets of the Society shall not be distributed to the members, but shall be transferred to an organization with similar objectives and tax exemption under the Internal Revenue Code. No director, officers, employee, or representative of this corporation shall take any action or carry on any activity on behalf of the corporation not permitted by an organization exempt from taxation under Section 501(c)(3) or Section 170(c)(2) of the Internal Revenue Code as they presently exist or may hereafter be amended.

ARTICLE X

MONTANA BURIAL PRESERVATION BOARD

The Board shall nominate to the Governor of the State of Montana, on a schedule to be determined by said Governor, a society representative to the Montana Burial Preservation Board.