

WESTERN MASSACHUSETTS SOCIETY
of the
ARCHAEOLOGICAL INSTITUTE OF AMERICA

Constitution and Bylaws

Preamble

The Western Massachusetts Society of the Archaeological Institute of America, hereinafter called the Society, is an affiliated Society of the Archaeological Institute of America, hereinafter called the AIA. It was established as a Society and with such an affiliation in 1948 and has remained such an affiliated society until the present date. Searches in the archives of the Society and of the AIA have not located the original Constitution and Bylaws of the Society. The Society developed a formal organizational document to indicate the ways in which its affairs are to be carried out, to provide for proper assignment of its funds and records in the event of its dissolution, and to obtain tax-exempt status under section 501 (c) (3) of the Internal Revenue Code as a charitable society organized to promote the advancement of education and science.

The AIA was incorporated by an act of Congress, Chapter 2560, 34 Statute 203 (1906), approved by President Theodore Roosevelt on May 26, 1906. The AIA is recognized by the Internal Revenue Service and the United States Postal Service as a tax-exempt organization.

Any earlier Constitution and Bylaws of the Society, if these are ever found, shall, upon adoption of the present Constitution and Bylaws for the Society, be declared null and void and be superseded by the present Constitution and Bylaws, with any and all subsequent amendments that may be made by the Society to the same.

Article I. Name

- 1.1. The name of this organization shall be the Western Massachusetts Society of the Archaeological Institute of America.

Article II. Affiliation

- 2.1. The Society is an independent entity.
- 2.2. The Society is affiliated with the AIA through the granting of a Charter issued by the AIA after an acceptance vote by the AIA Council.
- 2.3. The Society has agreed to the following stipulations:
 - a) To promote the AIA's mission;
 - b) To function within the guidelines of the AIA and not to adopt any regulations that conflict with those of the AIA;

- c) To engage in no activity that would damage the name of the AIA or undermine its mission, including engaging in transactions that remove artifacts from public and scholarly access;
 - d) To maintain a membership consisting of a minimum number of persons as required by the AIA, currently 35.
- 2.4. The Society understands that failure to follow these stipulations can result in the revoking of its Charter by a vote of the AIA Council. If its Charter is revoked, the Society loses its affiliation with the AIA and the right to use the AIA name.

Article III. Purpose

- 3.1. The purpose of the Society shall be to promote knowledge, study and interest in archaeology and related subjects and, in so doing, to further the aims and programs of the AIA.

Article IV. Non-discrimination

- 4.1. The Society shall not, in the conduct of its affairs, restrict or limit participation on the basis of any legally protected status under state or federal law.

Article V. Membership and Dues

- 5.1. Members of the Society shall consist of those persons who are members in good standing of the AIA and who wish to affiliate with the Society. Any further classification of members shall be as prescribed by the AIA. The Society shall have no power to levy any assessment beyond the annual dues prescribed by the AIA.

Article VI. The Council of the Society

- 6.1. The affairs of the Society shall, except as otherwise provided by law or by this Constitution and Bylaws and any amendments thereto, be governed by the Council of the Society.
- 6.2. The Council shall consist of the current officers of the Society, ex officio, and at least three and no more than seven other members elected from the membership at large.
- 6.3. The term of membership on the Council for those members elected from the membership at large shall be one year, the term beginning on the first day of June following election. Members may be re-elected.
- 6.4. Any vacancy occurring within the course of a term of membership on the Council or among the officers of the Society shall be filled for the remainder of the unexpired term by election by the Council, except that a vacancy in the office of President shall be filled by the Vice-President.
- 6.5. A quorum for the conduct of business by the Council shall be five members of the Council, at least one of whom shall be the President or the Vice-President. In the absence of the Secretary, the presiding officer shall appoint another member of the Council who is

present to serve as Secretary pro tempore. A quorum being present, issues shall be decided by a majority vote of the members present.

Article VII. Officers

- 7.1. The officers of the Society shall be a President, a Vice-President, a Secretary, and a Treasurer.
- 7.2. The officers of the Society shall be elected by the Society's membership at large.
- 7.3. Each officer shall serve for a term of one year, the term beginning on the first day of June following election.
- 7.4. The President may serve no more than two consecutive terms.
- 7.5. As executive officer of the Society, the President shall preside at all meetings and shall carry out the decisions of the Council and the Society. In consultation with the Council, the President shall be responsible for overseeing the lecture season and delegating related tasks as necessary.
- 7.6. The Vice-President shall assume the duties of the President in the absence or incapacity of the President, such incapacity being determined by the Council. The Vice-President shall be the Program Coordinator. In consultation with the Council, the Vice-President shall recommend the annual schedule of lectures and other programs, and they shall be responsible for the oversight and coordination of that program.
- 7.7. The Secretary shall conduct the correspondence of the Society with the membership other than that directly the responsibility of other officers or committees in carrying out their duties, shall be custodian of the records of the Society and be responsible for submitting them annually to that archival repository designated by the Council. The Secretary shall maintain the roster of membership in the Society. The Secretary shall keep minutes of all meetings of the Council as well as business meetings of the membership, and shall keep a record of the speaker and topic of each of the lectures given under the sponsorship of the Society.
- 7.8. The Treasurer shall administer the funds of the Society and shall keep records of all transactions and expenditures of the Society, including payments of bills approved by the President. The Treasurer shall give a report on the finances of the Society at each meeting of the Council and to the membership as a whole when directed by the Council. At the request of the President, the Treasurer shall prepare the books for audit within 10 days, and an audit shall be made by two persons appointed for this purpose by the President.

Article VIII. Committees

- 8.1. The Nominating Committee shall be appointed by the Council. It shall consist of three members of the Society and include representatives from the Council as well as from the membership at large, except that no current officer of the Society may serve on the Nominating Committee. The Nominating Committee shall prepare and submit to the membership at the annual business meeting of the Society a single slate of nominees to

serve as officers of the Society and members of the Council for the ensuing year. Consent of the member to serve, if elected, shall be obtained prior to submission of that person's name as nominee. The Nominating Committee shall submit the slate of nominees to the President at least two weeks prior to the scheduled election.

- 8.2. The President shall, with the approval of the Council, appoint members and officers of committees that may be designated for special purposes by the Council. The President may be a member, ex officio, of any such committee unless the Council directs otherwise.

Article IX. Elections

- 9.1. The officers and members of the Council at large shall be elected by any combination of ballot and vote at the annual business meeting of the Society or by mail or electronic ballot, the Council determining the method to be used.
- 9.2. If the election is held at the annual business meeting of the Society, the slate of nominees shall be provided to the membership at least ten days prior to the meeting. Additional nominations may be made from the floor at the time of the election, except that no member's name may be placed in nomination without the prior consent of that member to be nominated and to serve, if elected. A majority vote of those in attendance and eligible to vote shall elect, except that when there is only one candidate for an office, election for that office may be made by voice vote.
- 9.3. If the election is held by mail or electronic ballot, the ballots shall be provided to the membership at least ten days prior to the date set for the receipt of the completed ballot, and the majority vote of the valid ballots received shall elect.
- 9.4. The Secretary is responsible for preparing, receiving, and tallying election ballots, and for reporting results.
- 9.5. Any member of the Council may be removed at any time by a confidential written two-thirds vote of the remaining members of the Council if, in their judgment, such member is in violation of the Regulations, Code of Ethics, the Conflict of Interest Policy, or the Code of Professional Standards of the AIA.

Article X. Delegates to the Council of the AIA

- 10.1. The President of the Society is a delegate to the Council of the AIA. The Society understands that, in accordance with Article IV of the Regulations of the AIA and as long as it remains in good standing as a society chartered by the AIA, the Society may select one additional delegate to the Council of the AIA for its first 25 members and one further delegate for each additional 50 members.
- 10.2. The Society's additional delegates shall be appointed by the President.

Article XI. Use of Earnings

- 11.1. No part of the earnings of the Society shall inure to the benefit of, or be distributed to, its members Council members, or other private persons, except that the Society shall be

authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the charitable and educational purposes of the Society.

Article XII. Meetings of the Society

- 12.1. There shall be meetings of the Society for the presentation of lectures or other programs designed to foster the aims and purposes of the Society. The topics and schedule for these meetings shall be determined by the Council. Such a meeting may be open to the public or may be restricted in attendance to members of the Society, as the Council determines to be appropriate.
- 12.2. There shall be an annual business meeting of the Society in April or May of each year for elections, for presentation of reports on the Society's activities and on its membership and finances, and for consideration of other matters the Council or the President determines to be appropriate for discussion in this forum. Written notice of the time and place of such meeting and its agenda shall be sent to all members at least ten days prior to said meeting.
- 12.3. Other business meetings may be called at any time by the President, with the approval of the Council, provided notice of the meeting and its agenda are sent to the membership at least ten days prior to the meeting.
- 12.4. Requests from members of the Society for inclusion of particular items on the agenda of the annual business meeting of the Society shall be sent in writing to the President for consideration by the Council. Such a request must be received by the President at least three weeks prior to the date of the meeting for which the member requests that the item be included on the agenda. The Council shall decide if the inclusion of said item is appropriate. However, if a written request is received by the Council from one-fourth of the membership of the Society for the inclusion of a particular item on the agenda, that item shall be included on the agenda.
- 12.5. Except when a proposed amendment to the Constitution and Bylaws of the Society is to be acted upon, for which see Article XV, below, a quorum for the conduct of business shall be ten members of the Society, and a majority vote of the members present shall decide the issue.
- 12.6. The rules contained in the current edition of Robert's Rules of Order shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with the Constitution and Bylaws of the Society and any special rules of order the Society may adopt.

Article XIII. Dissolution

- 13.1. In the event of dissolution of the Society, any funds belonging to the Society at the time of dissolution, after outstanding bills to which the Society is obligated have been paid, shall be transferred to the AIA.

Article XIV. Liability

- 14.1. All persons, corporations and governmental entities extending credit to, or contracting with, or having any claim against the Society, the Council, or the Officers shall look only to the funds and property of the Society for the payment of any such contract or claim, or for the payment of debt, damage, judgment or decree or of any money that may otherwise become due or payable to them from the Society or Council, so that neither the members of the Council or Officers of the Society, present or future, shall be personally liable.

Article XV. Amendments of Constitution and Bylaws

- 15.1. This Constitution and Bylaws may be amended by mail or electronic ballot, provided the ballots are sent to the membership at least ten days prior to the date set for the receipt of the completed ballots. Amendments shall pass by a two-thirds majority of valid ballots returned. Alternatively, these bylaws may be amended at any business meeting of the Society, provided notice of the meeting and the proposed amendments have been provided to all members at least ten days before the date of assembly. Provisions shall be made for voting by proxy, or by mail or electronic ballot, at the request of members who are unable to attend the meeting. Amendments voted on at a business meeting shall pass by a two-thirds majority of the votes received. Notwithstanding the foregoing no change will be made to Article II without prior approval of the AIA.
- 15.2. An amendment to the Constitution and Bylaws shall take effect fourteen days after its approval.
- 15.3. If amendments or changes are made, updated bylaws will be sent to the AIA in a timely fashion.

Adopted, 1994

Amended and approved, April 2015

Amended and approved, May 2017

Amended and approved, May 2024