



Society Members:

We hope that you are staying safe during these troubled times. As you know, the current Covid-19 pandemic has forced us to change the normally in-person Annual Meeting to a virtual online meeting to be held on September 26th. We are doing our best to arrange a similar meeting experience with recorded online presentations, live announcements of awards, and more. One of the important events that was to be discussed and voted on is a proposal to formally incorporate the Arkansas Archeological Society as a non-profit organization in Arkansas. The Executive Committee has been exploring the pros and cons of making this move for the last couple of years. We have been working with attorneys from Gill, Ragon, and Owen P.A. in Little Rock to draft documents that could legally satisfy the requirements for incorporation. In April, the Executive Committee voted unanimously in favor of accepting the wording of the documents and to forward these same documents to the membership for ultimate approval by a vote at the Annual Meeting. Since we cannot hold an in-person business meeting this year, we are instead mailing these documents for you to examine at your leisure. You will likely have lots of questions about what all this means. Included in this packet are a few common questions that everyone will have and our answers. In addition, we plan to host a town hall meeting via Zoom videoconference on August 18th at 7 pm. The videoconference will cover the highlights of the proposed changes and you will be free to ask any questions you may have (if possible, email your questions in advance and it will make for a smoother Zoom meeting). Around September 1st you should receive a ballot that will allow you to cast your vote for or against these proposed changes. The deadline for receiving the ballots will be September 25th, so please mail your ballot well before the deadline. The results will be announced during our live meeting session for the Annual Meeting.

If you have questions that you would like answered before the town hall meeting, please send them to Glen Akridge at bulletineditor@arkarch.org. If you would like to discuss by phone or videoconference, drop him an email and a time can be arranged.



Questions and Answers about Incorporating the Society

What is this all about?

The Arkansas Archeological Society was founded in 1960 upon adoption of a Constitution and By-Laws that served to establish the purpose of the organization as well as a set of rules by which the Society officers and members would abide. These documents have been amended numerous times over the years as the Society has grown and evolved. In the 1960s the Society applied for and received a 501(c)3 designation as a non-profit organization from the Internal Revenue Service. But the Society has never applied for incorporation with the State of Arkansas which gives us certain legal protections for both the organization and its officers. Since the beginning, the Society has operated as an unincorporated non-profit organization.

After weighing the options, the Executive Committee recommends that we file for incorporation with the State of Arkansas. While filing for incorporation is a relatively simple logistical matter, it means that we must also make changes to our Constitution and By-Laws to both update them accordingly and bring their formats in line with that required for incorporation. Thus, the current Constitution would become Articles of Incorporation. The proposed documents (enclosed in this packet) are modeled after the current Constitution and By-Laws, but we took the opportunity to make updates that better reflect how the Society has come to operate. There are also some additions in the proposed documents that cover topics not previously considered, such as a process for removing members that violate the Code of Ethics. Another requirement for incorporation is a Conflict of Interest policy. We have drafted this document and include it herein.

How did this come about?

Over the past 15 years Society assets have increased significantly, both from bequests made by members and investments made by the Society. Combine this with the ever-present risks that are inherent in our vocation such as safety considerations on archeological sites (e.g. falling into a pit, tripping over shovels, etc...), liability if we cause damage while on private property, and even hosting meetings where many people interact can have potential legal liabilities. Thus, the Society has a lot to lose if we are ever found legally responsible for any of these types of problems. Fortunately, we have never encountered serious legal issues with any of our activities, but it would be prudent for us to consider what could happen to us legally and financially should anything ever go wrong.

Beginning in 2018, members of the Executive Committee began considering these issues and requested permission from the entire Committee to consult with attorneys regarding our legal exposures. In the summer of 2019, we met face to face with attorneys from Gill, Ragon, and Owen P.A. in Little Rock to explain our organization and get their opinions. Their primary recommendation was that the Society should incorporate as a non-profit. Their reasoning was that Arkansas has a well-established body of law pertaining to incorporated organizations and we could be more certain of legal outcomes if we operated under incorporation provisions. Arkansas does have some newer laws protecting



unincorporated non-profits but these laws have never really been tested in court. To paraphrase the attorneys, “you don’t know what a law means until a court decides what it means.”

Following that initial meeting, the attorneys took our Constitution and By-Laws and set about to convert these into Articles of Incorporation and new By-Laws. After numerous discussions and revisions, these documents were presented to the Executive Committee for their comments and approval. The Committee met with the attorney via videoconference to ask questions and then voted unanimously to approve the final version of these documents on April 18th, 2020. The last step to incorporating is a vote by the entire Society membership.

How is this going to change what we do?

Honestly, we think most Society members will notice no changes at all. Incorporating the Society primarily affects what body of Arkansas law will apply if we encounter any legal issues, hopefully we will never need to worry about this. There are some wording changes throughout Articles of Incorporation and By-Laws, many of which are minor. For example, if approved the “Executive Committee” should really be called “Executive Board” going forward. We encourage you to read through the proposed documents carefully, however, and send us any questions.

What are the advantages to incorporating the Society?

As previously mentioned, incorporating the Society puts us on firmer legal footing should the Society ever face litigation. The assets contributed to and earned by the Society will have greater protection allowing us greater assurance that we can pass the organization on to future generations in a healthy condition. In addition, incorporating also provides personal legal protections for any officer that may be named in a lawsuit against the Society.

Will this raise our membership dues?

No

Why are you doing this during a pandemic? Can’t it wait until next year?

As discussed above, we started these considerations about incorporating the Society long before the current pandemic began. The natural timing of working through revisions to these documents led us to proposing these changes to the membership-at-large this fall. We could certainly put this off for another year, but we really don’t see what is gained by that. And as mentioned, there are advantages to incorporating before we get back into the full swing of events such as the Training Program, hopefully sometime in 2021. We’re certainly hoping that we can answer all questions to everyone’s satisfaction through this document, email, and the town hall meeting.

When would incorporation take effect?

Assuming the membership approves incorporation, it would take effect January 1st, 2021.