

BYLAWS OF THE ARKANSAS ARCHEOLOGICAL SOCIETY

ARTICLE I PRINCIPAL OFFICE AND REGISTERED AGENT

SECTION 1.1 PRINCIPAL OFFICE. The principal office of the **Arkansas Archeological Society**, a nonprofit corporation organized under the laws of the State of Arkansas (the "**Society**"), shall be located at the central office of the Arkansas Archeological Survey (the "**Survey**") in Fayetteville, Arkansas, or at such place as may be designated from time to time by the Executive Board of the Society.

SECTION 1.2 OTHER OFFICES. The Society may have such other office or offices, at such suitable place or places within or without the State of Arkansas as may be designated from time to time by the Executive Board of the Society.

SECTION 1.3 REGISTERED AGENT. The Society shall have and continuously maintain a registered office in the State of Arkansas (which may be identical with the principal office) and the Executive Board of the Society shall appoint and continuously maintain in service a registered agent in the State of Arkansas.

ARTICLE II PUBLICATIONS

SECTION 2.1 Publications. The Society, under the direction of the Editor(s), shall publish a newsletter at least six (6) times per year and a peer-reviewed journal annually when the finances of the Society and appropriate material permit (collectively, the "**Publications**").

1. Benefactor, Life, Business, Supporting, Institutional, and Active Members shall receive all Publications for the fiscal year covered by their Membership Dues.

2. Student Members shall receive the newsletter only.

3. Should any individual Family Member, Spousal Life Member, and Spousal Benefactor Member wish to receive copies of all Publications, these will be provided upon full payment of an active Membership for the year desired.

ARTICLE III MEMBERSHIP

SECTION 3.1 GENERAL. Membership in the Society is open to any person in sympathy with the stated purposes of the Society upon (i) submission of an application and payment of the applicable Membership Fee; and (ii) compliance with applicable provisions of these Bylaws.

1. The following are the categories of Membership and the current Membership Fee payment schedule applicable to each. The Membership Fee for each Membership Category shall be

established by the Executive Board. Additional levels or forms of membership may be established by the Executive Board, in which case different membership fees may be set as well.

<u>Membership Category</u>	<u>Payment Schedule</u>
Benefactor	one-time
Spousal Benefactor	one-time
Life	one-time
Spousal Life	one-time
Business	annual
Supporting	annual
Institutional	annual
Active	annual
Student	annual
Additional Family Membership	annual

2. Benefactor, Life, Supporting, and Active Members shall have voting and all other privileges of membership.

3. Additional Family Membership is available to an immediate family member of a Member who is a(n) (i) Active, (ii) Supporting, (iii) Life, or (iv) Benefactor Member. Additional Family Members shall each have voting privileges as Members; however, shall not receive copies of Publications.

4. Student Memberships are available to students who are in K-12 or undergraduate college schools. Student Members shall not have voting privileges and receive only the Society newsletter. If a school has an archeological club recognized by a high school with an official sponsor, and if four (4) or more of that club members are also Society Members, the Society shall deposit an issue of each Publication for that year with the school's library free of charge.

5. Institutions such as libraries, museums, archives, schools, governmental agencies, or other, similar organizations may subscribe to all Publications upon payment of the Institutional annual fee. However, no Membership rights or privileges, nor voting rights, shall accrue to Institution Members.

6. Business Memberships shall be in the name of the business, and one (1) copy of each Publication shall be sent to the business, not to any individual. Business membership shall not have voting rights. Up to three (3) employees or agents of the Business Member may attend the Society's annual training program without becoming individual Society Members; however, each such attendee must pay the regular registration fee.

7. The spouse of a Life member or spouse of a Benefactor member may become a Spousal Life member or a Spousal Benefactor Member respectively upon payment of the Spousal Life/Spousal Benefactor fee. Spousal members shall have voting privileges. In the event of the death of a Life Member or Benefactor Member, the corresponding Spousal Life/Spousal Benefactor Member shall become a Life Member/Benefactor Member, with all resulting privileges thereof.

8. Members may change membership category by paying the additional fee to that level of Membership.

9. Any one-time fee payment may be made in up to three (3) installments over a maximum of three (3) years.

SECTION 3.2 APPLICATION. Any individual wishing to obtain a membership in the Society shall submit an application for membership to the Treasurer or such other individual, officer, or party established by the Executive Board as the agent for the Society responsible for processing and accepting Members. Approval of any application will be based upon Society's determination, in its sole discretion, that the applicant has in the past and will at all times in the future comply with these Bylaws, including, specifically, the Code of Ethics set forth in Article VII of these Bylaws (the "Code of Ethics"), and applicable law.

SECTION 3.3 REMOVAL OF MEMBER. The Executive Board may, by three-quarters vote, remove from the Membership rolls any Member who (i) willfully destroys or distorts archeological data; (ii) who violates the Society's Code of Ethics, the Society's Conflict of Interest Policy; or any municipal, county, state, or federal law, statute, ordinance, or regulation regarding the proper treatment of human remains, artifacts, furniture, burial sites, or data; (iii) who otherwise makes improper use of his or her Membership; or (iv) who the Executive Board determines, in its reasonable discretion, poses a danger to the health, well-being, safety, and operations of the Society, any individual, or any property.

1. A Member who is charged with violating the provisions of this Section shall cease all actions on behalf of and all involvement with the Society pending a final determination of that violation.

2. Any Member who is so removed may appeal that removal by written request, which shall be decided by a majority vote of the Members of the Society present at the next annual meeting.

SECTION 3.4 CODE OF ETHICS AND CONFLICT OF INTEREST POLICY. Each Member shall abide by (i) the Society's Code of Ethics and (ii) the Society's Conflict of Interest Policy (collectively, the "**Policies**"), which may be amended and modified from time to time by the Executive Board. The Policies shall be adopted by the Executive Board, at its reasonable discretion, to (i) provide for reasonable restrictions of the actions of the Members; (ii) ensure acts of the Members are consistent with the Society's purposes; and (iii) ensure the Society's compliance with applicable law.

SECTION 3.5 Meetings of the Members.

1. Annual Meetings. A meeting of the Members shall be held annually during the month of September or at such time, day, and place as shall be designated by the Executive Board, for the purposes of transacting such business as may come before the meeting.

2. Special Meetings. Special meetings maybe called by the President or any five (5) members of the Executive Board.

3. Quorum. The attending Members shall constitute a quorum.

4. Notice of Meetings. Notice of the time, day and place of any meeting of the Members shall be given at least twenty-one (21) days prior thereto by notice to each Member at his or her address as shown on the records of the Society, and sent by (1) registered or certified mail, return receipt requested, (2) an overnight carrier, such as Federal Express, capable of providing a signed proof of delivery, (3) hand delivery, (4) electronic mail, facsimile or similar electronic submission providing confirmation of receipt, or (5) by publication in a Society newsletter. All notices or other written communications shall be deemed to have been delivered (a) upon receipt, if delivered by hand delivery or (b) two days after being deposited in the United States mail or with the overnight carrier in a sealed envelope so addressed to the Member, with postage/fees prepaid, or (c) upon receipt of proof of a successful electronic transmission to the Member. The purpose for which a meeting is called shall be stated in the notice thereof. Any Member may waive notice of any meeting. Attendance of a Member at any meeting shall constitute a waiver of notice of that meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

5. Conduct of Meetings. Each meeting of the Executive Board shall be conducted according to *Roberts Rules of Order*.

SECTION 3.6 MEMBERSHIP DUES & SOCIETY FINANCES.

1. Each Member's annual dues shall be due January 1st of each year. Members whose dues have not been paid on or before April 1st of any year shall not receive Society Publications until annual dues are paid. A Member who pays annual dues after that date may receive back issues of Publications for that given year if copies remain available and if requested by that Member.

2. Income from annual dues, gifts and other sources shall constitute the working capital available to the Society for operations, publication, and other current expenses consistent with the Society's purposes.

3. The Executive Board may create special monetary funds as it deems necessary. Standing funds established by the Executive Board shall remain separate from the Society's operational funds, and any amounts held within these funds shall not be used for any expense except those that meet the guidelines of each fund, as deemed appropriate by the Executive Board.

ARTICLE IV BOARD OF DIRECTORS

SECTION 4.1 GENERAL AUTHORITY. The Executive Board of the Society ("**Executive Board**") shall manage, supervise, and control the business, property, and affairs of the Society. The Executive Board shall be vested with the powers possessed by the Society itself, including the powers to determine the policies and programs of the Society and to prosecute its purposes, to appoint and remunerate agents and employees, to establish the budget of the Society, to disburse the funds of the Society, and to adopt such rules and regulations for the conduct of its business, responsibility and authority as shall be deemed advisable, and to delegate the authority of the Executive Board to one or more committees designated or appointed by the Executive Board, but only insofar as such delegation of authority is not inconsistent with or repugnant to the Articles of Incorporation or Bylaws of the Society, or to any applicable law. The Executive Board shall conduct the following activities:

1. Manage and operate the Society and implement its purposes;
2. Set the time and place of the annual meeting;
3. Create standing committees as necessary;
4. Approve the slate of officials presented by the Nominating Committee;
5. Approve the Society's budget;
6. Appoint an auditor and initiate an audit of Society's books and records;
7. Such other obligations created in these Bylaws, and
8. Encourage and assist in the formation of local chapters of the Society ("**Chapters**").

SECTION 4.2 EXECUTIVE BOARD MEMBERSHIP. The Executive Board of the Society shall be composed of the following:

1. President,
2. Immediate Past President,
3. Four (4) Vice-Presidents,
4. Secretary,
5. Editor of the Journal
6. Editor of the Newsletter
7. Treasurer,
8. Chair of the Board of Advisors, and
9. Society / Survey Liaison

Vacancies on the Executive Board shall be filled by vote of the Executive Board.

SECTION 4.3 RESIGNATION. Any Executive Board Member may resign at any time by giving written notice to the Secretary of the Society. Such resignation shall be effective upon receipt by the Secretary.

SECTION 4.4 REMOVAL. Any Executive Board Member may be removed from such office by a two-thirds vote of the Executive Board at any regular or special meeting of the Executive Board at which a quorum is present, for (i) violation of these Bylaws or (ii) engaging in any other conduct prejudicial to the best interests of the Society. Such removal may occur only if the Executive Board Member involved is first provided (a) with adequate notice of the charges against him or her in the form of a statement of such charges and of the time and place of the meeting of the Executive Board

scheduled for the purpose of hearing or considering such action, sent by certified or registered mail to the last known address of such Executive Board Member; (b) an opportunity, within 30 days of receipt of notice of the charges, to appear before the Executive Board or submit a written statement thereto in presentation of any defense of such charges; and (c) a written explanation as to why such Executive Board Member is being removed from such office. In this regard, the Executive Board shall act on the basis of reasonable and consistent criteria, always with the objective of advancing the best interests of the Society.

SECTION 4.5 MEETINGS OF THE EXECUTIVE BOARD.

1. Quarterly Meetings. Meetings of the Executive Board shall be held quarterly at such time, day, and place as shall be designated by the Executive Board, for the purposes of transacting such business as may come before the meeting. One quarterly meeting may coincide with the annual meeting of the Members of the Society.

2. Special Meetings. Special meetings may be called by the President upon request of any three (3) members of the Executive Board.

3. Conduct of Meetings. Each meeting of the Executive Board shall be conducted according to *Roberts Rules of Order*.

SECTION 4.6 NOTICE. Notice of the time, day and place of any meeting of the Executive Board shall be given at least ten (10) days prior thereto by notice to each Executive Board Member at his or her address as shown on the records of the Society sent by (1) registered or certified mail, return receipt requested; (2) an overnight carrier, such as Federal Express, capable of providing a signed proof of delivery; (3) hand delivery; or (4) electronic mail, facsimile or similar electronic submission providing confirmation of receipt. All notices or other written communications shall be deemed to have been delivered (a) upon receipt, if delivered by hand delivery; (b) two days after being deposited in the United States mail or with the overnight carrier in a sealed envelope so addressed to the Executive Board Member, with postage/fees prepaid; or (c) upon receipt of proof of a successful electronic transmission to the Executive Board Member. The purpose for which a meeting is called shall be stated in the notice thereof. Any Executive Board Member may waive notice of any meeting. Attendance of an Executive Board Member at any meeting shall constitute a waiver of notice of that meeting, except where an Executive Board Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 4.7 QUORUM AND VOTING. Fifty-one percent of the Executive Board Members shall constitute a quorum for the transaction of business at any meeting of the Executive Board. If less than a quorum is present at a meeting, a majority of the Executive Board Members present may adjourn the meeting from time to time without further notice. In the event that any one individual holds more than one of the positions on the Executive Board that one individual shall constitute one person for meeting the quorum requirement and that one individual shall have only one vote on any matter before the Executive Board.

SECTION 4.8 MANNER OF ACTING. The act of a majority of Executive Board Members at a meeting of the Executive Board shall be the act of the Executive Board. Each Executive Board Member shall have one vote. Meetings may be held by telephone conference or video conference. In the absence of a quorum, any action taken may become valid if subsequently confirmed by a majority vote, in conformance with the quorum requirements of the Executive Board.

SECTION 4.9 ACTION WITHOUT MEETING. At the discretion of the President of the Society, any action required or permitted to be taken by the Executive Board may be taken without a meeting, provided that all members of the Executive Board shall individually or collectively consent in writing or email to that action. Such consent or consents shall have the same effect as a unanimous vote of the Executive Board and shall be filed with the minutes of the proceedings of the Executive Board.

SECTION 4.10 COMMITTEES. The Executive Board may create one or more committees. Each committee shall have two or more members. To the extent specified by the Executive Board, each committee may exercise the authority of the Executive Board. Unless the Executive Board otherwise provides, each committee may make, alter or repeal rules for the conduct of committee business. The President shall appoint and remove for cause Members of the Society to serve as Chairperson and / or committee members as necessary. The following standing committees shall serve the Society as follows:

1. Board of Advisors. The Board of Advisors shall consist of three (3) individuals (each, a “**Station Advisor**”) from each of the Survey districts established by the Arkansas Archeological Survey, a unit of the University of Arkansas System (the “Survey”). Each member of the Board of Advisors shall be elected by the Members at a meeting of the Members. The term of a Station Advisor shall be three (3) years, one being elected each year.

a. The Board of Advisors shall meet two (2) times per year to review activities of the Society and of the Survey: one meeting to be called by the Chair of the Board of Advisors during the first calendar quarter, and one meeting preceding the annual meeting of the Members. Preferably, meetings should be held at Survey Research Stations.

b. The senior Station Advisor of each Survey district shall prepare a written report of the Survey Station’s activities, needs, and problems. This report shall be delivered to the Chair of the Board of Advisors by September 10th of that year.

c. The Chair of the Board of Advisors shall review and combine the Station Advisors’ reports and make a written report of the Board of Advisors’ activities and recommendations, and deliver that report to the Executive Board at the annual meeting of the Society.

d. The President shall forward this report to the Director of the Survey and to the University of Arkansas System president.

2. Nominating Committee. The Nominating Committee shall consist of the Immediate Past President and the Secretary. The committee shall provide each person agreeing to be on the slate

of potential positions with a copy of the job description for the office in which he or she is agreeing to serve.

a. At or prior to the annual meeting of the Members, the Nominating Committee shall deliver to the Executive Board the slate of officers.

b. That slate of officers shall then be submitted by the Nominating Committee to the Members to be voted upon at the annual meeting or by mail ballot, as decided by the Executive Board.

SECTION 4.11 COMPENSATION. Executive Board Members shall not receive compensation for their services as members of the Executive Board, but the Executive Board may authorize payment by the Society of expenses of Executive Board Members for attendance at meetings of the Executive Board.

ARTICLE V

OFFICERS OF THE SOCIETY AND RELATED POSITIONS

SECTION 5.1 OFFICERS. The officers of the Society shall consist of a President, an Immediate Past President, four Vice-Presidents, a Secretary, a Treasurer, Editor of the Journal and Editor of the Newsletter, and a Chair of the Board of Advisors.

SECTION 5.2 ELECTION OF OFFICERS. The officers shall be elected by the Society's Members at the annual meeting of the Members, and serve terms beginning the first day of January following the annual meeting. The President and the Vice-Presidents shall not be eligible to succeed themselves more than one (1) elected term in the same office.

SECTION 5.3 RESIGNATION. Any officer may resign at any time by giving written notice to the Secretary of the Society. Such resignation shall be effective on receipt by the Secretary.

SECTION 5.4 REMOVAL. Any officer may be removed for violating the Society's Conflict of Interest Policy, or Code of Ethics, or engaging in conduct prejudicial to the best interests of the Society. Removal shall be by a vote of two-thirds of the members of the Executive Board at any of its regular or special meetings at which a quorum is present.

SECTION 5.5 VACANCIES. In the case of resignation, vacancy, or removal of an officer, the Executive Board shall make an interim appointment by a vote of the majority of the Executive Board. An interim appointment shall terminate at the annual meeting of the Members.

SECTION 5.6 PRESIDENT. The President of the Society shall have all powers and shall perform all duties commonly incident to and vested in the office of the President of an Arkansas non-profit corporation. The President shall be the presiding officer of the Society and Chairperson of the Executive Board. The President shall appoint and remove for cause the Chairperson of the Board of Advisors; the Chairperson of the Committee of Site Stewardship, Editors of the Society's Publications, and any other members of the Society to special committees as necessary. Each term of the President shall be for two (2) years.

SECTION 5.7 IMMEDIATE PAST PRESIDENT. The Immediate Past President of the Society shall be the President of the Society whose term has most recently ended. In the absence of the President and in the event of his or her inability or refusal to act or in the case of a vacancy of the office of President, the Immediate Past President shall assume the duties of the President, until such time as a regularly scheduled election can be held. Each term of the Immediate Past President shall be for two (2) years. The Immediate Past president shall serve in an advisory capacity in order to provide continuity and shall serve as Chairperson of the Nominating Committee.

SECTION 5.7 VICE-PRESIDENTS. There shall be four (4) Vice Presidents. Vice-Presidents shall have all the powers as the Executive Board may, from time to time, designate. Each term of each Vice-President shall be two (2) years.

SECTION 5.8 SECRETARY. The Secretary of the Society shall record the minutes of the annual meeting of the Society and of all Executive Board meetings, and have all powers and perform all duties commonly incident to and vested in the office of secretary of an Arkansas non-profit corporation. Each term for of the Secretary shall be for three (3) years.

SECTION 5.9 TREASURER. The Treasurer of the Society shall have all powers and perform all duties commonly incident to and vested in the office of the treasurer of an Arkansas non-profit corporation, including but not limited to the following:

1. receipt and administration of the funds of the Society, subject to regulation by the Executive Board;
2. maintenance of proper and adequate books and records, which shall be open at all times to inspection by the Executive Board;
3. preparation and presentation of an annual budget for the coming year at or before the last Executive Board meeting of the prior year;
4. publication of an annual financial report; and
5. presentation of a financial statement at the annual meeting of the Members.

Each term of the Treasurer shall be for three (3) years.

SECTION 5.10 SURVEY LIAISON. The Survey Liaison is an ex-officio position with no voting privileges appointed by the Arkansas Archeological Survey.

SECTION 5.11 EDITOR(S). Editor of the Newsletter and Editor of the Journal are ex-officio positions. The Editors shall oversee the writing, organization, editing, and publication of the Publications subject to direction, review, and approval by the Executive Board. Editors can enter into contractual agreements for printing and distribution of publications pursuant to rules established by the Executive Board. Assistant Editors can be appointed by the Executive Board as needed.

SECTION 5.12 CHAIR OF THE BOARD OF ADVISORS. In addition to those duties set forth in Section 4.10.1 of these Bylaws, the Chair of the Board of Advisors shall call and chair meetings of the Board of Advisors. The Chair of the Board of Advisors is an ex-officio position on the Executive Board.

ARTICLE VI LOCAL CHAPTERS

SECTION 6.1 LOCAL CHAPTERS. Six (6) or more Members of the Society may organize and request to be a local chapter affiliated with the Society for the purpose of furthering the interests and objectives of the Society (a "Chapter"). A Chapter must apply to the Executive Board for affiliation as a Chapter of the Society by submitting to the Secretary of the Society their Bylaws and list of officers. Approval of such an affiliation shall be by a majority vote of the Executive Board. So long as the number of Society Members in good standing within the Chapter does not fall below six (6), the Chapter may admit Chapter members who are not Society Members and remain affiliated as a Chapter. To remain an affiliated Chapter, all officers of the Chapter must be Society Members.

SECTION 6.2 PURPOSE OF CHAPTER. The purpose and organizational function of a Chapter, and the actions of the Chapter members, shall be and shall remain consistent with the purposes of the Society as set forth in these Bylaws and the Code of Ethics. Insofar as possible, the Society will aid the Chapters in preparing programs and recommend methods by which Chapters may furnish assistance to the Society in accomplishing its purposes.

SECTION 6.3 TERMINATION. A Chapter may be terminated upon the occurrence of one or more of the following:

1. The Chapter membership falls below six (6) Members of the Society;
2. The Executive Board finds, in its reasonable discretion, that the Chapter has failed to meet the requirement of these Bylaws or otherwise fails to remain consistent with the Purposes of the Society; or
3. The Chapter members vote to terminate as a Chapter of the Society.

Notwithstanding the foregoing, the Society assumes no debts, liability, or obligations of any Chapter.

ARTICLE VII CODE OF ETHICS

SECTION 7.1 Article VII establishes a Code of Ethics (the "Code") of the Arkansas Archeological Society (the "Society") which shall govern the Members of the Society and any who participate in its activities. This Code may be amended by the Executive Board of the Society. The purpose of this Code of Ethics is to ensure each Member's actions are consistent with the Purposes of the Society, as defined in the Bylaws, as well as applicable law and established ethical archeological practices.

SECTION 7.2 Each person who (i) is a Member of the Society; (ii) participates in any activity sponsored by the Society or any Chapter thereof; or (iii) is a guest of a Member or of the Society (collectively, a "Participant") shall abide by the Code of Ethics. Any action taken by a Participant that is determined, in the reasonable discretion of (i) the Executive Board; (ii) the person appointed by the Society as managing any Society activity (the "Project Director"); (iii) any supervising Arkansas Archeological Survey archeologist working on a project; or (iv) any agent of

the Society that is responsible for the supervision of an activity sponsored by the Society or any Chapter thereof, to violate the technical requirements of the Code of Ethics shall result in that Participant's immediate removal from that and all future activities as well as subject the offending Participant to any penalties prescribed by applicable law. Furthermore, any Member deemed to have violated the Code of Ethics shall subject the offending Member to removal from his or her Membership with the Society.

SECTION 7.3 No Participant shall willfully destroy or distort archeological data.

SECTION 7.4. All Participants who participate in Society sponsored excavations of human remains and culturally sacred materials shall behave in accordance with state and federal laws and in a manner that acknowledges the cultural significance the site may hold for all people. Human remains shall be handled with respect at all times. Visitors to burial sites under excavation shall be informed of this Code and the state or federal laws regarding the excavation of burial remains, either by posted message or personal explanations.

SECTION 7.5. Artifacts recovered in any activity sponsored by the Society or any Chapter shall not remain in the hands of individual Participants but shall become the property of the Arkansas Archeological Survey, the State of Arkansas, or appropriate governmental agency, as determined by the Project Director.

SECTION 7.6. Arkansas Archeological Society Members will promote the use of proper archeological techniques. All excavations by Participants shall be performed according to proper archeological techniques and under the direction of professional archeologists. Participants will seek professional assistance as needed. Society Members will offer assistance and/or instruction to Participants with an interest in preservation and / or legitimate research. Participants, to the best of their abilities, shall properly record and catalogue their private collections. Participants are encouraged to donate their private collections to the State of Arkansas or the Arkansas Archeological Survey.

SECTION 7.7. Participants shall actively discourage the looting of archeological sites and encourage the preservation of such sites by informing the public of archaeology's importance to the recovery of information.

SECTION 7.8. Participants shall not sell, buy, or barter for artifacts derived from archeological sites for personal gain.

SECTION 7.9. Participants shall be aware that posting/publishing photographs of archeological sites and excavations on the Internet (e.g., social media or any website) may expose site locations to potential vandalism. Participants agree always to protect site locations and the privacy of landowners. Posting / publishing photographs of artifacts, including museum artifacts, may in some cases be culturally sensitive and may require the permission of a specific Native American tribe. Under no circumstances will Participants post/publish photographs of human remains.

Section 7.10. Participants will honor the efforts of any Society archeological project to work collaboratively with descendant communities expressing an interest in the undertakings.

Section 7.11. Each Participant shall at all times abide by all federal, state, and local laws and ordinances.

ARTICLE VIII

INDEMNIFICATION, INSURANCE, FISCAL YEAR, MISCELLANEOUS

SECTION 8.1 INDEMNIFICATION. The Society shall indemnify each member of the Executive Board and each of its officers for the defense of civil or criminal actions or proceedings as hereinafter provided. The Society shall indemnify each of its Executive Board Members and officers from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred or imposed upon or asserted against him or her by reason of being or having been such an Executive Board Member or officer. A Board Member or officer shall be indemnified only when an eligibility determination shall have been made judicially or by the Executive Board that he or she (1) acted within the scope of his or her official duties, (2) in good faith for a purpose which he or she reasonably believed to be in the best interests of the Society and, (3) in the case of a criminal action or proceeding, in addition, had no reasonable cause to believe that his or her conduct was unlawful. An eligibility determination made by the Executive Board shall be made only if the Executive Board acts either:

1. By a quorum consisting of Executive Board Members who are not parties to such action or proceeding; or

2. Upon the opinion in writing of legal counsel that the Executive Board Member or officer has met the foregoing eligibility determination.

If an eligibility determination is to be made by the Executive Board, it may rely as to all questions of law, on the advice of legal counsel.

SECTION 8.2 INSURANCE. The Executive Board may authorize the purchase of insurance on behalf of any Executive Board Member or officer against any liability asserted against or incurred by him or her that arises out of such person's status as an Executive Board Member or officer, or out of acts taken in such capacity, whether or not the Society would have the power to indemnify the person against the liability under law.

SECTION 8.3 DEFINITIONS. Every reference herein to a member of the Executive Board or officer of the Society shall include every Executive Board Member or officer thereof and former Executive Board Members or officers. This indemnification shall apply to all the judgments, fines, amounts in settlement, and reasonable expenses and attorney's fees described herein. The right of indemnification herein provided shall be in addition to any and all rights to which any Executive Board Member or officer of the Society might otherwise be entitled and the provisions hereof shall neither impair nor adversely affect such right.

SECTION 8.4 SEVERABILITY. If any part of these Bylaws shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and effectiveness of the remaining parts shall not be affected.

SECTION 8.5 FISCAL YEAR. The fiscal year of the Society shall begin on January 1st and end each December 31st.

ARTICLE IX LIMITATION ON ACTIVITIES

SECTION 9.1 CHARITABLE & EDUCATIONAL PURPOSE. The Society is organized and operated exclusively for charitable and educational purposes within the meaning of the Internal Revenue Code. No substantial part of the activities of the Society shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Society shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision herein, the Society shall not carry on any activities not permitted to be carried on by either of the following:

1. An organization exempt from federal income taxation under section 501(a) of the Code, as an organization described in section 501(c) of the Code, and/or
2. An organization, contributions to which are deductible under sections 170 (c)(2), 2055 (1) (2), or 2522 (a) (2) of the Code.

SECTION 9.2 USES OF SOCIETY FUNDS. The Society shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of the net earnings of the Society shall inure to the benefit of or be distributable to its Executive Board Members, officers (or other private individuals), or other organization organized and operating for profit, except that the Society is authorized and empowered to pay reasonable compensation for services rendered. Furthermore, the actions of the Society's Executive Board Members and Officers shall be limited by the terms of the Society's Conflict of Interest Policy, as amended from time to time.

ARTICLE X INTERNAL REVENUE CODE

References herein to the "**Code**" are to the Internal Revenue Code of 1986, as amended.

ARTICLE XI AMENDMENTS TO BYLAWS

SECTION 11.1 AMENDMENT OF BYLAWS. These Bylaws may be amended by a vote of the majority of the Executive Board at any regular or special meeting of the Executive Board, provided notice of the character of the proposed amendment shall have been given to the Members at least ten days before such amendment is voted upon.

SECTION 11.2 COPY OF BYLAWS. The Secretary shall at all times keep in the office of the Society a true and correct copy of the Bylaws.

CERTIFICATE

I hereby certify that the above constitutes a true and correct copy of the Bylaws of **Arkansas Archeological Society**, a nonprofit corporation organized under the laws of the State of Arkansas, adopted by the Executive Board at its meeting on the 26 day of September, 2020.



_____, Secretary