

**BYLAWS OF THE
ARCHAEOLOGICAL SOCIETY OF NEW MEXICO**

(Amended and Restated as of May 2011)

Article I—Name, Office, and Purposes

- Section 1. The name of this organization shall be the “Archaeological Society of New Mexico,” hereinafter referred to as the Society.
- Section 2. The Society shall have and continuously maintain in the State of New Mexico a registered office and a registered agent, normally the Executive Secretary, whose office is identical with such registered office.
- Section 3. The purposes and objectives of this Society, a not-for-profit organization, and not a private foundation, shall be:
- (a) To foster interest and research in the archaeology, history, and ethnology of New Mexico;
 - (b) To encourage public understanding of and concern for cultural resources;
 - (c) To aid in the preservation of archaeological and historical sites and associated data;
 - (d) To increase knowledge and improve the skills of the members in the discipline of archaeology;
 - (e) To participate in investigations in the field of archaeology and to put the information so obtained into published form, and to submit the data to the Archaeological Records Management Section of the Historic Preservation Division in accordance with its requirements;
 - (f) To issue an annual volume of collected papers and/or such monographs as the Trustees deem appropriate;
 - (g) To encourage and assist with the formation of local societies dedicated to archaeological research and preservation.
 - (h) Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article II: Membership and Dues

- Section 1. Any person or institution desiring to support the purposes of the society may become a member by applying for membership and paying the prescribed dues. Membership forms are available in the winter and spring newsletters and posted on the Society’s website.
- Section 2. The classes of membership are as follows: Student, Individual, Family, Sustaining, Honorary Life, Affiliated Society, and Institution. Student, Individual, Sustaining, Honorary Life, and Affiliate Society memberships are entitled to one vote each; family memberships are limited to two votes per family, and the minimum voting age is 18 years. Institutional memberships have no vote.
- Section 3. Student membership is limited to those individuals currently attending high school, college, or university and who submit proof of this status.
- Section 4. The Board of Trustees, by a two-thirds majority vote, may set the amounts of the annual dues of the different classes of membership at any time it is deemed necessary.
- Section 5. Honorary Life Memberships may be awarded by action of the Board of Trustees in consideration of extraordinary service to the Society and/or to Southwestern archaeology, and the honorees need not pay dues.

Section 6. The membership year shall be the calendar year. Members joining before October 31 of any year will be considered members for that year and will receive all stated benefits of membership from the date of dues payment for that year. Members joining after October 31 of any year will be considered members for the following year.

Article III: Management

Section 1. All business and property of the Society shall be managed by a Board of Trustees with the assistance of Advisors and Appointees chosen by the Elected Trustees. In addition, individuals holding certain offices or positions in government or other institutions may be invited to serve as Ex-officio Trustees representing their respective organizations. Such representation may be solicited from museums, colleges and universities, appropriate agencies of federal or state government, and other organizations whose purposes are similar to those of the Society. Elected Trustees are to be elected by and from the membership of the society. Advisors, Appointees and Ex-officio Trustees shall sit with the Board but cannot vote or be counted part of the quorum.

Section 2. There shall be twelve elected Trustees. They shall be elected to staggered terms of three years each, with four positions expiring each year. Elections shall be held at the Annual Meeting in the spring. Terms of office of the Trustees elected shall begin immediately following the adjournment of the Annual Meeting.

Section 3. Advisors, Appointees, and Ex-officio Trustees are to be chosen by the Board of Trustees or appointed by the President with the approval of the Trustees to serve at the Board's pleasure.

Section 4. A President, a Vice-president, a Secretary, and a Treasurer shall be elected biennially in odd-numbered years by and from the Board of Trustees. These officers shall also be the officers of the Society. If the presidency is vacated, the Vice-president shall assume the presidency for the unexpired term. If any other office is vacated, it shall be filled for the unexpired term by election by and from the Board of Trustees after the corresponding vacated position of Elected Trustee has first been filled.

Section 5. A vacated position of Elected Trustee shall be filled for the unexpired term by the Board of Trustees by selecting an available Alternate Trustee from the previous election starting with the candidate with the most votes. If there is no Alternate Trustee, the Board shall fill the vacancy from the membership. When a Trustee misses three consecutive Board meetings, he or she must be replaced, but the Board sessions held during the Society's Annual Meeting shall be counted as one meeting.

Section 6. No Trustee shall receive compensation from the Society.

Section 7. There shall be at least one standing committee of the Board of Trustees, known as the Executive Committee.

Section 8. The Executive Committee shall consist of the officers. The President and Secretary shall be its Chairman and Secretary, respectively.

Section 9. The Board of Trustees may elect an Executive Secretary and fix his or her duties and compensation from the Society.

Section 10. Local Societies or organizations with similar purposes may be accepted as Affiliates by the Society. The petitioning group must submit a copy of its bylaws, a list of its officers, and one year's membership dues to the Executive Committee of the Board of Trustees. Upon acceptance by all members of the Executive Committee, the new Affiliate Society shall be notified in writing by the Committee, which shall thereupon present the dues to the Treasurer and notify any involved committees. In case of dissent by a member of the Executive Committee, the application shall be referred to the next meeting of the Board of Trustees. In the event that an Affiliate Society is charged with a violation of the Code of Ethics of the

Society, the Board of Trustees, after careful and responsible investigation, may revoke the membership of that Society and refund its current dues.

- Section 11. The Board of Trustees shall appoint the Editor of the Society's newsletter who will meet with the Board. The newsletters may be distributed electronically or in print form by the postal service. A surcharge for the printed newsletters may be added to the dues of members who request this service.
- Section 12. With the approval of the Board of Trustees, the Society shall be empowered to distribute to all members in good standing a regular publication which may be prepared by its own editorial staff, or under contract, or purchased from some other organization.
- Section 13. The Board of Trustees, at its discretion, may establish a Publications Committee whose responsibilities include editing and overseeing the production of any regular annual publication of the Society. The Board may also establish a Special Publications Committee with responsibility for such additional publications as it shall authorize from time to time.

Article IV: Meetings

- Section 1. The Society shall hold regular Annual Meetings in the spring at a place determined by the membership. The time of the meeting will be determined by the Board of Trustees and the host Society. This Annual Meeting will be the main membership meeting, and will consist of a Business Meeting at which election of Trustees and other business of the Society, including reports by representatives of Affiliate Societies on the activities of their groups, will be conducted. In addition to the Business Meeting, the Annual Meeting may include a program of talks and reports by members or by invited guests, an Awards Banquet, and a lecture by an invited speaker.
- Section 3. Special meetings of the Society may be called at any time by the Secretary upon order of the President, upon written request of three Trustees, or upon written request of ten members. No business may be transacted at a special meeting that is not specified in the call for the meeting.
- Section 4. Notice of the special meetings of the Society shall be sent electronically or by mail by the Secretary or his or her designate to all members at least ten days prior to the meeting.
- Section 5. At meetings of the Society, ten percent of the voting members in good standing shall constitute a quorum for transacting business.
- Section 6. In addition to a meeting at the time of the Annual Meeting, the Board of Trustees shall meet at least twice a year. The President, with the approval of the Trustees, shall set the time and place of these meetings.
- Section 7. Reasonable notice of meetings of the Board of Trustees shall be given by the Secretary electronically or by mail to all Trustees.
- Section 8. At meetings of the Board of Trustees, six Trustees shall constitute a quorum.
- Section 9. Business of the Trustees may be transacted electronically by the consent of the Executive Committee provided that the proposed transaction has been submitted electronically or in writing to all the Trustees. Such electronic transactions shall be confirmed at the next meeting of the Board of Trustees so as to be entered into the Minutes.

Article V: Nominations and Elections

- Section 1. Nominations for election to the Board of Trustees shall be solicited a committee of three members of the Society appointed by the President by September 1. Not more than one member of the nominating committee shall be a Trustee. Further nominations can be made in writing before January 1 and addressed to any Trustee.
- Section 2. The Nomination Committee shall prepare a slate of candidates with at least one nominee for each vacancy to be presented to the Trustees for their approval at the winter Board meeting. A short paragraph containing the qualifications of the candidate should be appended.

- Section 3. The Nomination Committee shall strive to obtain candidates such that the total body of holdover trustees and new nominees include a balanced representation of Affiliate Society membership from throughout New Mexico and bordering states.
- Section 4. The Nomination Committee shall complete its final ballot no later than the winter Trustees' meeting. This ballot together with the short paragraph of each nominee's qualifications shall be forwarded to the newsletter editor for inclusion in the spring issue. Marked ballots shall be returned to the Executive Secretary by mail or in person at the beginning of the Annual Meeting and will be counted during the first morning of the meeting. The President will appoint three tellers for this purpose. The nominees receiving the greatest number of votes will be considered to be elected to fill the existing vacancies. In case of a tie for the last vacancy, the contest will be decided by those members present at the meeting at which the ballots are counted. The nominees receiving votes below those elected will be designated as Alternates, on the basis of votes received to fill any potential Board vacancy during the coming year.
- Section 5. At the time of the Annual Meeting of the Society in odd-numbered years, in a separate session following the election of new Trustees, the Board of Trustees shall meet and elect officers. They shall elect a President, a Vice-President, a Secretary, and a Treasurer.

Article VI: Fiscal Year

The fiscal year shall begin on the first day of January and end on the thirty-first day of December of each year.

Article VII: Dissolution

Upon dissolution of the organization, all assets of the Society remaining after just debts have been paid, plus publications on hand, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article VIII: Amendments to the Bylaws

These Bylaws may be amended at the time of the Annual Meeting of the Society by a majority of those members voting the ballot either in person or by mail. Any member may submit an amendment to the Bylaws, but it must be in writing and delivered to the Secretary, who must include a ballot stating the proposed amendment in an issue of the Society's newsletter distributed at least two weeks prior to the Annual Meeting either electronically or by mail. When an amendment is approved by the membership, the Secretary shall file a copy, signed by the President and Secretary, with the State Corporation Commission of New Mexico.

President

Date

Secretary

Date