

TORRANCE COUNTY ARCHAEOLOGICAL SOCIETY BY-LAWS

ARTICLE I: NAME AND PURPOSES

The name of this organization is "Torrance County Archaeological Society", hereinafter referred to as the Society. The Society is a non-profit corporation, not a private foundation, chartered in 2009 by the State of New Mexico in perpetuity, to serve the following purposes:

1. Preserve and protect prehistoric and historic remains of this region.
2. Conduct archaeological studies, research, surveys, and excavations.
3. Inform members and the public about archaeological and ethnological fields.
4. Encourage the publication of research results of the Torrance County Archaeological Society.
5. Cooperate with other scientific institutions, especially the programs of the Archaeological Society of New Mexico and its affiliates.

The Corporation is organized exclusively for scientific, educational, and charitable purposes, as provided in the Nonprofit Corporation Act NMSA. Notwithstanding any other provision of its Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under section 501 c 3 of the Internal Revenue Code.

ARTICLE II: MEMBERSHIP AND DUES

1. Membership Qualifications: Any person or organization who will take an interested and active part in Society activities shall be eligible for membership in the Society.
2. Application for Membership: Application for membership shall be on a form approved by the Board of Directors and shall be accompanied by the required dues. Renewal dues are payable at or before the first regular meeting of the year, but not later than the second meeting. The membership year shall be from 1 January to 31 December. Members joining after 31 October will be considered to have joined for the following year.
3. Termination of Membership: The affiliation of an individual or organization in any membership may be terminated at any time by voluntary written resignation or by involuntary expulsion. The only grounds of expulsion shall be conduct prejudicial to the purposes of the society.

ARTICLE III: ORGANIZATION

The organization of the Society shall include a board of directors, elected officers, and both standing and special committees, as provided below:

1. **Board of Directors:** The board of directors shall have general supervision of the affairs of the Society between its business meetings, fix the hour and place of meetings, make recommendations to the Society, and perform such other duties as are specified in these bylaws. The board shall be subject to the orders of the Society, and none of its acts shall conflict with action taken by the Society.

a. The board of directors shall be composed of members of the Society elected by the general membership of the Society, including the executive board (President, Vice President, Secretary, and Treasurer), the immediate Past President and at least two Directors-at-Large.

b. Any vacancy occurring in the board of directors, with the exception of officers, and any directorship to be filled by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the board of directors. A quorum of the board of directors shall consist of the greater of either three directors or a majority of the number of directors.

2. **Officers:** The officers of the Society shall be elected by the membership as provided in Article IV.

a. The president shall be the chief executive of the Society. The president shall preside over meetings of the Society and the board of directors, shall coordinate the activities of all committees, oversee filing of annual reports to the Public Regulation Commission, the Internal Revenue Service and the New Mexico state archaeological society and any other entities requiring them, represent the Society to the public and other organizations, and perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Society.

b. The vice president shall assist the president in preparing programs and coordinating the activities of the Society. In the absence of the president, the vice president shall assume all duties and powers of the president.

c. The secretary shall keep true and faithful records of the business of all meetings of the Society and of the board of directors, maintain a written history of the Society by filing annual reports of officers and committees, writing and filing annual reports required by other entities, sending out meeting notices ten days in advance of the meetings, and perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Society.

d. The treasurer shall maintain a record of membership, be responsible for all monies and securities, maintain an inventory of Society property and its location (other than the library), keep faithful records of all financial transactions, and perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Society.

e. The immediate past president shall be an ex-officio member of the board of directors and shall serve the Society as parliamentarian.

f. The directors-at-large shall be elected from among the members not included within the Executive Board or the immediate past-president.

3. Standing Committees: The president shall appoint a chairperson and additional members when necessary for each of the following committees and invite voluntary participation by the membership to carry out committee activities.

a. The Finance Committee composed of the treasurer as chairman, immediate past treasurer, and at least one volunteer/appointee shall be responsible for preparing an annual budget in January for approval by the board of directors before February 1st and presentation to the membership at the next Society meeting. The Finance Committee may submit amendments to the budget for the current fiscal year, which may be adopted by a majority vote of the board of directors.

b. The Program Committee shall supervise and coordinate all programs for meetings and field trips of the Society.

c. The Library Committee shall maintain the collected books and related materials of the Society. This collection shall be cataloged by the Society librarian and housed at a site available to the members.

d. The Public Relations/Membership committee shall publicize the activities of the Society through news releases, and seek and welcome new members.

4. Special Committees: Special committees may be established as deemed necessary by the board of directors. The organization, period of continuance, and responsibilities of such Special Committees shall be determined at the time of establishment.

5. Eligibility and Vacancies: All officers must be voting members of the Society in good standing. Vacant offices, with the exception of the president, shall be filled for the unexpired term by election of the voting members present at the next regular meeting of the Society. If the office of president is declared vacant, the vice president shall become president, and a new vice president shall be elected at the next regular meeting. Vacant presidential appointments shall be filled by new presidential appointments.

ARTICLE IV: ELECTION OF OFFICERS

1. Election: At the annual meeting, the president shall call for nominations for each elective office. After nominations have been accepted and closed, the candidate for each office receiving the majority of votes cast shall be elected.

2. Terms of Office: The new officers shall assume their office at the adjournment of the board of directors' transition meeting after the annual meeting, and shall hold office until their successors accept office in their stead. Officers may serve as long as the membership votes for continuance. No person may hold more than one office at a time. The incumbent and new president shall arrange for a meeting of the new and outgoing board of directors prior to the second regular meeting to transfer responsibilities and to ensure continuity in Society affairs.

ARTICLE V: MEETINGS

1. Society meetings: A regular meeting of the Society shall be held at least seven times a year at a time and place predetermined by the board of directors. Guests and interested public are welcome, but they may not vote. Tours, field trips, joint meetings with other organizations, or other outings may be held in place of regular meetings. Business meetings will be included when necessary, as determined by the President and/or the Board of Directors.

a. Written notice stating the place, day and hour of the meeting shall be delivered not less than ten nor more than fifty days before the date of the meeting, either personally or by regular or electronic mail, by the secretary to each member entitled to vote at the meeting.

b. Voting: A member entitled to vote may vote in person or may vote by proxy executed in writing by the member or his duly authorized attorney-in-fact.

c. Quorum: Members holding one-tenth of the votes entitled to be cast on the matter to be voted upon, represented in person or by proxy, shall constitute a quorum.

2. Special Society meetings may be called by the president, the board of directors, or upon the written request of the greater of either three members or one-twentieth of the members eligible to vote. Written notice of the meeting shall follow the requirements in Article 5, Section 1a, and shall state the purpose of the meeting.

3. Annual Business Meeting (required by the Public Regulation Commission). The first regular meeting of each year shall be the annual business meeting. At this meeting, each officer and committee chairman for the preceding year shall make a brief report of the activities and properties for which they were responsible and shall file a written summary report with the secretary. The secretary will compile the information from these reports into a Society annual report, approved by the board of directors, which will be made available to the members and also submitted by a representative of the Society to the Archaeological Society of New Mexico at or before their annual meeting.

4. Board of directors: There shall be a meeting of the board of directors at the call of the president at a location agreeable to the majority of the board members at least once every three months to discuss and recommend policies and activities for the Society. Minimum notice for these meetings shall be ten days. The general membership will be notified of the agendas of regular Board of Directors meetings and may observe the meetings.

a. Special board of directors meetings may be called by the president or upon the written request of two members of the board upon a minimum notice agreeable to a quorum of the directors. If necessary, members of the board of directors may participate in a meeting by means of a conference telephone or similar communications by means of which all persons participating in the meeting can hear each other at the same time. The membership may be notified if the president deems it necessary. Minutes of special board of directors meetings will be available from the secretary upon request by Society members.

5. Committee Meetings: Each Committee Chairman may convene committee meetings as necessary to accomplish activities of that committee.

6. Field Trips: Society sponsored field trips shall be conducted as determined by the members and the Board of Directors. All persons attending any Torrance County Archaeological Society field trip or other project shall sign or have on file with Torrance County Archaeological Society a waiver releasing the Society and any landowner from liability, or they shall not be permitted to join the activity. The Society shall not be responsible for injuries sustained at Society-sponsored activities.

ARTICLE VI: PARLIAMENTARY PROCEDURES

All business of the Society shall be conducted in accordance with ROBERTS RULES OF ORDER NEWLY REVISED in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Society may adopt.

ARTICLE VII: AMENDMENT OF BYLAWS

These bylaws may be amended at any regular meeting of the Society by a two-thirds vote, provided that the amendment has been submitted in writing at the previous regular meeting.

ARTICLE VIII: FINANCIAL RESPONSIBILITY

1. Property Rights: All monies, material, or property received by the Society shall be the property of the Society, shall be kept accountable in the Society records and shall be used exclusively for purposes in accordance with these by-laws. No member, officer, or associate of the Society shall receive pecuniary gain from the Society or its activities.

2. Treasury: All monies and securities of the Society shall be deposited to the account of the Society in a bank or trust company selected by the board of directors, and shall be distributed as directed by the board of directors in accordance with budgets OR special expenditures approved by vote of the membership. Authorized signatures, as determined by the board of directors, shall be filed with the appropriate bank immediately after each change in officers.

3. Accounting: The treasurer will provide an accounting of the financial status of the Society at each Board of Directors meeting. At the January annual meeting the treasurer for the past year shall present a written financial report covering the income and disbursements for that year.

4. Dues: The dues schedule is to be approved by the membership, and may be changed by a majority vote at a properly noticed meeting.

ARTICLE IX: SOCIETY DISSOLUTION

The Society may be dissolved and all future activities terminated by a majority vote of the active membership. In the Event the Society shall be directed to dissolve by the members, the directors shall, within the time fixed by the members or any extension thereof, after paying or making provisions for payment of all liabilities of the Society, dispose of all assets of the Society in such a manner or to such organization(s) as the directors shall determine, provided that any organization(s) selected for such purpose shall be organized and operated exclusively for charitable, educational, or scientific purposes as to qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code as such may be amended. Any assets not disposed of in this manner shall be disposed of by the District Court of Torrance County, New Mexico exclusively for such purposes or to exempt organizations.

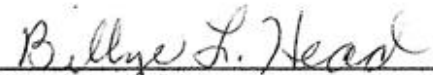
These bylaws were adopted by the Torrance County Archaeological Society Board of Directors on August 31, 2009, and amended on October 30, 2012.

Reviewed and signed:



Robert Berglund, President

2/20/2013
Date



Billye Head, Treasurer

2/20/2013
Date