

## AOA BYLAWS

As Amended on November 4, 2016

### *I. Name:*

The name of this Corporation shall be "Association of Oregon Archaeologists," and shall henceforth be referred to in the following document as the AOA or the Association.

### *II. Purposes:*

The purposes of the AOA as set forth in the Articles of Incorporation are:

1. To foster scientific research and the protection and enhancement of archaeological resources in Oregon;
2. To disseminate information relating to Oregon archaeology - through meetings, publications, audio-visual presentations, and the media; and
3. To communicate on an official basis with other professional and amateur organizations, Native Americans, and the general public.

### *III. Members:*

Membership in the AOA shall be open to all individuals and institutions who support the purposes of the Association and the Code of Ethics established in these By-laws.

The AOA shall have at least three classes of membership, including:

1. **Regular membership:** open to any professional or amateur archaeologist, or other interested citizen;
2. **Student membership:** open to any undergraduate or graduate student of an accredited institution who provides documentation of current enrollment at the time of application; and
3. **Institutional membership:** open to libraries, universities, museums, and federal, state and local agencies.
4. **Joint membership:** open to any professional or amateur archaeologist, or other interested citizen and their spouse or partner.

The AOA may define other classes of membership as are necessary and appropriate based on an affirmative vote of a majority of a Quorum of its members.

Application for AOA membership shall be submitted to the Treasurer with payment of annual dues. No Member may transfer a membership or any right arising therefrom.

Members only shall have the privilege and responsibility of holding office, of nominating and electing the Officers of the AOA, of voting, on the business of the Association, and of all other benefits provided Members. Members will receive copies of the Association's newsletter and the AOA Membership Directory when they are published.

The Treasurer shall solicit and collect all dues and shall maintain the rolls of all Members in good standing. The records of names and addresses of Members shall not be used, in whole or in part, by any person for any purpose not related to a member's interest as a Member.

#### *IV. Dues:*

The annual dues for Members of the Association shall be fixed by majority vote of a Quorum of the membership and shall be paid on a calendar year basis.

#### *V. Meetings of the Members:*

The Association shall hold at least one Annual Meeting each calendar year, including an Annual Business Meeting, on the first Friday or Saturday of November, the precise date and place of which shall be fixed by majority vote of the Executive Board. Notice of the time and place of the Annual Meeting and the general nature of business to be transacted at the Annual Business Meeting shall be communicated to the Members by mail or electronic means at least 60 days in advance. All matters of business of the Association may be conducted at an Annual Business Meeting, including election of Officers. All actions taken by the Membership at an Annual Business Meeting shall have precedent over actions of the Executive Board or of Special Meetings. At Annual Business Meetings of the Association the Members in attendance shall constitute a Quorum.

A Special Business Meeting of the Association may be called by majority vote of the Executive Board or upon the petition of 20 Members of the Association provided at least 30 days notice by mail or through the newsletter to all Members in good standing. Notice of such meetings shall specify the general nature of each item to be voted upon by the membership at the meeting. Only an item whose general nature was so specified shall be voted upon at the meeting. At Special Business Meetings of the Association, the Members in attendance shall constitute a Quorum.

#### *VI. Voting:*

Each Regular and Student member shall be entitled to one (1) vote providing they have paid their membership dues for that year in which the meeting is called. There shall be no proxy vote. Institutional Members shall not be entitled to voting rights.

#### *VII. Executive Board:*

The Executive Board shall be comprised of the Officers of the Association and one Student Officer-at-Large. The Executive Board when meeting in Quorum shall have the authority to execute on behalf of the Association all powers and functions of the Association, as defined in these Bylaws, in the interval between Annual Meetings of the Association. This authority shall be subject to general directives and limitations imposed by the Members at the Annual Business Meetings or at Special Business Meetings. In the event of a tie vote of the Executive Board on any issue, that issue may be referred to the Membership for a decision.

There shall be five (5) Officers of the Association. Their positions and duties shall include, but are not limited to:

**President:**

1. Acts as official representative of the AOA and as its principal administrative officer;
2. In consultation with the Executive Board and other committees as appropriate, determines policies and procedures for the operation of the AOA; and
3. Assigns tasks, appoints committees, chairs general meetings and meetings of the Executive Board.

**Vice President:**

1. Assumes the duties and responsibilities of the President in his/her absence or when delegated;
2. If there is a vacancy in the office of the President, the office shall be filled by the Vice President for the remainder of the President's own term;
3. Ensures that committees are performing their assigned tasks and reports on their progress in the absence of the committee chairperson;
4. Assists the President in the programs and activities of the AOA; and
5. Serve as the AOA webmaster to manage the AOA website to assure current and accurate information about the AOA.

**Secretary:**

1. Maintains the records of the proceedings of the AOA, including accurate minutes of the General Meetings and meetings of the Executive Board and supervises production of such correspondence and reports as are deemed necessary by the Executive Board;
2. The Secretary shall keep and maintain the official bylaws approved by the Membership; and
3. A temporary Secretary shall be appointed by the President in the event the regular Secretary is unable to attend the general meeting.

**Treasurer:**

1. Acts as custodian of AOA funds, which shall be kept in a savings institution selected by the Treasurer;
2. Maintains the Association's financial records and reports the current status of finances at the general meetings; and
3. Solicits and collects all Members' dues and maintains the rolls of Members in good standing in the Association.

**Newsletter Editor:**

1. Ensures that the newsletter is published four (4) times per year; and
2. Oversees the publication of a Directory of Members.

**Student Officer-at-Large:**

There shall be one (1) Student Officer-at-Large. Undergraduate or graduate students currently enrolled at an accredited university or community college at the time of the election for the position, and who intend to remain a student the following academic year may serve in this position. Duties shall include, but are not limited to:

1. Acts as liaison between the Officers of the Association, student members, and potential student members; and
2. Assists the Officers of the Association in various tasks, programs, and activities of the AOA.

The Officers of the Association will serve a term of two (2) years upon election by majority vote of a Quorum of the Membership at an Annual Business Meeting. Election of the Vice President and Treasurer will occur in even-numbered years and the President, Secretary, and Newsletter Editor in odd-numbered years. The Student Officer-at-Large will serve a term of one (1) year. There is no limit as to how many terms a student can be elected to the Student Officer-at-Large position as long as that student meets the criteria for eligibility. Terms of office shall commence on January 1st of the year immediately following the election.

A vacancy in any office in the period between Annual Business Meetings, except that of the President, may be filled by appointment of a majority vote of the Executive Board for the remainder of the unexpired term. In the event that an Officer is elected to another Executive Board position, that position shall be declared vacant and a successor elected for the balance of the unexpired term, during the same meeting in which the vacancy was created.

Should there be a vacancy in the office of the President, it shall be filled during the President's own term by the Vice President, and a new Vice President shall be appointed.

A majority of the Officers shall constitute a Quorum of the Executive Board; however, in the event of a resignation or vacancy in the Board, a majority of the remaining members shall constitute Quorum of the Board until any successor is chosen.

***VIII. Removal of Members of the Executive Board:***

Any member of the Executive Board may be removed from office by a majority vote of a Quorum of the Members at an Annual Meeting or at a Special Business Meeting called expressly for that purpose. The notice for such a Special Business Meeting must state that it is being called for the purpose of removing an Executive Board member.

*IX. Place and Notice of Executive Board Meetings:*

A meeting of the Board may be held upon the call of the President or any other two AOA Officers. Executive Board Members shall be notified in writing of the time and place of the meetings at least fourteen (14) days prior to the intended meeting date, unless they waive that notification right.

*X. Committees:*

The Executive Board or the Membership may establish Committees for specific purposes they deem appropriate or necessary.

*XI. Books and Records:*

The AOA shall keep correct and complete books and records of its financial accounts and minutes of the proceedings of its members, Executive Board and committees. The Association shall also keep a record of the names and addresses of its members entitled to vote. All books and records of the AOA may be inspected by any member of the AOA at any reasonable time. Newly elected Officers shall insure that all books and records of the Association are transferred to those new Officers within one month of their taking office.

*XII. Amendments of Bylaws:*

The Bylaws may be amended, repealed, or supplemented by a majority vote of a Quorum of Members at a general meeting. Written or electronic notification of the meeting must be at least 60 days in advance and must state that one purpose of the Meeting shall be to consider Bylaws amendment(s) and must also state the general nature of the proposed change(s). Upon successful amendment, repeal, or supplement of these Bylaws, the revised Bylaws shall be published in the Association newsletter by the Secretary.

*XIII. Code of Ethics:*

The AOA supports and endorses the Code of Conduct and Standards of Research Performance issued by the Register of Professional Archaeologists (RPA), as published in the current RPA Directory. These statements cover the obligations and responsibilities of a professional archaeologist to the public, to colleagues, and to employers and clients. In addition, these statements provide minimum standards for research performance. The Code of Conduct and Standards of Research Performance shall be regularly published as a part of the Association's Membership Directory.