

# **Bylaws of the Register of Professional Archaeologists**

## **Preamble**

These Bylaws are subject to, and governed by, the Illinois Non-Profit Corporation Act (the “Act”) and the Articles of Incorporation of the Register of Professional Archaeologists (the “Register”). In the event of a conflict between the provisions of these Bylaws and the mandatory provisions of the Act, the Act will be controlling. In the event of a direct conflict between the provisions of the Bylaws and the Articles of Incorporation of the Register, these Bylaws will be controlling. These Bylaws serve as the Policies of the Register; whereas, implementation of these policies shall be detailed in the Register procedures, which are to be approved by the Board as stated herein.

## **Article 1** **Purpose**

- 1.1 **General.** The purposes for which the Register is organized are as follows:
  - 1.1.1 **Organization.** The Register is organized and shall be operated exclusively for the benefit of its members and the archaeological community within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the “IRS Code”) or the corresponding section of any future federal tax code.
  - 1.1.2 **Purpose.** The Register shall advance professionalism in the field of archaeology by:
    - a. Identifying archaeology as a profession and qualified archaeologists as professionals;
    - b. Designating qualified archaeologists or other individuals in the archaeological community of the Register according to their appropriate category (“Registrants”). Categories of “Registrants” can be changed or amended from time to time by a vote of the Board of Directors. Only those Registrants registered as Professional Archaeologists (by whatever designation the Register employs) are entitled to vote on matters requiring the same pursuant to these Bylaws. All other members of the Register are non-voting members.

- c. Establishing and encouraging high standards in the training of archaeologists;
- d. Establishing a published Code of Conduct for Registrants (the “Code”) and Standards of Research Performance for Registrants (the “Standards”);
- e. Encouraging high standards of performance for Registrants;
- f. Administering grievances against Registrants to address questions of compliance with the Code and Standards; and
- g. Engaging in any and all lawful activities incidental to the foregoing purposes, except as otherwise restricted herein.

1.2 Powers. The Register is a non-profit corporation and shall have all of the powers, duties, authorizations, and responsibilities as provided in the Act; provided, however, the Register shall not engage in any activity that would invalidate its status as a corporation exempt from federal income taxation as an organization described in Section 501(c)(6) of the IRS Code.

## **Article 2** **Offices**

- 2.1 Principal Office. The location of the principal office the Register shall be as the Board determines and may be changed from time to time as the Board determines what is in the best interest of the Register.
- 2.2 Other Offices. The Register may have such other offices as the Board of Directors may determine or as the affairs of the Register may require from time to time.

## **Article 3** **Board of Directors**

- 3.1 General Powers. The Board shall manage the affairs of the Register and shall have the full authority permitted by law.
- 3.1.1 General Powers and Responsibilities. The Register shall be governed by a Board of Directors (the “Board”), which shall have all the rights, powers, privileges, and limitations of liability of directors of a nonprofit corporation organized under the Act. The Board shall establish policies through the bylaws, and review and approve procedures as further delineated in these Bylaws and

directives as appropriate in consideration of Section 3.13, governing the business of the Register. The Board may delegate to the Executive Director or Committee Chairs, subject to the provision of these Bylaws and the Act, authority, and responsibility to implement those policies and directives. The Board members are required to act reasonably, prudently and in the best interests of the Register, to avoid negligence and fraud, and to avoid conflicts of interest. The Board shall review the Bylaws at a minimum of every five years to determine if updates or clarifications are needed.

- 3.2 Number, Representation, and Qualifications. The Board shall consist of at least eight (8) members, who must also be Registrants. The number of Board members may be increased beyond 8 members or decreased to less than 8 members by the affirmative vote of all the then-serving Board of Directors without the need to revise these Bylaws.

Of those 8 members, four (4) are allocated to represent the Founding Organizations (Society for American Archaeology, American Anthropological Association, Society for Historical Archaeology, and American Institute of Archaeology), shall be subject to all the Bylaws herein, and shall be selected by the Founding Organization's governing body (hereinafter the "Founding Organization Board Members"). Each Founding Organization shall maintain an active agreement with the Register that outlines the relationship between the Register and the Founding Organization, or the Register shall suspend the Founding Organization's Board position until an active agreement is in place. If the Founding Organization's position is suspended, their vote on any matter would be an abstention. The Register shall consider active effort in good faith to renew or extend an agreement with a Founding Organization to satisfy this requirement.

The other Board Members include the President, President Elect, Secretary, Treasurer, Grievance Coordinator, and Registrar (hereinafter the "Board Members"). The Secretary and Treasurer positions may be held by the same person.

Collectively, the Founding Organization Board Members and the Board Members shall be called the "Board" in these Bylaws.

- 3.3 Board Compensation. The Board shall receive no compensation other than reasonable expenses related solely to their responsibilities as Board members. However, provided the compensation structure complies with Section 8.7 of these Bylaws, nothing in these Bylaws shall be construed to preclude any Board Member from serving the organization in any other capacity and receiving compensation for services rendered.

- 3.4 Board Elections. The Nominating Committee shall nominate candidates for the Board Members. The Secretary shall certify to the Board that all individuals nominated are Registrants in good standing and shall obtain a signed statement from all individuals nominated that if elected they agree to serve for their term of office before any Registrant can be added to the official ballot.

Each available Board Members' position shall be voted on separately, with each Registrant entitled to one vote for each position in each election. In September of each year a list of Board Members' candidates and a ballot shall be distributed to each Registrant entitled to vote. Ballots must be returned to the Secretary prior to a date specified, which shall not be less than 30 days from the date when the ballots are distributed to the Registrants entitled to vote. The Secretary shall certify the vote to the Board no later than the final Board meeting of any fiscal year. A tie vote shall be broken by the President of the Board.

Founding Organization Board Members are not elected by the Registrants and are designated by the Founding Organizations in accordance with Section 3.2.

- 3.5 Term of Board. Founding Organization Board Member terms are established by each Founding Organization.

All other Board Members shall serve two-year staggered terms with two Board Members being replaced every two years. The Board shall implement these staggered terms at the next Board meeting after the vote to adopt these Bylaws is certified. No Board member, excluding Founding Organization Board members, shall serve more than two consecutive terms in the same role unless two years have passed since the conclusion of such Board member's service or in the case of a unanimous Board vote to allow the incumbent to run for another two-year term.

- 3.6 Vacancies. Vacant Board seats may be filled by a majority vote of the Board at a Board meeting at which a quorum is present. Founding Organization Board Member vacancies may be filled as prescribed by the Founding Organization. A Board member selected to fill a vacancy shall serve for the unexpired term of their predecessor in office.

- 3.7 Resignation. Each Board member shall have the right to resign at any time upon written notice thereof to the President. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

- 3.8 Removal. A Board member may be removed for failure to attend more than three (3) consecutive duly constituted Board meetings, or for non-compliance with a published Register Board Code of Conduct, or for failure to perform the duties as assigned or defined in these Bylaws or its implementing procedures.

Removal may occur at any duly constituted meeting of the Board by the affirmative vote of all but the Board members in question of the then-serving Board members if a quorum is present. The process for removal shall be provided in the Register Procedures.

- 3.9 Meetings. The Board’s regular meetings may be held at such time and place as shall be determined by the President. The President or any three Board members may call a special meeting of the Board on seven days’ notice to each Board member. Notice shall be served to each Board member via email. Board meetings and any special meetings may be held in-person, via teleconference, via an online meeting platform, or a hybrid option.
- 3.10 Minutes. At meetings of the Board, an agenda shall be created and approved by the Board prior to commencement of any other business of the Board. In the event the Secretary is unavailable, the President shall appoint a person to function as Secretary at each meeting. The Secretary, or the person appointed to function as Secretary, shall prepare minutes of the meetings which shall be delivered to the Register, and upon approval of the Board, be placed in the minute books of the Register.
- 3.11 Action by Written Consent. Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action to be taken shall be signed by all Board members. Such consent shall be placed in the minute book of the Register and shall have the same force and effect as a vote of the Board taken at an actual meeting. The Board members’ written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile, digital or electronic signatures or other electronic “consent click” acknowledgements shall be effective as original signatures.
- 3.12 Quorum. In order to conduct/transact business, there must be a minimum of 51% of the current Board members present. If at any time the Board consists of an even number of members and a vote results in a tie, the vote of the President shall be the deciding vote. Any vote taken shall be approved if a majority of the present Board members approve it, unless otherwise stated herein.
- 3.13 Limits of Authority. In protecting the interest of the members and the Register, the Board has established the following divisions of power and authority.
- 3.13.1 President, President Elect, Secretary, and Treasurer, without Board Approval. The Executive Committee (composed of the President, President-Elect, Secretary, and Treasurer) may make independent decisions without Board Approval for:

- Expenditures of funds that are specified within a Board approved budget;
- Communication of Register news and updates via social, electronic, or printed media; and
- Maintaining the daily operations of the Register’s business office.

3.13.2 Executive Committee with Board Approval. The Executive Committee may recommend action with the approval of the majority of the present Board members for:

- Expenditures of funds that are not specified within a Board approved budget or that exceed the previously approved budget;
- Removal or appointment of any elected officer or committee, council chair, or coordinator;
- Removal of any Board member from the Board of Directors;
- Appointment of any Board member to the Board of Directors to fill vacancies in accordance with Section 3.6 of the Bylaws; and
- Execution of contracts for labor, goods, or services that are not within an approved budget.

3.13.3 Executive Committee and Board Approval, with Majority of Non-Board Voting Members. Actions that require a majority vote of the non-Board voting members include:

- Amendments to Bylaws;
- Amendments to the Codes and Standards; and
- Elections of officers, committee or council chairs, or coordinators.

## **Article 4** **Officers and Duties**

4.1 Officers and Duties. The voting members of the Register shall elect officers of the Register which shall include a President, a President Elect, a Secretary, and a Treasurer (the Secretary and Treasurer positions may be held by the same person simultaneously).

4.2 President. The President shall preside at meetings and have the power to call meetings. The President shall be responsible for leadership of the Board in discharging its powers and duties and shall, in general, supervise and control all the business and affairs of the Register, not otherwise delegated to the Executive Director by Board approval. The President may sign contracts or

other instruments on the Register's behalf. The President, at the direction of the Board, shall direct the Executive Director.

4.3 President Elect. The President Elect shall have all powers and duties of the President during the President's absence, disability, or disqualification, or during any vacancy in the position of the President, and such other powers or duties assigned by the President, the Board, or the Bylaws. The President Elect, barring removal from the Board during the President Elect term, shall automatically serve as the President, during the next Board cycle.

4.4 Secretary. The Secretary shall: (a) cause the minutes of all Board and Executive Committee meetings and proceedings to be recorded; (b) certify the accuracy of such minutes; (c) cause notice of all meetings to be given; (d) attest the signatures of Register's officer and Board members as required; (e) sign correspondence on behalf of the Board; and (f) have all other powers assigned by the Board, the President, or these Bylaws.

4.5 Treasurer. The Treasurer shall have access to records of all receipts, disbursements, assets, and liabilities of the Register and shall report to the Board on the condition of such records and financial condition of the Register at least quarterly. Prior to the beginning of the fiscal year, the Treasurer shall cause a proposed operating budget and capital expenditure budget to be presented to the Board for approval. The Treasurer shall cause to be prepared and submitted to the Board a financial statement showing the Register's financial position at the close of the fiscal year. The Treasurer shall cause a firm of outside certified public accountants to audit the organization's books and records at the end of each fiscal year and prepare requisite tax forms for Treasurer review and approval two weeks before the date taxes are due. A statement summarizing the findings of the audit and tax preparation shall be submitted to the Board for review no more than one month after these events are completed.

## **Article 5** **Councils and Duties**

5.1 Councils. Councils are decision-making bodies of the Register that report to the Board. The Board shall maintain the Grievance Council and Registration Council.

5.2 Rules. Each council shall adopt policies and procedures for its own governance consistent with these Bylaws, which shall be approved by the Board and reviewed to determine if updates are required by the Council each fiscal year.

- 5.2.1 Grievance Council. The Grievance Council shall be responsible for handling allegations of violations of the published Register Code and Standards in accordance with the Grievance Council Procedures, annually reviewing the Grievance Council Procedures to determine if updates are required, and other responsibilities as directed or approved by the Board.

The Grievance Council shall be chaired by the elected Grievance Coordinator. The composition and terms of the Grievance Council members and specific procedures to address allegations of violations of the Code of Conduct are addressed in the Register Procedures.

- 5.2.1.1 Grievance Coordinator Duties. The Grievance Coordinator shall be responsible for chairing the Grievance Council and ensuring allegations of violations of the codes of conduct of the Register are addressed in accordance with the Grievance Council Procedures. The Grievance Coordinator Elect shall assist the Grievance Coordinator in fulfilling these responsibilities.

- 5.2.2 Registration Council. The Registration Council shall be responsible for reviewing applications to determine whether to approve each application for registration.

The Registration Council shall be chaired by the elected Registrar. The composition and terms of the Registration Council members and specific procedures to review applications to determine whether to approve each application for registration are presented in the Register Procedures.

- 5.2.2.1 Registrar Duties. The Registrar shall be responsible for chairing the Registration Council and ensuring applications for registration are reviewed and addressed in accordance with the Registration Council Procedures.

- 5.3 Quorum. The quorum required for any Council to act must be specified in the individual Council's policies and procedures and approved by the Board.

## **Article 6** **Standing Committees**

- 6.1 Committees and Committee Chairs. The President may designate and appoint Standing Committees of the Board and Chairs of such committees, subject to the approval of the Board. The other members of the Committees shall be selected and maintained as prescribed by the specific Committee Procedures sections of the Register Procedures, which shall require Board approval prior



to implementation. Current Standing Committees are: Ethics, Nominating, Outreach, and Professional Development.

- 6.1.1 Ethics Committee. The Ethics Committee shall be responsible for the oversight and management of Register programs relating to promoting professional ethics, so that individual professional archaeologists can feel enabled and supported in making ethical decisions and in working professionally and ethically; and advise the Board in matters of professional ethics in archaeology.
- 6.1.2 Nominating Committee. The Nominating Committee shall be responsible for producing a slate of pre-qualified individuals for the Board and/or Council positions and elections as needed and as prescribed by the Board.
- 6.1.3 Outreach Committee. The Outreach Committee shall support and promote the professional archaeological community through clear, consistent, and collaborative communication.
- 6.1.4 Professional Development Committee. The Professional Development Committee shall be responsible to facilitate training for Registrants that provides the skills and knowledge required in the professional workforce. The Professional Development Committee may fulfill these duties through the Field Schools Subcommittee, Continuing Education Subcommittee, and the Professional Pathways Subcommittee.
- 6.2 Rules. Each committee shall adopt policies and procedures for its own governance consistent with these Bylaws or with rules adopted by the Board or provided in the resolution creating the committee. Further, the policies and procedures of each committee must be approved by the Board prior to implementation.

## Article 7

### **Ad-Hoc Committees**

- 7.1 Appointment. The President may appoint Ad-Hoc Committees in the form of Task Forces or Advisory Groups for purposes and durations as appropriate. The President shall develop a purpose statement, schedule, and action plan for approval by the Board prior to implementation. A Task Force or Advisory Group shall be terminated upon completion of their purpose as determined by the Board's adopted purpose, schedule, and action plan.

- 7.2 Quorum. The quorum required for any Ad-Hoc Committee to act shall be specified by the directive from the President.

## **Article 8** **Miscellaneous**

- 8.1 Financial Plan. The Register shall maintain a Financial Plan that requires Board review and approval at least once every five (5) years. Changes to the Financial Plan may occur independently from the periodic review but shall be subject to Board approval. The purpose of the Financial Plan is to provide overall definitions, guidance, and parameters for all financial aspects of the Register. The Plan shall include annual budget procedures; provide for periodic review of liability insurance to determine the size of the investment account; identify a minimum balance in the savings account; provide investment guidelines; provide guidelines for how surplus investment account funds shall be addressed; and include a 5-year projection of revenue and expenses.
- 8.2 Fiscal Year and Annual Budget. The fiscal year of the Register shall be from January 1 to December 31. The Board shall adopt an annual operating budget, which specifies major expenditures by type and amount and is balanced.
- 8.3 Books and Records. The Register shall keep correct and complete books and accounting records and shall also keep minutes of the proceedings of its Board and Committees. The Register shall also devise and maintain a policies and procedures manual that must be reviewed and approved by the Board at least once every two years.
- 8.4 Checks, Drafts, and Orders for Payment. All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Register shall be signed by such officer(s) or agent(s) of the Register and in such manner and amounts to be determined by the Board. In the absence of such determination by the Board, then such instruments shall be signed by the Executive Director and co-signed by the Treasurer.
- 8.5 Deposits. All Register funds shall be deposited to the credit of the Register in such banks, trust companies, or other depositories as the Board shall select.
- 8.6 Acceptance of Gifts. The Board may accept on behalf of the Register any cash contribution, gift, bequest, registration fee, or devise for the general purposes, or for any special purpose of the Register. Prior to acceptance of a gift over the amount of \$5,000, non-cash contribution, gift, bequest, or devise, the Board

shall determine that the acceptance thereof would be consistent with and further the purposes of the Register.

- 8.7 Contracts Involving Board Members and/or Officers. The Register shall not enter into any contract that would directly benefit any Board Member or Board Member's immediate family member without full disclosure from the involved Board Member. Any contract, transaction, or action taken on behalf of the Register involving a matter in which a Board Member is involved as a trustee or officer or is personally interested as a shareholder, trustee, or otherwise shall be at arm's length and not in violation of the proscriptions in the Articles of Incorporation or these Bylaws which prohibit the Register's use or application of its funds for private benefit. Any Board Member who would directly or indirectly benefit from a contractual relationship as described above shall not participate in the decision on whether that Board Member shall be permitted by the Board to maintain such an interest.
- 8.8 Investments. The Register shall have the right to retain all or any part of any property, real, personal, tangible, or intangible acquired by it in whatever manner and pursuant to the direction of the Board to invest and reinvest any funds held by it without being restricted to the class of investments available to trustee by law or any similar restriction.
- 8.9 Exempt Activities. Notwithstanding any other provisions of these Bylaws, no Board Member, Officer, employee, or representative of the Register shall take any action or carry on any activity by or on behalf of the Register which is not permitted to be taken or carried on by an organization exempt from federal income taxation under sections 501(a) and 501(c)(6) of the IRS Code and related state and/or federal regulations.
- 8.10 Captions. Article and section headings are inserted in these Bylaws for convenience only and in no way define, limit, or describe the scope of or intent of these Bylaws, or any provision hereof, nor in any way affect the interpretation of these Bylaws.
- 8.11 Severability of Clauses. If any provision of these Bylaws is held illegal or unenforceable in a judicial proceeding, such provision shall be severed and shall be inoperative, and the remainder of these Bylaws shall remain operative and binding.
- 8.12 Notice. Any notice required by the Act to be given shall be effective, to the extent permitted by the Act, if given by any method permitted by the Act,

including, but not limited to, transmission by electronic means to the address that appears on the records of the Register.

8.13 Actions. Any actions required by the Act to be “written,” to be “in writing,” to have “written consent” or “written approval” and the like by or of the Members, Founding Organizations, Officers, Board, Council, or Committee Members shall include, to the extent permitted under the Act, any communication transmitted or received by electronic means.

8.14 Indemnification. The Register shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, Board Member, or employee of the Register against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which they shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of the Board who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors, and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article that adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the Register and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article that adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

The Register may purchase and maintain insurance on behalf of any person who is or was entitled to indemnification under this Article.

8.15 Amendments. These Bylaws may be amended in whole or in part by a majority of the Registrants who are entitled to vote and who, in fact, do vote for their amendment.

8.15.1 Proposing Amendments. Amendments to the Bylaws may be proposed by either of the following methods.

- a. By proposal from the Board, or
- b. By petition to the President signed by not less than fifty (50) Registrants entitled to vote pursuant to the Bylaws and whose current registration status is certified by the Secretary.

Upon receipt of any such proposal or petition, the Secretary shall cause the amendment to be voted upon by the Registrants eligible to vote within sixty (60) days after such a proposal or petition is provided.

SO ADOPTED THIS, THE \_\_\_ DAY OF \_\_\_\_\_, 2023.