



Archaeological Institute of America – Orange County Society BYLAWS

NAME AND PURPOSE. The name shall be Archaeological Institute of America – Orange County Society, Inc. (AIAOC). Its purpose is to promote the aims and programs of the Archaeological Institute of America, a non-profit corporation founded in 1879 and incorporated in 1906 under the laws of the District of Columbia, pursuant to an act of Congress, which is dedicated to the study of archaeology through education, expeditions, excavation and research with an emphasis on public lectures, symposia and publications. The Society, formed as a California non-profit, public benefit corporation, is not organized for private gain and complies with the requirements of Section 501(c)3 of the Internal Revenue Code of 1986.

AFFILIATION. The Orange County Society is an independent entity affiliated with the Archaeological Institute of America (AIA) to promote the Institute's mission. The AIA-OC obtains and maintains a charter from the AIA by agreeing to the following stipulations:

- 1) It will function within the guidelines of the AIA and will not adopt changes in its bylaws that would conflict with the Charter and Regulations of the AIA.
- 2) It will maintain a membership consisting of a minimum number of persons as required by the AIA, currently 35.
- 3) It will use its best efforts to reach out to the broader community for events sponsored by the AIA such as AIA lectures and International Archaeology Day activities, and by the AIA-OC Society itself.
- 4) Its Board members will engage in no activity that will damage the name of the AIA nor undermine its mission. Such prohibited activity includes engaging in transactions that remove artifacts from public or scholarly access.
- 5) If the AIA-OC Society, for any reason loses its charter, it will also lose rights to the use of the AIA name.

MEMBERSHIP AND DUES. Membership shall consist of residents of Orange County, California and vicinity who are members in good standing of the Archaeological Institute of America (AIA). Payment of dues entitles the member to one set of mailings and two admissions to events at member's rate. The Board of Governors shall be authorized to suspend or terminate membership for good cause, so notifying the AIA. Fiscal year is to be determined by the Board of Governors.

ADMINISTRATION. Administration shall be in the hands of the Board of Governors, whose four officers shall constitute the Executive Committee. Officers and Governors shall be elected at the first business meeting of members after the formation of the Society as a California corporation. Thereafter, they shall be elected by a majority vote of members present at subsequent regular annual business meetings. Officers shall serve two-year terms or until their successors have been elected. Each officer is limited to two successive terms in the same office. Vacancies may be filled by the Board of Governors for the period ending at the next annual business meeting. The four officers shall be as follows:

- 1) **President.** Executive head who shall call and preside at all meetings of the Board and of membership; shall appoint members of all committees; shall be ex-officio member of all committees except Nominating committee.



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- 2) Vice-President. In the absence or disability of the President, shall perform duties and exercise powers of the President. In cooperation with the President, shall supervise all activities of the Society.
- 3) Secretary. Shall take minutes and keep archives of the Society and shall certify actions taken by the Society. Shall conduct correspondence and give notice of meetings of the Board and membership.
- 4) Treasurer. Shall collect monies, render and pay bills, keep accounts and report thereon at each Board meeting and each annual business meeting. Shall initiate the budget process, obtain mailing permits, and be responsible for tax matters.

BOARD OF GOVERNORS. Board of Governors shall consist of the four officers noted above, plus seven Governors elected by plurality vote of members present at annual business meetings. Terms of elected Governors shall be three (3) years. Vacancies may be filled by the Board until election at the next annual business meeting. In addition, past presidents who wish to remain active on the Board may do so. Elected Governors may hold and/or share, as needed, the following portfolios:

Lecture Program	Membership	Hospitality	Trips and Tours
Special Events	Public Relations	Newsletter	Archives
Education & Grants	Handbook	Web Site	At Large

Portfolios not held by elected Governors may be held by Chairmen, appointed at the discretion of the President and confirmed by the Board.

Additional portfolios may be created by the President on an as-needed basis for the duration of the President's term, and the Chairmen will be appointed by the President and confirmed by the Board.

Board of Governors shall meet at least twice a year; once at least 30 days before the AIA Annual meeting and once at least 60 days before the AIAOC annual business meeting.

NOMINATING COMMITTEE. Shall be appointed by the President at least 60 days prior to the annual business meeting. Committee shall consist of five members, no more than three of whom shall be officers or governors. Nominating Committee shall prepare a single slate of nominees to serve as officers and governors; such list shall be communicated to each member at least 14 days prior to the annual business meeting. Additional nominations may be made from the floor.

MEETING OF MEMBERS. In addition to the annual business meeting, there may be other meetings at times and places set by the Board of Governors; lectures or other programs may be presented. At the annual business meeting, there shall be reports on the condition and activities of the Society and a budget presented for the coming year; elections shall be held and other matters as shall be properly presented shall be considered. Notice of each meeting shall be given at least 10 days before. Five Officers and/or Governors shall constitute a quorum for the transaction of Board business.

ADVISORY BOARD. The President, with approval of the Board of Governors, shall appoint members to the Society's Advisory Board; this Board may make recommendations but has no legal capacity or voting rights.



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IRREVOCABLY DEDICATED TO CHARITABLE PURPOSES. Property of this Society is irrevocably dedicated to charitable purposes. No part of the net income or assets of this organization shall inure to the benefit of any governors, officers, or member thereof or to the benefit of any private persons. Upon the dissolution of the corporation, its assets remaining after payment, or provision of payment, of all debts and liabilities of this corporation shall be distributed to the Archaeological Institute of America, a non-profit corporation organized exclusively for education and charitable purposes and which has established its tax-exempt status under Section 501(c)3 of the Internal Revenue Code. Such distribution shall be subject to consent by the Attorney General, or decree of the Superior Court, as provided under the California Nonprofit Corporation Law.

INDEMNIFICATION AND LIMITATION OF LIABILITY

Sec. 1c Non-Liability of Members. No member or employee of this Society, either regular or otherwise, shall be personally or otherwise liable for any of the debts, liabilities, or other obligations of this Society.

Sec. 2 Non-Liability of Officers and Governors. All Officers and Governors shall be relieved of all liabilities to the extent permitted under Section 5239 of the California Nonprofit Corporation law, and other applicable laws of the State of California.

Sec. 3 Indemnification. The Society shall indemnify and hold harmless all officers, governors, committee members, employees, and any other person deemed to be an agent of the Society as defined under, and to the extent permitted under, Section 5238 of the California Nonprofit Corporation law and shall carry insurance to cover the above.

AMENDMENTS. The bylaws may be amended by favorable vote of 2/3rds of the members present at an annual business meeting, provided that a copy is made available for their inspection.

ADOPTION. These bylaws shall become effective upon adoption by the Board of Governors, subject to ratification by 2/3rds vote of members present at any meeting, provided that a copy is made available for their inspection.

ADOPTED: April 19, 2009 at Santiago Canyon College in Orange, Orange County, California

_____	_____	_____	_____
Recording Secretary, Ruth DeNault	Date	President, Bob Dean	Date

AMENDED: April 3, 2016 at Concordia University in Irvine, Orange County, California

_____	_____	_____	_____
Secretary, Elizabeth Kraft	Date	President, Ruth DeNault	Date