

**AMENDED AND RESTATED
BYLAWS**

OF

**COLORADO ARCHAEOLOGICAL SOCIETY, INC.
(a Colorado Nonprofit Corporation)**

Effective: October 10, 2015

TABLE OF CONTENTS

ARTICLE I PURPOSES AND OBJECTIVES; OFFICES

ARTICLE II MEMBERS

ARTICLE III CHAPTERS AND SPECIAL UNITS

ARTICLE IV BOARD OF DIRECTORS

ARTICLE V OFFICERS

ARTICLE VI COMMITTEES

ARTICLE VII STANDARDS OF CONDUCT

ARTICLE VIII CONFLICTING INTEREST TRANSACTIONS

ARTICLE IX INDEMNIFICATION

ARTICLE X CONTRACTS, CHECKS DEPOSITS, GIFTS AND PROXIES

ARTICLE XI BOOKS AND RECORDS

ARTICLE XII WAIVER OF NOTICE

ARTICLE XIII AMENDMENTS TO BYLAWS

**AMENDED AND RESTATED
BYLAWS**

OF

**COLORADO ARCHAEOLOGICAL SOCIETY, INC.
(a Colorado Nonprofit Corporation)**

**ARTICLE I.
PURPOSES AND OBJECTIVES; OFFICES**

1. **Purposes and Objectives.** The purposes and objectives of the Colorado Archaeological Society, Inc. (the "Society") shall be:

- (A) To foster interest in Colorado archaeology;
- (B) To publish a periodic journal on Colorado archaeology, Southwestern Lore;
- (C) To stimulate scholarship, research and publication in Colorado archaeology;
- (D) To initiate and cooperate in programs which encourage the general public to embrace the idea of preservation, conservation and protection of all cultural resources and antiquities and to discourage exploitation of these resources;
- (E) To cooperate with the State Archaeologist and other persons and agencies concerned with archaeology and related fields;
- (F) To cooperate in the recording of the archaeological sites of the State of Colorado; and to promote enhanced opportunities for responsible participation in archaeology for interested individuals and organizations and
- (G) To encourage Members of the Society and the general public to participate in the statewide "Program for Avocational Archaeological Certification" (the "PAAC").

2. **Business Offices.** The principal office of the Society shall be as set forth in the articles of incorporation of the Society, as amended, restated, or otherwise modified from time to time (the "Articles"), and may be changed from time to time by the Society as long as the proper filings are made with the Secretary of State of Colorado. The Society may have such other offices, either within or without the State of Colorado, as the Board of Directors (the "Board") may determine or as the affairs of the Society may require from time to time.

3. **Registered Office.** The Society shall have and continuously maintain in the State of Colorado a registered office, and a registered agent whose office is identical with such registered office, as required by the Colorado Revised Nonprofit Corporation Act, as amended from time to time (the “Act”). The registered office may be, but need not be, identical with the principal office if the principal office is in the State of Colorado. The address of the registered office may be changed from time to time by the Society as long as the proper filings are made with the Secretary of State of Colorado.

ARTICLE II. MEMBERS

1. **Membership Application.** Any individual or institution interested in archaeology shall be admitted to membership in the Society (“Membership”), without discrimination on the basis of race, color, creed, religion, citizenship status, national origin, ancestry, age, disability, sex, marital status, veteran or military status, sexual orientation, genetic information or any other characteristic protected by applicable federal, state or local laws, upon application accepted by the Board or its delegated agents, payment of annual dues, and an agreement to abide by the Code of Ethics of the Society. Upon admission, such persons are collectively known as the “Members” and each individually as a “Member.”

2. **Membership Rejection or Termination.** No application for Membership shall be rejected, nor shall any Membership in the Society be terminated, except by a two-thirds vote of the members of the Board present and entitled to vote, provided that a minimum of at least two-thirds of the members of the Board are present and voting, following a hearing on the matter at which the applicant or the Member, as applicable, is present or represented or has refused or failed to appear after notice of such hearing was sent by the Executive Secretary by certified or registered mail. Such hearing shall be called for a date not less than 14 days following the date of mailing to the applicant or the Member of such notice. The criteria for rejection of a Membership application or termination of Membership is violation of the Articles or these Bylaws, or other good cause.

3. **Classes of Membership.** The following classes of Membership are authorized:

(A) **Individual Membership.** Individual members shall receive one copy of Southwestern Lore and all other mailings to members.

(B) **Family Membership** shall include one or two adult(s) and all named juvenile members of their family, or two adults living together in one household. Family members shall receive one copy of Southwestern Lore and all other mailings to members. Adults are considered to be at least eighteen years of age or married.

(C) **Senior Citizens/Disabled Membership** shall be available to individuals or families who are at least 65 years of age or permanently disabled. This category shall pay one-

half the regular dues and shall not receive Southwestern Lore, but will receive all other mailings to members.

(D) Student Membership shall be available to any individuals or families with current student identification. This category shall pay one-half the regular dues and shall receive one copy of Southwestern Lore and all other mailings to members.

(E) Institutional Membership shall be available to libraries, schools, non-profit organizations, institutions, associations, and commercial business organizations. This category shall receive one copy of Southwestern Lore and all other mailings to members.

(F) Special Membership shall be available to persons on a case-by-case basis upon criteria established by the Board, including for honorary recognition, official status, or special affiliation. This category shall receive one copy of Southwestern Lore and all other mailings to members.

(G) Life Membership shall be available to those individuals or families who wish to continue their membership during their lifetime on an uninterrupted basis. This category shall receive one copy of Southwestern Lore and all other mailings to members.

4. **Voting Rights.** Voting rights of Members are as follows:

(A) Each Individual Member, Senior Citizen/Disabled Member, Student Member, Institutional Member, and Life Member shall have one vote. The president or other designated officer of each Institutional Member may cast any vote on behalf of such Member.

(B) For Family Memberships, each adult individual in such family shall be entitled to one vote, up to a maximum of two votes per Family Membership.

(C) Special Members may be voting or nonvoting, as determined by the Board, and if voting, shall be entitled to one vote.

5. **Membership Dues.** Dues set in accordance with the classes of Membership shall be established by the Board and approved by the Members, and may be subject to annual review. Dues for Senior Citizen/Disabled Members and Student Members shall be one-half the dues established for Individual or Family Memberships.

6. **Transfer of Membership.** A Membership in the Society is not transferable or assignable.

7. **Annual Meetings.** An annual meeting of the Members (the "Annual Meeting") shall be held each year on such day as shall be fixed by the Board, the specific date of which will be announced at least 45 days in advance and posted on the website and in the principal office, and communicated to each Chapter (as defined below), for the purpose of electing those

officers listed in Article V, Section 1, who shall also serve as members of the Board (collectively with those individuals listed in Article IV, Section 3, the “Directors”) and for the transaction of such other business as may come before the meeting. If the election of Directors is not held on the day designated herein for any Annual Meeting, or at any adjournment thereof, the Board must cause the election to be held at a special meeting of the Members to occur as shortly thereafter as may be convenient.

(A) The Annual Meeting shall generally be hosted by a Chapter selected by the Board, which Chapter shall determine the location of the Annual Meeting. In the event that no Chapter agrees to host the Annual Meeting, the place for such meeting shall be-determined by the Board.

(B) The costs of the Annual Meeting shall be paid by the host Chapter. The host Chapter may charge the Members and any guests registration and activity fees in amounts sufficient to offset the estimated costs of the meeting.

(C) If any funds remain after payment of the costs of an Annual Meeting, twenty-five percent of such net proceeds shall be remitted to the Treasurer for investment as a special fund to insure that the expenses of any Annual Meeting failing to pay for itself shall be paid (the “Special Fund”), and seventy-five percent of such net proceeds shall be retained by the host Chapter. The Treasurer shall not distribute, lend, spend or otherwise cause the Special Fund to be used for any purpose other than assuring the financial stability of the Annual Meeting of the Society; provided, that the Board may direct the Treasurer to distribute any surplus into the Society’s general accounts if the Board determines that the surplus in the Special Fund is adequate as a reserve for future meetings. In the event no Chapter is hosting the Annual Meeting, the Board shall authorize the Treasurer to use the Special Fund for the payment of the costs of the Annual Meeting.

8. **Special Meetings.** Special meetings of the Members may be called by (i) the Board, (ii) the President, or (iii) not less than 25% of the Members.

(A) Any Member wishing to call a special meeting must give notice to the President to enable notification of the Membership of the Society. The –Recording Secretary shall then post electronically and at the principal office a ballot for the Members to fill out within ten days to determine if at least 25% of the Members vote to approve a meeting. If at least 25% of the Members vote to hold a special meeting, the Society shall provide notice to the Members at least 30 days in advance of the special meeting. The Board may designate any location within the state of Colorado as the place of meeting for any special meeting called by the Board. If no designation is made or if a special meeting is otherwise called, the place of meeting shall be the principal office of the Society in the state of Colorado.

(B) Written notice stating the place, day, and hour of any special meeting of the Members, and if required by the Act or these Bylaws, the purpose of such meeting, shall be

delivered, either personally or by mail, or posted in the principal office and on the website, not fewer than 30 or more than 60 days before the date of such meeting.

9. **Quorum.** At least 5% of the Members shall constitute a quorum for any annual or special meeting, unless a higher percentage is required by the Act.

10. **Voting.** Voting at any annual or special meeting may be by verbal vote, show of hands, or written or electronic ballot. The Society may also take action by written ballot without a meeting as permitted by the Act.

ARTICLE III. CHAPTERS AND SPECIAL UNITS

1. **Chapters.** All Members are encouraged to join local Chapters (as defined below). A Member may join more than one Chapter, if eligible to do so pursuant to the requirements of each Chapter.

2. **Formation.** Each community, closely related geographic area, or definable field of interest in the State of Colorado, that has at least 15 Members of the Society may, if they so elect, form a “Chapter” of the Society. The Chapter shall pay an initial or annual Chapter fee as set by the Board from time to time, which shall accompany its application to the Society; upon acceptance of an application, the Board shall approve a charter for such Chapter (the “Charter”). Chapters are subdivisions of the Society and shall not be treated as separate organizations for any purposes, but shall be treated as subdivisions for income tax purposes.

3. **Chapter Requirements.** The governing document of each Chapter shall provide for the following, along with any other requirements, rules, or procedures which a Chapter desires to adopt:

- (A) The Chapter name and logo;
- (B) Procedures for the admission of members to the Chapter (the “Chapter Members”) consistent with these Bylaws, and any specific rights or designations of any Chapter Members;
- (C) Such Chapter may establish and assess Chapter dues in addition to Society membership dues;
- (D) Such Chapter shall be responsible for collecting Society dues with respect to all Chapter Members;
- (E) Such Chapter shall adopt a set of bylaws (the “Chapter Bylaws”), which shall be consistent with the Articles, these Bylaws, and any other policies and procedures

adopted by the Board, which Chapter Bylaws may be updated and revised by the Chapter from time to time;

(F) Such Chapter shall have the right to elect its own Chapter officers and conduct its business and projects; provided, that such officers and conduct shall be subject to the oversight of the Board and shall conform to the Articles, these Bylaws, and any other policies and procedures adopted by the Board;

(G) Such Chapter shall operate on a fiscal year consistent with the fiscal year of the Society, and shall elect Chapter officers on an annual basis, and deliver a list of such officers to the Executive Secretary of the Society by the first day of the new fiscal year;

(H) Each Chapter Member must be a Member of the Society;

(I) When requested by the Board, such Chapter shall make a report of its activities to the Executive Secretary for inclusion in the permanent records of the Society;

(J) If desired, such Chapter may maintain a Chapter library for the use of its Chapter Members, and such Chapter shall receive, upon application for such, copies of all available publications of the Society;

(K) Such Chapter shall be represented on the Board by its duly elected president or a temporarily designated alternate (the "Chapter President") and an elected Chapter Member (the "Chapter Representative"); and

(L) If such Chapter becomes inactive for an extended period of time, or such Chapter operates in violation of the Articles, these Bylaws, or any policies or procedures established by the Board, the Board may dissolve the Chapter and revoke its Charter; upon revocation, all records, funds, library materials, equipment, supplies and other property shall be returned to the principal office of the Society or such other location as is designated by the Executive Secretary.

4. **Special Units.** Work-study groups and other organized archaeological groups of Members of the Society in Colorado may request and receive recognition as "Special Units" of the Society. Such requests shall be made to the Board, which shall report its approval or disapproval at the next scheduled meeting.

ARTICLE IV. BOARD OF DIRECTORS

1. **General Powers.** The affairs of the Society are managed by its Board. Directors shall be natural persons who are at least eighteen years of age.

2. **Number of Directors.** The number of Directors shall be equal to the minimum number of positions required to allow each of the persons specified in Section 3 below to serve as a Director.

3. **Composition.** The Board shall be composed of the following persons: (A) the current President, Vice President, Treasurer, Recording Secretary, Executive Secretary, Membership Chair, Southwestern Lore Editor, and Publications Chair of the Society; (B) each past President of the Society who remains an active Member (the “Past Presidents”); (C) the Chapter President and Chapter Representative for each active Chapter; and (D) the holders of any other offices or positions which the Board may approve from time to time. Each of the persons entitled to be a Director under this Section shall automatically be elected as a Director upon the election or appointment of such person to the applicable office. Any individual holding more than one office qualifying such individual as a Director shall nonetheless constitute a single Director and shall be entitled to a single vote on the Board.

4. **Term.** The term of each such person as a Director shall coincide with his or her respective term in the applicable office qualifying such person as a Director. If any such person ceases to serve in such position for any reason (whether by written resignation, removal, or death), he or she shall also cease to serve as a Director and shall be replaced by the person then holding the qualifying position.

5. **Removal.** Directors may be removed, with or without cause, by the vote of a majority of the Members in accordance with the Act. A Director may also be removed by removal from the qualifying position entitling such person to be a Director, in accordance with the applicable removal procedures for such position.

6. **Regular Meetings.** The Board may provide by resolution the time and place, either within or without the State of Colorado, for the holding of an annual meeting and other regular meetings of the Board without other notice than such resolution.

7. **Special Meetings.** Special meetings of the Board may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix the time and place, either within or without the State of Colorado, as for holding any special meeting of the Board called by them.

8. **Notice of Meetings.** At least two days prior notice of each meeting of Directors, whether annual, regular or special, shall be given to each Director. Notice may be given by personal delivery, telephone, facsimile, electronic mail, or U.S. first class mail, or by any other reasonable means by which a Director has consented in writing to receive notice. Such notice is deemed given upon receipt if sent by personal delivery, telephone, facsimile, or electronic mail, or three days following deposit in the United States mail, postage prepaid. Notice shall be sent to the street or electronic addresses or facsimile or telephone numbers of the Directors set forth in the Society’s records. The notice of all meetings shall state the place, date and hour thereof,

but need not, unless otherwise required by the Act or these Bylaws, state the purpose or purposes thereof.

9. **Quorum.** At least (A) one-third of the Directors then in office, and (B) one Chapter President or Chapter Representative from a majority of the Chapters shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a quorum is present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

10. **Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by the Act or these Bylaws.

11. **Vacancies.** Any vacancy occurring on the Board shall be filled by filling the applicable position related to such vacancy. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

12. **Compensation.** Directors as such shall not receive any stated salaries for their services, but by resolution of the Board, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the Society in some other capacity and receiving compensation therefor.

13. **Informal Action by Directors.** Any action required by law or permitted to be taken at a meeting of Directors may be taken without a meeting if notice is transmitted in writing to each member of the Board and each member of the Board by the time stated in the notice: (A) votes in writing for such action; or (B) (i) votes in writing against such action, abstains from voting, or fails to respond or vote; and (ii) fails to demand in writing, that action not be taken without a meeting. The notice required by this Section shall state (a) the action to be taken; (b) the time by which a Director must respond; (c) that failure to respond by the time stated in the notice will have the same effect as abstaining in writing by the time stated in the notice and failing to demand in writing by the time stated in the notice that action not be taken without a meeting; and (d) any other matters the Society determines to include. Action is taken under this Section only if at the end of the time stated in the notice transmitted pursuant to this Section the affirmative votes in writing for such action received by the Society and not revoked equal or exceed the minimum number of votes that would be necessary to take such action at a meeting at which all of the Directors then in office were present and voted, and the Society has not received a written demand that such action not be taken without a meeting other than a demand that has been revoked. A writing by a Director under this Section shall be in a form sufficient to inform the Society of the identity of the Director, the vote, abstention, demand, or revocation of the Director, and the proposed action to which such vote, abstention, demand or revocation relates. All communications under this Section may be transmitted or received by the Society by electronically transmitted facsimile, electronic mail, or other form of wire or

wireless communication. For purposes of this Section, communications to the Society are not effective until received.

14. **Meetings by Telephone.** Members of the Board or any committee designated thereby may hold or participate in a meeting of the Board or such committee by means of conference telephone or similar communications equipment provided that all such persons so participating in such meeting can hear each other at the same time.

15. **Procedures.** All Board meetings shall be conducted according to the current edition of Robert's Rules of Order, except to the extent inconsistent with the Act, the Articles, these Bylaws, and any special rules of order the Board may adopt.

ARTICLE V. OFFICERS

1. **Elected Officers.** The elected officers of the Society must include a President, a Vice President, a Recording Secretary, and a Treasurer, and such other officers as the Board shall deem desirable from time to time, such officers to have the authority and perform the duties prescribed, from time to time, by the Board. Any two or more offices may be held by the same person; provided that the offices of President and Treasurer may not be held by the same person.

2. **Appointed Officers.** The appointed officers of the Society shall include an Executive Secretary, a Membership Chair, a Southwestern Lore Editor, a Publications Chair, and such other officers as the Board shall deem desirable from time to time. The appointed officers shall be appointed as set forth below and shall be subordinate to the elected officers.

3. **Election and Term of Office.**

(A) The President, Vice President, Recording Secretary, and Treasurer shall be elected annually by the Members at the Annual Meeting and must be from at least two different Chapters of the Society. Each such officer shall serve for a one-year term or until his or her successor is elected and qualifies.

(B) The Executive Secretary, Membership Chair, Southwestern Lore Editor, and Publications Chair shall be appointed by the President, subject to confirmation by the Board. Each such officer shall serve for an initial term of one year; if re-confirmed by the Board following such initial term, each such officer shall serve until his or her death, resignation, or removal.

(C) All other officers shall be elected or appointed in accordance with the resolutions creating such office.

4. **Removal.** Any officer elected or appointed by the Members may be removed by the Members at any time with or without cause, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Any officer appointed by the President or elected by the Board may be removed by the Board with or without cause by a two-thirds vote of the Board.

5. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

6. **President.** The President shall be the principal executive officer of the Society and shall in general supervise and control all of the business and affairs of the Society. The President shall have all powers authorized to the president of a nonprofit corporation under the Act, except as otherwise limited by the Board. The President shall preside at the Annual Meeting and at meetings of the Board; shall actively supervise all activities of the Society; shall review status reports from all committees and officers at least once a year; shall participate in all matters of policy; and visit local Chapters, to the extent feasible, during his or her term of office. The President shall represent the Society in all matters where such representation is customary and needed. The President may sign contracts or other instruments that the Board has authorized to be executed, except in the cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other officer or agent of the Society; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time. An individual may not be elected to more than two consecutive terms as President.

7. **Vice President.** The Vice President shall perform such duties as may be assigned by the President or by the Board, except that the Vice President is not authorized to sign checks unless expressly so authorized by the Board. The Vice President shall also serve as or appoint the Program Chairperson for the Annual Meeting and serve as a member of the Public Outreach and Education Committee. If the office of President is vacant due to the death, resignation, or removal of the President, or if the President otherwise becomes incapacitated or unable to serve, the Vice President may exercise any powers of the President authorized by these Bylaws, until such time as a new President shall be elected.

8. **Treasurer.** The Treasurer shall be the chief financial officer of the Society and, as such, shall be responsible for all financial matters of the Society, and for its deposit accounts, its accounts payable and accounts receivable; may sign checks drawn on any account of the Society; prepare tax reports as required by State and Federal laws; prepare financial reports quarterly or at the direction of the President; prepare quarterly statements of accounts for the Board; keep current the authorized signatures for all accounts and postal matters of the Society; administer gifts and bequests, including special funds to the fullest advantage of the Society; make a complete report in all matters pertaining thereto at the Annual Meeting; at the Annual Meeting shall call for a committee to be appointed to audit the books of the Society; and, at the discretion of the Board, direct a review of the books by a certified public accountant. If no

Treasurer has been elected, the Executive Secretary shall have the powers of, and act with the authority of, the Treasurer. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board shall determine.

9. **Recording Secretary.** The Recording Secretary shall provide a meeting notice with agenda to Board members in a timely manner in advance of Board meetings, shall take minutes at the Board meetings; shall distribute the minutes to the Board; shall produce a report on the Annual Meeting; and shall perform such other duties as may be assigned by the President or the Board from time to time.

10. **Executive Secretary.** The Executive Secretary shall be the business manager of the Society and, as such, may conduct all matters of business concerning the Society; act as chairperson of the Science and Advisory Committee in the absence of said chair; oversee all officers of the Society, other than the President, Vice President, Treasurer, and Recording Secretary; keep the current Articles, these Bylaws, corporate records, permits and licenses, and other official records and documents of the Society; maintain the registration of any copyright owned by the Society; and prepare and issue a confirmed copy of the Articles and these Bylaws.

11. **Membership Chair.** The Membership Chair shall maintain the Membership files of the Society, including handling Membership correspondence, maintenance of Membership records and mailing lists, reporting to the Board quarterly, and such other duties as may be assigned by the President or the Board from time to time.

12. **Southwestern Lore Editor.** The Southwestern Lore Editor shall solicit and receive manuscripts for Southwestern Lore, determine their eligibility, and prepare them for publication, and shall perform such other duties as may be assigned by the President or the Board from time to time. The Southwestern Lore Editor shall coordinate the publication of Southwestern Lore and maintain the database for the Southwestern Lore index.

13. **Publications Chair.** The Publications Chair shall oversee the Publications Committee, consisting of the editors of Southwestern Lore, the Surveyor, the website, Facebook, and other communications/media, and report to the Board quarterly, and shall perform such other duties as may be assigned by the President or the Board from time to time.

ARTICLE VI. COMMITTEES

1. **Executive Committee.** The Board shall establish an Executive Committee, which shall be composed of the President, Vice President, Treasurer, Executive Secretary and Recording Secretary, along with any additional Board members appointed by the Board. The Executive Committee shall have the authority delegated to it by the Board, provided that no such committee shall have the authority of the Board in reference to electing, appointing or removing any Director, amending the Articles, amending, altering or repealing these Bylaws,

approving a plan of merger, or approving a sale, lease exchange or other distribution of all, or substantially all of the Society's property, with or without goodwill, other than in the usual and regular course of business.

2. **Other Committees.** The Board may establish other committees composed of Directors or non-Directors, including, but not limited to, a Nominating Committee, Science and Advisory Committee, Membership Committee, Publications Committee, Audit Committee, Long Range Planning Committee, Public Outreach and Education Committee , and Alice Hamilton Scholarship Committee; provided, that no such other committee shall exercise any authority of the Board in the management of the Society.

3. **Term of Office.** Each member of a committee shall continue as such until the next annual meeting of the Board of the Society and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

4. **Chairman.** A chairman or co-chairmen of each Committee shall be appointed by the person or persons authorized to appoint the members thereof.

5. **Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

6. **Quorum.** Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

7. **Rules.** The same rules described herein regarding meetings, action without meeting, notice, waiver of notice and quorum and voting requirements of the Board similarly apply to the committees of the Board and their members.

ARTICLE VII. STANDARDS OF CONDUCT

1. **Members Code of Ethics.** The Society has adopted the following "Code of Ethics" applicable to all Members. Members of the Society shall:

- (A) Uphold local, state and federal antiquities laws;
- (B) Conduct field and/or laboratory activities using professionally accepted standards;
- (C) Accept the responsibility, if serving as Principal Investigator, to publish the results of the investigation and to make the collection available for further scientific study;

- (D) Support only scientifically and legally conducted archaeological activities;
- (E) Not condone the sale, exchange or purchase of artifacts obtained from illegal activities;
- (F) Respect the property rights of landowners;
- (G) Report vandalism to appropriate authorities; and
- (H) Be sensitive to the cultural histories and spiritual practices of groups that are the subject of archaeological investigation.

There shall be deemed to be no conflict between the Code of Ethics and the PAAC Code of Ethics. Members are encouraged to subscribe to and to support both codes.

2. **Directors and Officers.** Each Director shall discharge the Director's duties as a Director, including the Director's duties as a member of a committee of the Board, and each officer with discretionary authority shall discharge the officer's duties under that authority: (1) in good faith; (2) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (3) in a manner the Director or officer reasonably believes to be in the best interests of the Society. A Director or officer may rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (A) one or more officers or employees of the Society whom the Director or officer reasonably believes to be reliable and competent in the matters presented; (B) legal counsel, a public accountant, or other person as to matters the Director or officer reasonably believes are within such person's professional or expert competence; or (C) in the case of a Director, a committee of the Board of which the Director is not a member, if the Director reasonably believes the committee merits confidence. A Director or officer is not acting in good faith if the Director or officer has knowledge concerning the matter in question that makes reliance otherwise permitted by the above unwarranted. A Director or officer is not liable as such to the Society for any action taken or omitted as a Director or officer, if, in connection with such action or omission, the Director or officer performed the duties of the position in compliance with this Section.

ARTICLE VIII. CONFLICTING INTEREST TRANSACTIONS

1. **Conflicting Interest Transactions.** As used in this Article, "conflicting interest transaction" means: a contract, transaction, or other financial relationship between the Society and a Director of the Society, or between the Society and a party related to a Director, or between the Society and an entity in which a Director of the Society is also a director or officer or has a financial interest.

2. **Prohibition Against Loans to Directors or Officers.** No loans shall be made by the Society to its Directors or officers. Any Director or officer who assents to or participates in the making of any such loan is liable to the Society for the amount of such loan until the repayment thereof.

3. **Voidability of Conflicting Interest Transactions.** No conflicting interest transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by or in the right of the Society, solely because the conflicting interest transaction involves a Director of the Society or a party related to a Director or an entity in which a Director of the Society is also a director or officer or has a financial interest, or solely because such Director is present at or participates in the meeting of the Society's Board or of the committee of the Board that authorizes, approves, or ratifies the conflicting interest transaction or solely because the Director's vote is counted for such purpose if:

(A) The material facts as to the Director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board or the committee, and the Board or committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors are less than a quorum; or

(B) The conflicting interest transaction is fair as to the Society.

4. **Approval of Conflicting Interest Transactions.** Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee which authorizes, approves, or ratifies the conflicting interest transaction.

5. **Party Related to Director.** For purposes of this Article, a "party related to a Director" shall mean a spouse, a descendent, an ancestor, a sibling, the spouse or descendent of a sibling, an estate or trust in which the Director or a party related to a Director has a beneficial interest, or an entity in which a party related to a Director is a Director, officer, or has a financial interest.

ARTICLE IX. INDEMNIFICATION

1. **Indemnification.** To the maximum extent permitted by the Act and any other applicable law, if any Director or officer of the Society is made a party to or is involved in (for example as a witness) any threatened, pending or completed action, suit, or proceeding (whether civil, criminal, administrative or investigative, and whether formal or informal), because such person is or was a Director or officer of the Society or was serving at the Society's request as a director, officer, manager, trustee, or fiduciary of any other entity, trust, benefit plan, or other organization, the Society (A) shall indemnify such Director or officer from and against any judgments, penalties, fines, taxes, amounts paid in settlement and reasonable expenses

(including but not limited to expenses of investigation and preparation, and fees and disbursements of counsel, accountants or other experts) incurred by such person in such proceeding, and (B) shall advance to such person expenses incurred in such proceeding.

2. **Indemnification of Other Persons.** The Society may in its discretion, but is not obligated in any way to, indemnify and advance expenses to an employee or agent of the Society, to the same extent as to a Director or officer.

3. **Non-Exclusivity.** The foregoing provisions for indemnification and advancement of expenses are not exclusive, and the Society may at its discretion provide for indemnification or advancement of expenses in a resolution of its Directors, in a contract or in the Articles.

4. **Repeal or Modification.** Any repeal or modification of the foregoing provisions of this Article for indemnification or advancement of expenses shall not affect adversely any right or protection stated in such provisions with respect to any act or omission occurring prior to the time of such repeal or modification. If any provision of this article or any part thereof shall be held to be prohibited by or invalid under applicable law, such provision or part thereof shall be deemed amended to accomplish the objectives of the provision or part thereof as originally written to the fullest extent permitted by law, and all other provisions or parts shall remain in full force and effect.

5. **Limitation.** Notwithstanding any other provision of this Article, during any period that the Society is a “private foundation” within the meaning of section 509 of the Internal Revenue Code of 1986, as amended (the “Code”), or any corresponding provision of any future United States tax law, the Society shall not indemnify any person from or against or advance to any person the cost of, such expenses, judgments, fines, or amounts paid or necessarily incurred, nor shall the Society purchase or maintain such insurance, to the extent that any such indemnification, purchase, or maintenance would be determined to be an act of self-dealing within the meaning of section 4941 of the Code, to be a taxable expenditure within the meaning of section 4945 of the Code, or to be otherwise prohibited under the Code, unless and to the extent (A) a court orders such indemnification, or (B) the purchase or maintenance of such insurance can be treated as reasonable compensation to such person.

ARTICLE X. CONTRACTS, CHECKS, DEPOSITS, GIFTS AND PROXIES

1. **Contracts.** The Board may authorize any officer or officers, agent or agents of the Society, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances.

2. **Checks, Drafts, Etc.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society, shall be signed by such officer or officers, agent or agents of the Society and in such manner as shall from time to

time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer.

3. **Deposits.** All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies or other depositaries as the Board may select.

4. **Gifts.** The Board may accept or decline on behalf of the Society any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Society.

5. **Publications.** The official publication of the Society shall be Southwestern Lore. Other publications may be issued at the direction of the Board.

6. **Proxies.** Unless otherwise provided by resolution adopted by the Board, the President or Vice President may from time to time appoint one or more agents or attorneys in fact of the Society, in the name and on behalf of the Society, to cast the votes that the Society may be entitled to cast as the holder of stock or other securities in any other corporation, association or other entity any of whose stock or other securities may be held by the Society, at meetings of the holders of the stock or other securities of such other corporation, association or other entity, or to consent in writing, in the name of the Society as such holder, to any action by such other corporation, association or other entity, and may instruct the person or persons so appointed as to the manner of casting such votes or giving such consent, and may execute or cause to be executed in the name and on behalf of the Society, or otherwise, all such written proxies or other instruments as he or she may deem necessary or proper in the premises.

ARTICLE XI. BOOKS AND RECORDS

The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees having any of the authority of the Board, and shall keep at its registered or principal office a record giving the names and addresses of the Directors and Members. All books and records of the Society may be inspected by any Director or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE XII. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles or these Bylaws, a Member or Director may waive any notice required to be given to such person: (1) whether before or after the date or time stated in the notice as the date or time when any action will occur, by delivering a written waiver to the Society which is signed by the person entitled to the notice for inclusion in the minutes, but such delivery and filing shall not be conditions of the effectiveness of the waiver; or (2) by such person's attendance at the meeting whereby such person waives objection to lack of notice or defective

notice, unless such person at the beginning of the meeting objects to the holding thereof or transacting business at the meeting because of lack of notice or defective notice and such person also does not vote for or assent to action taken at the meeting.

**ARTICLE XIII.
AMENDMENTS TO BYLAWS**

These Bylaws may be amended by a vote of two-thirds of the Directors; provided, that the proposed changes are submitted in writing to all Directors least 30 days prior to the date of the meeting at which such amendments will be voted upon.

In the event that any governmental agency requires an amendment of these Bylaws in order for this Society to be in compliance with any laws, regulation or rule of said agency, the Board is hereby empowered and authorized to comply with such requirement within the time stipulated by said agency, provided that a complete report on such requirement and such amendment shall be made in writing to the Membership.

6387005_8