

**BY-LAWS
OF
WISCONSIN ARCHEOLOGICAL SOCIETY
(As Amended 5-29-2010)**

PREAMBLE

A meeting was held on the 28th day of February, A.D. 1903 for the purpose of forming an Archeological Society Corporation under Charter 86 of the revised statutes of Wisconsin. Henry A. Crosby, Charles E. Brown, Lee R. Whitney and George H. West were present at this meeting, and the incorporation papers were prepared over their signatures in the presence of C. E. Henrick and Arthur Wenz. The first meeting of the corporation was held April 3, 1903.

ARTICLE I: NAME AND LOCATION

Section 1: This organization shall be known as the Wisconsin Archeological Society.

Section 2: The home chapter shall be maintained in the Milwaukee area.

ARTICLE II:

Section 1: This corporation is organized exclusively for literary, educational and scientific purposes within the meaning of Section 501 (C) (3) of the Internal Revenue Code.

Section 2: It will not, as a substantial part of its activities, attempt to influence legislation, or participate to any extent in a political campaign for or against any candidate for public office.

Section 3: On the dissolution of the Corporation, the entire net assets remaining after the payment of any and all liabilities and obligations of the Corporation shall be distributed exclusively for the purposes of the Corporation in such a manner, or to such organization or organizations organized and operated exclusively for literary, educational and scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

Section 4: This organization is incorporated without capital stock and is not organized for profit and no part of its net income shall inure to the benefit of any member, trustee, officer, director or other individual.

ARTICLE III: MEMBERSHIP

Section 1: The Wisconsin Archeological Society (henceforth Society) is formed for the mutual benefit of its members and the general public without regard to sex, race, religion or nationality. Each member, therefore, shall exert a reasonable effort to further the welfare of the group by obtaining new members, by attending meetings and faithfully discharging any and all duties assigned to him/her.

Section 2: Any person may be elected an honorary member of the Society with the privilege of not paying dues by approval of the Executive Board.

Section 3: Membership is from January 1st through December 31st inclusive.

Section 4: Membership categories and annual fees will be determined by the Executive Board each fall for the ensuing year. Membership categories, benefits, and fees will be published in the Wisconsin Archeologist, Wis Arch News, and posted on the Society's web site. Most membership categories include a subscription to The Wisconsin Archeologist (the journal of the Wisconsin Archeological Society) and WisArch News (Newsletter of the Wisconsin Archeological Society).

Section 5: Any member in default in payment of dues shall be *ipso facto* (suspended from all privileges of membership and, if after notice, such default be not cured within a period of one hundred- eighty [180] days, the membership of such member shall automatically cease and terminate.

Section 6: No unauthorized person or persons may incur any expenses or other liabilities in the name of the Society or demand payment for injury or property loss without the express permission of the Society.

Section 7: Any member may be removed from membership or denied membership by a 2/3 majority vote of the Executive Board present at any regular meeting or at any special meeting of the members called for that purpose, for conduct deemed prejudicial to this Corporation, provided that such member shall have first been served with written notice of the accusations against him/her, and shall have been given an opportunity to produce his/her witnesses, if any, and to be heard, at the meeting at which such vote is taken.

Section 8: All members with the exception of institutions shall have one vote in Society elections and By Laws amendments, and shall be eligible for any elected or appointed office in the Society.

Section 9: Any library, museum, university, school, or other institution or agency may receive all publications of the Society as part of an Institution Membership but are not eligible for membership voting privileges.

ARTICLE II: QUORUM

Section 1: A quorum for a regular or special meeting of the Society shall consist of no less than five percent (5%) of active members.

Section 2: The Society may not elect officers or change the by-laws unless a quorum is present.

Section 3: A quorum for an Executive Board meeting shall consist of no less than 30 percent of the board members.

ARTICLE IV: MEETINGS

Section 1: The Society Executive Board and membership shall meet at least twice a year in Fall and Spring for the purpose of conducting Society business.

Section 2: The President or Executive Board may call a special meeting of the Society at any time.

Section 3: A meeting of the Executive Board may be called by a minimum of three (3) Officers or Directors.

Section 4: All Society meetings will be conducted in accordance with Roberts Rules of Order.

ARTICLE V: OFFICERS

Section 1: The elective officers of the Society shall be a President, a President-elect, a Secretary, a Treasurer, and a minimum of five (5) Directors. The President of each Society Chapter shall automatically be a Director and is eligible to be a voting member of the Executive Board. The names of the current Officers and Directors will be published in The Wisconsin Archeologist, WisArchNews, and posted on the Society's web site.

Section 2: The non-elective position of Business Agent is an appointment by the Executive Board.

Section 3: The entire slate of elective officers shall constitute the Executive Board.

ARTICLE VI: TERMS OF OFFICE

Section 1: The term of office for all elective officers shall run for the length of office from election day to election day. The Length of office terms varies by office as follows:

The President shall hold office for two years following completion of the term of President Elect.

The President-elect shall hold office for two years prior to assuming the office of President.

A Secretary and a Treasurer shall be elected to three year terms associated with each office.

At Large Directors shall hold terms of office for a length of two years.

Section 2: Should any member of the Executive Board be unable to complete their term, the vacant position will be filled by majority vote of the remaining members of the Executive Board.

Section 3: The term of office for the non-elective position of Business Agent serves at the pleasure of the Board. Changes to this position must be filed with the State of Wisconsin.

Section 4: The key positions of Editor for the Wisconsin Archeologist (the journal), Editor of WisARCH News (the newsletter), the Society web site master, and others as deemed pertinent are elected by the Executive Board for three-year terms, and are renewable positions.

ARTICLE VI: ELECTION AND INSTALLATION OF OFFICERS

Section 1: A nominating committee consisting of three (3) or more members in good standing shall be appointed by the President in consultation with and by approval of the Executive Board.

Section 2: The nominating committee shall submit a complete slate of consenting candidates consisting of members in good standing at the fall meeting of the Society.

Section 3: Additional officer candidates (members in good standing) may be nominated from the floor at the fall meeting of the Society.

Section 4: The election shall take place during the fall meeting.

Section 5: The voting shall be by secret ballot under the supervision of the Secretary where the number of candidates exceeds the number to be elected. Ballots may be distributed to the members in good standing via regular mail or through a secure web-based system.

ARTICLE VIII: DUTIES OF OFFICERS AND KEY POSITIONS

Section 1: The President shall preside at all meetings of the Society and the Executive Board. In his/her absence the duty shall fall upon the other officers in the order named in Article IV, Section 1 of these By-Laws. The President shall appoint all Committees in consultation with the Executive Board. The President shall be an ex-officio member of all committees. Committee chairs shall abstain from voting unless in the event of a tie/deadlock.

Section 2: The President-elect shall perform the duties of the President in his/her absence. The President-elect will then assume the duties and responsibilities of the office of President following the end of the two year term.

Section 3: The Secretary shall keep the minutes of all meetings of the Society and the Executive Board, and shall insure that such minutes are maintained and filed in good order, with copies made available to members of the Executive Board. In addition, minutes will be submitted to the Society web site master for posting. The Secretary in coordination with the Treasurer will maintain an accurate membership list, including dues paid, mailing addresses, and e-mail addresses. The Secretary will maintain a list of current Officers and Directors in order to ensure that a regular schedule of required elections is maintained.

Section 4: The Treasurer shall collect and disburse all monies keeping an accurate account of all such transactions and funds of the Society. In addition, the Treasurer shall prepare semi-annual statements of the Society's fund balance and pending transactions to be presented to the Board and membership at the fall and spring meetings. The Treasurer, in coordination with the Secretary, will maintain an accurate membership list, including dues paid, mailing addresses, and e-mail addresses.

Section 5: The Business Agent, in coordination with the Secretary, will arrange for the maintenance of Society records and file an annual report with the Secretary of State's Office for compliance with state regulations.

Section 6: The Editor of The Wisconsin Archeologist (the journal of the Wisconsin Archaeological Society) is responsible for establishing author submission guidelines and standards, soliciting manuscripts, reviewing submissions, offering editorial advise to prospective authors, accepting and rejecting manuscripts, editing accepted manuscripts, formatting and compositing issues of the journal, providing final proofs to authors, submitting composited issues to the printer, and arranging for printing and mailing of the journals. The Editor, in consultation with the Treasurer and Executive Board will identify printers with quality and cost considerations. The Editor will strive to keep the journal up to date in order to serve the membership, with goal publication dates of June and December of each calendar year for the two issues of each volume. The Editor, in consultation with an Editorial Committee, is responsible for the content of each issue. The Editor will provide the Executive Board with a report each fall and spring appraising of the status of the Journal, and will alert the Board of unanticipated situations that may affect regular publication of the journal.

Section 7: The Editor of WisArch News (the newsletter of the Wisconsin Archaeological Society) is responsible for compiling information and news pertaining to Society activities and formatting and distributing two issues each year in the spring and fall, respectively. The Newsletter may be distributed electronically through the Society's web site and e-mail listings.

Section 8: The Society Web master is responsible for maintaining the Society web site in consultation with the Executive Board.

Section 9: The Executive Board conducts the Society's business and makes recommendations to the Society on matters.

ARTICLE IX: AMENDMENTS

Section 1: The By-Laws may be amended by a two-thirds (2/3) majority vote of the active members present at any meeting of the Society at which a quorum is present. Proposed By-Laws amendments shall be posted on the Society web site a minimum of 30 days in advance of a vote for membership review.

ARTICLE X: MISCELLANEOUS LAWS AND REGULATIONS

Section 1: The Treasurer has standing permission of the Society to incur expenses to the extent of \$250.00 for any given month. The only exception to this limitation will be to provide adequate funds in the Society's postal account. All expenditures in excess of the \$250.00 monthly limitation must be approved by the Executive Board.

Section 2: The Executive Board has permission to incur expenses on behalf of the Society to the extent of the treasury. No member of the Executive Board may receive compensation from the Society for fulfilling obligations of their position.

Section 3: A meeting of the Executive Board need not be a gathering as such but merely a meeting of the minds through any commonly recognized corresponding means.

Section 4: The Secretary shall call a special meeting of the Society upon the written requests of five (5%) of members in good standing and after notification of the membership.

ARTICLE XI: PROVISION FOR RECOGNITION OF AFFILIATED CHAPTERS

Section 1: Groups that wish to become affiliated chapters of the Wisconsin Archeological Society must submit a written request to the Executive Board of the Society. The request must include a list of the group's current officers and members along with a statement of purpose and/or a copy of the group's constitution and by-laws. The recognition and acceptance of affiliated chapters will be based on the provision in this article and approval of the Society's Executive Board.

Section 2: All affiliated chapter members must be dues paying members of the Society. Chapter organizations must submit an annual roster that includes chapter member names, addresses, membership category, payment status, and payment.

Section 3: Affiliated chapters may assess additional dues or fees to cover chapter expenses.

Section 4: Affiliated chapter Presidents may attend meetings of the Executive Board of the Wisconsin Archeological Society meetings as voting members. If an affiliated chapter President is unable to attend an Executive Board meeting, he/she may submit relevant business to the Society President prior to the meeting.

Section 5: The Executive Board reserves the right to suspend or terminate the membership of any affiliated chapter of the Society based on failure to comply with provisions of this article.

Section 6: The Society's tax exempt status and copyright cannot be extended to affiliated chapters.

Section 7: Chapter organizations will be given a Chapter Support Grant, determined separately for each chapter of the Society. The Chapter Support Grant is 5% of annual membership funds collected from each chapter. The Chapter Support Grant may not exceed \$500 and is subject to the availability of Society funds and the discretion of the Executive Board.

Section 8: Chapter organizations will receive one Honorary membership to the Wisconsin Archeological Society. The Honorary membership will include a full year's subscription to The Wisconsin Archeologist and WisArch News. The Honorary membership is not eligible for membership voting privileges.