

BYLAWS of the  
WISCONSIN ARCHEOLOGICAL SURVEY, INC.  
(As amended May 21, 2011)

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PREAMBLE

These bylaws shall supersede all previous bylaws and amendments thereto and shall be consistent with the provisions of Chapter 181 and Section 44.03 of the Wisconsin Statutes and with the articles of incorporation and all subsequent restatements and amendments thereto filed with the Secretary of State under which this organization is incorporated as a non-stock, nonprofit corporation, affiliated with the State Historical Society of Wisconsin and shall govern the administration and activities of this organization. Furthermore, the provisions of Chapter 181 and Section 44.03 of the Wisconsin Statutes and Roberts Rules of Order shall govern the proceedings of this organization not herein provided for.

ARTICLE I. PURPOSES

The purposes of the Wisconsin Archeological Survey, Inc., shall be

1. To stimulate, encourage, and support archeological research in the State of Wisconsin;
2. To conserve and preserve the archeological resources of the State of Wisconsin and to initiate responsible action to insure the conservation and preservation of these resources;

3.To promulgate and support the dissemination of the results of archeological research conducted within the State of Wisconsin; and

4.To provide a corporate entity, which represents the community of those professional archeologists, who conduct archeological research in the State of Wisconsin and/or in scientific areas, which relate to the archeological resources of the State of Wisconsin.

## ARTICLE II. MEMBERSHIP

### Section 1. Qualifications

Membership in the Wisconsin Archeological Survey, Inc. shall be limited to the following:

a. Professional archaeologists who meet the United States Secretary of the Interior's professional qualification standards in the Code of Federal Regulations, title 36, part 61, appendix A, or subsequent revisions; and

b. Professional anthropologists concerned with Wisconsin's archeology; and

c. Individuals having professional status in anthropology or in such related fields as geology, botany, zoology, or history wherein the individuals interests bear upon Wisconsin's archeology; and

d. Individuals with a demonstrated research interest in Wisconsin archeology and pursuing a graduate degree in anthropology or a closely related field such as geology, geography, history, botany or zoology; and

e. *In honoris causa*: elected by the membership of the Wisconsin Archeological Survey, Inc. to recognize individuals who are making contributions to Wisconsin archeology. This is a non-dues paying, non-voting membership category.

### Section 2. Enrollment of Members

a. A qualifying member must be nominated by a member in good standing. The nominee's name, a brief biographical statement and three (3) copies, or one (1) digital copy, of the nominee's vita shall be submitted to the secretary at least six weeks before the annual or special membership meeting. The secretary will provide the nominee's materials to the membership prior to the annual meeting and will also make these materials available for inspection at the meeting. Upon favorable vote by a majority present at the meeting, the nominee's name shall be placed on the membership roll of the organization.

b. The president of the Wisconsin Archeological Society shall be invited to be an ex officio voting member of the organization. Individuals enjoying membership in this category shall do so for the duration of their term of office and shall be replaced by the next president of the Society.

c. The membership shall have the authority to create such additional ex officio memberships as is deemed beneficial to the organization.

### Section 3. Dues and Assessments

a. Membership dues may be assessed on a yearly basis by the treasurer at a level established by membership vote for clerical and administrative expenses or to support programs, which are deemed by the voting membership to further the objectives of the organization.

b. Periodic assessments in addition to dues may be made by the treasurer following a majority vote at a membership meeting.

### Section 4. Termination and Reinstatement of Membership.

a. Individuals may terminate their membership by resignation in writing.

b. Action to terminate may be initiated by a five-sevenths (5/7) vote of the Board of Directors or by written petition to the Board signed by five or more members of the organization. Termination shall then be by a majority vote at a membership meeting. Among the causes for termination shall be prolonged inactivity in the organization or failure to pay any required dues or assessments.

c. Individuals wishing to reinstate their membership whose membership has lapsed for lack of dues or assessment payments may submit a written petition for reinstatement to the Board of Directors at least six weeks prior to a scheduled membership meeting. Reinstatement shall require a majority vote at the next membership meeting. Membership status shall be considered current upon the receipt of past dues or assessments by the Treasurer in an amount not to exceed three times the established rate, with subsequent dues and/or assessments at the standard rate.

#### Section 5. Ethics.

Members of the organization are expected to abide by the published codes of ethics of the Society for American Archaeology and the Register of Professional Archaeologists.

### ARTICLE III. BOARD OF DIRECTORS

#### Section 1. Composition of the Board

a. The Board of Directors shall consist of seven (7) members and shall include the president, the president-elect, the secretary, the treasurer, and three (3) directors-at-large. The president of the corporation shall also serve as chair of the Board.

b. The officers shall serve two-year terms. The president-elect, the treasurer, and the secretary shall be elected in odd-numbered years. The president-elect shall assume the position of president after a two-year term as president-elect.

c. The directors-at-large shall be elected initially so that a vacancy shall occur each year and such vacancy shall be filled by election at the fall annual meeting of the membership. To stagger the directors-at-large terms, the initial election is done so that one director is elected in year one, one in year two, and one in year three. The standard term of directors-at-large shall be three years.

d. Vacancies occurring before the expiration of a term shall be filled by election of the Board of Directors, and any officer or director-at-large so elected as a replacement shall serve only for the unexpired portion of the term they fill, but shall be eligible for reelection at the succeeding appropriate annual election.

#### Section 2. Powers of the Board

a. General Powers. The Board of Directors shall have the power to conduct the affairs of the corporation subject to ratification by the members. This power shall include the management and control of the property and affairs of the corporation and the right of the Board to delegate part of its authority to the president or to an executive committee when the Board is not in session.

##### b. Finances.

1. The Board shall designate the bank or trust company in which the moneys of the corporation shall be deposited in the name of the corporation. All instruments for withdrawals of moneys on deposit such as checks, drafts, or other orders of payment shall require the signature of the treasurer.

2. All deeds, mortgages, releases, and other instruments of conveyance, contracts, and other instruments of the corporation shall be executed jointly by the president and the treasurer on behalf of the corporation and its name.

c. Assortment of Committees. The Board shall have the power to create such permanent and special committees as are deemed necessary. The chair of such committees shall be appointed by the president. Committee members may be appointed by the president or by the committee chair if the president shall so direct.

d. Development of Staff. The Board shall have the power to employ administrative staff or personnel for the operation of any facility or

facilities the organization may require, and to set the rate of compensation and conditions of employment therefore.

#### Section 3. Procedure for Actions of the Board

The consent of four (4) or more members of the Board shall be required for approval of any and all actions requiring approval by the Board. On all such matters members of the Board may submit consent or dissent in writing if they are unable to attend the meeting or meetings at which a given issue is considered. The president may also direct the secretary to solicit Board members for reactions in writing to given issues in lieu of convening special meetings.

### ARTICLE IV. OFFICERS

#### Section 1. Classification of Officers

a. The officers of this organization shall be a president, a president-elect, a secretary and a treasurer, and all such officers shall be members of the Board of Directors for the duration of the terms for which they are elected as specified in paragraphs a, b, and d of Section 1, Article III of these bylaws.

b. Other officers who shall serve without rank such as curator, historian, editor, etc. may be elected or appointed by the Board as it may determine.

#### Section 2. Duties

a. Annual Meeting. The Board of Directors shall hold an annual meeting in the fall of each year at the same place and on the same day as the annual membership meeting and shall report on its activities to the membership.

b. Officers shall perform the duties traditional to their offices and in conformity with the state statutes and Roberts Rules of Order and may assume such other duties as the Board may request, which may include chairing special or permanent committees. However, no two offices of Board rank may be combined. Briefly, the duties of the officers shall be as follows:

1. President. The president shall be the chief executive of the corporation and, as such, shall preside over all meetings of the members and of the Board of Directors. The president shall represent the corporation in all actions of the corporation and shall be responsible that all orders and resolutions of the members and of the Board of Directors are carried into effect.

2. President-elect. The president-elect shall perform the duties of the president in the event of the president's absence or incapacity and shall assist the president in the fulfillment of those duties.

3. Secretary. The secretary shall maintain complete corporate records, including minutes of meetings and shall notify the members and directors of the time and place of regular and special meetings called by the president.

4. Treasurer. The treasurer shall have custody of all moneys and securities of the organization and keep regular books of accounts.

### ARTICLE V. ELECTIONS

#### Section 1. Frequency of Elections

All officers and directors-at-large shall be elected by the members at the annual membership meeting except those that shall be elected by the Board of Directors to fill interim vacancies as they occur. One director-at-large shall be elected annually and officers shall be elected in odd numbered years.

#### Section 2. Nominating Committee

Prior to the annual membership meeting, the Board of Directors shall select a nominating committee and shall instruct it to prepare a list of candidates for vacancies to be filled at the election who have agreed to serve the full term of the office or seat for which they are nominated if so elected. The report of

the nominating committee shall constitute the initial phase of the election proceedings. Other nominations shall be accepted from the floor.

### Section 3. Majority Vote

A majority of members present and voting or voting by proxy shall constitute an election.

## ARTICLE VI. MEETINGS

### Section 1. Membership Meetings.

a. Annual Meeting. The annual meeting of the membership shall be held in the fall, generally in October, but on such date as can most conveniently be scheduled. A full order of business, which can include the appropriate elections, shall be presented at the annual meeting.

b. Special Meetings. Special meetings of the membership may be called by the president, upon request of the Board of Directors, or by the request of five (5) members in good standing. A full order of business agenda shall not be required at special meetings.

c. Notification of Meetings. Written notification of the time, place and agenda of all regular and special meetings of the corporation shall be given or sent to all members by the secretary not less than ten (10) days prior to the date set for the meeting.

d. Quorum. Ten (10) members present and entitled to vote shall constitute a quorum. A majority of the votes entitled to be cast by the members present or voting by proxy at a meeting at which a quorum is present shall be required for the adoption of any and all matters voted upon by the members.

### Section 2. Board of Directors Meetings

a. Annual Meeting. The Board of Directors shall hold an annual meeting at the same place and on the same day as the annual membership meeting and shall report on its activities to the membership.

b. Special Meetings. Special meetings may be called at any time by the president and shall also be called at any time by request in writing by one or more directors. Notice of special meetings shall be given by the secretary not less than one (1) day before the time set for the meeting. Such notice shall include the time, place, and purpose of the meeting and may be given personally, by mail, by telephone, or by e-mail. Special meetings may also be held without notice whenever all directors are present through other happenstance.

c. Quorum. Four (4) directors present shall constitute a quorum for the transaction of business at meetings of the Board of Directors.

## ARTICLE VII. AFFILIATION WITH THE STATE HISTORICAL SOCIETY

### Section 1. Authority for Affiliation.

a. This organization is an affiliate of the State Historical Society by virtue of incorporation under the guidelines of S. 44.03 of the Wisconsin Statutes, and shall accordingly receive such benefits and meet such responsibilities as are stipulated therein and as may otherwise be defined through mutual consent and through action by the Board of Curators of the State Historical Society.

b. As an affiliate this organization is entitled to a vote of one at all general meetings of the State Historical Society.

c. This organization may terminate affiliation through restatement or amendment of its articles of incorporation and amendment to its bylaws. The State Historical Society may terminate affiliation by formal resolution of the Board of Curators, a copy of which shall be deposited with the Secretary of State.

d. The following shall be causes for termination of affiliation by the State Historical Society, but extenuating circumstances shall be taken into

account before action to terminate affiliation is taken by the Board of Curators:

1. Failure to hold annual elections for three (3) consecutive years.
2. Failure to submit annual reports to the Office of Local History for three (3) successive years.
3. Consistent failure to hold meetings for the membership as set forth in paragraph a, Section 1, Article VI of these bylaws.
4. Failure to maintain state and federal tax exempt status.
5. Failure to maintain proper donor, accessioning, cataloging, and financial records and minutes of the meetings.

#### Section 2. Responsibilities

a. It shall be the responsibility of this organization to submit an annual report to the Office of Local History of the State Historical Society which shall include the results of annual elections, the names and addresses of all officers and directors, and such other information as may be requested at given times for the purpose of accumulating data for the benefit of this and other affiliated organizations.

b. The State Historical Society shall be notified of all changes in the articles of incorporation and the bylaws.

c. In order to protect the interests of donors and contributors, this organization shall install and maintain standard accessioning and cataloguing procedures and shall maintain state and federal tax exempt status as required by paragraphs c and d of Section 1, Article I, of these bylaws.

#### Section 3. Role of the State Historical Society in Affiliation

a. The State Historical Society shall send notices and announcements of the meetings and activities of the state society to the president of the organization whose name appears on the current mailing list, and whenever practical such notices and announcements may be sent to the officers, directors and members of this organization to the extent to which the organization provides the State Historical Society with current membership mailing lists.

b. The organization shall receive without charge such publications and periodicals as the State Historical Society shall determine, and they shall be mailed on behalf of the organization to the president or to the secretary as may be requested.

c. To the extent to which staff time and funds permit, the State Historical Society shall extend its professional and technical services to this affiliate. In general such services shall be without cost to the affiliate; however, extended and costly services may be negotiated on a cost sharing basis.

### ARTICLE VIII. DISSOLUTION

#### Section 1. Voluntary Dissolution.

a. In the event this organization shall be unable to maintain its facilities or to sustain its activities, notice of intent to dissolve shall be sent to the State Historical Society whereupon the state society shall supply necessary legal forms and instructions to be followed in effecting the dissolution.

b. Upon ratification by the members of a vote by the Board of Directors to dissolve this organization, the following steps shall be taken:

1. Satisfy all liabilities and obligations;
2. Satisfy all conditions stipulated in agreements with donors;
3. Distribute all remaining assets exclusively for educational purposes to one or more historical societies, libraries, museums, or educational institutions, state, county, town, or municipally operated or incorporated exclusively for educational purposes in accordance with S.

181.51 and S. 44.03 of the Wisconsin Statutes and Section 501 (c) (3) of the Internal Revenue Code.

4. Complete the appropriate legal forms certifying to the results of the vote on dissolution and compliance with the above procedures for dissolution and distribution of assets, submitting the same to the State Historical Society and upon approval of the Board of Curators the document shall be filed with the Secretary of State.

#### Section 2. Involuntary Dissolution

a. In the event the organization becomes so inactive that there are no remaining officers, directors, or members to effect voluntary dissolution, proceedings for involuntary dissolution may be initiated by the State Historical Society in accordance with the provisions of S. 44.03 (3) of the Wisconsin Statutes.

b. In the implementation of involuntary dissolution proceedings, title to such property, records, and collections not otherwise provided for in the articles of incorporation and bylaws of the organization or in the agreements of donors shall vest in the State Historical Society and all remaining assets shall be distributed in the same manner as stipulated in paragraph b Section 1 of this article of the bylaws, with the first offer being made to whatever county or local governmental unit that may have aided the organization financially.

#### ARTICLE IX. AMENDMENTS

These bylaws may be amended, repealed, or altered, in whole or in part, by a two-thirds (2/3) vote of the members present in person or voting by proxy at any regular annual or special meeting of the members at which a quorum is present, provided that the members were notified of the purpose of the meeting not less than thirty (30) days in advance of the date fixed for such meeting.