

BY LAWS OF THE CONFERENCE ON MICHIGAN ARCHAEOLOGY

(as amended 2014)

ARTICLE I

MEMBERSHIP

Section 1. Membership in the Conference on Michigan Archaeology is defined on the basis of two categories: fellows and members.

Section 2. Fellows. Fellows are persons who hold a post-graduate degree with a research specialty in archaeology. Fellows must be concerned with the problems of Michigan archaeology and normally will reside in the state or be employed or associated with an institution in the state. Individuals meeting these requirements must express a desire to become a fellow and be nominated by a current fellow. Fellow status is confirmed by a three-fourths vote of fellows present at a duly constituted meeting. Persons who have clearly attained and sustained equivalent competency may also be elected to a fellow membership by a three-fourths vote of current fellows attending a duly constituted meeting. Fellow membership will initially be determined by a three-fourths vote of the current executive board of the Conference on Michigan Archaeology. Current fellows will receive all corporate information, have a voice in corporate business, and vote in corporate affairs.

Fellows unable to attend meetings regularly, but retaining active research interests in Michigan may be placed on inactive status either at their own request or by a three-fourths vote of current fellows attending a duly constituted meeting. Inactive fellows may revert to active status upon application to the Secretary of the Conference on Michigan Archaeology. Fellows may be removed from fellow status and given member status at their own request.

Section 3. Members. Members are persons who are directly involved with Michigan archaeology or in allied fields such as geology, botany, physical anthropology, zoology, history, cultural resource planning, etc. Fellows may seek the advice of persons with special experience and may invite such individuals to membership. Members shall be elected by a three-fourths vote of the fellows at a duly constituted meeting. Members shall receive corporate information and have a voice in meetings of the Conference on Michigan Archaeology but will not be afforded a vote in corporate affairs. At their own request or by a three-fourths vote of fellows attending a duly constituted meeting, members may be placed on inactive status or removed from membership.

ARTICLE II

MEETINGS OF MEMBERS

Section 1. The annual meeting of the members and fellows shall be held once each year on a date to be fixed by the Board of Directors. Written notice of the time and place of such meeting shall be given to each member at least thirty (30) days in advance of the date fixed for such meeting.

Section 2. Special meetings of the members and fellows may be called at any time by the President and shall be called by the President whenever requested by a majority vote of the Board of Directors or upon written request, signed by fellows constituting not less than one-third (1/3) of the fellows entitled to vote at such meeting. The Secretary-Treasurer shall give ten (10) days written notice of the time, place, and purpose of such special meeting to all members and fellows.

Proof of mailing such notice or emailing such notice to the last known residence or email address of each member and fellow shall be deemed sufficient notice thereof. Whenever all of the fellows of the Corporation entitled to vote are present in person, or shall sign a Call and Waiver of Notice of such special meeting, such special meeting may be held without notice.

Section 3. A majority of the active fellows shall constitute a quorum at all meetings, and when less than a majority of active fellows shall be present at a duly called meeting, the members and fellows present may adjourn from time to time without further notice until a quorum shall attend and thereupon any business may be transacted which might have been transacted had a quorum been present at the meeting as originally called.

Section 4. Fellows, inactive fellows, and members may be removed from membership for failing to pay annual dues or other fees approved by majority votes of fellows for more than two consecutive years. Such removal from membership shall require a three-fourths vote of the fellows at a duly constituted meeting. Any individual removed from membership for non-payment of dues or fees may reapply for membership after one year.

Section 5. The President of the Michigan Archaeological Society, or their representative, will be invited to attend the annual meeting and the annual meeting of the Board of Directors as a non-voting participant.

ARTICLE III

BOARD OF DIRECTORS

Section 1. The management and control of the property and affairs of this Corporation shall be entrusted to a Board of Directors and consisting of ten (10) fellows, six elected as directors and the President, the Vice-President, the Secretary, and the Treasurer. Two (2) Directors shall be elected at each annual meeting to serve terms of three (3) years or until their respective successors shall be elected or appointed and shall qualify. Any vacancy upon said Board of Directors may be filled by the affirmative vote of a majority of the remaining members of the Board. Each person so elected to fill a vacancy shall remain a Director until her/his successor has been elected by the fellows who may make such election at the next annual meeting or at any special meeting duly called for the purpose.

Section 2. A regular annual meeting of the Board of Directors of the Corporation shall be held in each year following or prior to the annual meeting of the members and fellows of the Corporation. No notice of such meeting shall be required.

Section 3. Special meetings of the Board of Directors may be called at any time by the President and shall be called at any time upon written request of any Director. The Secretary shall give one (1) day's notice of the time, place, and purpose of such meeting personally, by mail, by telephone, or by email. Whenever all of the Directors are present or shall sign a Waiver of Notice of such special meeting, such special meeting may be held without notice.

Section 4. A majority of the Directors shall constitute a quorum for the transaction of business, but a less number present at any regularly called meeting may adjourn from time to time without further notice until a

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quorum shall attend, and thereupon any business may be transacted which might have been transacted had a quorum been present at the meeting as originally called. If and when the Directors shall severally or collectively consent in writing to any action to be taken by the Corporation such action shall be valid corporate action.

ARTICLE IV

OFFICERS

Section 1. The officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer, each of whom, except the Treasurer, shall be elected for a term of one (1) year at the annual meeting of members and fellows and shall hold office until their successors are elected and qualify. The Treasurer, who must ensure consistency in the management of the Corporation's finances, shall be elected for a term of three (3) consecutive years at every third annual meeting of members and fellows and shall hold office until his/her qualified successor is elected. The Directors may appoint such other officers and agents as they shall see fit, who shall hold their offices according to their contracts, or until others are appointed in their stead.

Section 2. The President shall be the chief executive officer of the Corporation, and as such shall preside over all meetings of Directors or members and fellows and shall see that all orders and resolutions of the Board of Directors are carried into effect. S/he shall have other powers not inconsistent herewith as shall from time to time be conferred upon her/him by the Board of Directors. The Vice-President shall perform the duties of the President in the event of her/his absence or incapacity and shall assist the President. The Secretary shall maintain complete corporate records including minutes of annual meetings, special meetings, and meetings of the Board of Directors. The Treasurer shall have the custody of all monies and securities of the Corporation, and shall keep regular books of accounts and may be required by the Board of Directors to give a bond for the faithful performance of such duties in such sum and with such surety or sureties as the Board of Directors may direct. The officers shall perform such other duties not inconsistent herewith as are required of them by the Board of Directors.

ARTICLE V

FINANCES AND CONVEYANCING

Section 1. The monies of the Corporation shall be deposited in the name of the Corporation in such bank or trust company as the Board of Directors shall designate and shall be drawn out by checks, drafts, or other orders for the payment of money, signed by such person or persons as shall be designated by the Board of Directors.

Section 2. All deeds, mortgages, releases, leases, and other instruments of conveyance, contracts, and other instruments of the Corporation authorized by the Board of Directors shall be executed on behalf of the corporation and in its name by the officer or officers of the Corporation thereunto authorized by the Board of Directors.

Section 3. Annual dues or other fees needed to conduct corporate business consistent with these By-Laws may be instituted following a majority vote of current fellows at a duly constituted meeting.

Section 4. Monies or other assets of the Corporation shall not be transferred to any Officer, Director, Fellow, or Member of the Corporation for personal use, but shall be reserved for uses consistent with these By-Laws and with the purposes of the Corporation, as set forth in the Articles of Incorporation.

ARTICLE VI

SEAL

Section 1. The seal of the Corporation is maintained in the Treasurer's records.

ARTICLE VII

AMENDMENTS

Section 1. These By-Laws may be amended, repealed, or altered, in whole or in part, by a vote of a majority of the fellows present in person at any regular meeting or any special meeting of the members and fellows, where such action has been announced in the notice of such meeting or where notice of such meeting has been waived as provided in Section 2 of Article II hereof.

Section 2. The Board of Directors may adopt additional By-Laws in harmony herewith but shall not alter any By-Laws adopted by the fellows of the Corporation.

Section 3. The Board of Directors may, from time to time, at its own discretion or upon petition from five (5) fellows of the Corporation, initiate amendments to the Articles of Incorporation. Proposed amendments shall be submitted to the total voting membership and will become effective by a two-thirds (2/3) affirmative vote of the voting membership present at a duly called meeting.

ARTICLE VIII

DISSOLUTION

Section 1. In the event of dissolution of this corporation either voluntarily or involuntarily, the membership of this Corporation shall not be entitled to any of the assets, but the same shall be delivered over to and paid to the Executive Board of the Michigan Archaeological Society to be used by it for one or more of the original corporate purposes of this Corporation, or in the event such Executive Board shall, in its discretion, find the furtherance of the purposes of this Corporation to be impractical at said time, then for some other educational purpose.