

# SEAC ARTICLES OF INCORPORATION AND BYLAWS

*(as amended and approved by SEAC membership 10/22/2014)*

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## ARTICLE I — NAME

The name of this organization shall be the Southeastern Archaeological Conference.

## ARTICLE II — PURPOSE

*Section 1.* The purposes of the Southeastern Archaeological Conference shall be to promote and to stimulate interest in the archaeology of the southeastern United States and neighboring areas; to serve as a bond among those interested in this and related subjects; to publish and to encourage publication; to advocate and to aid in the conservation of archaeological sites, collections, and data; and to encourage an appreciation and support of archaeological research.

*Section 2.* The Southeastern Archaeological Conference is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

## ARTICLE III — POWERS

*Section 1.* The Conference shall have the power to receive, administer, and disburse dues, assessments, and grants to further its ends; to acquire, hold absolutely or in trust for the purposes of the Conference, and to convey property, real and personal; to publish newsletters, proceedings, monographs, reports, bulletins, journals, and books; to affiliate with other organizations in the pursuit of common aims, and to appoint delegates or representatives to such organizations; to establish branches, sections, or divisions, on a regional or functional basis; and to engage in such other activities as are in keeping with the objectives of the Conference.

*Section 2.* No part of the net receipts of the Southeastern Archaeological Conference shall inure to the benefit of or be distributable to its members, officers, committee members or other private persons, except that the Conference shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Conference as set forth in these Articles of Incorporation and Bylaws.

*Section 3.* No substantial part of the activities of the Conference shall involve propagandizing or otherwise attempting to influence legislation, and the Conference shall

not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation and Bylaws, the Conference shall not carry on any other activities which are proscribed for organizations exempt for federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future Internal Revenue Code) or which are proscribed for organizations to which contributions are deductible under 170(c)(2) of the Internal Revenue Code (or the corresponding section of any future Internal Revenue Code).

#### ARTICLE IV — MEMBERSHIP

*Section 1.* Membership in the Conference shall be open to all interested persons concerned with the purpose of the Conference as set forth in Article II of the Articles of Incorporation without regard to sex, race, religion, or nationality.

*Section 2.* Members shall be governed with respect to membership by the Bylaws of the Conference.

*Section 3.* The determination of classes of membership, dues assessments, and responsibilities and privileges of Conference membership shall be made through the Bylaws of the Conference.

#### ARTICLE V — PUBLICATIONS

*Section 1.* The Conference shall publish a newsletter and a bulletin, and other such publications as provided by the Bylaws of the Conference.

#### ARTICLE VI — OFFICERS

*Section 1.* The elected officers of the Conference shall consist of a President, a President-elect, a Secretary, a Treasurer, a Journal Editor, a Social Media Editor, and two Executive Officers and (in such years as the offices are filled) a Secretary-elect, a Treasurer-elect, a Journal Editor-elect, and a Social Media Editor-elect. These officers will constitute the Executive Committee.

*Section 2.* The officers shall be nominated, elected, replaced, installed to office, and excused, and exercise respective duties and responsibilities in accord with the Bylaws of the Conference.

#### ARTICLE VII — LIABILITIES

*Section 1.* The officers, properly designated officials, and members of this Conference and their private property shall be exempt from liability for the Conference's debts and obligations.

#### ARTICLE VIII — COMMITTEES

*Section 1.* The Executive Committee may transact business for the Conference and shall have authority to exercise the normal business of the Conference in the intervals between the Conference's meetings. Its actions shall be subject to general directives and limitations imposed by the membership as stipulated in the Bylaws.

*Section 2.* Standing committees of the Conference shall include, but shall not be limited to, the Nominations Committee; the Investment and Finance Committee; the Student Affairs Committee; the Native American Affairs Committee; and committees for awards given by the Conference, including the Public Outreach Award, the Lifetime Achievement Award, the C.B. Moore Award, and the Student Paper Prize.

*Section 3.* The President may create such other committees as are required by the Articles of Incorporation to conduct the necessary and routine business of the Conference, and as the President may deem necessary and advisable, and shall appoint the separate committee members. The President may dissolve such committees.

*Section 4.* The Executive Committee shall also have the power to create and to dissolve committees.

#### ARTICLE IX — MEETINGS

*Section 1.* The Conference shall hold at least one business meeting each calendar year.

*Section 2.* Special meetings of the Conference may be called as provided for by the Bylaws of the Conference.

*Section 3.* The annual meeting of the Executive Committee of the Conference shall be held prior to the Annual Business Meeting of the Conference.

*Section 4.* Meetings of the Conference membership and of the Executive Committee shall be open meetings.

#### ARTICLE X — AMENDMENTS

*Section 1.* The Executive Committee or ten percent of the dues-paid voting membership of the Conference may propose that the Articles of Incorporation and Bylaws be amended, repealed, or altered in whole or in part. Provisions for amending the Articles of Incorporation and Bylaws shall be such as are described in the Bylaws.

*Section 2.* The Executive Committee may adopt additional standing rules and procedures in harmony herewith, but shall not alter the Articles of Incorporation or any Bylaws adopted by the members of the Conference.

#### ARTICLE XI — FINANCES

*Section 1.* The fiscal year of the Conference shall be set by the Executive Committee.

*Section 2.* Annual dues and disbursement of the income from annual dues and from investments and other revenue sources shall be determined and accounted for through rules and procedures adopted by the Executive Committee for fiscal and managerial accounting as set forth in the Bylaws. Such activities shall be structured as to preserve the tax exempt status of the Conference.

*Section 3.* Matters of financial obligations and accountability of the Conference and its officers shall be stipulated in the Bylaws.

## ARTICLE XII — DISPOSAL OF THE ASSETS

*Section 1.* In the event of dissolution of the Conference, whether voluntary or involuntary, the assets shall be distributed and disposed of as set forth in the Bylaws and Internal Revenue Code as may then be in effect.

## BYLAWS

### ARTICLE I — MEMBERSHIP

*Section 1.* Membership is open to any person in sympathy with the objectives of the Conference, as set forth in Article II of the Articles of Incorporation without regard to sex, race, religion, or nationality.

*Section 2.* Membership in the Conference shall include the following categories: Regular Member, Student Member, Life Member, Family Membership, Life Family Membership.

*Section 3.* Annual dues of Regular Members, Student Members, and Family Members, and the cost of Life and Family Life Memberships shall be fixed by the Executive Committee.

*Section 4.* Each Regular Member, Student Member, Life Member, and individual included in a Family Membership or Life Family Membership shall have one vote in the transactions of the business of the Conference and shall be eligible for any elective or appointive office in the Conference, subject only to restrictions defined elsewhere in the Articles of Incorporation and Bylaws. Each Regular Member, Student Member, Life Member, and each Member Family and Life Member Family shall receive all the Conference's regular publications for the year covered by the Member's dues. Individuals comprising a Member Family or Life Member Family shall not receive more than one copy of the publications of any one year except on payment therefor of the cost of an additional regular membership.

*Section 5.* Any library, museum, university, school, or other institution or agency may subscribe to the publications of the Conference without privilege of membership. The annual cost of subscriptions shall be fixed by the Executive Committee.

*Section 6.* Membership shall be terminated by voluntary resignation in writing or by non-payment of annual dues, or as noted in Section 7.

*Section 7.* The Executive Committee may, by three-quarters vote, deny membership to or remove from the membership rolls any member whose acts are contrary to the purposes of the Conference as set forth in Article II of the Articles of Incorporation, who misuses archaeological materials or sites for commercial purposes, who fails to behave in a responsible manner with respect to the archaeological record, or who otherwise makes improper use of membership in the Conference. The action of the Executive Committee may be subject to an appeal to the Conference at its Annual Business Meeting.

## ARTICLE II — NOMINATIONS, VOTING AND ELECTIONS

*Section 1.* Before March 1 of each year the President shall appoint three members to form a Nominations Committee.

*Section 2.* The duties of this Committee shall include securing nominations for candidates for the elected positions of the Conference. Members of the Nominations Committee may not serve concurrently as Officers of the Conference.

*Section 3.* The names of the members of the Nominations Committee and their addresses for any given fiscal year shall appear prominently in the spring issue of the newsletter and on the Conference's web site. There shall also be a listing of the offices to be vacated for which nominations will be made for the ensuing year with a notice that members may suggest the names of candidates for such offices to the Nominations Committee before July 1. For the offices of Secretary-elect, Treasurer-elect, and Editor-elect the Committee shall nominate, in appropriate years, a member candidate or candidates. For the other offices the Committee shall nominate at least two and no more than three member candidates. All prospective nominees must indicate in writing or via email to the Committee their willingness to serve as an officer of the Conference. The list of nominees shall be announced to the individual members of the Conference in accord with the provisions of Article II Section 4 of the Bylaws.

*Section 4.* Each active member shall be entitled to vote for one candidate for each office. Voting shall be by regular mail or electronic ballot. No identification of the voter shall appear on the ballot. The Secretary shall make arrangements for distributing ballots to the members at least thirty days before the Annual Business Meeting. To be counted as votes ballots must be in the hands of the Secretary on or before a date specified by him/her but no less than ten days before the Annual Business Meeting. The results of the elections shall be announced by the Secretary at the Annual Business Meeting. The candidate for an office who receives the highest number of votes shall be declared elected to that office. In the event of a tie, the Executive Committee shall organize a run-off election to be held at the Annual Business Meeting.

## ARTICLE III - ORGANIZATION

*Section 1.* The elected officers of the Conference shall consist of a President, a President-elect, a Secretary, a Treasurer, a Journal Editor, a Social Media Editor, and two Executive Officers and (in such years as the offices are filled) a Secretary-elect, a Treasurer-elect, a Journal Editor-elect, and a Social Media Editor-elect.

*Section 2.* The Executive Committee shall consist of the officers of the Conference.

*Section 3.* The President-elect shall be elected for a two year term, at the conclusion of which the President-elect will succeed to the Presidency to serve a two year term. The Secretary-elect, the Treasurer-elect, the Journal Editor-elect, and the Social Media Editor-elect shall be elected in that order in succeeding years for a one year term at the conclusion of which they shall succeed to the offices of Secretary, Treasurer, Journal Editor, and Social Media Editor, respectively, to serve a three year term. The other two members of the Executive Committee shall be elected, one each year, for a term of two years.

*Section 4.* No officer of the Conference shall be eligible for re-election to the same office until the Annual Business Meeting next following that at which the term of that office shall have expired.

*Section 5.* Subject to general directives and limitations imposed by the membership at the Annual Business Meeting, or a Special Meeting, or by mail or electronic ballot, the Executive Committee shall have authority to execute on behalf of the Conference all powers and functions of the Conference, as defined in the Articles of Incorporation and these Bylaws.

*Section 6.* In the event of the absence, death, resignation, or incapacity of the President, Secretary, Treasurer, Journal Editor, or Social Media Editor, the duties of the office shall be assumed by the appropriate officer-elect if such position of officer-elect is filled at the time. In the event of a vacancy in any office, where no other officer is empowered to assume the duties of the office, the Executive Committee shall have the power to make an interim appointment to the office. The office shall then be filled during the next regular election in the manner described in Article II, Section 3 of the Bylaws.

*Section 7.* The Executive Committee shall maintain a handbook of policies and procedures, with the aim of providing guidance to current officers and new officers about standard practices of the Executive Committee.

#### ARTICLE IV — DUTIES OF THE OFFICERS

*Section 1.* President — The President shall be the Chief Executive officer of the Conference and as such shall preside at the meetings of the Executive Committee and the Annual Business Meeting of the membership. The President may appoint representatives of the Conference to other societies, agencies, or councils. The President shall appoint all necessary committees and their chairpersons and define their duties with the advice and consent of the Executive Committee. The President, with the Secretary and Treasurer,

shall sign all written contracts authorized by the Executive Committee. The actions of the President in exercising the duties of the office shall be subject to review and approval of the Executive Committee.

*Section 2. President-elect* — The President-elect shall serve as the Vice President and succeed to the presidency. In the absence of the President or incapacity of the President, the President-elect shall assist and/or perform the duties of the President. In the event of absences or incapacities of the President and President-elect, the immediate past President shall serve and perform the duties of the President.

*Section 3. Secretary* — The Secretary, subject to the directions of the Executive Committee, shall be responsible for the maintenance of the central office of the Conference and shall have general charge of administrative matters under the direction of the President. The Secretary shall act as Secretary of the Executive Committee, and shall compile the minutes of Annual Business, Special, Regional and Joint Meetings of the Conference which will include any individual or committee reports presented therein. These minutes will be submitted to the Executive Committee for its approval, and, upon approval, will be published in the Conference's Newsletter and/or on the Conference's web site. The Secretary shall oversee the election of Officers, as detailed in Article II Section 4, and referendum votes, as detailed in Article VI. The Secretary shall maintain complete records of the Conference and attend to the ordinary correspondence of the Conference. The Secretary, subject to authorization and budgetary provisions by the Executive Committee, may employ clerical assistance, and may purchase supplies necessary to the office.

*Section 4. Treasurer* — The Treasurer shall be responsible for the administration of the finances of the Conference under regulations approved by the Executive Committee. The Treasurer shall be the Conference's fiscal agent in dealing with persons or organizations. The Treasurer shall be responsible for the maintenance of adequate books and records which shall be open to inspection by the Executive Committee. The Treasurer shall forward a list of dues paid members in good standing to the Secretary. The Treasurer, and other individuals or institutions as shall be designated by the Executive Committee, shall have custody of all money and securities of the Conference, keep regular books of accounts, and arrange for the services of a Certified Public Accountant for an annual review of the Conference's books. The Treasurer shall prepare and submit a budget for the ensuing year to the Executive Committee for approval. Upon approval, the budget shall be presented to the Annual Business Meeting and included in the published minutes. The Treasurer shall be bonded for the faithful performance of such duties in such sum as the Executive Committee may direct. The Treasurer shall bill all members on an annual basis for the Conference dues. The Treasurer, subject to authorization and budgetary provisions by the Executive Committee, may appoint an assistant, may employ clerical assistance, and may purchase supplies necessary to the office.

*Section 5. Journal Editor* — The Journal Editor shall have full charge of all print publications of the Conference under the direction of the Executive Committee. The Journal Editor may make negotiations for publishing contracts in the name of the Conference and make minor adjustments in basic contracts relating to publications.

The Journal Editor may initiate agreements with individuals and institutions for financing publications. All such agreements must be approved by the Secretary, Treasurer and the President. All bills relating to publishing delegations shall be certified to the Treasurer by the Journal Editor. The Journal Editor shall render an annual report to the Executive Committee which, upon approval, shall be presented at the Annual Business Meeting and included in the published minutes. The Journal Editor may, subject to review by the Executive Committee, appoint Associate and Assistant Journal Editors. The Editor's representatives shall serve concurrently with, and under the direction of, the Journal Editor, and shall be responsible to him/her. The Journal Editor may, subject to authorization and budgetary provisions by the Executive Committee, employ clerical and editorial assistance.

*Section 6. Social Media Editor*—The Social media Editor shall have full charge of the online presence of the Conference, including any associated web pages and other social media, under the direction of the Executive Committee. The Social Media Editor may make negotiations for web services in the name of the conference and make minor adjustments in basic contracts relating to web services. The Social Media Editor may initiate agreements with individuals and institutions in support of the Conferences online presence. All such agreements must be approved by the Secretary, Treasurer and the President. All bills relating to publishing delegations shall be certified to the Treasurer by the Social Media Editor. The Social Media Editor shall render an annual report to the Executive Committee which, upon approval, shall be presented at the Annual Business Meeting and included in the published minutes. The Social Media Editor may, subject to review by the Executive Committee, appoint Associate and Assistant Social Media Editors. The Social Media Editor's representatives shall serve concurrently with, and under the direction of, the Social Media Editor, and shall be responsible to him/her.

*Section 7.* The Executive Officers shall serve as at large representatives of the membership and serve on committees at the President's discretion.

*Section 8.* The elected officers of the Conference shall perform such other duties not inconsistent herewith as are required of them by the Executive Committee.

*Section 9. Executive Committee* — The Executive Committee is empowered to make investments of the Conference's resources, consistent with the purposes of the Conference. The Executive Committee may hold Special Meetings at the call of the President. Special meetings of the Executive Committee shall be called by the President at any time upon written demand of at least three members of the Committee. A quorum of the Executive Committee shall consist of a majority of its membership. Questions shall be decided by the Executive Committee by a majority of the votes cast at any meeting or by mail or electronic ballot. In the case of a tie vote the decision of the President shall be final. The President may, on his/her own initiative, or shall at the written request of any member of the Executive Committee, ask the Committee to vote on specific questions by mail or electronic ballot. The distribution of ballots shall be arranged by the Secretary who shall specify on the ballots the date on or before which they are to be returned electronically or placed in the mail for return to the Secretary. This date shall be not less



than fifteen days or more than thirty days from the date they were distributed. Reports of officers, representatives, delegates, committees, and agents shall be approved by the Executive Committee. At the discretion of the Executive Committee these reports may be presented in full or brief form at the Annual Business Meeting. The Executive Committee shall act upon the budget provided by the Treasurer. A budget shall be submitted by the Executive Committee to the Annual Business Meeting for approval.

## ARTICLE V — MEETINGS

*Section 1.* The Conference shall hold an Annual Meeting at a time and place to be designated by the Executive Committee. The attending members shall constitute a quorum. At this meeting the business of the Conference not requiring mail or electronic ballots shall be transacted during the Annual Business Meeting of the Conference, archaeological papers and other matters of scientific interest presented, and symposia and discussions may be held.

*Section 2.* Due notice of the place and date of the next Annual Meeting shall be published in the spring issue of the Newsletter, and information about it shall be placed on the Conference's web site. Insofar as practicable, announcements accompanied by a preliminary program shall be distributed in hard copy or electronic form by the Program Chairperson at least thirty days in advance of the Annual Meeting.

*Section 3.* Special Meetings shall be called by the President at any time at the direction of the Executive Committee. Any matter of business not requiring a mail or electronic ballot may be decided at a Special Meeting provided notice of such business is specified in the call. Notices of Special Meetings shall be distributed by the Secretary to members at least ten days in advance.

*Section 4.* An annual meeting of the Executive Committee shall be held before the Annual Business Meeting of the Conference. Special Meetings of the Executive Committee may be held at the call of the President. The President shall call a special meeting of the Executive Committee at any time upon the written demand of at least three members thereof.

*Section 5.* All matters of business of the Conference may be decided by means of a referendum vote by mail or electronic ballot under conditions specified in the Bylaws.

## ARTICLE VI — REFERENDUM

*Section 1.* A referendum vote shall be held by mail or electronic ballot at any time upon the initiation of the Executive Committee or a signed petition to the Executive Committee by two percent of the individual membership as listed in the last year's membership list. The distribution of ballots shall be arranged by the Secretary. In order that they may be counted as votes, ballots must be placed in the mail by members and addressed to the Secretary or sent electronically not more than thirty days after the date when they are distributed to the members. A majority of votes received shall constitute the deciding vote. The Secretary shall certify the vote to the Executive Committee.

## ARTICLE VII — FINANCES

*Section 1.* The fiscal year of the Conference shall be set by the Executive Committee.

*Section 2.* Annual dues shall be payable on a date set by the Executive Committee. Members ninety days in arrears shall not be entitled to receive the Conference's publications or to vote, and those one year in arrears may, after final notification, be dropped from the rolls.

*Section 3.* All Life and Family Life Memberships paid by October 31, 1996, plus the accumulated earnings therefrom, are designated as the Life Fund. All subsequent Life and Family Life Membership payments will be added to the Life Fund, together with all earnings from the Fund's investments and assets. In any given fiscal year the Executive Committee may upon majority vote expend a portion of the Life Fund not to exceed the Fund's net earnings stated for the fiscal year most recently ended. The income from annual dues and from investments and other sources except the Life Fund shall constitute the Working Fund, available for operating, publication, and other current expenses consistent with the purposes of the Conference as the Executive Committee may direct.

*Section 4.* No financial obligation in excess of funds available in the treasury shall be assumed by the Executive Committee or by any officer on behalf of the Conference except when approved by a two-thirds vote of the membership of the Conference present at a regular Annual Business Meeting or at a Special Meeting; provided that for the purposes of this section, estimated receipts from annual dues and other accounts receivable for the current year may be considered as available funds.

## ARTICLE VIII — AMENDMENTS

*Section 1.* The Articles of Incorporation may be amended by mail or electronic ballot provided that a proposed amendment is approved by two-thirds of the votes cast. Prior to a vote by the membership, all proposed amendments to the Articles of Incorporation shall be examined by legal counsel to insure that said amendment shall not endanger the tax exempt status of the Conference.

*Section 2.* The amendment and provisions of the Articles of Incorporation shall be effective immediately upon their adoption and shall supersede and nullify all previous constitutional enactments and provisions not mentioned herein.

*Section 3.* These Bylaws may be amended by mail or electronic ballot provided that a proposed amendment is approved by a majority of the votes cast.

*Section 4.* Amendment of the Bylaws may be proposed by the Executive Committee, or by petition of the membership at large by 10 percent of the dues paid members on record with the Treasurer at the time of application to the President. The proposed amendment shall be sent electronically or by mail to the members of the Conference by the Secretary at least thirty days before the Annual Business Meeting or a Special Meeting. To be counted as votes, ballots must be returned to the Secretary within thirty days of the date

of distribution.

*Section 5.* The amendment and provisions of the Bylaws shall be effective immediately upon their adoption and shall supersede and nullify all previous Bylaws enactments in conflict with them and all amendments and provisions not mentioned herein.

#### ARTICLE IX — DISPOSAL OF ASSETS

*Section 1.* Upon the dissolution of the Southeastern Archaeological Conference, whether voluntary or involuntary, after paying all of the liabilities of the Conference, the Conference through its Executive Committee shall dispose of all of its assets exclusively for the scientific and educational purposes set forth in the Articles of Incorporation and these Bylaws by donating them to one or more institutions or organizations exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future Internal Revenue Code as may then be in effect.