

PROPOSED TAS CONSTITUTION CHANGE

ARTICLE II: AIMS AND OBJECTIVES

The purposes of the Society are (1) the promotion of ~~(4)~~ scientific archeological exploration and research, (2) the preservation and conservation of archeological materials and sites, (3) the interpretation and publication of data attendant thereto, (4) the education of the membership and the public to the aims of archeology, and (5) the establishment of local archeological groups under the auspices of the Society.

BYLAWS OF THE TEXAS ARCHEOLOGICAL SOCIETY (BYLAWS SUBCOMMITTEE APPROVED ON 1 SEPTEMBER 2021)

Article I: Membership

Section 1. The Society shall be composed of Members and Fellows who shall have the privilege of attending and participating in the meetings of the Society, the Field School, and Academies, as well as receiving the newsletter, and the annual bulletin and advance notice of all special publications of the Society.

Section 2. Individuals, societies, institutions, and businesses may become members of the Society upon payment of annual dues.

Section 3. A Member shall be one whose dues and charges are not delinquent and who has agreed to abide by the Society's Code of Ethics.

Section 4. Membership in the Society shall be divided into categories:

- a. Individuals
- b. Families: heads of households and dependents, or grandparent(s) and minor grandchildren
- c. Students: individuals in grade school through college/university whose coursework is considered to be half-time or more
- d. Contributors
- e. Supporters
- f. Patrons
- g. Life members (who paid Life dues prior to 2001)
- h. Chartered societies, societies, institutions, and businesses: associate members that shall not have voice, vote, or the privilege of holding office

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i. Fellows

Section 5. An individual may become a Fellow of the Society for meritorious contribution to Texas archeology and the Society. Fellows shall be nominated by the Awards Committee, and approved by majority vote of the Executive Committee and then ~~require acceptance~~ by majority vote of the Board of Directors. Fellows shall receive full rights of Membership and shall not be required to pay annual dues. This is a lifetime honor unless rescinded by the Board of Directors for just cause which may be determined at the sole discretion of the Board.

Article II: Dues, Fees, and Finances

Section 1. Membership dues shall be valid for a period of one full calendar year from date of payment. Membership renewals are payable due one calendar year from the date of last payment; this is the renewal due date. A Member shall be considered delinquent 30 days from after their renewal due date if the Member has not renewed membership, and forfeits all rights and privileges of Membership.

Section 2. Fees and charges shall be approved by the Board of Directors.

Section 3. The Budget Committee shall draft the annual budget for the next fiscal year for approval by the Board of Directors and adoption by the Members at the Annual Meeting of the Society.

- a. The proposed annual budget and the financial reports reflecting the current financial condition shall be published and made available to the Membership no less than 10 days prior to the General Membership Meeting held during the Annual Meeting of the Society. Copies of the proposed budget and financial reports shall be posted on the Society's website to allow review prior to the Annual Meeting. Members shall be notified via email and social media of publication, and notification will include how and where the proposed budget and financial information may be accessed.
- b. The proposed annual budget shall include a line item of restricted funds amounting to 25% of the projected cost of an independent audit which is required on a period not to exceed four years. Such restricted funds shall be aggregated in trust until such time as the independent audit has been undertaken.
- c. No line item expenditure in the Society's budget shall be allowed to exceed the proposed budget amount by more than 10% or \$2000 (whichever is greater) unless approved by majority vote of the Board of Directors. The Executive Committee shall have emergency spending authority to exceed a budgeted line item but shall promptly notify the Board of Directors of such emergency action via email and provide full details to the Board for majority vote approval at the next Board meeting. The Board shall have authority, by majority vote, to halt or reverse the action of any such emergency spending by the Executive Committee.
- d. Without EC and Board approval, no expenditure shall be made that does not have an appropriate line item listing in the budget approved by the Membership. The Executive Committee shall have emergency spending authority to make such

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unlisted expenditures but shall promptly notify the Board of Directors of such emergency action via email and provide full details to the Board for majority vote approval at the next Board meeting. The Board shall have the authority, by majority vote, to halt or reverse any such emergency expenditure by the Executive Committee.

- e. Financial status of the Society shall always be made transparent to the Membership. Information on cause and effect of any issue affecting the financial health, stability and strength of the Society shall be made known to the Membership through reasonable electronic communication channels.

Section 4. The fiscal year shall be from January 1 to December 31.

Section 5. The financial records and procedures of the Society shall be examined by the Fiscal Overview Committee (FOC). A Certified Public Accountant (CPA) shall also examine the financial records annually.

- a. A Certified Public Accountant (CPA) shall be engaged to annually review the financial records of the Society in order to prepare various reports and filings required by law.
- b. The annual **CPA IRS** filing (e.g., the Form 990) and the annual FOC review shall be posted to the “Members Only” section of the website in a timely manner following review by the Board of Directors.
- c. At a period not to exceed four years, the President, with Board approval, will employ the services of an independent financial audit firm to provide a complete audit of the financial policies, procedures, activities, records, filings, and accounts of the Society for the preceding year. The audit firm shall not be the same CPA charged with preparing the Society’s annual reports and filings. When there is cause, audits may be performed when deemed necessary by the Board at less than a four-year interval.
- d. Final report and findings of the financial audit shall be delivered to the Membership by posting at the “Members Only” webpage for review and **approval acceptance** at the next Annual Meeting of the Membership.
- e. Financial dealings of the Society shall be transparent to the Membership in accordance with state and federal law concerning nonprofit organizations.

Section 6. The Endowment Fund shall be a permanent fund, the income from which shall be used to support the operating budget of the Society. The FOC shall review and advise the Board of Directors regarding uses and activities of the Endowment Fund **quarterly and will include uses and activities in the FOC’s end-of-the-year report.**

Section 7. No part of the net earnings of the Society shall inure to the benefit of or be distributable to its Members, officers, or other persons, except that the Society (through the review and approval of its Board) shall be authorized and empowered to pay reasonable compensation for services rendered or to make payments and distributions in furtherance of the purposes set forth in Article II of the Constitution.

Article III: Meetings of the Society

Section 1. The Annual Meeting shall be held **either in person, as a virtual meeting (e.g., using video conferencing), or as a hybrid meeting (i.e., combining in-person and virtual**

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components) as provided in the Constitution of the Society for the purpose of electing officers, receiving reports, and other such business as may come before it.

- a. At least twenty-five members who have the right to vote shall constitute a quorum at all meetings of the Society.
- b. Members of the Society with voting privileges at meetings are Individuals, Families **(counting as one vote)**, Students, Contributors, Supporters, Patrons, and Life members all above seventeen years of age, and Fellows of the Society. No Member shall vote in more than one capacity, and there shall be no voting by proxy.
- c. The call to the Annual Meeting shall be published to the Membership at least thirty days prior to the meeting by posting on the TAS website and via email. U.S. Postal mail shall be used only for notifying those Members who specifically request notification and/or other TAS communication by mail.

Section 2. Special meetings of the Society may be held **in person, as a virtual meeting (e.g., using video conferencing, conference calling, etc.), or as a hybrid meeting (i.e., combining in-person and virtual components)** at the call of the President or upon written request of five members of the Board of Directors. At least thirty days written notice of such a meeting shall be given **if the special meeting will be an in-person or hybrid meeting**, and the purpose of the meeting shall be stated in the call to the meeting. Additionally, a special meeting of the Society may be called by written or emailed request of 50 Members or 10% of the Membership, whichever is **lesser. less.**

Section 3. In the event of an emergency or disaster, the Board of Directors, by a two-thirds vote, may postpone, reschedule, or cancel an Annual Meeting. All members shall be notified of such action, as prescribed in Section 1-c above. If an Annual Meeting is cancelled, the Board of Directors shall provide for election of officers by mail, **email, and/or other electronic communication methods (e.g., online ballots on the website).** If voting is **conducted by email or online ballots, hard copy ballots will be accepted from members without email/internet access who request such ballots.**

Section 4. The Annual Meeting shall feature a program of archeological topics, including a Public Forum and/or a public outreach event.

Section 5. The Annual Meeting Committee (AMC) shall assist the Local Arrangements Committee (LAC) to organize, publicize, and produce the meeting, and shall act as an interface between that group and the Board of Directors. See Article VIII, Section 2 for further information on the AMC and LAC.

Section 6. To support the Annual Meeting, the Board of Directors may appropriate funds to be used, if needed, by the Local Arrangements Committee (LAC) for initial Annual Meeting expenses or as insurance should the LAC lose money in producing the meeting. If there is a net surplus from the Annual Meeting, the Society will first be reimbursed for any monies it may have advanced to the LAC, then will receive 50% of the Annual Meeting's net surplus funds. The remaining surplus shall go to the LAC if it is a 501(c)(3) organization or other form of nonprofit entity; e.g., state agency, university, etc. Individuals and corporations are not allowed to receive any portion of surplus funds derived from the Annual Meeting. Proceeds from Annual Meeting fund-raisers will benefit only the Society.

Section 7. Minutes shall be taken and published from all meetings of the General Membership, Executive Committee (EC) and the Board of Directors. This shall include

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regular meetings and special called meetings regardless of physical or electronic format. Meeting minutes shall be posted to the Members Only webpage for review by the Membership in a timely fashion.

Section 8. All meetings of the Society, including those of the Executive Committee and the Board of Directors, shall be open to any Member in good standing. Such Members do not vote and shall speak only when called on by the President or presiding officer. The Executive Committee is legally allowed to go into “closed session” for discussions regarding personnel and legal matters. Meeting minutes shall make note of such executive sessions and include a general statement regarding the purpose of the executive session.

Section 9. In the event of a national emergency, act of nature or pandemic event, the meetings of the Society (including but not limited to the Annual Meeting and meetings of the Board of Directors, Executive Committee, and other Committees and groups) may be held via remote communications technology per the Texas Business Organizations Code, Chapter 22 - Nonprofit Corporations, Sec 22.002, also Sec 6.002. All necessary voting for these meetings (e.g., budget, amendments, election of officers, etc.) may be accomplished electronically in addition to in-person voting. The open period for voting using email or online ballots shall not be less than one day nor more than one week. Hard copy ballots will be accepted from members without email/internet access who request such ballots. TAS will adhere to any amendments to this statute the state may make.

Article IV: Officers

Section 1. The executive officers of the Society shall be the President, President-Elect, Secretary, Treasurer, Immediate Past President, Publications Editor, Newsletter Editor, and Internet Committee Chair/Editor. Other elected officers shall be the Regional Directors, Secretary-Elect, Treasurer-Elect, Publications Editor-Elect, Newsletter Editor-Elect, and Internet Committee Chair/Editor-Elect in such years as the office is filled, and the Nominating Committee Chair (see Article VIII, Section 15 16 for selection of NC Chair).

Section 2. Elected officers shall take office at the close of the Annual Meeting at which they are elected and shall serve terms as stated in these Bylaws or until their successors are elected.

- a. The President, President-Elect, ~~Secretary, Treasurer~~, Immediate Past President and officers-elect, in such years as those offices are filled, shall serve a term of one year.
- b. The ~~Secretary, Treasurer~~, Publications Editor, ~~the~~ Newsletter Editor, and ~~the~~ Internet Committee Chair/Editor shall each serve terms of two years. The Treasurer, Publications Editor and Newsletter Editor shall be elected in even numbered years (e.g., 2022) and the Secretary and Internet Committee Chair/Editor shall be elected in odd numbered years (e.g., 2023). {Note of clarification: The Treasurer elected in 2021 for a 1-year term under the 2019 Bylaws or a new nominee for Treasurer can be nominated for a 2-year term in 2022. The Publications Editor and the Newsletter Editor elected in 2021 for a 2-year term will have to serve a 1-year term instead and can then be re-nominated or new nominees presented in 2022 for 2-year terms. The Secretary nominated in 2021 under the 2019 Bylaws will serve a 1-year term. In 2022, the Secretary can be renominated or a new nominee for an interim 1-year term as Secretary will need to be made. That individual can then be renominated or a new nominee presented for a 2-year term as Secretary in 2023. The Internet Committee

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Chair/Editor elected in 2021 for a 2-year term should serve that term and can be renominated or a new nominee can be selected in 2023 for a 2-year term.}

- c. The Regional Directors shall be elected to terms of three years, with four Regional Directors chosen for office each year. Regions 1, 4, 11, and 12; Regions 2, 5, 7, and 8; and Regions 3, 6, 9, and 10 shall form the three rotating groups.
- d. Officers-Elect, other than the President-Elect, are non-voting officers.

Section 3. Officers shall perform the duties provided by these Bylaws, by the Society, the Board of Directors, or the adopted parliamentary authority.

- a. The President shall serve as chair of the Board of Directors, the Executive Committee, and the Ethics Committee; as Chief Executive Officer; and as official spokesperson of the Society. The President shall appoint committee Chair vacancies, certain committee members as specified herein, and special appointees, with Board approval as provided by these Bylaws. The President shall be a member of the Publications Policy Committee, and shall serve as ex officio member of all other committees except the Nominating Committee.
- b. The President-Elect shall succeed to the office of President at the end of the term as President-Elect, or upon a vacancy in the office of President. The President-Elect shall be responsible for naming committee Chairs, special appointments, and certain other committee assignments as specified in Article VIII for terms of office that start at the end of the Annual Meeting when the President-Elect assumes the office of President. The President-Elect should name committee Chair appointments by June 1st to allow time for Chairs to fill vacancies on their committee. The President-Elect is a member of the Executive Committee, the Board of Directors, the Publications Policy Committee, the Budget Committee, the Ethics Committee, and ex officio member of the Annual Meeting Committee.
- c. The Secretary shall keep a record of the proceedings of meetings of the Board of Directors, Executive Committee, and of the Society. The Secretary is a member of the Executive Committee, the Board of Directors, the Publications Policy Committee, and the Ethics Committee.
- d. The Secretary-Elect shall be an apprentice to the Secretary and may assume the office when the term of the incumbent expires or if the office is otherwise vacated. As part of this apprenticeship, the Secretary-Elect shall attend and take supplementary minutes at meetings of the Executive Committee and Board of Directors as a non-voting member.
- e. The Treasurer shall serve as custodian of funds and shall be a member of the Executive Committee, the Board of Directors, the Publications Policy Committee, the Budget Committee, and the Ethics Committee.
- f. The Treasurer-Elect shall be an apprentice to the Treasurer as a non-voting member and may assume the office when the term of the incumbent expires or if the office is otherwise vacated. As part of this apprenticeship, the Treasurer-Elect shall attend (as a non-voting member) meetings of the Executive Committee and Board of Directors and shall be a non-voting member of the Budget Committee, as a non-voting member of both.
- g. The Immediate Past President shall serve on the Executive Committee, the Board of Directors, the Publications Policy Committee, the Annual Meeting Committee, and the Ethics Committee.
- h. The Regional Directors shall serve as liaison between the Board of Directors and their respective regions, shall facilitate whenever possible the establishment of

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- regional and local archeological groups and activities, and shall promote membership in the Society.
- i. The Publications Editor shall be responsible for the publication of bulletins and reports on archeological and related subjects. The Publications Editor shall be a member of the Executive Committee, **the Board of Directors**, and the Ethics Committee and shall serve as the chair of the Publications Policy Committee. The Publications Editor may name an associate or assistant editor. There is no position of Co-Editor.
 - j. The Publications Editor-Elect shall be an apprentice to the Publications Editor and may assume the office when the term of the incumbent expires or if the office is otherwise vacated. As part of this apprenticeship, the Publications Editor-Elect shall attend meetings of the **Executive Committee and Board of Directors** as a non-voting member and shall be a non-voting member of the Publications Policy Committee.
 - k. The Newsletter Editor shall be responsible for the publication of periodic newsletters informing the Society on matters of interest. The Newsletter Editor shall be a member of the Executive Committee, **the Board of Directors**, the Ethics Committee, and vice-chair of the Publications Policy Committee. The Newsletter Editor may name an associate or assistant editor. There is no position of Co-Editor.
 - l. The Newsletter Editor-Elect shall be an apprentice to the Newsletter Editor and may assume the office when the term of the incumbent expires or if the office is otherwise vacated. As part of this apprenticeship, the Newsletter Editor-Elect shall attend meetings of the **Executive Committee and Board of Directors** as a non-voting member and shall be a non-voting member of the Publications Policy Committee.
 - m. The Internet Committee Chair/Editor shall be responsible for the materials placed on the TAS website, assigning and guiding members of the Internet Committee to collect and update content for the website, including information on Regional Societies, Academies, Field Schools, Annual Meetings, other activities and outreach, member needs, etc. The Internet Committee Chair/Editor shall be a member of the Executive Committee, **the Board of Directors, the Ethics Committee, and the Publications Policy Committee**. The Internet Committee Chair/Editor may name an associate or assistant editor. There is no position of Co-Editor.
 - n. **The Internet Committee Chair/Editor-Elect shall be an apprentice to the Internet Committee Chair/Editor and may assume the office when the term of the incumbent expires or if the office is otherwise vacated. As part of this apprenticeship, the Internet Committee Chair/Editor-Elect shall attend meetings of the Executive Committee and Board of Directors as a non-voting member and shall be a non-voting member of the Internet Committee.**
 - o. The Nominating Committee **Chair**. See Article VIII, Section **45.16**.

Section 4. A vacancy in any elected office other than that of President may be filled by the Executive Committee appointing the officer-elect or another member in good standing.

- a. A vacancy in the office of President shall be filled by the President-Elect, and the office of President-Elect may remain vacant until the next election of officers. Should both offices of President and President-Elect become vacant, the Executive Committee shall fill the office of President and may fill the position of President-Elect until the next election of officers.
- b. The Board of Directors may declare an office vacant should an officer have more than two unexcused absences from meetings of the Board of Directors in any one year.

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Article V: Executive Committee

Section 1. The Executive Committee shall be composed of the President, President-Elect, Secretary, Treasurer, Immediate Past President, Publications Editor, Newsletter Editor, and Internet Committee Chair/Editor.

Section 2. The Executive Committee shall have the power to transact necessary business between meetings of the Board of Directors and may employ staff as needed. Such staff shall work under its direction. The Executive Committee may delegate the responsibility of staff oversight to a member of the Committee. The Executive Committee shall also determine the location of the business office of the Society. The actions of the Executive Committee shall be reported to the Board of Directors for ratification at its next regular meeting. Regular meetings of the Executive Committee shall be held at the call of the President and may be held in person, virtually (e.g., by video conferencing or conference call), or as a hybrid (involving in-person and virtual components). Members shall be notified at least thirty days before an in-person or hybrid meeting. The quorum of the committee shall be four (4) members, at least one of whom is the President or President-Elect. If an email or online ballot vote is taken, the open period for voting shall not be less than one day nor more than one week. Written or verbal votes will be taken from those without email/internet access. Email votes may be cast by copying all members of the EC or by responding only to the President and the Secretary.

Section 3. Special ~~electronic~~ meetings of the Executive Committee may be held at the discretion of the President or at the request of three (3) or more Executive Committee members. Such meetings may occur in person, as a virtual meeting (e.g., using a conference call, video conferencing, via email or other electronic devices means) (e.g., video conferencing), that do not require members to be present at the same location at the same time), or as a hybrid meeting (involving both in-person and virtual components). If an ~~electronic~~ email or online ballot vote is ~~to be~~ taken, the open period for voting shall not be less than one day nor more than one week. Written or verbal votes will be taken for those without email/internet access. Email votes may be cast by copying all members of the EC or by responding only to the President and the Secretary.

~~Meetings by telephone conference calls may be held at the discretion of the President or at the request of three (3) or more Executive Committee members.~~

A quorum (as described in Article V, Section 2) shall be required to conduct business at special ~~electronic~~ meetings ~~or telephone conferences~~. A quorum shall be determined before a motion can be made or a vote can be taken. Minutes will be prepared for all special ~~electronic~~ meetings ~~or telephone conferences~~ and shall be published in a timely manner on the Members Only page of the Society website unless the meeting is defined as an Executive Session. ~~Electronic votes may be cast by copy to all members of the committee or may be counted by responding only to the President and the Secretary. All actions taken at special electronic meetings or during conference calls will be ratified at the next physical meeting of the Executive Committee.~~

Section 4. The Executive Committee shall serve as the Ethics Committee.

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Article VI: Board of Directors

Section 1. The Board of Directors shall consist of the President, President-Elect, Secretary, Treasurer, Immediate Past President, Regional Directors, Publications Editor, Newsletter Editor, the Internet Committee Chair/Editor, the Nominating Committee Chair, and the chairs of the remaining standing committees.

Section 2. The Board of Directors shall have full power and authority over the affairs of the Society between Annual Meetings of the membership, shall determine the operational policy, administer the finances, and have care, custody, and control of any equipment and other property acquired by the Society.

Section 3. Other than for the President (see Article IV, Section 4a), a vacancy occurring on the Board of Directors shall be filled by a member in good standing elected by the Executive Committee.

Section 4. The Board of Directors shall meet at the call of the President or upon the call of five (5) members of the Board of Directors. Members shall be notified of meetings at least thirty days before the meeting an in-person or hybrid meeting.

Section 5. Special electronic meetings of the Board of Directors may be held at the discretion of the President or at the request of five (5) or more members of the Board of Directors. Such meetings may occur in person, as a virtual meeting (e.g., via using a conference call, video conferencing, email or other electronic devices means that do not require members to be present at the same location at the same time), or as a hybrid meeting (involving both in-person and virtual components). If an electronic email or online ballot vote is to be taken, the open period for voting shall not be less than one day nor more than one week. Written or verbal votes will be taken from those without email/internet access. Email votes may be cast by copying all members of the Board or by responding only to the President and the Secretary. The 30-day notification does not apply to electronic/virtual meetings.

A quorum of nine members (see Section 7 below) shall be required to conduct business at special-electronic meetings and shall be determined before a motion can be made or a vote can be taken. Minutes will be prepared for all special electronic meetings and published on the Members Only website page. Votes will be cast by responding to the Secretary and the President. All actions taken at special electronic meetings will be ratified at the next physical meeting of the Board.

Section 6. Regularly scheduled Board of Directors meetings may be held in person, as a virtual meeting (e.g., using conference call, video conferencing, etc.), or as a hybrid meeting (involving both in-person and virtual components). offer call in options via phone, Internet, or other means of remote access. If remote options are feasible a meeting includes any virtual aspects, directions for remote access will be made available to the Board of Directors membership no later than one week before the meeting is scheduled. If an email or online ballot vote is taken, the open period for voting shall not be less than one day nor more than one week. Written or verbal votes will be taken from those without email/internet access. Email votes may be cast by copying all members of the Board or by responding only to the President and the Secretary.

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Section 7. Nine members of the Board of Directors shall constitute a quorum for the transaction of business and shall include the President or a member of the Executive Committee, one Regional Director, and one standing committee chair. Any member of the Society who holds more than one office on the Board of Directors shall be limited to one vote, and shall count as one member for the purpose of a quorum.

Article VII: Nominations and Elections

Section 1. The Nominating Committee shall submit at least one name for each office to be filled. At the direction of the Board, the Nominating Committee will add specified officer-elect position(s) to its regular slate of nominees. The report of the Nominating Committee shall be included in the notice for the Annual Meeting and shall be reported to the membership at the meeting. Nominations from the floor shall be called for. For elections held using online ballots, "nominations from the floor" will be requested at the time the slate of Nominating Committee candidates is announced (i.e., at least 30 days prior to the balloting). Members will be given one week to submit "nominations from the floor" for online elections. For each position being filled, online ballots will contain the name of the Nominating Committee candidate, any "nomination from the floor", and a blank in which a voter may enter the name of a write-in candidate.

- a. All nominees for offices of the Society shall be members in good standing.
- b. No name shall be placed in nomination without consent of the nominee to serve if elected.

Section 2. Officers shall be elected by ballot at the Annual Meeting, except should there be only one nominee for any office; election for that office may be by voice at an in-person Annual Meeting. A majority shall elect.

Article VIII: Committees

Unless otherwise specified herein, all committee Chair appointments are made by the President with the approval of the Board of Directors. Unless otherwise specified herein, each committee Chair shall appoint any vacant seat(s) on their committee. Ad hoc and other special committees shall be appointed by the President and approved by the Board as deemed necessary to carry on the work of the Society. Unless otherwise specified herein, all committees shall be structured such that the Chair and the members serve staggered terms as further outlined in this Article. All appointments shall be approved by the Board, except for those appointed as associates/assistants by the BTAS Publications Editor, the Newsletter Editor, or the Internet Committee Chair, as addressed in Article IV, Section 3. The President, at their sole discretion, may replace any Chair or committee member, at any time, with Board approval. At the President's discretion, Chairs and those committee members designated to be appointed by the President, may be reappointed for another term.

The Chair of the Academy, Annual Meeting, Field School, and any other committee selected by the President shall designate one of its members to liaise with and provide content to the Internet Committee and receive training regarding use of the website management software. Additional information regarding coordination with the Internet Committee shall be provided in the TAS Procedural Manual.

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The following listed committees shall update the "TAS List of Lists" during the month of January and after significant committee events (e.g., field school, annual meeting, etc.) regarding their relevant committee items including, but not limited to, dates, activities, personnel, locations, etc. adding new information as appropriate. Committees involved: Academy, Annual Meeting, Awards, Field School, Multicultural Program, Nominating and any others as directed by the President. All other committees are encouraged to participate.

Section 1. The Academy Committee. See Article IX.

Section 2. The Annual Meeting Committee (AMC) shall consist of six members including the Chair, the current Local Arrangements Committee (LAC) Chair acting as Co-Chair, the Immediate Past President, and one appointee appointed by the Chair. The immediate past LAC Chair shall serve one year on the AMC. The Chair of the LAC for the next Annual Meeting will also serve as a member of the AMC for the purpose of gaining knowledge and experience for their meeting. The AMC shall ensure that a LAC is created from the local Society(s), or Societies, surrounding community, state agency, or institution where the Annual Meeting is scheduled to be held the following year. The AMC Chair shall serve a three-year term. The appointee shall also serve a three-year term which does not match the term of the Chair. See also Article III, Section 5.

Section 3. The Awards Committee (AC) shall recommend nominees to receive acknowledgment of meritorious service to Texas archeology and/or the Society. The nominees shall be approved by the Executive Committee. The Committee shall be composed of three members, one of which is the Chair, each serving staggered three-year terms.

Section 4. The Budget Committee (BC) shall prepare a budget for the next fiscal year for approval by the Membership at the Annual Meeting. The Committee shall be composed of five voting members: the Committee Chair (appointed by the President for a two-year term), the President-Elect, the Treasurer, the Chair of the FOC, and one additional member, appointed by the Chair to serve a two-year term which does not match the term of the Chair. ~~{Note of Clarification: The first year, the President will appoint the Chair for a two-year term and the Chair will appoint an appointee for a one-year term. After that, their terms will be staggered.}~~ The Treasurer-Elect, in such years as that office is filled, will serve as a non-voting member of the BC.

Section 5. The Business Advisory Committee shall advise the President and the Board on business-related and financial matters, including contracts, insurance, investment strategies, office procedures, best practices for nonprofit organizations, etc. The Committee shall be composed of a Chair, appointed by the President and approved by the Board for a 3-year term, and at least 4 other members (appointed by the Chair and approved by the Board), divided into two groups with each group serving a staggered 2-year term.

Section 5. 6. The Cemeteries Committee (CC) shall advise the Board of Directors in matters relating to the handling of human remains and associated materials that are encountered in Society activities. The Committee shall also advise TAS members on applicable state cemetery laws and rules.

The CC shall be composed of a Chair and two members, with one member being appointed each year for a term of three years. Duties of the Committee will include monitoring the

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Society's field activities, considering the disposition of remains and associated materials which are encountered, negotiating with interested parties (agencies, landowners, appropriate ethnic groups), keeping abreast of pertinent laws, and reporting findings and information to the Board of Directors.

Section 6-7. The Education Committee shall promote archeological education and develop educational projects. The Committee shall consist of six members: a Chair and five members each serving staggered three-year terms, with two members, one of whom may be the Chair, appointed each year.

Section 7-8. The Ethics Committee. See Article V, Section 4 and Article XIV-XIII

Section 8-9. The Field School Committee. See Article X.

Section 9-10. The Fiscal Overview Committee (FOC) shall periodically examine the financial records of the Society. Based on ~~this review~~ these reviews, the FOC shall advise the Society on financial and business matters on at least a quarterly basis. Additionally, the FOC shall provide an end-of-year summary report of the Society's financial and business activities to the Membership, including years when an audit is conducted by a Certified Public Accountant (in accordance with Article II, Section 5). The Committee shall be composed of three members – the Chair (appointed by the President) and two additional members (appointed by the Chair), with one of the three being appointed each year for a term of three years, and with none of the three currently serving as a member of the Board of Directors. The Chair will serve on the Budget Committee. ~~{Note of Clarification: The first year, the President will appoint the Chair to a term of three years, and the Chair will appoint one member for a two-year term and one for a one-year term.}~~

Section 10-11. The Fundraising Committee (FRC) shall seek and secure financial support for projects and programs of the Society as identified and prioritized by the Board of Directors. The Committee shall consist of a Chair and two members, each of whom have proven fundraising experience, with one member appointed each year for a term of three years.

Section 11-12. The Grant Review Committee (GRC). See Article XII-XI

Section 12-13. The Internet Committee (IC) shall be responsible for the Society's Internet entities. The Board will approve the creation and implementation of domains and/or electronic discussion lists and Internet partnerships, as well as issues of substantive policy or content for these entities.

The Committee shall see to the design, general content, and upkeep of the Society's website(s), social media outlets, and maintenance of its electronic discussion list(s). The Committee shall be composed of the Internet Committee Chair/Editor (ICC), the Assistant Website Editor (AWE), the List-owner/Social Media Moderator (SMM) and six additional members, with three of the six appointed each year for terms of two years.

The ICC shall be nominated by the NC and approved by the Membership to serve a two-year term. The AWE (appointed in even numbered years) and SMM (appointed in odd numbered years) shall be appointed annually by the President to serve two-year staggered terms. The additional committee members shall be appointed by the Chair to serve two-year

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staggered terms. Each additional member shall be designated to serve in one of the following roles: data maintenance specialist, payment systems manager, archivist, annual meeting liaison, academies liaison, field school liaison. Further scope and duties of each member will be provided in the Procedures Manual.

The Assistant Website Editor and the List-owner/Social Media Moderator (who may be either members or employees of the Society.) are appointed annually by the President with the approval of the Board. The Internet Committee Chair/Editor shall be a member of the Executive Committee, the Board of Directors, the Ethics Committee, and the Publications Policy Committee.

Section 13-14. The Merchandising Committee (MC) shall be responsible for overseeing the production and marketing of items that feature and promote Texas archeology and the Texas Archeological Society. The Committee is also responsible for maintaining stock inventory and assisting with the sale of Society publications. The Committee shall consist of a Chair and five members each serving staggered three-year terms, with two appointed each year.

Section 14. The Multicultural Program Committee (MPC) shall strive to increase the diversity of persons who participate in activities of the Society, and to promote a more inclusive understanding of the heritage of Texas.

The Committee shall include Native American Scholarship, Collegiate Scholarship, and Diversity Program subcommittees, and other subcommittees appointed at the discretion of the President. Each subcommittee will have a chair and at least two members, appointed annually.

The Chairs of the subcommittees shall comprise the Multicultural Program Committee, and one of them, or one of the subcommittee members, who then becomes a member of the Multicultural Program Committee, will be appointed to serve as Multicultural Program Committee Chair.

The Committee shall extend scholarship invitations for Field School, the Archeology Academy, the Annual Meeting, and other activities to individuals from groups that are underrepresented in the Society, under advisement of the Executive Committee and within the limits of donated funds.

The MPC shall establish guidelines to ensure continuity in the operation of scholarships and other programs.

Section 15. The Multicultural Program Committee (MPC) shall strive to increase diversity in the general membership of the Society and to promote a more inclusive understanding of the heritage of Texas.

The MPC shall promote Native American, Student, and Diversity Scholarships through recruitment and outreach by subcommittees recommended by the Chair and approved by the President and the Board. The Scholarships extended for Field School, Academies,

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Annual Meeting, and other activities to individuals from groups that are underrepresented in the Society shall be granted under advisement of the Executive Committee and within the limits of donated funds.

The Chair of the MPC shall be appointed by the President for a term of 3 years. Individual subcommittees shall have a chair (appointed annually by the MPC Chair) and at least two members (appointed annually by the subcommittee chair). The MPC Chair plus the chairs of the MPC subcommittees shall comprise the MPC.

The MPC shall establish guidelines to ensure continuity in the operation of the scholarships and other programs.

Section 15-16. The Nominating Committee (NC) shall consist of three Members, each serving a staggered three-year term. New members of the NC are nominated by the current NC and are elected by the General Membership at the Annual Meeting. Each year the NC will nominate one candidate to begin a new three-year term. The committee shall self-determine their Chair who shall serve in that role for one year. Members of the NC shall not serve in any other voting role on the Board of Directors. ~~*(Note of Clarification: To seat the initial committee under this new structure, the NC shall submit three nominees to be elected by the General Membership; and shall designate one each as the three-year, two-year, and one-year members of the NC. Thereafter, only a single, three-year nominee will be required each year.)*~~

Section 16 17. In accordance with the goals of the Society, the Public Outreach and Membership Committee (POMC) shall work with the Regional Directors to promote TAS in their regions and shall seek to increase membership through publicity of the Society's activities. The Committee shall be composed of a Chair and five members serving staggered three-year terms, two being appointed each year.

Section 17-18. The Publications Policy Committee (PPC) shall provide advice and counsel on matters of policy on all Society publications. The Committee shall be composed of the Publications Editor, Publications Editor-Elect in such years as the office is filled as a non-voting member, the Secretary, Newsletter Editor, Newsletter Editor-Elect in such years as the office is filled as a non-voting member, Chair/Editor of the Internet Committee, Chair/Editor-Elect of the Internet Committee in such years as the office is filled as a non-voting member, and the remainder of the Executive Committee, with the Publications Editor serving as Chair and the Newsletter Editor serving as vice-chair.

Section 18 19. The Reports and Curation Committee (RCC) shall be responsible for assembling society history, recruiting authors, and arranging contracts for the completion of Field School reports from expired contracts. The Committee shall gather materials relating to the history of the TAS and seek their placement in proper facilities. In order to follow the progress of current field activities, a representative of this Committee shall act as an advisor to the Field School Committee when initial field school contracts are considered, ~~as well as to the Rock Art Committee during the planning, implementation, and completion of its projects.~~

The Reports and Curation Committee shall accept the responsibility for current work from the Field School Committee on the last day of a stand-alone or recurring Field School with

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the caveat that the Principal Investigator (PI) may have continuing responsibility for compiling the report.

The Committee shall see that collections (records, artifacts, special samples, etc.) from all Society field activities, including but not limited to Field School and rock art recording projects, are properly curated and that access to these collections is assured.

The RCC shall consist of six total members, including the Chair, one member designated as the Historian, and one member designated as the Curator, all of whom are appointed by the President to serve staggered three-year terms. The Chair shall appoint three additional non-designated members to serve staggered three-year terms.

Section 19. The Rock Art Committee. See Article XI.

Article IX: Academy Committee

Section 1. Academies may be conducted when practical to train members of the Society in disciplined archeological techniques and in complementary areas of study.

Section 2. The Academy Committee shall be composed of a Chair (appointed by the President) and five members (appointed by the Chair), each serving staggered three-year terms with two members appointed annually. Advisors may serve as non-voting ex officio members of the committee and are appointed by the Chair, for one-year terms or as needed, to assist the Committee in its duties.

Section 3. The duties of the Academy Committee, subject to approval of the Board of Directors, shall be to direct the development of new training sessions, and to organize and assist in the implementation of the Academies, including the development and updating of a procedures manual. The Committee shall supervise any Academy workshops with a field component through the completion of reporting and curation until the terms of the archaeologist's contract have expired, or sooner if approved by the Executive Committee, and shall oversee the acquisition and maintenance of Society properties pertaining to Academy operations.

Article X: Field School Committee

Section 1. A Field School may be conducted when practical to train members of the Society in disciplined archeological techniques.

Section 2. The Field School Committee shall be composed of a Chair (appointed by the President) and at least five other members (appointed by the Chair), each serving staggered three-year terms with at least two members (one of whom can be the Chair) appointed annually.

Section 3. The duties of the Field School Committee, subject to approval of the Board of Directors, shall be to solicit, investigate, and recommend potential Field School projects; to supervise the Field Schools, including the initial curation and reporting activities; and to oversee the acquisition and maintenance of Society properties pertaining to Field School operations. At the close of each Field School, responsibility for all phases of curation and reporting passes from the Field School Committee to the Reports and Curation Committee.

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Recurring Field Schools at the same venue will remain the responsibility of the Field School Committee until the last day of the final field school. Arrangements will be made so that the PI will have access to the materials needed for compiling the report so long as he/she retains the author's responsibility.

Article XI: Rock Art

Section 1. A Rock Art recording project may be conducted when practical to compile detailed documentation of Texas rock art sites and to train members of the Society in disciplined rock art recording techniques.

Section 2. The Rock Art Committee (RAC) shall be composed of a Chair and five members each serving staggered three-year terms with two members appointed annually.

Section 3. The duties of the Rock Art Committee, subject to approval of the Board of Directors, shall be to solicit, investigate, and recommend potential rock art recording projects; to supervise these projects through the completion of reporting and curation (as defined by the Executive Committee), and to oversee the acquisition and maintenance of Society properties pertaining to rock art recording operations.

Section 4. The Rock Art Committee shall deposit all records of its site recording activities at the Texas Archeological Research Laboratory (TARL) as the state repository for site records. Expenses for supplies to prepare these records for curation should be arranged on a case-by-case basis. The RAC shall arrange all deposits in advance with TARL staff. Copies of information gathered may be provided to the landowner upon request.

Section 5. All activities of the RAC shall be open and available to all Members. The RAC shall provide published information, on Society website, Newsletter and social media outlets regarding participation opportunities.

Article XII: XI: Grant Funds

Section 1. The Grant Review Committee Funds that are held in trust in order to make monies available for grants shall be managed and administered by the Grant Review Committee (GRC). The GRC shall consist of seven members: a Chair (appointed by the President to serve a three-year term), plus three professional and three avocational members each serving staggered three-year terms. Two members, one professional member and one avocational member, shall be appointed annually by the Committee Chair.

Section 2. The Donors' Fund

- a. The Donors' Fund shall be a permanent fund, the principal of which may not be used. Only the interest income from the Donors' Fund may be used by the Board of Directors of the Society to promote and expedite research and the publication of special reports.
- b. Funding for grants shall be issued from the revenues income accrued on the Donors' Fund and is made available through application to the Research Support Fund.

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Section 3. The Research Support Fund

- a. The Research Support Fund (RSF) shall be used to promote and expedite research and the publication of such research; it will rely on donations to the RSF where both principal and interest may be used. The RSF is supplemented by the **interest** income from the Donors' Fund.
- b. The Grant Review Committee shall review requests for funding and make recommendations to the Board of Directors for approval. The grants for funding shall be issued from the donations submitted to the Research Support Fund plus **interest accrued on income from** the RSF and **income from** the Donors' Fund principal.

Section 4. Fund Account Management

- a. The GRC Chair and the FOC shall closely coordinate on oversight of the trust fund accounts managed by the GRC. This shall include, but is not limited to: deposits, withdrawals, dispersals, transfers, opening and closing accounts, **and** the purchasing or selling of Certificates of Deposit, etc.
- b. The Chair shall make the full committee and the Board aware of account activity on **at least** a quarterly basis.

Article XIII: XII: Special Appointees

Section 1. The Antiquities Advisory Board (AAB) Representative shall be appointed in consultation with the Texas Historical Commission (THC) for a two-year term ending on February 1 of even or odd years as determined by the THC. The TAS President shall nominate a candidate to be approved by the Board. **which The approved nominee** will be submitted for acceptance by the THC. The AAB Representative may be nominated to serve successive terms at the President's discretion.

Section 2. The Texas Archeology Month Liaison (TAML) shall assist in and report on the work undertaken by the Society and its partners, the Texas Historical Commission and the Council of Texas Archeologists, in promoting the public awareness of archeology through an annual series of events. The TAML is appointed by the President to serve a two-year term and may serve successive terms at the discretion of the President.

Section 3. The Texas Archeological Stewardship Network Liaison (TASNL) shall report on the Texas Historical Commission's TASN program. The TASNL shall be a member of the Stewards Network who is appointed by the President to serve a two-year term and may serve successive terms at the discretion of the President.

Section 4. The Rock Art Liaison (RAL) shall be appointed by the President and approved by the Board to maintain contact with organizations and individuals interested in rock art and to provide information and advice on rock art and rock art projects to the President and the Board. The term of the RAL shall be two years and the RAL may serve successive terms at the discretion of the President

Section 4. 5. Other special appointees shall be appointed by the President and approved by the Board as deemed necessary to carry on the work of the Society.

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Section 5. 6. The President may appoint a Member or a non-member who has practical experience and/or training in Robert's Rules of Order to serve as Parliamentarian. The Parliamentarian shall be approved by the Board and serve a one-year term.

Article XIV: XIII: Ethics

Section 1. A member may be expelled from the Society upon vote of the Board of Directors for violation of the terms and conditions of any Federal or State antiquities laws or regulations, as they exist or shall be hereafter amended or enacted; for the practice of buying and selling artifacts for commercial purposes, for the disregard of proper archeological field techniques, or for the willful destruction or distortion of archeological data.

Section 2. The Executive Committee shall serve as an Ethics Committee and shall be responsible for upholding the ethical standards of the Society by making recommendations to the Board of Directors for appropriate action. In the event a complaint is filed against a Member who sits on the Executive Committee or Board of Directors, that Member shall recuse themselves from consideration of the complaint and determination.

Section 3. If a complaint is filed alleging a violation under Section 1 above, it shall be processed in accordance with the Ethics Committee Guidelines for Disposition of Complaints and referred to the Board of Directors for final action. The Guidelines for Disposition of Complaints shall be provided in the TAS Procedural Manual.

Section 4. The Executive Committee, acting as the Ethics Committee, shall establish and amend guidelines for the disposition of complaints, subject to approval of the Board of Directors.

Article XV: XIV: Dissolution

Section 1. The assets of the Society shall be used only to accomplish the purposes specified in the Constitution and Bylaws of the Society and no part of such assets shall inure, or be distributed to, the members of the Society.

Section 2. Upon dissolution of the Society, any assets remaining shall be forwarded to an institution of archeological research that is an IRC 501(c)(3) compliant entity.

~~**Section 3.** All business and operations of the Texas Archeological Society shall be conducted in compliance with Internal Revenue Code Section 501(c)(3) and the Texas Business Operations Code Chapter 22. In the event any section of these Bylaws is found to conflict with the applicable law, code or regulation, such law, code, or regulation shall prevail.~~

Article XVI: XV: Rules of Order

Section 1. The latest edition of Robert's Rules of Order Newly Revised shall be the authority governing the meetings of the Society, Board of Directors, Executive Committee, and Committees.

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Section 2. All business and operations of the Texas Archeological Society shall be conducted in compliance with Internal Revenue Code Section 501 (c) (3) and the Texas Business Operations Code Chapter 22. In the event that any section of these Bylaws is found to conflict with the applicable law, code or regulation, such law, code or regulation shall prevail.

Article XVII: XVI: Amendment

These Bylaws or the Constitution may be amended by a two-thirds vote at any Annual Meeting, providing that a written notice of the proposed amendment has been sent to the members at least thirty days prior to the meeting. In accordance with Article VIII, when a Bylaws or Constitutional issue needs to be addressed, an ad hoc Bylaws Committee shall be appointed by the President and approved by the Board to serve a term of one year. Proposed Constitutional and/or Bylaws changes shall be submitted to, and reviewed by, and approved by the Board before their presentation to the membership.

End of the TAS Bylaws