

# **Constitution of The Society for Pennsylvania Archaeology, Inc.**

As adopted at the 73rd Annual Meeting

Greensburg, PA

April 27, 2002

## **ARTICLE I**

### **NAME**

1. The name of the organization shall be THE SOCIETY FOR PENNSYLVANIA ARCHAEOLOGY, INC. as provided under Title 15, Consolidated Pennsylvania Statutes, and as incorporated in Dauphin County, Pennsylvania, on August 3, 1931 (Dauphin County, Recorder of Deeds, Charter Book P, page 263), with corporate power vested in the Board of Directors of the Society.

## **ARTICLE II**

### **PURPOSE**

2. The purpose and objectives of the Society shall be to promote the study of the prehistoric and historic archaeological resources of Pennsylvania and of neighboring states; to encourage scientific research and to discourage exploration which is unscientific or irresponsible in intent or practice; to promote the conservation of archaeological sites, artifacts, and information; to oppose the manufacture and sale of fraudulent antiquities; to encourage the establishment and maintenance of sources of archaeological information, such as museums, societies, and educational programs; to promote the dissemination of archaeological knowledge by means of publications and forums; and to foster the exchange of information between professional and nonprofessional archaeologists.

## **ARTICLE III**

### **MEMBERSHIP**

1. Any person who is in sympathy with the ideals, purposes, and objectives of the Society, who shall abide by its rules and procedures, and who shall support, materially, and in deed, the programs of the Society shall be entitled to membership in the Society in one of the classes of membership, except Honorary, in accordance with the following procedure:

- a. Formal application for membership in the Society;
- b. Payment of the necessary dues to the Treasurer of the Society;
- c. Acceptance of the application by the Treasurer of the Society.

2. Membership in the Society shall consist of the following classes:

- a. *Honorary membership*, which shall consist of individuals who have made noteworthy contributions to archaeology or who have given outstanding aid to

the welfare of the Society. Honorary membership shall not be conferred upon members of the Society. The privileges of Honorary membership, which shall include all privileges of active membership, shall be conferred for a time to be specified by the Board of Directors or the Society. Honorary membership shall be granted only upon the recommendation of the Board of Directors of the Society and with the affirmative vote of three-fourths of the members of the Society present at any annual meeting. There shall be no more than ten Honorary members of the Society at any time.

b. *Life membership*, which shall consist of members of the Society, other than holders of Institutional or Family memberships, who shall, in lieu of annual dues, have paid to the Society a sum to have been determined by the Board of Directors, and who shall thereafter enjoy all privileges of membership in the Society for life.

c. *Active membership*, which shall consist of those persons who shall take an active part in the activities of the Society, who shall have paid annual dues as fixed by the Board of Directors, and who shall be entitled to receive Society publications, attend Society meetings and activities, and vote in Society affairs.

d. *Family membership*, which shall consist of husband, wife, and children under 18 years of age, who shall take an active part in the activities of the Society, who shall have paid annual dues as fixed by the Board of Directors, and who shall receive jointly one subscription to the Society's publications.

e. *Sustaining membership*, which shall consist of those persons who shall have made monetary donations to the Society in addition to annual dues, as fixed by the Board of Directors, who shall be listed annually either in the journal or the Society's newsletter and who shall enjoy all privileges of Active membership.

f. *Student membership*, which shall consist of full-time actively enrolled students who shall be entitled to vote, serve on committees, and receive the Society publication, but who shall not be on the Board or hold an executive office in the Society. Student membership shall be granted upon payment of annual dues as fixed by the Board of Directors and receipt of a copy of a current student identification card.

g. *Institutional membership*, which shall consist of schools, libraries, universities, and other organizations desiring membership and affiliation with the Society and wishing to receive the Society's publications, and who shall have paid dues as fixed by the Board of Directors.

3. Honorary members, Life members, Active members, Sustaining members and Student members shall each have one vote in the affairs of the Society. The husband and wife of the Family membership shall each have one vote. Institutional members shall have one vote in the affairs of the Society, the vote

being determined according to the rules and practices of the institution represented.

4. Annual dues shall be paid in accordance with the procedures outlined in Article VIII, Section 2 of this Constitution. Honorary members of the Society shall be exempt from the payment of annual dues for the period of membership established by the Board of Directors as spelled out in Article III, Section 2a.

5. Membership in the Society shall be terminated by reason of non-payment of dues or by expulsion for non-adherence to the purposes of the Society, as set forth in this Constitution. Five members of the Society, believing that a member has by his or her actions injured the Society, may prefer charges in writing against any member and file the same with the Board of Directors. The Secretary will inform said member in writing of this action so that that member might have the opportunity to defend his or her actions. Said charge shall then be included by the Secretary in the notice of the next regular meeting of the Society for consideration of or vote thereon by the membership. A three-fourths majority of the members present and voting shall be necessary for expulsion.

#### **ARTICLE IV**

##### **OFFICERS AND ELECTIONS**

1. The officers of the Society shall be a President, two Vice-Presidents, a Secretary, a Treasurer, an Editor, and six Directors.

2. Election of Officers to new-term positions shall take place at the Annual Meeting during odd-numbered years, that is years not divisible by two, and shall be based on simple majority vote of the members of the Society present.

Nominations for officers to be filled shall be prepared by a Nominating Committee. The chairman of the Nominating Committee shall, three months prior to each Annual Meeting, forward to the Secretary a slate of nominations. Notice of the proposed slate of officers shall be sent to all members at least fifteen days before the Annual Meeting. Additional nominations, signed by no fewer than five members of the Society, may then be sent to the Secretary for presentation at the time of voting. Nominations shall also be accepted from the floor at the Annual Meeting, provided the member nominated is present and agrees to his or her name being so placed. In the event of competition for any office, voting at the Annual Meeting shall be by secret ballot.

3. The President, two Vice-Presidents, the Secretary, and the Treasurer shall be elected for two-year terms. The Directors shall serve six-year terms, with two Directors being elected every two years.

4. The President of the Society shall be elected at the annual Meeting preceding that at which the other officers are elected. Thereafter, the elected person shall be President-elect, and shall remain such for one year, taking office as President coincident with the assumption of office by the other elected officers of the Society.

5. The Editor shall be appointed by the President for a two-year term, subject to the approval of the Board of Directors. The Editor may be removed from office by a two-thirds majority vote of the Board of Directors.

6. The President of the Society may, in the case of resignation, incapacity, inability to act, or neglect of duty of any Officer or Director of the Society, declare the position vacant, and fill the vacancy as follows: the First Vice-President and the Second Vice-President shall advance in order of rank; the Secretary, Treasurer, or Director, with the approval of a two-thirds majority of the Board of Directors, to fill such vacancies until the next off-year election of the Society.

7. The duties of the Officers shall be as follows.

a. The *President* of the Society shall preside at meetings of the Board of Directors and at Annual Meetings, nominate chairmen of committees, nominate an Editor, and conduct the business of the Society, subject to ratification by the Board of Directors.

b. The *First Vice-President* shall preside at meetings in the absence of the President, assume the Presidency in the event of its vacancy, perform other duties as may be assigned by the President, and be responsible for reviewing the operation of the Constitution in intent and statement. The First Vice-President shall consider all questions and inquiries regarding the Constitution, and shall periodically advise the Board of Directors of his or her findings, and make suggestions regarding its interpretation, implementation, and amendment.

c. The *Second Vice-President* shall preside at meetings in the absence of the First Vice-President and President and serve as chair of committee(s) as designated by the president.

d. The *Secretary* shall conduct the official correspondence of the Society, transcribe and maintain minutes of all meetings, and report on prior meetings, circulate nominations, tabulate election returns, bring matters requiring attention before the Board of Directors, send out notices of all meetings, and prepare and maintain a list of all Officers of the Society, Directors, Committees, and Officers of Chapters, and register the same with all Chapter secretaries and Society Officers.

e. The *Treasurer* shall receive all monies and maintain a systematic record of receipts and disbursements, maintain banking accounts, check annually on the status of Life memberships, request payment of annual dues, report to the Board of Directors and the membership of the Society on the condition of the Society's finances, file an I.R.S. statement annually, and, in general, conduct the financial transactions of the Society.

f. The *Editor* shall serve as the Chair of the Editorial Staff and Committee and shall be responsible for all matters pertaining to the *Pennsylvania Archaeologist*;

he or she shall nominate to the President the other members of the Staff and Committee; and he or she shall retain the right to alter the composition of the Staff and Committee, subject to the approval of the President.

g. The six *Directors*, elected from the membership-at-large, shall serve on the Board of Directors, and together with other Board members, be responsible for policy-making and overseeing the business of the Society.

8. The First Vice-President, Second Vice-President, Secretary, Treasurer, and Editor shall present written reports of their activities at each Annual Meeting of the Society, at which time a committee of three members shall be appointed by the President to audit the accounts of the Treasurer and present a report to the membership of the Society within thirty days.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

1. The Board of Directors of the Society shall consist of the five elected Officers of the Society: the President, First Vice-President, Second Vice-President, Secretary, and Treasurer; the appointed Editor; six Directors elected from the membership; the immediate Past President of the Society; and the Chapter Presidents, *ex officio*, of Chapters in compliance with ARTICLE X, Section 6 (b) and (c).. The President of the Society shall be Chair of the Board of Directors.

2. The administration of the Society shall be conducted by the Board of Directors, subject to instruction and ratification of their acts by the membership of the Society at Annual or special meetings.

3. The Board of Directors shall approve the receipt and disbursement of Society funds and other property, certify the election of officers, submit to the membership an annual statement of the Society's financial affairs, confirm the appointment of officers to fill unexpired terms of office, confirm committee nominations of the President, and, in general, oversee the business of the Society.

4. Vacancies in the Board of Directors shall be filled according to the provisions of Article IV, Section 6, of this Constitution

## **ARTICLE VI**

### **COMMITTEES**

1. For the purpose of conducting such of the Society's business as may arise between meetings of the Board of Directors, and for the purpose of executing the directives of the Board, committees may be established to handle such routine matters as annual meetings, awards, chapters, editorial, education, finance, membership, nominations, and publications. Special or temporary committees may be initiated by the President, with the approval of the Board of Directors. The president will appoint a chair for each committee and charge each committee with its duties at the time of appointment.

2. The committee chairs, with the concurrence of the President, shall be responsible for staffing the committees and reporting on the activities and accomplishments of the committees to the Board of Directors and the membership of the Society.
3. Committee members and chairmen shall serve during the term of the President of the Society, or until their successors are nominated and confirmed.
4. In the event of a vacancy in the position of a committee chair, the President shall nominate a successor to serve during the unexpired portion of the committee's term. Vacancies in committee shall be filled at the discretion of the chair of that committee.

## **ARTICLE VII**

### **MEETINGS**

1. The Society shall conduct an Annual Meeting, to be held during the months of April or May on dates with the least conflict with other Archaeological Society meetings. The host chapter is designated at least a year in advance by the Board of Directors.
  - a. All local arrangements shall be the responsibility of the host Chapter, including places and times of the sessions, arrangements for lodging, availability of facilities, for visual and recorded presentations, printed programs, registration, and other matters pertaining to the orderly conduct of the Meeting. The host Chapter shall also be responsible for the content of the Meeting, including the arrangement of presentations according to subject matter or periods of interest.
  - b. Notices of Annual Meetings of the Society shall be sent to members in good standing no later than sixty days prior to the first day of the Annual Meeting. Notices shall be by mail or by publication in either the *Pennsylvania Archaeologist* or the Society Newsletter
  - c. Under such circumstances as it may deem necessary, the Board of Directors may call and convene semiannual or quarterly meetings of the Society.
2. The business of the Society shall be transacted at the Annual Meeting, at which time the Secretary, Treasurer, Editor, Committee Chairs and Chapter Presidents shall, at the discretion of the President, report to the general membership on the activities of the Society under their direction. The Officers of the Society shall be elected in all cases in which terms are to expire or in which vacancies exist. All pending matters concerning the organization or activities of the Society shall be considered, and where appropriate, voted upon by the membership. The budget for the ensuing year, as drafted by the Treasurer and acted upon by the Board of Directors, shall be submitted to the membership for adoption; and annual dues shall be determined and stated.
  - a. The provisions of *Robert's Rules of Order*, revised, as contained in the most recent available edition, shall govern the conduct of the business portion of the Annual Meetings, insofar as they are not inconsistent with the Constitution.

b. Motions may be adopted or rejected by voice vote, show of hands, or by secret ballot when deemed necessary. Ballots shall be tabulated by the Secretary and certified by the Board of Directors.

c. A quorum at the Annual Meeting shall consist of two percent of the total membership.

3. A Board of Directors Meeting shall be held immediately preceding the Annual Meeting, and may be held as specified in Article VII, Section 3d. A member of the Board may function through a deputy, agent, or proxy, but only when the deputy, agent, or proxy is in attendance at the meeting and only in accordance with the following directives.

a. Elected or appointed Directors shall be limited to one vote on any motion. A Director or Officer of the Society also serving as Chapter President shall have only one vote as a Director or Officer of the Society. In such cases, the Chapter President may authorize a delegate from the Chapter, who is also a member of the Society, to attend the meeting and represent the Chapter with one vote. This delegate must present to the Board of Directors written authorization from the Chapter to vote on its behalf.

b. A Chapter President, who does not also hold an office in the Society, if unable to attend a Board of Directors meeting, may authorize a delegate from the Chapter who is also a member of the Society to vote in his or her absence. This delegate must present to the Board of Directors written authorization from the Chapter to vote on its behalf.

c. Five Directors and/or Officers shall constitute a quorum for all Board Meetings.

d. Special meetings of the Board of Directors shall be at the call of the President, or upon written application to the Secretary by no fewer than one-third of the Directors.

e. Under extraordinary circumstances, the business of the Board of Directors may be conducted by mail, telephone conference call, or email, provided that all communications are recorded and forwarded to the Secretary of the Society. A two-thirds majority of the entire Board of Directors shall be required.

## **ARTICLE VIII**

### **FINANCES**

1. The Treasurer, shall prepare an annual budget which shall be presented at the Annual Meeting to the Board of Directors and the General Membership for approval. The annual budget shall be prepared one year in advance and shall be adopted at the Annual Meeting to assure that the budget is in effect at the beginning of the Society's fiscal year.

2. The fiscal year of the Society shall commence on January 1 of each year. The Treasurer or Secretary shall, on or before October 1 of each year, send dues notices to all members for the following fiscal year.
  - a. The amount of dues payable for each class of membership, as defined in Article III, shall be determined from time to time by the Board of Directors with the approval of the membership of the Society at the Annual Meeting.
  - b. Annual dues shall be payable on or before March 1 of the new fiscal year. Honorary members of the Society shall be exempt from the payment of dues for the period of membership established by the Board of Directors under Article III, Section 2a.
  - c. The Treasurer will on or before January 15 send reminder notices to all members who have not paid their dues. Said notice shall indicate that members still in arrears by March 1 shall be removed from the Society's membership roll.
3. The Board of Directors of the Society shall have the power to accept gifts of money; grants-in-aid, or other financial donations of any source. Gifts directed to Chapters of the Society shall be accepted by the Board of Directors of the Society in the name of the Society and shall then be distributed to the designated Chapter.
4. Operating and reserve funds of the Society shall be deposited in a responsible manner as determined by the Board of Directors and administered by the Treasurer. Dispersal of operating funds requires two signatures.
  - a. Membership dues and other income of the Society shall constitute the Working Fund, which shall be applied to the normal operations of the Society, in accordance with the annual budget. Any surplus as shall exist in the Working Fund may be carried to the next budget year, or, at the order of the Board of Directors, be applied to another established fund.
  - b. Payments received from Life Memberships and such other monies as may from time to time be designated by the Board of Directors, shall constitute a Permanent Fund which shall be invested by Permanent Fund Trustees in the name of the Society.
  - c. In an effort to provide continuity in overseeing the Permanent Fund, a Board of Trustees, consisting of six members, shall be elected at the Annual Meeting by the membership at large. Each member shall serve for six years. Two members shall be elected every two years at the general election.
  - d. The Permanent Fund Trustees shall, with the approval of the Board of Directors, oversee and manage the investments of the Permanent Fund, following the guidelines established for that fund. The Trustees of the Elmer Erb Permanent Fund shall transfer to the Society each year an amount equal to the current dues rate for each Life Member in the Society. The Society's Board of Directors, in an emergency, may request the transfer of additional funds from the Permanent Fund to the Working Fund. If the amount of any request meets the

approval of the Fund's Trustees, the request may be honored. Dispersal of either a major portion or the entire principal of the Permanent Fund requires the approval of the Trustees and the Board of Directors, along with written consent of two-thirds of the total paid-up membership of the Society.

## **ARTICLE IX**

### **PUBLICATIONS**

1. The Society shall publish a journal, the *Pennsylvania Archaeologist*, which shall be sent to all members of the Society not in arrears for dues. In addition, any other publications designated by the Editor, the Editorial Staff, and Committee, shall be distributed to Society members and Chapters in a manner and quantity consistent with the type of publication, cost, and at the discretion of the Editor, his or her Staff and Committee, the President, and the Board of Directors.
2. Matters pertaining to the publication of the *Pennsylvania Archaeologist* and special publications shall be under the direction of the Editor, Editorial Staff, and Committee.
3. The *Pennsylvania Archaeologist* and other publications of the Society shall be primarily devoted to articles and other editorial material relating to the archaeology of Pennsylvania and surrounding states, and to news and business of the Society. The Society may publish any scholarly works which are recommended and approved by the Editorial Staff and Committee and the Editor and are sanctioned by majority vote of the Board of Directors.
4. Each new member of the Society who joins after January 1 and before October 1 shall be eligible to receive all Society publications issued during that year. Membership dues received after October 1 and before January 1 shall be applied to the new fiscal year.
5. Publications of the Society may be made available as exchange publications to archaeological societies in other states, to libraries, and to scientific institutions on such terms as determined by the Board of Directors.

## **ARTICLE X**

### **CHAPTERS**

1. In order to better serve the interests of the membership, Chapters of the Society may be established in any urban or rural area, region, or locality in Pennsylvania.
2. Chapters may be established by the Board of Directors of the Society upon receipt of a petition signed by at least ten members in good standing in the Society. Such petition shall set forth the purposes of the members so petitioning, and shall be acted upon by the Board of Directors no later than three months following the Board's receipt thereof. The Board shall either accept or reject the petition in writing of its decisions. The formation of new Chapters shall be

executed by granting a Chapter Charter, for which an initiation fee of twenty-five dollars shall be leveled.

3. Chapters should make every effort to encourage their members to join the State Society. Chapters may, if they desire, in their bylaws require membership in the Society for Pennsylvania Archaeology.

4. In recognition of the Chapters' responsibility to the parent organization the Society may, in time of financial emergency, request voluntary contributions.

5. No person may hold office in any Chapter at any time unless he is a member in good standing of the Society for Pennsylvania Archaeology, Inc.

6. A Chapter of the Society shall be an autonomous organization in all matters regarding internal membership composition, place and date of meetings, lectures, research programs, field trips, officers, collections, libraries, monies, organization, and all other matters, except as set forth elsewhere in this Constitution, and as follows:

a. A Chapter shall have no classes of membership other than those provided for in this Constitution, except that a chapter may establish for its own purposes a Junior Membership, which shall be restricted to individuals under the age of fourteen years. A Junior member shall not be subject to Society dues, and shall receive only those privileges of the Society which accrue to the Chapter as a whole. The executive Committee of the Chapter, shall set schedules of dues for the several classes of members enrolled in the Chapter.

b. A Chapter shall be organized with officers consisting of at least a President and a Secretary-Treasurer, and shall have an Executive Committee of at least three members. All Chapter officers shall be members of its Executive Committee.

c. Each Chapter Secretary shall present a report on the membership of the Society at the Annual Meeting on its activities during the preceding year, and shall at the same time submit a written report thereon to the Secretary of the Society, indicating the number of Chapter members and their categories of membership, the financial standing of the Chapter, and the names and postal addresses of all Chapter members.

d. Each Chapter shall, within nine months of the adoption of this Constitution prepare or revise and adopt a written constitution for the governance of its members and activities. Said constitution shall be submitted to the Board of Directors of the Society for review and ratification. No Chapter shall have or promulgate rules or constitutions which are in conflict with this Constitution or any provisions thereof.

7. The Society shall not be responsible for debts incurred or contracted by any Chapter of the Society, or any officer or member thereof, without the written consent of the Board of Directors of the Society.

8. The Society for Pennsylvania Archaeology may revoke a chapter's charter for any one of the following reasons:

- 1.) The chapter does not elect and fill the required chapter officer positions of President, Vice President, and Secretary-Treasurer on at least a two-year interval.
- 2.) The chapter fails to hold any local meetings during a two-year period.
- 3.) The chapter fails to provide an annual report of activities for two consecutive years to the Society for Pennsylvania Archaeology.
- 4.) A chapter conducts activities that are in violation of the constitution of the Society for Pennsylvania Archaeology and are, therefore, detrimental to the Society as determined by the Board of Directors.

The Board of Directors of the Society for Pennsylvania Archaeology will decide if any of the above criteria have not been met. The Board will attempt to contact the most recent officers of the chapter and notify them that their charter will be revoked if the problems are not corrected. Notification of the chapter in question must be attempted before 31 December of the year preceding the next scheduled Annual Meeting of the Society for Pennsylvania Archaeology for the revocation proposal to be considered at that meeting. If the chapter fails to respond and correct problems noted by the next scheduled Annual Meeting, the Board of Directors will recommend revocation of the chapter's charter to the membership of the Society for Pennsylvania Archaeology. The charter will be rescinded if a majority of the members attending the Annual Meeting vote to support the Board of Director's recommendation.

Revocation of the charter means the chapter will no longer be permitted to claim affiliation with or use the name of the Society for Pennsylvania Archaeology for any purpose.

Chapters may petition for reinstatement of their charter if it was rescinded for reasons 1,2, and 3 above. To do so, the chapter must demonstrate to the Board of Directors how they have corrected the deficiency. A vote of the Society for Pennsylvania Archaeology members, however, will not be required for reinstatement in these cases.

Chapters who have had their charters revoked as a result of reason 4 above must petition the Board of Directors for reinstatement. If it can be demonstrated to the Board that the chapter no longer permits or condones activities that violate the constitution of the Society for Pennsylvania Archaeology, the Board will propose reinstatement to the members at large at the next scheduled annual meeting. A majority vote of attending members is required to approve the recommendation made by the Board of Directors.

## **ARTICLE XI**

### **DISSOLUTION**

1. In the event of dissolution of the Society, either voluntarily or involuntarily, the members of the Society shall not be entitled to any of the assets, but the same shall be delivered over or paid to an organization within the Commonwealth of Pennsylvania whose responsible commitment to archaeology is manifested in spirit and demonstrated activity.
2. If feasible, the determination of the recipient of the Society's assets shall be made by majority vote of the members present at an Annual Meeting or special meeting of the Society. Otherwise, said determination shall be made by majority vote of the Board of Directors.
3. No monetary assets of the Society shall be assigned to another organization unless or until any outstanding financial obligations of the Society shall have been met. In the event that the Society's monetary assets are insufficient to meet its obligations in full, payment shall be made in proportion to the amount of the obligation, unless otherwise specified by the laws of the Commonwealth of Pennsylvania.

## **ARTICLE XII**

### **AMENDMENTS**

1. Proposed amendments of this Constitution, signed by not less than five members of the Society, shall be submitted in writing to the Board of Directors for consideration at least fifteen days before the Annual Meeting. The Board of Directors shall direct the Secretary to submit the proposed amendment or amendments to the members of the Society at the same Annual Meeting following its consideration by the Board, at which time it shall be voted upon. If the Board of Directors has recommended approval of the proposed amendment, a majority vote of the members present shall be sufficient for adoption; if the Board has disapproved of said amendment or amendments, a two-thirds vote of the members present shall be required for adoption.

## **ARTICLE XIII**

### **ADOPTION**

1. The provisions of the Constitution shall come into effect immediately upon its adoption by majority vote of the members present at the next annual meeting of the Society, and shall supercede the provisions of the Constitution of April 27, 1968.
2. Provisions of the Constitution notwithstanding, the Officers of the Society incumbent at the time of its adoption shall continue in office until the end of their terms as specified under the previous Constitution, except that any modifications in their duties as specified herein shall come into force on the date of this Constitution, and remains in force thereafter.

ADOPTED at the Annual Meeting of THE SOCIETY FOR PENNSYLVANIA  
ARCHEOLOGY, INC., held on the 27th day of April, 2002 at Greensburg,  
Pennsylvania.

ATTEST

Judy M. Duritsa

Philip Perazio

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Secretary

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President