

# Houston Archeological Society

## Constitution

### ARTICLE I

#### Name

The name of the Society shall be the Houston Archeological Society.

### ARTICLE II

#### Purpose

**Section 1.** The Houston Archeological Society is a voluntary, non-profit organization, the purposes of which are:

- a. to bring together persons with similar interest in the subject of archeology, thereby creating an atmosphere conducive to the exchange of information and ideas;
- b. to foster an active interest in the discovery, recording, and preservation of archeological remains and data in harmony with scientific procedures;
- c. to encourage and support the publication of archeological information; and
- d. to sponsor projects and promote investigations intended to inculcate a wider public understanding and appreciation of archeology and the related fields of science.

**Section 2.** The practice of collecting, hoarding, exchanging, buying, or selling archeological materials for financial gain or for other than scientific purposes, and the indiscriminate excavation of archeological sites are contrary to the ideals and purposes of the Society.

### ARTICLE III

#### Membership

**Section 1.** Membership in this Society is open to all persons who are in agreement with the purposes of the Society, upon payment of prescribed dues, and upon signing the following statement of ethics:

"I pledge that I will not intentionally violate the terms and conditions of any present or future federal, state, or local statute concerning cultural resources, or engage in the practice of buying or selling artifacts for commercial purposes, or engage in the willful destruction or distortion of archeological data, or disregard proper archeological field techniques."

**Section 2.** The Board of Directors may revoke the membership of any person who violates the Society's statement of ethics or who otherwise makes improper use of

membership in the Society. The action of the Board may be appealed to the membership of the Society at a special meeting.

**Section 3.** Categories of membership are: Contributing; Active (Individual and Family); and Student. Honorary Life Membership, with full membership privileges, may be awarded to individuals nominated by the Board and approved by the members of the Society.

**Section 4.** Each member, 18 years of age and older, shall be entitled to one vote in the business of the Society and shall be eligible for any elective or appointive office.

**Section 5.** Annual dues, determined by vote of the membership, are payable in advance by January 1 of each year. Those whose dues are not paid within three months thereafter shall be automatically dropped from membership in the Society. A member in good standing is a member whose dues are current and who is in compliance with the conditions of membership outlined in Article III.

## **ARTICLE IV**

### **Officers**

**Section 1.** The officers of the Society shall be a President, a Vice-President, a Secretary, a Treasurer, and three Directors-at-Large. Officers must be members in good standing.

**Section 2.** These officers shall perform the duties prescribed by this constitution and the parliamentary authority adopted by the Society.

- a. The President shall be the presiding officer of the Society and of the Board of Directors.
- b. The Vice-President shall be in charge of programs. The Vice-President shall assume the duties of the President whenever the President is unable to serve.
- c. The Secretary shall be responsible for all correspondence, shall record the minutes of each meeting of the Society and of the Board of Directors, and shall be the custodian of all committee reports and other documents pertaining to the Society.
- d. The Treasurer shall be custodian of the funds of the Society, shall collect dues, and shall receive all monies and make all authorized payments. A budget shall be approved by the Board and presented to the membership for approval at the first meeting in each fiscal year. The fiscal year shall begin on January 1 and end December 31. Payment for non-budget items can be authorized by the Board, or majority vote of the members at any regular meeting.

**Section 3.** Each officer, except the Directors-at-Large, shall hold office for one year or until a successor is chosen. Each term of office shall begin at the close of the annual meeting at which the election for that office is held. Each Director-at-Large shall hold office for three years or until a successor is chosen, except that the three initial

Directors-at-Large shall be selected by lot to serve one-, two-, and three-year terms, respectively. No member shall hold more than one office at a time.

**Section 4.** Election of officers shall be held at the Annual Meeting of the Society. Two months prior to this meeting, the President shall appoint a Nominating committee of at least three members. This committee shall nominate at least one candidate for each office. These nominations shall be announced at the regular meeting of the Society one month prior to the election and written notification of nominations shall be sent to all members. At the meeting at which the election is held, nominations will also be accepted from the floor. The candidate receiving a plurality vote shall be elected. In the event of a special situation (outlined in Article V, Section 5), the HAS Board may choose to hold the Annual Meeting electronically. In that case, the election of officers will be held via an email ballot prior to the Annual Meeting. The results will be announced at the Annual Meeting. Nominations will not be accepted from the floor at the Annual Meeting, but should be submitted to the Nominating Committee prior to the regular meeting before the Annual Meeting. The candidate receiving a plurality vote shall be elected.

**Section 5.** In the event of a vacancy in any office, the Board shall have the power to make an interim appointment, which shall terminate at the next annual meeting.

**Section 6.** All officers of the Society shall turn over all of the records of the Society in their possession to the successor officer within thirty (30) days of the end of their term of office.

## ARTICLE V

### Meetings

**Section 1.** Regular monthly meetings of the Society shall be held unless otherwise ordered by the Board of Directors.

**Section 2.** The regular September meeting shall be known as the Annual Meeting and shall be for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise.

**Section 3.** Special meetings shall be called upon the written request of ten members, or may be called by the President or by the Board of Directors.

**Section 4.** A quorum for the transaction of any business, including the election of officers, at a general meeting shall consist of ten percent (10%) of the voting membership.

**Section 5.** 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, the Board of Directors, Executive Committee, Bylaws Committee and Budget Committee) may be held via remote communications technology per the Texas Business Organizations

Code, Chapter 22 - Non-profit Corporations, Sec. 22.002, also Sec. 6.002. All necessary voting for these meetings (i.e. budget, amendments, election of officers, etc.) or the HAS annual meeting may be accomplished electronically instead of in-person voting. HAS will adhere to any amendments to this statute the state may make.

## ARTICLE VI

### The Board of Directors

**Section 1.** The Board of Directors shall consist of the officers of the Society and the Directors-at-Large.

**Section 2.** The Board of Directors shall have general supervision of the affairs of the Society. The Board shall fix the hour and place of the Society's meetings, make recommendations to the Society, and shall perform such other duties as are specified in this Constitution. The Board shall be subject to the orders of the Society, and none of the Board's acts shall conflict with action taken by the Society.

**Section 3.** A meeting of the Board of Directors may be called by the President or any two members of the Board. The Board will meet at least once every three months. A majority of the members of the Board shall constitute a quorum. Others may be invited to attend Board meetings, including Lab Director, Profile Editor, Webmaster and Immediate Past President, but these attendees may not vote on issues before the Board.

**Section 4.** Duties of the Board of Directors include:

- a. promote and implement objectives of the Houston Archeological Society;
- b. set policies and rules with the advice and consent of the Membership;
- c. authorize expenditures of up to eight hundred (\$800). Expenditures over eight hundred (\$800) must be approved by the membership at a regular or a special meeting;
- d. approve deposits of Society funds in checking or savings accounts or appropriate investments, as recommended by the Treasurer; and
- e. conduct Houston Archeological Society business between regular meetings.

## ARTICLE VII

### Committees

**Section 1.** An Auditing Committee of at least three members shall be appointed by the President during January. No one who has served as an officer during the previous fiscal year may serve on the committee. The duties of this committee are to audit the Treasurer's books for the previous fiscal year and to report its findings to the membership at the regular March meeting.

**Section 2.** A Constitution Committee of three members shall be appointed by the President. The duties of this committee include review of each proposed amendment to

this Constitution and the preparation of a report of the review. This report shall contain a recommendation for or against the adoption of the proposed amendment. This committee shall also report annually on the state of the Constitution.

**Section 3.** Other standing committees and special committees may be created as needed by the President or the Board, or by request of the membership.

**Section 4.** The President appoints all committee members and designates the chairman of each committee. Committee members serve as the President desires.

**Section 5.** The President is an ex-officio member of all committees except the Nominating and Auditing Committees.

## **ARTICLE VIII**

### **Parliamentary Authority**

The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with this Constitution and any special rules of order the Society may adopt. The President shall appoint a Parliamentarian to assure that the Society acts in accordance with the rules of order. The Parliamentarian should attend both Board and General Membership meetings.

## **ARTICLE IX**

### **Amendments**

Each proposed amendment to this Constitution shall be signed by two members and submitted in writing to the Secretary, who shall, at least 20 days before the next regular meeting, notify in writing the members of the proposed amendment. At the same time, the Secretary shall forward the proposed amendment to the chairman of the Constitution Committee for review. The Secretary shall provide the proposed amendment to the members at the next regular meeting after which it has been received, provided that written notification has already been made. At the next regular meeting after the proposed amendment has been provided the Constitution Committee shall make its report to the membership, and the vote shall be taken. In the event of a special situation (outlined in Article V, Section 5), the HAS Board may choose to hold the meeting(s) electronically. In that case, the voting on the amendments will be held via an email ballot. The results will be announced at the meeting after the constitution committee has made their report. A two-thirds vote of the members voting is required for adoption.

## **ARTICLE X**

### **Disposal of Assets**

In the event of dissolution of the Houston Archeological Society, any assets remaining after payment of debts will be contributed to the Texas Archeological Society, or, in the

event the Texas Archeological Society is unable or unwilling to accept these assets, they will be distributed for exclusively educational purposes to an educational institution which is exempt from taxation under the then current code of the Internal Revenue Service.

## **ARTICLE XI**

### **Standing Rules**

Detailed policies of the Society shall be contained in a written set of Standing Rules. It shall be the responsibility of the Board of Directors to formulate these standing rules. Each new or amended standing rule must receive approval by majority vote of the membership at any regular meeting of the Society.

## **ARTICLE XII**

### **Discipline or Removal of Officers or Members**

If any officer or member is charged with improper conduct or violating the provisions of the Constitution or Standing Rules of the Society, such charges shall be brought before the Board of Directors for review. If such charges are found to have sufficient weight, the officer or member shall be notified of the charges by the Secretary at least one week before the next meeting of the Society, and the officer or member shall be required to appear at such meeting and show just cause why he should not be censured, deprived of the privileges of the Society, or expelled from membership in the Society. If the officer or member fails to appear at such meeting or is found guilty of the charge against him, the officer or member shall, upon a majority vote of the members present, be censured, be deprived of the privileges of the Society, or be expelled from membership in the Society.

Adopted August 10, 1984

Amended September 9, 2005

Amended February 21, 2013

Amended August 19, 2021

Amended September 4, 2023