

# Mississippi Archaeological Association

## Constitution

(as Amended 1967-1987 {1992, 2011})

### Article I. Name of Organization

The name of this organization shall be the Mississippi Archaeological Association.

### Article II. Purpose

- Section 1. This organization is formed for the purpose of uniting all persons interested in the archaeology of Mississippi; for the study and preservation of Indian prehistory and history<sup>1</sup>; and for fostering and encouraging a constructive public attitude toward the archaeology of the state.
- Section 2. It is further the purpose of this Association to encourage and participate in scientific investigation, study and interpretation of Indian remains, and to publish and distribute the results of these investigations, particularly those relating to Mississippi.
- Section 3. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.<sup>2</sup>

### Article III. Organization

- Section 1. The officers of this organization shall consist of a President, two Vice Presidents –one for the north half and one for the south half of the state, as divided by U.S. Highway 80 (Interstate 20)<sup>3</sup>, a Secretary, a Treasurer<sup>4</sup>, two (2) At-Large Executive Board positions, and a Committee on the Preservation of Sites.
- Section 2. The President, Vice Presidents, Secretary, Treasurer and the At-Large Executive Board Members shall be elected by the membership at large.

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<sup>1</sup> 1967 – To widen the aims of the MAA in the Constitution, it was agreed to include the word “historic” to read “for the study and preservation of Indian prehistory and history.”

<sup>2</sup> 2011 –Section 3 added to ensure compliance with Section 501(c)(3) status for the organization per written recommendation from the IRS dated September 9, 2011.

<sup>3</sup> 1968 –It was decided to have two Vice Presidents rather than one, with the state being divided by the U.S. Highway 80 (Interstate 20).

<sup>4</sup> The position of Secretary/Treasurer was split but this did not require a vote since the Constitution provided for this.

Section 3. The President, Vice Presidents, Secretary, Treasurer, two (2) At-Large Executive Board Members and the Chairman of the Committee on the Preservation of Sites shall constitute an Executive Committee. The positions of Secretary and Treasurer may be combined as necessary. Any individual assuming multiple positions shall have only one vote in the Executive Committee.

Section 4. The President and Secretary shall be members of all committees.

#### **Article IV. Powers**

Section 1. Management of the affairs of the Association shall be vested in the Executive Committee. Powers and duties of the Executive Committee shall be set forth in the Bylaws.

Section 2. This Association may receive, maintain, and hold by bequest, devise, or gift, or otherwise, either absolutely or in trust, for any of its purposes, any property, either real or personal, any fund or funds, without limitation as to amounts or values; and to convey such property and to invest and reinvest any principal or interest; and to direct, to manage, and to expand the income and principal of the Association, and to administer any special funds for various purposes as agreed upon by the Association and agency or agencies making such funds available, and for the uses and purposes herein set forth.

Section 3. The organization may buy, lease, hold and exercise all privileges of ownership over such real or personal property as may be necessary for the conduct and operation of the business of this organization or incidental thereto.

Section 4. The Association shall do each and every thing suitable or proper for the accomplishment of any one or more of the objectives enumerated here-in, or contract to or expedient for the interest or benefit of the organization; to contract accordingly; and in addition, to exercise and possess all powers, rights, and privileges necessary to or incidental to the purposes herein set forth, or to the activities in which the organization is engaged, or to any other right, power, privilege granted by the laws of the state to ordinary associations except such as are inconsistent with the express provisions of these Articles.

Section 5. In the event of the dissolution of this organization, the total assets of the Association, including funds, publications, equipment, or other things of value shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. The Mississippi Department of Archives and History, Division of Historic Preservation qualifies under the meaning of section 501(c)(3) as a state agency and has been selected by the Association to receive the distribution of assets in the event of dissolution of this organization. Said assets could only be used for the continued furtherance of archaeological research in Mississippi.<sup>5</sup>

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<sup>5</sup> 2011 –Section 5 of these articles have been changed to reflect the written recommendation of the IRS letter dated September 9, 2011. The original stated “in the event of the dissolution of this organization, the total assets of the Association, including funds, publications, equipment, or other things of value shall be given free and without encumbrance to the Mississippi State Department of Archives and History, Division of Historic Preservation, for the continued furtherance of archaeological research in Mississippi.”

Section 6. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private person, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other purposes not permitted to be carried on (a) by organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.<sup>6</sup>

### **Article V. Meetings**

- Section 1. The Association shall meet annually, at a time and place designated by the Executive Committee.
- Section 2. The attending members shall constitute a quorum. At this meeting the business of the Association shall be transacted and programs presented of interest to members throughout the state.
- Section 3. Special meetings may be called by the President at any time upon approval of the Executive Committee.
- Section 4. Notice of meeting must be mailed to all members at least three weeks prior to such meetings if Association business is to be transacted.
- Section 5. The Executive Committee shall meet at the annual meeting of the Association. The President may call special meetings of the Executive Committee and will do so upon request of any three members of the Committee. Four members present or voting by signed statement received by the Secretary one day prior to the meeting will constitute a quorum of the Executive Committee.
- Section 6. All meetings shall be conducted according to the “Robert’s Rules of Order.”

### **Article VI. Membership**

- Section 1. Membership in the Association is open to any person or institution in sympathy with the stated purposes of the Association upon payment of a fee as prescribed in the By-laws for the type of membership desired.

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<sup>6</sup> 2011 –Section 6 has been changed to include written recommendation of the IRS for compliance with Section 501(c) (3) status. The original section 6 stated “No part of the net earnings of this organization shall inure to the benefit of any individual officer or individual member of this organization.”

- Section 2. Application for membership shall be submitted to the Secretary who will act as agent for the Association in accepting members.
- Section 3. The Executive Committee may, by three-quarters vote, remove from the membership rolls any member whose acts are contrary to the ideals, objects, and accepted standards of the Association or otherwise makes improper use of his/her membership. The action of the Executive Committee may be subject to an appeal to the Association at its annual meeting.

## **Article VII. Amendments**

- Section 1. This Constitution may be amended by a two-thirds vote of the members present at an annual meeting. It may also be amended by mail ballot provided that a proposed amendment is approved by two-thirds of the votes cast.<sup>7</sup>
- Section 2. Amendments to both the Constitution and By-laws may be proposed by the Executive Committee or any ten members of the Association. The proposed amendments shall be mailed to the members of the Association at least thirty days before the annual meeting. In the case of a mail ballot, members shall address ballots to the **Secretary/and or Treasurer** and place them in the mail not more than thirty days from the date they were mailed out by the **Secretary/and or Treasurer**. An amendment shall go into effect immediately upon approval, unless otherwise specifically provided.<sup>8</sup>

## **BY-LAWS**

### **Article I. Membership**

- Section 1. Membership of the Association shall consist of the following classes:

Active (individual): \$15.00  
Family: \$18.00  
Contributing or supporting: \$10 -15.00, or more  
Life (individual): \$200.00  
Life (husband and wife): \$250.00  
Sustaining: \$100.00  
Benefactor: \$500.00

If a member is associated with a local chapter, \$4.50 of these dues shall be retained by the local chapter as local dues for each class of membership, except Life, Sustaining, and Benefactor, in which case 30% of the amount shall be retained as local dues. A non-voting membership is also available to students with dues of \$10.00 per year; \$1.00 of

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<sup>7</sup> 2011 –the term “mail” should be noted to include electronic forms of mail as well as standard postal service mail. In an effort of expediency, electronic mail will be used as a substitute for postal mail.

<sup>8</sup> 2011 –In incidences of time constraints due to limitations that make postal mail ballot and the thirty day time limit impossible, electronic mail ballots may be submitted in lieu of postal mail. In those instances, specific details of why the time limit is unacceptable should accompany the ballot. The same format of requiring two-thirds of vote cast mail ballots will apply for electronic ballots.

which may be retained by the local chapter. Life membership may be paid in installments.

- Section 2. If a family contains one active member of the Association, other persons in the family, as long as residing in same household, may become members of the Association upon payment of the Family membership fee. Family members 18 years of age and older will have voting privileges. One publication will go to the family, not individually.
- Section 3. Institutions or other organizations may subscribe to the publications of the Mississippi Archaeological Association upon payment of an annual fee of \$20.00. This subscription shall include all regular publications of the Association. Only institutions or organizations may subscribe and no rights or privileges of membership accrue to such subscribers.
- Section 4. Active, Family, and Contributing or Supporting members shall pay annual dues at the beginning of each fiscal year. Life, Sustaining and Benefactors pay but once and retain privileges of active membership throughout their lives.
- Section 5. Members under 18 years of age shall not have voting privileges.
- Section 6. All voting members of the Association in good standing shall be eligible for any elective or appointive office in the Association subject only to the restrictions defined elsewhere in the Constitution and By-Laws.

## **Article II. Publications**

- Section 1. The Association shall underwrite each year the publication of four newsletters and two journals.
- Section 2. All members (other than Family members) shall receive all the regular publications for the fiscal year covered by their dues. If a Family member wishes a separate set of publications, these will be provided upon payment of the difference between the reduced dues and Active membership.

## **Article III. Duties and/of Officers**

- Section 1. The President, Vice Presidents, the Secretary, and Treasurer shall serve for two years and the two (2) At-Large Executive Board Members shall serve a term of one year.
- Section 2. The President shall be the presiding officer of the Association, and Chairman of the Executive Committee. He shall appoint members of the Association to special committees as necessary. Subject to approval by the Executive Committee he/she is authorized to sign contracts and agreements for the Association. She/he shall exercise all duties and responsibilities commonly associated with the office and such others as are provided for by the Constitution and By-Laws.
- Section 3. The Vice Presidents shall serve as advisor on archaeological matters throughout the state; shall serve on the Executive Committee and shall aid in establishing local chapters.

- Section 4. The Secretary shall maintain the Central Office of the Association; he/she shall compile the minutes of the annual meeting of the Association and of all committee meetings; and he shall receive and register all applications for membership in the Association.
- Section 5. The Treasurer shall receive and administer the finances of the Association subject to the regulation of the Executive Committee. She/he shall maintain proper and adequate records which are open at all times to inspection by the Executive Committee and shall publish an annual report. She/he shall maintain the membership list and provide the mailing list for publications of the Association. She/he shall have charge of the care and sale of the surplus copies of the publications. She/he may be required to give bond.
- Section 6. The Editor shall have charge of all publications of the Association. He may enter into agreements with individuals and institutions for financing publications, subject to the approval of the Executive Committee. She/he may appoint Associate Editors who shall be responsible to him. The Editor shall be appointed or removed from office by the Executive Committee.
- Section 7. A. The Executive Committee shall be charged with management of the business and activities of the Association. It shall encourage and assist in the formation of local chapters of the Association; shall authorize or reject applications of groups to become local chapters or affiliated societies; shall set the time and place of the annual meeting; shall appoint three members to the Nominating Committee; shall approve the budget; shall hold special meeting at the call of the President.
- B. On January 1, the Executive Committee shall appoint up to ten (10) members of the Committee on the Preservation of Sites to serve for that calendar year; shall designate one Vice President to preside over business meetings of the Association in the absence of the President and to assume the duties of the President in the case of vacancy in the office until such time as a regularly constituted election can be held.
- C. In the event of a vacancy in any elective office, other than that of the President, the Executive Committee shall have the power to make interim appointment to the office. This appointment shall terminate on the following December 31. At the annual meeting of the Association a regular election will be held to fill such elective office. The Executive Committee shall carry out such other duties and responsibilities as are outlined in the Constitution and By-Laws.

#### **Article IV. Elections**

- Section 1. The Nominating Committee shall consist of the President, the Secretary, and three other members appointed by the Executive Committee.
- Section 2. The Nominating Committee, after consultation with the local chapters, shall submit a slate of officers to the membership to be voted upon at the annual meeting, or by mail ballot as decided upon by the Executive Committee.<sup>9</sup> In the case of a mail ballot, members shall address ballots to the Secretary and place them in the mail not more than 30 days from the date they were mailed out by the Secretary.

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<sup>9</sup> 2011 –The term “mail” shall include electronic mail or postal mail.

Section 3. The candidate for an office who received the highest number of votes shall be declared elected to that office.

Section 4. Regularly elected officers shall assume their duties immediately following the Annual Meeting at which they are elected and shall serve for one or two years or as otherwise specifically provided herein.

#### **Article V. Local Chapters**

Section 1. Ten or more members of the Association living near each other may organize for the purpose of furthering the interests and objective of the Association, and may apply to the Executive Committee for the authorization to become a Chapter.

Section 2. Independent organizations with kindred interests may be authorized to become Chapters in the Association by the Executive Committee provided that all officers and all members (other than Family members) of the said the organization shall be and remain members of the Mississippi Archaeological Association.

Section 3. The purposes and organizational function of the Chapters and the actions of all its members shall be and shall remain consistent with those of the Association as set forth in the Constitution and By-Laws.

Section 4. A Charter shall be issued to each authorized Chapter. This Charter shall remain in effect until terminated by action of the Executive Committee.

Section 5. Whenever membership in a Chapter falls below ten or it otherwise fails to meet Chapter requirements as set forth in the Constitution or By-Laws, the Executive Committee may terminate the Chapter. The Charter may also be terminated by the Executive Committee upon request by a majority of the Chapter's members.

Section 6. Insofar as possible, the Association shall aid Chapters in preparing programs and suggest ways and means whereby the Chapters may furnish group assistance toward accomplishing the purposes of the association.

#### **Article VI. Finances**

Section 1. The fiscal year of the Association shall begin January 1.

Section 2. Annual dues become due the first of January. Persons 60 days in arrears shall not receive the publications of the Association until their dues are paid up, at which time they may receive back issues for that year.

Section 3. Income from annual dues, gifts, and other sources shall constitute the working capital available for operation, publication and other current expenses consistent with the purposes of the Association.

#### **Article VII. Amendments**

These By-Laws may be amended by a majority vote at the annual meeting or the majority of the returned votes in a mail ballot.<sup>10</sup>

**Constitutional Amendments and Changes:**

State Meeting, 1971

Mail Ballot, 1973

State Meeting, 1974

State Meeting, 1977

State Meeting, 1978

State Meeting, 1979

State Meeting, 1992

State Meeting, 1999

State Meeting, 2007

Mail Ballot, 9/16/11

Adopted by majority vote: September 23, 2011

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David Abbott, Secretary

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Patricia Miller-Beech, Treasurer

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<sup>10</sup> 2011 –The term “mail” shall include electronic mail as well as postal mail.