

SAN JUAN BASIN ARCHAEOLOGICAL SOCIETY BYLAWS
as amended December 11, 2020

I. **NAME:** The San Juan Basin Archaeological Society, a volunteer organization established in 1979, is a Colorado non-profit and a federal 501(c)(3) corporation.

II. **MISSION STATEMENT AND OBJECTIVES:**

A. **MISSION STATEMENT:** The mission of the San Juan Basin Archaeological Society (SJBAS) is to advocate for and promote public awareness and preservation of archaeological, cultural, and historical resources, primarily of the Four Corners region area of the American Southwest (Four Corners).

B. **OBJECTIVES:** The primary objectives of SJBAS are:

1. Educate members and the public by engaging knowledgeable speakers to present lectures at membership meetings and special events.
2. Offer experiential learning opportunities by leading informative field trips for members.
3. Advocate for high standards of archaeological research, documentation, reporting, and resource management through SJBAS educational activities and publications, and by supporting local or online courses of the History Colorado Program for Avocational Archaeological Certification (PAAC).
4. Share knowledge and inform members and the public of SJBAS and general archaeological news and activities by publishing the *Moki Messenger* newsletter.
5. Support and encourage Fort Lewis College (FLC) students pursuing archaeology related fields by funding FLC Center of Southwest Studies student internships and other related programs, as SJBAS finances warrant.
6. Draw public attention to the threats of vandalism and destruction of archaeological and historical sites and promote respectful visitation and ethical stewardship of these significant resources.
7. Encourage cooperative efforts with other regional organizations focused on archaeological, historical, and cultural resources in the Four Corners, including but not limited to: the Center of Southwest Studies at FLC, the Hisatsinom (Cortez) Chapter of the Colorado Archaeological Society, the Chimney Rock Interpretive Association, the Southern Ute Cultural Center and Museum, the Ute Mountain Ute Tribal Park, and the historical societies and museums of La Plata, Archuleta and San Juan Counties.

8. Advocate respect for and knowledge about Native American cultures, customs, traditions, and beliefs.

III. MEMBERSHIP AND DUES: Any individual or entity with an interest in the archaeology, culture and history of the Four Corners region or other areas or related fields is eligible to become a SJBAS member.

- A. SJBAS may have the following classes of membership, which may be changed by a 2/3 vote of the SJBAS Board of Directors (Board).
 1. Individual Membership.
 2. Family Membership, which includes one or two adult(s) and all named juvenile members of their family living together in one household. Those at least eighteen years of age are considered adults.
 3. Student Membership, which includes any individual with current student identification.
 4. Special memberships are available to persons or institutions on a case-by-case basis upon approval by the Board, including for honorary recognition or special affiliation.
- B. Memberships are for the SJBAS Fiscal Year, January 1 through December 31. Dues must be paid on or before January 31. An additional 60-day grace period shall be provided for renewing members, after which members whose dues are delinquent will be dropped from the SJBAS membership list. New or late-renewing members may join at any time during the year.
- C. SJBAS membership dues are subject to annual review by the Board and may be changed as necessary for the next Fiscal Year. The current SJBAS dues are set forth on the SJBAS Annual Membership Form.
- D. A member is considered in good standing if the member's dues are current and the member has provided SJBAS with a current signed membership application. In the case of a Family Membership, all adult Family Members must meet these requirements and adults must sign on behalf of any minors in the family.
- E. Membership Rejection or Termination. No application for membership shall be rejected, nor shall any membership be terminated, except by a two-thirds vote of all members of the Board, following a hearing on the matter at which the applicant or the member, as applicable, is present or represented or has refused or failed to appear after notice of such hearing was sent by the Secretary by certified or registered mail. Such hearing shall be called for a date not less than fourteen days following the date of mailing of such notice to the applicant or the member. The criteria for rejection of a membership application or termination of a membership is for good cause, including, but not limited to, violation of the SJBAS Bylaws or Site Visitation Etiquette and Photographic Policies.

IV. MEMBERSHIP MEETINGS, QUORUMS AND VOTING:

- A. SJBAS membership meetings are open to members and the public. Meetings may be held in person or electronically. Field trips and other SJBAS activities may be open only to members.
- B. SJBAS membership meetings shall generally be held monthly. Meetings may include a speaker and a brief business meeting.
- C. An annual membership meeting shall be held once a year, generally in conjunction with the SJBAS December holiday gathering. An election of Officers shall take place. Discussion topics at the annual membership meeting may include but are not limited to: (a) finances, (b) activities and field trips, (c) member feedback on SJBAS issues, (d) volunteer activities, and (e) sponsorships, internships, and scholarships.
- D. Individual and student members, and those family members at least 18 years of age, shall each have one vote at a membership meeting.
- E. Should in-person membership meetings, including the annual membership meeting, not be possible, voting on SJBAS business may be held electronically.
- F. Ten percent (10%) of SJBAS members in good standing is required as a quorum to vote on business at a membership meeting. Unless otherwise provided by these bylaws, action required by the membership shall be approved by a majority vote of the members present at a meeting.
- G. All membership meetings shall be conducted informally. In the event of a controversy in procedure during a membership meeting, however, the latest edition of Robert's Rules of Order (Rules) shall govern, unless the Rules conflict with these Bylaws, in which case these Bylaws shall prevail.

V. BOARD OF DIRECTORS:

- A. The SJBAS Board of Directors (Board) shall consist of elected "Officers" and appointed Board Members. The Officers shall be President, Vice President, Secretary, and Treasurer. Appointed Board members may include, but are not limited to: Communications Chair, Education/PAAC Coordinator, Field Trip Coordinator, Membership Chair, *Moki Messenger* Editor, Program Chair, Publicity Chair, Social Chair, and Webmaster.
- B. Board members shall be persons at least 18 years of age and SJBAS members in good standing.
- C. Appointed Board members shall be appointed by a 2/3 vote of the Board.

- D. The Board shall be SJBAS's governing body to:
 - 1. Approve and oversee all SJBAS activities
 - 2. Be a creative force for new programs and activities
 - 3. Set categories of membership and dues
 - 4. Establish rules and guidelines
 - 5. Review and amend Board member and other leadership duties
 - 6. Provide for the nomination of Officers for the following Fiscal Year
 - 7. Fill other leadership positions
 - 8. Appoint other Board members
 - 9. Ensure that SJBAS activities are consistent with these Bylaws
 - 10. Hold any permits necessary for SJBAS activities
 - 11. Conduct other necessary business, as needed

- E. Officers shall be elected annually at the annual SJBAS membership meeting for a term of one year and shall hold office through the end of the upcoming Fiscal Year. There are no term limits for Board members or other leaders.

- F. A vacancy in the term of an Officer may be filled by a 2/3 vote of the Board, either at a Board meeting or by informal action of the Board, for the remainder of the Officer's term.

- G. Board members may hold more than one position, except that no person may hold more than one Officer position.

- H. Removal of Board Member. No Board Member shall be removed except by a two-thirds vote of the entire Board, provided that a minimum of at least two-thirds of the members of the Board are present and voting, following a hearing on the matter at which the Board Member is present or represented or has refused or failed to appear after notice of such hearing was sent by the Secretary by certified or registered mail. Such hearing shall be called for a date not less than fourteen days following the date of mailing of such notice to the Board Member. The criteria for Board Member removal shall be for good cause, including but not limited to, violation of the SJBAS Bylaws or Site Visitation Etiquette Policy.

- I. Committees.
 - 1. The Board may establish permanent and/or *ad hoc* committees and appoint the committees' chairs as it deems necessary to carry out the SJBAS Mission and Objectives.

 - 2. An Executive Committee, composed of the SJBAS Officers, may exercise the authority of the Board, provided it shall not have the Board's authority to elect, appoint or remove any Board member; amend, alter or repeal these Bylaws; or

approve a sale, lease exchange or other distribution of all, or substantially all of SJBAS's assets.

J. Board meetings.

1. The Board shall meet at least three times a year. Additional Board meetings may be called by the President or any three members of the Board.
2. Board meetings are open to all SJBAS members who will be given reasonable notice in advance of a Board meeting.
3. At least fifty percent of the Board is required to be in attendance as a quorum to approve Board business and policies, unless a larger quorum is required in these Bylaws. A Board member participating in a Board meeting by phone or other such means of communication shall count toward a quorum.
4. Unless otherwise provided for in these Bylaws, all Board decisions will be based on the majority vote of the Board members present.
5. Each Board member shall have one vote at a Board meeting, even if a Board member is appointed or serves in more than one Board position.
6. If two members are appointed to one Board position, they shall share one vote.

K. Compensation. Board members shall not receive any compensation for their service as Board members. Nothing herein contained, however, shall be construed to (1) preclude any Board member from serving SJBAS in some other capacity and receiving compensation therefor; or (2) deny a Board member reimbursement for expenses on behalf of SJBAS.

L. Informal Action by the Board. Any action required by law or permitted to be taken at a meeting of the Board may be taken without an in-person meeting, if notice is transmitted in writing to each Board member (Notice) prior to the time stated in the Notice in which a Board member must respond. The Notice shall state: (a) the action to be taken; (b) the time by which a Board member must respond; (c) that failure to respond by the time in the Notice will have the same effect as abstaining in writing; (d) the person to whom to respond (Response Person); (e) a Board member may propose deferring action to a Board meeting, in which case the action will be deferred to such meeting; and (f) any other matters the Board determines to include. Action is taken under this Section only if, at the end of the time stated in the Notice, the affirmative votes in writing for such action received by the Response Person equal or exceed a majority of the Board members then in office. All communications under this Section may be sent by electronically transmitted facsimile, electronic mail, or other form of wire or wireless communication. For purposes of this Section, communications to the Response Person are not effective until received. Any informal action of the Board shall be described in the minutes of the next Board meeting.

M. Remote/Electronic Meetings. The Board or any Board committee, may hold a meeting of by means of a telephone conference, Zoom, Skype, or similar communications procedure, provided that all persons participating in such meeting can hear each other at the same time.

VI. BOARD MEMBER RESPONSIBILITIES:

- A. The President shall be the principal executive Officer of SJBAS and provide leadership in strategic planning for SJBAS activities to meet the SJBAS Mission, Objectives, and Bylaws.
- B. The Vice President(s) shall assist the President in performing all duties of the President, and, in the absence of the President, shall execute the responsibilities of the office of the President.
- C. The Secretary shall prepare and distribute minutes of Board meetings and the SJBAS Annual Membership meeting; maintain a physical and electronic file of documents pertaining to SJBAS activities throughout the year; and maintain a physical and electronic file of documents pertaining to SJBAS operations.
- D. The Treasurer shall maintain accurate SJBAS financial records, including for the SJBAS savings and checking accounts; collect dues; make deposits/transfers into the checking and savings accounts; prepare and distribute checks for expenses, after appropriate support has been provided by those requesting payment; prepare and track the annual budget, with input from the Board; and file required annual reports with the Colorado Secretary of State and the IRS to insure SJBAS maintains its non-profit status and 501(c)(3) status.
- E. The Communications Chair, if appointed, shall maintain a SJBAS email distribution list and distribute to the membership the *Moki Messenger* newsletter, information about upcoming SJBAS events, field trip updates, and other notices as requested by the Board.
- F. The Education and Program for Avocational Archaeological Certification Program (PAAC) Coordinator, if appointed, shall organize SJBAS education programs; maintain records of such programs; and serve as the SJBAS liaison with the PAAC program, administered by History Colorado.
- G. The Field Trip Coordinator, if appointed, shall coordinate the effort to produce, communicate, and monitor the SJBAS annual field trip program. The Coordinator shall conduct at least one annual field trip organizational meeting.

- H. The Membership Chair, if appointed, shall organize recruitment of new SJBAS members and support Board members in encouraging active participation by members.
- I. The *Moki Messenger* Editor, if appointed, shall produce the SJBAS *Moki Messenger* newsletter, at least 6 times per year, for distribution by the Communications Chair.
- J. The program Chair, if appointed, shall secure speakers for regular membership meetings and work with other SJBAS members to organize other lectures, such as the John W. Sanders Lecture.
- K. The Publicity Chair, if appointed, shall provide to the local media and other Archaeological related groups, information regarding those SJBAS activities open to the public.
- L. The Social Chair, if appointed, shall organize SJBAS social events including the annual summer picnic and the holiday party, pre-meeting socials, and other social events.
- M. The Webmaster, if appointed, shall maintain and update the SJBAS website, www.sjbass.org, in a timely manner.
- N. More detailed job descriptions have been prepared and are available from the President. The Board shall review these detailed job descriptions periodically and amend them as necessary, provided no changes shall conflict with these Bylaws.
- O. Each Board member (Member) shall have a “back-up”, another Board member appointed by the Board in cooperation with the Member to fulfill the Member's duties if, and while, the Member is temporarily unable to do so.

VII. FISCAL YEAR: The SJBAS Fiscal Year shall be January 1 through December 31 of the same year.

VIII. LOGO: The SJBAS logo shall be a drawing of Kokopelli, as on the *Moki Messenger*.

IX. GIFTS AND BEQUESTS:

- A. The President is authorized to accept grants, gifts and bequests in the name of SJBAS, which the Board will administer.
- B. The Treasurer shall open and maintain a separate account for gifts, if necessary.

X. INDEMNIFICATION:

- A. If any current or former SJBAS Board member, as a result of his/her service on the Board, is made a party to or is involved in (for example, as a witness) any threatened,

pending or completed action, suit, or proceeding, or in which SJBAS is a named defendant, (whether civil, criminal, administrative or investigative, and whether formal or informal), to the maximum extent permitted by applicable law and to the extent funds are available in the SJBAS operating account, SJBAS shall indemnify such person from and against any judgments, penalties, fines, taxes, amounts paid in settlement and reasonable expenses (including but not limited to expenses of investigation and preparation, and fees and disbursements of counsel, accountants or other experts) incurred by such person in such proceeding, and shall advance to such person expenses incurred in such proceeding.

- B. In the discretion of the Board, SJBAS may, but is not obligated to, indemnify and advance expenses to an employee or agent of SJBAS, to the same extent as for a Board member.
- C. The foregoing provisions for indemnification and advancement of expenses are not exclusive. SJBAS may, in the Board's discretion, provide for indemnification or advancement of expenses in a resolution or in a contract.
- D. Any repeal or modification of the foregoing provisions of this Article for indemnification or advancement of expenses shall not affect adversely any right or protection stated in such provisions with respect to any act or omission occurring prior to the time of such repeal or modification. If any provision of this Article, or any part thereof, shall be held to be prohibited by or invalid under applicable law, such proviso, in whole or in part thereof, shall be deemed amended to accomplish the objectives of the provision or part thereof as originally written to the fullest extent permitted by law, and all other provisions or parts shall remain in full force and effect.
- E. Notwithstanding any other provision of this Article, during any period that SJBAS is a "private foundation", within the meaning of section 509 of the Internal Revenue Code of 1986, as amended (the "Code"), or any corresponding provision of any future United States tax law, SJBAS shall not indemnify any person from or against, or advance to any person the cost of, such expenses, judgments, fines, or amounts paid or necessarily incurred, nor shall SJBAS purchase or maintain such insurance, to the extent that any such indemnification, purchase, or maintenance would be determined to be an act of self-dealing within the meaning of section 4941 of the Code, to be a taxable expenditure within the meaning of section 4945 of the Code, or to be otherwise prohibited under the Code, unless and to the extent (A) a court orders such indemnification, or (B) the purchase or maintenance of such insurance can be treated as allowed reasonable compensation to such person.

XI. COMPLIANCE: No part of SJBAS's net earnings shall inure to the benefit of, or be distributed to its members or other private persons, except that SJBAS is authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the objectives set forth in Article II herein. No substantial part of the

activities of SJBAS shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and SJBAS shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, SJBAS shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code.

XII. AMENDMENTS:

- A. Proposed changes to these Bylaws may be:
 - 1. initiated and approved for consideration by the Board, or
 - 2. initiated by any SJBAS Member and approved for consideration by two-thirds affirmative vote of the Board present at a regularly scheduled Board meeting, or
 - 3. initiated by any SJBAS Member and approved for consideration by a petition signed by at least 10% of SJBAS Members.

- B. Proposed Bylaw changes approved for consideration must be published to the membership **at least 14 days in advance of** the Board meeting at which they are to be considered. Posting the proposed Bylaw changes in the *Moki Messenger* and via direct communication by email, U.S. Mail, or other means of written communication will fulfill the publishing requirement of this article.

- C. Adoption of proposed changes to the Bylaws requires approval by a two-thirds affirmative vote of the full Board at a scheduled Board meeting.

XIII. DISPOSAL OF ASSETS: In the event of the dissolution of SJBAS, Officers shall donate all remaining assets, including but not limited to physical property and funds, to one or more qualifying 501©(3) non-profit educational or archaeological organizations within the State of Colorado.

The SJBAS bylaws were adopted by a vote of seven to zero on May 9, 2019, at a Board meeting, at which a quorum was present, for which the Board members had at least one month's prior written notice.

These amended bylaws were approved using an electronic survey by a 2/3 vote of at least 10% of SJBAS members in good standing after notice was sent by email to all members at least 14 days in advance of the distribution of the survey and as confirmed by the Board on December 11, 2020.

■ Paula Lutz, Secretary, December 11, 2020