

In accordance with the Articles of Incorporation of the Archaeological Society of Central Oregon (ASCO, the "Society" or "the Corporation"), and in accordance with the Oregon Nonprofit Corporation Act, ORS Chapter 65 (the "Act"), the Board of Directors of ASCO (or the "Board") have adopted the following bylaws, as amended and restated.

## **ARTICLE I**

### **PURPOSES AND POWERS**

**1.1 Preamble.** Oregon possesses rich archaeological and historic evidence of human migration and settlement. The remains of these various and sometimes distinct peoples are important for understanding our present cultural diversity.

**1.2 Purposes.** ASCO is organized exclusively for charitable, scientific, literary, and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including without limitation the purpose of providing educational and interpretation opportunities to the general public about the cultural heritage of the Pacific Northwest and Great Basin generally, and of Central Oregon specifically, promoting the preservation and protection of this cultural heritage, participating in approved research projects, and providing input to public agencies on policies pertaining to its protection, preservation and interpretation.

**1.3 Specific Objectives.** The specific objectives of ASCO are to:

- A.** Promote the preservation and protection of Central Oregon's cultural heritage resources.
- B.** Provide educational opportunities for members of ASCO and the general public.
- C.** Provide professional quality training in archaeology for the membership.
- D.** Provide opportunities for the members to participate in research projects conducted under the auspices of cultural resources professionals.
- E.** Require the membership to abide by a written code of ethics.
- F.** Promote Native American tribal, group, and individual participation in all ASCO activities.
- G.** Foster positive working relationships with State, Federal, local and private agencies, groups, or individuals to further the goals of ASCO.
- H.** Promote the documentation of private collections of archaeological/historical artifacts and the recording of these collections in the State Historic Preservation Office.
- I.** Provide input, when appropriate, on public policies pertaining to the protection, preservation, and interpretation of cultural heritage resources.

**1.4 Powers.** ASCO shall have the power to engage in any lawful activity for which Corporations may be organized under the Act, as amended from time to time, provided that such activities are consistent with the purposes of ASCO set forth in Section 1.2, and the restrictions and limitations on the Corporation set forth in Article III of these bylaws.

**ARTICLE II**  
**CODE OF ETHICS AND CONTRARY ACTS**

**2.1 Code of Ethics.** The following Code of Ethics shall be affirmed by and binding upon all members signing the application for membership in ASCO:

"As a member of the Archaeological Society of Central Oregon (ASCO), I will:

- A.** Abide by all local, State, and Federal laws governing the protection and preservation of cultural heritage resources; and, will report all violations to the appropriate authorities.
- B.** Obtain the advice, consent, and assistance of qualified professionals in archaeology and/or history when dealing with the material remains of antiquity.
- C.** Assist professionals and educators in accomplishing the objectives of ASCO by participating in research, interpretive, and public outreach projects only approved or supervised by qualified professionals.
- D.** Obtain the authorization of the owner or property manager when dealing with material remains of antiquity present on private land.

**2.2 Contrary Acts.** The following are considered contrary to the objectives of the Society.

- A.** Indiscriminate or illegal excavation or alteration of archaeological sites.
- B.** Illegal or unethical acquisition of archaeological and ethnographic materials.
- C.** Any act contrary to local, State, or Federal laws.

**ARTICLE III**  
**RESTRICTIONS**

Restrictions which apply to activities of ASCO are governed by the Act, the Code, and Article III of its Articles of Incorporation, and are summarized as follows:

**3.1 Nonprofit status.** ASCO is not organized for profit and no part of its net assets shall benefit any member of the Society or any private individual, unless as approved by action of the Board of Directors. ASCO will not have or issue shares of stock. ASCO is authorized to make payments and distributions in furtherance of its purposes, such as award of scholarships, and to reimburse member expenses.

**3.2 Dissolution Distributions.** No member is entitled to share in the distribution of any of the corporate assets upon dissolution of ASCO. In such case, after payment of all liabilities, all remaining assets shall be distributed by the Board for one or more exempt or public purposes within the meaning of any applicable laws.

**3.3 Prohibited Activity.** As a tax-exempt corporation, ASCO's actions shall be governed by Section 501(c)(3) and Section 170(c)(2) of the Code, and ORS 317.080 of the Act, as amended, and any future federal or state tax codes. As such, ASCO shall not attempt, directly or indirectly, to influence legislation, participate in or intervene in (including the publication or distribution of statements) any political campaign for public office, or have objectives or engage in activities that characterize it as an "action" organization except as permitted within the meaning of any applicable laws.

#### **ARTICLE IV** **OFFICES AND REGISTERED AGENT**

**4.1 Office.** The principal office of ASCO shall be located at the principal place of business or such other place as the Board of Directors may designate. ASCO may have such other offices, either within or without the State of Oregon, as the Board may designate or as ASCO activities may require from time to time.

**4.2 Registered Agent.** In accordance with the requirements of the Act, the Board shall select a member to serve as its Registered Agent and whose name shall be on file with the Secretary of State. This person shall serve as the point of contact between ASCO and the office of the Secretary of State.

#### **ARTICLE V** **MEMBERS**

**5.1 Membership Qualifications and Rights.** ASCO shall have two types of memberships: Regular and Honorary.

**5.1.1 Regular Memberships.** Any person, age 18 and older, may be a member of ASCO. Membership will be acquired and renewed annually through application and the payment of dues. The application, which includes a Code of Ethics, must be signed and reaffirmed annually. No person may hold more than one membership interest. Member rights and interests shall not be transferable. Each member of ASCO in good standing is entitled to one vote, either in person or by written proxy, on all matters submitted to a vote of members, is eligible for any elective or appointive office in the Society, and may participate in all Society activities.

**5.1.2 Honorary Memberships** may be bestowed by majority vote of the Board. Honorary memberships will be considered paid in full with all rights and privileges of a regular membership, and will remain in effect for as long as the Board deems appropriate.

**5.2 Dues** are payable on an annual basis, beginning in January. Members will be dropped from the rolls if renewal dues are not received by March 31. New memberships received after August 31 shall be applied to the remainder of the current year and the next calendar year. The amount of the dues payable annually may be changed by a majority vote of those attending the annual general membership meeting. Such change(s) shall take effect immediately.

**5.3 Members List.** The membership rolls will be kept current by the Recording Secretary and will constitute the official record for determination of quorum requirements for any meetings or actions by the membership. The names of all members in good standing shall be listed on the Members List. An

official copy of this list shall be made available to the Board of Directors by the Recording Secretary and shall be subject to inspection by any member by request. Members may request that any personal information, such as address and phone number, not be made available to the general membership. No list provided to a member may be distributed to any entity outside of ASCO.

**5.4 Expulsion.** Any member violating the ASCO Code of Ethics or acting in a manner contrary to these bylaws, or who otherwise makes improper use of ASCO membership will be asked to resign from ASCO by action of the Board. If the member does not resign within 30 days, action to expel the member shall be taken by the Board. No refund of dues will be made in the event of expulsion of a member. Once the proposal to expel has been approved by Board action, written notice of intent to expel, with reasons why, shall be given to the member not later than ten (10) days after this Board action. The member shall have until the next regular board meeting to respond either in writing or in person at the meeting. If the Board subsequently upholds the action to expel, the member may appeal this action, one time only, to the general membership at the next regular meeting following the Board action. A two-thirds (2/3) majority vote of the general membership attending the meeting shall be required to override the expulsion.

## **5.5 Meetings of the Membership.**

**5.5.1 Regular Meetings.** Usually, a minimum of five (5) regular meetings will be held during any one year. Normally, these shall be held on the third Thursday in January, March, May, September, and November. The agenda for a regular meeting shall include a public program and any business that should come before the membership.

**5.5.2 Annual Meeting.** The Society's annual meeting shall correspond to the regular November meeting in each year. The purpose of the annual meeting is to elect Board members and conduct other business as may properly come before the entire membership. The President or other designated Director of the Board shall report on the activities and financial condition of the Corporation. Society business requiring a vote of the membership shall not be conducted at a meeting other than the Annual Meeting unless the entire membership has been duly notified of such business in accordance with Sub-section 5.5.5 below.

**5.5.3 Special Meetings.** The Board of Directors may call special meetings of the members for any purpose. A special meeting may also be requested in writing to the Board by not less than twenty-five (25) ASCO members.

**5.5.4 Place of Meeting.** All meetings shall be held at the principal office of the Corporation or at such other place as designated by the Board, or by any persons entitled to call a meeting hereunder.

**5.5.5 Notice and Quorum.** ASCO notifies its members of the place, date and time of each annual, regular or special meeting of members no fewer than seven days before the meeting. Notice includes a description of any matter that must be approved by the members. Ten (10) members shall constitute a minimum required quorum to conduct business.

**5.6 Proxies.** A member may vote by proxy executed in writing by the member. A proxy for a specified meeting shall entitle the holder thereof to vote only at such meeting but shall not be valid after the final adjournment thereof. The Recording Secretary shall certify the proxy appointment.

**5.7 Referendum or Action by Members without a Meeting.** Upon initiation of the Board of Directors or a petition to the Board signed by twenty-five (25) members, certain business of the Society may be decided by means of a referendum by mail ballot at any time. Ballots shall be mailed or telecommunicated to all members on the Members List by the Recording Secretary. To be counted as votes, ballots must be returned to the Recording Secretary within thirty (30) days of the date the notice is mailed. A proposal shall be approved by a two thirds (2/3) majority of votes received. The Recording Secretary shall certify the vote to the Board of Directors.

## **ARTICLE VI BOARD OF DIRECTORS AND OFFICERS OF THE CORPORATION**

**6.1 General Powers.** The business and affairs of ASCO shall be managed by the Board of Directors, except as may be otherwise provided in these bylaws, the Articles, or the Act. Any ASCO member in good standing may hold office or serve as a member of the Board.

**6.2 Composition.** The Board shall consist of no less than nine (9) and no more than twelve (12) Directors as authorized by the Articles of Incorporation. The specific number and positions authorized within the framework of the Articles shall all be determined by resolution of the Board; however, no decrease in the number of Directors shall shorten the term of any incumbent Director. Directors shall be elected to serve one year terms. Appointment to the Board of Directors does not, in itself, establish any contract rights.

The Director positions shall consist of five (5) to six (6) officers who shall be a President, Vice-President, Past President (at the option of the prior year President), Recording Secretary, Communications Secretary, and Treasurer. The Board will also include three to six Members at Large, and a professional advisor who will act in a non-voting capacity.

Any Director may be assigned any additional title that the Board deems appropriate. The Board may delegate to any Director or agent the power to appoint such subordinate Directors or agents and to prescribe their respective terms of office, authority, and duties. Any two or more offices, except for those of President and Recording Secretary, may be held by the same person. Each Director shall be a member of a Standing Committee or Other Committee, and may serve as Chair. Unless a Director dies, resigns, or is removed from office, he/she shall hold office until the end of the calendar year or until a successor is appointed (Section 6.4).

### **6.3 Duties of the Board of Directors.**

**6.3.1 President.** The President shall be the Chief Executive Officer of the Corporation and the Chairman of the Board of Directors. As such, the President shall preside over meetings of the Board and members, and shall represent ASCO in person or by correspondence on all required occasions. Subject to the Board's oversight, the President shall supervise and control all assets, business, and affairs of the Corporation; and, shall have authority to sign deeds, mortgages, bonds, contracts, or

other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these bylaws to some other Officer or agent of the Corporation, or are required by law to be otherwise signed or executed. The President shall have appointive powers and shall see that all undertakings authorized by the Board are properly carried out.

**6.3.2 Vice President.** In the event of the absence of the President or his/her inability to act, the Vice President shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. In that event, the Vice President shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts, or other instruments. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board. The Vice President shall automatically succeed to the Presidency.

**6.3.3 Past President.** Once the one-year term of President has been served, the incumbent can choose to assume the board position of Past President, and shall provide advice and guidance to his/her successors and to the Board in general. In the absence of the President or Vice President, the Past President may preside over meetings and conduct business as *pro tem* chair. The Past President usually serves a term of one year, succeeded by the next Past President, and so forth.

**6.3.4 Recording Secretary.** The Recording Secretary serves as the Secretary of the Corporation, and shall:

- A.** Prepare and keep the minutes of meetings of the Annual Meeting of Members, meetings of the Board, and any special meetings of members, in books or other media provided for that purpose.
- B.** In the absence of the President, Vice President, or Past President, call meetings to order and preside until a *pro tem* chair is elected.
- C.** Be responsible for custody of the corporate records and seal of the Corporation, assisted by the Archives Committee.
- D.** Sign, with the President or other Officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments.
- E.** Keep the Members List current (see Section 5.3 of these bylaws).
- F.** Certify the results of the annual election of Directors and certify proxy authority (Section 5.6).
- G.** Perform the duties of the Communications Secretary in his/her absence.
- H.** In general, perform all duties incident to the office of Recording Secretary and such other duties as from time to time may be assigned by the President or by the Board.

**6.3.5 Communications Secretary.** The Communications Secretary shall:

- A. Insure that all notices of meetings are made in accordance with these bylaws.
- B. Keep registers of the post office address of each member and Director.
- C. Be responsible for collecting and distributing all incoming correspondence and communications to the appropriate individuals. This includes monitoring the Society's email.
- D. Prepare and disseminate the correspondence of the Society, and, with assistance of the Archives Committee, ensure the appropriate correspondence and communications records are kept.
- E. Perform the duties of the Recording Secretary in his/her absence.
- F. In general, perform all duties incident to the office of Communications Secretary and such other duties as from time to time may be assigned by the President or the Board.

**6.3.6 Treasurer.** In general, the Treasurer shall be governed by the requirements of Article VIII of these bylaws, and shall:

- A. Have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in banks, trust companies, or other depositories selected in accordance with the provisions of these bylaws.
- B. Prepare and file all required governmental reports, prepare and present fund status reports, including the receipts and expenditures since the last meeting, at the monthly Board and bi-monthly members meetings; and present a financial report at the annual meeting of members.
- C. In general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board.

**6.3.7 Members at Large.** There shall be three to six Members at Large (MALs) who shall be nominated by the Board of Directors, and approved by a vote of the membership. MALs shall serve as advisors to the Board, striving to improve ASCO by evaluating operations and programs for their improvement potential, participating in short- and long-term planning efforts, and assisting to improve public relations. Each shall serve as member or chairperson of an ASCO committee. From time to time, they may serve on special assignments as assigned by the President or the Board.

**6.3.8 Professional Advisor.** The Professional Advisor will be a professional archaeologist, anthropologist, or related discipline who serves as advisor to the Board in a non-voting capacity. The advisor shall facilitate ASCO communication with other professionals concerning issues and activities related to the ASCO mission and objectives.

**6.4 Resignation.** Any Director may resign at any time by delivering written notice to any member of the Board or to the registered office of the Corporation. Such resignation shall take effect at the time specified in the notice, or if no time is specified, upon delivery. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board.

**6.5 Vacancies.** In the event of a midyear vacancy in any elective office, except for the position of President or Vice-President, the Board may appoint a member of the Society to fill the vacancy for the remainder of the unexpired term. In the event of vacancy of the position of President, the Vice-President shall fill the position of President for the unexpired term and will serve the following year as President. In the event of vacancy in the position of Vice-President, the Board shall make recommendations and take nominations from the floor to fill the position at a special election at the next scheduled ASCO general meeting. Notice to the membership must be made in accordance with Section 5.5.5.

**6.6 Removal.** Any number of members of the Board of Directors may be removed at a meeting of the ASCO membership called expressly for that purpose, provided that the notice of such meeting states that a purpose of the meeting is such removal. A member of the Board may be removed with or without cause by a simple majority vote. Such removal shall be without prejudice since no contract rights were created by the appointment.

**6.7 Compensation and Salaries.** All ASCO members shall be compensated for payment of normal operating expenses related to Society activities. No member shall be compensated with a salary unless first recommended by the Board of Directors and subsequently approved by a majority vote of those attending the next meeting of the general membership.

**6.8 Liability and Indemnification.** As specified in the Articles of Incorporation, no Director shall be liable to ASCO for any monetary damages for conduct as a Director. All Directors shall be indemnified by ASCO within legal limits. ASCO shall maintain sufficient liability insurance to meet the requirements of the Articles.

#### **6.9 Conduct of Business by the Board.**

**6.9.1 Regular Board Meetings.** Regular meetings of the Board will normally be held once a month. The Board meetings are for the purpose of management and oversight of all aspects of ASCO. All Directors will be expected to attend meetings on a regular basis.

**6.9.2 Special Board Meetings.** Special meetings of the Board or any committee designated by the Board may be called by or at the request of the President or any five (5) Directors. The person or persons authorized to call special meetings may fix the place for holding any special Board meeting called by them. Notice of a special Board or committee meeting stating the date, time, and place of the meeting shall be given to a Director via mail or telecommunications (email, fax, or telephone), or in person as set forth below. Notice must be received at least one day prior to the meeting.

**6.9.3 Action by Board Without a Meeting.** From time to time, issues may arise between regularly scheduled meetings which could be settled via telecommunications or mail. Action may be taken on

such issues provided that all Board members are notified and agree to address the issue without a meeting. Action on the issue shall be effective when the last response is received. No action may be taken without response from all Board members; action is approved by majority vote. A formal written record will be prepared by the Recording Secretary and placed in the minutes.

**6.10 Quorum.** A majority of the number of Directors fixed by or in the manner provided by these bylaws shall constitute a quorum for the transaction of business at any Board meeting.

**6.11 Manner of Acting.** The act of the majority of the Directors present at a Board or committee meeting at which there is a quorum shall be the act of the Board or committee, unless the vote of a greater number is required by these bylaws, the Articles of Incorporation, or the Act.

## **ARTICLE VII** **COMMITTEES**

**7.1 Types and Authority of Committees.** ASCO shall have standing committees and other committees. The President, with advice and consent from the Board, shall appoint committees and chairpersons from the general membership. A committee shall consist of the Chairperson and such members as deemed necessary. The Board may invest committee(s) with such powers as it may see fit, subject to any conditions as may be prescribed by the Board, these bylaws, the Articles of Incorporation, and the Act. Duties and responsibilities of committees will be adopted by resolution of the Board and will be documented in writing.

Subsequent changes to committee responsibilities may be made from time to time, however, no committee shall have the authority to: authorize distributions; approve or recommend to the members the dissolution or merger of the Society, or the sale, pledge, or transfer of substantially all the Corporation's assets; adopt, amend, or repeal these bylaws; or, amend the Articles of Incorporation.

**7.1.1 Standing Committees.** ASCO normally will maintain at least the following standing committees: Archives Committee, Bylaws Committee, Education Committee, Field Trips Committee, Membership Committee, Program Committee, Projects Committee, Publications Committee, Public Outreach Committee and Volunteer Committee. Other standing committees may be appointed by the Board as needed. Standing committee appointments are for one-year terms; reappointment may be made at the discretion of the Board.

**7.1.2 Other Committees.** Other Committees are formed for specific purposes each year or from time to time as the need arises. These include but are not limited to the Audit Committee, the Nominating Committee, and the Oregon Archaeology Celebration Committee.

**7.2 Quorum and Manner of Acting.** A majority of the number of members composing any committee of the Board, as established and fixed by resolution of the Board, shall constitute a quorum for the transaction of business at any committee meeting. Actions may be taken without meetings if conducted in the same manner as specified for the Board of Directors in Section 6.10.3. Standing committees must be represented at meetings of the Board of Directors and this is facilitated by including one or more Directors on each committee.

**7.3 Minutes of Committee Meetings.** All committees so appointed shall keep regular minutes of their meetings and record them in books or other media kept for that purpose.

**7.4 Resignation.** Any member of a committee may resign at any time by delivering written notice thereof to the Board. Any such resignation shall take effect at the time specified in the notice, or if no time is specified, upon delivery. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board.

**7.5 Removal.** The Board of Directors may remove any member of a committee elected or appointed by it, but only by the affirmative vote of not less than a majority of the number of Directors fixed by or in the manner provided by these bylaws. If the committee member proposed for removal is a member of the Board of Directors, said member shall abstain from voting on this matter.

## **ARTICLE VIII**

### **CONTRACTS, LOANS, CHECKS AND DEPOSITS**

**8.1 Contracts.** The Board may authorize any Officer or Officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of ASCO. Such authority may be general or confined to specific instances.

**8.2 Loans to the Corporation.** No loans shall be contracted on behalf of ASCO, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

**8.3 Loans to Directors.** ASCO shall not lend money to or guarantee the obligation of a Director unless: the particular loan or guarantee is approved by a majority of the members; or the Board determines that the loan or guarantee benefits ASCO, and either approves the specific loan or guarantee or a general plan authorizing the loans and guarantees. The fact that a loan or guarantee is made in violation of this provision shall not affect the borrower's liability on the loan.

**8.4 Checks, Drafts, Etc.** All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the ASCO shall be signed by such Officer(s) or agent(s) of ASCO and in such manner as is from time to time determined by resolution of the Board. For purposes of receiving and disbursing funds of the Society, the Treasurer has primary signatory authority for banking matters, and one or more Directors will be provided signatory authority to act in the absence of the Treasurer. Any check for reimbursement to a Board member with signatory authority will be countersigned by another Board member with signatory authority.

**8.5 Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other federally insured institutions within Central Oregon as the Board may select.

**ARTICLE IX**  
**BOOKS AND RECORDS**

ASCO shall keep correct and complete books and records of its members, minutes of the proceedings of its Board and membership meetings, treasurer monthly and annual reports in accordance with paragraph 771 of the Act, and such other records as may be necessary or advisable. Records older than one year will be organized and maintained by the Archives Committee. These records will be made available to the Board of Directors or to the general ASCO membership, through the Board, as required.

**ARTICLE X**  
**FISCAL YEAR**

The fiscal year shall correspond to the federal income tax year.

**ARTICLE XI**  
**AMENDMENTS**

The Board of Directors may amend any portion of these bylaws at any time if necessary to comply with any provision of the Oregon Revised Statutes, the Internal Revenue Code, or any other legal mandate. Otherwise, these bylaws may be amended only by a two-thirds (2/3) vote of the Society members present at any annual, bi-monthly, or special meeting called for that purpose, or by mail ballot pursuant to conditions as set forth in requirements for notice and quorum in Article V of these bylaws.

**ARTICLE XII**  
**MANNER OF ACTING**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall be used for procedural guidance by the Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that have been adopted by ASCO.

Minor change to wording of Article XII. Approved by ASCO Board of Directors September 6, 2011

The foregoing amended bylaws were adopted on behalf of the membership  
by the Board of Directors on

September 6, 2011

_____ President	_____ Janet Roberts, Vice President
_____ Dale Tigner, Past President	_____ Kathleen Martin, Recording Secretary
_____ Susan Gray, Communications Secretary	_____ Jean Drayer, Treasurer
_____ Valarie Anderson, Member at Large	_____ Terry Holtzapple, Member at Large
_____ Joyce Kesterson, Member at Large	_____ Don Zettel, Professional Advisor