

**RESTATED BYLAWS OF THE
THE NEVADA ARCHAEOLOGICAL ASSOCIATION**

Adopted by the membership 20 April 2013

ARTICLE I – INTRODUCTION

Name, Status and Structure. The name of this organization is the Nevada Archaeological Association (NAA), which is incorporated as a nonprofit organization under the laws of the State of Nevada. This organization will be comprised of the general membership and the elected governing body, known as the Board of Directors.

ARTICLE II - NONPROFIT PURPOSES

Section 1. General Purposes. The Association is organized and shall be operated exclusively for one or more of the purposes as specified in section 501(c)(3) of the Internal Revenue Code.

Section 2. Specific Objectives and Purposes. The specific objectives and purposes of the NAA shall be to preserve Nevada's antiquities, encourage the study of archaeology and to educate the public to the aims of archaeological research. The NAA shall promote the common professional and avocational interests of NAA members as stated in the Bylaws of the Association, and to further the purposes of the NAA through nonprofit activities including, but not limited to, education, training, meetings, workshops, publications and other relevant activities.

ARTICLE III - CODE OF ETHICS

The Association shall be responsible for educating the membership and the public regarding the NAA Code of Ethics ("Code"). The Association shall not conduct investigations or consider allegations of violations of the Code made against members, nor shall it suggest, issue, or render advisory opinions on matters related to the Code, but shall refer such matters to the NAA Board of Directors.

ARTICLE IV - MEMBERSHIP

Section 1. Membership. All persons signing the Code of Ethics of the NAA shall become members upon payment of annual dues. Membership in the NAA is for the calendar year in which the dues are paid.

Section 2. Categories. Membership categories for the Association shall be determined by the Association Board of Directors, which shall adopt policies and procedures setting voting privileges; eligibility for membership in each category; application and acceptance procedures; payment schedules; procedures for notifying delinquent members; establishing the date after which members will be dropped from membership for nonpayment; policies regarding transferability and reinstatement of membership; and, required dues and fees for each membership category.

Section 3. Voting. Any member in good standing is eligible to vote if (s)he meets the criteria for Association membership. Each such member present at the general membership meeting of the Association shall be entitled to one vote. No proxies will be recognized.

Section 4. Dues. Members shall pay annual dues to the Association as determined from time to time by the Association Board of Directors.

ARTICLE V - MEETINGS OF ASSOCIATION MEMBERSHIP

Section 1. Annual Meeting. A meeting of the general members shall be held annually on such dates and at such times and places as the Chapter Board of Directors shall determine. A general membership business meeting shall be convened as part of the annual meeting for the purposes of electing directors and officers, receiving reports of officers and committees, and such other business as shall be determined by the Association Board of Directors. Written notice of the annual meeting shall be given to the members at least thirty (30) days prior to the meeting.

Section 2. Special Meetings. Special meetings of members may be called by the Association Board of Directors, or by petition delivered to the Secretary of 25% of the Association membership eligible to vote. Written notice of special meetings shall be given to members at least thirty (30) days prior to the meeting and shall state the purpose(s) of the meeting; no business other than that stated in the notice shall be considered at the meeting.

Section 3. Quorum. A majority of the members attending the annual meeting shall be sufficient for the adoption of any motion, unless a higher number is required by applicable law.

ARTICLE VI - ASSOCIATION OFFICERS

Section 1. Officers. The officers of the Association shall be a President, Vice President/President-elect, a Secretary, and a Treasurer. All officers must be members of the Association Board of Directors and shall serve without compensation. The officers shall perform the duties prescribed by these Bylaws. The offices of Secretary and Treasurer may be held by the same individual.

Section 2. Manner of Election. The officers shall be elected at an annual meeting of the membership, and shall serve one year terms. A majority of the members attending the annual meeting shall be sufficient for the election of the officers, unless a higher number is required by applicable law.

Section 3. Resignations. An officer may resign at any time by serving written notice to the President or Association Board of Directors. Such resignation shall take effect at the time specified therein or, if no time is specified, upon receipt by the President or the Association Board of Directors.

Section 4. Vacancies. In case of resignation of an officer or vacancy in an officer position, the Board of Directors shall fill such vacancy for the unexpired term of such officer in accordance with policies and procedures adopted by the Association Board. If the office of President becomes vacant, the Vice President/President-elect shall become President for the unexpired term and shall continue to serve as President for a full term beginning at the end of the unexpired term.

Section 5. President . The President of the Association shall perform the duties commonly incident to the office of the president including, but not limited to, chairing meetings of the Board and membership of the Association.

Section 6. Vice President/President-elect. The Vice President/President-elect shall perform the duties of the President during the absence or disability of the President and such other duties as the President and the Association Board of Directors may designate.

Section 7. Treasurer. The Treasurer of the Association shall perform the duties commonly incident to the office of the treasurer and such other duties as the President or Association Board of Directors may designate. The Treasurer shall be responsible for all records and filings related to the finances of the Association.

Section 8. Secretary. The Secretary of the Association shall perform the duties commonly incident to the office of secretary and such other duties as the President and Association Board of Directors may designate. The Secretary shall keep a book of minutes of all regular meetings of the Board and, if directed by the Board, meetings of committees and of members and shall assure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

ARTICLE VII - ASSOCIATION BOARD OF DIRECTORS

Section 1. Composition. The Association Board of Directors shall consist of not less than five (5) or more than fifteen (15) individuals (including the officers) who shall be elected at the annual general membership meeting by the members of the Association eligible to vote. All directors shall be members in good standing of the Association and shall maintain such membership at all times during their terms in office. Directors shall serve without compensation

Section 2. General Authority. The Board of Directors of the Association shall manage, supervise, and control the business, property and affairs of the Association consistent with the policies and procedures, Articles of Incorporation and Bylaws of the Association.

Section 3. Board of Director Meetings. The Board of Directors shall meet at least quarterly in person on such dates and at such times and places as the Board of Directors shall determine. Additional meetings of the Board may be held as determined and scheduled by the Board of Directors. Written notice of meetings of the Board shall be given to Directors at least ten (10) days prior to the meeting. Directors may participate and vote in Board meetings held by telephone conference call, unless otherwise prohibited by applicable law.

Section 4. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Association Board.

Section 5. Vacancies. In case of resignation of a director or vacancy in a director position, the Board of Directors shall fill such vacancy for the unexpired term of such director.

ARTICLE VIII - COMMITTEES

Section 1. Standing Committees. The Association shall have the following Standing Committees and the Association Board of Directors may establish and appoint other committees in accordance with policies and procedures adopted by the Board.

(A) Membership Committee. The Association Membership Committee shall consist of at least two members including the Association President, who shall serve as lead Chair of the Committee, and a Membership Chair appointed by the Association Board of directors. The President of Membership Chair may appoint other committee members as necessary to conduct the business of the Committee. The Membership Committee shall convene upon the call of the Membership Chair or the Association President. A majority of the Membership Committee shall constitute a quorum. A report of Membership Committee activities shall be presented at the quarterly meetings of the Association Board of Directors.

(B) Communications Committee. The Communications Committee shall consist of at least four members including the Association President, who shall serve as lead Chair of the Committee, as well as a Newsletter Chair, a Journal Chair and a Website Chair all appointed by the Association Board of Directors. Any of the Communications Chairs may appoint other committee members as necessary to conduct the business of the Committee. The Membership Committee shall convene upon the call of the Association President or other Communications Chairs. A majority of the Communications Committee shall constitute a quorum. A report of Communications Committee activities shall be presented at the quarterly meetings of the Association Board of Directors.

ARTICLE IX - FINANCIAL PROCEDURE

Section 1. Disbursements. The Board of Directors shall have the power to approve disbursements of funds.

Section 2. Financial Holdings. All monies of the NAA shall be kept in a federally insured financial institution in the State of Nevada.

Section 3. Signature Authority. All checks shall be authorized by approval and signature of one of the Board of Directors' officers following fund dispersal approval by the Board of Directors (outlined in Article IX, Section 1). Signature authority will be established at the NAA's designated financial institution for the President, Vice President/President-Elect, Treasurer and Secretary.

Section 4. Annual Review. The Board of Directors may have an annual compilation, review or audit of the financial records by a certified public accountant or other qualified person.

ARTICLE X - NO PRIVATE BENEFIT

Section 1. Limitations. The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of the net earnings, gains or assets of the Association shall inure to the benefit of, or be distributable to, its directors, officers, other private individuals, or organizations organized and operating for profit, except that the Association is authorized and empowered to pay reasonable fees for products and services consistent with the limitations set forth in policies, procedures, or the Bylaws of the Association. Expenses incurred by board members in connection with the performance of their official duties may be reimbursed to directors upon approval of the Board of Directors.

Section 2. Dissolution. Upon dissolution or final liquidation of the Association, any remaining assets of the Association shall, after payment or the making of provision for payment of all the lawful debts and liabilities of the Association, be distributed by the Board of Directors exclusively to such charitable, scientific, governmental or educational organizations, which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code, or as the Board of Directors shall determine.

ARTICLE XI - AMENDMENT OF BYLAWS

These Bylaws may be amended at any general membership meeting of the Association by a majority vote of the members in attendance eligible to vote, provided that the amendment has been submitted in writing to the Association not less than sixty (60) days and to the membership not less than thirty (30) days prior to the meeting at which the amendments will be considered by the membership.

ARTICLE XII - FISCAL YEAR

The fiscal year of the Association shall be the calendar year, or as otherwise determined by the Association Board of Directors.

ARTICLE XIII - INDEMNIFICATION

Section 1. Indemnification by Corporation of Directors and Officers. The directors, officers, committee members, employees, and other volunteers of the Association shall be indemnified by the Association to the fullest extent permissible under the laws of this state/province.

Section 2. Insurance for Corporate Agents. The Association Board of Directors shall, in a current and timely manner, fulfill the requirements set forth by the Association's Directors and Officers Liability Insurance program.