

# By-Laws of the Society of Africanist Archaeologists

(published in Nyame Akuma 33 (1990) and amended 2004, 2006, 2016, and August 2021)

## Article I - Name and Location

Section 1-Name. The name of this organization shall be the Society of Africanist Archaeologists, a nonprofit corporation.

Section 2-Offices. Offices of the Society shall be located in a locality as may be determined by the Executive Board.

## Article II - Objectives

The objectives of this Society shall be:

1. To promote and to stimulate interest and research in the archaeology of the African continent.
2. To advocate and to aid in the conservation of archaeological resources.
3. To encourage public access to and appreciation of the aims, accomplishments, and limitations of archaeological research.
4. To serve as a bond among those interested In African Archaeology, both professionals and non-professionals, and to aid in directing their efforts into scientific activities.
5. To publish and to encourage the publication of archaeological research.
6. To discourage commercialism in archaeology and to work for its elimination.

In the pursuit of its objectives, the Society shall promote and support all legislative, regulatory, and voluntary programs that forbid and discourage all activities that result in the loss of scientific knowledge and of access to sites and artifacts. Such activities include, but are not limited to, the irresponsible excavation, collecting, hoarding, exchanging, buying, or selling of archaeological materials. Conduct that results in such losses is declared contrary to the ideals and objectives of the Society.

## Article III - Structure

The Society shall be composed of members. It shall have (1) an Executive Board, which, in addition to such duties as may be prescribed in these By-Laws, shall act as the policy-making and administrative body; (2) Committees of the Society; and (3) Such Officers and employees as are necessary to accomplish its purposes.

The Executive Board may approve establishing relationships with other archaeological societies and associations.

## Article IV - Membership

Section 1 – Membership Basis. Membership is open to any person who subscribes to the Objectives of the Society, without regard to sex, race, religion, or nationality.

Section 2- Classes of Members. The membership shall consist of the following classes:

- a. Member
- b. Student Member
- c. Retired Member
- d. Joint Member
- e. Affiliate Member
- f. Life Member

Section 3 – Member. Any person who is engaged in archaeology or any related aspect thereof or any other person who supports the objectives of the Society shall be eligible to become a member.

Section 4 – Student Member. Any person matriculating in an educational institution pursuing candidacy for a degree (Associate or higher) in a field of study related to some aspect of archaeology shall be eligible for membership as a Student Member (1/2 dues),

Section 5 – Retired Member. Any Member who has retired from professional life in a remunerative capacity and is age 65 or over shall be eligible for retirement membership. Individuals in a Retired status shall retain all rights and privileges previously held (1/2 dues).

Section 6 – Joint Member. Any person who is a spouse of a Member and who supports the objectives of the Society shall be eligible to become a Joint Member.

Section 7- Affiliate Member. Any Member who Resides in a country where foreign exchange restrictions prevent payment of membership fees. Such membership must be renewed annually by special petition to the Treasurer. Voting rights will be conferred to those who have renewed their affiliate status for two or more successive years.

Section 8 – Life Member. An amount to be set by the Executive Board for life membership. Funds will be invested in an endowment, the proceeds of which will be used to support the Society's activities

Section 9 - Privileges

- a. All classes of members shall enjoy the privileges of the Society except where certain privileges are specifically restricted to a specific class of member in these By- Laws.
- b. Joint Members and their spouses shall be eligible to receive one copy of all Society mailings, which are sent to the member, except for election material which is sent to both.

Section 10 - Membership Application. The following membership procedures shall be followed:

- a. Applications for membership shall be submitted to the Executive Board in such form and accompanied by such supporting documents as the Executive Board may determine.
- b. The Executive Board may assign a committee and/or staff to assist the Executive Board in the processing of membership applications, and in the overall appraisal, ruling or interpretation of questions and inquiries relating to membership.

Section 11 - Suspension for Non-Payment of Dues. Any member whose dues are 90 days past due shall be suspended and all privileges of membership discontinued. Members suspended for non-payment of dues may be reinstated at any time upon payment of the current year's dues.

Section 12 – Termination of Membership

- a. The Executive Board may, by three-quarters vote of the members present and voting, remove from the membership rolls any member whose acts are contrary to the ideals, objectives, and accepted standards of the Society as set forth in these By-Laws or who otherwise makes improper use of membership in the Society. The action of the Executive Board may be subject to any appeal to the Society at its Business Meeting.
- b. The membership of those members who are under suspension for nonpayment of dues at the close of a membership year shall be terminated.

## Article V – Dues and Charges

Section 1 – Annual Dues

- a. The annual dues, payable in United States funds, shall be fixed annually by the Executive Board.
- b. The rates for annual dues may differ by membership class and/or by other criteria determined by the Executive Board.

## Article VI – Executive Board

Section 1 – Authority and Responsibility. The governing body of this Society shall be the Executive Board. The Executive Board shall have supervision, control, and direction of the affairs of the Society, its committees, and publications; shall determine its policies or changes therein; shall actively pursue its objectives and supervise the disbursement of its funds. The Executive

Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable.

Section 2 – Composition. The Executive Board shall be composed of a President, Treasurer, Recording and Organizing Secretaries, and four Executive Board At Large members (2 Members-at-Large from Africa, 1 Member-at-Large from North America and 1 Member-at-Large from Europe).

The Editor of the bulletin shall be an ex-officio member of the Executive Board. The Executive Board may appoint other ex-officio members of the board without voting rights.

Section 3 – Duration of Office.

- a. The four Executive Board members at large shall typically serve for a term of two years, unless extraordinary circumstances (such as those described in Article VII Section 3 below) force a prolongation. The term of the Executive Board members at large shall begin at the close of the biennial Business Meeting of the Society following their election.
- b. A member of the Executive Board may resign upon presenting a written resignation to the President of the Society, and the resignation shall become effective upon acceptance by the Executive Board.

Section 4 - Quorum and Voting.

- a. At any meeting of the Executive Board, a majority of the voting members of the Board shall constitute a quorum for the transaction of the business of the Society.
- b. Unless otherwise specifically provided by these By-Laws, a majority vote shall govern. No member shall vote by proxy.
- c. The President may request action by the Executive Board between meetings of the Board by email ballot, by telephone, or electronic conferencing vote. Action taken by email ballot, telephone, or electronic conferencing by a majority of all voting members of the Executive Board shall constitute a ballot action and shall be reported at the next meeting of the Executive Board.

Section 5 – Vacancies.

Vacancies on the Executive Board that occur between the biennial Business Meeting of the Society shall be filled by appointment by the Executive Board. Such appointment shall be effective only until the next Meeting of the Society, at which time the vacancy shall be filled by the newly elected member.

## Article VII – Officers

Section 1 – Elected Officers. The elected officers of the Society shall be President, a Recording Secretary, and a Treasurer. All officers are elected by the membership of the

Society. The officers shall automatically succeed to their designated offices at the completion of the incumbents' term of office.

Section 2 – Qualification for Officer. Any individual who is a voting member of the Society in good standing shall be eligible for nomination and election as an officer.

- a. All candidates will be asked to submit a Candidate Statement, to be published online in concert with the electronic voting.

Section 3 – Term of Office. Each elected officer shall take office immediately upon the conclusion of the Business Meeting of the Society and shall typically serve for a term of two years from the close of one Biennial Business Meeting to the close of the next Biennial Business Meeting. Under extraordinary circumstances (such as a pandemic disrupting global travel and changing the SAfA conference schedule, or the building of new mechanisms for electronic voting), elected officers may continue to serve until such time as the rescheduled SAfA conference takes place, and/or the new electronic voting mechanisms to elect the next Executive Board have been established.

Section 4 – Removal. Any officer of the Society may be removed by a three-quarters vote of the Executive Board present and voting whenever in its judgment the best interests of the Society would be served thereby.

Section 5 – Vacancies. If there is a vacancy for any reason in any office, which cannot be filled by the provisions for succession to office, the Executive Board may appoint from its own membership an officer pro tempore to perform the duties of the vacated office until the office is filled by an election by the membership.

Section 6 – President. The President shall be the presiding officer of the Society and Chairperson of the Executive Board. The President shall also serve as an ex-officio member of all committees.

Section 7 – Recording Secretary. The Recording Secretary shall oversee the proper recording of the proceedings of the meetings of the Society and the Executive Board, shall ensure that accurate records are kept of the corporation and all members, that appropriate archival procedures are used, and such duties as from time to time may be assigned to the office by the President or the Executive Board.

Section 8 – Organizing Secretary. The Organizing Secretary shall be responsible for overseeing the organization of the next biennial meeting of the Society. These responsibilities include arranging institutional and necessary financial support for the meetings, publicity, registration procedures, program organization, and preparation of a full financial statement of meeting revenues and expenditures to be presented to the Treasurer and Recording Secretary within six months of the end of the meetings. The Organizing Secretary shall form a committee of individuals who will assist in these tasks.

Section 9 – Treasurer. The Treasurer shall oversee the Society's funds and records. The collection of members' dues; the establishment of proper accounting procedures for the handling of the Society's funds; the performance of an annual audit by a Certified Public Accountant; and further, shall report on the financial condition of the Society at all meetings of the Executive Board, at the Business Meeting, and at others times as called upon by the President.

## Article VIII – Meetings and Voting

Section 1 – Business Meeting of the Society. The Business meeting of the Society shall be held at such a time and place as the Executive Board shall determine. Notice of said meeting shall be given to all members not less than 60 days prior to the date thereof.

Section 2 – Special Meetings. Special meetings of the Society may be called by the Executive Board at any time, or shall be called by the President upon receipt of a written request by ten percent of the paid voting membership as listed in the current membership list, specifying the purpose of such meeting. At such special meeting, no business shall be transacted except as specified in a notice to members. Written notice of such meeting shall be given to all members not less than 60 days prior to the date thereof.

Section 3- Joint or Regional Meetings. Joint or regional meetings for the purpose of discussing archaeological problems, symposia, and matters of mutual interest among members and/or other related parties may be called by the President upon approval of the Executive Board.

Section 4 – Voting.

- a. Votes shall be cast in regular electronic elections or electronic ballots or, as necessary, in person at the Biennial Business Meeting. Voting by proxy shall not be permitted.
- b. Only active members who have paid their annual dues shall have the right to vote.

Section 5 – Quorum of Members for in-person events that involve voting. Upon the convening of any Business Meeting or special meeting at which a vote will be taken in person, a quorum shall consist of 50 percent of those voting members registered for said meeting, provided that no fewer than 20 voting members are present. In addition to in-person participation, online ballots may be cast at the General Business Meeting if circumstances permit or require it.

Section 6 – Procedures for electronic voting. For electronic voting that is *not* undertaken as part of a General Business Meeting,

- The opening date and general topic of an online ballot must be communicated to the membership at least 45 days in advance (or longer, if other By-Law sections stipulate more extended notice);
- An informational package containing all details to be voted upon must be circulated to the membership at least 7 days in advance of the opening date for the ballot;
- The opening of the electronic voting system shall be announced to the membership so people can start to cast their ballots;
- Electronic voting will have no quorum requirements; rather, the electronic voting system must be open for a period of 20 days to ensure robust participation by the membership;
- Voting reminders should be sent to the membership three times: seven days, 48 hours, and 24h before the electronic voting system closes.

Section 7 - Rules of Order. The rules contained in the current edition of Robert's Rules of Order shall govern the conduct of meetings of the Society in all cases to which they are applicable and in which they are not inconsistent with these By-laws and any special rules the Society or the Executive Board may adopt.

## Article IX – Publications

Section 1 – Journal and Other Communications.

- a. The Society shall publish a Bulletin to be known as *Nyame Akuma* and other publications approved by the Executive Board.
- b. Each class of member shall receive such publications as the Executive Board may designate.
- c. Editorial Policy. Manuscripts submitted to *Nyame Akuma* will be written and formatted in accordance with the Editorial Policy, which is published on the Society's Web site. (added as amendment 7.1.2016).

Section 2 – Editorial responsibilities.

- a. The Editor of each publication of the Society shall be appointed by the Executive Board for a term to be determined by the Executive Board, and shall be subject to such editorial policy as may be adopted by the Executive Board.
- b. Each Editor may, subject to review by the Executive Board, appoint such associate and assistant editors as may be required, in addition to clerical and editorial assistance subject to authorization and budget approval by the Executive Board.

## Article X – Committees

Section 1 – Committee Formation and Operation. The Executive Board shall create and dissolve each committee, designate charges, and establish policy with regard to budget, size, type of membership, and term.

The President, with approval by the Executive Board, shall appoint members to the committees of the Society except where the By-Laws specifically state the formation and operation of a committee.

- a. The President, to the extent possible, shall

assign a member of the Executive Board to provide liaison with each committee.

- b. Each committee shall submit written reports of its activities and recommendations to each regular meeting of the Executive Board.

## Article XI – Fiscal and Legal Procedures

Section 1 – Fiscal Year. The fiscal year of the Society shall be set by the Executive Board.

Section 2 – Fiscal Authority. The Executive Board may receive by devise, bequests, donations, or otherwise, either real or personal property or both, and hold the same absolutely or in trust, and invest, reinvest, and manage the same, and apply said property and the income arising therefrom to the purposes of the Society except where restricted by these By-Laws.

Section 3 – Working fund. The income from annual dues and from investment and other sources shall constitute the Working Fund, available for operating, publications, and other current expenses consistent with the objectives of the Society as the Executive Board may direct.

Section 4 – Annual Budget. The Treasurer shall present a budget to the Executive Board to approve.

Section 5 – Non-Compensation. No member of the Executive Board acting in the capacity as an officer or Executive Board member-at-large shall receive compensation for services rendered. Travel expenses personally incurred by the Executive Board members attending to the business of the Society shall be paid by the Society in accordance with rules and procedures adopted by the Executive Board.

Section 6 – Annual Financial Report and Audit.

- a. The Treasurer shall provide to the Executive Board at each regular meeting a report of all receipts and disbursements of Society funds.
- b. The Executive Board shall appoint an independent Certified Public Accountant to audit the financial records of the Society and submit an annual audit report.

Section 7 – Legal Counsel. The Executive Board may appoint legal counsel to act as general legal counsel and to advise in the legal affairs of the Society.

Section 8 – Indemnification. Every officer, Executive Board member, employee of the Society, and such others as specified from time to time by the Executive Board, shall be indemnified by the Society against all

expenses and liabilities, including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party or in which they may become involved, by reason of being or having been an officer, Executive member, or employee of the Society, or any settlement thereof, whether the person is an officer, Executive Board member or employee at the time such expenses are incurred, except in such cases wherein the officer, Executive Board member, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing rights of indemnification shall be in addition to, and not exclusive of, all other rights to which the indemnified may be entitled.

### **Article XII – Affiliated Units**

Section 1 – Authorization. There shall be affiliated units of the Society when, in the opinion of the Executive Board, such affiliations are in the best interests of African archaeology, the Society, and the affiliated units involved as a means of encouraging and promoting more effective cooperation and coordination of activity between the Society and such organizations. Such affiliated units shall be and remain completely autonomous and independent of the Society.

### **Article XIII – Dissolution**

The Society shall use its funds only to accomplish the objectives specified in these By-Laws, and no part of

said funds shall inure, or be distributed, to the members of the Society. On dissolution of the Society, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Executive Board.

### **Article XIV – Amendments**

Section 1 – Originating Proposed Amendments. Amendments to these By-Laws may be proposed by the Executive Board on its own initiative or upon petition by any 30 voting members of the Society. Such amendments shall be submitted to the Executive Board for review and for preparation of a recommendation to the Membership.

Section 2 – Approval of By-Laws. Amendments to these By-Laws shall be approved by a two thirds affirmative vote of the members present and voting at any Business Meeting or special meeting of the Society duly called, or by over 67% of votes cast via electronic ballot, provided written notice of proposed changes have been sent to the members 60 days before such meeting or electronic voting begins.