

**TENNESSEE COUNCIL FOR PROFESSIONAL ARCHAEOLOGY
BYLAWS**

ARTICLE I: NAME AND LOCATION

Section 1.01. Name

- a) The name of this organization shall be the Tennessee Council for Professional Archaeology, a nonprofit corporation incorporated in the State of Tennessee, hereinafter referred to as the Council or by the acronym TCPA.

Section 1.02. Offices

- a) Offices of the Council shall be located in the State of Tennessee as determined by the Board of Directors.

ARTICLE II: OBJECTIVES

Section 2.01 The objectives of this Council shall be

- a) To facilitate and assist in the practice of professional archaeology in the State of Tennessee
- b) To curate, display, and otherwise disseminate archaeological information in the State of Tennessee
- c) To stimulate and encourage cooperation between professional and non-professional archaeologists
- d) To strengthen the identification of professional archaeology and of qualified archaeologists as professionals
- e) To encourage high standards in the practice of archaeology
- f) To require ethical behavior and high standards of performance from its membership
- g) To assist governmental and other organizations employing archaeologists in the responsible implementation of their duties
- h) To support existing legislation and legislative efforts that positively affect cultural resources and to stand against legislative efforts that would negatively affect those resources
- i) To provide a broadly-based open forum in which technical, ethical, administrative, and philosophical issues affecting cultural resources can be discussed in a positive atmosphere.

Section 2.02. Ethical Code

- a) The Code of Ethics of the Council shall be that of the Register of Professional Archaeologists (ROPA), incorporated herein by reference.

ARTICLE III. STRUCTURE

Section 3.01 The Council shall be composed of members. It shall have:

- a) Board of Directors (hereafter, Board) which, in addition to such duties as may be prescribed in these Bylaws, shall act as the policy making and administrative body
- b) committees of the Council; and
- c) such officers, contractors, and employees as are necessary to accomplish its purposes.

ARTICLE IV: MEMBERSHIP

Section 4.01. Membership Basis

- a) Membership is open to any person who subscribes to the objectives of the Council, without regard to sex, race, religion, or nationality.

Section 4.02. Privileges.

- a) All members shall enjoy the privileges of the Council

Section 4.03. Membership Application.

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

Section 4.04. Suspension for Non-Payment of Dues.

- a) Any member whose dues are 30 days past due may be suspended and all privileges of membership discontinued. Members suspended for nonpayment of dues may be reinstated at any time upon payment of the current year's dues.

Section 4.05. Termination of Membership

- a) The 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 Council as set forth in these Bylaws or who otherwise makes improper use of membership in the Council. The action of the Board may be subject to any appeals to the Council at its annual 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 5.01. Annual Dues

- a) The annual dues, payable in United States funds, shall be fixed annually by the Board.
- b) The annual dues for members shall include a subscription to all publications of the Council

Section 5.02. Other Charges

- a) Each member shall pay such charges for meetings and activities and such other charges for material as may be determined by the Board.
- b) Policies and charges on services and materials for non-members shall be determined by the Board.

ARTICLE VI: BOARD OF DIRECTORS

Section 6.01. Authority and Responsibility

- a) The governing body of this Council shall be the Board. The Board shall have supervision, control and direction of the affairs of the Council, its committees and publications; shall determine its policies or changes therein; shall actively pursue its objectives and supervise the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable.

Section 6.02. Composition.

- a) The Board shall be composed of a President, President-Elect, Secretary-Treasurer, and eight Board members-at-large representing the major elements of the Council constituency. The immediate Past President shall serve as an *ex officio* member of the Board.
- b) Where possible, the Board membership should include representatives from academic anthropology programs in the state of Tennessee; a federal agency and state agency with archaeological programs and/or interests; avocational archaeologists; contract firms; and historic sites/museums.

Section 6.03. Duration of Office

- a) Board members shall serve for a term of four years and until their successors have been elected or are appointed and qualified. The term of the Board members shall begin at the close of the Annual Business meeting of the Council following their election.
- b) A member of the Board may resign upon presenting a written resignation to the President of the Council, and the resignation shall become effective upon acceptance by the Board.

Section 6.04. Meetings

The Board shall hold at least one meeting annually as such time and place as determined by the President and approved by the Board. Additional meetings of the Board may be called by the President or by the written request of a majority of the members of the Board provided that a notice is sent to each member of the Board ten days prior to the meeting.

Section 6.05. Quorum and Voting

- a) At any meeting of the Board, a simple majority of the voting members of the Board shall constitute a quorum for the transaction of the business of the Council.
- b) Unless otherwise specifically provided by these Bylaws, a majority vote shall govern.
- c) The members of the Board may participate in any meeting by telephone call, and such participation shall constitute presence in person at such meeting.
- d) The President may request action by the Board between meetings of the board by mail ballot, telephone vote, or other electronic means, with appropriate documentation. Such actions taken by a majority of all voting members of the Board shall constitute a ballot action and shall be reported at the next meeting of the Board.

Section 6.06. Vacancies

- a) Vacancies on the Board which occur between the Annual Business meetings of the Council shall be filled by appointment by the Board. Such appointment shall be effective only until the next Annual Business meeting of the Council, at which time the vacancy shall be filled by the newly elected member.

ARTICLE VII: OFFICERS

Section 7.01. Elected Officers

- a) The elected officers of the Council shall be a President, President-elect, and Secretary-Treasurer. All officers are elected by the membership of the Council. The president-elect shall automatically succeed to President at the completion of the incumbent term of office.

Section 7.02. Qualifications for Officer

- a) Any individual who is a voting member of the Council in good standing shall be eligible for nomination and election as an officer.

Section 7.03. Term of Office

- a) Each elected officer shall take office immediately upon the conclusion of the Annual Business meeting of the Council. The President, President-Elect, and Secretary-Treasurer shall each serve for a term of two years.

Section 7.04. Removal

- a) Any officer of the Council may be removed by a three-quarters vote of the Board present and voting whenever in its judgment the best interest of the Council would be served thereby.

Section 7.05. Vacancies.

- a) If there is any vacancy for any reason in the office of the President, the president-elect shall succeed to the office immediately and shall have all the powers and perform all the duties of that office.
- b) If there is a vacancy for any reason in any office which cannot be filled by the provisions for succession to office, the 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 7.06. President

- a) The president shall be the presiding officer of the Council and Chairperson of the Board. The President shall also serve as an ex-officio member of all committees except the Nominating Committee and shall make all required appointments of standing and special committees. At the Annual Business meeting of the Council, and at such other times as deemed proper, the President shall communicate to the members such matters and make such suggestions as may tend to promote the welfare and increase the usefulness of the Council. The president shall perform such other duties as are necessarily incident to the office of President or as may be prescribed by the Board.

Section 7.07. President-Elect.

- a) The President-elect shall succeed to the Presidency. The president-elect shall perform such duties as are delegated or assigned by the President or the Board and shall perform the duties of the President in the event that individual is unable to serve.

Section 7.08. Secretary-Treasurer.

- a) The Secretary-Treasurer shall oversee the proper recording of proceedings of meetings of the Council and the Board, shall insure that accurate records are kept of the corporation and all members, oversee the Council funds; the collection of members dues; the establishment of proper account procedures for the handling of Council funds; and further, shall report on the financial condition of the Council at all meetings of the Board, at the annual business meeting, and at other times as called upon by the President.

ARTICLE VIII: NOMINATIONS AND ELECTIONS

Section 8.01. Nominating Committee

- a) A nominating committee for the nomination of officers and Board members shall be composed of a minimum of three members in good standing.
- b) The President will submit a list of three names to the Board for approval.
- c) The names of the members of the Nominating Committee and their current addresses shall appear prominently in the earliest possible edition of a publication of the Council. There shall also be a listing of the offices to be vacated for which nomination will be made for the ensuing year with a notice that members may suggest the names of candidates for such office to the Nominating Committee before December 1.

Section 8.02. Duties of Nominating Committee.

- a) The Nominating Committee shall nominate one or more member candidates for offices the year those offices will be vacant.

Section 8.03. Election Procedure

- a) Each member shall be entitled to vote for one candidate for each position.
- b) A list of nominations will be presented and voted upon at the Annual Business meeting. Uncontested offices shall be voted by a show of hands. For contested offices, voting shall be by unsigned ballot.
- c) In the event that an annual business meeting is not held, voting shall be by mail ballot. No identification of the voter shall appear on the ballot. Ballots shall be mailed to the members in good standing by the Secretary-Treasurer.
- d) The candidate for the position who receives the highest number of votes shall be declared elected to that position. In the event of a tie vote, the Board shall select among the tied candidates.

ARTICLE IX: MEETINGS AND VOTING

Section 9.01. Annual Business Meeting

- a) The Annual Business meeting shall be held at such time and place as the board shall determine. Notice of said meeting shall be given to all members not less than 30 days prior to the date thereof.
- b) Should the Board decide that unusual conditions make inadvisable the holding of an Annual Business meeting, then a meeting of the Board shall be held in lieu thereof. Such actions shall require a two-thirds vote of the Board in favor of such action.
- c) Should the Annual Business meeting be dispensed with by order of the Board, the President-Elect shall become the president of the Council at the close of the meeting held in lieu of the Annual Business meeting.

Section 9.02. Special Meetings.

- a) Special meetings of the Council may be called by the Board at any time, or shall be called by the President upon receipt of a written request by five 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 30 days prior to the date thereof.

Section 9.03. Voting.

- a) At any meeting of the Council, only voting members shall have the right to vote, which vote shall be cast in person only. Voting by proxy shall not be permitted.

Section 9.04. Quorum of Members.

- a) Upon the convening of any Annual Business meeting or special meeting of members, a quorum shall consist of a simple majority of those voting members present.

Section 9.05. Rules of Order

- a) The rules contained in the current edition of Robert's Rules of Order shall govern the conduct of meetings of the Council in all cases to which they are applicable and which they are not inconsistent with these Bylaws and special rules the Council or the Board may adopt.

ARTICLE X: COMMITTEES

Section 10.01. Committee Formation and Operation

- a) The Board shall create and dissolve each committee, designate charges, and establish policy with regard to budget, size, type of membership, and term. Except where the Bylaws specifically state the formation and operation of a committee, the President shall appoint members to the committees with the advice and consent of the Board.
- b) Each committee shall submit written reports of its activities and recommendations as requested by the Board.

ARTICLE XI. FISCAL AND LEGAL PROCEDURES

Section 11.01. Fiscal Year.

- a) The fiscal year of the Council is the calendar year.

Section 11.02. Fiscal Authority

- a) The Board may receive by devise, bequests, donation, 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 Council except where restricted by these Bylaws.

Section 11.03. Working Fund

- a) The income from annual dues and from investments and other sources shall constitute the Working Fund, available for operating, publications, and other current expenses consistent with the objectives of the Council as the Board may direct.

Section 11.04. Annual Budget

- a) The Board shall adopt a budget each fiscal year.

Section 11.05. Non-compensation

- a) No member of the Board acting in the capacity as an officer or board member-at-large shall receive compensation for the services rendered. Travel expenses personally incurred by the Board members attending to the business of the Council shall be paid by the Council in accordance with rules and procedures adopted by the Board.

Section 11.06. Annual Financial Report

- a) The Secretary Treasurer shall provide to the Board at each regular meeting a report of all receipts and disbursements of Council funds. An annual financial report subsequently shall be published by the Board.

Section 11.07. Indemnification

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

ARTICLE XII: DISSOLUTION

Section 12.01 . Dissolution

- a) The Council shall use its funds only to accomplish the objectives specified in these Bylaws, and no part of said funds shall inure, or be distributed, to the members of the Council.
- b) On dissolution of the Council, all funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board.

ARTICLE XIII. AMENDMENTS

Section 13.01. Originating Proposed Amendments

- a) Amendments to these Bylaws may be proposed by the Board on its own initiative or upon petition to the Board by five percent of the voting members of the Council.

Section 13.02. Approval of Bylaws

- a) Amendments to the Bylaws shall be approved by a simple majority vote of the members present and voting at any Annual Business meeting or special meeting, or by majority vote of the members voting by a 30-day mail ballot.