

**BYLAWS OF THE
PLAINS ANTHROPOLOGICAL SOCIETY
as amended in 1988, 1996, 1999 and 2004**

ARTICLE I. OFFICES

The corporation shall have and continuously maintain in the State of Nebraska a registered office and a registered agent whose office is identical with such registered office as required by the Nebraska Non-Profit Corporation Act. The address of the registered office may be changed from time to time by the Board of Directors. The corporation may have such other offices, within and without the State of Nebraska, as the Board of Directors may determine.

ARTICLE II. MEMBERSHIP

The membership of the corporation shall consist of any person, firm, unincorporated association, or corporation that has paid its membership fee to the PLAINS ANTHROPOLOGICAL SOCIETY.

ARTICLE III. MEETING OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members shall be held in October or November each year. At each annual meeting the Board of Directors shall entertain proposals to host future annual meetings from the membership at-large. Determination of the acceptable proposal shall be by majority vote of the members present at the annual meeting. In the event that no acceptable proposal is received within one year of the ensuing annual meeting, the time and place of the meeting may be designated by the Directors. Proposals to host the annual meeting must specify the geographic location of the meeting, sponsor's institutional affiliation, and provide information identifying the nature and extent of the conference and lodging facilities which shall be available. Proposals should be presented to the Board of Directors no less than two (2) calendar years in advance of the meeting.

Section 2. Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or not less than one-fourth of the members.

Section 3. Notice of Meetings. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting not less than twenty days before the date of such meetings, by or at the direction of the President, Secretary, the officers, or persons calling the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed to be delivered when deposited, postmarked, and addressed to the member at the address as it appears on the records of the corporation, with postage thereon prepaid.

Section 4. Quorum. The members holding five percent (5%) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the

meeting from time to time without further notice.

Section 5. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or a duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Nebraska but must be members of the corporation.

Section 2. Number, Tenure, and Qualifications. The number of Directors shall be nine and shall be classified with respect to the time for which they shall severally hold office by dividing them into three classes, each class consisting of three Directors. The class of Directors which shall be the successors to the class of Directors whose terms shall expire that year shall be elected by the members of the corporation by mail ballot prior to each annual meeting, to serve for three years, and until their successors are elected. The Board of Directors shall conduct and manage the affairs of the corporation, but the Directors shall elect, from among the membership of the corporation, the Editor of PLAINS ANTHROPOLOGIST and a Treasurer for the corporation. The Editor and Treasurer shall be *ex-officio* members of the Board of Directors and shall each be elected for a term of three years. The Editor and Treasurer shall carry out the policies of the Board of Directors.

Section 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this Bylaw immediately after and at the same place as the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the State of Nebraska, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any three Directors. The person or persons authorized to call special meeting of the Board may fix any place either within or without the State of Nebraska as the place for holding any special meeting of the Board called by them.

Section 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least twenty days previously thereto by written notice delivered personally or sent to each Director at their address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited and postmarked in a sealed envelope so addressed with postage thereon prepaid. If notice be given by any electronically transmitted medium including electronic mail or facsimile, such notice shall be deemed to be delivered upon retention of a paper copy of confirmation that the notice has been sent. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at and the purpose of any special meeting must be specified in the notice of

such meeting.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these Bylaws.

Section 8. Compensation. Directors as such shall not receive any stated salaries for their services but by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

Section 9. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors. A Director so selected shall serve the remainder of the term of the vacant position.

Section 10. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors or any action which may be taken at a meeting of Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

ARTICLE V. OFFICERS

Section 1. Officers. The officers of the corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, an Editor, and such other officers as may be elected in accordance with the provisions of the Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person excepting that no person may simultaneously hold the offices of President and Editor or President and Secretary. All officers must be members of the corporation.

Section 2. Election and Term of Office. The officers of the corporation shall be elected by the Board of Directors at the regular annual meeting of the Board of Directors. The President, Vice-President, and Secretary shall be elected annually from the membership of the Board of Directors. The Editor and Treasurer shall each be elected for a term of three years. New offices may be created and filled, according to the provisions of this article, at any meeting of the Board of Directors. Each officer shall hold office until a successor shall have been duly elected and shall have qualified.

The President shall appoint a Nominating Committee of three members, one of whom, and no more than one, shall be a member of the Board of Directors. The Nominating Committee shall make nominations for the Board of Directors which shall be announced in the notice of the annual meeting of the membership. To be nominated, a member must have given prior consent, in writing, to the nomination and must agree to attend the annual meetings held during his/her term of office. Annually, the committee

shall publish a call for nominations from the general membership in the Plains Anthropologist. At least two members in good standing must endorse each general membership nominee. In addition, the committee shall nominate six candidates to run for election to the Board of Directors. A single ballot listing the names of the six candidates from the committee and any additional candidates nominated by members at large shall be mailed to each member. A short biographical sketch of each nominee shall be included with the mail ballot. Ballots must be returned by a specified date. Joint members may photocopy the ballot and submit both copies of the ballot together in the return envelope. Return postage shall be paid by the member. Each member in good standing in the corporation shall be entitled to vote for the specified number of candidates to the Board of Directors. The President, or the President's designee, and a committee of two to four members shall verify and count the ballots. The three candidates receiving the largest number of votes in the returned ballots shall be elected. Tie votes shall be decided by a majority vote of the members attending the annual meeting following the mail vote. The results of the election shall be announced at the annual meeting of members and all candidates shall be sent written notice of the outcome. Newly elected members to the Board of Directors will assume their duties at the Board of Directors meeting immediately following the annual business meeting.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgement the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Any Director may be removed by two-thirds of those members present at an annual meeting of the corporation.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term, provided that vacancies in the Board of Directors shall be filled as in Article IV, Section 9.

Section 5. President. The President shall be the chief executive of the corporation and shall preside at all meetings of the members and of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in those cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation; and, in general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. Upon completion of the duties of the President's term of office, that person shall continue to serve the board as an *ex-officio* for one additional year in the position of Immediate Past-President.

Section 6. Vice-President. In the absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President and, when so acting, shall have all powers of and be subjected to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 7. Treasurer. If required by the Board of Directors, the Treasurer shall

give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall 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 such banks, trust companies, or other depositories as shall be elected in accordance with the provision of Article VI of these Bylaws; keep a register of the post office address of each member which shall be furnished to the Treasurer by such members; and, in general, perform all 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 of Directors. The Treasurer shall cause the books of the corporation to be audited annually by a Certified Public Accountant and shall present a summary report of the audit to the annual meeting of the corporation. The full report of the audit shall be available to the membership at the annual meeting and at any time in the office of the Treasurer.

Section 8. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 9. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the President or the Board of Directors.

Section 10. Editor. The Editor shall perform all duties incumbent to the office of Editor and such other duties as may be prescribed by the Board of Directors from time to time.

ARTICLE VI. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers or agent or agents of the corporation, in addition to the officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers or agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or device for the general purpose or for any special purpose of the corporation.

ARTICLE VII. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Nebraska Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Upon recommendation by the Board of Directors or by not less than one-fourth of the members, these Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority vote at a regular annual meeting. Notice in writing of the proposed amendment or changes must be presented to the membership no less than thirty days in advance of the vote.

This publication of the Bylaws of the Plains Anthropological Society supersedes the version published in 1984 (Plains Anthropologist , vol. 29, no. 103, pp. 90-92) and incorporates amendments adopted in 1988 (vol. 34, no. 124, pp. 188-189), 1996 (vol. 42, no. 160, pp. 282-283), 1999 (vol. 45, no. 171, pp. 123-127), and 2004 (<http://www.ou.edu/cas/archsur/plainsanth/about/2004minutes.pdf>).