Amended and Restated Bylaws
of
The Oklahoma Anthropological Society, Inc.,
An Oklahoma non-profit educational and scientific corporation

These Amended and Restated Bylaws incorporate all amendments adopted through May 2, 2015.

Article I. Corporate Definitions

Section 1. Name. The name of this corporation shall be The Oklahoma Anthropological Society, Inc. (hereinafter called “the Society”).

Section 2. Purposes. The purposes of the Society are: (1) the promotion of and participation in scientific, archeological, ethnological, and anthropological exploration and research; (2) the preservation and conservation of archeological materials and sites; (3) the interpretation and publication attendant thereto; (4) the establishment and administration of a Certification Program to train and certify Society members in the disciplines of archeology, ethnology, and anthropology; and (5) the education of the membership and the public in the significance and importance of such disciplines.

Section 3. Office. The office of the Society shall be in the State of Oklahoma, the exact location to be determined by the Board of Directors.

Section 4. Non-Discrimination. The members, officers, directors, employees, executors, administrators, and all other persons acting on behalf of the Society shall not discriminate on the basis of sex, age, race, color, religion, national origin, sexual orientation or disability.

Section 5. Non-Profit. No part of the net income of the Society shall inure to the benefit of its members, officers, or other private persons; provided, however, the Society shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Article I, Section 2 hereof.

Section 6. Fiscal Year. The Fiscal Year of this Society shall be January 1 through December 31.

Article II. Meetings

Section 1. Annual Meeting. A. The Annual Meeting of the Society shall be held each spring, the date, place, and time as determined by the Board of Directors. The agenda of the
Annual Meeting shall include the annual reports of officers and standing committees, the annual financial report, the appointment of a Nominating Committee (per Article IV, Section 4), any other items of business prescribed by these Bylaws, and any other ordinary business that should be brought to the attention of the Board of Directors.

B. In the event of an emergency, the Board, by a two-thirds \( \frac{2}{3} \) vote, may postpone the Annual Meeting; provided, however, that a reasonable attempt to notify voting members will be made.

C. Cancellation of an Annual Meeting is not permitted.

Section 2. Fall Meeting. The Fall Meeting shall be held in the fall, the date, place, and time as determined by the Board of Directors.

Section 3. Registration Fees. A registration fee shall be required of all voting Society members attending any regularly scheduled business meeting of the Society. All those not members of the Society may attend any non-business part of a Society meeting upon paying a registration fee set for non-members. Speakers and other special invitees of the Society will not be required to pay a registration fee. The amount of such fee shall be set to defray the estimated cost of the meeting.

Section 4. Meeting Costs Shared. The Board and the Local Chapter sponsoring a meeting of the Society will work together on a budget for the meeting to avoid a loss falling on the local chapter and an unanticipated expenditure by the Society. If despite their planning together for these costs an unanticipated overage is experienced through no fault of either the chapter or the Society, the Society will make up the shortage. This assurance is not for the benefit of third parties.

Section 5. Special Meetings. Special Meetings of the Society may be called by the President, a majority of the Board, or by petition of ten percent (10%) of the adult, non-institutional Society membership.

Section 6. Notice. Publication of notice of meetings in the quarterly newsletter of the Society shall be considered adequate notice. Notice of postponement of the Annual Meeting shall be given in the most expedient manner. Alternatively, the Society may provide notice by email to all members for which it has a current email address, while also mailing notice to all other members, except for institutional members. Notice of postponement of the Annual Meeting shall be given in the most expedient manner.

Section 7. Quorum. A quorum of the Society shall consist of those members in good standing registered at any Annual, Fall, or Special Meeting.
Section 8. Proxy Voting. Proxy voting is not allowed in conducting the business of the Society.

Article III. Society Membership

Section 1. Membership. Any persons, firms, corporations, or other entities that support the aims and objectives of the Society may, upon application and payment of dues for the class of membership for which they are applying, be admitted to membership in the Society, provided the Society has no objection to membership based on its Code of Ethics.

Section 2. Membership Classes, Dues, and Benefits. The Board shall, from time to time, establish the various classes of memberships and the dues, fees, terms, and charges relative thereto, and shall determine and establish the benefits relating to each category of membership.

Section 3. Delinquent Dues.
   A. Dues are assessed by calendar year, are payable by January 1, and unpaid dues shall be declared delinquent February 15.

   B. Members who have not paid their dues by February 15 of the current year shall be deemed in arrears and shall not vote or receive further publications until such dues are paid, except for any regular publications due by virtue of timely payment of the previous year’s dues.


Article IV. Officers

Section 1. Elected Officers. The Elected Officers shall be a President, Vice-President, Secretary, Treasurer, and Assistant Secretary-Treasurer.

Section 2. Appointed Officers. The Appointed Officers shall be the OAS Bulletin Editor(s), the Memoir Editor(s), the quarterly newsletter Editor(s), the Certification Council Chair, the Ethics Committee Chair, the Awards Committee Chair, the Publications Fulfillment Chair, the Communications Director, the Membership Chair, and the Dig Committee Chair; all of whom shall be appointed by the President, with the approval of the Board. Appointed Officers shall serve at the pleasure of the Board.

Section 3. Other Appointed Officers.
   A. Positions for Other Appointed Officers, from time to time, may be established and their functions defined as the Board shall determine is necessary, desirable, or expedient for the Society’s business. Such officers shall serve at the pleasure of the Board.
B. “Other Appointed Officers” shall be set forth in the Standing Rules.

Section 4. Nominating Committee.
A. Members. At least sixty (60) days before the Annual Meeting, the President shall appoint, with the approval of the Board, a Nominating Committee composed of five (5) members; of whom three (3) shall be members of the Board and two (2) shall be drawn from the Society membership at large.

B. Duties and Procedures. The Nominating Committee shall select at least one nominee for each office to be filled for the coming year. All nominees must commit to serve if elected. The names of persons being nominated by the Nominating Committee shall be stated in the notice of the meeting at which the election will be held. Additional nominations may be made from the floor at the time of the election; provided, however, that the eligibility and consent of the individual being nominated has been established in the affirmative.

Section 5. Election of Officers.
A. The President and Vice-President shall be elected at the Annual Meeting held in odd-numbered years.

B. The Secretary, the Treasurer, and the Assistant Secretary-Treasurer shall be elected at the Annual Meeting held in even-numbered years.

Section 6. Terms.
A. Elected Officers shall be elected to serve for two (2) years, or until their successors are elected, and their term of office shall begin at the close of the Annual Meeting at which they are elected. Elected Officers shall become members of the Voting Board, as provided in Article V, Section 2, by virtue of their position as Officers. If an At-Large Director becomes an Elected Officer, that individual’s position as At-Large Director shall immediately be deemed vacant. The Board then shall appoint a replacement to assume the vacated At-Large Director position, as provided in Article V, Section 3(A)(2).

B. No member shall hold more than one elected office, and no member shall be eligible to serve more than two (2) consecutive terms in the same office; provided, however, that the Secretary, Treasurer and Assistant Secretary-Treasurer officers shall be eligible for reelection without limitation; and provided, however, that any officer who has served less than one-half (1/2) term shall be eligible to serve an additional two (2) full terms; and provided, however, that after a lapse of one (1) year, such person shall again be eligible to serve in that office.
Section 7. Vacancies. Vacancies in the office of Vice-President, Secretary, Treasurer or Assistant Secretary-Treasurer shall be filled by presidential appointment, subject to approval of the Board. A vacancy in the office of the President shall be filled by the Board. Persons appointed to fill such vacancies shall hold office during the full, unexpired term of the officer being replaced.

Section 8. Removal. Officers may be removed as prescribed in Article V, Section 5; and Article V, Section 6(A & B).

Section 9. Duties.
A. President. The President shall be the chief executive officer of the Society, and shall have the authority and the duty to administer the policies of the Society as determined by the Board of Directors and as may be required by law, and to perform other general duties as are customarily performed by executive officers. The President shall preside at all meetings of the Society, the Board of Directors, and the Executive Committee.

B. Vice-President. The Vice-President shall assume the duties and exercise the powers of the President, in the absence of the President, and shall perform such other duties as the Board of Directors shall designate.

C. Secretary. The Secretary shall keep records of all meetings of the Board of Directors and the Executive Committee, and shall be charged with all the duties customarily incident to such office. The Secretary shall also be responsible for the timely notice of all meetings when such notice is required.

D. Treasurer.
1. The Treasurer shall, under the supervision and control of the Board, have custody of and manage the funds of the Society. The Treasurer shall keep complete books and records of accounts and make reports to the President and/or the Board as requested. All funds shall be kept in federally insured institutions. Checks shall be signed by the Treasurer; provided, however, that:

   a. In the event of a prolonged absence or disability of the Treasurer, the Assistant Secretary-Treasurer or the President shall be authorized to sign such checks; and

   b. The Board may authorize the chairs of committees listed under Board Designated Funds, or their designated representatives, to open and maintain, in federally insured institutions, Society committee accounts to receive all contributions, fees, and other committee monies, and out of which the expenses of the committees shall be paid. The Chairs or their designated representatives shall
be authorized to sign checks on such accounts, and the signature of the Treasurer shall also appear on the accounts. Such accounts shall be established in the name of: (1) the OAS Dig Committee, and (2) the OAS Certification Council. The same “OAS” designation shall apply to any other committees, which may be established by the Board under Board Designated Funds.

c. The Board may in its Standing Rules provide for special funding or reimbursement arising out of its annual meetings.

2. Dedicated and Board Designated Funds.
   a. Dedicated Funds.
      1. Memoir Fund.
         b. Description of Fund. The Memoir Fund shall be maintained in a special, interest bearing account, and such funds shall be used only for the purpose of publishing the Memoirs.
         c. Funding. That portion of all membership dues that exceeds the dues paid for regular basic membership, and dues paid for any designated special memberships, excluding Life Memberships, shall be deposited in the Memoir Fund.
         d. Publication. Memoirs shall be published on an occasional basis, dependent on the availability of suitable manuscripts and sufficient monies within the Memoir Fund. The decision to publish a Memoir shall be made by the Board.
         e. Memoir Distribution and Sales. Classes of memberships that shall receive the Memoirs at no additional cost shall be determined by the Board of Directors, and set forth in the Standing Rules. Additional copies may be printed at the discretion of the Memoir Editor and the Secretary, and may be sold at a price to be determined by the Memoir Editor and the
Secretary. The proceeds of such sales shall be deposited in the Memoir Fund.

2. Life Member Fund. The Life Member Fund shall be maintained in a special interest bearing account. The principal balance of the account shall be maintained to assure adequate support for Life Member services. The interest accruing on the fund shall be paid into the General Fund to compensate for the lack of annual dues from Life Members, to support Society operations. Withdrawals of principal from the fund shall require the approval of the Board.

   a. Special Projects Definition. Projects which do not generally fall under the regular activities of the Society and which would not normally be funded from the General Fund.
   b. Description of Fund. The Special Projects Fund shall be maintained in a special, interest-bearing account, and such fund shall be used only for special projects that adhere to the stated purposes of the Society as determined by the Board of Directors.
   c. Funding. Funding shall include all contributions, memorials, matching funds, grants, and all other gifts to this fund.
   d. Requests for Funding Criteria. Criteria for applications for funding of special projects shall be determined by the Board.

b. Board Designated Funds.

1. Dig Committee Fund. The Dig Committee Fund is to be maintained to receive contributions, fees, and all other monies received by the Committee, and from which the expenses of the Dig Committee shall be paid.

2. Certification Council Fund. The Certification Council Fund is to be maintained to receive contributions, fees, and all other monies received by the Council, and from which the expenses of the Council shall be paid.
E. Assistant Secretary-Treasurer.  The Assistant Secretary-Treasurer shall assist the Secretary and Treasurer in performance of duties as assigned by the Board, or temporarily, by assignment of the President. In that capacity, actions taken by the Assistant Secretary-Treasurer shall have the same binding effect as that of the Secretary and Treasurer. The duties and responsibilities of the Assistant Secretary-Treasurer under this paragraph are limited or modified by any other pertinent provision of these Bylaws.

Section 10. Audit. After the close of the Fiscal Year, and before the Annual Meeting, the financial records of the Treasurer shall be audited by a three-member Audit Committee appointed by the President and approved by the Board. The Audit Committee shall present its report to the Board at each Board Meeting held in conjunction with the Annual Meeting of the Society.

Section 11. Other Officer Duties. In addition to the specially enumerated powers, the Officers of the Society shall perform such other duties and exercise such other powers as may be prescribed by the Board of Directors or imposed on them by law.

Article V. Board of Directors

Section 1. Board of Directors. The affairs of the Society shall be managed by a Board of Directors, hereinbefore and hereinafter also called the Board. There shall be three classes of Directors: Voting, Ex Officio, and Honorary. Each Director must be a member in good standing of the Society.

Section 2. Voting Board. The Voting Board shall consist of no more than forty-one (41) members; the exact number to be determined by the Board at each Annual Board Meeting; including, but not restricted to:

A. The President, Vice-President, Secretary, Treasurer and Assistant Secretary-Treasurer.

B. The OAS Bulletin Editor(s), the Memoir Editor(s), the quarterly newsletter Editor(s), the Ethics Committee Chair, the Awards Committee Chair, the Publications Fulfillment Chair, The Communications Director, the Membership Chair, the Dig Committee Chair, and the Certification Council Chair.

C. Any “Other Appointed Officers” approved by the Board.

D. Twelve (12) At-Large Directors.

E. Each Chapter shall be entitled to select one representative to serve as a Board Director.
Section 3. Directors.

A. At-Large Directors.

1. Nominations. Nominations for At-Large Directors shall be as prescribed in Article IV, Section 4(B).

2. Election. At-Large Directors shall be elected at the Annual Meeting. If an At-Large Director’s position becomes vacant before that individual’s term as Director has expired (whether by resignation, by operation of Article IV, Section 6(A), or by any other circumstances), the Board shall appoint a replacement At-Large Director to serve for the balance of the vacated term or as otherwise provided in these Bylaws as to terms for Directors. The Board may appoint a replacement at the meeting when the vacancy is created or announced, or at a Board meeting thereafter within a reasonable time.

3. Terms.

   a. At-Large Directors shall be elected to serve for three (3) year terms, with terms staggered so that at each Annual Meeting, one-third \( \frac{1}{3} \) of the offices shall be open for election.

   b. No At-Large Director shall serve more than two consecutive terms; provided, however, that any At-Large Director who has served less than one-half \( \frac{1}{2} \) term shall be eligible to serve an additional two (2) full terms; and provided, however, that after a lapse of one (1) year, such person shall again be eligible to serve in that office.

B. Chapter Representatives. A Chapter Representative shall be selected by each chapter to serve for two (2) year terms and shall be subject to the term limits as stated in Article V, Section 3(A)(3)(b). Terms shall begin at the Annual Meeting. Chapter Representatives may vote on any action proposed by the Board. If a Chapter Representative becomes an Elected Officer, Appointed Officer or At-Large Director, that individual’s position as Chapter Representative shall immediately be deemed vacant, and that individual’s chapter shall select a new Chapter Representative to serve for the balance of the term that has become vacant.

C. Ex Officio Director. The Director/State Archaeologist of the Oklahoma Archeological Survey, with his/her consent, shall serve as an Ex Officio Director and shall be entitled to full participation in meetings, and shall
advise and consult with the Board, but shall not vote on any action proposed by the Board.

D. **Honorary Directors.**

1. **Number and Terms.** There shall be as many Honorary Directors as the Board shall from time to time choose. The term of each Honorary Director shall be perpetual, unless rescinded by the Board.

2. **Power and Authority.** Honorary Directors shall be entitled to notice of and participation in Board meetings, but shall not vote on any action proposed by the Board.

3. **Appointment and Qualifications.** Honorary Directors shall be appointed by the Board upon recommendation by the Executive Committee. In general, only past Voting Directors may serve as Honorary Directors, and appointment shall be based upon unusual and excellent service to the Society; *provided, however,* that the President, with the approval of the Board, shall be empowered to appoint as Honorary Directors persons whose strong interest, talents, or skills would be of special benefit to the Society.

**Section 4.** **Powers.** The Board shall have the full power to conduct the business and affairs of the Society; to approve the appointment of standing committee members; to prescribe rules and regulations governing members and usage of Society properties; to approve the annual budget; to change from time to time the membership categories and the dues to be charged therewith; and to do all the other acts necessary in connection with the business of the Society.

**Section 5.** **Conflict of Interest.**

A. Any possible conflict of interest on the part of any member of the Board shall be disclosed to the other members of the Board and be made a matter of record.

B. Any member of the Board having such possible conflict of interest on any matter shall not vote, use personal influence on the matter, or be counted in determining the quorum for the matter under consideration; *provided, however,* that the *Ex Officio* Director shall be exempt from (2) above.

C. If, after appropriate deliberation, the Board considers the potential conflict of interest to be of a general or continuing nature, and as such would make it difficult for an individual to perform efficiently and effectively the assigned duties as a Board member, the Board may rescind or terminate the membership of the Board member as a Director by a two-thirds ($\frac{2}{3}$)
vote of the Board; *provided, however,* that the member under consideration for removal shall be notified in writing at least thirty (30) days before the matter is acted upon.

**Section 6.** Removal.

A. Any voting member of the Board may be removed from office for conduct deemed prejudicial to the interests of the Society. Such removal shall require a two-thirds (2/3) affirmative vote of the Board; *provided, however,* that thirty (30) days’ written notice shall be delivered by registered mail to the member under consideration for removal.

B. In addition to the causes for removal stated in Article V, Section 5 and 6(A), other causes for removal of Board members shall be: conduct detrimental to the interests of the Society; unauthorized use of the name of the Society; lack of sympathy with its objectives; refusal to render reasonable assistance in carrying out its purposes; any violation of the Code of Ethics as stated in Article VII, Section 6(B); absence at more than three (3) consecutive meetings without good and sufficient reason; or disqualification by nonpayment of Society dues.

C. All removals under Article V, Section 6(B) shall be subject to the procedural requirements stated in Article V, Section 6(A).

**Section 7.** Board Meetings.

A. The Board shall hold regular quarterly meetings in January, the spring, July and in the fall. The spring and fall meetings of the Board shall be held in conjunction with the Annual and fall membership meetings of the Society.

B. The Board shall hold special meetings on the call of the President or at least six (6) members of the Board.

C. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if a written consent to such action is signed, or an oral consent to the proposed action is personally received by the President, by the number of members of the Board or of such committee as would have been required to take such action in a meeting, and such written consent, or record of oral consent, is filed with the minutes of proceedings of the Board or committee. An action by oral consent shall be as voted and agreed during a telephone conference with Board or committee members.
Section 8. Quorum. A quorum shall consist of those members present at any meeting of the Board; provided, however, that in no case shall a quorum consist of less than ten (10) Board members.

Article VI. Executive Committee

Section 1. Membership. The Executive Committee shall consist of:
   A. The President, Vice-President, Secretary, Treasurer and Assistant Secretary-Treasurer;
   B. The Dig Committee Chair, the Communications Director; and
   C. The Director/State Archaeologist of the Oklahoma Archeological Survey.

Section 2. Voting Rights. All members of the Executive Committee shall be eligible to vote; provided, however, that the Director/State Archaeologist shall serve as an advisor and consultant to the committee and shall not vote.

Section 3. Powers. In the interval between the meetings of the Board, the Executive Committee shall have and exercise all powers of the Board which may be lawfully delegated in the management of the business of the Society, or such lesser powers as may, from time to time, upon vote of the Directors, be specified.

Section 4. Meetings. Meetings of the Executive Committee may be called by the President, as needed, to conduct the business of the Society, in the interim between meetings of the Board.

Section 5. Quorum. Four voting members of the Committee shall constitute a quorum.

Section 6. Record. The Secretary, or in the absence of the Secretary and the Assistant Secretary-Treasurer, a secretary appointed by the President, shall keep a true record of all Executive Committee meetings, which record shall be open to the inspection of any Society member.

Section 7. Reporting to Full Board. The actions of the Executive Committee shall be reported to the Board at the next regular Board meeting.

Article VII. Committees

Section 1. Standing Committees. The Standing Committees of the Society shall consist of the following:
   A. The Dig Committee;
   B. The Certification Committee (to be known as the “Certification Council”);
   C. The Ethics Committee; and
   D. The Awards Committee.
Section 2. Other Committees. The President shall be empowered to establish, with the approval of the Board, additional standing committees; to establish ad hoc committees as the need arises; and to define the scope of such committee work. Additional standing committees shall be stated in the Standing Rules.

Section 3. Membership.
A. The President shall appoint all committee chairs and members, with the approval of the Board, except the Chair of the Certification Council, which elects its own chair.
B. The President shall be an ex officio member of all committees except the Nominating Committee and the Awards Committee.
C. All committee chairs shall be selected from the membership of the Board; provided, however, that the President may go outside the membership of the Board to select a member with particular expertise to chair an ad hoc committee. Such non-Board member shall be required to be a Society member.

Section 4. Dig Committee.
A. Membership. The Dig Committee shall be composed of three (3) to nine (9) members appointed for a term of three (3) years with terms staggered so that, at each Annual Meeting, one-third ($1/3$) of the positions shall be open for appointment. Members shall be eligible for reappointment.
B. Duties. The Dig Committee shall:

1. Plan, coordinate and operate field activities, including excavations, surveys and all other related activities;
2. Conduct field schools in cooperation with the Certification Council;
3. With the approval of the Board, establish guidelines for the conduct of all field activities and requirements for participation in such activities, including, but not restricted to, the following rules:
   a. Participation shall be limited to Society members;
   b. A registration fee shall be required of all participants; the amount to be determined by the Board;
   c. A minimum age limit shall be established and enforced for participation;
   d. Specified legal forms must be signed prior to participation;
4. Under special circumstances, the Dig Committee is authorized to waive only (a) and/or (b) of the above-stated restrictions; and
5. All monies collected by the Dig Committee shall be deposited in the “OAS Dig Committee” account of the Society.
Section 5. Certification Council.
   A. Purpose. The purpose of the Certification Council shall be to train and certify the proficiency of Society members in the various aspects of archeology, ethnology, and anthropology. Ethics training shall be included in all courses.

   B. Membership. The Certification Council shall be composed of from three (3) to six (6) appointed members; provided, however, that members shall include both avocational members of the Society and professional archeologists.

   C. Terms. Council members shall be appointed to serve three (3) year terms, with terms staggered so that each year one avocational member and one professional archaeologist is appointed. Members shall be eligible for reappointment.

   D. Chair. The President shall appoint, with the approval of the Board, a professional archeologist to serve as the Certification Council Chair.

   E. Ex Officio Members. The Oklahoma State Archaeologist/Director of the Oklahoma Archeological Survey and the Chair of the Dig Committee may serve as ex officio members of the Council without voting privileges.

   F. Banking. All monies collected by the Certification Council shall be delivered to the Treasurer for deposit to the account of the Society. The Treasurer shall separately account for all delivered Certification Council funds, and shall assist the Certification Council to set up procedures for receipt of all funds and delivery to the Treasurer.

Section 6. Ethics Committee.
   A. The Executive Committee shall serve as the Ethics Committee, and shall be responsible for upholding the ethical standards of the Society, by making recommendations to the Board of Directors for appropriate action in specified cases.

   B. A member of the Society may be expelled from the Society, upon a two-thirds (2/3) vote at a Board meeting, for violation of the terms and conditions of federal, state, or local antiquity-historic preservation legislation; for any other such ethical violations; for the unauthorized use of the Society name; for the practice of buying or selling artifacts for commercial purposes; for the disregard of proper archeological field techniques; or for the willful destruction or distortion of archeological data.
C. The Executive Committee, acting as the Ethics Committee, shall establish guidelines and rules for the disposition of complaints, subject to approval of the Board.

D. All complaints filed with the Ethics Committee shall allege a violation as stated in Article VII, Section 6(B). Each will be processed under the applicable guidelines and rules, and referred to the Board for final action.

E. A member who has been expelled from the Society may request reinstatement after one (1) year. An affirmative two-thirds ($2/3$) vote at a Board meeting shall be necessary for reinstatement.

Section 7. Awards Committee.

A. Membership. The Awards Committee shall be composed of from three (3) to seven (7) members of the Society, preferably former recipients of the Golden Trowel Award and/or the Robert E. Bell Distinguished Service Award. Committee members shall be disqualified from consideration for a Society award.

B. Terms. Members shall be appointed by the Chair of the Committee for an annual term, and shall be eligible for reappointment.

C. Chair. The Chair of the Committee shall be appointed by the President, subject to the approval of the Board. The Chair of the Committee shall be a former recipient of the Golden Trowel Award. The term of office for the Chair shall be limited to two (2) years; provided, however, that after a lapse of two (2) years, such person shall again be eligible to serve in that office.

D. Duties.

A. Committee. The Awards Committee shall be responsible for receiving, via its Chair, all nominations, with any supporting letters and documents, for (1) the Golden Trowel Award, and (2) the Robert E. Bell Distinguished Service Award. The Committee shall determine the recipients of those awards.

B. Chair. Before the Annual Meeting, the Chair shall notify the President that an award or awards are to be presented, arrange for the ordering of trophies, and shall preside over the awards ceremony at the Annual Meeting.

Article VIII. Chapters

Section 1. Requirements. Five (5) or more members of the Society may organize a local Chapter, for the purpose of furthering the interests and objectives of the Society, by applying for a Society Charter. Other organizations having a kindred
interest may become affiliated with the Society, provided five (5) or more of their members are members of the Society.

Section 2. Charter. Application for a Charter requires the submission of minutes, officers, and members to the Society Board for approval. Upon Board approval, a Charter shall be issued and the organization shall be recognized as a Society Chapter.

Section 3. Disqualification. A Chapter shall be disqualified from holding a Society Charter if the number of its Society members falls below the five-Society-member requirement. Upon verification of five (5) or more Society members, a Chapter may apply for reinstatement.

Section 4. Revocation. In the event a Chapter of the Society materially disregards any of the purposes or aims of the Society, its Charter may be revoked by a two-thirds (2/3) affirmative vote of the Board.

Section 5. Reinstatement. A Chapter whose Charter has been revoked may request reinstatement after six months. A two-thirds (2/3) affirmative vote at a Board meeting is required for reinstatement.

Article IX. Recognition Awards

Section 1. Golden Trowel Awards. The Awards Committee may annually confer a maximum of three (3) Golden Trowel Awards to those members of the Society designated by the committee as the individual outstanding amateur(s) of the previous year. Golden Trowel nominations from members or chapters shall be submitted confidentially to the Chair of the Awards Committee prior to December 31 of the year for which the award is to be conferred.

Section 2. Robert E. Bell Distinguished Service Award. The Awards Committee may confer, at irregular intervals, an award to be known as the Robert E. Bell Distinguished Service Award. The recipient of such award shall be as designated by the committee. Nominations for this award shall be submitted confidentially to the Chair of the Awards Committee, and may be submitted by anyone at any time. The award is presented to honor an individual who has: (1) rendered invaluable service to the Society; (2) made important contributions to the understanding and public awareness of Oklahoma’s past through publication, teaching and public presentation; and/or (3) undertaken significant action to preserve and protect Oklahoma’s cultural resources.

Article X. Liability

Section 1. No Personal Liability. No director, officer, employee, or agent of the Society shall have power to bind any director, officer, employee, or agent of the Society personally. Any individual, corporation, company, association, partnership, or trust, or any other person extending credit to, contracting with,
or having any claim against the Society shall look only to the funds and property of the Society for payment of any debt, damage, judgment, or decree, or of any money that may otherwise become due or payable thereto from the Society, so that no director, officer, employee, or agent, present or future, of the Society shall be personally liable therefor.

**Section 2. Indemnification.** The Society shall in its sole discretion have the power to indemnify all its directors, officers, employees, and agents pursuant to the laws of the State of Oklahoma including, without limitation, the provisions of Title 18, Oklahoma Statutes, Section 1031, as amended, or its successor statute. The indemnification provided thereby shall not be deemed exclusive of any other right to which those seeking indemnification may be entitled, both as to action in any official capacity and as to action in another capacity while holding such office, and shall continue for official acts as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, personal, and legal representative of such a person.

**Section 3. Insurance.** The Society shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Society, or is or was serving at the request of the Society as a director, officer, employee, or agent of another corporation, partnership, trust, or other enterprise, against any liability asserted against such person and incurred in any such capacity, or arising out of such person’s status as such, whether or not the Society would have the power to indemnify such individual or other such person against such liability under the provisions hereof.

**Article XI. Parliamentary Authority**
The Rules contained in the current edition of Robert’s Rules of Order (Newly Revised) shall govern the Society in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws and any special rules the Society may adopt.

**Article XII. Amendment of Bylaws**
These Bylaws may be amended by two-thirds (2/3) vote of the members of the Society present at an Annual Meeting or Special Meeting called for that purpose; provided, however, that written notice, including copies of the proposed amendments of the Bylaws, shall be given to members of the Society at least thirty (30) days prior to the meeting at which the changes to the Bylaws will be considered. The actual proposed amendments to the Bylaws shall be provided to members either (a) along with the written notice, including email, or (b) if so indicated in the written notice, by posting on the Society’s Web site at least thirty (30) days prior to the meeting. The written notice shall offer to provide a written copy of the proposal upon request of a member to the Secretary. Mailing or personal delivery of the proposal to a requesting member before the meeting shall satisfy the notice requirement of this article. Any alteration in the proposal,
properly germane to the terms of which notice is given, may be made at the meeting without further notice.

**Article XIII. Miscellaneous**

**Section 1. Governing Documents.** The Restated Certificate of Incorporation and these Bylaws shall be considered the governing documents of this Society.

**Section 2. Application.** These Amended and Restated Bylaws shall not disrupt the Society’s flow of functions or business in progress under the previous Bylaws; *provided, however,* that these Amended and Restated Bylaws shall govern the future activities and decisions of the Society as of the close of the meeting in which these Bylaws are adopted.