

BYLAWS
OF
THE FLORIDA ARCHAEOLOGICAL PRESERVATION ASSOCIATION,
A Florida Nonprofit Corporation

Article I. Name and purpose. —

This organization shall be known as the Florida Archaeological Preservation Association (hereinafter referred to as The Association). The Association is a private, not for profit, organization composed of voluntary members. All meetings and records of the Association's Board or membership are declared to be private and shall not be open to the public or any non-member. No member shall make any record of the Association public without express approval by the Board. The primary purposes of the Association are to:

1. Promote wide recognition that historic properties of the state are important legacies to be valued and conserved for present and future generations. The destruction of these nonrenewable historical resources will engender a significant loss to the state's quality of life, economy, and cultural environment. (S. 267.061(1)(a) F.S.)
2. Advocate for the continuation of long standing federal and state governmental policies and laws that adhere to rigorous scientific principles in the investigation of cultural resources on public lands in Florida.

Article II. Board of Directors. —

The Association shall be governed by a Board of Directors elected by the membership in the manner prescribed herein. The Board of Directors shall be elected to two-year terms. The Board of Directors shall have supervision, control and direction of the affairs of the Association, its committees and its publications, shall determine the policies associated with the objectives of the corporation and shall be accountable for the association's assets. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may delegate certain of its authority and responsibility to the Executive Committee.

1. The Board of Directors shall meet at least twice a year but may meet more often at the call of the President. Meetings may be in person, electronically or by conference call. Notice of all Board meetings shall be given to Directors before a meeting is held. The President may call an emergency meeting of the Board of Directors with no minimum advanced notice required to the Directors. An emergency meeting shall only be called to address a need which is critical to the mission of the organization based on the discretion of the President.
2. At any meeting of the Board of Directors a majority of the voting members of the Board shall constitute a quorum for the transaction of the business of the

Association. Voting rights shall not be delegated to another or exercised by proxy. The Board may take action by mail ballot or by electronic mail ballot, and this action shall be valid if affirmed by a vote at the next meeting of the Board.

3. The Board of Directors may fill any vacancies that may occur on the Board by reason of death, resignation or otherwise, with an interim Director for the continuation of the unexpired term.
4. Any director may be removed any time by a two-thirds vote of the Board of Directors at any regular or emergency meeting.
5. The Board shall consist of up to seven (7) directors elected from the membership of the Association, including the officers of the Association (President, Vice-President and Secretary-Treasurer), whom are elected by the Board of Directors.
6. Each Director shall serve a term of two years and may serve a maximum of three two-year terms. Directors shall take office on their election in the preceding year. No Board member, having served three consecutive two- year terms, shall be eligible for re-election until such person has been absent from the Board for one two-year term.
7. Quorum. The presence of a majority of all the Directors shall be necessary at any meeting to constitute a quorum to transact business. The act of a majority of Directors present at a meeting when a quorum is present shall be the act of the Board of Directors. If at any meeting there shall be less than a quorum, a majority of those present may adjourn the meeting to a place and time indicated and a copy of such adjournment action shall be delivered by hand, by U.S. Mail or by electronic mail to all members of the Board of Directors.

Article III. Officers —

The officers of the Association are the President of the Board, the Vice President and the Secretary-Treasurer. Their powers and duties are:

1. President of the Board. — The President will call and preside at all meetings of the membership and the Board of Directors. The Chairman shall also appoint, in the manner established herein, the chairs of all committees established herein or by the Board. The President shall serve as the spokesman for the Association on matters directly related to or consistent with the Bylaws adopted by the Board. The President shall also carry out such additional duties and responsibilities as maybe delegated to them pursuant to these bylaws or by the Board.
2. Vice President.—The Vice President shall, in the absence or at the direction of the President, assume all of the powers and duties of the President. The Vice President shall also carry out such additional duties and responsibilities as may be delegated to them pursuant to these bylaws or by the Board.
3. Secretary-Treasurer. - The Secretary-Treasurer shall be responsible for oversight of the financial affairs of the Association including working with a finance committee on the budget to be approved by the Board and reviewing the monthly financial statements of the Association.
4. Four (4) Directors will be selected one from each of the following categories:
 - a. An active member of the Florida Archaeological Council

- b. An active member of the Panhandle Archaeological Society of Tallahassee
 - c. Two (2) other at-large director nominated by the general membership.
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- 5. Election and term of office.— The President of the Board and the other two officer positions shall be elected by the Board of Directors at the first meeting of the Board held after January 1 of each odd-numbered year. At-large members will serve for one year and be identified as rapidly as possible in January of each year.
 - 6. Staggered Terms. - There shall be staggered terms of office for Directors so that one-third of the directorships shall be up for election each year (or if the number does not evenly divide by thirds, the board shall be divided as close to thirds as possible). The system for staggered terms of office shall be implemented as follows: At the meeting of the Board of Directors at which these bylaws are adopted there shall be a drawing in order to determine the initial terms of the Directors. After the drawing, one board member shall have an initial term of one year, two board members shall have terms of two years, and two board members shall have terms of three years. The minutes of this board meeting shall show the results of the drawing. Each Director shall serve a term of two years and may serve a maximum of three two-year terms. Directors shall take office on their election in the preceding year. No Board member, having served three consecutive two- year terms, shall be eligible for re-election until such person has been absent from the Board for one two-year term.
 - 7. Initial directors serving less than a full three-year term as their initial term (i.e., directors who draw a one-year term or two-year term), shall be considered to have served a full three-year term for purposes of the limits on more than two successive terms.
 - 8. Vacancies.—A vacancy in the office of President will be filled by the Vice President. A vacancy in the office of Vice President shall be filled by the Secretary-Treasurer. A vacancy in the office of Secretary-Treasurer will be filled by the Board. At-large members will be replaced in a similar manner.
 - 9. Removal.—Any officer of the Association may be removed from his office at any time by a two-thirds vote of the Board of Directors.

Article IV. Executive Committee —

- 1. The Executive Committee shall consist of the President, Vice-President, and Secretary-Treasurer. Executive Committee members shall serve a maximum of two years unless elected as an officer of the Association.
- 2. Executive Committee shall meet at the call of the President of the Board. The Executive Committee shall be empowered to assist any outside consultants in managing the affairs of the Association, organizing the agendas for all Board meetings, and working with the various Committee Chairs to bring matters of interest to the Board. The Executive Committee shall not be authorized to implement specific areas of policy as these responsibilities rest with the Board of Directors, unless a

specific task is delegated to the Executive Committee by the Board. All actions taken by the Executive Committee are subject to Board approval and must be reported to the Board at its next subsequent meeting or by the mailing of the minutes.

Article V. Conflicts of Interest. –

No contract or other transaction between the corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are Directors or officers or are financially interested, shall be either void or void able because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or
2. The fact of such relationship or interest is disclosed or known to the members of the Board of Directors entitled to vote on such contract or transaction, if any, and they authorize, approve or ratify it by vote or written consent; or
3. The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board or a committee.
4. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof, which authorizes, approves or ratifies such contract or transaction.

Article VI. Nominations —

1. The Chairman shall appoint a Nominating Committee by August 1 of each year for the purpose of nominating board members whose terms of service are ending .The Nominating Committee shall consist of a chairman selected from among the past Presidents of the Board of Directors, the Secretary-Treasurer, two Board members and two at-large association members.
2. The Association shall solicit nominations from the general membership for each vacancy about to expire Director position and these nominations shall be received by September 1 to qualify for consideration. The Nominating Committee shall develop a slate of Directors to be presented to the membership by November 1 taking into consideration the diverse membership constituencies in the Association. The membership shall have 15 days to respond to this ballot. The candidates receiving the highest number of votes shall be declared elected.

Article VII. Membership —

Any person who supports the principles enumerated in Articles I of and VII of these bylaws may apply for membership and thus support the Association and its goals and objectives.

The Board of Directors will establish policies governing admission and retention of membership and approve all membership applications and renewals.

1. Sustaining Member – This membership classification consists of both public sector and private sector individuals wishing to provide an extra measure of support. Sustaining membership dues are \$75.00 per year or as prescribed by the Board.
2. Regular Member– This member class will consist of those individuals who are interested in protecting Florida’s resources. Dues are \$25.00 per year or as prescribed by the Board.
3. Institutional Member – This member class will consist of organizations that support the objectives of the Association. Dues are \$150 per year or as prescribed by the Board.
4. All members must adhere to the State of Florida’s long standing declaration that cultural resources are:

“... an important legacy to be valued and conserved for present and future generations. The destruction of these nonrenewable historical resources will engender a significant loss to the state’s quality of life, economy, and cultural environment ... and all treasure trove, artifacts, and such objects having intrinsic or historical and archaeological value which have been abandoned on state-owned lands or state-owned sovereignty submerged lands shall belong to the state with the title thereto vested in the Division of Historical Resources of the Department of State for the purposes of administration and protection” (Florida Statute 267.061, 2016).

5. Membership in the Association shall be denied to:
 - i. Any person who acts in a manner that is inconsistent with the association’s objectives and Bylaws and/or any archaeology related Federal or State laws, or local ordinances.
 - ii. Anyone engaged in the illegal practice of buying, selling, or exchange of archaeological materials for the purpose of self-gain which is declared contrary to the Constitution or Bylaws of this Association.
6. Failure to adhere to these tenets is cause for membership revocation upon 2/3 vote of the board.
7. Any member who is in good standing may have a vote during general membership meetings.

Article VIII. Annual Meeting. —

There shall be an annual meeting of the membership to be held each year at the direction of the Board. The purpose of the meeting is for the officers to report on the interim activities of the Association and the actions of the Board of Directors in addition to the conduct of such business as may be contemplated by these bylaws.

Article IX.—Dispute Resolution.—

Any member of the Association may initiate a complaint directed at another member concerning an alleged violation of the provisions of membership. The member shall submit a written statement to the President that describes the substance of the complaint and the relief requested.

A. Upon receipt of the complaint, the President shall first provide notice and a copy of the complaint to the member that is the subject of such complaint. The President shall then designate three members of the organization as a panel to review and resolve the complaint. None of the members shall have a material interest in the outcome and each has an affirmative duty to disclose the potential for a conflict if he or she is in doubt. The panel shall convene at a time and place that is as convenient as possible to everyone involved and in consideration of whether an expeditious conclusion is suggested by the circumstances of the complaint. A refusal to participate in the process or otherwise provide a substantive response by the member against whom the complaint is filed shall be considered to be an admission of the substance of the complaint, in which event the panel may consider appropriate sanctions as appropriate to the facts and circumstances.

B. Meetings of the panel shall be informal and shall allow each party ample opportunity to present facts and opinions. However, the panel shall enforce appropriate decorum and may limit or prohibit remarks that are irrelevant, redundant, or unduly inflammatory. A complaint must be supported by tangible evidence such as a written document, a recording of a legislative proceeding, a tape or written script of materials conveyed via electronic media, or other such material. It is not the role of the panel to weigh the credibility of the parties and it may not consider verbal conduct that is not supported by tangible evidence unless the parties agree to the accuracy of the substance of the verbal conduct.

C. The principal purpose of the panel is to mediate disputes and to arrive at a resolution that is satisfactory to the parties. If successful resolution is achieved, the panel shall submit a report to the Board that briefly summarizes the proceeding and describes the resolution that was reached. However, and as may be justified by the circumstances, the panel may make recommendations to the Board concerning either or both parties, as appropriate, that include a letter of guidance, a written censure, or suspension or expulsion from the organization. The recommendation may be contingent on the performance or nonperformance of designated remedial actions as set forth therein.

D. The Board shall consider the recommendations for sanction as submitted by the panel. Consideration shall be at regularly-scheduled meetings or at a meeting called specifically for this purpose as appropriate to the exigencies of the situation as determined by the President. The parties may make brief statements to the Board concerning the recommendation but consideration shall be based on the substance of the panel's recommendations and not on a de novo review of the facts. The Board may reject, modify, or adopt the recommendations by a majority vote and the President shall take such subsequent actions as may be required to implement the Board's action. The membership of the Association shall be advised of the substance of complaint and of the disposition by the Board.

E. The complaint and all correspondence, discussions, meetings and any other information arising from it shall be private in every regard except as to those directly involved in the dispute resolution process described herein. However, the Board may provide the membership a summary of all complaints in a given year; provided that summary of a complaint and its disposition shall be in a manner that does not identify the parties by name or set forth the circumstances of the complaint to the extent that the identities of the parties can be reasonably ascertained.

F. As a prerequisite to participation in the dispute resolution process, each party shall execute a statement in a form that is approved by the Board whereby he explicitly waives any and all liability that may arise on the part of one or more members as a result of good faith participation in the resolution of the complaint that is the subject of the proceeding that is conducted in substantial compliance with the Article.

Article X. Indemnification. —

The Association shall indemnify any officer or director, or any former officer or director, of the corporation to the fullest extent permitted by law.

Article XI. Amendments. —

These bylaws may be amended by action of a two-thirds vote of the Board of Directors.