

**Bylaws
Of
SOUTHWESTERN ARCHAEOLOGY, INC
(August 6 2016)**

The Bylaws described herein replace and supersede all previous Bylaws governing Southwestern Archaeology, Inc.

ARTICLE 1
OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation is located at 764 Pawnee in the city of Flagstaff, Coconino County, State of Arizona.

SECTION 2. CHANGE OF ADDRESS

The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county and/or state by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

_____ Dated: _____, 20 __ __
_____ Dated: _____, 20 __ __
_____ Dated: _____, 20 __ __

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

SECTION 4: RECORDS REPOSITORY

The records, manuscripts, financial records, and other documents deemed vital by the Board of Directors shall be preserved in perpetuity at one or more repositories designated for such purpose by the Board. Such an institution may include Arizona State Museum (Tucson, Arizona), Laboratory of Anthropology (Santa Fe, New Mexico), Museum of Northern Arizona (Flagstaff, Arizona) or other publically accessible archival facilities.

ARTICLE 2
NONPROFIT PURPOSES

SECTION 1. IRC SECTION 501(C)(3) PURPOSES

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Furthermore, the purpose for which this corporation is organized is the transaction of any or all lawful business for which nonprofit corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.

SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this corporation lie exclusively within the areas of education and scientific investigation in Section 501(c)(3) of the Internal Revenue Code and shall be as follows:

- a. To promote and maintain an organization and administrative mechanism whereby professional archaeologists, anthropologists, other scientists, the interested public, and members of the Native American community may meet annually as the Pecos Conference: “Each August, archaeologists gather under open skies somewhere in the southwestern United States or northwestern Mexico. They set up a large tent for shade, and then spend three or more days together discussing recent research, problems of the field, and the challenges of the profession. In recent years, Native Americans, avocational archaeologists, the general public and media organizations have come to speak with the archaeologists. These individuals and groups play an increasingly important role, as participants and as audience, helping professional archaeologists celebrate archaeological research and to mark cultural continuity.”
- b. To encourage scholarship and public speaking by members of our associated disciplines through the Cordell/Powers Prize: “The Cordell/Powers Prize will be awarded for the best extemporaneous talk presented at the Pecos Conference following the established rules of the Cordell/Powers Prize, as amended from time to time. The competition honors Linda S. Cordell and Robert P. Powers: teachers, mentors, advisors, and friends to countless Southwestern archaeologists.”
- c. To undertake any other activities for the purposes of promoting the Pecos Conference, Cordell/Powers Prize, and Southwestern Archaeology as seen fit by the board of directors, or voted for by referendum at the Pecos Conference Annual Business Meeting.
- d. To secure grant and contract funds, gifts, donations, and other support from federal agencies, state agencies, local agencies, private industry, and other sources which will further the educational and scientific investigation activities of the corporation.

ARTICLE 3 DIRECTORS

SECTION 1. NUMBER

The corporation shall have at least four (4; one for each of the Four Corners states of Arizona, Colorado, New Mexico, and Utah) and not more than eight (8) directors and collectively they shall be known as the Board of Directors. One member of the Board shall reside in the state of Arizona and act as Statutory Agent, per the Articles of Incorporation. The Organizer for the upcoming year's Pecos Conference shall be a member of the Board of Directors during the year beginning with and ending with the Pecos Conference Business Meeting; his or her appointment is contingent upon agreeing to serve as Pecos Conference Organizer. A member of the Cordell/Powers Prize Committee may also be a member of the Board of Directors, and shall be chosen by the Committee. Pecos Conference Organizer and Cordell/Powers Prize Committee members are not mutually exclusive with other roles on the Board of Directors.

SECTION 2. POWERS

Subject to the provisions of the laws of the state of Arizona and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3. DUTIES

It shall be the duty of the directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws, which minimally shall entail filing an annual report with the Arizona Corporation Commission, and a 501(c)(3) tax filing with the Internal Revenue Service;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- c. Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- d. Meet at such times and places as required by these Bylaws;
- e. Register their addresses with the Secretary of the corporation, and notices of meetings sent by post or electronic mail to them at such addresses shall be valid notices thereof.

SECTION 4. TERM OF OFFICE

Term of office for each director shall be two years. The second year for the Pecos Conference Organizer will be as a non-voting advisor to the active Pecos Conference Organizer, to provide continuity and assistance in the transition to the next year's conference.

SECTION 6. COMPENSATION

Directors shall serve without direct compensation for their duties as a director except that a reasonable fee may be paid to directors for attending regular and special meetings of the Board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. A director may in addition serve as a consultant and in that capacity may be paid a reasonable compensation for carrying out job duties directly related to purposes and business of the corporation. The Board may also authorize reasonable compensation to the Organizer of the Pecos Conference as a consultant

for the purposes of organizing the Pecos Conference. Any compensation for direct expenses will not exceed applicable GSA schedules for that location and season.

SECTION 6. PLACE OF MEETINGS

Meetings shall be held annually at the Pecos Conference Business Meeting, and by teleconference (which can include telephone, voice over internet protocol, instant messaging, or other electronic means) from the principal office of the corporation unless otherwise provided by the Board or at such other place as may be designated from time to time by resolution of the Board of Directors.

SECTION 7. REGULAR MEETINGS

Meetings of the Directors shall be held a minimum of three (3) times annually, generally at the Pecos Conference and as needed to prepare for the upcoming year's Pecos Conference. The date and time of the Pecos Conference Business Meeting will be established by the Organizer of each year's meeting. The date and time of other meetings shall be determined by vote of the Board during the prior regular meeting. From time to time the Board may find it necessary to change the time and date of a previously scheduled meeting, in which case all members of the Board will be given written notice of the change in date and time of the scheduled meeting. Such notice will be given by electronic mail at least five (5) and not more than thirty (30) days in advance of the newly scheduled meeting.

SECTION 8. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President of the Board, the Vice-President, the Secretary or by any two directors. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting. Meetings involving teleconference attendance by Directors who are not able to physically attend will be initiated from the principle office.

SECTION 9. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- a. Regular Meetings. Under the provisions of Article 4, Section 8 in these Bylaws, no further notice need be given of any regular meeting of the Board of Directors.
- b. Special Meetings. At least three days prior notice shall be given by the Secretary of the corporation to each director of each special meeting of the Board. Such notice may be oral or written, may be given personally, by first class mail, by electronic mail, or by telephone, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.
- c. Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 10. QUORUM FOR MEETINGS

A quorum shall consist of at least one-half and no less than four of the members of the Board of Directors. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of state law in Arizona, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

SECTION 11. VOTING

In any meeting of the Board of Directors in which a quorum is met, voting may be by voice vote or written ballot for Board members present at the meeting or by voice vote on the phone, by mail, by electronic mail, or by proxy for any Board member not physically present at the meeting.

SECTION 12. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

SECTION 13. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the corporation or, if no such person has been so designated or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

SECTION 14. ELECTIONS AND VOTING

At the first regular meeting of directors held at the Pecos Conference Business Meeting following the date of official filing of the Arizona Corporation Commission Annual Report for 2016 and Certificate of Disclosure, at least four initial directors of the corporation shall be elected by the persons identified as the initial Directors in the Articles of Incorporation, with that election validated by the participants of the Business Meeting. Subsequent to that first meeting, additional directors may be elected and added to the Board as needed, by confidential ballot or voice vote of the Board of Directors. The duly elected Board of Directors replaces the transitional Board identified in the 2016 Arizona Corporation Commission Annual Report, and the Pecos Conference Steering Committee.

SECTION 15. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the maximum number of authorized directors has not been reached or is increased. Any director may resign effective upon giving written notice to the President of the corporation, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of the state of Arizona. Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of the state of Arizona. Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the Board may be filled by approval of the Board of Directors. If the number of directors then in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the Board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

SECTION 16. NONLIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 17. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of Arizona.

SECTION 18. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE 4 OFFICERS

SECTION 1. DESIGNATION OF OFFICERS

The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, an Information Specialist, and a Pecos Conference Organizer. Any other two offices may be held by the same person except for the President and Secretary, except for the President and the Vice President, and except for the Treasurer and the Pecos Conference Organizer.

SECTION 2. QUALIFICATIONS

The person serving on the Board of Directors does so to perpetuate the Pecos Conference as the Conference of Southwestern Archaeology to the best of their ability, maintaining it as informal, outdoors, and inclusive. Academic, professional, or avocational experience in the discipline of archaeology or related fields is strongly encouraged as a qualification for the Board of Directors, but not required.

SECTION 3. ELECTION AND TERM OF OFFICE

Officers shall be elected by the Board of Directors during the regular August meeting of the Board. Nominations will be solicited beforehand and candidates will be posted to the current website maintained by Southwestern Archaeology, Inc., prior to the election. Each officer shall be elected to office for a two-year term and shall serve until the next election of officers or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. Any person may hold an office for any number of two-year terms, successive or not. The term of the Pecos Conference Organizer shall be two years, with the second year to be as an ex-officio non-voting advisory member of the Board. Pecos Conference Organizer is appointed to the Board by the other members of the Board after reviewing and accepting a proposal to organize the Pecos Conference for the coming year, or a subsequent year.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by a majority vote by written ballot by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

SECTION 6. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such

other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors. The President may delegate the Treasurer or other employee of the corporation to fulfill this duty as needed.

SECTION 7. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

- a. Certify and keep at the official repository of the corporation the original, or a copy, of the Articles of Incorporation as amended or otherwise altered to date.
- b. Certify and keep at the official repository of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.
- c. Keep at the official repository of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- d. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- e. Be custodian of the records of the corporation produced during their term of office (active records) and ensure that such records are posted to the corporation website and available for public inspection, as appropriate or required, and share with other Pecos Conference repositories archival information about Pecos Conference.
- f. Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.
- g. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law of the state of Arizona, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9. DUTIES OF TREASURER

The Treasurer shall:

- a. Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- b. Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever, including the receipt of the Pecos Conference Seed Money after the final accounting of the conference has been completed.
- c. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements. Annually, the Treasurer shall disburse the Pecos Conference Seed Money to the Pecos Conference Organizer for

the purpose of establishing a temporary account from which the business of the Pecos Conference in that year shall be done. The Pecos Conference Organizer shall have the duty of receiving and disbursing funds pertaining to the annual Pecos Conference and Cordell / Powers Prize.

- d. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. Such accounts shall be audited annually and filed with the Arizona Corporation Commission and Internal Revenue Service.
- e. Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore.
- f. Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.
- g. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- h. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law in the state of Arizona, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 10. DUTIES OF INFORMATION SPECIALIST

The Information Specialist shall:

- a. Have charge and custody of, and be responsible for any and all websites, domain names, social media sites, and email that the Board deems necessary to advance the mission of Southwestern Archaeology, Inc...
- b. Work with the Pecos Conference Organizer and Cordell/Powers Prize Committee to ensure the timely release of information regarding the Pecos Conference and Cordell/Powers Prize, including, but not limited to, updates of the websites, social media outlets, and written press releases.
- c. Maintain the records of the corporation, including but not limited to, the Articles of Incorporation and Bylaws, for public inspection and review on the website of the corporation.
- d. Forward or bring to the attention of the Board in a timely manner outside requests for information regarding Southwestern Archaeology, Inc., Pecos Conference, the Cordell/Powers Prize or general topics in Southwestern Archaeology that are relevant to the stated goals of the corporation, and not unduly frivolous in nature.

SECTION 11. DUTIES OF PECOS CONFERENCE ORGANIZER

The Organizer shall:

- a. Agree to take on all of the duties and responsibilities of organizing the annual Pecos Conference at a location that the organizer selects and for which they propose a reasonable association by proximity and/or organizational affiliation, including, but not limited to acquiring all needed permits and waivers, registration, logistics, and coordination with the other members of the Board of Directors.
- b. Be entrusted with the loan of a specific amount of money referred to hereafter as "The Pecos Conference Seed Money" for a term of not less than nine months and not exceeding 16 months to be used as needed to secure permits, tent rental, souvenir purchases, and other legitimate costs associated with organizing the Pecos Conference, and to be repaid in full to Southwestern Archaeology, Inc. from the proceeds of the Pecos Conference. The Organizer is expected to account for all income and expenses associated with the Pecos Conference, and to provide financial statements of profit and loss, income, expenses,

refunds, and other financial information to the Board for the permanent records of the corporation. The Board of Directors shall establish the amount of the Pecos Conference Seed Money, and shall revisit that amount as needed to ensure sufficient funds are available to the Pecos Conference Organizer to prepare for the upcoming year's conference.

- c. Draw upon the records of the corporation and the collective expertise of the members of the Board to organize the Pecos Conference.
- d. Distribute income in excess of expenses as follows: 1) five percent (5 %) of the amount exceeding the amount of the Pecos Conference Seed Money shall be returned to Southwestern Archaeology, Inc. as a hedge against future loss by a Pecos Conference; and 2) the remainder may be designated according to the preferences of the Organizer, provided the recipients are other not-for-profit organizations, state or Federal agencies, academic institutions, or other organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, including additional distributions to the Pecos Conference Seed Money account and/or Cordell/Powers Prize Fund.
- e. Advise the next year's Pecos Conference Organizer and the Board when requested to do so on the logistics and other issues pertaining to the conference organization.

SECTION 12. COMPENSATION

The monetary compensation of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any monetary compensation received by officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation. Compensation to the Pecos Conference Organizer shall be decided at the discretion of the remaining members of the Board, should the Organizer be able to accept compensation for their duties, and voted on at the next Pecos Conference Business Meeting by the assembled participants.

ARTICLE 5 COMMITTEES

SECTION 1. OTHER COMMITTEES

The corporation shall have such committees as may from time to time be designated by resolution of the Board of Directors. These committees must include at least one member of the Board, and may in addition consist of persons who are not also members of the Board. These committees shall act in an advisory capacity to the Board and shall not act in lieu of the Board. The Cordell/Powers Prize Committee is a permanent committee of the corporation. The Pecos Conference committee is formed each year by the Pecos Conference Organizer as needed to assist them in organizing the Pecos Conference, and is dissolved upon the successful repayment of the Pecos Conference Seed Money, archiving of the Pecos Conference financial statements and registration, and fulfillment of any and all permits.

SECTION 2. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 6

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws or in the laws of the state of Arizona, may by resolution authorize any officer or agent of the corporation 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. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer, who will oversee the permanent accounts of the corporation and shall distribute monies as designated by the Board to the Pecos Conference Organizer and the Cordell/Powers Prize awardees annually. All monetary transactions shall be witnessed and counter-signed by another member of the Board or by a person so designated by the Board. At the discretion of the Board, an alternate or alternates may be designated for counter-signing, should the designated person not be available.

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 devise for the nonprofit purposes of this corporation.

ARTICLE 7
CORPORATE RECORDS AND REPORTS

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its official repository:

- a. Minutes of all meetings of directors, committees of the Board and of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- c. A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by any who wish to view them on the Southwestern Archaeology, Inc. website, where these documents shall be permanently posted for as long as the corporation remains in business.
- d. Copies of active records may be kept at the principal office, and/or other office(s) of the members of the Board as needed. Records that are no longer active shall be curated for posterity at the official repository of the corporation, and other Pecos Conference repositories of record, as requested.

SECTION 2. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 3. PERIODIC REPORT

The Board shall cause all annual reports required under law of the state of Arizona to be prepared and delivered to an office of this state and to the members of this corporation, to be so prepared and delivered within the time limits set by law.

ARTICLE 8
IRC 501(C)(3) TAX EXEMPTION PROVISIONS

SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation, including the award(s) of the Cordell / Powers Prize or any other prize that may be established by the Board.

SECTION 3. DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more purposes of perpetuating the Pecos Conference of Southwestern Archaeology and the Cordell / Powers Prize within the meaning of Section 510(c)(3) of the Internal Revenue Code or shall be distributed to a like-minded not for profit organization. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

ARTICLE 9
AMENDMENT OF BYLAWS

Subject to the power of the members of this corporation to adopt, amend or repeal the Bylaws of this corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any portion of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

ARTICLE 10
CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 2016 as amended from time to time, or to corresponding provisions of any future federal tax code.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation named Southwestern Archaeology, Inc., and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of fourteen (14) preceding pages, as the Bylaws of this corporation.

Dated: August 6, 2016

KENNY.BRIAN.WILLIAM.13543
15196

Digitally signed by KENNY.BRIAN.WILLIAM.1354315196
DN: c=US, o=U.S. Government, ou=DoD, ou=PKI, ou=USA,
cn=KENNY.BRIAN.WILLIAM.1354315196
Date: 2017.10.19 12:31:39 -0700'

Brian Kenny



David Purcell



Kimberly Spurr



Tom Windes