

**BYLAWS
OF THE WYOMING ARCHAEOLOGICAL FOUNDATION**

**ARTICLE I
OFFICES**

- Section 1. The principal office of the Foundation shall be located at such place as shall be determined by the Board of Directors from time to time.
- Section 2. The Foundation may have such other offices within the State of Wyoming and at such places as shall be determined from time to time by the Board of Directors.

**ARTICLE II
FISCAL YEAR**

- Section 1. The fiscal year of the Foundation shall correspond to the accounting period of the Wyoming Archaeological Society, April 1 to March 31.

**ARTICLE III
MEMBERS**

- Section 1. The membership of this Foundation shall be the Board of Directors.
- Section 2. The Board of Directors shall consist of seven members: five (5) voting members and two (2) non-voting members.

**ARTICLE IV
BOARD OF DIRECTORS**

- Section 1. **General Powers.** The Board of Directors shall manage the affairs and business of the Foundation.
- Section 2. **Membership.** The first Board of Directors of the Foundation shall consist of the Directors named in the Certificate of Incorporation. All subsequent Boards will be elected or appointed in accordance with the current Articles of Incorporation.
- Section 3. **Meetings.** Regular meetings of the Board of Directors shall be held at least annually with the meeting in conjunction with the annual meeting of the Wyoming Archaeological Society. The regular meeting is set at the adjournment of the previous meeting, and by written notice from the Secretary as provided by the President at least ten (10) working days prior to the meeting. Special meetings of the Board of Directors may be called at any time by the President or by a quorum of the voting members of the Board of Directors. At least three days' notice shall be given for special meetings.
- Section 4. **Quorum.** At all meetings of the Board of Directors, three (3) voting members of the Board shall constitute a quorum for the transaction of any and all business.

- Section 5. **Committees.** The Board of Directors may create and the President shall then appoint such special and standing committees, as it may deem advisable.
- Section 6. **Resignation.** Any Director may resign at any time by giving written notice to the Board of Directors or to the President. Such resignation shall take effect on the day specified in such notice.
- Section 7. **Removal.** Any member of the Board of Directors may be removed from the Foundation, with cause, by a quorum of the voting membership of the Board. Cause for removal includes, but is not limited to, nonpayment of Wyoming Archaeological Society dues, violation of Wyoming Archaeological Society rules of conduct, and nonparticipation in Foundation business.

ARTICLE V OFFICERS

- Section 1. **Number.** The officers of the Foundation shall be a President, Secretary, and Treasurer/Executive Treasurer.
- Section 2. **Election and Removal.** The officers shall be chosen from among the members of the Board of Directors. The President and Secretary shall be elected by the Board of Directors and shall hold office for the term of one (1) year or until their successors are elected and take office. If the Board of Directors deems it necessary to institute the Executive Treasurer position no Treasurer position will be filled. The Executive Treasurer position shall be appointed by the Board of Directors and will be a non-voting position. Otherwise the office of Treasurer (a voting position) shall be elected by the Board of Directors and shall hold office for the term of one (1) year or until their successor is elected and take office. Officers so elected, or appointed, may be removed from office, with cause, by a quorum of the Board of Directors. Vacancies in any office shall be filled by the Board of Directors for the balance of the term.
- Section 3. **Resignation and Vacancies.** Any officer may resign at any time by giving written notice to the Board of Directors or to the President. Such resignation shall take effect on the date specified in such notice.
- Section 4. **Salaries.** No Board member shall be paid or receive directly or indirectly any profit or pecuniary advantage. Any Board member may be reimbursed for approved expenses incurred during the conduct of Foundation business.
- Section 5. **Duties of Officers.** The duties of the officers shall be such duties as usually attach to such offices and, in addition thereto, such further duties as may be designated and assigned from time to time by the Board of Directors.
- (a) The President shall preside at all meetings of the Foundation Board. He/she shall perform such duties as usually pertain to the office, including preparation of an agenda prior to each meeting.
 - (b) The Secretary shall perform all duties of the President during the absence or disability of the President. In addition, the Secretary shall provide written notice of all meetings to the Board members, shall take minutes at all meetings, and shall distribute copies of minutes to all Board Members and the principal officers of the Foundation.
 - (c) The Treasurer, or Executive Treasurer, shall keep and maintain all financial

records of the Foundation. He/she shall establish and maintain Foundation accounts as needed, with arrangements for the signing of all checks and/or withdrawals by either the Treasurer, or Executive Treasurer, or President. He/she shall present a written financial report at all business meetings and shall keep the Board apprised of the Foundation's financial position.

Section 6. The Treasurer, or Executive Treasurer, shall be bonded at the expense of the Foundation for fidelity in a sum fixed by the Board.

ARTICLE VI CONTRACTS, CHECKS AND MISCELLANEOUS

Section 1. **Contracts.** The Board of Directors may authorize any officer, agent or employee of the Foundation to enter into any contract or execute and deliver any instrument in the name of the Foundation. No officer, agent or employee shall have any power or authority to bind the Foundation by any contract or engagement or to pledge its credit or to render it liable pecuniary for any amount, without proper authorization.

Section 2. **Funds.** All funds of the Foundation shall be deposited to the credit thereof under such conditions and in such depositories as the Board of Directors may designate, and for the purpose of such deposit any person or persons to whom such power is designated may endorse, assign and deposit checks, drafts and other orders for the payment of funds payable to the order of the Foundation. All checks, drafts or other orders for the payment of money issued by the Foundation shall be signed by the Treasurer, or Executive Treasurer, and by such person or persons as may, from time to time, be designated by the Board of Directors.

The Board of Directors shall have sole discretion and authority to disburse the funds, properties or any other assets of the Foundation. No moneys, grants, properties or other valuables may be disbursed without the expressed and written consent of the Board of Directors.

The Treasurer, or Executive Treasurer, may reimburse authorized Board members, agents or employees up to \$150.00 for documented expenses incurred in the ordinary course of business without the consent of the Board of Directors.

Section 3. An independent audit shall be conducted on the Foundation financial books either before or during each annual meeting in the spring.

ARTICLE VII AMENDMENTS AND GENERAL PROVISIONS

Section 1. **Amendment.** These Bylaws may be amended, altered or repealed, in whole or in part, by vote of a quorum of the Board of Directors at any regular meeting or at any special meeting, provided the notice of such special meeting sets forth the proposed amendment. Proposed Bylaws amendments must be delivered to all Board Members thirty (30) days in advance of any meeting where a vote on said amendments is to be taken.

These Bylaws are approved by the undersigned voting members present at the Wyoming Archaeological Foundation Spring Meeting on April 30, 2022.

Signed By:

President: Mavis Greer
Mavis Greer

Secretary: Sylvia Huber
Sylvia Huber

Executive Treasurer: Marcia Peterson
Marcia Peterson

WAS President: John Laughlin
John Laughlin

Members at Large: Jenny Aiello
Jenny Aiello

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Tyson Arnold