

BYLAWS
of
Verde Valley Archaeology Center, Inc.
as amended through June 19, 2013

ARTICLE I
OFFICES, CORPORATE SEAL, AND CORPORATE ARTICLES

Section 1. Principal Place of Business. The Corporation's known place of business shall be 385 South Main St., Camp Verde, Arizona 86322, with a mailing address of Post Office Box 3474, Camp Verde, Arizona 86322.

Section 2. Other Offices. The Corporation may also maintain offices at such other place or places, either within or without the State of Arizona, as may be designated from time to time by the board of directors, and the business of the Corporation may be transacted at such other offices with the same effect as that conducted at the principal office.

Section 3. Corporate Seal. A corporate seal shall not be requisite to the validity of any instrument executed by or on behalf of the Corporation, but nevertheless if in any instance a corporate seal be used, the same shall be, at the pleasure of the officer affixing the same, either (a) a circle having on the circumference thereof the name of the Corporation and the year of incorporation and in the center "Corporate Seal Arizona," or (b) a circle containing the words "Corporate Seal" on the circumference thereof.

Section 4. References to Articles. Any reference herein made to the Corporation's Articles will be deemed to refer to its Articles of Incorporation and all amendments thereto as at any given time on file with the Arizona Corporation Commission, together with any and all certificates theretofore filed by the Corporation with the Arizona Corporation Commission.

Section 5. Seniority of Articles. The statutes of the State of Arizona will in all respects be considered superior to the Articles, with any inconsistency resolved in favor of said statutes. The statutes and Articles will in all respects be considered senior and superior to these Bylaws, with any inconsistency to be resolved in favor of the statutes and Articles, and with these Bylaws to be deemed automatically amended from time to time to eliminate any such inconsistency which may then exist.

ARTICLE II
MEMBERS

Section 1. Members' Meetings. All meetings of members shall be held at such place as may be fixed from time to time by the board of directors, or, in the absence of direction by the board of directors, by the president or secretary of the Corporation, either within or without the State of Arizona, as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section 2. Annual Meetings. Annual meetings of members shall be held on the third Tuesday in January, the first such meeting to be held in calendar year 2011, if not a legal holiday, and if a legal holiday, then on the next secular day following, or at such date and time as shall be designated from time to time by the board of directors and stated in the Notice of the Meeting. At the annual meeting,

members shall elect a board of directors and transact such other business as may properly be brought before the meeting.

Section 3. Notice of Annual Meeting. Written notice of the annual meeting stating the place, date, and hour of the meeting shall be given to each member of record entitled to vote at such meeting not less than ten nor more than sixty days before the date of the meeting. Members entitled to vote at the meeting shall be determined as of four o'clock in the afternoon on the day before notice of the meeting is sent.

Section 4. List of Members. The officer who has charge of the membership roster of the Corporation shall prepare and make, no more than two days after notice of a meeting of members is sent, a complete list of the members entitled to vote at the meeting, arranged in alphabetical order showing the address of each member. Such list shall be open to examination and copying by any member, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at a place within the area where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any member present

Section 5. Special Meetings of Members. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute or by the articles of incorporation, may be called by the president and shall be called by the president or secretary at the request in writing of a majority of the board of directors, or at the request in writing of ten percent of the members. Such request shall state the purpose or purposes of the proposed meeting.

Section 6. Notice of Special Meeting. Written notice of a special meeting stating the place, date, and hour of the meeting and the purpose or purposes for which the meeting is called shall be given not less than ten nor more than fifty days before the date of the meeting to each member of record entitled to vote at such meeting. Business transacted at any special meeting of members shall be limited to the purposes stated in the notice. Members entitled to vote at the meeting shall be determined as of four o'clock in the afternoon on the day before notice of the meeting is sent

Section 7. Quorum and Adjournment. The majority of members entitled to vote at the meeting, present in person or represented by proxy, shall constitute a quorum at all meetings of the members for the transaction of business except as otherwise provided by statute or by the articles of incorporation. If, however, such a quorum shall not be present or represented at any meeting of the members, a majority of the members entitled to vote at the meeting, who are then present in person or represented by proxy, shall have power to adjourn the meeting to another time or place without notice other than announcement at the meeting at which adjournment is taken, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted at the meeting as originally notified. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each member of record entitled to vote at the meeting

Section 8. Majority Required. When a quorum is present at any meeting, the vote of a majority, whether in person or represented by proxy, shall decide any question brought before such

meeting, unless the question is one upon which, by express provision of the statutes or of the Articles of Incorporation, a different vote is required, in which case such express provision shall govern and control the decision of such question. If the meeting commenced with a quorum, business may continue until adjournment of the meeting notwithstanding the withdrawal or temporary absence of sufficient shares to reduce the number present to less than a quorum; provided that the affirmative vote must be such as would constitute a majority if a quorum were present.

Section 9. Voting. Except as may otherwise be required by the Articles or by statute, each membership represented at any meeting of the members in person or by a proxy given as provided in these Bylaws, will be entitled to one vote. Unless otherwise required by the Articles or by statute, any question submitted to the members will be resolved by a majority of the votes cast thereon. The voting will be by ballot on any question as to which a ballot vote is demanded, prior to the time the voting begins or immediately after the president's ruling on a voice vote, by any person entitled to vote on such question; otherwise a voice vote will suffice. No changed ballot will be accepted after the polls have been declared closed following the ending of the announced time for voting.

Section 10. Proxies. Any member entitled to vote thereat may vote by proxy at any meeting of the members (and at any adjournment thereof), provided that the member's proxy is executed in writing (or by the member's duly authorized attorney-in-fact).

Section 11. Organization and Conduct of Meetings. Each member's meeting will be called to order by the president. The Corporation's secretary will act as secretary of each members' meeting; in the secretary's absence the president of the meeting may appoint any person (whether a member or not) to act as secretary thereat. After calling a meeting to order, the president thereof may require the filing of all proxies with the secretary of the meeting. The chairman of a meeting will, among other things, have absolute authority to fix the period of time allowed for the filing of proxies, to determine the order of business to be conducted at such meeting and to establish reasonable rules for expediting the business of the meeting (including any informal, or question and answer, portions thereof). All meetings shall be conducted in accordance with The Standard Code of Parliamentary Procedure, 4th Edition by Alice Sturgis.

ARTICLE III MEMBERSHIP

Section 1. Membership Classes and Dues. Individual membership in the Corporation shall include the following categories: Honorary, Patron, Life, Sponsor, Sustaining, Contributing, Supporting, and Student. Annual dues of Patron, Sponsor, Sustaining, Contributing, Supporting and Student members shall be fixed by the Board of Directors. Honorary membership may be conferred by the Board on any individual who has made notable contributions to achieving the goals of the corporation. Such members shall be exempt from payment of dues. Life membership may be attained by a single payment, the amount of which shall be fixed by the Board of Directors. This payment must be at least ten times the current annual dues for Supporting membership. Business memberships in the Corporation shall include the categories of Business Member, Business Sponsor and Business Patron at an amount fixed by the Board of Directors. Business members shall be listed in the Annual Report and have their logo and website link included in the Corporation's website.

Section 2. Application. Application for membership shall include written subscription to the ideals, objectives, and accepted standards of the Corporation.

Section 3. Denial of Membership. Membership in the Corporation shall be denied to any person who violates accepted standards of archaeological conduct by misusing archaeological materials or sites for commercial purposes, or by failing to behave in a responsible manner with respect to the archaeological record.

Section 4. Revocation of Membership. The Board of Directors may, by three-quarters vote, remove from the membership rolls any member whose acts are contrary to the ideals, objects, and accepted standards of the corporation as set forth in the Articles of Incorporation, or who otherwise makes improper use of membership in the Corporation. The action of the Board may be appealed to the membership at the next Annual Meeting.

Section 5. Membership Rights. Any person, club or organization may become a member of the Corporation by ascribing to the purposes and goals of the Corporation and paying the member's annual dues. No person shall claim any membership rights, including right of attendance at member's meetings, or right of voting at member's meetings unless that person is paid in full and current on their membership dues. Each Life, Patron, Sponsor, Sustaining, Contributing, Supporting and Student member shall receive all the corporation's regular publications for the year or years covered by that member's dues. Honorary members may or may not receive regular publications at the discretion of the Board.

Section 6. Publication Subscription. Any library, museum, university, school, or other institution or agency may subscribe to the publications of the Corporation without privilege of membership. The annual cost of subscriptions shall be fixed by the Board of Directors.

ARTICLE IV DIRECTORS

Section 1. Number and Classification. The number of persons to serve on the board of directors shall be not less than five and not more than fifteen. Persons shall be elected at each annual members meeting to serve for terms of two years, or until their successors be elected and qualified. Terms of Directors will be staggered. Directors must be members.

Section 2. Vacancies. Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by the affirmative vote of a majority of the remaining directors then in office, though not less than a quorum and the directors so chosen shall hold office only until the next annual election, even if the term to which they have been elected extends beyond such meeting, and until their successors are duly elected and qualified, unless sooner displaced. If there are no directors in office, then an election of directors may be held in the manner provided by statute.

Section 2a. The Executive Committee of the Board of Directors, or the President if an Executive Committee has not been established, shall appoint a nominating committee, comprised of not less than three members in good standing, to nominate a Slate of Directors to fill positions being opened by expiring terms of service. The Nominating Committee will be appointed 90 days prior to the annual meeting and serve for at least one year. Their report will be forwarded to

the Board of Directors at least 60 days prior to the scheduled annual meeting date. Nominations will not be taken from the floor, but members desiring to be considered for the Board may contact the Nominating Committee to have their names included on the slate.

Section 3. Powers. The business and affairs of the Corporation shall be managed by its board of directors, which may exercise all such powers of the Corporation and do all such lawful acts as are not by statute, the Articles of Incorporation, or these Bylaws directed or required to be exercised or done by the members. The board of directors shall act only as a board, and no individual director shall have the power or ability to bind the corporation to any act.

Section 4. Place of Meetings. The board of directors of the Corporation may hold meetings, both regular and special, either within or without the State of Arizona, and may be held by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

Section 5. Annual Meetings. The regular annual meeting of each newly elected board of directors shall be held immediately following the annual meeting of members and in the same place as the annual meeting of members, and no notice to the newly elected directors of such meeting shall be necessary in order legally to hold the meeting, providing all such directors were present at the annual members' meeting and a quorum shall be present. In the event such meeting is not held, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the board of directors, or as shall be specified in a written waiver by all of the directors.

Section 6. Regular Meetings. Regular meetings of the board of directors may be held without notice at such time and at such place as shall from time to time be determined by the board.

Section 7. Special Meetings. Special meetings of the board may be called by the president or any three directors on two day's notice to each director, either personally, by mail, by email, or by telephone, and such meetings shall be held within 40 miles of Camp Verde, Arizona.

Section 8. Quorum. A majority of the membership of the board of directors shall constitute a quorum and the concurrence of a majority of those present shall be sufficient to conduct the business of the board, except as may be otherwise specifically provided by statute or by the Articles of Incorporation. If a quorum shall not be present at any meeting of the board of directors, the directors then present may adjourn the meeting to another time or place, without notice other than announcement at the meeting, until a quorum be present.

Section 9. Action without Meeting. Unless otherwise restricted by the Articles 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 majority of the members of the board or committee, as the case may be, consent thereto in writing including mail or e-mail, and the writing or writings are filed with the minutes of proceedings of the board or committee.

Section 10. Executive Committee. Upon adoption of a resolution creating the same by the board of directors, there may be an executive committee consisting of not less than three directors who shall be elected by the board. Members of the executive committee shall serve at the pleasure of

the board of directors and each member of the executive committee may be removed with or without cause at any time by the board of directors acting at a meeting or by unanimous written consent. Any vacancy shall be filled by the board of directors. The executive committee shall have and may exercise the powers of the board of directors in the management of the business and affairs of the Corporation, but shall not possess any authority of the board of directors prohibited by law. The president shall be a member of, and shall be chairman of, the executive committee.

Section 11. Compensation. No director shall receive a salary or any form of compensation for serving on the board of directors, however, the directors shall be reimbursed from Corporation funds for any actual expenses incurred in performing their duties with prior approval of the Board of Directors.

Section 12. Waiver of Notice. Attendance of a director at a meeting shall constitute waiver of notice of such meeting, except when the person attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any director may waive notice of any annual, regular, or special meeting of directors by executing a written notice of waiver either before or after the time of the meeting.

Section 13. Standards of Performance and Removal. Any officer or board member may be removed from office by a majority vote of the board members at any meeting. Any board member or officer to be removed shall be entitled to five-days written notice of the meeting at which such removal is to be considered. Said board member or officer is entitled to attend the meeting and be heard. Whenever a board member is not present for three consecutive meetings, or misses three meetings in a continuous six months, the board may declare the position vacant, and the board shall have the power, by majority vote, to select a new member to serve the remaining term of the vacated board position.

ARTICLE V OFFICERS

Section 1. Designation of Titles. The officers of the Corporation shall be chosen by the board of directors and shall include a president, a vice president, a secretary and a treasurer. Any number of offices may be held by the same person, unless the Articles of Incorporation otherwise provide.

Section 2. Appointment of Officers. The board of directors at its first meeting after each annual meeting of members shall choose the officers of the Corporation, each of whom shall serve at the pleasure of the board of directors. The board of directors at any time may appoint such other officers, agents or committees as it shall deem necessary to hold offices at the pleasure of the board of directors and to exercise such powers and perform such duties as shall be determined from time to time by the board.

Section 3. Salaries. No officer shall receive a salary or any form of compensation for serving as an officer, however, the officers shall be reimbursed from Corporation funds for any actual expenses incurred in performing their duties.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the board of directors at any time.

Section 5. President. The President shall preside at all meetings of members and all meetings of the board of directors. The President shall serve as chief executive officer of the Corporation. He or she shall sign all conveyances, all contracts and agreements, and all other instruments requiring execution on behalf of the Corporation, and shall act as operating and directing head of the Corporation, subject to policies established by the board of directors.

Section 6. Vice President. The vice president shall perform such duties as from time to time may be assigned to him or her and shall have all the powers and perform all the duties of the president in case of the temporary absence of the President or in case of his or her temporary inability to act. In case of the permanent absence or inability of the President to act, the office shall be declared vacant by the board of directors and a successor chosen by the board.

Section 7. Secretary. The secretary shall see that the minutes of all meetings of members, of the board of directors, and of any standing committees are kept. The secretary shall have charge of all of the records of the Corporation and shall perform all the duties incident to the office of secretary of a Corporation and such other duties as may be assigned.

Section 8. Treasurer. The treasurer shall have charge of the books of the Corporation, shall render financial statements to the president, directors, and members at proper times, shall have general custody of all the funds and securities of the Corporation except such as may be required by law to be deposited with any state or federal official, shall have charge of the preparation and filing of such reports, financial statements, and returns as may be required by law and in general shall perform all the duties incident to the office of treasurer of a Corporation and such other duties as may be assigned.

Section 9. Annual Report. The President, at the Annual Meeting, shall submit a report as to the condition of the Corporation and its property, and shall submit also an account of the financial transaction of the past year. In addition, the President shall also submit to the members of the Corporation a preliminary estimate of the revenues and the expenses for the upcoming year.

Section 10. Authority. Notwithstanding any other provision herein, no officer shall be authorized to incur any expense, liability or indebtedness on behalf of the Corporation in excess of Three Hundred and Fifty Dollars (\$350.00) except on approval of the board of directors. Routine recurring expenses are exempt from this provision.

ARTICLE VI SALARIED EMPLOYEES

Section 1. Authority to retain salaried employees. The Board of Directors may authorize the employment, selection and compensation level of an Executive Director, a director of Archaeology, a Collections Manager/Curator and other staff as required.

Section 2. Qualifications and Duties of Executive Director, Director of Archaeology, Collections Manager/Curator.

A. The Executive Director

Qualifications:

1. Advanced Degree desirable.
2. Business Management education or experience.

B. The Director of Archaeology

Qualifications:

1. An individual with a degree in Anthropology or Archaeology and should be in good standing with the Archaeological community.
2. Registered Professional Archaeologist (RPA) is desirable

C. Collections Manager/Curator

Qualifications: To be determined

ARTICLE VII ADVISORY COUNCIL

Section 1. Advisory Council. The Corporation will form an Advisory Council (hereinafter known as the Council) whose primary purpose is to provide a structure through which the Corporation and constituency representatives may jointly discuss the creation, implementation, and execution of policies and activities that broadly effect archaeological research, education, and stewardship in the Verde Valley region. Final authority regarding the acceptance and implementation of Council suggestions lies with the Director and the Board of Directors. Members of the Council who may be invited to serve will include representative from the following organizations: or others that may be appropriate in the future.

- National Park Service
- U.S. Forest Service Coconino National Forest
- U.S. Forest Service Prescott National Forest
- Yavapai-Apache Nation
- The Hopi Tribe
- The Navajo Nation
- Museum of Northern Arizona
- Northern Arizona University
- Yavapai College
- Representatives from contract archaeology firms

No time limit will be attached to the terms of Council members. Council members will serve without compensation although mileage and per diem, following Federal standards, may be approved by the Board of Directors.

ARTICLE VIII BOARD OF TRUSTEES

Section 1. Board of Trustees. The Corporation will form a Board of Trustees consisting of not less than three nor more than 15 members of the corporation that are elected by the Board of Directors at a regular Board Meeting for a two calendar year term.

Section 2. Purpose. The Board of Trustees shall uphold and further the aims and purposes of the corporation. To that end, their primary function will be to develop and promote financial support for the Center. Trustee duties to also include:

- a) Try to further improve the effectiveness and image of the VVAC and encourage participation in its activities
- b) Promote VVAC membership
- c) Act as a liaison between VVAC and landowners of sites
- d) Support Arizona Archaeology Awareness Month and other events
- e) Support Trustee projects including requested feedback to the chair of the Board of Trustees
- f) Promote financial support of VVAC activities
- g) Develop a public relations rapport with the local media and offer suggested articles
- h) Suggest articles to the *VVAC Quarterly* and other publications
- i) Provide a liaison to the Board of Directors

Section 3. Vacancies. Vacancies in the membership of said Board of Trustees may be filled by the Board of Directors for the unexpired term of the vacated position.

Section 4. Election of Chair. The Chair of the Board of Trustees shall be elected annually by the members of the Board of Trustees from the membership of the Board of Trustees, in the manner, at the time and place chosen by the majority of the members of the Board of Trustees.

Section 5. Trustee Obligations. Trustees must keep their membership with the VVAC current during the term(s) that they serve. A Trustee, who fails to attend at least two consecutive regular meetings without reasonable written explanation to the Chair of the Board, may be requested by a simple majority vote of the Trustees present at any regular meeting to submit a resignation forthwith. A Trustee who has received such a request for resignation and has not acted on that request by the next regular meeting may be removed from the Board at that meeting by a simple majority vote of the Board.

ARTICLE IX NON PROFIT OPERATION

Section 1. Interest or Dividends on Capital Prohibited. The Corporation shall at all net earnings of the corporation shall inure to the benefit of, or be distributable to its members, times be operated on a non-profit basis for the mutual benefit of its members. No part of the directors, 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 set forth in Article 3 of the Articles of Incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements,) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended (or the Corresponding provision of any future United States Internal Revenue Law).

Section 2. Surplus. In the event that dues or other income to the Corporation create a surplus, that surplus must be used for the benefit of the Corporation, or donated to any appropriate non-profit corporation, and may not be distributed to any of the members, officers or directors for any reason other than to reimburse them for actual expenses incurred in performing duties for the Corporation.

ARTICLE X MISCELLANEOUS PROVISIONS

Section 1. Repeal, Alteration and Amendment. These Bylaws may be repealed, altered or amended or substitute Bylaws may be adopted at any time by a majority of the board of directors.