

BY-LAWS
OF
THE ARCHAEOLOGICAL SOCIETY OF DELAWARE
(A Delaware Non-Profit Corporation)

ARTICLE 1
REGISTERED OFFICE AND AGENT

Section 1.01. Registered Office. The address of the Society shall be Post Office Box 12483, Wilmington, Delaware, 19850-2483 or such other address as the Board of Directors may by resolution determine from time to time.

Section 1.02. Registered Agent. The registered agent of the Society shall be such person or entity as the Board of Directors may by resolution determine from time to time.

ARTICLE 2
MEMBERS AND MEETINGS

Section 2.01. Membership. The Society shall have nine classes of membership, as follows: Patron, Benefactor, Sponsor, Sustaining, Contributing, Family, Institution, Individual, and Junior. Each class of membership shall pay such dues as may be set by the Board of Directors from time to time. Dues from Patrons, Benefactors, and Sponsors shall be set aside for a Publication Fund and their names listed in each issue of the principal research publication. Dues from other classes of membership shall go into the general fund. Upon payment of dues, each member shall have such privileges as are provided in these By-Laws or as may be determined from time to time by the Board; but Institution and Junior members may neither vote nor hold office. To be a Patron, Benefactor, or Sponsor, contributions are not required each year. However, the categories of Benefactor and Patron will be based on cumulative contributions. For example, if a Sponsor gives an additional \$150, his or her category will become Benefactor, and after an additional \$250, it will become Patron.

Section 2.02. Place of Meetings. Meetings of the Society shall be held at such place within the State of Delaware as may be fixed from time to time by the Board of Directors.

Section 2.03. Annual Meeting. The annual meeting of the Society shall be held on such day in May of each year and at such hour within the State of Delaware as shall be fixed by the Board of Directors.

Section 2.04. Notice of Annual Meetings. Written notice of the annual meeting stating the place, date and hour of the meeting shall be given to each individual member not less than 10 days nor more than 60 days before the meeting.

Section 2.05. List of Members. The officer who has charge of the membership roll of the Society shall prepare, at least 10 days before every annual meeting, a complete list of members, showing the address of each member.

Section 2.06. Special Meetings. Special meetings of the Society, for any purpose unless otherwise prescribed by law, may be called by the Chairman of the Board or the President and shall be

called by the President or Secretary at the request in writing of five or more individual members. Such request shall state the purpose or purposes of the proposed meeting. Business transacted at any special meeting shall be limited to the purposes stated in the notice.

Section 2.07. Notice of Special Meetings. 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 to each individual member not less than 10 days nor more than 60 days before the date of the meeting.

Section 2.08. Quorum; Voting. At all meetings of the Society, five individual members shall constitute a quorum for the transaction of business except as otherwise provided by law. When a quorum is present, except for elections to be decided by plurality vote, the vote of a majority of the individual members present shall decide any question brought before such meeting. Each member present shall at every meeting of the Society be entitled to one vote. Institutional and Junior members shall not be entitled to vote.

ARTICLE 3 DIRECTORS

Section 3.01. Number, Term of Office, Etc. The number of directors of the Society shall be three, or such greater number as shall be designated from time to time by resolution of the Board of Directors. The senior officer of each Chapter, or a member of the Society designated by the senior officer, shall serve as a director of the Society. Additional directors may be elected by plurality vote of the members of the Society at the annual meeting if the number of authorized directorships exceeds the number of Chapters. Directors shall hold office until their respective successors are selected. Directors must be members of the Society and shall serve without compensation.

Section 3.02. Vacancies. Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, and the directors so chosen shall hold office until their respective successors are selected.

Section 3.03. Resignations. Any director may resign at any time by giving written notice to the Board, the Chairman of the Board, if there is one, the President, or the Secretary. Such resignation shall take effect at the time of receipt thereof or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.04. Management. The business of the Society shall be managed by and under the direction of its Board of Directors, which may exercise all such powers of the Society and do all such lawful acts as are not by statute or these By-Laws required to be exercised or done by the members.

Section 3.05. Place of Meetings. The Board of Directors may hold meetings, both regular and special, either within or without the State of Delaware.

Section 3.06. Organization. Every meeting of the Board shall be presided over by the Chairman of the Board, if there is one, or the President, or in their absence, a person chosen by a majority of the directors participating in the meeting. The proceedings of the meeting shall be noted by

the Secretary, or in the absence of the Secretary, a person chosen by the one presiding at the meeting.

Section 3.07. Annual Meeting. Immediately after each annual meeting of the Society, the Board shall meet to elect officers and transact other business. Absent a quorum, the meeting may be held on two days' notice as hereinafter provided for special meetings of the Board.

Section 3.08. Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by the Board.

Section 3.09. Special Meetings. Special meetings of the Board may be called by the Chairman of the Board, if there is one, of the President on two days' notice to each director, either personally (including personal notice by telephone) or in the manner specified in Section 4.01. Special meetings shall be called by the Chairman of Board, if there is one, or the President or the Secretary in like manner and on like notice upon the written request of two directors.

Section 3.10. Quorum; Voting. At all meetings of the Board, a majority of the directors in office shall constitute a quorum of the transaction of business. The act of a majority of the directors participating in any meeting of the Board at which there is a quorum shall be the act of the Board, except as otherwise provided by law. Absent a quorum, any meeting of the Board may be adjourned from time to time, without notice other than announcement at the meeting, until a quorum is present.

Section 3.11. Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting, if all members of the Board consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board.

Section 3.12. Participation in Meetings. One or more directors may participate in any meeting of the Board by means of conference telephone or similar communications equipment by which all persons participating can hear each other.

ARTICLE 4 NOTICES

Section 4.01. Notices. Whenever, under the provisions of law or the Certificate of Incorporation or these By-Laws, notice is required to be given to any director or member, such notice may be given by depositing a writing in a post office or letter box, in a postpaid sealed wrapper, or by dispatching a prepaid telegram, cable, telecopy or telex or by delivering a guaranteeing delivery within two business days, in each case addressed to such director or member at his address as it appears on the records of the Society. Such notice shall be deemed given at the time it is so dispatched.

Section 4.02. Waiver of Notice. Whenever, under the provisions of law or the Certificate of Incorporation or these By-Laws, notice is required to be given, a waiver thereof in writing, signed by the person entitled to said notice, whether before or after the time of the event for which notice is to be given, shall be deemed equivalent thereto. Neither the business nor the purpose of any meeting need be specified in such a waiver.

ARTICLE 5

OFFICERS

Section 5.01. Number. The officers of the Society shall be a President, a Secretary, and a Treasurer, and may also include a Chairman of the Board, and such other officers as may be elected by the Board of Directors. Any number of offices may be held by the same person.

Section 5.02. Election, Term of Office, Etc. Officers of the Society shall be elected by the Board. Officers shall hold office at the pleasure of the Board and may be removed by the Board at any time. Officers must be members of the Society and shall serve without compensation.

Section 5.03. Chairman of the Board. The Chairman of the Board, if there is one, shall preside at all meetings of the Board and shall perform such other duties, if any, as may be specified by the Board from time to time.

Section 5.04. President. The President shall be the chief executive officer of the Society; and shall have overall responsibility for the management of the business and operations of the Society and shall see that all orders and resolutions of the Board are carried into effect. The President shall perform all duties incident to the office of President and such other duties as may be assigned from time to time by the Board. In the absence of the Chairman of the Board, the President shall preside over meetings of the Board.

Section 5.05. Secretary. The Secretary shall attend all meetings of the Board and all meetings of the Society and shall record such proceedings in a book to be kept for that purpose. The Secretary shall cause notice to be given of all meetings of the Society and special meetings of the Board. The Secretary shall have custody of the corporate seal and shall have authority to affix the seal to any instrument, and when so affixed it may be attested by the Secretary's signature. The Secretary shall take custody of all correspondence addressed to the Society at its registered address, dispatch it for action as appropriate, and perform such other duties as may be prescribed by the Board or President.

Section 5.06. Treasurer. The Treasurer shall have or make provision for the custody of funds of the Society and shall keep accurate accounts of receipts and disbursements in books belonging to the Society and shall deposit all monies and other valuable effects in the name and to the credit of the Society in such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Society as may be ordered by the Board or the President and shall render to the Board, when the Board so requires, an account of all such transactions and of the financial condition of the Society.

ARTICLE 6 CHAPTERS

Section 6.01. Petition. Chapters of the Society may be established within the State of Delaware by a petition signed by at least six members of the Society and approved by resolution of the Board of Directors, which shall act upon any such petition within three months of receipt.

Section 6.02. Governance. The purpose and objectives of each Chapter shall be consistent with those of the Society as set forth in the Society's Certificate of Incorporation. The senior officer of each Chapter shall serve as a director of the Society. A portion of the dues paid by members of the Society may be paid in turn to any Chapter as determined from time to time by the Society's

Board. Except as approved by resolution of the Board, the Society shall not be responsible for debts incurred by any Chapter or member thereof.

Section 6.03. Reports. Each Chapter shall file a yearly report with the President of the Society prior to the annual meeting of the Society.

ARTICLE 7 APPOINTMENTS

Section 7.01. ESAF Representative. The Board of Directors shall appoint an individual member of the Society to represent the Society in the Eastern States Archaeological Federation (“ESAF”), of which the Society is a member. The person so appointed shall report to the Society concerning the ESAF and shall present the Society’s report at the annual meeting of the ESAF.

Section 7.02. ESAF Delegates. The President shall appoint other delegates to attend the annual meeting of the ESAF in accordance with the By-Laws of the ESAF.

Section 7.03. Nominating Committee. At least three months before the annual meeting of the Society, the President shall appoint three individual members of the Society to serve as a nominating committee, which shall select a candidate or slate of candidates for directorships that may be filled by election at the annual meeting. The names of the candidates shall be stated in the notice of the meeting. Nominations may also be made at the meeting by any individual member.

Section 7.04. Other Appointments. The President may from time to time appoint members of the Society and establish committees to attend to publicity, membership, publications, archives, and such other matters as the President deems appropriate or as the Board may direct. Each appointee shall serve at the President’s pleasure, for the duration of the President’s term, or until the appointee’s duties are completed.

ARTICLE 8 THE ARCHIBALD CROZIER AWARD

Section 8.01. Award. Archibald Crozier (1878-1954), a student and collector of Indian lore, was a charter member, President, Director, and Treasurer of the Society and contributed greatly to its objectives. The Archibald Crozier Award shall be presented, not more frequently than annually, for the distinguished achievement in, or contribution to, archaeology. The Award may be presented to any individual or to persons working together as a team.

Section 8.02. Selection. Nominations for the Award may be submitted in writing to the Board of Directors or its designee by any member of the Society. Recipients of the Award shall be approved by a majority of the directors.

ARTICLE 9 THE PUBLICATIONS FUND

Section 9.01. Creation and Purpose. The Society shall establish and maintain a Publications Fund which shall be used for publication of research oriented works such as the *Bulletin of the Arc-*

haeological Society of Delaware. By publication is meant all activities related to the dissemination of a manuscript or other work acceptable to the Editor of the *Bulletin*.

Section 9.02. Principal of the Fund. The principal of the Fund shall include: (a) charitable contributions to the Society which are directed by the donor to be included in the fund; and (b) dues from the following classes of Society memberships: Patron, Benefactor, and Sponsor.

Section 9.03. Management of the Fund. The Fund shall be under the day-to-day management of a Board of Fund Managers consisting of three members appointed by the Board of Directors of the Society for one, two, and three year staggered terms. When the initial terms have expired, all appointments to the Board of Fund Managers shall be for three-year terms. Members shall serve at the pleasure of the Board of Directors until their successors are appointed and may be reappointed to succeed themselves. Members of the Board of Fund Managers shall serve without pay. A member of the Board of Fund Managers may resign at any time by notifying the President of the Society in writing. The resignation will be effective immediately upon receipt of notice or upon such later date as may be specified therein.

Section 9.04. Duties of the Board of Fund Managers. The Board of Fund Managers shall solicit contributions to the Fund from members and nonmembers, philanthropic organizations, industry, businesses and other sources; shall keep Fund assets separate from other property; shall keep abreast of likely avenues of investment of the Fund assets; shall invest funds wisely, as befitting sound judgment; shall maintain a checking account and disburse monies as necessary in accordance with the purpose of the Fund; shall choose a spokesperson for communications with the Board of Directors of the Society, and keep the Board of Directors apprised of solicitations efforts and other relevant information concerning the Fund; shall present semi-annual reports to the Board of Directors in March and September and such other reports as the Board of Directors may from time to time request.

ARTICLE 10 AMENDMENTS

Section 10.01. Amendments. These By-Laws may be altered, amended, or repealed, and new By-Laws may be adopted by the Board at any regular meeting of the Board or any special meeting of the Board if notice of such alteration, amendment, repeal, or adoption of new By-Laws be contained in the notice of such special meeting.

SUMMARY OF BY-LAWS CHANGES

Article 1: Registered Office and Agent

Section 1.01 Change the Society address March 7, 1996

Article 2: Membership

Section 2.01 Added classes of membership April 6, 1994

Section 2.01 Change Library member to Institution January 4, 1996

Section 2.01 To list certain classes of membership in the *Bulletin* January 4, 1996

Section 2.01 To allow cumulative dues for Patrons and Benefactors February 1, 1996

Section 2.03 Change the annual meeting date from October to May April 9, 2007

Article 3: Directors

Section 3.01 To allow the principal officer of a Chapter
to designate a Director January 4, 1996

Article 8: The Archibald Crozier Award

Section 8.01 To restrict the frequency of the Award May 5, 1994

Section 8.02 To allow an Awards Committee May 5, 1994

Article 9: The Publications Fund

To add a new article February 1, 1996