

(RESTATED)
ARTICLES OF INCORPORATION
OF THE
MINNESOTA ARCHAEOLOGICAL SOCIETY

In order to operate as a corporate entity under Minnesota Statutes, Chapter 317 A, the following Restated Articles of Incorporation have been adopted by the Board of Directors.

ARTICLE I
NAME/REGISTERED OFFICE

The name of this corporation shall be the Minnesota Archaeological Society, located at the Fort Snelling History Center, St. Paul, Minnesota 55111. The Minnesota Archaeological Society is an institutional member of the Minnesota Historical Society.

ARTICLE II
PURPOSE

This corporation is a nonprofit organization dedicated to the preservation and study of archaeological and cultural resources by providing opportunities for research, education, and publication.

To this end, the corporation shall at all times be operated exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, 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 of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purpose.

ARTICLE III
I.R.S. EXEMPTION REQUIREMENTS

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or Officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office;
3. Notwithstanding any other provision of these articles, 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 1986, as now enacted or hereafter amended.

ARTICLE IV
MEMBERSHIP

The corporation shall have one or more classes of members, as provided in the corporation's bylaws. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

ARTICLE V
NO PERSONAL LIABILITY

No member, Officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, Officers, or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VI
DISSOLUTION

At the time of dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, dispose of all of the assets of the corporations. In no case shall a disposition be made which would not qualify as a charitable contribution under Section 170(c)(1) or (2) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, in such manner as the Board of Directors shall determine.

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REVISED BYLAWS OF THE MINNESOTA ARCHAEOLOGICAL SOCIETY

1996

ARTICLE I - NAME, PURPOSE

- Section 1: The name of the organization shall be the Minnesota Archaeological Society.
- Section 2: The Minnesota Archaeological Society is a nonprofit organization dedicated to the preservation and study of archaeological and cultural resources by providing opportunities for research, education and publication. The Minnesota Archaeological Society is organized exclusively for scientific and educational purposes.

ARTICLE II - MEMBERSHIP

- Section 1: Membership in the Minnesota Archaeological Society shall include the following categories: 1) Standard member; 2) Senior member; 3) Student member; 4) Household member; 5) Canadian member; 6) Institutional member; and 7) Canadian institutional member.
- Section 2: Membership shall be open to any person in sympathy with the objectives and purposes of the Minnesota Archaeological Society as set forth in the Bylaws, without regard to sex, race, religion, or nationality.
- Section 3: Institutional membership shall be open to any library, museum, society, or other organization for the sole purpose of subscribing to the Minnesota Archaeological Society's regular publications. Institutional members should not expect to receive meeting notices. Institutional members shall not have voting privileges.
- Section 4: Application for membership in Standard, Senior, Student, Household, or Canadian categories shall assume subscription to the Code of Ethics, provided herein, and shall have voting privileges, be eligible to hold office, receive notice of the Minnesota Archaeological Society meetings, receive regular publications of the Minnesota Archaeological Society and cooperative organizations, and may participate in all programs and activities offered by the Minnesota Archaeological Society.
- Section 5: Membership in the Minnesota Archaeological Society, which includes annual renewal of membership, may be denied to any person who does not subscribe to the provisions set forth in the Bylaws, who violates accepted standards of archaeological conduct by misusing archaeological or ethnological materials or sites for commercial purposes, or who fails to behave in a responsible manner with respect to archaeological or ethnological matters.
- Section 6: The Board of Directors may, by three-quarters vote, remove from the membership rolls any member whose acts, behavior, or conduct is deemed by them to be contrary to the objectives, purposes, or accepted standards of the Minnesota Archaeological Society as set forth in the Bylaws.
- Section 7: An applicant for membership whose application is not accepted or renewed, or an member who is removed from the membership rolls, shall be notified in writing by certified mail with the reasons clearly set forth and informed of the appeal procedure that is available.
- Section 8: An applicant for membership whose application is not accepted or renewed, or an active member whose status is not renewed by the Minnesota Archaeological Society shall have an opportunity to present a written appeal to the Board of Directors for their consideration. The final decision on the appeal shall be made by a vote equal to three-quarters of the full Board of Directors.

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1996**

Section 9: Membership dues are subject to change, shall be for the calendar year, and shall be established by the Board of Directors in the preceding year.

Section 10: After the first day of April, individual active members delinquent in submitting their dues shall not receive meeting notices, and no members shall receive publications until annual dues have been paid.

ARTICLE III - CODE OF ETHICS

Section 1: It shall be required of all members that they conduct themselves above reproach on matters within the scope of the purpose and objectives of the Minnesota Archaeological Society. The sale or exchange of archaeological artifacts for commercial purposes is considered cause for dismissal from the Minnesota Archaeological Society. All members should be aware of and observe historic preservation laws and support Minnesota Archaeological Society ethics, which have been adopted in full from the Society of American Archaeology's Principles of Archaeological Ethics 1996.

ARTICLE IV - MEETINGS

Section 1: A regular membership meeting shall be held as a monthly lecture or presentation unless designated otherwise by the Board of Directors. The dates of such meetings shall be set by the Directors.

Section 2: Special Minnesota Archaeological Society activities or meetings shall be encouraged but should not be conducted in substitution of regular meetings.

Section 3: A regular Board of Directors meeting shall be held monthly, unless designated otherwise by the Directors.

Section 4: Special Board of Directors meetings shall be called at the request of the President or any three Directors, provided a quorum can be predicted.

ARTICLE V - ELECTIVE AND APPOINTIVE OFFICERS AND COMMITTEES

Section 1: The Board of Directors shall consist of the elective Officers and no fewer than three Directors elected by the membership.

Section 2: Elective Officers shall consist of a President, Vice President, Secretary, and Treasurer.

Section 3: Appointive chairpersons shall be designated by the newly elected President and approved by the Board of Directors. These appointees shall be responsible for functions deemed necessary by the Board of Directors.

Section 4: A special audit committee shall be designated by the president with approval of the Board of Directors. This committee shall consist of a minimum of two members. This committee shall consist of non-Board members.

ARTICLE VI - DUTIES AND RESPONSIBILITIES OF THE DIRECTORS AND COMMITTEES

Section 1: The President shall preside at all meetings of the Minnesota Archaeological Society and Directors, appoint all special committees with the approval of the Board of Directors, and serve as Chairman of the Board of Directors. The President shall act as a Voting Member of the Council for Minnesota Archaeology, and represent the Minnesota Archaeological Society at all business meetings of the Council.

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- Section 2: The Vice President shall perform the duties and accept the responsibilities of the President in the absence of the President.
- Section 3: The Treasurer shall be responsible for the monetary funds in a bank designated by the Directors, shall pay all authorized obligations and collect dues, shall have a statement of the Minnesota Archaeological Society's finances available at all Directors meetings, and shall preserve the records of the office.
- Section 4: The Secretary shall keep minutes and records of all business meetings of the Minnesota Archaeological Society and Directors, conduct all correspondence delegated and report thereon, distribute the Minnesota Archaeological Society publications as necessary, and preserve the record of the office. The Secretary shall maintain an updated inventory of all the Minnesota Archaeological Society property, which shall be available for review by the Directors upon request.
- Section 5: The Audit Committee shall be responsible for auditing the Minnesota Archaeological Society's financial records of the previous year and submitting a written report to the Directors during the first quarter of the new year.
- Section 6: Upon retirement from office, each elective and appointive Officer and committee member shall be responsible for turning over all records and property of the Minnesota Archaeological Society to the Secretary. Similarly, the Secretary shall be responsible for obtaining such materials from outgoing Officers and committee members.
- Section 7: Each member of the Board of Directors shall receive a printed copy of the Bylaws and is expected to have a basic knowledge of the same and to perform the duties and responsibilities therein.
- Section 8: The Board of Directors shall manage the business affairs of the Minnesota Archaeological Society in conformity with the Bylaws and the declared policies, directives, and objectives of the Minnesota Archaeological Society. Aside from meetings at which a vote of the membership is required, the Directors shall confine business activities to Board meetings as much as possible. The Directors shall serve as the final review Board for all charges or appeals concerning actions involving any individual member or applicant for the Minnesota Archaeological Society.

ARTICLE VII - TERMS OF OFFICE

- Section 1: All Officers shall hold office for two calendar years commencing the first day of May, subject to the provisions of Article V stated therein. The term of office for Directors shall be three years from the dates of their confirmation by the Board.
- Section 2: In the event of a vacancy in an elective office, such office shall be filled and duties may be assumed by a Pro-Tem Officer designated by the Directors, as determined by the Board of Directors. This Pro-Tem Officer's duties will commence as quickly as possible and will be subject to the term limits of the officer being replaced.
- Section 3: In the event that an elected Officer or Director is absent for business meetings without advance notice or without cause, or if cause given is considered by a majority of the Board to be inadequate, or that general absenteeism has created a problem in the workings of the Board or Committees, such Officer or Director may be subject to removal from office pursuant to provisions set forth in Sections 6, 7, and 8 of Article II. A removed Officer or Director shall be replaced as provided in Article VII, Section 2.

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ARTICLE VIII - VOTING ELECTIONS AND APPOINTMENT

- Section 1: Election of new Officers and Directors will occur as the first item of business at the Annual Meeting of the Minnesota Archaeological Society which will be held in April.
- Section 2: Nominations for office will be accepted up to February 1 each year and will be distributed to the membership in the newsletter or by mailings at least 30 days prior to the Annual Meeting in April. Additional nominations may be made from the floor during the Annual Meeting and election of Officers will take place at this time.
- Section 3: All members other than institutional members shall each have one vote in the transaction of Minnesota Archaeological Society business requiring a vote of the membership or portion thereof.
- Section 4: On any decision on which a vote is required by the membership, or for the election of Officers, a written and signed vote on the question or election by mail shall be accepted provided such vote has been received by the Chair prior to the membership vote.
- Section 5: Committee chairpersons shall be appointed by the President Elect and approved by the Board of Directors at the June meeting.

ARTICLE IX - CONTROL OF PROPERTIES

- Section 1: The ownership, disposition, care, and custody of all materials acquired by the Minnesota Archaeological Society by purchase, loan, or gift shall be vested in the Board of Directors. No material shall be acquired by purchase, loan, or gift unless previous approval has been given by the Board of Directors. Any Officer or member violating this provision shall be personally responsible for all material obtained without such approval.
- Section 2: There shall be no capital stock issued by the corporation.
- Section 3: In the event of the voluntary or involuntary dissolution of this corporation, neither the Officers, Directors, or members of the corporation shall be entitled to any of the assets. All assets shall be delivered over to and paid to the Board of Directors to be used for one or more of the original corporate purposes of this corporation.

ARTICLE X - QUORUM

- Section 1: Twenty voting members in attendance at a regular membership meeting shall constitute a quorum.
- Section 2: Five Directors in attendance at a regular or special meeting of the Board of Directors shall constitute a quorum.

ARTICLE XI - AMENDMENT OR REVISION OF BYLAWS

- Section 1: The Bylaws of the Minnesota Archaeological Society may be amended or revised by a two-thirds vote of the voting members in attendance at a regular or special membership meeting provided such proposed amendment or revision has been approved by the Directors and has been presented to all voting members at least thirty days prior to said meeting.
- Section 2: The amendment or revision of the Bylaws, as amended or revised, shall be effective immediately upon their adoption and shall supersede and nullify all previous enactment's in conflict with them.

APPENDIX A:
SOCIETY FOR AMERICAN ARCHAEOLOGY PRINCIPALS OF ARCHAEOLOGICAL ETHICS

Background:

At its April 10, 1996 meeting, the SAA Executive Board adopted the Principles of Archaeological Ethics, reproduced below, as proposed by the SAA Ethics in Archaeology Committee. The adoption of these principles represents the culmination of an effort begun in 1991 with the formation of the ad-hoc Ethics in Archaeology Committee. The committee was charged with considering the need for revising the society's existing statements on ethics. A 1993 workshop on ethics, held in Reno, resulted in draft principles that were presented at a public forum at the 1994 annual meeting in Anaheim. SAA published the draft principles with position papers from the forum and historical commentaries in a special report distributed to all members, *Ethics and Archaeology: Challenges for the 1990s*, edited by Mark. J. Lynott and Alison Wylie (1995). Member comments were solicited in this special report, through a notice in SAA Bulletin, and at two sessions held at the SAA booth during the 1995 annual meeting in Minneapolis. The final principles, presented here, are revised from the original draft based on comments from members and the Executive Board.

The Executive Board strongly endorses these principles and urges their use by all archaeologists "in negotiating the complex responsibilities they have to archaeological resources, and to all who have an interest in these resources or are otherwise affected by archaeological practice (Lynott and Wylie 1995:8)." The board is grateful to those who have contributed to the development of these principles, especially the members of the Ethics in Archaeology Committee, chaired by Mark. J. Lynott and Alison Wylie, for their skillful completion of this challenging and important task. The bylaws change just voted by the members has established a new standing committee, the Committee on Ethics, that will carry on with these crucial efforts.

Principle No. 1:
Stewardship

The archaeological record, that is, in situ archaeological material and sites, archaeological collections, records and reports, is irreplaceable. It is the responsibility of all archaeologists to work for the long-term conservation and protection of the archaeological record by practicing and promoting stewardship of the archaeological record. Stewards are both caretakers of and advocates for the archaeological record for the benefit of all people; as they investigate and interpret the record, they should use the specialized knowledge they gain to promote public understanding and support for its long-term preservation.

Principle No. 2:
Accountability

Responsible archaeological research, including all levels of professional activity, requires an acknowledgment of public accountability and a commitment to make every reasonable effort, in good faith, to consult actively with affected group(s), with the goal of establishing a working relationship that can be beneficial to all parties involved.

Principle No. 3:
Commercialization

The Society for American Archaeology has long recognized that the buying and selling of objects out of archaeological context is contributing to the destruction of the archaeological record on the American continents and around the world. The commercialization of archaeological objects - their use as commodities to be exploited for personal enjoyment or profit - results in the destruction of archaeological sites and of contextual information that is essential to understanding the archaeological record. Archaeologists should therefore carefully weigh the benefits to scholarship of a project against the costs of potentially enhancing the commercial value of archaeological objects. Whenever possible they should discourage, and should themselves avoid, activities that enhance the commercial value of archaeological objects, especially objects that are not curated in public institutions, or readily available for scientific study, public interpretation, and display.

Principle No. 4:**Public Education and Outreach**

Archaeologists should reach out to, and participate in cooperative efforts with others interested in the archaeological record with the aim of improving the preservation, protection, and interpretation of the record. In particular, archaeologists should undertake to: 1) enlist public support for the stewardship of the archaeological record; 2) explain and promote the use of archaeological methods and techniques in understanding human behavior and culture; and 3) communicate archaeological interpretations of the past. Many publics exist for archaeology including students and teachers; Native Americans and other ethnic, religious, and cultural groups who find in the archaeological record important aspects of their cultural heritage; lawmakers and government officials; reporters, journalists, and others involved in the media; and the general public. Archaeologists who are unable to undertake public education and outreach directly should encourage and support the efforts of others in these activities.

Principle No. 5:**Intellectual Property**

Intellectual property, as contained in the knowledge and documents created through the study of archaeological resources, is part of the archaeological record. As such it should be treated in accord with the principles of stewardship rather than as a matter of personal possession. If there is a compelling reason, and no legal restrictions or strong countervailing interests, a researcher may have primary access to original materials and documents for a limited and reasonable time, after which these materials and documents must be made available to others.

Principle No. 6:**Public Reporting and Publication**

Within a reasonable time, the knowledge of archaeologists gain from investigation of the archaeological record must be presented in accessible form (through publication or other means) to as wide a range of interested publics as possible. The documents and materials on which publication and other forms of public reporting are based should be deposited in a suitable place for permanent safekeeping. An interest in preserving and protecting in situ archaeological sites must be taken in to account when publishing and distributing information about their nature and location.

Principle No. 7:**Records and Preservation**

Archaeologists should work actively for the preservation of, and long term access to, archaeological collections, records, and reports. To this end, they should encourage colleagues, students, and others to make responsible use of collections, records, and reports in their research as one means of preserving the in situ archaeological record, and of increasing the care and attention given to that portion of the archaeological record which has been removed and incorporated into archaeological collections, records, and reports.

Principle No. 8:**Training and Resources**

Given the destructive nature of most archaeological investigations, archaeologists must ensure that they have adequate training, experience, facilities, and other support necessary to conduct any program of research they initiate in a manner consistent with the foregoing principles and contemporary standards of professional practice.