BY-LAWS OF THE FRIENDS OF ALEXANDRIA ARCHAEOLOGY

Approved August 20, 2020

ARTICLE 1: NAME: The name of this non-profit organization shall be the Friends of Alexandria Archaeology.

ARTICLE II: PURPOSE: The purpose of the organization shall be: To develop a common movement for the appreciation and conservation of archaeology and historic preservation in the City of Alexandria, Virginia and its place in the continuity of the human experience. The objectives of the organization shall be:

 Section 1. To increase the public’s knowledge of urban archaeology in Alexandria;

 Section 2. To encourage participation in educational programs pertaining to the archaeological history of Alexandria and the surrounding areas;

 Section 3. To maintain liaisons with other archaeological and historical organizations;

 Section 4. To promote volunteer activities and assist in ongoing projects of the Alexandria Archaeology program; and

 Section 5. To serve as an advocate for archaeology in Alexandria and elsewhere.

ARTICLE III: MEMBERSHIP:

 Section 1. Classes. There shall be one (1) class of members. Each member is entitled to one (1) vote.

 Section 2. Admission. Membership shall be by application and payment of one year’s dues.

 Section 3. Eligibility. Any person or group who supports the objectives of the organization as stated in Article II of these By-laws and who agrees to adhere to the Volunteer Code of Ethics established by Alexandria Archaeology is eligible for membership.

 Section 4. Resignation and Termination**.** Any member may resign by filing a written resignation with the Secretary. A member may have his or her membership terminated for cause as determined by a majority vote of the Board of Directors.

ARTICLE IV: OFFICERS:

 Section 1. Composition. The officers of the organization shall consist of a President, First Vice-President, Secretary, Treasurer and such additional Vice-Presidents and other officers as the Board of Directors deems necessary.

 Section 2. Elections and Term. The officers shall be elected from among the incoming Board of Directors at their first meeting following their election at the Annual Meeting. The term of all officers shall be one (1) year but, with the exception of the President, officers are not subject to term limits. The President shall serve for no longer than three (3) consecutive one (1) year terms but shall be eligible to serve in a different position on the Executive Committee after serving three (3) consecutive one (1) year terms as President.

 Section 3. Duties and Responsibilities.

1. The President shall call and preside over all meetings of the members, the Board and the Executive Committee. The President will act as chairman of the Board and with the Board’s approval, appoint chairmen to any committees as designated by the Board.
2. The First Vice-President shall assume all duties of the President in the event that the President cannot fulfill his or her duties as stated in Section 3a. The First Vice-President shall oversee financial resource development and shall perform other duties as may be designated by the Board of Directors.
3. The Secretary’s duties shall be to receive membership applications, keep a current list of members, keep the records of Board actions, including overseeing the taking of minutes at all Board meetings, send out meeting notices and maintain accurate corporate records. The Secretary shall perform other duties as may be designated by the Board of Directors.
4. The Treasurer shall be responsible for the administration of finances for the organization, subject to budgetary and other regulations established by the Board of Directors. The Treasurer will submit an annual budget for the approval by the Board of Directors prior to the Annual Meeting. The Treasurer shall perform other duties as may be designated by the Board of Directors.
5. The Secretary and Treasurer positions may be combined and held by one person if deemed necessary by the Board of Directors.

ARTICLE V: BOARD OF DIRECTORS:

 Section 1. Composition. The Board shall consist of the President, First Vice-President, Secretary/Treasurer (or Secretary and Treasurer) and additional members of the organization elected annually, not to exceed a total of fifteen (15).In addition, one ex-officio member shall be the Director of Alexandria Archaeology or the Director’s designee. Additional ex-officio members may be elected from other Alexandria historical groups or from other archaeological organizations. Ex-officio members are not eligible to vote or hold any of the offices defined above.

 Section 2. Election Term. The Board of Directors shall be elected at the Annual Meeting of members and shall serve for a three (3) year term. The three-year term shall commence at the first scheduled Board meeting following the Annual Meeting. Candidates must receive at least a majority of the votes cast to be elected.

 Section 3. Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member may be removed from his or her position on the Board if he or she has three unexcused absences from Board meetings in a one-year period.

 Section 3. Responsibilities and Requirements. Additional responsibilities and requirements expected of elected members of the Board of Directors may be established upon recommendation of the Executive Committee and approval by the Board of Directors. Approved responsibilities and requirements will become effective on the date of the next scheduled Annual Meeting.

Section 4. Board Budget Action. The Board of Directors shall act upon a proposed budget developed by the Treasurer prior to the Annual Meeting where they shall present it to the membership for approval along with an annual report of finances.

Section 5. Vacancy. In the event that a Board member is unable to complete his or her term, the Board is authorized to designate an interim replacement who shall serve until the Annual Meeting following their appointment as a Director at which time, should they so choose, they must stand for regular election.

 Section 6. Special Board Nominations. The Board of Directors shall notify the membership and request nominations for additional new Board members should the number of Directors fall below 7.Members shallbe notified of the special election thirty (30) daysin advance of the special election.

ARTICLE VI: COMMITTEES:

Section 1. The Executive Committee shall consist of the Officers of the Board of Directors. Meetings will be called as needed and other persons may be asked to attend as the need arises*.*  Except for the power to amend the Articles of Incorporation and By-laws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors. Any actions taken by the Executive Committee shall be reported to the full Board of Directors at its next meeting.

Section 2. The Nominating Committee shall consist of at least one (1) Presidential appointee, and at least two (2) persons appointed by the Board of Directors from the organization’s members, to include Board members themselves.

1. All nominations shall be submitted to the Secretary thirty (30) days prior to the Annual Meeting so that they can be included in the separate announcement of the Annual Meeting and/or in the newsletter.

Section 3. An Audit Committee, which shall not include any officers, shall be established annually by the Board to review corporate financial records. The Audit Committee shall include at least one (1) non-Board member. Following the review the Audit Committee shall submit a report to the Board summarizing the results and proposing any recommendations.

Section 4. Ad Hoc Committees shall be established by the Board from time to time as deemed necessary to further the goals of the organization.

Section 5. Committee members may be chosen from the full membership of the organization. Those committee chairs who are not elected Board members will be requested to attend Board meetings as deemed necessary by the President.

Section 6. A quorum for meetings of each committee shall be fifty-one percent (51%) of its members.

ARTICLE VII: MEETINGS OF THE BOARD OF DIRECTORS AND COMMITTEES:

Section 1. The Board of Directors shall schedule regular meetings as determined by the Board. The Board may call a special meeting as deemed necessary, provided notice of such a meeting stating its purpose is distributed to all Board members at least five (5) days in advance. A quorum shall consist of one third of elected Board members. Voting by proxy at Board meetings will not be permitted.

Section 2. Elected members of the Board of Directors shall be required to attend all scheduled regular meetings. Absences may be excused with prior notification to the President.

Section 3. All Committees shall meet subject to the call of the Chair for that particular committee.

ARTICLE VIII: MEETINGS OF THE MEMBERS:

Section 1. The Annual Meeting of the organization shall be held on a date agreed upon by the Board of Directors for the purpose of electing successor Directors, reporting the annual budget and any other matters of interest to all members.

Section 2. Notice of the date and place of the Annual Meeting shall be given to each voting member, by email or by mail, not less than twenty (20) days before the Annual Meeting.

Section 3. A quorum for the Annual Meeting of the members shall consist of at least twenty percent (20)% of the membership.

ARTICLE IX: PARLIAMENTARY PROCEDURES:

Any questions regarding parliamentary procedure shall be resolved and governed by Robert’s Rules of Order, Revised Edition.

ARTICLE X: FINANCES:

Section 1. The Board of Directors shall set the annual dues for membership in accordance with essential expenses subject to approval by the members at the Annual Meeting.

Section 2. Membership dues shall be paid annually.

Section 3. Any member more than three (3) months in arrears shall become an inactive member with the loss of membership privileges

Section 4. The Treasurer and the President shall act as signatories on all of the organization’s financial accounts. For disbursements under the amount of $1,000, only the Treasurer’s signature will be required. For disbursements over the amount of $1,000, the Treasurer’s and at least one other member of the Executive Committee’s signatures will be required.

Section 5. The fiscal year of the organization shall be the same as the fiscal year of the City of Alexandria.

ARTICLE XI: DISSOLUTION:

Section 1. Should the Board of Directors determine that the purpose described in Article II above no longer serves the best interests of the organization, they may recommend to the membership that the organization be dissolved. Upon a majority vote of the membership, the organization shall be dissolved and any remaining assets shall be transferred to the City of Alexandria’s Alexandria Archaeology Division.

ARTICLE XII: AMENDMENTS:

Section 1. Recommendations for amendments to these By-laws by the Board of Directors will be subject to the approval of the membership at the Annual Meeting. Any approved amendments will become effective immediately upon approval.