ADVISORY COUNCIL ON UNDERWATER ARCHAEOLOGY

BYLAWS

Adopted: January 7, 2005
BYLAWS
OF
THE ADVISORY COUNCIL ON UNDERWATER ARCHAEOLOGY

ARTICLE I - NAME

The name of the organization shall be the Advisory Council on Underwater Archaeology.

ARTICLE II - PURPOSE

The Advisory Council on Underwater Archaeology is an educational not-for-profit organization that shall:

1. encourage responsible stewardship and preservation of underwater and maritime archaeological heritage for future generations.

2. advocate the protection and preservation of underwater and maritime archaeological sites worldwide;

3. provide forums and opportunities for the professional archaeologist and the avocational to share their efforts, information and knowledge, and improve and coordinate their activities in those matters that are appropriate and for the benefit and advancement of underwater and maritime archaeology;

4. advise and encourage individuals, organizations and government agencies worldwide to adopt professional archaeological practices in the investigation, protection and management of underwater and maritime cultural heritage;

5. encourage publication of underwater and maritime archaeological research and heritage resource management and practices and to disseminate information concerning these issues;

6. promote the highest ethical and professional standards in underwater and maritime archaeology;

7. promote interpretation and provide learning/educational opportunities about underwater and maritime archaeology for the general public.

ARTICLE III - POWERS

The organization shall have the power to receive, administer, and disburse dues and other funds, grants or gifts to further its ends; to acquire, to hold absolutely or in trust for the purposes of the organization, and to convey property, real and personal; to publish reports, newsletters, bulletins; journals, and monographs; to affiliate with other organizations in the pursuit of common aims, and to appoint delegates or representatives to such organizations; and to engage in such other activities as are in keeping with the purpose of the organization.

ARTICLE IV - OFFICERS
Section 1. The officers of the organization shall be the chair, vice-chair, secretary, and treasurer; the latter two may be combined.

Section 2. The officers shall serve for a term of three (3) years and shall be elected by the board of directors from within that group. Officers may be re-elected, but may not serve as an officer beyond their normal four-year board term unless the board approves a temporary waiver of this policy. In such case, the officer shall only continue in that position until the end of their regular three-year term of office. Waivers may only be granted if two of the three years of the term of office are as a fully elected member.

Section 3. The new officers shall assume their positions at the close of the annual meeting of the board and shall hold office until their successors are installed.

Section 4: The immediate past-chair is automatically appointed as an Ex-Officio member.

Section 5. The chair shall be the chief executive officer of the organization and as such shall preside over all meetings of the board of directors or members. The chair shall make certain that all orders and resolutions of the board of directors are implemented and shall appoint the chair of each committee from the membership of the organization. The chair shall have all other such powers not inconsistent herewith as shall from time to time be conferred by the board of directors.

Section 6. The vice-chair shall perform the duties of the chair in the event of the chair's temporary inability to perform that office through absence or incapacity. The chair shall notify the officers of the reason for, and duration of, the temporary appointment of vice-chair to acting chair. Should the chair be unable to provide such notification, the vice-chair will become acting chair upon notification by the secretary, following agreement by the board of directors. In the event of death, resignation, or impeachment of the chair, the vice-chair shall become chair, filling the remainder of that term.

Section 7. The secretary shall keep minutes of the meetings of the board of directors and such special meetings that from time-to-time may be held; and insure that all notices are duly given in accordance with the provisions of these bylaws.

Section 8. The treasurer shall have custody of and be responsible for all funds and securities of the organization; receive and give receipts for monies due and payable to the organization from any source whatsoever, and deposit such monies in the name of the organization in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these by-laws. The treasurer shall submit a report of the financial condition of the organization at its annual meeting, and arrange for a review of the organization's books by a certified public accountant as deemed appropriate by the board of directors. If required, the treasurer shall give a bond for the faithful discharge of the treasurer's duties in such sum and with such surety or sureties as the board of directors shall determine.

Section 9. The officers shall perform other duties not inconsistent herewith as required by the
board of directors.

Section 10. Resignation by any officer shall be accomplished through notification to the board of directors. No action by the board of directors is required.

Section 11. Impeachment and removal from office shall be accomplished through the board of directors. Any member of the board of directors may begin impeachment proceedings. If at least three-fourths (75%) of the members of the board of directors concur, that officer shall be removed from office and the vacancy filled as provided in the bylaws. Grounds for impeachment shall be malfeasance or nonfeasance of office, or violation of the organization's code of ethics (Article XIV).

ARTICLE V - BOARD OF DIRECTORS

Section 1. The management and control of the property and affairs of the organization shall be entrusted to the board of directors, which shall consist of the officers and eight (8) directors. The combined maximum number of officers and directors shall not exceed 12.

Section 2. Annual meetings of the board of directors shall be held at a time and place to be determined by the board of directors.

Section 3. The directors are elected for a term of four (4) years. Three (3) directors shall be elected annually by a mail ballot. New members are installed at the annual meeting. All board terms run through the end of the calendar year of the least year of each term. (That is, a term running from 2004-2007 begins in January 2004 and runs through December 2007). Board members may serve only two consecutive terms. Board members may stand for election again after a hiatus of one year.

Section 4. If a vacancy on the board occurs for any reason, the position will remain vacant until the next scheduled election. If an elected candidate is unable or unwilling to serve, the board of directors shall appoint a person from the organizations membership to fill the unexpired term. Should the chair be unable to fulfill his/her term, the vice-chair shall assume responsibility for that term. The board of directors shall elect an interim vice-chair from among the current board members.

Section 5. Candidates for board membership are selected by the Nominating Committee consisting of the immediate past-chair, a senior member, and a junior member. Selection of the senior and junior Nominating Committee members is the duty of the board.

Section 6. The board of directors shall have the authority to make interim appointments to any office other than that of chair in the event of a vacancy and shall perform other duties as specified in the bylaws.

Section 7. The board of directors shall have the authority to appoint institutional and individual associate members to the board as are deemed appropriate to furthering the purposes of the
organization. Associate membership shall be non-voting. Terms of office shall be determined by the board and run from January 1 through December 31 of the years indicated.

Section 8. The board of directors shall have the authority to appoint Graduate Student Associate member(s) to the board as deemed appropriate to furthering the purposes of the organization. Graduate student associate membership shall be non-voting. The term of office is two (2) years and runs from January 1 through December 31 of the years indicated.

Section 9. The board of directors shall have the authority to elect emeritus members. Emeritus members shall be non-voting. There is no term limit on emeritus members.

Section 10. The board of directors shall have the authority to extend Ex-Officio status to any prior officer of the organization. Ex-Officio members shall be non-voting. There is no term limit on Ex-Officio members.

Section 11. A special meeting of the board of directors may be called at any time by the chair or upon written request of any three (3) directors. The secretary shall give at least thirty (30) days written notice of the time, place, and purpose of such meeting.

Section 12. A simple majority of the voting members who attend the meeting in person shall constitute a quorum at that meeting. However, no action may be approved without the vote of a simple majority of the number of members required to constitute a quorum.

Section 13. When a majority of the members of the board of directors shall consent in writing to any action submitted to all directors by the chair, such action shall be a valid organizational action.

ARTICLE VI – GENERAL MEMBERSHIP

Section 1. There shall be two categories of organization general membership: individual and institutional, within which there may be one or more types. The types of membership and the privileges of each shall be determined by the board of directors.

Section 2. Membership in the organization is open to all persons or institutions in any way concerned with underwater cultural heritage research, management, or protection upon payment of such dues as may be assessed.

Section 3. Each individual member shall be entitled to vote, hold office, receive entitled publications, and in all other ways enjoy the privileges of full membership. Institutional members shall only receive entitled publications.

Section 4. The annual dues for membership shall be determined by the board of directors.

Section 5. Membership shall be for the calendar year.
Section 6. The board of directors may impose reasonable sanctions on a member, or suspend or expel a member from the organization for any material breach by such member of the rules, regulations, or code of ethics adopted for the management of its properties and the promotion of its purposes. Any member to be sanctioned, suspended, or expelled will be given reasonable notice of the intention of the board of directors and an opportunity to be heard why such sanction, suspension, or termination should not take place. The board may designate a committee to hold such hearings as may be requested, such hearing to be at a reasonable time and place upon such notice as is reasonably necessary to give the member requesting such hearing a fair hearing.

Section 7. Membership in the organization is not transferable or assignable. Upon the death or resignation of a member, his or her membership shall terminate.

Section 8. Any member may resign from the organization; however such resignation shall not relieve the member of any obligation to pay any dues or other charges that accrued and are unpaid prior to the effective date of their resignation.

ARTICLE VII - MEETINGS

The organization shall hold an annual meeting and an annual business meeting as deemed necessary and appropriate by the board.

Section 1. The annual business meeting shall coincide with the annual meeting of members, which shall be held at a time and place to be fixed by the board of directors. Written notice of the time and place of such meeting shall be sent to each member of the organization at least thirty (30) days in advance of the date fixed for such meeting.

Section 2. All meetings of the organization shall be conducted according to Robert's Rules of Order, except where the rules or regulations of the organization supersede them.

Section 3. Presentations at the annual meeting shall be consistent with the organization’s purpose of promoting scholarly research and with its professional and ethical standards as presented in Article XIV of the bylaws Ethical Principles and Professional Guidelines for Practice.

ARTICLE VIII - COMMITTEES

Section 1. The board may establish such committees as deemed necessary to support or carry out the goals of the organization. Any member in good standing may be appointed to a committee. The duration and purpose of a committee shall be determined by the board.

Section 2. The only standing committee shall be the Nominations Committee consisting of two members of the board and the immediate past chair of the board, who shall also serve as
committee chair. The members shall be appointed by the current board.

Section 3. Each committee may adopt rules for its own governance not inconsistent with these by-laws or with rules adopted by the board of directors, provided, however, that no committee may represent itself as speaking for the board or the organization without authorization of the board of directors.

ARTICLE IX - PARLIAMENTARY AUTHORITY

Robert’s Rules of Order shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the organization may adopt.

ARTICLE X - AFFILIATED ORGANIZATIONS

Section 1. The board of directors shall have the authority to establish formal affiliations through memorandums of agreement with other organizations deemed appropriate to furthering the purposes of the organization.

Section 2. An affiliated organization may not represent itself as speaking for the organization and the organization may not represent itself as speaking for an affiliate without the approval of both governing boards.

ARTICLE XI - AMENDMENTS

Section 1. The board of directors or ten (10) percent of the members of the organization in good standing may propose that the bylaws be amended, repealed, or altered in whole or in part. Such changes may be enacted by two-thirds majority of the votes cast by mail ballot to be returned within thirty (30) days of notification.

Section 2. The board of directors may adopt additional standing rules in harmony herewith, but shall not alter the bylaws adopted by the members of the organization.

ARTICLE XII - DISSOLUTION

In the event of the dissolution of this organization, either voluntarily or involuntarily, the members of the organization shall not be entitled to any of the assets, but the same shall be delivered or paid to a not-for-profit educational organization with objectives similar to those of Advisory Council on Underwater Archaeology. The recipients shall be determined by the board of directors. Any provision herein notwithstanding, distribution of such assets shall be subject to the control of a court in the State of Florida.
ARTICLE XIII - FINANCES AND CONVEYANCING

Section 1. The fiscal year of the organization shall correspond to the calendar year.

Section 2. The funds of the organization shall be deposited in the name of the organization in such bank or trust company as the board of directors shall designate and shall be drawn by checks, draft, or other orders for the payment of money signed by the treasurer or by such person or persons as shall be designated by the board of directors.

Section 3. All deeds, mortgages, releases, conveyances, contracts, or other instruments of the organization authorized by the board of directors shall be executed on behalf of the organization by the officer or officers of the organization authorized by the board of directors. Said officer or officers shall be authorized to accept gifts of money or kind on behalf of the organization and to deposit these with the funds of the organization or hold them in trust pending instructions by the board of directors. Any provision herein notwithstanding, such transactions shall be subject to the laws of the State of Florida.

Section 4. No financial obligations in excess of funds available in the treasury shall be assumed by the board of directors or by any officer on behalf of the organization except as provided for in this section. Estimated receipts from annual dues and other accounts receivable for the current year may be considered as available funds.

ARTICLE XIV - ETHICAL PRINCIPLES

Section 1. All directors and members of the organization shall subscribe and adhere to the organization’s Ethical Principles and Professional Guidelines for Practice as reviewed and approved by the board of directors and included in the organization’s Policies and Procedures.