

**Revised and Passed 2018**

**FLORIDA ARCHAEOLOGICAL COUNCIL, INC.**

**FAC Articles of Incorporation and FAC By-Laws**

***FAC Articles of Incorporation***

The undersubscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation not for profit under the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of the corporation shall be **FLORIDA ARCHAEOLOGICAL COUNCIL, INC.**

**ARTICLE II**

**Purposes**

1. To provide an opportunity for the professional archaeologists working in Florida to share their efforts, information, and knowledge, and to improve and coordinate their professional activities in those matters that are appropriate and for the benefit and advancement of archaeology, especially in Florida.
2. To cooperate with and advise other organizations working in related and allied fields.
3. To encourage publication of archaeological research and to distribute and disseminate information concerning archaeological matters in Florida.
4. To encourage maintenance of the highest standards of academic teaching and research in archaeology.

**ARTICLE III**

**Membership**

1. Membership on the Council is open to anyone who adheres to the Code of Conduct of the Register of Professional Archaeologists and who meets the criteria established in Article I of the Council's By-Laws.
2. Other categories of membership may be defined as needed by action of the Council.
3. Membership is not limited by race, color, creed, gender, age, politics, disability, or religion.
4. The incorporators, who constituted the first Board of Directors were:

John W. Griffin

Stephen J. Gluckman

Harry Piper

## **ARTICLE IV**

### **Management**

1. The affairs of the Council shall be managed on behalf of, and at the direction of, the membership by the elected Officers, Directors, Immediate Past President, Ex-Officio Member, and the Newsletter Editor, who shall constitute the Board of Directors.
2. The Officers shall be a President, Vice-President, a Secretary and a Treasurer. The latter two officers may be combined. The officers shall be elected by the membership in a manner to be established in the By-Laws.
3. There shall be not less than four (4) nor more than seven (7) Directors, elected by the membership in a manner to be established in the By-Laws.
4. The affairs of the corporation were first managed by the following officers, namely:

John W. Griffin, President

Stephen J. Gluckman, Vice-Pres.

Harry M. Piper, Sec.-Treasurer

## **ARTICLE V**

### **Meetings**

1. The Council will hold an Annual Meeting once each calendar year. Special meetings shall be called upon written request to the president by five members of the Council. The president shall then notify the membership of the meeting time and place.
2. A quorum shall consist of those members present at a scheduled meeting.
3. Robert's Rules of order will prevail at meetings when a dispute as to procedure arises.

## **ARTICLE VI**

### **Existence**

1. This corporation shall be incorporated in perpetuity, unless voluntarily dissolved, or dissolved by operation of law.

## **ARTICLE VII**

### **Payments and Distributions**

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, Board of Directors, Officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

No substantial part of the activities of the corporation shall be the carrying on of propaganda 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 Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future U.S. Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future U.S. Internal Revenue Law).

## **ARTICLE VIII**

### **Disposition of Assets**

1. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation, in such manner or to such organization or organizations constituted and operating exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future U.S. Internal Revenue Law), as the Board of Directors shall determine. Any such assets, not so disposed of, shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations as said court shall determine, which are organized and operated exclusively for such purpose.

## **ARTICLE IX**

### **By-Laws**

1. By-laws consistent with these Articles shall be adopted by the membership, and may be amended as provided herein.

## **ARTICLE X**

### **Amendments**

1. Amendments to these Articles and/or By-laws shall be proposed to the Council membership in writing and shall be adopted by a two-thirds (2/3) majority of the vote cast by the membership.

## **ARTICLE XI**

### **Registered Agent**

1. The street address of the initial registered office of this corporation was 2122 Fourth Street North, St. Petersburg, Florida 33704, and the name of the initial Registered Agent of this corporation at that address was Harry Piper.

In WITNESS WHEREOF, we, the aforementioned subscribers, have hereunto affixed our hands and seals this 8<sup>th</sup> day of March, 1981.

2. The Secretary-Treasurer or Treasurer shall now act as the Registered Agent (a person or entity that has agreed to accept service of process on behalf of the corporation). The duties shall include filing the Uniform Business Report (sworn annual report) to the Secretary of State between January 1 and May 1

of each year on such form as the Department of State prescribes. Failure to file results in the administrative dissolution of the corporation.

## **FAC By-Laws**

### **ARTICLE I**

#### **Objectives**

1. The objectives of the Council shall be: to promote and to stimulate interest and research in the archaeology of Florida on land and underwater; to encourage a more rational public appreciation of the aims and limitations of archaeological research; to promote high quality standards in the conduct of archaeological survey and excavation, data analysis, and report preparation; to serve as a bond among professional archaeologists interested in Florida archaeology and encourage the publication of their results; to advocate and to aid in the conservation of archaeological data; and to discourage the indiscriminate excavation of archaeological sites, both on and/or underwater, the alteration of above-ground or inundated remains, and the practice of collecting, hoarding, exchanging, buying, or selling archaeological materials for the purpose of personal satisfaction or financial gain.
2. The Council shall prepare written guidelines on recommended professionally acceptable standards for the conduct of archaeological and historic sites assessment survey and excavation, data analysis, and report preparation. These guidelines shall be periodically reviewed and amended, as necessary.
3. The Council shall initiate or endorse efforts to discourage destruction of archaeological or historic resources by public or private institutions, agencies, and corporations.

### **ARTICLE II**

#### **Membership**

1. The membership shall consist of the following classes:

Regular Member

Retired Member

Student Member

2. Regular Membership on the Council is open to anyone who adheres to the Code of Conduct of the Register of Professional Archaeologists (RPA) and who meets the qualifications listed below:

(a) Holds a master's degree or higher in anthropology, archaeology, history, or other closely related discipline, with an emphasis in archaeology;

(b) Can document one of the following:

(i) 12 weeks of supervised field training, at least half of which is excavation, or

(ii) 12 weeks of supervised practical training in a specialized sub-field as zooarchaeology, archaeobotany, or museum studies affiliated with archaeological or anthropological collections.

3. Any Member or new applicant who has retired from a career as professional archaeologist in a remunerative capacity, who can demonstrate qualifications for Regular Membership, and who is age 65 or over shall be eligible for Retirement membership. Individuals in a Retired status shall retain all rights and privileges previously held.
4. Student Membership on the Council is open to anyone who holds a Bachelor's degree in anthropology, archaeology, history or other closely related discipline, who adheres to the Code of Conduct of the Register of Professional Archaeologists (RPA), and who is enrolled full time in a graduate program resulting in a master's degree or higher in anthropology, archaeology, history, or other closely related discipline, with an emphasis in archaeology.
5. Membership is not limited by race, color, creed, gender, age, politics, disability, or religion.
6. Regular and Student Memberships are established by a majority vote of the Membership Committee. The applicant may appeal all decisions of the Membership Committee in writing to the Board of Directors. The majority decision of the Board of Directors shall be final, except that there shall be no limitations on the number of times application for membership may be submitted. Regular Members may transition to Retired Membership by notifying the Membership Committee.
7. Members of the Council may have one vote in Council voting issues.
8. Members of the Council may attend all annual and special meetings. Members of the Council shall receive any newsletter, announcements, and publications put forth by the Council.
9. Application for membership shall constitute a written subscription to the objectives, ethics, and standards of the Council.
10. Membership in, or affiliation with, the Council 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 regard to the archaeological record. The Board of Directors may, by unanimous vote, remove from membership rolls any member who violates these said standards as set forth in Article II of the Articles of Incorporation or who otherwise makes improper use of membership on the Council.
11. Membership may be terminated by voluntary resignation, or by non-payment of dues, or as noted in Article VII of these by-laws.
12. Any library, museum, university, school, agency, or person involved with Florida archaeology may subscribe to any newsletters or publications put forth by the Council without privilege of membership. Fees for such subscriptions shall be established by the Board of Directors.

### **ARTICLE III**

#### **Organization**

1. The Officers of the Council shall consist of a President, a Vice-President, a Secretary, a Treasurer, a Membership Secretary, and a Communications Coordinator. Each officer shall be elected for a two-year term.

2. At least four and no more than seven Directors shall be elected by the membership for two-year terms. The initial election held under these By-Laws shall elect two Directors for a one-year term, and two Directors for a two-year term. Under subsequent elections the terms for Directors shall be two years. To the extent possible, one of the Directors should be a Student Member.
3. The Board of Directors of the Council shall consist of the Officers, Directors, Immediate Past President, and Ex-Officio Member(s).
4. The Officers and Directors shall be elected from the voting membership.
5. The Membership Committee shall be comprised of three individuals, one of whom consists of the Membership Secretary and two other members appointed by the President.
6. A Newsletter Editor may be appointed by the President for an annual term. The Newsletter editor may be reappointed by the President and shall be a voting member of the Board of Directors.
7. One Ex-Officio member shall be the State Archaeologist; others may be appointed by the Board of Directors of the Council.
8. Ex-Officio members of the Board of Directors do not vote on affairs of the Board.

#### **ARTICLE IV**

##### **Elections**

1. Nominations for President, Vice-President, Secretary, Treasurer, Membership Secretary, and two Directors shall be drawn up by a three-person Nominations/Elections Committee appointed by the President. Voting may take place by mailed ballots or electronic ballots prior to the annual meeting, or by hand count or voice vote at the annual meeting. Those Officers and Directors elected will assume office at the close of the annual meeting.
2. Any vacancy in office (where no other Officer is empowered to assume the duties of that office) shall be filled by appointment of the Board of Directors. The office shall then be filled by vote of the (as per Article IV.1).

#### **ARTICLE V**

##### **Duties of the Officers**

1. The President shall be chief executive officer of the Council and as such shall preside at annual meetings and meetings of the Board of Directors. The President shall appoint all necessary committees and their chairpersons.
2. In the absence or incapacity of the President, the Vice-President shall assist and/or perform the duties of the President.
3. The Treasurer, subject to directions of the Board of Directors, shall have general charge of the administrative and financial affairs of the Council. The Treasurer shall maintain financial records and provide an annual financial report of the Council's financial status. The Treasurer shall serve as Registered Agent for the organization and shall submit annually to the Secretary of State a sworn annual

report on such form as the Department of State prescribes. Also, the Treasurer shall develop a biannual budget subject to the board's approval.

4. The Secretary shall compile the minutes of Annual and Special Council Meetings, act as Secretary of the Board of Directors, maintain records of the Council and maintain membership correspondence. The Secretary shall also render minutes of each Annual Meeting and submit them to the Board of Directors for approval and to the membership.

5. The Membership Secretary shall receive, maintain and keep records of membership dues payments, and maintain yearly lists of members in good standing.

## **ARTICLE VI**

### **Meetings**

1. The Council will hold an Annual Meeting, normally in conjunction with the Annual Meeting of the Florida Anthropological Society. Special meetings shall be called upon by written request to the President and five voting members of the Council. Time and place of any meeting shall be indicated in writing to the membership by the President, at least 60 days prior to the meeting.

2. Board Meetings will be held quarterly.

3. Board members who miss two consecutive board meetings without notification are subject to removal at the discretion of the board. Those vacancies shall be filled by appointment of the Board of Directors. The office shall be filled by the vote of the members at the next regular election.

## **ARTICLE VII**

### **Finances**

1. The fiscal year of the Council will correspond to the annual meetings schedule.

2. Annual dues shall be payable by March 1 of each year, after which an additional administrative fee may apply. Members 90 days in arrears shall be dropped from Council membership. Members thus dropped may be reinstated by reapplication to the Membership Committee.

3. The income from the annual dues shall constitute the working fund, available for current expenses consistent with the biannual budget approved by the board for purposes of the Council as the Board of Directors shall direct.

4. Annual dues shall be determined by the board and subject to change, and shall be based upon a sliding scale applicable to the individual income of each member.

## **ARTICLE VIII**

### **Amendments**

1. The By-Laws may be amended by a majority of all votes cast by the membership.