



CONSTITUTION AND BYLAWS
of
THE TEXAS ARCHEOLOGICAL SOCIETY
[adopted as amended on 24 October 2009]

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CONSTITUTION

Article I: Name and Place of Business

Section 1. The name of this association shall be THE TEXAS ARCHEOLOGICAL SOCIETY, hereinafter in this Constitution and Bylaws called "the Society".

Section 2. The business office of the Society shall be at a location approved by the Board of Directors.

Article II: Aims and Objectives

The purposes of the Society are promotion of (1) scientific archeological exploration and research, (2) the preservation and conservation of archeological materials and sites, (3) the interpretation and publication of data attendant thereto, (4) education of the membership and public to the aims of archeology, (5) the establishment of local archeological groups under the auspices of the society.

Article III: Membership and Dues

An individual, society, institution, or business may become a member by attesting sympathy with the aims and objectives of the Society and payment of annual dues as provided in the Bylaws.

Article IV: Government

The government of the Society shall be vested in a Board of Directors in such a manner as provided in the Bylaws.

Article V: Meetings

The Annual Meeting of the Society shall be held before Thanksgiving at a time and place to be determined by the Board of Directors. Members shall receive notification at least thirty (30) days in advance of the meeting.

Article VI: Amendment

This Constitution may be amended by a two-thirds (2/3) vote at any Annual Meeting providing that a written notice of the proposed amendment has been sent to the members at least thirty (30) days prior to the meeting.

BYLAWS

Article I: Membership

Section 1. The Society shall be composed of members and Fellows who shall have the privilege of attending and participating in the meetings of the Society and the Field School, receiving the newsletter and the annual bulletin and advance notice of all special publications of the Society.

Section 2. Individuals, societies, institutions, and businesses may become members of the Society upon payment of annual dues.

Section 3. A member shall be one whose dues and charges are not delinquent.

Section 4. Membership in the Society shall be divided into categories:

- a. Individuals
- b. Families: heads of households and dependents
- c. Students: individuals in grade school through college/university whose coursework is considered to be half-time or more
- d. Contributors
- e. Supporters
- f. Patrons
- g. Life members (prior to 2001)
- h. Chartered societies, societies, institutions, and businesses: associate members that shall not have voice, vote, or the privilege of holding office
- i. Fellows

Section 5. An individual may become a Fellow of the Society for meritorious contribution to Texas archeology and the Society. Fellows shall be recommended by the Awards Committee and approved by the Executive Committee. Fellows have full rights of membership and shall not be required to pay annual dues.

Article II: Dues, Fees, and Finances

Section 1. Dues are assessed by calendar year; renewals are payable January 1, and shall be delinquent March 1.

Section 2. Fees and charges shall be approved by the Board of Directors.

Section 3. The Budget Committee shall prepare the annual budget for the next fiscal year for the approval of the Board of Directors and adoption by the members at the Annual Meeting of the Society.

Section 4. The fiscal year shall be from January 1 to December 31.

Section 5. The financial records and procedures of the Society shall be examined annually by the Fiscal Overview Committee. The report of the examination shall be presented for adoption by the members at the Annual Meeting of the Society.

- a. On Leap Years, a compilation, review, or audit shall be conducted by a Certified Public Accountant appointed by the President and approved by the Board of Directors.
- b. On years other than Leap Year, an examination of the financial records kept by the Society for that year shall be conducted by the Fiscal Overview Committee after the close of the fiscal year. The report of the Committee's

findings shall be presented to the Board of Directors as soon as is practical the following fiscal year after the IRS paperwork is settled, but no later than the second Monday in August.

Section 6. The Endowment Fund shall be a permanent fund, the income from which shall be used to support the operating budget of the Society.

Section 7. No part of the net earnings of the Society shall inure to the benefit of or be distributable to its members, officers, or other persons, except that the Society (through the review and approval of its Board) shall be authorized and empowered to pay reasonable compensation for services rendered or to make payments and distributions in furtherance of the purposes set forth in Article II of the Constitution.

Article III: Meetings of the Society

Section 1. The Annual Meeting shall be held as provided in the Constitution of the Society for the purpose of electing officers, receiving reports, and other such business as may come before it.

a. At least twenty-five members who have the right to vote shall constitute a quorum at all meetings of the Society.

b. Members of the Society with voting privileges at meetings are Individuals, Families, Students, Contributors, Supporters, Patrons, and Life members all above seventeen years of age, and Fellows of the Society. No member shall vote in more than one capacity, and there shall be no voting by proxy.

c. The call to the Annual Meeting shall be mailed to the membership at least thirty days prior to the meeting.

Section 2. Special meetings of the Society may be held at the call of the President or upon written request of five members of the Board of Directors. At least thirty days written notice of such a meeting shall be given, and the purpose of the meeting shall be stated in the call to the meeting.

Section 3. In the event of an emergency or disaster, the Board of Directors, by a two-thirds vote, may postpone or cancel an Annual Meeting. All members shall be notified of such action, and the Board of Directors shall provide for election of officers by mail.

Section 4. The Annual Meeting shall feature a program of archeological topics, including a Public Forum and/or a public outreach event.

Section 5. The Annual Meeting Committee shall assist local arrangements coordinators to organize, publicize, and produce the meeting, and shall act as an interface between that group and the Board of Directors. The Committee shall consist of five members: the President-Elect, who shall serve as chair, the Immediate Past President, and three appointees, with one member appointed each year for a term of three years.

Section 6. To support the Annual Meeting, the Board of Directors may appropriate funds to be used, if needed, by local arrangements coordinators for initial Annual Meeting expenses or as insurance should the coordinators lose money in producing the meeting. If there is a profit from the Annual Meeting, the Society will first be reimbursed for any monies it may have advanced to local arrangements coordinators, then will receive 50% of the Annual Meeting's net profits. Proceeds from Annual Meeting fund-raisers will benefit only the Society.

Article IV: Officers

Section 1. The executive officers of the Society shall be the President, President-Elect, Secretary, Treasurer, Immediate Past President, Publications Editor, and Newsletter Editor. Other elected officers shall be the Regional Directors; Secretary-Elect, Treasurer-Elect, Publications Editor-Elect, and Newsletter Editor-Elect in such years as the office is filled; and the Nominating Committee Chair.

Section 2. Elected officers shall take office at the close of the Annual Meeting at which they are elected and shall serve terms as stated in these Bylaws or until their successors are elected.

a. The President, President-Elect, Secretary, Treasurer, Immediate Past President, Nominating Committee Chair, and officers-elect, in such years as those offices are filled, shall serve a term of one year.

b. The Publications Editor and the Newsletter Editor shall each serve terms of two years.

c. The Regional Directors shall be elected to terms of three years, with four Regional Directors chosen for office each year. Regions 1, 4, 11, and 12; Regions 2, 5, 7, and 8; and Regions 3, 6, 9, and 10 shall form the three rotating groups.

Section 3. Officers shall perform the duties provided by these Bylaws, by the Society, the Board of Directors, or the adopted parliamentary authority.

a. The President shall serve as chair of the Board of Directors, the Executive Committee, and the Ethics Committee; as Chief Executive Officer; and as official spokesperson of the Society. The President shall appoint committees, trustees, special appointees, and chairs with Board approval as provided by these Bylaws, shall be a member of the Publications Policy Committee, and shall serve as ex officio member of all other committees and trusts except the Nominating Committee.

- b. The President-Elect shall succeed to the office of President at the end of the term as President-Elect, or upon a vacancy in the office of President. The President-Elect is a member of the Executive Committee, the Publications Policy Committee, the Budget Committee, the Ethics Committee, the Internet Committee, and chair of the Annual Meeting Committee.
- c. The Secretary shall keep a record of the proceedings of meetings of the Board of Directors, Executive Committee, and of the Society. The Secretary is a member of the Executive Committee, the Publications Policy Committee, and the Ethics Committee.
- d. The Secretary-Elect shall be an apprentice to the Secretary and may assume the office when the term of the incumbent expires or if the office is otherwise vacated. As part of this apprenticeship, the Secretary-Elect shall attend and take supplementary minutes at meetings of the Board of Directors.
- e. The Treasurer shall serve as custodian of funds and shall be a member of the Executive Committee, the Publications Policy Committee, the Budget Committee, and the Ethics Committee.
- f. The Treasurer-Elect shall be an apprentice to the Treasurer and may assume the office when the term of the incumbent expires or if the office is otherwise vacated. As part of this apprenticeship, the Treasurer-Elect shall attend meetings of the Board of Directors and shall be a member of the Budget Committee.
- g. The Immediate Past President shall serve on the Executive Committee, the Publications Policy Committee, the Annual Meeting Committee, and the Ethics Committee.
- h. The Regional Directors shall serve as liaison between the Board of Directors and their respective regions, shall facilitate whenever possible the establishment of regional and local archeological groups and activities, and shall promote membership in the Society.
- i. The Publications Editor shall be responsible for the publication of bulletins and reports on archeological and related subjects. The Publications Editor shall be a member of the Executive Committee and the Ethics Committee, and shall serve as the chair of the Publications Policy Committee.
- j. The Publications Editor-Elect shall be an apprentice to the Publications Editor and may assume the office when the term of the incumbent expires or if the office is otherwise vacated. As part of this apprenticeship, the Publications Editor-Elect shall attend meetings of the Board of Directors and shall be a member of the Publications Policy Committee.
- k. The Newsletter Editor shall be responsible for the publication of periodic newsletters informing the Society on matters of interest. The Newsletter Editor shall be a member of the Executive Committee, the Ethics Committee, and vice-chair of the Publications Policy Committee.
- l. The Newsletter Editor-Elect shall be an apprentice to the Newsletter Editor and may assume the office when the term of the incumbent expires or if the office is otherwise vacated. As part of this apprenticeship, the Newsletter Editor-Elect shall attend meetings of the Board of Directors and shall be a member of the Publications Policy Committee.
- m. The Nominating Committee Chair shall chair the Nominating Committee.

Section 4. A vacancy in any elected office other than that of President may be filled by the Board of Directors appointing the officer-elect or another member in good standing.

- a. A vacancy in the office of President shall be filled by the President-Elect, and the office of President-Elect shall remain vacant until the next election of officers. Should both offices of President and President-Elect become vacant, the Board of Directors shall fill the office of President until the next election of officers.
- b. The Board of Directors may declare an office vacant should an officer have more than two unexcused absences from meetings of the Board of Directors in any one year.

Article V: Executive Committee

Section 1. The Executive Committee shall be composed of the President, President-Elect, Secretary, Treasurer, Immediate Past President, Publications Editor, and Newsletter Editor.

Section 2. The Executive Committee shall have the power to transact necessary business between meetings of the Board of Directors and may employ staff as needed. Such staff shall work under its direction. The Executive Committee shall also determine the location of the business office of the Society. The actions of the Executive Committee shall be reported to the Board of Directors for ratification at its next regular meeting. The quorum of the committee shall be four (4) members, at least one of whom is the President or President-Elect.

Section 3. Special electronic meetings of the Executive Committee may be held at the discretion of the President or at the request of three (3) or more Executive Committee members. Such meetings may occur via e-mail or other electronic devices that do not require members to be present at the same location at the same time. The duration of these meetings shall not be less than one day nor more than one week. Written or verbal votes will be taken from those without e-mail.

Meetings by telephone conference calls may be held at the discretion of the President or at the request of three (3) or more Executive Committee members.

A quorum (as described in Article V, Section 2) shall be required to conduct business at special electronic meetings or telephone conferences. A quorum shall be determined before a motion can be made or a vote can be taken. Minutes will be prepared for all special electronic meetings or telephone conferences. Electronic votes may be cast by copy to all members of the committee or may be counted by responding only to the President and the Secretary. All actions taken at special electronic meetings or during conference calls will be ratified at the next physical meeting of the Executive Committee.

Section 4. The Executive Committee shall serve as the Ethics Committee.

Article VI: Board of Directors

Section 1. The Board of Directors shall consist of the President, President-Elect, Secretary, Treasurer, Immediate Past President, Regional Directors, Publications Editor, Newsletter Editor, the Nominating Committee Chair, and the chairs of the standing committees and the Donors' Fund Trustees.

Section 2. The Board of Directors shall have full power and authority over the affairs of the Society between Annual Meetings of the membership, shall determine the operation policy, administer the finances, and have care, custody, and control of any equipment and other property acquired by the Society.

Section 3. Other than for the President, a vacancy occurring on the Board of Directors shall be filled by a member in good standing elected by the Board of Directors.

Section 4. The Board of Directors shall meet at the call of the President or upon the call of five (5) members of the Board of Directors. Members shall be notified of meetings at least thirty days before the meeting.

Section 5. Special electronic meetings of the Board of Directors may be held at the discretion of the President or at the request of five (5) or more members of the Board of Directors. Such meetings may occur via e-mail or other electronic devices that do not require members to be present at the same location at the same time. The duration of such meetings shall not be less than one day nor more than one week. Written or verbal votes will be taken from those without e-mail. The 30-day notification does not apply to electronic meetings.

A quorum shall be required to conduct business at special electronic meetings and shall be determined before a motion can be made or a vote can be taken. Minutes will be prepared for all special electronic meetings. Votes will be cast by responding to the Secretary and the President. All actions taken at special electronic meetings will be ratified at the next physical meeting of the Board.

Section 6. Nine members of the Board of Directors shall constitute a quorum for the transaction of business and shall include the President or a member of the Executive Committee, two Regional Directors, and two standing committee chairs. Any member of the Society who holds more than one office on the Board of Directors shall be limited to one vote, and shall count as one member for the purpose of a quorum.

Article VII: Nominations and Elections

Section 1. The Nominating Committee shall submit at least one name for each office to be filled. At the direction of the Board, the Nominating Committee will add specified officer-elect position(s) to its regular slate of nominees. The report of the Nominating Committee shall be included in the notice for the Annual Meeting and shall be reported to the membership at the meeting. Nominations from the floor shall be called for.

a. All nominees for offices of the Society shall be members in good standing.

b. No name shall be placed in nomination without consent of the nominee to serve if elected.

Section 2. Officers shall be elected by ballot at the Annual Meeting, except should there be only one nominee for any office; election for that office may be by voice. A majority shall elect.

Article VIII: Committees

Unless otherwise specified, all committee and chair appointments are made by the President with the approval of the Board of Directors. Ad hoc committees shall be appointed by the President and approved by the Board as deemed necessary to carry on the work of the Society. The chair of each committee shall designate one of its members to provide content to the Internet Committee.

Section 1. The Academy Committee. See Article IX.

Section 2. The Annual Meeting Committee. See Article III.

Section 3. The Awards Committee shall recommend nominees to receive acknowledgment of meritorious service to Texas archeology and/or the Society. The nominees shall be approved by the Executive Committee. The Committee shall be composed of three members, with one member appointed each year for a term of three years.

Section 4. The Budget Committee shall prepare a budget for the next fiscal year for approval by the membership at the Annual Meeting. The Committee shall be composed of the President-Elect, the Treasurer, the Treasurer-Elect in such years as the office is filled, and two members, with one member being appointed each year for a term of two years.

Section 5. The Donors' Fund Trustees. See Article XII.

Section 6. The Education Committee shall promote archeological education and develop educational projects. The Committee shall consist of six members, with two members appointed each year for terms of three years.

Section 7. The Ethics Committee. See Article V and Article XIV.

Section 8. The Field School Committee. See Article X.

Section 9. The Fiscal Overview Committee shall examine the financial records of the Society except in a Leap Year (in accordance with Article II, Section 5). The Committee shall be composed of three members appointed for terms of one year, with no member currently serving as a member of the Board of Directors.

Section 10. The Human Remains Committee shall advise the Board of Directors in matters relating to the handling of human remains and associated materials which are encountered in Society activities. The Committee shall be composed of three members, with one member being appointed each year for a term of three years. Duties of the committee will include monitoring the Society's field activities, considering the disposition of remains and associated materials which are encountered, negotiating with interested parties (agencies, landowners, appropriate ethnic groups), keeping abreast of pertinent laws, and reporting findings and information to the Board of Directors.

Section 11. The Internet Committee shall be responsible for the Society's Internet entities. The Board will approve the creation and implementation of domains and/or electronic discussion lists and Internet partnerships, as well as issues of substantive policy or content for these entities. The Committee shall see to the design, general content, and upkeep of the Society's website(s) and maintenance of its electronic discussion list(s). The Committee shall be composed of the President-Elect, the Webmaster, the Listowner, and four additional members, with two appointed each year for terms of two years. The Webmaster and Listowner (who may be either members or employees of the Society) are appointed annually by the President with the approval of the Board. The chair shall be a member of the Publications Policy Committee.

Section 12. The Merchandising Committee shall be responsible for overseeing the production and marketing of items that feature and promote Texas archeology and the Texas Archeological Society. The Committee is also responsible for maintaining stock inventory and assisting with the sale of Society publications. The Committee shall consist of six members, with two appointed each year for terms of three years.

Section 13. The Multicultural Committee shall strive to increase the diversity of persons who participate in activities of the Society, and to promote a more inclusive understanding of the heritage of Texas.

The committee shall include Native American Scholarship, Collegiate Scholarship, and Diversity Program subcommittees, and other subcommittees appointed at the discretion of the President. Each subcommittee will have a chair and at least two members, appointed annually.

The chairs of the subcommittees shall comprise the Multicultural Committee, and one of them will be appointed to serve as Multicultural Committee Chair.

The Committee shall extend scholarship invitations for Field School, the Archeology Academy, the Annual Meeting, and other activities to individuals from groups that are underrepresented in the Society, under advisement of the Executive Committee and within the limits of donated funds.

The Committee shall establish guidelines to ensure continuity in the operation of scholarships and other programs.

Section 14. The Nominating Committee Chair shall be elected by the Society at the Annual Meeting. The President shall appoint two additional members of the committee, at least one of whom is not presently serving as an officer of the Society. Members of the Committee shall serve a term of one year and shall not be eligible to serve again on this committee until the expiration of one full year following their term in this office.

Section 15. In accordance with the goals of the Society, the Public Outreach and Membership Committee shall work with the Regional Directors to promote TAS in their regions and shall seek to increase membership through publicity of the Society's activities. The committee shall be composed of six members, two being appointed each year for terms of three years.

Section 16. The Publications Policy Committee shall provide advice and counsel on matters of policy on all Society publications. The Committee shall be composed of the Publications Editor, Publications Editor-Elect in such years as the office is filled, Newsletter Editor, Newsletter Editor-Elect in such years as the office is filled, the chair of the Internet Committee, and the remainder of the Executive Committee, with the Publications Editor serving as chair and the Newsletter Editor serving as vice-chair.

Section 17. The Reports and Curation Committee shall be responsible for assembling society history, recruiting authors, and arranging contracts for the completion of Field School reports from expired contracts. The Committee shall gather materials relating to the history of the TAS and seek their placement in proper facilities. In order to follow the progress of current field activities, a representative of this committee shall act as an advisor to the Field School Committee when initial field school contracts are considered, as well as to the Rock Art Committee during the planning, implementation, and completion of its projects. The Reports and Curation Committee shall accept the responsibility for current work after the terms of the archeologist's contract have expired, or the project director's responsibilities have been relinquished, or at any time if approved by the Executive Committee. The Committee shall see that collections (records, artifacts, special samples, etc.) from all Society field activities, including but not limited to field school and rock art recording projects, are properly curated and that access to these collections is assured. The Committee shall consist of six members, with two appointed each year for terms of three years.

Section 18. The Rock Art Committee. See Article XI.

Article IX: Academy

Section 1. Academies may be conducted when practical to train members of the Society in disciplined archeological techniques and in complementary areas of study.

Section 2. The Academy Committee shall be composed of six members. Two members shall be appointed annually by the President, with approval of the Board of Directors, to serve terms of three years. Advisors, ex officio members of the committee, may be appointed to one-year terms as needed to assist the Committee in its duties.

Section 3. The duties of the Academy Committee, subject to approval of the Board of Directors, shall be to direct the development of new training sessions, and to organize and assist in the implementation of the Academies, including the development and updating of a procedures manual. The Committee shall supervise any Academy workshops with a field component through the completion of reporting and curation until the terms of the archeologist's contract have expired, or sooner if approved by the Executive Committee, and shall oversee the acquisition and maintenance of Society properties pertaining to Academy operations.

Article X: Field School

Section 1. A Field School may be conducted when practical to train members of the Society in disciplined archeological techniques.

Section 2. The Field School Committee shall be composed of six members. Two members shall be appointed annually by the President, with approval of the Board of Directors, to serve terms of three years.

Section 3. The duties of the Field School Committee, subject to approval of the Board of Directors, shall be to solicit, investigate, and recommend potential Field School projects; to supervise the Field Schools and completion of reporting and curation until the terms of the archeologist's contract have expired, or sooner if approved by the Executive Committee; and to oversee the acquisition and maintenance of Society properties pertaining to Field School operations.

Article XI: Rock Art

Section 1. A Rock Art recording project may be conducted when practical to compile detailed documentation of Texas rock art sites and to train members of the Society in disciplined rock art recording techniques.

Section 2. The Rock Art Committee shall be composed of six members. Two members shall be appointed annually by the President, with approval of the Board of Directors, to serve terms of three years.

Section 3. The duties of the Rock Art Committee, subject to approval of the Board of Directors, shall be to solicit, investigate, and recommend potential rock art recording projects; to supervise these projects through the completion of reporting and curation (as defined by the Executive Committee), and to oversee the acquisition and maintenance of Society properties pertaining to rock art recording operations.

Section 4. The recommended curatorial facility for original records compiled by the Rock Art Committee will be the Texas Archeological Research Laboratory of The University of Texas at Austin, with copies provided to the landowner upon request.

Article XII: The Donors' Fund

Section 1. The Donors' Fund shall be a permanent fund, the income from which shall be used by the Board of Directors of the Society to promote and expedite research and publication of special reports.

Section 2. The Donors' Fund shall be managed and administered by six trustees. Two Trustees shall be appointed annually by the President, with the approval of the Board of Directors, for terms of three years. The Trustees shall elect their chair with approval by the Board of Directors.

Section 3. The Trustees shall review requests for funding and make recommendations to the Board of Directors for approval. The grants for funding shall be issued from the revenues of interest accrued on the Donors' Fund.

Article XIII: Special Appointees

Section 1. The Antiquities Advisory Board Representative shall be appointed by the President and nominated by the TAS Board in consultation with the Texas Historical Commission (THC). Upon acceptance by THC, the nominee will be endorsed by the Board.

Section 2. The Texas Archeology Month Liaison shall assist in and report on the work undertaken by the Society and its partners, the Texas Historical Commission and the Council of Texas Archeologists, in promoting the public awareness of archeology through an annual series of events.

Section 3. The Texas Archeological Stewardship Network (TASN) Liaison shall report on the Texas Historical Commission's TASN program.

Section 4. Other special appointees shall be selected by the President and approved by the Board as deemed necessary to carry on the work of the Society.

Article XIV: Ethics

Section 1. A member may be expelled from the Society upon vote of the Board of Directors for violation of the terms and conditions of any Federal or State antiquities laws or regulations, as they exist or shall be hereafter amended or enacted; for the practice of buying and selling artifacts for commercial purposes, for the disregard of proper archeological field techniques, or for the willful destruction or distortion of archeological data.

Section 2. The Executive Committee shall serve as an Ethics Committee and shall be responsible for upholding the ethical standards of the Society by making recommendations to the Board of Directors for appropriate action.

Section 3. If a complaint is filed alleging a violation under Section 1 above, it shall be processed in accordance with the Ethics Committee Guidelines for Disposition of Complaints and referred to the Board of Directors for final action.

Section 4. The Executive Committee, acting as the Ethics Committee, shall establish and amend guidelines for the disposition of complaints, subject to approval of the Board of Directors.

Article XV: Dissolution

Section 1. The assets of the Society shall be used only to accomplish the purposes specified in the Constitution and Bylaws of the Society and no part of such assets shall inure, or be distributed to, the members of the Society.

Section 2. Upon dissolution of the Society, any assets remaining shall be forwarded to an institution of archeological research.

Section 3. This article is in compliance with 501(c)(3) of the Internal Revenue Code.

Article XVI: Rules of Order

The latest edition of *Robert's Rules of Order Newly Revised* shall be the authority governing the meetings of the Society, Board of Directors, Executive Committee, Committees, and Trustees, where not in conflict with the Constitution or Bylaws of this Society.

Article XVII: Amendment

These Bylaws may be amended by a two-thirds vote at any Annual Meeting, providing that a written notice of the proposed amendment has been sent to the members at least thirty days prior to the meeting. In accordance with Article VIII, when a Bylaws issue needs to be addressed, an Ad Hoc Bylaws Committee shall be appointed by the President and approved by the Board to serve a term of one year. Proposed Bylaws changes shall be submitted to and reviewed by the Board before their presentation to the membership.