

BYLAWS
of the
Verde Valley Archaeology Center, Inc.
as amended through February 23, 2022

ARTICLE I
OFFICES, CORPORATE SEAL, AND CORPORATE ARTICLES

Section 1. Principal Place of Business. The Corporation's known place of business shall be 460 Finnie Flat Road, Camp Verde, Arizona 86322, with a mailing address of Post Office Box 3474, Camp Verde, Arizona 86322 or such other place of business or mailing address as may be designated by the Board of Directors from time to time.

Section 2. Corporate Seal. A corporate seal shall not be requisite to the validity of any instrument executed by or on behalf of the Corporation.

Section 3. References to Articles. Any reference herein made to the Corporation's Articles will be deemed to refer to its Articles of Incorporation and all amendments thereto as at any given time on file with the Arizona Corporation Commission, together with any and all certificates theretofore filed by the Corporation with the Arizona Corporation Commission.

Section 4. Seniority of Articles. The statutes of the State of Arizona will in all respects be considered superior to the Articles, with any inconsistency resolved in favor of said statutes. The statutes and Articles will in all respects be considered senior and superior to these Bylaws, with any inconsistency to be resolved in favor of the statutes and Articles, and with these Bylaws to be deemed automatically amended from time to time to eliminate any such inconsistency which may then exist.

ARTICLE II
DIRECTORS

Section 1. Number and Classification. The number of persons to serve on the Board of Directors shall be set by the Board but shall not be less than five and not more than fifteen. Persons shall be elected at each Annual Meeting of members to serve for terms of two years, or until their successors may be elected and qualified. Terms of Directors will be staggered. Directors must be members. ~~In the recruitment and development of the Board, the Corporation shall strive to create and maintain an inclusive and diverse Board.~~

Section 2. Vacancies. Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by the affirmative vote of a majority of the remaining directors then in office, though not less than a quorum and the directors so chosen shall hold office only until the next Annual Meeting of members

The Executive Committee of the Board of Directors, or the President if an Executive Committee has not been established, shall appoint a nominating committee, comprised of one Board member and not less than two members in good standing, to nominate a Slate of Directors to fill positions being opened by expiring terms of service.

Section 3. Powers. The business and affairs of the Corporation shall be managed by its Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts as are not by statute, the Articles of Incorporation, or these Bylaws directed or required to be exercised or done by the members. The Board of Directors shall act only as a board, and no individual director shall have the power or ability to bind the corporation to any act.

Section 4. Changes made to the VVAC Operations and Policy Manual, which has been adopted by the Board, must be approved by the Board.

Section 5. Place of Meetings. The Board of Directors of the Corporation may hold meetings, both regular and special, either within or without the State of Arizona, and may be held by means of video or telephone conferencing or similar communications equipment.

Section 6. Annual Meetings. The regular annual meeting of each newly elected Board of Directors shall be held following the annual meeting of members and no notice to the newly elected directors of such meeting shall be necessary in order legally to hold the meeting, providing all such directors were present at the annual members' meeting and a quorum shall be present.

Section 7. Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board.

Section 8. Special Meetings. Special meetings of the Board may be called by the president or any three directors on two days' notice to each director, either personally, by mail, by e-mail, by telephone, or by video call.

Section 9. Quorum. A majority of the membership of the Board of Directors shall constitute a quorum and the concurrence of a majority of those present shall be sufficient to conduct the business of the Board, except as may be otherwise specifically provided by statute or by the Articles of Incorporation. If a quorum shall not be present at any meeting of the Board of Directors, the directors then present may adjourn the meeting to another time or place, without notice other than announcement at the meeting, until a quorum be present.

Section 10. Action without Meeting. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if a majority of the members of the Board or committee, as the case may be, consent thereto in writing including mail or electronic mail, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

Section 11. Voting by email. The president or committee chair shall present the motion and supporting documentation and timeframe for the e-vote. A second is not necessary for the motion to be considered. Participant shall use "Reply All" in all messages. The chair shall put the question to a vote by restating the pending question and requesting the participants to vote now. The word "vote" shall be in the subject line. The action is considered to be taken on the date the last director signs the consent. Unanimous written consent is required. A record of the consents will be kept by the secretary and the resolution should be entered into the minutes of the next board meeting as part of the official record of the corporation.

Section 12. Compensation. No director shall receive a salary or any form of compensation for serving on the

Board of Directors, however, the directors shall be reimbursed from Corporation funds for any actual expenses incurred in performing their duties with prior approval of the Board of Directors.

Section 13. Waiver of Notice. Attendance of a director at a meeting shall constitute waiver of notice of such meeting, except when the person attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any director may waive notice of any annual, regular, or special meeting of directors by executing a written notice of waiver either before or after the time of the meeting.

Section 14. Standards of Performance and Removal. Any officer or Board member may be removed from office by a majority vote of the Board members at any meeting. Any Board member or officer to be removed shall be entitled to five days written notice of the meeting at which such removal is to be considered. Said Board member or officer is entitled to attend the meeting and be heard. Whenever a Board member is not present for three consecutive meetings, or misses three meetings in a continuous six months, the Board may declare the position vacant, and the Board shall have the power, by majority vote, to select a new member to serve the remaining term of the vacated Board position.

ARTICLE III OFFICERS

Section 1. Designation of Titles. The officers of the Corporation shall be chosen by the Board of Directors and shall include a president, a vice president, a secretary and a treasurer. Any number of offices may be held by the same person, unless the Articles of Incorporation otherwise provide.

Section 2. Appointment of Officers. The Board of Directors at its first meeting after each annual meeting of members shall choose the officers of the Corporation, each of whom shall serve at the pleasure of the Board of Directors. The Board of Directors at any time may appoint such other officers or agents as it shall deem necessary to hold offices at the pleasure of the Board of Directors and to exercise such powers and perform such duties as shall be determined by the Board. The Board of Director shall have the authority to create standing or ad hoc committees as necessary to oversee or assist with functions of the organization.

Section 3. Salaries. No officer shall receive a salary or any form of compensation for serving as an officer, however, the officers may be reimbursed from Corporation funds for any actual expenses incurred in performing their duties and authorized prior to the expenditure.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by appointment of a new officer by the Board of Directors at any time.

Section 5. President. The President shall preside at all meetings of members and all meetings of the Board of Directors. The President shall serve as chief executive officer of the Corporation. He or she may sign all conveyances, all contracts and agreements, and all other instruments requiring execution on behalf of the Corporation, and shall act as operating and directing head of the Corporation, subject to policies established by the Board of Directors. The president shall be a non-voting member of the Finance Committee.

Section 6. Vice President. The vice president shall perform such duties as from time to time may be assigned to him or her and shall have all the powers and perform all the duties of the president in case of the

temporary absence of the President or in case of his or her temporary inability to act. In case of the permanent absence or inability of the President to act, the office shall be declared vacant by the Board of Directors and a successor chosen by the Board.

Section 7. Secretary. The secretary shall see that the minutes of all meetings of members and of the Board of Directors are kept.

Section 8. Treasurer. The treasurer shall have charge of the books of the Corporation, shall render financial statements to the president, directors, and members at proper times, shall have general custody of all the funds and securities of the Corporation except such as may be required by law to be deposited with any state or federal official, shall have charge of the preparation and filing of such reports, financial statements, and returns as may be required by law and in general shall perform all the duties incident to the office of treasurer of a Corporation and such other duties as may be assigned. The treasurer shall be a voting member of the Finance Committee.

Section 9. Annual Report. The President, at the Annual Meeting, shall submit a report as to the condition of the Corporation and its property, and shall submit also an account of the financial transaction of the past year. In addition, the President shall also submit to the members of the Corporation a preliminary estimate of the revenues and the expenses for the upcoming year.

Section 10. Authority. Notwithstanding any other provision herein, no officer shall be authorized to incur any expense, liability or indebtedness on behalf of the Corporation in excess of Five Hundred Dollars (\$500.00) except on approval of the Board of Directors. Routine recurring expenses are exempt from this provision.

ARTICLE IV COMMITTEES

Section 1. Committee Structure. A committee is a Board committee if its creation and responsibilities are dictated or authorized by the Board. The only Board committees are those the Board establishes by resolution for specific purposes. Board committees as a whole recommend action to the Board. The Board's committee structure will be reviewed annually or as appropriate and necessary to further the ends of the Center. The responsibilities of each committee may be reviewed periodically by the committee itself but proposed changes must be approved by the Board in order to be implemented. Committee responsibilities must include a statement of purpose, mandate, meeting cycle, and qualifications required of members. Committees shall identify responsibilities for sub-committees which they wish to establish within their mandate. The Board will establish an Executive Committee and a Finance Committee and other committees it deems useful. Responsibilities for all committees shall be attached to the Operation and Policy Manual as Appendix A.

Section 2. Executive Committee. Upon adoption of a resolution creating the same by the Board of Directors, there may be an Executive Committee consisting of not less than three directors who shall be elected by the Board. Members of the Executive Committee shall serve at the pleasure of the Board of Directors and each member of the Executive Committee may be removed with or without cause at any time by the Board of Directors acting at a meeting or by unanimous written consent. Any vacancy shall be filled by appointment by the Board of Directors. The Executive Committee shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, but shall

not possess any authority of the Board of Directors prohibited by law. The president shall be a member of, and shall be chairman of, the Executive Committee.

Section 3. Finance Committee. The Board of Directors shall appoint or elect a Finance Committee consisting of at least two, and not more than five, Board members. The Finance Committee shall include the Treasurer as a voting member, and the President and Executive Director as non-voting members. The role of the finance committee is to provide financial oversight for VVAC. This includes budgeting and financial planning, financial reporting, and the creation and monitoring of internal controls and accountability policies.

ARTICLE V MEMBERS

Section 1. Members' Meetings. All meetings of members shall be held at such place as may be fixed from time to time by the Board of Directors, or, in the absence of direction by the Board of Directors, by the President or Secretary of the Corporation, either within or without the State of Arizona, as shall be stated in the Notice of the Meeting or in a duly executed waiver of notice thereof.

Section 2. Annual Meetings. An Annual Meeting of members shall be held on the second Wednesday in January, or at such date and time as shall be designated from time to time by the Board of Directors and stated in the Notice of the Meeting. At the Annual Meeting, members shall elect a Board of Directors and transact such other business as may properly be brought before the meeting.

Section 3. Notice of Annual Meeting. Written notice of the Annual Meeting stating the place, date, and hour of the meeting shall be given to each member of record entitled to vote at such meeting not less than ten nor more than sixty days before the date of the meeting; notice may be given via postal mail, electronic mail, announcement of the VVAC website, or any combination thereof.

Section 4. List of Members. The officer who has charge of the membership roster of the Corporation shall prepare and make, no more than two days after notice of a meeting of members is sent, a complete list of the members entitled to vote at the meeting, arranged in alphabetical order showing the address of each member. Such list shall be open to examination and copying by any member, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at a place within the area where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any member present.

Section 5. Special Meetings of Members. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute or by the articles of incorporation, may be called by the president and shall be called by the president or secretary at the request in writing of a majority of the Board of Directors. Such request shall state the purpose or purposes of the proposed meeting.

Section 6. Notice of Special Meeting. Written notice of a special meeting stating the place, date, and hour of the meeting and the purpose or purposes for which the meeting is called shall be given not less than ten nor more than fifty days before the date of the meeting to each member of record entitled to vote at such

meeting. Business transacted at any special meeting of members shall be limited to the purposes stated in the notice.

Section 7. Quorum. The voting members present at any meeting of the members shall constitute a quorum.

Section 8. Majority Required. When a quorum is present at any meeting, the vote of a majority shall decide any question brought before such meeting~~;~~. If the meeting commenced with a quorum, business may continue until adjournment of the meeting notwithstanding the withdrawal or temporary absence of sufficient shares to reduce the number present to less than a quorum; provided that the affirmative vote must be such as would constitute a majority if a quorum were present.

Section 9. Voting. The vote of the majority of the members present at any meeting shall decide any question brought to the members for action. .

Section 10. Organization and Conduct of Meetings. At any meeting ~~of~~ the members the president, or in his or her absence such officer as the Board of Directors may designate, shall preside. The Corporation's secretary will act as secretary of each members' annual meeting; in the secretary's absence the president of the meeting may appoint any person (whether a member or not) to act as secretary thereat. All meetings shall be conducted using The Standard Code of Parliamentary Procedure, 4th Edition by Alice Sturgis as a guideline.

ARTICLE V MEMBERSHIP

Section 1. Membership Classes and Dues. Individual and institutional membership levels and dues shall be established by the Board of Directors and may change from time to time.

Section 2. Denial and/or Revocation of Membership. Membership in the Corporation shall be denied to any person whose acts are contrary to the ideals, objectives, and accepted standards of the corporation, who~~s~~ 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 respect to the archaeological record.

ARTICLE VI SALARIED EMPLOYEES

Section 1. Authority to retain salaried employees. The Board of Directors may authorize the employment, selection and compensation level of an Executive Director. –The Board is responsible for supporting and assessing the performance of the Executive Director.

ARTICLE VII ENDOWMENT BOARD

Section 1. Composition. The Endowment Board consists of three to five (3-5) members in good standing appointed by the Board of Directors. The President, Treasurer, and Executive Director are ex-officio members with voice, but no vote. These members are custodians of the Verde Valley Archaeology Center Endowment Account/Fund with voice.

Section 2. Purpose. The Endowment Board manages the invested funds and oversees distribution from the Fund in compliance with the Policies and Guidelines of the Account/Fund.

ARTICLE IX ADVISORY COUNCIL

Section 1. Advisory Council. The Corporation will form an Advisory Council (hereinafter known as the Council) whose primary purpose is to provide a structure through which the Corporation and constituency representatives may jointly discuss the creation, implementation, and execution of policies and activities that broadly effect archaeological research, education, and stewardship in the Verde Valley region. The Council will meet as requested by the Executive Director to review progress made on the accomplishments and goals of VVAC. Final authority regarding the acceptance and implementation of Council suggestions lies with the Executive Director and the Board of Directors. Members of the Council who may be invited to serve will include representative from the following organizations: or others that may be appropriate in the future.

- National Park Service
- U.S. Forest Service Coconino National Forest
- U.S. Forest Service Prescott National Forest
- Yavapai-Apache Nation
- The Hopi Tribe
- The Navajo Nation
- Yavapai College
- Representatives from contract archaeology firms

No time limit will be attached to the terms of Council members. Council members will serve without compensation although mileage and per diem, following Federal standards, may be approved by the Board of Directors.

ARTICLE X NOT-FOR-PROFIT OPERATION

Section 1. Interest or Dividends on Capital Prohibited. —No part of the net earnings of the corporation may inure to the benefit of any private shareholder or individual, or be distributable to the members. —The corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 of the Articles of Incorporation to directors, officers, or other private persons.. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, 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 Bylaws, 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 1954 as amended (or the Corresponding provision of any future United States Internal Revenue Law).

Section 2. Conflict of Interest. Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the board shall ensure that: (1) The interest of such officer or director is fully disclosed to the board of directors. (2) No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the board of directors at which such matter is voted upon. (3) Any transaction in which a director or officer has a financial or personal interest shall be duly approved by members of the board of directors not so interested or connected as being in the best interests of the organization. (4) Payments to the interested officer or director shall be reasonable and shall not exceed fair market value. (5) The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Section 3. Surplus. In the event that dues or other income to the Corporation create a surplus, that surplus must be used for the benefit of the Corporation, or donated to any appropriate non-for-profit corporation, and may not be distributed to any of the members, officers or directors for any reason other than to reimburse them for actual expenses incurred in performing duties for the Corporation.

ARTICLE XI MISCELLANEOUS PROVISIONS

Section 1. Amendment of the Bylaws: amended ~~by~~ two-thirds (2/3) vote of the Board, providing the notice for the meeting includes the proposed changes, and they shall be submitted to the Board in writing at least ten (10) days in advance of the meeting at which they are to be acted upon.

Rev. 2-23-22