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NORTHWEST ANTHROPOLOGICAL ASSOCIATION

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**ARTICLE I.
NAME**

The name of the organization shall be the Northwest Anthropological Association, Inc. (NWAA), conducting business as, and in association with, the Northwest Anthropological Conference (NWAC).

**ARTICLE II.
PURPOSE**

Section 1, Association

The primary purpose of the NWAA shall be fostering research, collaboration, enhancement of anthropological research/researchers, and preservation of cultural heritage in the Pacific Northwest, North America (Washington, Oregon, Idaho, western Montana, British Columbia, and Alberta). This can be accomplished by:

- A. Dissemination of information to its members and the public.
- B. Serving as coordinators of the annual NWAC.
- C. Reviewing and providing recommendations on all proposed local, state, or federal regulations, guidelines, and policy changes pertaining to the sub-fields of Anthropology and determined to be in accord with the goals and directives of the NWAA/NWAC.

Section 2, Conference

The primary purpose of the NWAC shall be to encourage the exchange of ideas and information among members of the Anthropological community. This can be accomplished by:

- A. Promoting communication among the sub-disciplines that comprise the Anthropology community in the Pacific Northwest and beyond (national and international).
- B. Assisting anthropologists and Anthropology programs to improve their effectiveness in the areas of research, teaching and community service through the exchange of new ideas and methodologies in the field.
- C. Promoting better communication among individual anthropologists and Anthropology programs and state, federal, and private agencies responsible for providing anthropological services, education, and research opportunities.

**ARTICLE III.
GENERAL MEMBERSHIP**

Membership will be for a period of one calendar year beginning January 1. NWAA members will be considered active through the payment of dues set by the NWAA Board of Directors (Board). Each member shall pay annual dues as determined by the NWAA.

**ARTICLE IV.
DUES**

- A. There shall be one (1) treasury for the NWAA. The amount of annual dues, if any, shall be established by the NWAA.
- B. Dues of the NWAA may be used for any NWAC expenses incurred in conducting conference business as outlined in these bylaws.
- C. The terms of dues payment and benefits will be established by the Board and specified in the NWAA Policies and Procedures.

**ARTICLE V.
ORGANIZATION OF THE EXECUTIVE BOARD OF DIRECTORS**

- A. A minimum of five (5) voting representatives, one of whom will consist of the last conference chairperson(s).
- B. Each representative of the NWAA has one vote.
- C. Alternates may vote in place of regular representatives with written authorization from the represented Board member and acknowledgment of the remaining Board members. Proxy vote authority will be recorded by the Secretary.
- D. Service as a board member is without compensation.

**ARTICLE VI.
EXECUTIVE COMMITTEE**

The executive committee of the NWAA shall consist of the president, vice president, secretary, treasurer, and one member-at-large. The executive committee is responsible for recommending representatives to the president for appointment as chairpersons of committees; developing the agenda for regular meetings, special meetings and executive committee meetings; assuring actions of the executive committee, when taken on behalf of the NWAA, shall be subject to approval of the NWAA membership at the next scheduled meeting.

Members of the board who are absent from two (2) consecutive meetings without prior arrangement or valid excuse shall be contacted in writing by the NWAA board to determine their intent to fulfill the duties of their respective office.

**ARTICLE VII.
BOARD OF DIRECTORS**

Section 1. Directors of the Northwest Anthropological Association

The executive committee serves on the board of directors. The officers of the NWAA board of directors (hereafter the board) shall be:

- A. President
- B. Vice President

- C. Secretary
- D. Treasurer
- E. Last Conference Chair(s)/Member-At-Large
- F. Communications Officer
- G. Liaison Officer
- H. Membership Officer
- I. Member-at-Large
- J. Student Member-at-Large
- K. Incoming Conference Chair (non-voting)

Section 2. Qualification of Nominees/Election

Officers must be elected from among active NWAA members. The selection of presidential candidates from the pool of past conference chairpersons or the vice president is recommended but not mandatory. Representatives must recognize that being elected to an office of the NWAA would require a full term of office commitment. The incoming treasurer will also serve one year as treasurer-elect prior to beginning their first term in office.

Section 3. Term of Office

All directors, except the treasurer, will be elected for two-year terms with the option to serve up to two consecutive terms in the same position. The treasurer will be elected for a three-year term with the option to continue service until an appropriate replacement is identified. Officers will be elected at the business meeting held in conjunction with the annual meeting of the NWAC.

Section 4. Vacancies of Officers

The vacancy shall be filled by presidential appointment until the next scheduled annual meeting of NWAC at which time an election will be held to complete the term.

Section 5. Duties of Officers

- A. The president shall be responsible for presiding over all scheduled meetings, calling special and executive meetings and appointing special committees and other duties as may be required by the membership.
- B. The vice president shall perform all the duties of the president in the event of the president's absence or inability to perform their duties. The vice president shall act as an assistant to the president and shall be responsible for the review, and updating as needed, of NWAA bylaws once per term of office.
- C. The secretary shall be responsible for maintaining the records of the NWAA. Specific duties shall include keeping minutes of all regularly or specially scheduled executive sessions of the board, disseminating copies of the minutes to board members, and, upon request, the general membership of the NWAA, and maintaining hard and electronic copies of meeting minutes.

1. Record of the minutes of all regular, special, and executive committee meetings and act as custodian of said minutes.
 2. Type and distribute minutes from regular, special, and executive committee meetings to all board members within forty-five (45) days of the occurrence of these meetings.
 3. Shall take responsibility for curating all written correspondence, communications, and agendas of the NWAA and maintain a file on said correspondence, communications and agendas.
- D. The Treasurer shall be responsible for maintaining fiscal records. Specific duties are as follows:
1. Collect, deposit, and disburse the assets according to purposes stated in Article II, Sections 1 and 2, and as approved by the NWAA.
 2. Submit reports of the annual meeting expenses and income to the executive committee and provide copies of bank statements or upon request of the NWAA president.
 3. Shall maintain the NWAA, Inc. in good standing as a 501(c)3 non-profit and, with approval of the executive committee, consult with tax advisors as needed.
 4. Shall liaise with the NWAC planning committees and NWAA executive committee to address conference expenses.
- E. Last Conference Chair(s)/Member-At-Large shall play an advisory role to assist conference committees in planning future conferences.
- F. Communications Officer serves as the director of the NWAA communications committee. Primary responsibilities of the committee overseen by the communications officer include:
1. Manage and update the NWAA website.
 2. Manage and update, in coordination with the membership officer, the contact list of members.
 3. Disseminate information through email, mail, and social media as needed.
- G. Liaison Officer shall coordinate information and conference activities with state and local organizations throughout the NWAA region who have complementary interests to the NWAA.
- H. Membership Officer
1. Shall maintain a list of the members in good standing for the purpose of establishing a quorum.
 2. Ensure the general membership in good standing receives the benefits they are afforded.
 3. Coordinate with the Treasurer on the list of dues-paying members.
- I. Member-at-Large shall perform duties that facilitate the business of the NWAA, including working with the Student-Member-at-Large.

- J. Student Member-at-Large shall perform duties that facilitate the business of the NWAA, with a particular focus on student initiatives, issues, and concerns.

Section 6. Quorum and Voting

A quorum shall be met when any two members of the executive committee plus at least three additional members of the board are present at a meeting. Any vote involving the finances of the NWAA must include the Treasurer. In the case of a tie, the executive committee will provide the deciding vote under agreement between the majority of executive officers.

ARTICLE VIII. COMMITTEES

The NWAA board may establish standing committees including executive, scholarship, and nominating as deemed necessary and appropriate. The NWAA board can also establish ad hoc committees on an “as needed” basis. Any and all committees convened by the board shall include at least one executive board member. Committee chairs will be appointed by the president and report to the membership.

ARTICLE IX. MEETINGS

Section 1. Annual Business Meeting

The annual business meeting of the NWAA shall be convened during the annual meeting of the NWAC and will be open to the general membership of the NWAA.

Section 2. Regular Meetings

NWAA meetings will be held at times and places designated by the board. Special meetings may be called by the president at their discretion. Meeting locations will be pre-determined locations established by the schedule of NWAC meetings.

Section 3. Committee Meetings

Regular committee meetings shall be scheduled to coincide with the annual meeting at a time and place determined by the chair or the majority of committee members. Committee work meetings may be held at any time throughout the year at the discretion of the committee chairperson.

Section 4. Notice of Meetings

The secretary shall provide notice of the annual business meeting and agenda to members at least two (2) weeks prior to the scheduled meeting date. Notifications will be by email, and posted on the NWAA website and/or social media. The schedule for the annual business meeting will be printed in the conference program.

Notice of special meetings, including the appropriate agenda and purpose of said meeting, shall be sent to the board members and appropriate committees at least one (1) week in advance of the meeting. Notifications typically will be by email.

Section 5. Conduct of Business

The quorum for conducting the business of NWAA shall be a simple majority of board members unless specified otherwise in these bylaws. Voting will be conducted as simple majority voice votes at annual and special meetings; mail ballots shall be permitted if and as deemed appropriate by the board. Proxy voting shall be permitted by temporary alternate officers.

ARTICLE X. REMOVAL OF BOARD MEMBERS

Any officer or representative of the NWAA board may be removed for continued lack of attendance, malfeasance, conflict of interest, or failure to perform their duties. The removal process is as outlined in the Policy and Procedures document.

Any officer or representative of the NWAA board may voluntarily resign from the board. The resignation will be made in writing to the executive committee. If possible, the representative should attempt to identify a proxy representative or recommend an interim replacement to the President.

ARTICLE XI. CONTRACTS, CHECK, DEPOSITS, FUNDS, AND FUNDRAISERS

- A. **CONTRACTS.** The executive board of directors of the NWAA may authorize any officer or officers, so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of NWAA. Such authority may be general or confined to special circumstances. All contracts must be presented to the NWAA treasurer for review prior to signing. Any contract may be forwarded to the full executive committee for review and acceptance prior to signing.
- B. **CHECKS, DRAFTS, OR ORDERS FOR PAYMENT.** All invoices for goods and services associated with NWAA business and/or NWAC must be submitted to the NWAA Treasurer for payment/reimbursement within 30 days of the expense. All checks, drafts, or orders for payment of money, notes, or other evidence of indebtedness issued in the name of the NWAA shall be signed by the treasurer of the NWAA. A board representative designated by the treasurer may be assigned as necessary, to sign payment authorizations on behalf of the NWAA.
- C. **DEPOSITS.** All funds of the NWAA are to be deposited to the credit of the NWAA in such banks, trust companies, or their depositaries as determined appropriate by the board within 30 days of the receipt of the funds.
- D. **GIFTS.** The board may accept on behalf of the NWAA any contribution, gift, bequest, or device for any special purpose of the NWAA. No member of the board may accept gifts for their personal use and/or benefit in association with NWAA activities.

- E. **FUND RAISERS.** Any fund-raiser commissioned for the NWAA must have prior approval of the board. All funds generated or paid out in the course of a fund-raiser must pass through the treasurer and be closely monitored.

**ARTICLE XII.
DISSOLUTION OF THE BOARD**

- A. Dissolution proceedings shall be initiated by the executive board, who shall present a resolution recommending that the NWAA be dissolved, and direct that the question of dissolution be submitted to a vote at the annual meeting. All members having voting rights shall be permitted to vote on the question. Written notice stating that a resolution of dissolution of the corporation will be introduced shall be presented to the membership at least one (1) week in advance of said meeting in a manner provided for in these bylaws for giving notice of meetings. A resolution to dissolve the corporation shall be adopted upon receiving a majority of votes cast at the meeting, provided there is a quorum.
- B. All liabilities and obligations of the NWAA shall be paid, satisfied, and discharged, or adequate provision shall be made thereof following approval of dissolution of the corporation.
- C. Assets held by the NWAA upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.
- D. Assets received and held by the NWAA subject to limitations permitting their use only for charitable, benevolent, educational, or similar purposes, but not held upon a condition requiring the return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to the NWAA, societies or organizations also exempt under Section 501 (c) (3) of the Internal Revenue Service Code and engaged in activities substantially similar to those of the dissolving the NWAA, pursuant to a plan of distribution adopted as provided in these bylaws.
- E. A plan providing for the distribution of assets, not inconsistent with the provisions of the these bylaws, maybe adopted by the NWAA in the process of dissolution and shall be adopted by the NWAA for the purpose of authorizing a transfer of conveyance of assets as required by law in a plan of distribution.

**ARTICLE XIII.
PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of “Robert’s Rules of Order Newly Revised” shall govern the NWAA in all cases to which they are applicable and in which they are not inconsistent with these bylaws or any special rules of order the NWAA may adopt.

**ARTICLE XIV.
AMENDMENTS AND RATIFICATION**

- A. All proposed amendments, whether originated by individual members or by consensus of the membership, shall be presented to the board for preparation and distribution to the NWAA membership.
- B. All proposed amendments to the bylaws shall be presented for review, in writing, to the membership not less than thirty (30) days prior to the effective date of amendment. Notice of the proposed text will be distributed via email, and the notice will include directions on how to access the posted amendments or include the amendments as an attachment.
- C. Proposed amendments to the bylaws shall be submitted to the membership for approval (vote) at the annual meeting or by virtual ballot.
- D. A majority vote of the membership responding in favor of an amendment shall be required to amend the bylaws.

PROPOSED