

Bylaws of the Register of Professional Archaeologists

Article 1

Purpose

The purpose of the Register of Professional Archaeologists (the “**Register**”) is to advance professionalism in archaeology by:

- a. Identifying archaeology as a profession and qualified archaeologists as professionals;
- b. Encouraging high standards in the training of archaeologists;
- c. Establishing and encouraging high standards of performance for professional archaeologists by promoting conformance to a published Code of Conduct and Standards of Research Performance;
- d. Designating qualified individuals as Registered Professional Archaeologists (a “**RPA**”);
- e. Administering grievance procedures to address questions of compliance with the Code of Conduct and Standards of Research Performance;
- f. Undertaking other activities that will serve to enhance the professional conduct and integrity of archaeological projects and research.

Article 2

Registration as a Professional Archaeologist

Section 2.1. Requirements. Registration as a RPA shall be open to any applicant who fulfills the following requirements:

- a. Provision of documentation satisfactory to the Registrar that the applicant meets the eligibility requirements established by the Board of Directors of the Register (the “**Board**”).
- b. Agreement to abide by the Register Bylaws, the Code of Conduct, and the Standards of Research Performance and to be subject to the Disciplinary Procedures of the Register.
- c. Payment of the applicable fees by deadlines established by the Board.

Section 2.2. Maintenance of Registration. Registration is maintained on an annual basis by payment of an annual registration fee established by the Board, on or before a date established by the Board.

Section 2.3. Reinstatement. Individuals who have let their registration lapse because of non-payment of fees may be reinstated in accordance with rules established by the Board.

Section 2.4. Rights of Registration. Any currently registered individual may refer to himself or herself as a “Registered Professional Archaeologist” and may use the abbreviation “RPA” to so signify. Except as otherwise provided in these Bylaws, each RPA is entitled to one vote on each matter submitted to a vote of the RPAs. All RPAs will receive a copy of all official Register publications.

Section 2.5. Quorum. Twenty-five percent of the RPAs entitled to vote on a matter shall constitute a quorum for consideration of such matter. If a quorum is present, then, except as otherwise expressly provided in these Bylaws, the affirmative vote of a majority of the votes present and voted, in person or by proxy, shall be the act of the RPAs with respect to such matter.

Section 2.6. Maintenance of Published Register. A Directory of Registered Professional Archaeologists will be published annually, and a current list of RPAs will be maintained at all times by the Register.

Section 2.7 Voluntary Termination. Voluntary termination of registration shall be by resignation or nonpayment of fees. The date of resignation shall be that of the date of receipt by the Secretary-Treasurer of a written letter of resignation. Voluntary termination shall also occur if current registration fees are not received by the Secretary-Treasurer in accordance with rules established by the Board.

Section 2.8 Disciplinary Action. The Register may, under conditions and procedures specified in the Disciplinary Procedures of the Register, admonish or censure an RPA or may suspend or terminate the registration of an RPA. Any RPA who voluntarily terminates registration after the date of receipt of written notification from the Grievance Coordinator of a pending investigation of charges against the RPA remains subject to all provisions of the Disciplinary Procedures of the Register through final conclusion of the review and resultant action, if any, on such charges by the Grievance Coordinator and, if appropriate, by the Standards Board.

Section 2.9 Appeal. Any individual denied registration by the Registrar may appeal that decision to the Standards Board, whose decision shall be final.

Article 3

Board of Directors

Section 3.1. General Powers. The Board shall manage the affairs of the Register and shall have the full authority permitted by law.

Section 3.2. Number, Tenure, and Qualifications. The Board shall consist of Officers and Directors. The Officers shall be the President, President-Elect, and Secretary-Treasurer. The number of Directors shall be equal to the number of Sponsoring Organizations, with each providing one Director. Officers and Directors shall be RPAs. The Registrar, Grievance Coordinator, and the Grievance Coordinator-Elect shall serve as voting members of the Board.

Section 3.3. Officers. Each Officer shall hold office for two years or until a successor shall be duly elected. The President-Elect shall automatically succeed to the office of President. No Officer shall be eligible for consecutive re-election to the same position or to a position that automatically succeeds to the same position. No person may hold more than one position at any one time. Terms of office of the President-Elect and Secretary-Treasurer shall be staggered so that the President-Elect and Secretary-Treasurer are not elected in the same year.

Section 3.4. Directors. Each Sponsoring Organization shall elect or appoint one RPA to a position as Director, for a three year term (see Section 8.2). Directors may serve additional terms at the discretion of the appropriate Sponsoring Organization. Terms of office of Directors shall be staggered to avoid replacement of all Directors in any given year.

Section 3.5. Vacancy. In the event of the absence, death, resignation, removal from office, or incapacity of the President, as determined by the Board, the duties of the office shall be assumed by the President-Elect. In the event of a vacancy in the office of Secretary-Treasurer, the President with the advice and consent of the Board shall have the power to make an interim appointment for the period of the vacancy. In the event of a vacancy in the office of President-Elect, a special election shall be held to select a replacement. Vacancy of a Director shall be filled by the appropriate Sponsoring Organization.

Section 3.6. Meetings. An annual meeting of the Board shall be held at a time and location determined by the Board at their prior meeting. Special meetings of the Board may be held at the call of the President and may be conducted via teleconference or other electronic means. The President shall call a special meeting of the Board at any time upon the written demand of at least three Officers and/or Directors.

Section 3.7. Quorum. A quorum of the Board shall consist of a majority of voting members of the Board.

Section 3.8. Voting. Questions before the Board shall be decided by a majority of the votes cast at any meeting or by electronic or mail ballot. In case of a tie vote the decision of the President shall be final.

Section 3.9. Removal.

- a. An Officer may be impeached for just cause as determined by at least a three-quarters vote of a quorum of the Board. Removal of the impeached Officer requires two-thirds of the votes of the RPAs present and voted, in person or by proxy.
- b. A Director may be removed at any time by the Sponsoring Organization which appointed such Director.

Section 3.10. Committees. The Board may appoint one or more committees which, to the extent specified by the Board, but subject to limitations imposed by law, may exercise the authority of the Board. Each such committee shall have two or more Officers or Directors, a majority of its membership shall be directors, and all such committee members shall serve at the pleasure of the Board. The President may create and appoint persons to a commission, advisory committee or other body which may or may not have Officers or Directors as members, which body may not act on behalf of the Register or bind the Register to any action, but which may make recommendations to the President or the Board.

Article 4

Registrar

Section 4.1. Tenure and Qualification. A Registrar, who must be a RPA, will be elected to a two-year term by a vote of the RPAs and shall be a voting member of the Board. The Registrar shall be responsible for determining whether to approve applications for registration. The Registrar shall follow any procedures established by the Board.

Section 4.2. Registrar Advisory Committee. The Register may appoint a Registrar Advisory Committee to assist the Registrar in the process of reviewing the qualifications of applicants. The Committee will be composed of no more than three RPAs who will serve at the pleasure of the Registrar for a term not to exceed his or her own. The Registrar will serve as chair of the Registrar Advisory Committee.

Section 4.3. Removal. The Registrar may be impeached by written notification for just cause as determined by at least a three-quarters vote of a quorum of the Board. Removal of the impeached Registrar requires two-third of the votes of the RPAs present and voted, in person or by proxy.

Section 4.4. Vacancy. In the event of a vacancy in the office of the Registrar, the position will be filled for the remainder of the term by appointment of the Board.

Article 5

Grievance Coordinator

Section 5.1. Powers. The Grievance Coordinator shall have responsibility for handling allegations of violations of the Code of Conduct and Standards of Research Performance of the Register, in accordance with the Disciplinary Procedures of the Register in effect from time to time.

Section 5.2. Tenure and Qualifications. The Grievance Coordinator shall be a RPA and shall hold office for a term of two years. The Grievance Coordinator-Elect shall automatically succeed to the office of Grievance Coordinator at the end of the Grievance Coordinator's term of office. The Grievance Coordinator shall be a voting member of the Board.

Section 5.3. Removal. The Grievance Coordinator may be impeached for just cause as determined by at least a three-quarters vote of a quorum of the Board. Removal of the impeached Grievance Coordinator requires two-thirds of the votes of the RPAs present and voted, in person or by proxy.

Section 5.4. Vacancy. In the event of a vacancy in the office of the Grievance Coordinator, the Board shall have the power to make an interim appointment for the period of the vacancy.

Article 6

Grievance Coordinator-Elect

Section 6.1. General Powers. A Grievance Coordinator-Elect shall be elected from among the RPAs every two years for a two year term of office. At the conclusion of this term the Grievance Coordinator-Elect will succeed to a two year term as Grievance Coordinator. The Grievance Coordinator-Elect will assist the Grievance Coordinator in handling allegations of violations of the Code of Conduct and Standards of Research Performance of the Register. In the event that the Grievance Coordinator requests recusal from a particular case due to a conflict of interest, the Grievance Coordinator-Elect will be assigned responsibility for that particular case by the Board. In the event that both the Grievance Coordinator and the Grievance Coordinator-Elect must seek recusal from the same case, the Board will appoint a member of the Board or a former Grievance Coordinator as an interim Grievance Coordinator to handle the case. The Grievance Coordinator-Elect shall be a voting member of the Board.

Section 6.2. Removal. The Grievance Coordinator-Elect may be impeached for just cause as determined by at least a three-quarters vote of a quorum of the full Board. Removal of the impeached Grievance Coordinator-Elect requires two-thirds of the votes of the RPAs present and voted, in person or by proxy.

Section 6.3. Vacancy. In the event of a vacancy in the office of Grievance Coordinator-Elect, the Board shall have the power to make an interim appointment for the period of the vacancy.

Article 7

Standards Board

Section 7.1. General Powers. The Standards Board shall hear and decide on all appeals from decisions of the Registrar. In accordance with the Disciplinary Procedures of the Register, the Standards Board shall make final decisions regarding disciplinary action resulting from complaints of violations of the Code of Conduct and Standards of Research Performance that are referred to the Standards Board by the Grievance Coordinator or any person acting in place of the Grievance Coordinator pursuant to these Bylaws.

Section 7.2. Number, Tenure, and Qualifications. The Standards Board shall consist of three RPAs plus a First, Second, and Third Alternate, all of whom must be RPAs. One Standards Board Member and one Alternate shall be elected by a ballot of RPAs each year, and each shall hold office for three years or until a successor shall be duly elected. The Standards Board member with the longest tenure shall serve as Chair of the Standards Board. A Standards Board Member or Alternate actively involved in a grievance case or appeal at the time of the election of a successor shall remain a member of the Standards Board with respect to each such grievance case or appeal until final disposition. The newly elected Standards Board Members and Alternates shall assume all other duties of the position.

Section 7.3. Conflict of Interest. Any Standards Board member perceiving himself or herself, or declared by the Board or by the Standards Board, to have a conflict of interest in a given case to be heard before the Standards Board shall withdraw from the proceedings.

Section 7.4. Meetings. The Standards Board, when convened, shall consist of the three Members, or Members and Alternates, to make up a quorum of three.

Section 7.5. Removal. A Standards Board Member or Alternate may be impeached for just cause by at least a three-quarters vote of a quorum of the Board. Removal of an impeached Standards Board Member or Alternate requires two-thirds of the votes of the RPAs present and voted, in person or by proxy.

Section 7.6. Vacancy. In the event of the absence, death, resignation, withdrawal, removal, or incapacity of a Member of the Standards Board, the First Alternate, Second Alternate, and Third Alternate, singly and successively, in the order designated, shall fill such vacancy until the vacancy is filled.

Section 7.7. Code of Conduct and Standards of Research Performance. The Register shall maintain a written Code of Conduct and written Standards of Research Performance. These shall be adopted, and may be amended from time to time by the Board.

Section 7.8. Disciplinary Procedures. The Register shall maintain written Disciplinary Procedures. The Disciplinary Procedures of the Register shall be adopted, and may be amended from time to time by the Board.

Article 8

Sponsoring Organizations

Section 8.1. Definition. The Register may enter into agreements with appropriate organizations as Sponsoring Organizations.

Section 8.2. Representation. Each Sponsoring Organization shall be allotted one position on the Board of the Register. This position of Director shall have full voting rights. Each Sponsoring Organization shall have the right to elect or appoint (at the discretion of such Organization) a RPA to its position on the Board of the Register for a three-year term. A

Director may serve subsequent terms at the discretion of the appropriate Sponsoring Organization.

Article 9

Elections

Section 9.1. Nominating Committee. The Nominating Committee shall nominate candidates for Officers, Registrar, Grievance Coordinator-Elect, Standards Board and Alternates, and the Nominating Committee. The Nominating Committee shall consist of three RPAs. The chair and one at-large member of the Nominating Committee shall be elected by the RPAs in the annual election. The third member shall be appointed by the President. The Secretary-Treasurer shall certify to the Board that all individuals nominated are RPAs in good standing and shall obtain a signed statement from all individuals nominated that if elected they agree to serve for their term of office.

Section 9.2. Voting. Each Officer, Registrar, Grievance Coordinator, Grievance Coordinator-Elect, Standards Board Member and Alternate, and each member of the Nominating Committee shall be voted on separately, with each RPA entitled to one vote for each position in each election. In September a list of candidates and a ballot shall be distributed to each RPA. Ballots must be returned to the Secretary-Treasurer prior to a date specified, which shall not be less than 30 days from the date when the ballots are distributed to the RPAs. The Secretary-Treasurer shall appoint tellers to aid in tabulating the vote. The Secretary-Treasurer shall certify the vote to the Board. A tie vote shall be broken by the Board.

Article 10

Indemnification

Section 10.1. Indemnification.

- a. The Register shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Register) by reason of the fact that he or she is or was an Officer, Director, Grievance Coordinator, Grievance Coordinator-Elect or an interim Grievance Coordinator, Registrar, member of the Standards Board, committee member, employee or agent of the Register, or who is or was serving at the request of the Register as an Officer, Director, Grievance Coordinator, Grievance Coordinator-Elect or an interim Grievance Coordinator, Registrar, Standards Board member, committee member, employee or agent of another corporation, partnership, association, trust or other enterprise, against expenses (including reasonable attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to the best interests of the

Register and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to, the best interests of the Register with respect to any criminal action or proceeding, or had no reasonable cause to believe that the conduct was unlawful.

- b. The Register shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Register to procure a judgment in its favor by reason of the fact that he or she is or was an Officer, Director, Grievance Coordinator, Grievance Coordinator-Elect or an interim Grievance Coordinator, member of the Standards Board, committee member, employee or agent of the Register, or is or was serving at the request of the Register as an Officer, Director, Grievance Coordinator, Grievance Coordinator-Elect or an interim Grievance Coordinator, member of the Standards Board, committee member, employee or agent of another corporation, partnership, association, trust or other enterprise, against expenses (including reasonable attorney's fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Register, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Register, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 10.2. Condition. Any indemnification under Section 10.1 (unless ordered by a court) shall be made by the Register only as authorized in the specific case, upon a determination that indemnification of the person is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 10.1. Such determination shall be made with respect to a person who holds the indemnified position at the time of the determination: (1) by the majority vote of Officers and Directors who are not parties to such action, suit or proceeding, even though less than a quorum, (2) by a committee of the Board designated by a majority vote of the Board, even though less than a quorum, (3) if there are no such Officers or Directors, or if the Officers and Directors so direct, by independent legal counsel in a written opinion, or (4) by the RPAs.

Section 10.3. Interim Payments. Expenses (including attorneys' fees) incurred by an Officer, Director, Grievance Coordinator, Grievance Coordinator-Elect, interim Grievance Coordinator, member of the Standards Board or committee member in defending a civil or criminal action, suit or proceeding may be paid by the Register in advance of the final disposition of such action, suit or proceeding, as authorized by the Board in the specific case,

upon receipt of an undertaking by or on behalf of the person to be indemnified to repay such amount, unless it shall ultimately be determined that such person is entitled to be indemnified by the Register as authorized in this Article. Such expenses (including attorney's fees) incurred by former Officers, Directors, Grievance coordinators, Grievance Coordinators-Elect, interim Grievance Coordinators, members of the Standards Board, committee members or other employees and agents may be so paid on such terms and conditions, if any, as the Register deems appropriate.

Section 10.4. Non-Exclusivity. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of RPAs or disinterested Officers and Directors, or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to hold such office or serve in such and administrators of such person.

Section 10.5. Insurance. The Register may purchase and maintain insurance on behalf of any person who is or was an Officer, Director, Grievance Coordinator, Grievance Coordinator-Elect or an interim Grievance Coordinator, member of the Standards Board, committee member, employee, or agent of the corporation, or who is or was serving at the request of the Register as a Director, Officer, committee member, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Register would be obligated to indemnify him or her against such liability under the provisions of this Article.

Section 10.6. Report. If the Register indemnifies or advances expenses under Subsection 10.1b above to an Officer, Director, Grievance Coordinator, Grievance Coordinator-Elect, the Register shall report the indemnification or advance in writing to the RPAs and Sponsoring Organizations with or before the notice of the next meeting of RPAs.

Article 11

Fiscal Year

Section 11.1. Fiscal Year. The fiscal year of the Register shall be fixed by the Board.

Article 12

Amendments

Section 12.1. Amendments. These Bylaws may be amended in whole or in part by a majority of the votes of RPAs present and voted, in person or by proxy.

Section 12.2. Proposing Amendments. Amendments to the Bylaws may be proposed by either of the following methods.

- a. By proposal from the Board, or
- b. By petition to the President signed by not less than fifty RPAs whose current registration status shall be certified by the Secretary-Treasurer.

Upon receipt of any such proposal or petition, the President shall cause a ballot to be distributed to the RPAs within 45 days. The balloting shall follow the applicable procedures set out in Section 10.2 above.

Article 13

Use of Earnings and Assets

Section 13.1. Earnings. No part of the net earnings of the Register shall inure to the benefit of or be distributed to its RPAs, Officers, Directors, committee members, or other private individuals, except that the Register may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the purposes of the Register as set forth in the Articles of Incorporation and these Bylaws.

Section 13.2. Assets. Upon the dissolution of the Register, whether voluntary or involuntary, after paying all of the liabilities of the Register, the Register shall dispose of all its assets exclusively for the purposes set forth in the Articles of Incorporation and these Bylaws by donating them to an institution or organization exempt from taxation under Sections 501 (c) (3) or 501 (c) (6) of the Internal Revenue Code of 1986 or the corresponding provision of such future Internal Revenue Code as may then be in effect.

Article 14

Electronic Transmission

Section 14.1. Notice. Any notice required by the Illinois General Not For Profit Corporation Act (the “Act”) to be given shall be effective, to the extent permitted by the Act, if given by any method permitted by the Act, including, but not limited to, transmission by electronic means to the address that appears on the records of the Register.

Section 14.2. Actions. Any actions required by the Act to be “written,” to be “in writing,” to have “written consent” or “written approval” and the like by or of the RPAs, Sponsoring Organizations, Officers, Directors or committee members shall include, to the extent permitted under the Act, any communication transmitted or received by electronic means.