

**THE CONSTITUTION OF THE NEWFOUNDLAND AND LABRADOR
ARCHAEOLOGICAL SOCIETY**

(Incorporated 2013)
Date of Revision: 6 November 2015
Newfoundland and Labrador Archaeological Society
P.O. Box 23065
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Articles of the Constitution

Article 1: Name, Mandate, and Objectives

- 1.1 The name of the organization shall be the Newfoundland and Labrador Archaeological Society, Inc. This organization was founded in 2013 and incorporated on 29 May 2013, in the province of Newfoundland and Labrador in accordance with The Corporations Act (C-36). The Newfoundland and Labrador Archaeological Society, Inc. shall hereafter be referred as 'NLAS'.
- 1.2 The Mandate of the NLAS shall be:
 - 1.2.1 To promote an understanding of archaeology in Newfoundland and Labrador and protect archaeological resources by fostering research, stewardship, education, and the exchange of ideas and information between professionals and the public.
- 1.3 The objectives of the NLAS shall be:
 - 1.3.1 To promote, and improve upon, the reporting, recording, and preservation of archaeological heritage resources;
 - 1.3.2 To organize professional, amateur, and lay people interested in Newfoundland and Labrador archaeology;
 - 1.3.3 To advocate for the protection of archaeological heritage resources;
 - 1.3.4 To work in partnership with other parties to the benefit of archaeological heritage.
- 1.4 Provided that the NLAS:
 - 1.4.1 Shall not undertake any activities that would result in the revocation of its registration as a charity or as a public foundation for the purposes of the Income Tax Act;
 - 1.4.2 Shall not undertake any activities that would place it in violation of the Corporations Act, (C-36);
 - 1.4.3 Shall not make non-qualified investment as defined by Section 149 of the Income Tax Act.

Article 2: Membership

- 2.1 Membership in the NLAS shall be open to all who are interested in the stated objectives upon application. Membership categories shall include Individual, Family, Student, Institutional, Life, and Honourary.
 - 2.1.1 “Individual” membership shall be open of those individuals who pay dues.
 - 2.1.2 “Family” membership shall be open to two adults and up to four children under the age of 18. Two individuals in that family may vote and hold office. The names of each person comprising the family membership must be submitted to the NLAS, for record purposes.
 - 2.1.3 “Student” membership shall be open to all full-time students enrolled in high school, a post-secondary institution.
 - 2.1.4 “Senior” membership shall be open to those individuals who are aged 65 or older.
 - 2.1.5 “Institutional” membership shall be open to institutions and agencies and includes all NLAS privileges but are exempt from voting. Institutional membership shall entitle only one member of the institution to attend NLAS events at any one time.
 - 2.1.6 “Life” membership shall be open to an individual member upon payment of the prescribed life membership fee. Life members shall be entitled to all privileges of membership for the balance of their lives.
 - 2.1.7 “Honourary” membership may be conferred on individuals who have made noteworthy contributions to the advancement of archaeology or the welfare of the NLAS.
 - 2.1.7.1 Nominations for Honourary membership may be proposed at any Executive Board meeting by any member in good standing of the NLAS. The nomination shall include the name of the nominee and his/her qualifications to the Executive Board who may decide of approving the recommendation by majority vote.
 - 2.1.7.2 The motion shall be placed before the membership of the NLAS at the Annual General Meeting and Honourary membership shall be conferred upon two-thirds (2/3) assenting vote of the membership.
 - 2.1.7.3 Honourary members shall be exempt from the payment of dues and are entitled to all the privileges of membership for life.

Article 3: Organization

- 3.1 The Executive of the NLAS shall be: President, Vice President, Past President, Secretary and Treasurer elected from the membership at large by a majority vote at any Annual General Meeting.
 - 3.1.1 The Vice President shall be elected for a three (3) year term, the second of which shall be as President and the third as Past President.
 - 3.1.2 The Secretary and Treasurer shall be elected every two (2) years by the membership at large.
 - 3.1.3 No Executive member shall hold the same office for more than two consecutive terms.
 - 3.1.4 No Member shall hold any Executive member position for longer than forty-eight (48) consecutive months, or serve on the Executive committee for longer than sixty (60) consecutive months.
- 3.2 Any Executive member vacancy will be filled through a by-election in accordance with established procedures, outlined in NLAS bylaws.
 - 3.2.1 In the case that a member of the Executive vacates his or her position, the Board of Directors shall have the option of appointing a person to temporarily fill the vacancy. The term of office for appointed Executive members shall not exceed six (6) months, the next by-election, or the next Annual General Meeting, whichever is shorter.
 - 3.2.2 The appointment provision shall only be used in circumstances where an election or by-election has already been held in a given Executive term, and that the frequency of elections is deemed as injurious to the integrity of the organization by the Board.
 - 3.2.3 Recommendations for appointments may be made by any Executive or Elected Director.
 - 3.2.4 Elected Directors may be selected for appointment.
 - 3.2.5 Previous members of the Executive, having already served two (2) years in one position, and/or a total of three (3) years, may not be re-appointed by virtue of the appointment provision.
 - 3.2.6 Appointed Directors shall be elected by the Board at the meeting following the decision to appoint, by blind ballot. Time will be allocated at the Board meeting where voting occurs for candidates to address the Board.

- 3.2.7 Appointed Directors cannot be elected under circumstances of lesser quorum as per Article 5.4.
- 3.3 The administration and operation of the NLAS shall be directed by the Board of Directors.
 - 3.3.1 The Board shall consist of Officers of the NLAS (Section 3.1), four individuals elected from the membership at large by a majority vote at any Annual General Meeting, the immediate Past President, and any committee chairpersons and all shall be members of the NLAS.
 - 3.3.2 Board Members shall hold their positions for a minimum term of twenty-four (24) consecutive months to a maximum term of sixty (60) consecutive months. After a served term, a board member may be considered for re-election after twelve (12) consecutive months.
 - 3.3.3 The Board shall exercise the powers of the NLAS directly or indirectly through the Executive, and;
 - 3.3.4 Direct the management of the business and affairs of the corporation.
- 3.4 All Directors of the NLAS in exercising their powers and discharging their duties shall:
 - 3.4.1 Act honestly and in good faith with a view to the best interests of the NLAS and its Membership.

Article 4: Meetings

- 4.1 Annual General Meeting shall be held once every year for the purpose of electing officers, board members, receiving reports and the transaction of NLAS business. The meeting will normally be held during the first week of November.
- 4.2 Extraordinary General Meetings shall be called:
 - 4.2.1 at the discretion of the Executive, by a majority vote of those members present at an Executive Meeting;
 - 4.2.2 at the discretion of the Board of Directors, by a majority vote of those members present at a Board of Directors Meeting;
 - 4.2.3 at the written request of twenty-five (25) General Members of the NLAS;

- 4.2.4 Extraordinary General Meetings may not be called during times of lesser quorum (June to September) as per article 5.4.
- 4.3. Meetings of the Executive shall occur as often as necessary to conduct NLAS's business and meet its objectives.
- 4.4. Board meetings may be held:
 - 4.4.1 on a bi-monthly basis or a minimum of twice a year;
 - 4.4.2 at the discretion of the President;
 - 4.4.3 at the written request of a majority of Board members.

Article 5: Quorum

- 5.1 For Annual General Meetings and Extraordinary General Meetings, quorum shall be ten (10) members or 51% of the membership, whichever is lesser.
 - 5.1.1. If any Annual General Meeting or Extraordinary General Meeting, no quorum is present when called, that meeting shall be rescheduled for a date not less than one (1) and not more than two (2) weeks later.
 - 5.1.2 If at the rescheduled meeting, no quorum is present when called, procedures shall follow at the discretion of the Board of Directors.
- 5.2 For meetings of the Board of Directors, 50%+1 of Directors, Executive Members, immediate Past President and committee chairpersons will be considered quorum.
 - 5.2.2 If at any Board of Directors meeting, no quorum is present when called, that meeting shall be rescheduled for a date not less than twenty-four (24) hours and not more than seven (7) days later.
 - 5.2.3. If at the rescheduled meeting, no quorum is present when called, procedures shall follow at the discretion of the Board members present at the meeting.
- 5.3. For meetings of the Executive, a quorum shall consist of three (3) members of the Executive.
- 5.4. A lesser quorum of half (½) of the standard typically necessary for a meeting shall be applied during the summer months from June-September for Board of Directors meetings.

5.4.1 At no time can Articles of the NLAS Constitution be enacted, amended or repealed nor By-Laws be enacted, amended, suspended or repealed under lesser quorum.

Article 6: Membership Fees

6.1 Membership fees shall be as follows:

Individual:	\$ 25
Family:	\$ 35
Student:	\$ 20
Senior	\$ 20
Institutional:	\$ 50
Life:	\$350

6.2 Membership fees shall be reviewed once a year and set by a majority vote of the Board.

6.3 A member whose dues are unpaid as of the end of October shall not be in good standing and may not vote, hold office, or be admitted to the Annual General Meeting until such time as dues are paid.

Article 7: Amendments

7.1 The Articles of the Constitution may be amended:

7.1.1 at an Annual General Meeting;

7.1.2 at an Extraordinary General Meeting.

7.2 Proposed amendments to the Constitution shall be submitted in writing to the Board of Directors not less than thirty (30) days before the meeting at which time they will be considered by the membership.

7.3 Amendments shall be submitted to the membership at least seven (7) days prior to the meeting at which time they will be considered by the membership.

7.4 A two-thirds (2/3) majority of the membership shall be required for the adoption of any amendment to the Articles.

Article 8: Finances

8.1 The Fiscal year of the NLAS will be from January 1st - December 31st.

- 8.2 All demands on the NLAS for payment of obligations must be accompanied by invoices from suppliers or statement full describing the nature of the obligation.
 - 8.2.1 All original documents relating to the NLAS investments shall be held by the Treasurer. In a case where the Treasurer is unable to fulfill this responsibility they will be held by the President.
 - 8.2.2 The NLAS will issue receipts for tax purposes to all its members and donors of the NLAS who make donations of \$10.00 or more dependent on active charitable status
- 8.3 Any two (2) executive members of the NLAS shall have signing authority on all accounts. Two (2) signatures will be required on all issued cheques from the NLAS. Any other Signing Authorities of the NLAS shall be:
 - 8.3.1 voted by the Board of Directors;
 - 8.3.2 for the period of their term in office.
 - 8.3.3 If the President or Treasurer positions are unfilled then the Board of Directors may elect alternate signatories to act in that position stead for as long as said position remains unfilled.
 - 8.3.3.1 Alternate signatories may act in a temporary or full-term capacity.
- 8.4 The Executive may choose to have the NLAS's books undergo a formal legal audit in a given fiscal year, if necessary.
- 8.5 In the event of dissolution of the NLAS, all remaining assets, after payment of liabilities, at the discretion of the Executive, shall be distributed to one or more recognised charitable institutions in Newfoundland and Labrador.

By-Laws of the Constitution

By-Law 1: Amendments to the By-Laws

- 1.1 By-Laws may be enacted, amended, suspended or repealed at any meeting of the Board of Directors, if the proposed By-Laws, amendments or motions for repeal are included in the agenda.
- 1.2 The enactment, amendment, suspension, or repeal of any By-Law shall require a two-thirds (2/3) majority vote of all Directors present at a meeting of the Board of Directors.

By-Law 2: Standing Committees

- 2.1 A member of the Executive Committee or Board of Directors shall chair the Society's Standing Committees.
- 2.2 Standing Committees of the Society shall include:
 - 2.2.1 Planning Committee
 - 2.2.2 Finance Committee
 - 2.2.3 Communications Committee
 - 2.2.4 Events Committee
- 2.3 Duties of the Planning Committee shall include:
 - 2.3.1 Drafting Activity Plans.
 - 2.3.2 Preparing annual activity reports.
 - 2.3.3 Ensuring that Activity Plan indicators are documented.
 - 2.3.4 Preparing funding applications.
- 2.4 Duties of the Finance Committee shall include:
 - 2.4.1 Developing, presenting, and monitoring an annual budget.
 - 2.4.2 Developing long-term financial goals.
 - 2.4.3 Working with the Board to develop multi-year budgets as necessary that integrate strategic Activity Plan objectives and initiatives.
 - 2.4.4 Presenting all financial goals and proposals to the Board for approval and assisting the Treasurer in developing a budget presentation for the AGM.
 - 2.4.5 Adhering to financial reporting deadlines and developing financial reports as necessary with a level of detail and frequency suited to the recipients of these reports, including filing a Form T3010 (Registered Charity Information Form) with the Canada Revenue Agency within six months of the NLAS fiscal period year end.
 - 2.4.6 Presenting all financial reports to the Board.
 - 2.4.7 Developing internal control procedures to ensure all financial transactions are documented in a manual/database and followed by the Board.

2.4.8 Ensuring policies and procedures for financial transactions are documented and reviewed annually.

2.4.9 Ensuring approved financial policies and procedures are followed.

2.5 Duties of the Communications Committee shall include:

2.5.1 The Society's social media sites (Facebook, Twitter, Pinterest, etc.) and maintaining the NLAS website.

2.5.2 Engaging the public through the aforementioned online avenues.

2.5.3 Working with the Events Committee to produce educational or promotional campaign materials for the membership.

2.5.4 Working with the Events Committee to promote and communicate upcoming events to the membership and the public.

2.6 Duties of the Events Committee shall include:

2.6.1 Organizing events that promote the mandate of the NLAS.

2.6.1.1 Events to be organized by the Events Committee can include but are not limited to:

- a. Workshops
- b. Lectures
- c. Movie nights
- d. Fieldwork opportunities
- e. Educational campaigns

2.6.2 Ensuring facilities, audio-visual equipment, etc. are organized for events where appropriate.

2.6.3 Working with the Communications Committee to produce educational or promotional materials for the membership.

2.6.4 Working with the Communications Committee to promote and communicate upcoming events to the membership and the public.

By-Law 3: Duties of the Executive Committee/Council

3.1 The President shall:

- 3.1.1 officially represent the NLAS in all dealings with representatives of other organisations, of regional, provincial or federal government agencies, and with representatives of the media;
 - 3.1.1.1 In the event that the President is unable to attend, they shall appoint an alternate Executive member to attend in their stead.
- 3.1.2 be one of the signing members of the NLAS and shall have a vote;
- 3.1.3 prepare agendas for all Board meetings and any other meetings deemed necessary;
- 3.1.4 prepare and present the President's Report at the Annual General Meeting;
- 3.1.5 chair meetings of the Executive;
- 3.1.6 assign various duties as necessary; and
- 3.1.7 notwithstanding the foregoing, have general supervision over all NLAS affairs.

3.2 The Vice President shall:

- 3.2.4 assist the President in the execution of his/her duties and shall have a vote;
- 3.2.5 work under the direction of the President, the Executive and the Board of Directors;
- 3.2.6 act in the President's place in case of his/her absence and/or succeed the President for the balance of the President's term if that office becomes vacant.

3.3 The Secretary shall:

- 3.3.4 oversee all minutes and reports of the NLAS including, but not limited to, all meetings of the Executive, the Board of Directors and Annual General Meetings, and to make sure such minutes, reports, etc. are presented to said bodies for approval at subsequent meetings;
- 3.3.5 prepare and maintain all records and any archival material of the NLAS;
- 3.3.6 work with the Treasurer to maintain an up-to-date membership roll;

3.3.7 have a vote.

3.4 The Treasurer shall:

3.4.4 receive, collect, and deposit all funds of the society in a chartered Bank, Trust Company or Credit Union approved by the Executive;

3.4.5 maintain proper and adequate records which shall be open at all times for inspection and audit;

3.4.6 be one of the signing members of the NLAS and shall have a vote;

3.4.7 work with the Secretary to maintain an up-to-date membership roll;

3.4.8 report on the financial status of the NLAS, which shall be presented at each Annual General Meeting and Board meeting.

3.5 The Immediate Past President shall:

3.5.4 act as counsel to the President and advise on those matters which continue from the previous term;

3.5.5 assist in the discharge of those matters determined by the President and Executive

By-Law 4: Duties of Directors of the Society

4.1 The Board of Directors shall:

4.1.1 manage the affairs of the organization, and may exercise and make expenditures, establish and delegate any of their powers to committees, and take action as may be necessary to further the objectives of the NLAS.

By-Law 5: Membership Discipline

5.1 Any member, including elected officers, upon unanimous approval of the Board may be censured or subject to other disciplinary action for the following actions:

5.1.1 wilfully acted against any of the NLAS's Bylaws, Code of Ethics or who violates any heritage legislation in Newfoundland and Labrador, federally or abroad.

- 5.2 A member is entitled to a fair hearing before the Board before he/she is censured. The Secretary shall properly record the proceedings of this hearing.
- 5.3 In a case where the Board decides to censure a member, the member has the right to state their case to the general membership at the Annual General Meeting and the Board shall have the opportunity to make a rebuttal statement. The assembled membership shall vote on what course of action to take.

By-Law 6: Elections

- 6.1 The Board shall appoint a Nominating Committee Chairperson and at least two (2) members in good standing to serve on the Nominating Committee one (1) month prior to the Annual General Meeting.
- 6.2 The Nominating Committee will request nominations for Executive positions and Directors and those nominated shall be circulated by email and/or mail to all members two (2) weeks prior to the Annual General Meeting, at which time nominations will close.
 - 6.2.1 Nomination forms for Executive positions and Directors shall include the name of the candidate, nominator, seconder, and be accompanied by at least three (3) signatures, all of which must be members in good standing of the NLAS.
 - 6.2.2 Nomination forms must be returned to and received by the Nominating Committee by email and/or mail three (3) weeks prior to the Annual General Meeting.
 - 6.2.3 Only members in good standing with the NLAS may be nominated to hold Executive or Director positions.
 - 6.2.4 No members of the Nominating Committee (including the Nominating Committee Chairperson) shall be eligible to run for a position.
 - 6.2.5 Any position that remains without a candidate after the closing of nominations can have nominations submitted on the floor of the Annual General Meeting.
 - 6.2.6 Ballots are to be emailed and/or mailed out no later than four (4) weeks after the Annual General Meeting.
- 6.3 Should there be only one candidate declared for each office, these candidates will be proclaimed by acclamation at the close of the Annual General Meeting.

- 6.4 The deadline for vote returns is three (3) weeks after the day that the ballots were emailed or postmarked. Once returned, the ballots are to be counted by at least three (3) members of the Nominating Committee. The incumbents are those who polled the majority of votes for each of their respective positions, and shall be declared within three (3) weeks after the deadline for vote returns.
- 6.5 Newly elected officers shall assume their duties on January 1st.
- 6.6 By-elections:
 - 6.6.1 In the case that an Executive or Director position becomes vacant, a by-election shall be held in accordance with the procedures established for general elections. The timing for a by-election shall be similar to that of general elections and be set by the Nominating Committee.
 - 6.6.2 By-elections are not required two (2) months prior to the Annual General Meeting.
- 6.7 Interim Positions
 - 6.7.1 If a vacancy occurs in any of the elected positions of the NLAS before the elected official's term is complete (i.e., Executive, Committee and/or Board Member), the position may be filled at the Board's discretion by election at the next regular meeting of the Board of Directors.
 - 6.7.2 The person elected to an interim position shall hold his/her office for the unexpired term of the person vacating the same position.