

# **SOCIETY FOR THE ANTHROPOLOGY OF LOWLAND SOUTH AMERICA (SALSA)**

## **BYLAWS**

(Last amended and approved by the SALSA membership in September of 2019)

### **ARTICLE I**

#### **General Provisions**

1.1 Purpose. This non-profit corporation is organized and it shall at all times be operated solely and exclusively for educational purposes. Its primary, but not exclusive purposes shall be to promote and safeguard sound and ethical research on issues related to the region of lowland South America, its peoples, and its environments, and to promote the education of students with an interest in the field and the general public on the same issues. Its general purposes shall include distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

1.2 Society Management. The Society is organized as a Louisiana nonprofit corporation to be operated on a non-stock basis. The Society shall maintain a principal office in the State of Louisiana, City of New Orleans, or such other place as the Board of Directors may determine. The Society may have such other offices, either within or without the State of Louisiana, as the Board of Directors may determine.

### **ARTICLE II**

#### **Members**

2.1 The signatories of the articles of incorporation of the Society for the Anthropology of Lowland South America are William Balée, Loretta Ann Cormier, Jeffrey Ehrenreich, Stephanie Huelster, Kenneth Kensinger, Maria Moreno, and Donald Pollock.

2.2 Any person having an interest in the anthropology of lowland South America shall be eligible to be a member of the Society.

2.3 There shall be three classes of members: regular members, lifetime members, and institutions.

2.4 Regular members shall be those who have paid dues according to these bylaws. A member in good standing shall have all the rights of membership.

2.5 Lifetime members shall be those who have paid a lifetime membership fee according to these bylaws. Lifetime members shall have all the rights of membership and shall be exempt from paying annual dues.

2.6 Institutions shall be members upon payment of institutional dues according to these bylaws. Institutions shall be non-voting, but shall receive all such publications of the Society as the Board of Directors may authorize.

2.7.1 The Board of Directors shall set the dues of all membership classes and may establish different rates for special categories within classes.

2.7.2 The Board of Directors shall be empowered to make arrangements for special membership and subscription rates with other professional societies and associations.

2.8 Dues for regular and institutional members shall be payable on the date set by the secretary/treasurer as stated in Section 5.6 of these bylaws. Any member shall be considered in

good standing when that member's dues are paid on time. Dues shall be delinquent forty-five days after they are due. If dues are not paid within forty-five days after the due date, membership privileges may be suspended by the secretary/treasurer, with the advice and consent of the Board of Directors.

2.9.1 A regular or lifetime member in good standing shall be entitled to one vote at meetings and in elections, referenda, or other such consultations of the Society's membership as shall occur. Votes by proxy shall not be valid.

2.9.2 The Board of Directors shall determine rights and privileges of members in good standing that are not defined in section 2.9.2.

### **ARTICLE III Directors**

3.1 Number of Directors, Election and Term of Office. The initial Board of Directors shall be composed of the persons appointed by the Incorporator. Thereafter, the number of directors shall be no less than seven (7). The directors shall be elected by majority vote of the Members. The president, president-elect, and secretary/treasurer shall be voting members of the Board of Directors and shall each be elected for a term of four years or until their successors are elected, whichever period is longer. Each member-at-large shall hold office for a term of three years or until their successor is elected, whichever period is longer. Officers and members-at-large of the Board of Directors shall be eligible for re-election once. The immediate past president, the Editor of the Journal, and the current organizer of the Society conference, shall be non-voting, *ex officio* members of the Board of Directors. The president shall appoint and serve as chair of a nominating committee consisting of a total of three persons. This committee shall solicit members in good standing willing and able to serve as officers and members of the Board of Directors both through electronic media and at the time of biennial meetings. The resulting report will appear as a ballot no later than three months before the end of the current term of office and will be sent to all members.

3.2 Vacancies. Vacancies in the Board of Directors shall be deemed to exist in the case of death, resignation or removal of any director. A successor director shall be elected within a reasonable time thereafter. A director elected to fill a vacancy shall serve for the remainder of the term of his or her predecessor.

3.3 Powers. The business and affairs of the Society shall be managed by or under the direction of its Board of Directors which may exercise all such powers of the Society and do all such lawful acts and things are not by statute or by the articles of incorporation or by these bylaws directed or required to be exercised or done by the Members.

3.4 Compensation of Directors. Directors shall receive no compensation for any services rendered in their capacities as directors or as officers or members of committees of the Board of Directors.

3.5 Resignation and Removal. Any director may resign effective upon giving written notice to the president or the Board of Directors of the Society, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

### **ARTICLE IV Meetings of the Board of Directors**

4.1 Place of Meeting. The Board of Directors of the Society may hold meetings, both regular and special, either within or without the State of Louisiana.

4.2 Biennial Meeting. The Board of Directors shall hold a biennial meeting for the purpose of nominating and electing officers and transacting other business. No notice of such meeting need be given. In the event such meeting is not held, the meeting may be held at such time and place as shall be specified in a notice given hereinafter provided for special meetings of the Board of Directors, or as shall be specified in a written waiver signed by all of the directors.

4.3 Special Meetings. Special meetings of the Board of Directors may be called on the written request of a majority of the directors then in office or as provided in the Articles.

4.4 Notice of Special Meetings. Notice of the time and place of special meetings of the Board of Directors shall be delivered by electronic media to each director at least seventy-two (72) hours prior to the time of the holding of the meeting. Such notice shall not be necessary if appropriate waivers, consents and/or approvals are filed in accordance with Section 4.5.

4.5 Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

4.6 Quorum. At all meetings of the Board of Directors, a majority of the total authorized number of directors shall constitute a quorum for the transaction of business. The vote of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the directors present at such meeting may adjourn the meeting until a quorum shall be present, provided those directors who are not in attendance are given notice of the time and place of the meeting as rescheduled. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for each meeting.

4.7 Adjournment. Any meeting of the Board of Directors, whether or not a quorum is present, may be adjourned to another time and place by the vote of a majority of the directors present. Notice of the time and place of the adjourned meeting need not be given to absent directors if said time and place are fixed at the meeting adjourned.

4.8 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 all members of the Board of Directors or committee thereof, as the case may be, consent thereto in writing and the writing or writings are filed with the minutes or proceedings of the Board of Directors or the committee thereof.

4.9 Conference Communication. Unless otherwise restricted by the articles of incorporation or these bylaws, the Board of Directors or any committee designated by the Board of Directors may hold a meeting of the Board of Directors or committee by means of conference telephone or electronic media by means of which all persons participating in the meeting can hear each other. The Board of Directors may also conduct business of the Board of Directors or committee by means of electronic communication, such as an email listserv including the email addresses of all Directors. Participation in a meeting pursuant to this Section 4.9 shall constitute presence in person at such meeting.

4.10 Committees of Directors. The Board of Directors may, by resolution passed by a majority of the whole Board of Directors, designate one or more committees, each committee to consist of two or more of the directors. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided in the resolution of the Board of Directors shall have and may exercise all the powers and authority of the Board of Directors in the management of the activities and affairs of the Society, but no such committee shall have the power of authority in filling vacancies on the board or in any committee, or appointment of committees of the board of any members thereof. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors when required.

## **ARTICLE V**

### **Officers**

5.1 Officers. Duties of all officers will be those customarily associated with their titles or as listed in Robert's Rules of Order, or by action of the Board of Directors. The officers of the Society to be elected by the members at the biennial meeting shall be a president, a president-elect, and a secretary/treasurer, each of whom shall also be members of the Board of Directors. There shall be one other officer, the editor of the *Journal of the Society for the Anthropology of Lowland South America*, who shall be appointed by the president with the advice and consent of the Board of Directors. Any number of offices may be held by the same person, unless applicable law provides otherwise.

5.2 Other Officers. The Board of Directors may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

5.3 Term. Each officer shall hold office until his or her successor is elected and qualified or until his or her earlier resignation or removal. Any appointed officer may be removed at anytime, either with or without cause, by affirmative vote of a majority of the Board of Directors. Any officer may resign at any time by giving written notice or at any later time specified therein; and, until otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring in any office of the Society by death, resignation, removal or otherwise, shall be filled by the Board of Directors.

5.4 The President. The president shall, subject to the control of the Board of Directors, have operating direction and control of the business and affairs of the Society. The president shall present at each biennial meeting of directors a report of the condition of the Society. The president shall be a non-voting, *ex officio* a member of all committees, and shall have the general powers and duties of management usually vested in the office of chief executive officer of a not-for profit corporation and shall have such other powers and duties as may be prescribed by the Board of Directors or by these bylaws. The president shall be responsible for coordinating organizational business in consultation with other members of the Board of Directors. A majority vote of the Board of Directors as a group will decide final recommendations in all such instances. The Board of Directors may, by majority vote, give the president authority to make specific decisions without seeking the advice and consent of the Board of Directors.

5.5 The President-Elect. In the absence or disability of the president, the president-elect, the secretary/treasurer, and, in order of their rank as fixed by the Board of Directors, the three at-large members of the Board of Directors, shall perform the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions upon the president. The

president-elect shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the president.

5.6 The Secretary/Treasurer. The secretary/treasurer shall be responsible for receiving dues, managing the Society's funds, and disbursing same. This person shall be authorized to sign checks for the organization. The secretary/treasurer shall have the authority, subject to the advice and consent of the Board of Directors, to set the dates at which dues shall be due. The secretary/treasurer shall further be responsible for reporting to the membership and/or Board of Directors current and projected financial situations of the Society. The secretary/treasurer shall keep, or cause to be kept, a book of minutes in written form of the proceedings of the Board of Directors, committees of the board, and Members. Such minutes shall include all waivers of notice, consents to the holding of meeting, or approvals of the minutes of meetings executed pursuant to these bylaws or statutes. The secretary/treasurer shall keep, or cause to be kept at the principal executive office, all records and correspondence relating to corporate governance. The secretary/treasurer shall give or cause to be given notice of all meetings of the Members and the Board of Directors required by these bylaws or by law to be given, and shall have such other powers and perform such other duties as may be prescribed by the Board of Director or these bylaws.

5.7 The Editor. The editor of the journal of the Society for the Anthropology of Lowland South America shall oversee running the journal as well as the appointment of members of its editorial board. The editor may act independently of the Society Board of Directors in matters concerning the journal.

## **ARTICLE VI**

### **Indemnification**

6.1 Indemnification by the Society of Officers and Directors. The Society shall indemnify any officer or director of the Society against actual and necessary expenses, costs, and liabilities incurred by him in connection with the defense of any pending or threatened action, suit, or proceeding to which he is made a party by reason of this acting or having acted in an official capacity on behalf of the Society. Such indemnification shall not be exclusive of any other rights of indemnity to which the indemnified party may be entitled. Notwithstanding any other provision hereof to the contrary, no person shall be entitled to indemnity hereunder if the acts giving rise to the liability constituted willful misconduct, breach of fiduciary duty, self-dealing, and/or bad faith.

6.2 Indemnification by the Society of Other Persons. The Society shall have the power to 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 by reason of fact that he or she is or was an employee of the Society or is or was serving at the request of the Society as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding to the extent and in the manner set forth in and permitted by the law of the State of Louisiana, and any other applicable law, as from time to time in effect. Such right of indemnification shall not be deemed exclusive of any rights to which such person may be entitled apart from the foregoing provisions. Notwithstanding any other provision hereof to the contrary, no person shall be indemnified hereunder if the acts giving rise to the liability constituted willful misconduct, breach of fiduciary duty, self-dealing and/or bad faith.

## **ARTICLE VII**

### **General Provisions**

7.1 Contracts. The Board of Directors may authorize any officer or officers of the Society, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of an on behalf of the Society, and such authority may be general or confined to specific instances.

7.2 Checks, Drafts or Orders Payment. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society shall be signed by such officer or officers of the Society and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer or assistant treasurer and countersigned by the president of the Society, providing that the same person may not both sign and countersign as a result of acting in a dual capacity.

7.3 Deposits. All funds of the Society shall be deposited from time to time to the credit of the Society on behalf of the Members in such banks, trust companies or other depositories as the Board of Directors may select.

7.4 Gifts. The Board of Directors may accept on behalf of the Society any grant, contribution, gift, bequest or devise for the general purposes or for any special purpose of the Society.

7.5 Books and Records. The Society shall keep correct and complete books and records of account of all transactions conducted hereunder and shall also keep minutes of the proceedings of its Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the directors and officers. These bylaws and amendments thereto shall be filed in a minute book which shall be kept at the principal office.

7.6 Corporate Seal. The Board of Directors may provide for a corporate seal.

7.7 Severability. If any provision of these Bylaws or portion thereof should be declared invalid for any reason, the invalid provision or portion thereof shall be deemed omitted and the remaining terms shall nevertheless be carried into effect.

## **ARTICLE VIII**

### **Dissolution**

8.1 Election by Members. The Society may elect to wind up its affairs and voluntarily dissolve by the vote of three-fifths (3/5) of the Members.

8.2 Disposition. Upon the dissolution of the Society, no director, officer, or private person shall be entitled to any distribution or division of its remaining property, or its proceeds, and the balance of all money and other property received by the Society from any source, after the payment of all debts of all money and other property received by the Society from any source, after the payment of all debts and obligations of the Society, shall be used or distributed exclusively for purposes within the scope of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code). Any such assets not so disposed of shall be disposed of by the appropriate court of the parish or county in which the principal office of the Society is then located exclusively for the purposes described in the preceding sentence, or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

## **ARTICLE IX**

### **Amendments**

9.1 Amendments. These bylaws may be altered, amended, or repealed by new bylaws that may be adopted by vote of three-fifths (3/5) of the Members by such means of balloting as shall be determined by the Board of Directors.

9.2 Amendments may be proposed by the Board of Directors or by ten (10) members in good standing.

9.3 The Board of Directors shall publish any proposed amendment on the Society website at least forty-five days before the deadline for receipt of ballots on the amendments. In cases of mail balloting, the Board of Directors shall circulate any proposed amendment with the ballots, allowing not less than thirty days for the return of ballots. In cases of electronic balloting, the Board of Directors shall inform members of the vote by electronic mail, and shall circulate any proposed amendment with the electronic mail that informs members of the vote, allowing not less than thirty days for members to vote electronically.

9.4 Approved amendments shall be effective upon the date specified in the amendments or thirty days after the deadline for balloting.