

**BYLAWS  
OF  
ROCKY MOUNTAIN ANTHROPOLOGICAL ASSOCIATION**

This document is the Bylaws of the ROCKY MOUNTAIN ANTHROPOLOGICAL ASSOCIATION (the "Corporation"), established on the 16th day of July, 2007, as a Nebraska nonprofit corporation under the provisions of the Nebraska Nonprofit Corporation Act (the "Act").

**ARTICLE I  
PURPOSE**

The Corporation is organized exclusively for charitable, educational, scientific, and literary purposes. In furtherance thereof, the Corporation may engage in any lawful activity which may hereafter be authorized from time to time by the Board of Directors; provided, however, that the purposes for which the Corporation is formed shall at all times be consistent with §501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as hereafter amended (the "Code"), including within such purposes the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Code.

The primary purpose of the Rocky Mountain Anthropological Association shall be to provide an association of anthropological professionals and to hold a bi-annual conference of professionals which promotes the professional and public dissemination of anthropological research in the Rocky Mountain region of the United States and Canada.

At all times the following shall operate as conditions restricting the operations and activities of the Corporation:

1.1 No part of the net earnings of the Corporation shall inure to any individual or organization not qualifying as exempt under §501(c)(3) of the Code, excepting such reasonable compensation that the Corporation may pay for services actually rendered to the Corporation, or allowed as a reasonable allowance for authorized expenditures incurred on behalf of the Corporation;

1.2 No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office;

1.3 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 §501(c)(3) of the Code;

1.4 The Corporation shall not lend any of its assets to any officer or director of the Corporation, or guarantee to any person the payment of a loan by an officer or director of this Corporation.

## **ARTICLE II BOARD OF DIRECTORS**

2.1 Number and Qualification. The business and affairs of Corporation shall be managed by a Board of Directors consisting of Directors, the exact number within such range to be prescribed by resolution of the then current Board of Directors. The Directors need not be residents of the State of Nebraska. Although the number and qualifications of the Directors may be changed from time to time by amendment to these bylaws, no change shall affect the incumbent Directors during the term for which they were elected.

2.2 Election and Tenure. All Directors shall be elected by members in attendance at the biennial conference (or at a special meeting called for such purpose) and shall serve until their successors have been elected and qualified unless their service is earlier terminated because of death, incapacity, resignation or removal. Directors shall serve for a term of three (3) years, and may be elected to an unlimited number of successive terms.

2.3 Vacancies. Any vacancy occurring on the Board of Directors, whether as a result of an increase in the number of Directors or for any other cause, may be filled by the remaining Directors. If the Directors remaining in office constitute fewer than a quorum of the Board of Directors, then the remaining Directors may fill the vacancy by the affirmative vote of a majority of all remaining Directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office and until his or her successor shall be elected and qualified unless his or her service is earlier terminated by death, incapacity, resignation or removal.

2.4 Removal. At a meeting of the Board of Directors called expressly for that purpose, any Director may be removed with or without cause, by a vote of two-thirds of the Directors then in office. The notice of the meeting shall expressly state that the purpose or one of the purposes of the meeting is removal of the Director.

2.5 Quorum. Except as otherwise provided in the Act or the Articles of Incorporation of the Corporation (the "Articles"), attendance by a majority of all Directors in office immediately before the meeting begins shall constitute a quorum at such meeting but if less than a majority of such Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. In no event shall a quorum consist of less than the greater of one-third of the number of Directors in office or two (2) Directors.

2.6 Method of Acting. The act of a majority of the Directors present when a vote is taken at a meeting, provided that a quorum is present when the vote is taken, shall be the act of the Board of Directors, unless the act of a greater number is required by the Act, the Articles or these Bylaws.

2.7 Annual Meeting. The annual meeting of the Board of Directors shall be held on the \_\_\_\_\_ of each year, or on such other date as may be fixed by the Board of Directors, for the purpose of transaction of such business as may come before the meeting. Notice of the annual meeting shall be given, setting forth the date, time and place of such meeting.

2.8 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or twenty percent (20%) of the Directors then in office. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Nebraska, as the place for such special meeting called by them. Notice of special meetings shall be given, setting forth the date, time and place of such meeting.

2.9 Notice. Any notice required to be given hereunder shall be given at least ten (10) days before any such meeting, by written notice delivered personally or sent by confirmed telecopy, first class mail, private carrier or any other reasonable form of wire or wireless communication to each Director at his or her address as shown by the records of the Corporation, unless such notice is waived in accordance with the procedures set forth herein and in the Act. If mailed, such notice shall be deemed to be delivered upon the earlier of when it is actually received or five (5) days after deposit in the United States Mail in a sealed envelope so addresses, with first class postage thereon prepaid. Written notice delivered by any other method permitted hereby is effective when received. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice unless a purpose of such meeting is to remove a Director or to take any other action which, if the Corporation had members, would require member approval under the Act. In such case, the notice shall specify removal or such other action as one purpose of the meeting.

2.10 Waiver of Notice. Notice of a meeting may be waived by any Director by means of a writing signed by such Director and filed with the minutes or the corporate records of the Corporation. Attendance at a meeting shall constitute waiver of the notice requirement therefore unless the Director, upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with the Act, the Articles, or these bylaws, objects to lack of notice and does not thereafter vote for or assent to the objected action.

2.11 Consent to Action Without Meeting. Unless otherwise provided by law, any action required to be taken, or which may be taken at any meeting of the Board of

Directors, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Directors entitled to vote with respect to such action.

## 2.12 Conflict of Interest Transactions.

(a) A “Conflict of Interest Transaction” is a transaction with the Corporation in which one or more Directors of the Corporation (each, a “Conflicted Director”) has a direct or indirect interest in the transaction. For purposes of this section a Director shall be deemed to have an indirect interest in a transaction if (i) another entity in which the Director has a material interest, or in which the Director is a general partner, is a party to the transaction, or (ii) another entity of which the Director is a director, officer, manager, or trustee is a party to the transaction.

(b) Notwithstanding anything to the contrary set forth herein, any Conflict of Interest Transaction may be approved only by means of the affirmative vote, taken in advance of the Conflict of Interest Transaction, of a majority of the Board of Directors other than the Conflicted Director(s), who are present at a meeting at which a quorum (including for this purpose the Conflicted Director(s)) is present when the vote is taken. Prior to such vote, the material facts of the Conflict of Interest Transaction and each Conflicted Director’s interest must be fully disclosed or otherwise known to the member of the Board of Directors. The Directors voting in favor of the Conflict of Interest Transaction must in good faith reasonably believe that the Conflict of Interest Transaction is fair to the Corporation.

(c) Notwithstanding anything to the contrary set forth herein, no Conflict of Interest may be authorized, approved or ratified under this section by a single Director.

(d) The presence of, or a vote cast by, a Conflicted Director does not affect the validity of any action taken under this section if the Conflict of Interest Transaction is otherwise approved pursuant to the procedures set forth in this section.

(e) Nothing set forth in this section is intended to permit the Corporation to enter into any transaction which would constitute an act of self-dealing under Section 4941(d) of the Code.

(f) The Corporation shall not lend money or guaranty the obligation of any Director or Officer of the Corporation.

2.13 Meeting Attendance. Members of the Board of Directors may participate in a regular or special meeting of the Board of Directors or conduct such meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

2.14 Committees. The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board of Directors, appoint one or more committees each committee to consist of two (2) or more Directors of the Corporation, which committees shall, to the extent permitted by the Act, have and may exercise such powers of the Board of Directors in management of business and affairs of the Corporation as shall be delegated to them.

### **ARTICLE III OFFICERS**

3.1 Number and Qualification. The officers of the Corporation shall be a President, one or more Vice Presidents (as the Board of Directors shall determine), a Secretary and a Treasurer and such other officers and agents as may be deemed necessary by the Board of Directors. Any two or more offices may be held by the same person.

3.2 Election and Tenure. The officers of the Corporation shall be elected from among the Directors by the Board of Directors at the annual meeting, or as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and qualified or, if earlier, until such officer's death, incapacity, resignation or removal. Any officer may resign at any time by delivering notice to the Corporation.

3.3 Removal. Any officer elected or appointed by the Board of Directors may be removed by the board of Directors at any time with or without cause.

3.4 Vacancies. Any vacancy occurring in one of the offices of President, vice Present, Secretary or Treasurer shall be filled by the Board of Directors for the remainder of the unexpired term.

3.5 Duties and Authority of Officers.

(a) President. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the Board of Directors. The President may sign all deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors

(b) Vice President. During the absence or inability of the President, the Vice President 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 Vice President shall perform such other duties as from time to time may be delegated by the President or the Board of Directors.

(c) Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these bylaws. The Treasurer shall keep full and accurate accounts of all moneys received and shall promptly deposit the same in the name and to the credit of the Corporation in such depository as shall be authorized by the Board of Directors, and shall disburse money at the direction of the Board of Directors. The Treasurer shall present at each annual meeting of the Board of Directors, or whenever requested by the Board of Directors, a written report of the finances of the Corporation, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be delegated by the President of the Board of Directors.

(d) Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in a book provided for that purpose. The Secretary shall give and serve all notices of meetings. The Secretary shall have charge of all correspondence and documents of the Corporation. The Secretary shall authenticate the records of the Corporation. The Secretary shall present at each annual meeting of the Corporation a report on all matters pertaining to the Corporation and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be prescribed by the President or the Board of Directors.

#### **ARTICLE IV STANDARD OF CONDUCT FOR DIRECTORS AND OFFICERS**

4.1 A Director or Officer of the Corporation shall discharge his or her duties as a Director or Officer in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner he or she reasonably believes to be in the best interests of the Corporation.

4.2 In discharging his or her duties, a Director or Officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

(a) One or more Officers or employees of the Corporation whom the Director or Officer reasonably believes to be reliable and competent in the matters presented; or

(b) Legal counsel, public accountants or other persons as to matters the Director or Officer reasonably believes are within the person's professional or expert competence.

4.3 A Director or Officer of the Corporation is not acting in good faith if such Director or Officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this section unwarranted.

4.4 A Director of the Corporation is not liable to the Corporation or any other person for any action taken or not taken as a Director, if such Director or Officer acted in compliance with this section.

## **ARTICLE V CONTRACTS, CHECK, DEPOSITS AND FUNDS**

5.1 Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of the Corporation, 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 and on behalf of the Corporation, and such authority may be general or confined to specific instances.

5.2 Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such duly authorized Officer or Officers, agent or agents of the Corporation 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 and countersigned by the President or a Vice President of the Corporation.

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

## **ARTICLE VI BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the meetings of the Board of Directors and committees having any of the authority of the Board of Directors.

## **ARTICLE VII FISCAL YEAR**

The fiscal year of the Corporation shall begin on 1 January and end on 31 December in each year and books of account shall be maintained on this basis.

## **ARTICLE VIII AMENDMENTS TO BYLAWS**

Except as otherwise provided by the Act or by specific provision of these Bylaws, the Bylaws may be amended or repealed by the Board of Directors at any annual or special meeting of the Board of Directors

## **ARTICLE IX INDEMNIFICATION OF DIRECTORS AND OFFICERS**

9.1 Discretionary Indemnification. To the fullest extent permitted by the law, the Corporation may indemnify any individual made a party to a proceeding because he or she is or was a Director or Officer of the Corporation, against liability incurred in the proceeding if: (i) he or she conducted himself or herself in good faith; (ii) he or she reasonably believed (a) in the case of conduct in his or her official capacity, that his or her conduct was in the best interests of the Corporation; and (b) in all other cases that his or her conduct was not opposed to the best interests of the Corporation; and (iii) in the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

9.2 Advance Payment of Expenses. The Corporation may pay for or reimburse the reasonable expenses incurred by a Director or Officer who is a party to a proceeding in advance of final disposition of the proceeding if: (a) the Director or Officer furnishes the Corporation with a written affirmation of his or her good faith belief that he or she has met the standard of conduct for Directors set forth herein and in the Act; (b) The Director or Officer furnishes the Corporation with a written undertaking, executed personally or on the Director's or Officer's behalf, to repay the advance if it is ultimately determined that the Director or Officer did not meet the standard of conduct; and (c) a determination is made that the facts then known to those making the determination would not preclude indemnification under Section 9.4 below and the Act.

9.3 Mandatory Indemnification. The Corporation shall indemnify a Director or Officer who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Director or Officer was a party because he or she was a Director or Officer of the Corporation, against reasonable expenses actually incurred by the Director or Officers in connection with the proceeding.

9.4 Proscribed Indemnification. The Corporation shall not indemnify a Director or Officer in connection with a proceeding by or in the right of the Corporation in which the Director or Officer was adjudged liable to the Corporation, or in connection with any other proceeding charging improper personal benefit to the Director or Officer, whether or not involving action in his or her official capacity, in which the Director or Officer was adjudged liable on the basis that personal benefit was improperly received by the Director or Officer.



The indemnity provided for by this Article IX shall not be deemed to be exclusive of any other rights to which those indemnified may be otherwise entitled, nor shall the provisions of this Article IX be deemed to prohibit the Corporation from extending its indemnification to cover other persons or activities to the extent permitted by law or pursuant to any provision in these bylaws. Any indemnification shall be made in strict conformance with the procedures set forth in the Act.

Adopted by Unanimous Written Consent of the Board of Directors on the 16 day of July, 2007.

DIRECTORS:

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Kenneth P. Cannon

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Russ Tanner

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Jeannie Tiemann

\_\_\_\_\_  
Bonnie Pitblado

\_\_\_\_\_  
Linda Scott Cummings

\_\_\_\_\_  
Marcel Kornfeld

\_\_\_\_\_  
David Madsen

\_\_\_\_\_  
Craig Lee