



SHA By-Laws

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CODE OF BY-LAWS

(As amended February 2005 -- subject to full membership vote at annual meeting)

ARTICLE I OBJECTS

Section 1. The objects of the Society shall be to promote and to stimulate interest and research in the archaeology of the Hawaiian Islands, to encourage a more rational public appreciation of the aims and limitations of archaeological research; to serve as a bond among those interested in Hawaiian archaeology, both professionals and non-professionals, and to aid in directing their efforts into more scientific channels; to encourage the publication of their results; to advocate and to aid in the conservation of archaeological data; to discourage unethical commercialism in the archaeological field and to work for its elimination.

Section 2. The practice of collecting, hoarding, exchanging, buying, or selling archaeological materials for the sole purpose of personal satisfaction or financial gain, and the indiscriminate excavation of archaeological sites are declared contrary to the ideals and objects of the Society.

ARTICLE II OFFICES

Section 1. The principal office of the Society shall be at Honolulu, City and County of Honolulu, State of Hawaii.

Section 2. The Society may also have offices at such other places as the Board of Directors may from time to time determine or as the business of the Society may require.

ARTICLE III MEMBERS

Section 1. There shall be four classes of membership. The criteria and benefits for the different classes of membership shall be as follows:

(1) Regular Member - Individuals having an active interest in Hawaiian archaeology, and who subscribe to the purposes of this body and the SAA Principles of Archaeological Ethics. Regular members have voting privileges at the annual meeting, and receive copies of all publications produced by the Society during the year for which dues are paid.

(2) Lifetime Member - A one-time payment of \$500 provides all privileges of Regular membership, without the need to renew each year.

(3) Family/Institutional Member - Families and Institutions having an interest in Hawaiian archaeology, and wishing to support the Society's goals. Non-voting, but receiving all publications produced by the Society during the year for which dues are paid.

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(4) Student Members - Fulltime students having an active interest in Hawaiian archaeology, and who subscribe to the purposes of this body and the SAA Principles of Archaeological Ethics. Non-voting, but students receive all publications produced by the Society during the year for which dues are paid, and are given a discount for registration at the annual Society conference. Proof of full-time status must be submitted with application or annual renewal.

Section 2. The Society shall not approve the application for membership from persons who habitually misuse archaeological materials or sites for commercial purposes or who violate accepted standards of professional ethics, as determined from time to time by the Society and adopted by a majority vote of its membership.

Section 3. Dues of all members shall be fixed by the Voting Membership.

Section 4. Each Lifetime and Regular Member shall have one (1) vote on matters concerning transaction of the business of the Society and may vote in person or by proxy.

Section 5. Only Lifetime and Regular Members may serve as officers or committee members.

Section 6. Any member may resign at any time by giving written notice to the Secretary of the Society. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. The Board of Directors may, by unanimous vote, remove from the membership rolls any member whose acts are contrary to the ideals, objects, and accepted standards of the Society as set forth in ARTICLE I and ARTICLE III, Section 2, or who otherwise makes improper use of his/her membership. The action of the Board of Directors may be overturned by a majority vote of the Society's membership at any annual meeting.

Section 8. Any member who is delinquent in dues for a period of four (4) consecutive months shall automatically be removed from membership, provided that 30 days notice of her/his delinquency has been given.

ARTICLE IV MEETINGS OF MEMBERS

Section 1. One meeting of the general membership shall be held annually to conduct the business of the Society. This annual meeting will be held in conjunction with the annual Society conference. Such business will include the bi-annual election of officers, discussion of future activities of the Society, and other matters which may be brought to the meeting.

Section 2. Special meetings of the members for any purpose or purposes may be called by the President, or in his/her absence, by the Vice-President, at the request in writing of a majority of the Board of Directors or at the request in writing of not less than two-thirds (2/3) of the members. Such request shall state the purpose or purposes of the proposed meeting.

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Section 3. The place of the annual meetings of the members shall be the place of the Society's annual conference, or such other place as determined by the Board of Directors. The place at which such meeting shall be held shall be stated in the notice of the call of the meeting.

Section 4. Notification of the place, day and hour of any meeting of members shall be posted on the Society's web site and sent by e-mail to each member at his/her e-mail address as shown by the records of the Society, not less than ten (10) nor more than thirty (30) days before the date of such meeting, by or at the direction of the President or Vice-President, or the officers or persons calling the meeting. In case of a special meeting, the purpose for which the meeting is called shall be stated in the notice.

ARTICLE V BOARD OF DIRECTORS

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Section 1. The property, affairs and business of the Society shall be managed controlled, and all corporate powers shall be exercised by, and under, the authority of its Board of Directors, subject to the restrictions imposed by law, by the Charter of Incorporation, or by this Code of By-Laws.

Section 2. The Board of Directors shall consist of the five (5) officers of the Society and the chairpersons of each of the four (4) Standing Committees. Said number may be increased or diminished by amendment of these By-Laws. Each director shall hold office for two (2) years or until his/her successor shall have been chosen, unless prior thereto he/she dies, resigns, or is removed from office.

Section 3. A monthly meeting between September and May of the Board of Directors may be held without notice other than these By-Laws. The Board of Directors may provide by resolution the time and place, either within or without the State of Hawaii, for the holding of additional regular meetings of the Board without other notice than such resolution.

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Section 4. Special meetings of the Board of Directors shall be held whenever called by the President or by two (2) of the directors. Notice of each such meeting shall be posted on the Society's web pages and e-mailed to each director, addressed to her/him at his/her e-mail address as shown by the records of the Society, on a day not later than the third day before the day on which the meeting is to be held. Every such notice shall state the time, place, and purpose of the meeting. Notice of such meeting need not be given to any director, however, if waived by her/him in writing, whether before or after such meeting is held, or if he/she shall attend such meeting in person, and any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given if all of the directors shall be present thereat.

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Section 5. A majority of the Board of Directors, as the number of such Board shall be fixed by these By-Laws, at the time of any meeting of the Board of Directors, shall constitute a quorum for the transaction of business at such meeting, and, except as otherwise required by statute or by the Charter of Incorporation or by this Code of By-Laws, the act of a majority of the Directors present at any such meeting at which a quorum is present, shall be the act of the Board of Directors. In the absence of a quorum, a majority of the directors present may, without notice other than announcement at the meeting, adjourn the meeting from time to time until a

quorum be had.

Section 6. Any director may resign at any time by giving written notice to the Secretary of the Society or to the Board of Directors. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any director may be removed from office by majority vote of the Professional and Regular membership at either a regular or special meeting.

Section 7. In case any vacancy shall occur in the Board of Directors because of death, resignation or removal, or in case any newly created directorship shall result from any increase in the authorized number of directors, the Board of Directors shall by vote of a majority elect a director to fill such vacancy for the un-expired portion of the term or to fill such newly created directorship, and the Director so elected shall hold office until the next election and until his/her successor shall be duly elected.

ARTICLE VI OFFICERS

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Section 1. The officers of the Society shall be a President, a Vice-President, a Treasurer, a Recording Secretary, and a Communications Secretary/Webmaster. No two (2) offices may be held by the same person, nor shall an officer be a chairperson of a standing committee.

Section 2. The officers of the Society shall be installed every two (2) years by the Lifetime and Regular Membership at the annual fall meeting held on even number years. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Vacancies may be filled or new offices created and filled by majority vote of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected or appointed in his/her stead, unless prior thereto he/she dies, resigns, or is removed from office.

Section 3. Any officer or agent may be removed by majority vote of the Lifetime and Regular Membership at any annual meeting or special meeting thereof.

Section 4. Any officer may resign at any time by giving written notice to the Board of Directors, or to the President, or to the Secretary of the Society. Any such resignations shall take effect at the date of the receipt thereof or at any time later specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

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Section 5. A vacancy in any office because of death, resignation, removal, or otherwise, shall be filled by majority vote of the Board of Directors for the un-expired portion of the term.

Section 6. The President shall be the principal executive officer of the Society and shall in general supervise and control all of the business and affairs of the Society. He or she shall preside at all meetings of the members and of the Board of Directors at which he/she is present, and in general shall perform all duties incident to the office of President and such other duties as may from time to time be assigned to him/her.

Section 7. In the absence of the President or in the event of his/her inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers 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 assigned to him/her.

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Section 8. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Society; receive and give receipts for moneys due and payable to the Society from any source whatsoever; and deposit all such moneys in the name of the Society in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of ARTICLE IX of these By-Laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to her/him. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Society shall reimburse the Treasurer of any fee or other costs incurred in retaining such bond.

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Section 9. The Recording Secretary shall keep the minutes of the annual meetings of the members, and of the Board of Directors, in books provided for that purpose; be custodian of the corporate records, the execution of which on behalf of the Society is duly authorized in accordance with the provisions of these By-laws; see that all notices are duly given in accordance with the provisions of these By-laws and as required by law; be responsible for receiving, verifying and recording proxy votes; and in general perform all duties incident to the office of Recording Secretary and such other duties as from time to time may be assigned to him/her.

Section 10. The Communications Secretary/Webmaster shall, through construction and maintenance of the Society's website and LISTSERV, be responsible for overseeing the execution and transmission of all official correspondence of the Society to its members via e-mail and through postings on the Society web pages; keep the membership database containing member contact information and professional/avocational interests; and in general perform duties incident to the office of Communications Secretary/Webmaster, and such other duties as from time to time may be assigned to him/her.

ARTICLE VII COMMITTEES

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Section 1. There shall be four (4) Standing Committees, as follows: Legislative; Education; Papers, Publications, and Symposia; and Standards and Ethics. Ad hoc committees may be formed from time to time by a majority vote of the Board of Directors.

Section 2. The powers and responsibilities of each committee shall be determined by majority vote of the Lifetime and Regular Membership at the time of formation of the committee and may be altered from time to time by majority vote of the Board of Directors.

Section 3. The membership of each Standing Committee shall be appointed every two (2) years by majority vote of the Board of Directors.

Section 4. The President of the Society shall serve as a ex-officio member of all Standing Committees.

Section 5. The chairperson of each committee shall be determined by a majority vote of the Lifetime and Regular Membership and elected prior to selection of the other committee members.

Section 6. Any committee member may be removed from committee membership at any time by majority vote of the Board of Directors.

ARTICLE VIII COMPENSATION

None of the members, directors or officers of this Society, shall receive, or be lawfully entitled to receive, any pecuniary profit of any kind, except reasonable compensation for services in effecting one or more of its purposes, subject to approval by the Board of Directors. The Society may employ such agents, representatives or employees as may be necessary to properly carry out the objects and purposes for which the Society is formed and pay reasonable compensation therefor.

ARTICLE IX CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.

Section 1. The Board of Directors, except as in these By-Laws otherwise provided, may authorize any officer or officers or agents of the Society to enter into any contract or execute and deliver any instrument in the name and on behalf of the Society, and such authority may be general or confined to specific instances, and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Society by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or to any amount.

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Section 2. No loan shall be contracted on behalf of the Society, and no negotiable paper shall be issued in its name, unless authorized by majority vote of the Board of Directors. When authorized so to do, any officer or agent of the Society may effect loans and advances at any time for the Society from any bank, trust company, or other institution, or from any firm, corporation or individual, and for such loans or advances may make, execute and deliver promissory notes or other evidences of indebtedness of the Society, and when authorized as aforesaid, as security for the payment of any and all loans, advances, indebtedness and liabilities of the personal property at any time held by the Society, and to that end execute instruments of mortgage or pledge or otherwise transfer said property. Such authority may be general or confined to specific instances.

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Section 3. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society shall be signed by such person or persons and in such manner as shall, from time to time, be determined by majority vote of the Board of Directors.

Section 4. All funds of the Society shall be deposited to the credit of the Society under such conditions and in such banks, trust companies or other depositories as a majority of the Board of Directors may designate. For the purpose of such deposit any person or persons to whom such power is so

delegated may endorse, assign and deliver checks, drafts and other orders for the payment of money which are to the order of the Society.

ARTICLE X FISCAL YEAR

The fiscal year of the Society shall begin on the first day of January and end on the last day of December in each year.

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ARTICLE XI LIMITATION OF LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

No person shall be liable to the Society for any loss or damage suffered by it on account of any action taken or omitted to be taken by him/her as a director or officer of the Society in good faith, if such person (a) exercised or used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of his/her own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the Society or upon statements made or information furnished by officers or employees of the Society which he/she had reasonable grounds to believe.

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In case any action, suit or proceeding to which any person may be made a party on account of action taken or omitted to be taken by him/her may serve at the request of the Society, shall result in the entry of final judgment in his/her favor or be dismissed as to him/her the Society shall reimburse or indemnify him/her for or against all costs and expenses reasonable incurred by him/her in connection therewith.

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In case any such action, suit or proceeding shall result in a settlement and if in the judgment of a disinterested majority of the Board of Directors or of any disinterested committee or group of persons to whom the question may be referred by the Board of Directors, any such person was not negligent or guilty of bad faith in relation to the matters complained of therein, the Society shall reimburse him/her for or indemnify him/her for or against all costs and expenses reasonably incurred by him/her in connection therewith, other than for any sums paid to the corporation.

The provisions of this ARTICLE shall be in addition to and not in limitation of any other rights, indemnities or limitations of liability.

ARTICLE XII DIRECTIONS

The Lifetime and Regular Membership may by majority vote commit to designated officers the administration of various programs not otherwise specifically provided for in these By-Laws.

ARTICLE XIII PERIODICAL APPRAISAL

Special Committee to Appraise Policies. Every four (4) years, beginning in 1990, the Board of Directors shall appoint, subject to majority vote of the Lifetime and Regular Membership, a special committee to review and

appraise the implementation of the Society's policies during the preceding four (4) years and to report its findings and recommendations to the Board and membership of the Society.

ARTICLE XIV AMENDMENTS

The Constitution or this Code of By-Laws or any of them may be altered, amended or repealed, or new By-Laws may be made at the annual business meeting by a majority vote of the lifetime and regular membership at any meeting; provided that notice of such changes are communicated prior to any meeting held for such purpose. The provisions of these By-Laws, as amended, shall be effective immediately upon their adoption and shall supercede and nullify all previous enactments in conflict with them.

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The Board of Directors has authority to make and effect amendments on a temporary basis (until final approval by the voting membership at the next annual business meeting) if the amendments are deemed necessary for the proper conduct of Society business. Notice of such alteration, amendment, repeal or addition shall be given to the membership in a timely manner by way of posting on the Society's website and on the Society's LISTSERV.

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