

BYLAWS

ArchaeoCare

International **Archaeological Solidarity**

Article 1 Name and Location

Bearing the name ArchaeoCare – International Archaeological Solidarity, a non-profit association located in Hauterive near Neuchâtel has been established in accordance with Article 60ff of the Swiss Civil Code.

ArchaeoCare is politically neutral and without religious affiliation.

Article 2 Purpose and Functions

ArchaeoCare is a worldwide international federation for the protection of the archaeological cultural heritage. In an advisory capacity, it supports projects designed to rescue, preserve, and to research in a scholarly manner movable as well as immovable archeological cultural assets.

In particular, the functions of ArchaeoCare include the following:

- Providing advice for the planning and evaluation of archeological campaigns (including quality criteria)
- Physical assistance in ArchaeoCare-supported projects, including conservation and storage of found objects and their documentation in accessible scholarly collections and archives
- Support toward achieving rapid initial development, documentation and museum-ready preparation of found objects, and preparation of publications.
- Providing support and advice in order to adhere to the UNESCO regulations for legal transfer of cultural assets
- Provide advice for formulating information intended for the general public
- Provide advice and support in training local specialists
- Provide advice and support for fund-raising efforts.
- Assistance in safeguarding the intellectual property of the researchers and the rights of the public to the found objects

Article 3 Membership

ArchaeoCare comprises the following membership categories:

a) *Active Members*

- Institutions operating nationally, on a private or governmental basis, to uphold the goals enumerated in Article 2, above
- Individuals and legal entities supporting the efforts of ArchaeoCare in scholarly, financial, or other respects.

The Board of Directors makes the final decision regarding their membership.

- b) *Sponsoring and consulting Members*
 - Individuals or institutions making one or repeated significant financial or project-oriented contributions may on request be appointed sponsoring members by the Board. Sponsoring members are entitled to displaying the “ArchaeoCare” logo on their website and on other materials. Upon their request, they will be listed on the ArchaeoCare website.
 - Individuals serving as consultants for the federation may be appointed as consulting members by the Board.
- c) Associate members, supporters and students in an advisory capacity
 - individuals who support the activities of ArchaeoCare, being interested in the or supporting the objectives of the Association
- d) *Honorary and consulting Members*
 - Any individuals or institutions of particular merit in assisting the goals of ArchaeoCare or any of the projects which the latter has supported may be appointed as honorary members by the Board of Directors.
 - Honorary members will be appointed for life.

Article 4 Membership Rights and Obligations

Each member has one vote during the General Meeting. Institutions and legal entities will appoint one representative to exercise their vote.

It is the obligation of the members to act in support of the efforts of the ArchaeoCare to the best of their ability, and to pay the annual dues determined at the general meeting. In individual cases, the Board may make an exception upon request.

Honorary, Sponsoring, and Consulting Members have the same rights and obligations as Active Members. They are, however, like Associate members, supporters and students, exempt from the obligation to pay the annual membership fee.

All members make sure that they can be reached by e-mail. They will promptly advise the Business Office of their e-mail address – or change of address, if any.

Article 5 Lapse of Membership

ArchaeoCare membership will lapse as a result of

- written notice to the Board stating that resignation from ArchaeoCare is requested effective the end of any calendar year; reasons need not be stated
- exclusion by decision of the Board based on severe infringement or endangerment of the organization’s fundamental interests or its reputation. Recourse to exclusion may be made by appeal to the general meeting
- liquidation of the legal entity
- death

Article 6 Organizational Structure

The organization comprises the following elements:

- the General Meeting
- the Board of Directors
- the Business Office
- the Auditing Service

Article 7 General Meeting

- a) The General Meeting is the organization's primary body. The Board will convoke it as needed, but at least once annually. The General Meeting will determine the date of the subsequent meeting.
- b) At least four weeks before the scheduled meeting date, all members are invited bywritten or electronic notice to attend the General Meeting; the notice will also be posted on the ArchaeoCare homepage.
- c) Any properly convoked General Meeting will have a quorum. A simple majority of votes will pass its decisions. In case of a tie, the chairperson's vote will yield the decision. In general, votes are by voice or show of hands; however, a vote by ballot is required if at least one-tenth of attendees so desires.
- d) The Board proposes an agenda for the General Meeting. Any member may request addition of a certain item to the General Meeting's agenda. The request should be submitted to the Board in due time. The Board is required to present the agenda to the General Meeting.
- e) The President of the organization serves as chair at the General Meeting. In his/her absence, and at his/her request, the meeting will be chaired by the Vice President.
- f) The Recording Secretary will be appointed by the Chairperson and will record the proceedings and outcome of the General Meeting by providing the Minutes. The Minutes will be signed by the Chairperson and the Recording Secretary and will be sent to all members.

Article 8 Functions of the General Meeting

The functions of the General Meeting are as follows:

- a) Approving the Annual Report and the Annual Financial Statement submitted by the Board as well as the Audit Report
- b) Electing and removing members of the Board of Directors
- c) Providing formal approval for Board actions
- d) Electing, removing and providing formal approval for the Auditing Service
- e) Determining annual dues
- f) Amending or supplementing the bylaws
- g) Passing resolutions regarding the business presented by the Board

- h) Determining the budget limit up to which the president is is authorized to sign as a single signatory
- i) Passing resolutions regarding liquidation of the organization and utilization of any remaining assets after liquidation.

Liquidation of ArchaeoCare requires a three-quarter majority vote by all attendees.

Article 9 The Board of Directors

The Board of Directors is the executive and representative body of the organization. It comprises at least five members elected by the General Meeting for a period of three years. The Board of Directors has the right to nominate candidates for election of its members. Reelection is permitted.

The President of the Board is elected by the General Meeting by direct vote. In all other respects, the Board constitutes itself, appointing one or several Vice Presidents from among its members. All Board members serve on a volunteer basis.

Board meetings have a quorum if more than half of its members are in attendance. Appointment of substitutes is not permitted. Decisions are based on simple majority of votes. In case of a tie, the Chairperson casts the decisive vote.

Board meetings are chaired by the President. In his/her absence, a Vice President will serve as chair.

Board meetings should be convoked as often as diligent conduct of the organization's business requires. Board meetings have to be convoked whenever at least two of its members so request.

As a rule, convocation should take place at least three weeks in advance along with notice of the agenda, in written or electronic format. However, in urgent cases convocation may be sent out at short notice.

The Board may likewise arrive at decisions by electronic means, subject to the same terms of quorum as at the meetings.

The Board may conduct electronic consultative votes among the members.

Article 10 Board Functions

Any business not expressly assigned to the General Meeting or the Auditing Service in accordance with these bylaws is the purview of the Board of Directors.

The President represents the organization. He/she implements the resolutions passed by the Board and the General Meeting, unless their implementation falls within the purview of another Board member or has been assigned to a committee. The President is authorized to sign alone, up to a budgetary limit to be determined by the General Meeting. The Board will determine additional rules regarding the authority to sign.

The Board may appoint committees for processing specific projects or issues.

Until the Business Office staff has been chosen and definitely appointed, the Board will assume its functions.

The Board elects the manager of the Business Office and determines the staff structure, duties, and budget of the Office.

Article 11 Business Office

The Business Office serves to support the Board of Directors. It

- maintains contact with the members
- meets the Board's secretarial needs
- manages the organization's assets and does the bookkeeping
- maintains a central register of membership addresses
- maintains the ArchaeoCare homepage

Article 12 Auditing Services

For the review of the organization's business transactions and the annual balance sheet, the General Meeting will appoint an Auditing Service.

Reelection of the Auditing Service is permitted.

Article 13 Accounting System

The ArchaeoCare will maintain standard, carefully organized bookkeeping in accordance with recognized business practices and will prepare an annual balance sheet for each fiscal year.

The Board of Directors is responsible for the standard accounting system.

Article 14 Liability

The organization's treasury is exclusively liable for the organization's financial obligations. The only liability of the members is payment of the membership fee

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Article 15 Fiscal Year

Each of the organization's fiscal years begins January 1 and ends December 31.

During the founding year, the fiscal year will not end until December 31 of the following year.

Article 16 Annual Balance Sheet

The Board of Directors makes sure that the account of profits and losses, with the balance sheet for the past fiscal year, is completed within three months of the end of the fiscal year

and submitted to the Auditing Service for audit. The Auditing Service is required to submit its audit report to the General Meeting for its information and approval.

Article 17 Dissolution and Liquidation

Dissolution of the organization is only possible if its purpose has become null and void or has otherwise been accomplished and if fulfillment of all obligations is safeguarded.

The General Meeting decides the organization's dissolution. If liquidation results in any remaining assets, these will be used in keeping with the purpose as stated in these bylaws. The General Meeting will make the relevant decision.

The last Board of Directors will conduct the liquidation. The Board will remain in office until the organization's assets have been expended.

Article 18 Notices

The organization's notices will be posted on the ArchaeoCare homepage and may also be sent to the members by letter or e-mail.

Article 19 Effective Date of Bylaws

The foregoing version of the ArchaeoCare Bylaws was approved by the founding assembly held on the 1st of November 2012. The definitive version of the Bylaws is in German.

Hauterive, 1st of November, 2012