

## **Bylaws of the Coalition for Archaeological Synthesis**

**Initially Adopted 2020-12-11**

**Amended: 2020-12-18, 2021-02-24**

### **1) Establishment**

- a. The Coalition for Archaeological Synthesis was established on 20 December 2017 as a program of the SRI Foundation.
- b. In these Bylaws, “Coalition” or “CfAS” means “Coalition for Archaeological Synthesis”, “Board” means Coalition for Archaeological Synthesis Board of Directors, “Council” or “Council of Partners” means Coalition for Archaeological Synthesis Council of Partners, and “Executive Committee” means Coalition for Archaeological Synthesis Executive Committee. CCSA means the Center for Collaborative Synthesis in Archaeology, a center within the Environment and Society Program of the Institute of Behavioral Science (IBS), University of Colorado Boulder (UCB).
- c. The Bylaws are initially adopted by the Board and, except as explicitly noted otherwise herein, can be amended only by a majority vote of the Council of Partners.

### **2) Categories of Partner Organizations. For governance purposes, Partner organizations are divided into categories.**

- a) Initial categories are:
  - i) Professional Organization,
  - ii) Cultural Heritage Firm,
  - iii) Archaeological Informatics Provider,
  - iv) Academic Unit, and
  - v) Non-governmental Organization.
- b) The Board may, by a simple majority vote, modify or add categories.
- c) Should a Partner organization reasonably fit in more than one category, the organization may select the category in which it chooses to be represented on the Board.

### 3) Council of Partners

#### a) Composition

- i) The Council shall consist of one Partner Representative from each Partner organization.
- ii) CCSA Director serves *ex officio* on the Council
- iii) The Representative is designated by the Partner organization's leadership.
- iv) The Representative shall serve until that Representative resigns or the Partner names a replacement.
- v) Partners may replace their Representative at any time. The replacement is effective upon notice to the CfAS Secretary.
- vi) A Representative may resign from the Council at any time, with notice to the Partner organization leadership and to the CfAS Secretary.
- vii) A partner organization that fails to designate a Representative to the Council may still offer nominations and vote for Officers and Directors.
- viii) The CfAS President is responsible for organizing and running meetings of the Council

#### b) Responsibilities of the Partner Representatives

- i) Exchanging CfAS information with the Partner organization's leadership.
- ii) Ensuring that CfAS information reaches the Partner organization's members or employees.
- iii) Transmitting to the Nominating Committee any of the organization's nominations for open Officer positions or open Director positions for the organization's Category
- iv) Transmitting the Partner Organization's votes for Officers and Directors.
- v) Attending virtual meetings of the Council of Partners.

#### c) The Council may act by majority vote of Partner Representatives attending a regularly called in-person or virtual Council meeting, or of Partner Representatives responding to an email vote circulated to all Partner Representatives.

- 4) The Executive Committee consists of the CfAS Officers.
  - a) Composition
    - i) The Offices are:
      - (1) President/Co-President
      - (2) Vice President or second Co-President, as determined by the Nominating Committee, prior to the election for an open Vice President or Co-President Position)
      - (3) Secretary
      - (4) Treasurer
    - ii) Officers are elected as described in the Bylaws under “Election of Officers and Directors”
    - iii) Officers shall serve 3-year, staggered terms and may be reelected.
      - (1) However, Jeffrey Altschul and Keith Kintigh each independently have the option of continuing to serve in the role of President or co-President until either the Coalition becomes independent of the SRI Foundation or the SRI Foundation is transformed into the Coalition or through the 2023 term, whichever comes first.
  - b) Responsibilities of the Executive Committee
    - i) Schedule Board meetings and set the agenda for Board meetings.
    - ii) Deal with minor operational issues and issues explicitly delegated to it by the Board.
    - iii) Develop proposals for Board action.
- 5) The Board of Directors
  - a) Composition
    - i) CfAS Officers.
    - ii) Two Directors elected from each Partner category, as described in the Bylaws under “Election of Officers and Directors”.

- (1) Herein, these Partner category Directors are referred to as "Directors." While Officers are also members of the Board, in these Bylaws, Officers are discussed separately and not referred to as Directors.
- iii) As long as CfAS operates as a program of the SRI Foundation, if Jeffrey Altschul steps down as co-President, the SRI Foundation may (but need not) appoint one Board member who shall not count as the Director from the category of which the SRI Foundation is a member.
- iv) Ex Officio Directors
  - (1) The Director of CCSA shall serve *ex officio* on the Board.
  - (2) As long as CfAS operates as a program of the SRI Foundation, the Executive Director of the Foundation shall serve *ex officio* on the Board.
- v) An individual elected or appointed to both an Officer and a Director position shall serve in both positions simultaneously on the Board.
- vi) Directors shall serve 3-year, staggered terms.
- vii) Directors may be reelected.
- viii) Resignation of an Officer or Director
  - (1) An Officer or Director may resign effective upon notice to the Coalition President and Secretary.
  - (2) Upon the resignation of the President or a co-President, the Vice President or other Co-President, respectively, shall assume the office of President for the remainder of the President's or Co-President's term and the Board shall appoint a Vice President, who must be a CfAS Associate.
  - (3) Upon the resignation of an Officer other than the President or Co-President, the Board shall appoint a replacement Officer, who must be a CfAS Associate.
  - (4) Upon the resignation of a Director, the Board shall appoint a replacement Director who is a CfAS Associate and is an employee, member, or Partner Representative of an organization within the resigned Director's Partner category.
  - (5) If the resigned director is both an Officer and a Partner category representative, the Board may appoint a replacement Officer who is

associated with that category or may appoint both a replacement Officer and a Director for that category.

(6) Board-appointed replacement Officers or Directors serve in that capacity until the next election.

ix) A Director who, during their term, ceases employment, membership, or service as a Partner Representative with a Partner Organization in the Partner category to which they were elected, may complete their term. However, a Director is only eligible for election to the category of their current employment, membership, or service as a Partner Representative.

b) Responsibilities of the Board

i) Decide major operational decisions for the Coalition, with the exception of responsibilities explicitly assigned to the Council or the Executive Committee or delegated by the Board to the Executive Committee or to individual Officers.

ii) Setting annual Partner dues, and approving or denying requests for waivers of dues.

iii) Establish Committees and Task Forces to accomplish Coalition objectives.

iv) Attending virtual or in person meetings. Reasonable travel expenses for in-person Board meetings will paid or reimbursed by CfAS.

v) In their capacities as Officers and Directors, individuals are expected to use their individual expertise and judgment to advance the mission and vision of the Coalition. Thus, Officers and Directors serve as individuals; they do *not* represent the interests of any Partner or other organization by which they are employed or to which they belong, and their actions should not be considered as reflecting the positions of any such organizations.

c) The Board may act by majority vote of Officers and Directors attending a regularly called in-person or virtual Board meeting, or of Officers and Directors responding to an email vote circulated to all Officers and Directors. An individual who serves simultaneously as an Officer and as a Director representing a Partner category shall have only one vote.

d) A quorum for a regularly scheduled Board meeting or for an email vote shall be one half of the total number of Officers and Directors.

6) Nominating Committee

- a) Composition: The Nominating Committee is comprised of one member from each Partner category, selected as follows:
  - i) For the initial election under these Bylaws, the Board shall appoint a Nominating Committee comprised of one member from each Partner category, where the member shall be a current CfAS Board member or CfAS Associate who is also an employee, member, or Partner Representative of an organization in that category.
  - ii) Subsequent to the initial election of Partner category representatives, the longer-serving of the two Directors in every Partner category, unless the longer-serving Director is also a current Officer, in which case the other Director for the Partner category will serve.
  - iii) One current or recent CfAS Officer, appointed by the Board, shall serve *ex officio* on the Nominating Committee.
- b) The Nominating Committee shall select a chair from within its membership.

7) Election of Officers and Board Members

- a) Soliciting Nominations and Developing Slates of Candidates. Each January, the Nominating committee shall:
  - i) Solicit nominations for all open Officer positions from all Partners through the Partner Representatives. The Nominating Committee may, on its own initiative, offer nominations for Officer positions. Individuals nominated for Officer positions must be CfAS Associates.
  - ii) Solicit nominations for open Partner category Director positions from all Partners in that category through the relevant Partner Representatives. The Nominating Committee may, on its own initiative, offer nominations for Partner category Director positions. Individuals nominated for Partner category Director positions must be CfAS Associates.
  - iii) Meet to develop a slate of candidates to be offered for election to each open position.
    - (1) The committee shall seek to develop and maintain a reasonable diversity on the Board with respect to country, gender, professional seniority, and other characteristics. (For example, it would not be desirable to have both

Partner category representatives be males from similar organizations from the US.)

- (2) Where there is substantial interest in an open position, it is expected that the Nominating Committee will propose at least two candidates.
  - (3) In the initial election, both Directors from each category will be elected. For Partner categories in which there is substantial interest in Director positions, it is expected that the Nominating Committee will propose at least three candidates.
  - (4) This process shall include verification that candidates placed on the ballot are willing to serve.
  - (5) Transmit the slates to the Secretary by the end of the month.
- b) The Secretary oversees and verifies the election to be completed by the end of February. The Secretary shall:
- i) Circulate to each Partner Representative a ballot reflecting the Nominating Committee candidates for all open Officer and Director positions. The ballot shall specify a return date that allows sufficient time to complete the election by the end of the February.
  - ii) In circulating the ballots, the Secretary shall indicate that the CfAS Bylaws recommend that Partners keep diversity in country, gender, professional seniority, and other characteristics in mind as they vote.
  - iii) Each Partner shall have one vote for each open Officer position.
  - iv) Each Partner shall have one vote for each open Director position *only* for Directors from the category of which the Partner is a member.
  - v) To be counted, the Partner's ballot must be submitted to the Secretary, by the Partner Representative, on or before the designated return date.
  - vi) By the end of February, the Secretary shall compile the ballots, determine the winners and report the results to the members of the new and outgoing Boards and to the Partner Representatives.
  - vii) Should there be a tie for any position, the winner shall be decided by a flip of a coin by the Secretary.

- c) New Officers and Directors will take office at the first Board meeting of a calendar year.
  - d) In order to establish staggered terms, in the initial election, the Secretary shall be elected to a 3-year term and Treasurer shall be elected to a 2-year term. For the Partner category Directors, the representative with the larger number of votes shall be elected to a 3-year term and the other representative to a 2-year term. Should there be a tie, the terms shall be decided by a flip of a coin by the Secretary.
- 8) Relationship with CCSA
- a) The relationship between CfAS and CCSA is described in a Memorandum of Understanding agreed to by IBS, UCB, and the SRI Foundation on September 11, 2020, which may be amended on the agreement of both parties.