

## **X. BYLAWS**

In accordance with Article X, the revised bylaws published below take effect one month from the date of their circulation. The effective date is May 15<sup>th</sup>, 2012.

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2010  
BYLAWS OF THE  
ASSOCIATION FOR SOCIAL ANTHROPOLOGY IN OCEANIA  
(ASAO)

### ARTICLE I

#### Name and Offices

Section 1. Name. The name of this corporation is ASSOCIATION FOR SOCIAL ANTHROPOLOGY IN OCEANIA (ASAO).

Section 2. Offices. The principal office of the corporation shall be in the City of Seattle, King County, State of Washington. The corporation may also have offices at such other places as the Board of Directors may from time to time determine or the purposes of the corporation may require.

### ARTICLE II

#### Members and Meetings of Members

Section 1. Membership. Membership in this corporation shall be open to all persons who support the purposes of the corporation and pay their annual dues. Four categories of membership are recognized: (a) Institutional Member; (b) Voting Member; (c) Fellow; and (d) Honorary Fellow.

The status of INSTITUTIONAL MEMBER is achieved simply by payment of annual dues. It is a statement of interest in the corporation.

VOTING MEMBER status is granted in recognition of payment of annual dues and is a statement of commitment to the corporation and its concern with comparative research in the Pacific. FELLOW status represents recognition of achievement within the framework of the corporation's stated goals, purposes, and scholarly activities. Persons who have contributed to the corporation in one of the following ways may become a Fellow upon payment of annual dues: (a) author of a contribution to the ASAO Publication Series, including Monograph Series and any other official ASAO publications the corporation may devise or designate as acceptable; eligibility dates from the time the contribution is accepted by the Series Editor; (b) editor(s) of an ASAO monograph; eligibility dates from acceptance of the monograph by the Series Editor; (c) present status as a Director or Officer of the corporation; or, (d) former service as a Director or Officer of the corporation.

Distinguished scholars in the field may be elected as HONORARY FELLOWS of the corporation by a simple majority vote, based on ballots received from the Voting Membership and Fellows. Any Voting Member or Fellow may propose a candidate for Honorary Fellowship. After approval of the Board, the Chair of the Board of Directors may mail or publish in the Newsletter a ballot for the purpose of electing Honorary Fellows, or alternatively the Chair may organize an electronic ballot. The number of living Honorary Fellows shall at no time exceed twenty-five; no more than three Honorary Fellows may be selected in any one year.

Section 2. Dues. The Board of Directors will consider the dues structure at each annual meeting, along with the financial needs of the Association. It may revise the dues structure, as it deems necessary and appropriate by a Board resolution (a simple majority of the Directors present). The dues structure will be published in a Newsletter following the annual meeting. Dues for Honorary Fellows are waived in perpetuity.

Section 3. Rights of Members. The rights of Institutional Members are the right to attend the annual meetings of the corporation and the right to receive the ASAO Newsletter and other such announcements of the corporation's activities as may be disseminated. The rights of Voting Members, Fellows, and Honorary Fellows are the same as those of Institutional Members and in addition the right to vote in corporate elections and on such issues as may require a vote. These rights and all rights, title, and

interest in or to the corporation will cease on termination of his or her membership. No members shall be entitled to share in the distribution of the corporate assets upon the dissolution of the corporation.

Section 4a. Resignation of Members. Any member may resign from the corporation by submitting a written resignation to the Secretary of the corporation.

Section 4b. Removal of Members. Any Voting Member, Fellow, or Honorary Fellow may have his or her corporate status disqualified and be removed from the rolls of the corporation by an affirmative vote of the Directors at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interests of the corporation, for lack of sympathy with its objectives, or for refusal to render assistance in carrying out its purposes. Any member proposed to be removed shall be entitled to at least five days notice in writing by postal or electronic mail of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Directors at such meeting.

Section 5. Annual Meetings. There shall be at least one official meeting of the members of the corporation each year. That meeting, known as the ASAO Annual Meeting, shall be held at a time and place designated by the Board of Directors with proper notice in the ASAO Newsletter. The purpose of the meeting is to transact such business as may properly come before the meeting.

Section 6. Notice of Annual Meetings. Notice of the time, place, and purpose or purposes of the annual meetings shall be served by postal or electronic mail not less than three months and not more than six months before the meeting, upon each person who appears on the books of the corporation at his/her postal or electronic mail address as it appears on the books of the corporation, unless he/she shall have filed with the Secretary a written request that such notice intended for him/her be mailed to some other address, in which case it shall be mailed to the address in such request.

Section 7. Voting. The Chair of the Board of Directors shall be responsible for publishing and/or distributing ballots to all voting Members, Fellows, and Honorary Fellows in accordance with procedures approved by the Board of Directors, and for tally of such ballots. Throughout the bylaws, the term 'ballot' will normally be understood to refer to electronic balloting. Postal ballots may be employed as deemed necessary by the Board of Directors. Individual members can request for themselves a postal ballot.

Section 8. Quorum. In any transaction of the corporation requiring a vote of Voting Members, Fellows, and Honorary Fellows, the receipt of ballots by one-tenth of the combined Voting Members, Fellows, and Honorary Fellows shall be necessary to constitute a quorum for all purposes, except as otherwise provided by law, and the act of the simple majority of Voting Members, Fellows, and Honorary Fellows constituting a quorum shall be the act of the full membership except as otherwise specifically provided by statute or by these bylaws. In the event that a quorum is not achieved on the basis of ballots received, the status quo shall be maintained until a new ballot is published/mailed in the following year.

Section 9. Waiver of Notice. Whenever under the provisions of any law or under the provisions of the article of incorporation or bylaws of this corporation, the corporation or the Board of Directors or any committee thereof is authorized to take any action after notice to the members of the corporation or after the lapse of any period of time, if at any time before or after such action be completed, such requirements be waived in writing by the person or persons entitled to such notice or entitled to participate in the action to be taken or by his/her attorney thereunto authorized.

Section 10. Compensation and Expenses. Members shall not receive any stated salary or stipend for their services as such. The Board of Directors shall have the power in its discretion to contract for and to pay members rendering any special or unusual services to the corporation affecting the purposes for which the corporation is formed, reasonable compensation appropriate to the value of such services.

### ARTICLE III

#### Directors

Section 1. Election. The business and property of the corporation shall be managed and controlled by a Board of Directors elected by the Voting Members, Fellows, and Honorary Fellows of the corporation annually. Members of the Board serve for three years, Chairs for four. Two members shall be elected each year, assuming office immediately upon publication of election results in the Newsletter. The Directors must be members of the corporation, and they shall be chosen by published or postal or electronic mail ballot of the Voting Members, Fellows, and Honorary Fellows by the following procedure.

(a) The Board shall appoint a nominating committee.

(b) At the annual meeting the Board will present a nomination slate and solicit additional nominations from members present. Any members not planning to be at the annual meeting may send one (or more) nomination(s) for Directors(s) to the Chair of the Board at least one week prior to the annual meeting.

(c) The Chair or designate shall ascertain whether each nominee is ready, willing, and able to serve on the Board of Directors.

(d). Following the annual meeting, the Chair of the Board of Directors will publish or send by postal or electronic mail to all Voting Members, Fellows, and Honorary Fellows an election ballot listing all nominees. Those nominees receiving the most votes from a duly constituted quorum shall be elected to the Board of Directors. The Chair shall be responsible for promptly and formally notifying all those so honored. Election results shall be published in the Newsletter following the election.

Section 2. Number. The number of Directors of the corporation shall be seven but such number, within the limits fixed by the Articles of Incorporation of the corporation, may be increased or decreased by amendment to these bylaws, in the manner set forth in ARTICLE VIII hereof. When the number of Directors is so decreased by amendment adopted by the Board of Directors, each Director in office shall serve until his/her term expires, or until his/her resignation or removal as herein provided.

Section 3. Vacancies. Any vacancy in the Board of Directors occurring during the year, including a vacancy created by an increase in the number of Directors made by the Board of Directors, may be filled for the unexpired portion of the term by the Directors then serving, although less than a quorum, by the affirmative vote of the majority thereof. Any Director so elected by the Board of Directors shall hold office until the next succeeding annual election of the corporation or until the election and qualification of his/her successor.

Section 4. Resignation. Any Director may resign at any time, by giving written notice of such resignation to the Board of Directors.

Section 5. Annual Meetings. The Board of Directors shall meet during the ASAO Annual Meeting for the purpose of organization, reviewing the work of Officers, and the transaction of other business, and if a quorum of Directors be then present, no prior notice of such meeting shall be required to be given. The place and time of such meeting may, however, be fixed by written or verbal consent of all Directors. The Board of Directors may also meet, by mutual consent, at any other time or place during the year for the purpose of conducting the corporation's business.

Section 6a. Notice of Meetings. Notice of all Directors' meetings, except as herein otherwise provided, shall be given by postal or electronic mailing the same at least three weeks before the meeting to the usual business or residence of the Director, but such notice may be waived by the Director. Regular meetings of the Board of Directors may be held without notice at such time and place as shall be determined by the Board. Any business may be transacted at any board meeting. At any meeting at which every Director shall be present, even though without any notice or waiver thereof, any business may be transacted.

Section 6b. Virtual Meetings of the Board. The provisions of Section 6a notwithstanding, the Chair of the Board of Directors may from time to time use email or other electronic means to convene virtual meetings of the Board of Directors to transact any business. Virtual meetings are subject to normal quorum rules (see Section 8), with the proviso that 'presence' in such meetings is indicated by an email reply to the Chair's call.

Section 7. Chair and Chair-Elect. The Board of Directors at each annual meeting shall elect a Chair-Elect from among those Directors beginning their second year of service. The Chair-Elect will assist the Chair in the ensuing year. The Chair-Elect, at the beginning of his/her third year of service, assumes the Chair of the Board. The Chair will preside at all meetings of the Board of Directors and will be responsible for coordinating the work of the Board. In their role as Chair and Chair-Elect these persons serve as the senior Officers of the corporation for the conduct of corporation business, as well as members of the Board. The past Chair shall remain a member of the Board of Directors for one year after stepping down as Chair in order to provide increased time depth to ongoing discussions of Association business.

Section 8. Quorum. At all meetings of the Board of Directors, a majority of all the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of the majority of Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors

except as may be otherwise provided by statute or by these bylaws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent Directors, and may take such otherwise and further action as provided in ARTICLE III, Section 3, of these bylaws.

Section 9. Contracts and Services. The Directors and Officers of the corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the corporation, and may freely make contracts, enter transactions, or otherwise act for or on behalf of the corporation, notwithstanding that they may also be acting as individuals, or as Directors or trusts, or as agents for other persons or corporations, or may be interested in the same matters as Directors or otherwise; provided, however, that any contract, transaction, or act on behalf of the corporation in any matter in which the Directors or Officers are personally interested as Directors or otherwise shall be at arm's length and not violative of the proscriptions in the article of incorporation against the corporation's use or application of its funds for private benefit. In no event, however, shall any persons or other entity dealing with the Directors and Officers enter into and consummate any contract, transaction, or other action.

Section 10. Compensation. Directors shall not receive any stated salary or stipend for their services as such, but by resolution of the Board a fixed sum or expense of attendance, if any, or both, may be allowed for attendance at each regular meeting of the Board. The Board of Directors shall have power in its discretion to contract for and to pay to Directors rendering unusual or exceptional services to the corporation special compensation appropriate to the value of such services.

Section 11. Powers. All the corporate powers, except such as are otherwise provided for in these bylaws and in the laws of the State of Washington, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may by general resolution delegate to committees of their own number, or to Officers of the corporation, such powers as they may see fit.

Section 12. Duties. The Board of Directors shall present at the annual meeting of members and file with the minutes thereof a report, verified by the Directors and the Treasurer or by a majority of Directors, showing (a) the whole amount of real and personal property owned by the corporation, where located and where and how invested; (b) the amount and nature of the property acquired during the year immediately preceding the date of the report, and the manner of the acquisition; and (c) the amount applied, appropriated or expended during the year immediately preceding such date and the purposes, objects, or persons to and for which such applications, appropriations, or expenditures have been made. Reports of the Officers of the corporation will be reviewed by the Board. The Board of Directors shall fix the annual dues to the association, and it shall approve all requests for grants to the corporation.

#### ARTICLE IV

##### Officers

Section 1. Number. The standing Officers of the corporation shall be the Secretary, the Treasurer, the Membership Coordinator, the Newsletter Editor, the Monograph Series Editor, the Distinguished Lecture Coordinator, the Program Chair, and the Annual Meetings Coordinator. The Board may also, at its discretion, appoint other Officers with such powers and duties not mandated by these bylaws that it determines.

Section 2. Election, Term of Office, and Qualifications. The Officers shall be elected by the Board of Directors from among such persons as the Board sees fit. Each Officer serves a one-year term beginning March 1 subject to annual review and reappointment by the Board at its annual meeting.

Section 3. Vacancies. In case any office of the corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the Directors then in office, although less than a quorum, may elect an Officer to fill such a vacancy, and the Officer so elected shall hold office and serve until the first meeting of the Board of Directors after the annual meeting of members next succeeding and until the election and qualifications of his/her successor.

Section 4a. Secretary. The Secretary shall have charge of such documents and papers as the Board of Directors may determine. The Secretary shall attend and keep minutes of all the meetings of the Board of Directors and the members. The Secretary, in consultation with the Chair of the Board of Directors, will select excerpts from the minutes of the annual meeting of the Board of Directors that reflect policy decisions and ensure that these are added to those from previous minutes and passed on to the next Chair of the Board of Directors. In addition to the secretarial duties in regard to election of members of

the Board of Directors and Honorary Fellows, the Secretary shall commission a certificate, suitable for framing, to be prepared for each newly elected Honorary Fellow. The Secretary shall try to arrange for this certificate to be delivered in person or by a member or by a Fellow of the corporation, preferably in the context of a public or semi-public ceremony. If this is not feasible, the certificate shall be mailed. In general, the Secretary shall perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to the Secretary by the Board of Directors. The Secretary shall submit each year to each member of the Board of Directors a written report accounting for those activities of the corporation for which the Secretary is responsible.

Section 4b. Treasurer. The Treasurer shall have charge of such books, documents and papers as the Board of Directors may determine. The Treasurer may sign with the Chair of the Board of Directors in the name and on behalf of the corporation any contracts or agreements authorized by the Board of Directors, and shall act as treasurer of the corporation funds. The Treasurer shall have custody of all funds, property, and securities of the corporation, subject to such regulations as may be imposed by the Board of Directors. When necessary or proper, the Treasurer may endorse on behalf of the corporation any checks, notes, and other obligations, and shall deposit the same to the credit of the corporation at such banks or depository as the Board of Directors shall designate. The Treasurer shall sign all receipts and vouchers and, together with such Officer, or Officers, if any, as designated by the Board of Directors, shall sign all checks of the corporation and all bills of exchange and promissory notes issued by the corporation, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these bylaws to some other Officer or agent of the corporation. The Treasurer shall make such payments as may be necessary or proper to be made on behalf of the corporation, and shall enter regularly in the books of the corporation kept for that purpose, a full and accurate account of all monies and obligations received and paid or incurred by, for, or on account of the corporation. Such books shall be exhibited at all reasonable times to any Director or member on application at the Office of the corporation. The Treasurer shall submit each year to each member of the Board of Directors a written report accounting for those activities of the corporation for which the Treasurer is responsible, including, for the fiscal year of that report: (a) money balance shown on last report; (b) expenditures (by category) during the reporting period; (c) income (by category) during the reporting period; (d) current balance; and, (e) any present or foreseeable financial difficulties. In general, the Treasurer shall perform all the duties incident to the office of Treasurer, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to the Treasurer by the Board of Directors.

Section 4c. Membership Coordinator. The Membership Coordinator maintains a membership database, containing the names of all persons and institutions who are members of the corporation, showing their places of residence or business. The Membership Coordinator maintains another database of institutional subscribers to the newsletter. Using the database, the Membership Coordinator, generates and sends mailing labels and email lists for sending the newsletter, printed nametags for the conferences, and other products as needed by ASAO officers and board members. The Membership Coordinator sends out invoices to members and subscribers for payment of dues and other fees. Upon receipt of payment to the Treasurer, Membership Coordinator generates receipts for payment. The Membership Coordinator produces an annual statistical report for the board with information on numbers of members, numbers at annual meetings, broken down by geographic regions. The Membership Coordinator sends updates to the Webmaster, for inclusion in the ASAO website membership directory.

Section 4d. Newsletter Editor. The Newsletter Editor shall have charge of accepting, rejecting, and editing news for the Newsletter, and shall be responsible for all transactions incident to the publication thereof. The Editor shall faithfully report the official business of the corporation as indicated by the annual reports of the Directors and Officers of the corporation, and shall propose editorial policy for approval by the Board of Directors. Monies from the corporation's General Fund shall be disbursed by the Treasurer to the Newsletter Editor only for expenses incurred through the preparation and distribution of that publication.

Section 5a. Monograph Series Editor(s). The Monograph Series Editor shall have charge of the Monograph Series and all transactions incident to the publication of volumes thereof. This Editor shall accept or reject manuscripts submitted for the Monograph Series, appoint volume editors, propose editorial policy for approval by the Board of Directors, and administer monies of the ASAO Publication Fund (with the Treasurer empowered to draw checks, make payments, and receive monies into, from or for the fund in the absence or incapacity of the Series Editor as provided in ARTICLE IV, Section 4.). Monies from the corporation's Publication fund shall be disbursed only for expenses incurred through the preparation of volumes for the ASAO Monograph Series or other official ASAO publications the corporation may devise or designate as acceptable through the action of the Board of Directors. The

Monograph Series Editor may appoint one or more sub-editors, each such appointee to be known as an Associate Series Editor, to supervisor technical matters, such as cartography, pertaining to any or all ASAO publications. The main editors of all series or publications the corporation may devise or designate as acceptable shall be appointed by the Board of Directors. Service in any of these capacities (editor, sub-editor) shall qualify the persons so appointed for the status of Fellow. The Series Editor, and Subseries Editors as may be appointed, will be guided by a three-person Editorial Board. The members of this Board will be appointed by the Series Editor, subject to ASAO Board approval. Service on this Board for a period of three years qualifies the Editorial Board member for the status of Fellow.

Section 5b. Distinguished Lecture Coordinator. The Distinguished Lecture Coordinator is responsible for the selection of a Distinguished Lecturer. The Coordinator will draw up of list of possible candidates in consultation with the chair of the Board of Directors, while the Board will have to approve of the final selection. The Distinguished Lecture Coordinator is also responsible for the review and the publication of the Distinguished Lecture. In consultation with the chair of the Board of Directors, an external reviewer is selected before the manuscript of the lecture is submitted for publication. All editorial responsibilities and arrangements for the publication of the Distinguished Lecture will lie with the Distinguished Lecture Coordinator, including the right to enter into publishing contracts with authors, journals and/or publishing houses, and to spend thereupon the monies allocated to the Distinguished Lecture Fund.

Section 6a. Program Chair. The Program Chair shall be responsible, following guidelines established by the Board, for all aspects of the scholarly program of the Annual Meetings: the acceptance (or rejection) – and scheduling – of proposed symposia, working sessions, informal sessions, guest lecturers, and the like.

Section 6b. Annual Meetings Coordinator. The Annual Meetings Coordinator, in consultation with the Chair of the Board and following guidelines established by the Board, shall be responsible for the selection of sites suitable for annual meetings. The Annual Meetings Coordinator is responsible for negotiating terms and conditions with the management of these establishments, providing the Newsletter Editor with the copy members need to plan their attendance, including registration forms, and making whatever arrangements, with the local establishment that are necessary before, during, and after the annual meetings.

Section 7. Compensation. Officers shall not receive any stated salary or stipend for their services as such. The Board of Directors shall have power in its discretion to contract for and to pay to Officers rendering unusual or exceptional services to the corporation special compensation appropriate to the value of such services.

Section 8. Removal of Officers. Any Officer may be removed from office by the affirmative majority vote of the Directors at any regular or special annual meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interests of the corporation, or for refusal to render reasonable assistance in carrying out its purposes. Any Officer proposed to be removed shall be entitled to at least thirty days notice in writing by mail of the meeting of the Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Directors at such meeting.

## ARTICLE V

### Contracts

The Board of Directors, except as in these bylaws otherwise provided, may authorize any Officer or agent 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 a specific instance; and unless so authorized by the Board of Directors, no Officer, agent, or employee shall have any power or authority to bind the corporation in any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

## ARTICLE VI

### Fiscal Year

The fiscal year of the corporation shall commence on January 1 of each year and end on the last day of December.

## ARTICLE VII

### Prohibition Against Sharing in Corporate Earnings

No member, Director, Officer, or employee of or a member of a committee of or person connected with the corporation, or any other private individual shall receive at any time any of the net earnings of pecuniary profit from the operations of the corporation, provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Directors, and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation. All members of the corporation shall be deemed to have expressly consented and agreed that upon dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over to such eleemosynary institutions upon such terms and conditions and in such amounts and proportions as the Board of Directors may impose and determine.

## ARTICLE VIII

### Amendments

Section 1. By the Directors. The Board of Directors may adopt, amend or repeal any bylaw when at any meeting or by postal or electronic mail ballot it votes unanimously to do so. Before promulgating any such change the Board shall insure that the bylaws conform to applicable statutes and regulations. Such adoption, amendment, or repeal shall take effect one month after publication in the Newsletter.

Section 2. By Voting Members, Fellows, and Honorary Fellows. Any new bylaw may be proposed or the bylaws may be altered, amended, or repealed at such time as no less than fifteen Fellows, Honorary Fellows, and Voting Members propose such a change, either at a regular meeting of the corporation or by postal or electronic mail. Proposed changes shall be circulated in writing to all the Voting Members, Fellows, and Honorary Fellows of the corporation, and the Chair of the Board of Directors shall ensure that ballots are published or sent either by postal or electronic mail to all Fellows, Honorary Fellows, and Voting Members no less than three weeks after receipt of the proposed change in the bylaws. A simple majority of the ballots returned by the Voting Members, Fellows, and Honorary Fellows within sixty days of publication or postal or electronic mailing shall be sufficient to approve proposed changes in the bylaws.

## ARTICLE IX

### Resolutions

No resolution of the corporation shall be considered valid unless (a) the full text of the resolution has been circulated to all Voting Members, Fellows, and Honorary Fellows of the corporation, (b) at least thirty days from the time of mailing have been allowed for receipt of the ballots from Voting Members, Fellows, and Honorary Fellows, (c) ballots are returned directly to the Chair of the Board of Directors for tally, and (d) at least two-thirds of those returning ballots are in favor of the resolution as worded. Resolutions of the corporation are to be distinguished from Resolutions of the Board of Directors. The former involve the Association in a collective stance; the latter are the means by which the Board of Directors implements its policy-making function. The Board's resolutions, which it is free to alter in any way by simple majority vote at any regularly scheduled meeting, are the record of its decisions and the codification of its guidelines for policy and practice.

## ARTICLE X

### Bylaws

All bylaws shall take effect one month after they have been published in the corporation's Newsletter.

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