

1 ARTICLES OF INCORPORATION

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BUSINESS INFORMATION

CONTROL NUMBER 23020315
BUSINESS NAME Archaeologists of the Maya World Inc.
BUSINESS TYPE Domestic Nonprofit Corporation
EFFECTIVE DATE 01/20/2023

The corporation is organized pursuant to the Georgia Nonprofit Corporation Code.

PRINCIPAL OFFICE ADDRESS

ADDRESS 205 John Howard Way # 446, Tifton, GA, 31793, USA

REGISTERED AGENT

NAME	ADDRESS	COUNTY
Lilia Lucia Lizama Aranda, Dr.	513 Potts rd, Tifton, GA, 31794, USA	Tift

INCORPORATOR(S)

NAME	TITLE	ADDRESS
Adrian Israel Martinez-Franco, Dr.	INCORPORATOR	4 Buck, Tifton, GA, 31793, USA
Lilia Lucia Lizama Aranda	INCORPORATOR	513 Potts rd., Tifton, GA, 31794, USA
Ryan Max Rowberry, Dr.	INCORPORATOR	1782 Dyson Dr NE, Decatur, GA, 30307, USA
William Rogers Alexander	INCORPORATOR	513 Potts rd, Tifton, GA, 31794, USA

MEMBER INFORMATION

The corporation will have members.

OPTIONAL PROVISIONS

N/A

AUTHORIZER INFORMATION

AUTHORIZER SIGNATURE Lilia Lucia Lizama Aranda
AUTHORIZER TITLE Incorporator

CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Brad Raffensperger
Secretary of State
Ex-Officio Corporation Commissioner
State of Georgia

I, Dr. Lilia Lizama, do hereby consent to serve as registered agent for the incorporation,
ARCHAEOLOGISTS OF THE MAYA WORLD, INC.

This _____ day of April, 2023.

Dr. Lilia Lizama

Address of registered agent:

513 Potts Rd.
Tifton, GA 31794

**ARTICLES OF INCORPORATION
OF
ARCHAEOLOGISTS OF THE MAYA WORLD, INC.**

-1-

NAME

The name of the corporation is **ARCHAEOLOGISTS OF THE MAYA WORLD** (the “Corporation”).

-2-

The Corporation shall have perpetual duration.

-3-

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is located at 205 John Howard Way Unit 446, Tifton, GA 31793. The initial registered agent of the Corporation is Lilia Lizama at 513 Potts Rd. Tifton, GA 31794 and its registered office is Jack Wayne Purvis at 609 Park Ave., N., Tifton, GA 31794.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on the ___ day of April, 2023.

ARCHAEOLOGISTS OF THE MAYA WORLD, INC.

BY: _____

Dr. Lilia Lizama
Organizer

-4-

The name and address of the incorporator are:

Dr. Lilia L. Lizama
513 Potts rd.
Tifton, GA 31794

-5-

The initial Board of Directors shall consist of:

Dr. Ryan Rowberry
1782 Dyson Dr. NE
Decatur, GA 30307

Dr. Israel Martinez-Franco
4 Buck Trail,
Tifton, GA 31793

William A. Rogers
513 Potts Rd.
Tifton, GA 31794

Said Board of Directors shall consist of no more than twelve members.

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The Corporation is organized for the following purposes:

- a) protect and preserve Maya heritage past and present;
- b) perform initiatives to include social media, workshops, publications, community education, interdisciplinary research, science, museums, expeditions, student exchange program, universities, and all institutions and organizations for the rural prosperity of the Maya people past and present.
- c) To provide a medium through which donors wishing to help this cause may contribute.

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The corporation shall have neither capital stock nor stockholders. Its affairs shall not be conducted for private pecuniary gain or profit and non for its gain, profit or property shall inure to any donor, member, director, officers, or individual having a personal or private interest in the activities of the corporation, except as compensation for services actually rendered. The corporations entire gain, profit, net earnings and property shall be devoted exclusively to the purposes herein set forth. However, we may invest our funds in the stock market for the purpose of generating income, capital gains, or dividends to reinvest in our programs. But we wil not be involved in stock market trading. We can indirectly benefit from the stock market through investments, but we cannot invest in stock market funds directly.

-8-

The control and management of the corporation shall be in the Board of Directors, the election of which shall be governed by its bylaws.

-9-

The regulation of the Internal affairs of the corporation and the rights and duties of its members shall be determined under its bylaws as they may from time to time exist.

-10-

The corporation shall generally have the power to contract, pursuant to authority as granted by the Board of Directors in regard to and in connection with the purposes herein stated, and shall have the further power to borrow from any legal source and to pledge its assets in whole or part as may be determined by its bylaws.

-11-

The corporation is organized pursuant to the applicable provisions of the Georgia Non-Profit Corporation Code, and there shall be no limitations upon the powers conferred upon the corporation by Section 22-2202 of the Georgia Non-Profit Corporation Code.

-12-

The corporation shall not directly or indirectly engage in carrying on propaganda or otherwise attempting to influence legislation nor shall it participate in or intervene in any political campaign on behalf of any candidate for public office.

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Any provisions of these Articles of Incorporation to the contrary notwithstanding, the corporation shall not carry any other activities not permitted to be carried on by (A) a corporation exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law, or, (B) corporation contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

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In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or Local government for an exclusive public purpose.

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The corporation shall not have any purpose or objectives nor have or exercise any power nor engage in any activity which in any way contravenes or is in conflict with the provisions of Article 7 and 12 of these Article of Incorporation and the corporation shall not have the power nor the purpose to engage in any of the prohibited transactions described in Section 501 (c) (3) of the Internal Revenue Code of 1954.

IN WITNESS WHEREOF, the undersign executed these Articles of Incorporation on behalf of the incorporator.

ARCHAEOLOGISTS OF THE MAYA WORLD dba MAYA HERITAGE CENTER

ARTICLE I: PURPOSE AND ORGANIZATION

Section 1.1. Founding and mission. The Archaeologists of the Maya World (AMW) DBA Maya Heritage Center, is an international organization based in the USA whose mission is the protection and conservation of cultural heritage both past and present. To promote, initiate, and support community education and research into the value of history and civilization of the Maya in the USA and Central America.

Section 1.2. Organization and location. The organization exists exclusively for charitable, educational and scientific purposes under section 501 (c) (3) of the Internal Revenue Service, or corresponding section of any future federal code. AMW shall be constituted as a corporation in the State of Georgia. AMW's principal office shall be in the continental United States at a location determined by the Board of Trustees. AMW may maintain one or more satellite offices. With the ability to incorporate offices, affiliations, associations, outside the United States, as the Board of Trustees may determine. To pursue the creation of branch offices in any country of the world. AMW organization can be affiliated with other corporations or other organizations, all over the world, and any other corporations can affiliate with AMW organization, to include exploring and realizing joint ventures.

Section 1.3. Registered agents. AMW shall maintain a registered agent in the state in which AMW's principal office is located. The registered agent may be the Executive Director, or a commercial registered agent as determined by the Executive Committee from time to time.

ARTICLE II: MEMBERS AND MEETINGS

Section 2.1. Composition of Members and Affiliates. AMW has the following categories of membership and affiliation: Individual Members, Honorary Members, Institutional Members, and Affiliated Research Center Representatives.

Section 2.2. Individual Members. Individual Members are rank-and-file Members who pay dues or make contributions as established by the Board of Trustees from time to time and posted on the AMW website. Individual Members are eligible to vote in member-wide elections and receive privileges as designated from time to time by the Board of Trustees. To not exclude any individual, or nonacademic individual.

Section 2.3. Honorary Members. A person may be designated by the Board of Trustees as an Honorary Member of AMW in recognition of distinguished attainments and service to AMW. Honorary Members are eligible to vote in

member-wide elections and receive privileges as designated from time to time by the Board of Trustees.

Section 2.4. Institutional Members. Institutional Members include any university, college, seminary, museum, or other institution that pays dues as established by the Board of Trustees. Each Institutional Member shall appoint an individual as its Institutional Member Representative. Institutional Member Representatives are eligible to vote in institutional elections and receive privileges as designated from time to time by the Board of Trustees.

Section 2.5. Affiliated Research Center Representatives. The Affiliated Research Centers include the (i) institutions in Mexico, (ii) Guatemala, (iii) in Belize, (iv) in Honduras, and (v) El Salvador. Each Affiliated Research Center shall appoint two (2) individuals as Foreign or Affiliated Research Center Representatives. Affiliated Research Center Representatives receive privileges as designated from time to time by the Board of Trustees.

Section 2.6 Annual Meeting. AMW shall convene an Annual Meeting for the delivery of papers and other scholarly research and information and conducting the business of the organization. Including via online.

Section 2.7. Annual Members' Meeting. AMW Members shall meet annually as part of the AMW Annual Meeting. During the Annual Members' Meeting, the Members shall, *inter alia*, be presented with various AMW Committee reports and other information regarding the state of the organization (including the opportunity to ask questions). Various honors and awards may be presented. The President shall propose the agenda. The proposed agenda shall be presented to the Members prior to the start of the Annual Members' Meeting for adoption or amending. The President shall Chair the Annual Members' Meeting.

Section 2.8. Special Members' Meeting. A Special Members' Meeting may be called at any time by (i) the Chair of the Board of Trustees and the President, (ii) a majority of the Board of Trustees, or (iii) twenty-five percent (25%) of Individual and Honorary Members *provided* such Members sign, date, and deliver to the President one or more demands in the form of an agenda for the Special Members' Meeting describing the purpose(s) for which it should be held. The person(s) calling a Special Members' Meeting shall determine the date, time, and location of the meeting within the continental United States or any online platform. Special Members' Meetings require ten (10) days advance written notice to be posted on the AMW website and disseminated to AMW Members via electronic mail by the AMW

Secretary (or any other AMW Officer should the Secretary be unwilling or unable to do so). The President shall establish the Special Members' Meeting agenda, which must be included in the Special Members' Meeting Notice and which must, if the meeting has been called by 25% of the Individual Members and Honorary Members, include the agenda items demanded by these members. Only the items on the agenda may be discussed at the Special Members' Meeting. The President shall chair any Special Members' Meeting.

Section 2.9. Quorum; majority vote required. At all Annual Members' Meetings and Special Members' Meetings, a quorum consisting of at least twenty percent (20%) of the Institutional Member Representatives and Affiliated Research Center Representatives (Article II, Section 2.4-5) and five percent (5%) of Individual Members and Honorary Members (Article II, Sections 2.2-2.3) must be present to transact any business. At all such meetings, each Member or Representative shall have one (1) vote. A majority vote of the Members and Representatives present shall be necessary for the adoption of any matter voted upon. Voting by proxy shall not be allowed at Annual Members' Meetings or Special Members' Meetings.

ARTICLE III: BOARD OF TRUSTEES

Section 3.1. Governing Board of Trustees. The affairs of AMW shall be managed by a governing Board of Trustees, which has, and may exercise, all of the powers of the organization, including, in the event of an emergency under the State Law. The term “Board” means the Board of Trustees. The term “Executive Committee” means the Executive Committee of the Board of Trustees. The term “Board Chair” means the Chair of the Board of Trustees. The terms “Trustee” or “Trustees” mean a voting member or members of the Board of Trustees. Trustees must be individuals. The AMW Trustees and the dates upon which their terms expire shall be set forth on the AMW website. Notwithstanding any provision to the contrary, the term “Board Meetings” includes Regular Board Meetings and Special Board Meetings.

Section 3.2. Composition of the Board. The Board of Trustees is composed of (i) **six (6)**. The Board of Trustees also includes the Board Chair, President, Past President, Vice President, Secretary, and Treasurer, all of whom shall serve as *ex-officio* voting Trustees during their terms of office.

Section 3.3. Election of Institutionally-elected Trustees and Membership-elected Trustees. By electronic ballot each year prior to the AMW Annual Meeting, Institutional Representatives shall vote to elect two (2) Institutionally-elected Trustees to serve for four-year terms on the Board of Trustees (a total of six [6]

seats). By electronic ballot each year prior to the AMW Annual Meeting, Individual and Honorary Members shall vote to elect two (2) Membership-elected Trustees to serve for four-year terms on the Board of Trustees (a total of six [6] seats). The two slates of Trustee candidates shall be presented to the respective AMW electorates by the Trustee Nominations Committee at least one (1) month in advance of the Annual Members' Meeting by posting such candidate slates on the AMW website and disseminating such candidate slates to AMW Individual and Honorary Members and Institutional Member Representatives via electronic mail. Separate ballots shall be used for the Institutionally-elected Trustee election and the Membership-elected Trustee election.

Section 3.4. Life Trustees. In recognition of a former Trustee's distinguished service to AMW, the Board of Trustees may elect such Trustee a Life Trustee. There is no minimum or maximum number of allowable Life Trustees. Life Trustees are Voting Trustees.

Section 3.5. Honorary Trustees. In recognition of a former Trustee's distinguished service to AMW, the Board of Trustees may elect such former Trustee an Honorary Trustee. There is no minimum or maximum number of allowable Honorary

Trustees. Honorary Trustees are non-voting Trustees and not included in the number of Trustees required for a quorum.

Section 3.6. Executive Committee of the Board. The Executive Committee is composed of the Board Chair, Vice Chair(s) of the Board (if any), President, Past President, Vice President, Treasurer, Secretary, Chair of the Development Committee.

The Executive Director shall serve as an *ex-officio* voting member of the Executive Committee. The Board Chair shall chair the Executive Committee. Subject to the approval of the Board of Trustees, the Executive Committee has, and may exercise, the authority of the Board of Trustees to manage the business and affairs of AMW between the regular Board meetings. The Executive Committee, however, does not have the authority to (i) amend, alter, restate, or repeal the Articles of Incorporation, (ii) amend, alter, restate, or repeal the Bylaws, (iii) elect, appoint, or remove any Trustee, Officer, or member of the Executive Committee, (iv) adopt a plan of merger or plan of consolidation with another entity, (v) authorize the sale, lease, exchange, or mortgage of all, or substantially all, of the property and assets of AMW, (vi) authorize the voluntary dissolution of AMW or revoke proceedings therefore, (vii) adopt a plan for the distribution of any of AMW's assets, or (viii) amend, alter, restate, or repeal any resolution of the Board of Trustees. The

appointment of, and delegation of authority to, the Executive Committee shall not relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed by these Bylaws or by law upon it, him, or her. Notwithstanding any other provision of these Bylaws, the Executive Committee may extend the term of office of any AMW officer as the Executive Committee deems necessary or appropriate in the best interest of AMW.

Section 3.7 Dissolution. Upon dissolution of AMW the remaining assets and its distribution must be exclusively for exempt purposes, such as charitable, religious educational, and/or scientific purposes.

Section 3.8. Regular Board Meeting(s). The Board of Trustees shall convene at least one (1) regular meeting during AMW's fiscal year. The President, in consultation with the Executive Director, shall set the time and place of such meeting(s). The President, in consultation with the Executive Director and Board Chair, shall set the agenda(s) of such meeting(s). The AMW Office shall disseminate the agenda(s), related Committee reports, and other meeting materials to the **Board of Trustees** prior to such meeting(s). The Board Chair shall chair all Regular Board Meetings.

Section 3.9. Special Board Meeting. A special meeting of the Board of Trustees may be called by (i) the Board Chair, (ii) the President, or (iii) a majority of the voting Trustees. The person or persons calling a Special Board Meeting shall determine the date, time, and location of the meeting via zoom, face to face, any affiliated research center country, or within the continental United States. A Special Board Meeting requires ten (15) days advance written notice to be disseminated to all Trustees via electronic mail by the person or persons calling the meeting. The person or persons calling a Special Board Meeting shall develop the agenda, which shall be included in the Special Board Meeting notice. Only the items on the agenda may be discussed or acted upon at a Special Board Meeting. The Board Chair shall chair all Special Board Meetings.

Section 3.10. Quorum; majority vote required. At all Board meetings, one-third (1/3) of the existing voting Trustees shall constitute a quorum for the transaction of business. Except as otherwise set forth below, at any Board meeting at which a quorum is present, the affirmative vote of a majority of the voting Trustees present is necessary for the approval of any matter voted upon by the Board. However, at all meetings where a quorum exists, but less than one-half (1/2) of the voting Trustees are present at the beginning of the meeting, no action may be taken by the Board except by the affirmative vote of two-thirds (2/3) of the voting Trustees

present. Notwithstanding the above, whenever the Board is required or permitted to take any action by vote, such action may be taken without a meeting by written consent setting forth the action so taken, signed, and sent to the Secretary via electronic mail by three-fourths (3/4) of the voting Trustees. At all Executive Committee meetings, two-thirds (2/3) of the Executive Committee members shall constitute a quorum for the transaction of business. At any Executive Committee meeting at which a quorum is present, the affirmative vote of a majority of the members present is necessary for the approval of any matter voted upon by the Executive Committee.

Section 3.11. Attendance at Board meetings; no voting by proxy. Trustees may not vote by proxy but may vote on an individual matter specified in a Board meeting agenda by delivering a written consent or dissent thereto to the Secretary no less than twenty-four (24) hours before the meeting. Such written consent or dissent shall be included for the purpose of determining the presence of a quorum for the consideration of such matter. A Trustee's attendance at any Board meeting shall constitute a waiver of notice of such meeting unless the Trustee's attendance is for the sole purpose of objecting to the transaction of business because the meeting was not lawfully called or convened or notice of the Board meeting was

not properly given or is deficient. Non-Trustees may attend Board meetings only by invitation of the Board Chair or the President.

Section 3.12. Trustee term of service. A Trustee shall assume his or her responsibilities on January 1 of the calendar year following the year in which he or she is elected, unless an earlier start date is specified by the Board. Prior to assuming office, each Trustee must review and sign the AMW Trustee Pledge and adhere to it throughout his or her term of service. Trustees also shall adhere to the Standards of Conduct for Trustees. Other than Life Trustees and Honorary Trustees, unless a Trustee resigns or is removed, his or her term of service shall be four (4) years. A Trustee may stand for re-election at the conclusion of his or her term of service.

Section 3.13. Removal of a Trustee. A Trustee may be removed by a two-thirds (2/3) vote by paper or electronic ballot of the Board of Trustees whenever in the Board's judgment such removal is in the best interest of AMW.

Section 3.14. Resignation of a Trustee. A Trustee may resign by giving written notice to the Board Chair or the President. A resignation is effective when the notice is accepted by the Board Chair or the President.

Section 3.15. Trustee vacancy. The Board has the power to, and may, fill a vacancy on the Board for the unexpired portion of a Trustee's term due to his or her death, resignation, or removal.

ARTICLE IV: OFFICERS

Section 4.1. Composition of the Officers. The Officers of AMW include the Board Chair, President, Past President, Vice President, Secretary, and Treasurer. The Board of Trustees may elect such other Officers from time to time, including an Assistant Secretary or Assistant Treasurer, as the Board deems desirable, such Officers to have the authority to perform such duties prescribed by the Board. The AMW Officers and the dates upon which their terms expire shall be set forth on the AMW website. All Officers must be AMW Members.

Section 4.2. Chair of the Board. The Board of Trustees shall elect a Board Chair. The Board Chair may or may not be elected from among the Trustees as the Board may determine. The Board Chair shall preside over all Board meetings and meetings of the Executive Committee. The Board Chair also shall perform such other services and duties pertaining to the business and affairs of AMW that the Board may request or prescribe from time to time.

Section 4.3. Vice Chair(s) of the Board. The Board of Trustees may elect one (1) or more Individual Members or Institutional Member Representatives to serve as Board Vice Chair(s). The Board Vice Chair(s) may or may not be elected from among the Trustees as the Board may determine. The Board Vice Chair(s) shall assist the Board Chair and perform such duties as the Board Chair or Board may designate. Board Vice Chair(s) are Officer(s) of AMW and voting member(s) of the Executive Committee. In the absence of the Board Chair, the Board Vice Chair (or, if there is more than one Board Vice Chair, the Board Vice Chair designated by the President) shall preside over all Board meetings and Executive Committee meetings.

Section 4.4. President. The Board of Trustees shall elect a President. The President may or may not be elected from among the Trustees as the Board may determine. As the Chief Executive Officer of AMW, the President (i) shall supervise and work with the Executive Director to develop programs, subject to the control and approval of the Board, (ii) shall be answerable to the Board and the Executive Committee for his or her actions, (iii) shall preside at all AMW Annual Members' Meetings and Special Members' Meetings, (iv) may sign, with the Secretary or any other Officer authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments authorized by the Board, except in cases where the signing and

execution thereof shall be expressly delegated by the Board, by these Bylaws, or by statute to some other AMW Officer or agent, and (v) shall perform such other duties incident to the office of President and as may be prescribed by the Board from time to time. At any time, the Executive Directorship is vacant, the President, in consultation with the Executive Committee, shall directly supervise the AMW administrative staff, or designate another Executive Committee member to perform this task, until such time that an Interim Executive Director is appointed or the Executive Directorship is filled. In the event the Board Chair or Vice Chair(s), if any, are unable to attend and discharge their duties at any meeting over which they preside, the President shall perform such duties.

Section 4.5. Interim President. Should the President resign, be removed from office, or is otherwise unable or unwilling to discharge his or her duties, a quorum of the Executive Committee shall appoint an Interim President to fulfill the duties of President until the Board of Trustees elects a new President. The Interim President may or may not be appointed from among the Trustees as the Executive Committee may determine. The Interim President shall have all powers, responsibilities, obligations, duties, and restrictions of the President.

Section 4.6. Past President. The Past President shall (i) provide ongoing organizational continuity via counsel to the President, Executive Director, and Board of Trustees, and (ii) perform such other duties prescribed by the Board from time to time. The Past President shall serve until the term(s) of an immediate successor are completed or otherwise terminated. Should the Past President resign, be removed from office, or otherwise be unable or unwilling to discharge his or her duties, the post shall remain vacant until the next presidential election.

Section 4.7. Vice President. The Board of Trustees shall elect a Vice President. The Vice President may or may not be elected from among the Trustees as the Board may determine. The Vice President shall (i) chair the Chairs Coordinating Council, and (ii) perform such additional duties prescribed by the Board of Trustees, the Executive Committee, the President, or the Board Chair from time to time. In the event the President and Board Chair are unable to attend and discharge their duties at any meeting over which they preside, the Vice President shall perform such duties.

Section 4.8. Treasurer. The Board of Trustees shall elect a Treasurer. The Treasurer may or may not be elected from among the Trustees as the Board may determine. The Treasurer shall (i) chair the Finance Committee, (ii) work with the

Executive Director to develop and oversee the annual budget and, if income is less than the budgeted amounts, in consultation with the President and subject to approval by the Board, adjust the annual budget as necessary during the fiscal year, (iii) oversee the custody and safe-keeping of securities and cash belonging to AMW with the power to receipt for same and endorse for deposit all checks payable to AMW or the Treasurer, (iv) oversee the investment and re-investment of funds belonging to AMW, subject to the direction of the Board and the Finance Committee, (v) oversee the disbursement of income under the direction of the Board, or with written approval of the Treasurer and the President, (vi) work with the Executive Director to identify appropriate outside audit firm candidates and select a firm to conduct the annual audit, (vii) oversee the AMW books of account, (viii) render detailed annual financial statements (by working with the outside auditors, Executive Director, and AMW staff), setting forth the detailed financial condition of AMW since the date of the preceding annual financial statements, including financial and investment accounts, assets, liabilities, receipts, and disbursements, and (ix) render such other financial reports upon request of the AMW Members, Board, or Executive Committee. The Treasurer may appoint an Assistant Treasurer (subject to approval by the Board). Subject to the approval and direction of the Executive Committee, the Treasurer or Assistant Treasurer, if any, may delegate any of the above-listed functions to an independent CPA firm, trust

company, or other qualified financial institution or firm authorized and empowered to perform such functions. If required by the Board, the Treasurer and the Assistant Treasurer, if any, shall give a bond for the faithful discharge of their duties in such sum and with such surety or sureties as the Board determines.

Section 4.9. Secretary. The Board of Trustees shall elect a Secretary. The Secretary may or may not be elected from among the Trustees as the Board may determine. The Secretary shall (i) keep the minutes of the Annual Members' Meeting, Special Members' Meetings (if any), Board meetings, Executive Committee meetings, and such other meetings as required by the Board from time to time, in both electronic and hard copy form, (ii) ensure that all notices are duly given as required by these Bylaws or by law, (iii) oversee the custody of AMW records, (iv) oversee the custody of AMW's official seal, (v) ensure that AMW's seal is affixed to all documents as required by these Bylaws or by law, the execution of which on behalf of AMW under its seal is duly authorized pursuant to these Bylaws, and (vi) in general, perform all duties incident to the office of Secretary and such other duties that may be assigned from time to time by the President or the Board. The Secretary also may appoint an Assistant Secretary (subject to approval by the Board) to perform such duties assigned to him or her by the Secretary, President, or the Board.

Section 4.10. Officer term of service. An Officer shall assume his or her responsibilities on January 1 of the calendar year following the year in which he or she is elected, unless an earlier start date is specified by the Board. The term of service for all Officers shall be four (4) years. Except as provided in Article III, Section 3.6, no person serving as President, Past President, or Vice President may serve for more than two (2) consecutive terms. New offices may be created and filled at any Board meeting. Each Officer shall hold office until his or her successor is duly elected and qualified.

Section 4.11. Removal of an Officer. An Officer may be removed by a two-thirds (2/3) vote by paper or electronic ballot of the Board of Trustees whenever in the Board's judgment such removal would be in the best interest of AMW.

Section 4.12. Resignation of an Officer. An Officer (other than the President) may resign by giving written notice to the Board Chair or the President. The President may resign by giving written notice to the Board Chair. The Board Chair may resign by giving written notice to the full Board of Trustees. A resignation is effective when the notice is accepted.

Section 4.13. Officer vacancy. The Board of Trustees shall elect a Replacement Officer to fill a vacant Officer post for the unexpired portion of an Officer's term due to the death, resignation, or removal of such Officer. The Replacement Officer may or may not be elected from among the Trustees as the Board may determine.

ARTICLE V: COMMITTEES

Section 5.1. AMW Committees. AMW Committees are composed of Standing Board Committees, Standing AMW Committees (Sections 5.11-5.21), *Ad hoc* Committees (Section 5.22), and Affiliated Committees (Section 5.23). All AMW Committee Chairs and members must be AMW Members (not Associate Members). All Committees, chairs, members, and purpose(s) shall be identified on the AMW website.

Section 5.2. Standing Board Committees. The Standing Board Committees are (and shall be) created by the Board of Trustees for the management of AMW. The Standing Board Committees are, without limitation, composed of the Board Chair Nominations Committee, Committee on the AMW Policy on Professional Conduct, Development Committee, Facilities Committee, Finance Committee, Officers Nominations Committee, Personnel Committee, and Trustee Nominations Committee. The Board shall have the authority to create and appoint such other

Standing Board Committees the Board deems necessary to manage the affairs of AMW. The Board also has the authority to disband any Standing Board Committee the Board determines is no longer necessary for the management of AMW.

Section 5.3. Board Chair Nominations Committee. When necessary, the President, in consultation with the Past President, shall appoint at least four (4) additional Trustees to act as a Board Chair Nominations Committee. The Committee shall nominate a candidate for Board Chair to be elected by the Board of Trustees. The President shall chair the Committee.

Section 5.4. Committee on the AMW Policy on Professional Conduct. The Board Chair, in consultation with the President, shall appoint a Chair of the Committee on the AMW Policy on Professional Conduct. The Board Chair, in consultation with the President and Committee Chair, shall appoint two additional Trustees to act as the Committee on the AMW Policy on Professional Conduct. The Committee shall annually review the AMW Policy on Professional Conduct and bring forward to the Executive Committee and the Board all matters pertaining to its administration.

Section 5.5. Development Committee. The Board Chair, in consultation with the President and Treasurer, shall appoint a Chair of the Development Committee. The

Board Chair, in consultation with the President, Treasurer, and Committee Chair, shall appoint five (5) or more additional Trustees or former Trustees to act as a Development Committee. The Board Chair and the President shall be voting *ex-officio* members of the Committee. The Executive Director shall be a non-voting *ex-officio* member of the Committee. The Committee shall formulate and make recommendations to the Executive Committee and the Board regarding development matters.

Section 5.6. Facilities Committee. The Board Chair, in consultation with the President, shall appoint a Chair of the Facilities Committee. The Board Chair, in consultation with the President, shall appoint two (2) additional Trustees to act as a Facilities Committee. The Board Chair, President, and Treasurer shall also be voting *ex-officio* members of the Committee. The Executive Director shall be a non-voting *ex-officio* member of the Committee. The Committee shall formulate and make recommendations to the Executive Committee and the Board regarding (i) the repair and maintenance of AMW facilities, including proposed repair and maintenance expenditures, and (ii) improvements and renovations to AMW facilities, including proposed improvement and renovation expenditures.

Section 5.7. Finance Committee. The Board Chair, in consultation with the Treasurer, who shall Chair the Committee, shall appoint four (4) to five (5) additional Trustees to act as a Finance Committee. The Chair of the Program Committee, Chair of the Publications Committee, Chair of the Facilities Committee, and President shall also be voting members of the Committee. The Executive Director shall be a non-voting *ex-officio* member of the Committee. The Committee shall (i) advise the Executive Committee and the Board regarding the financial management of AMW, (ii) supervise the bidding process for the annual audit, (iii) supervise the investment of AMW's funds, (iv) oversee preparation of the proposed annual budget, and (v) monitor compliance with the annual budget approved by the Board.

Section 5.8. Officers Nominations Committee. The Board Chair, in consultation with the President, shall appoint one (1) Trustee to serve as the Chair of the Committee. The Board Chair, in consultation with the President and the Chair of the Committee, shall appoint four (4) additional Trustees to act as an Officers Nominations Committee. The Board Chair and the President shall be voting *ex-officio* members of the Committee. The Executive Director shall be a non-voting *ex-officio* member of the Committee. The Committee shall identify and develop qualified candidates for election to the offices of President, Vice President,

Treasurer, and Secretary as directed by the Board of Trustees. As the terms of incumbent Officers expire, new Officers shall be proposed by the Committee, which shall put out a general call for candidates, vet the candidates, and present its recommendations to the Board. Write-in candidates shall be permitted on thirty (30) days written notice to the Board.

Section 5.9. Personnel Committee. The Board Chair, in consultation with the President, shall appoint a Personnel Committee. The Committee shall be chaired by the President, and include the Vice President, Treasurer, and up to two (2) additional members of the Executive Committee. The Committee shall conduct an annual performance review of the Executive Director and make recommendations to the Executive Committee regarding the Executive Director's duties and responsibilities, continued employment, and compensation and benefits. The Committee, as a committee, also shall provide direct oversight of the hiring and termination of AMW staff and their annual performance assessments. The Committee also shall advise the Executive Director on general personnel matters and serve as an independent, confidential arbiter of AMW staff grievances.

Section 5.10. Trustee Nominations Committee. The Board Chair, in consultation with the President, shall appoint one (1) Trustee to serve as the Chair of the

Committee. The Board Chair, in consultation with the President and the Chair of the Committee, shall appoint at least four (4) additional Trustees to act as a Trustee Nominations Committee. The Board Chair and the President shall be voting *ex-officio* members of the Committee. The Committee shall develop slates of Institutionally-elected Trustee and Membership-elected Trustee candidates, and present such candidate slates to the AMW electorate at least one (1) month in advance of the Annual Members' Meeting by posting such candidate slates on the AMW website and disseminating such candidate slates to AMW Individual Members and Institutional Member Representatives via electronic mail.

Section 5.11. Standing AMW Committees. The Standing AMW Committees are (and shall be) created by the Board of Trustees to carry out AMW's mission and initiatives. The Standing AMW Committees are, without limitation, the Executive Committee, Finance Committee, Public Relations and Marketing Committee, Membership Development and Outreach Committee, Scientific and Biodiversity Expeditions Committee and Policy, Fundraising and Grant writing Committee, Member Services and Benefits Committee, Social Media Committee, Community Education and Trade School Committee, Bylaws Committee, Safeguarding of Community Cultural Heritage Committee, Scholarships and Recruitment Committee, Honors and Awards Committee, Exchange Program Committee, Journal

of Maya Heritage Committee, and Diversity, Equity, and Inclusion Committee. The Board shall have the authority to create and appoint such other Standing AMW Committees as the Board deems necessary as AMW's mission and initiatives evolve and expand. The Board also has the authority to disband any Standing AMW Committee the Board determines no longer meaningfully contributes to AMW's mission and initiatives.

Section 5.12. Chairs Coordinating Council. The Board of Trustees shall appoint a Chairs Coordinating Council to coordinate the **activities and initiatives** of the Standing AMW Committees. The President, in consultation with the Chairs Coordinating Council, shall appoint the members of the Standing AMW Committees subject to approval by the Executive Committee, which will, in turn, report new appointments to the Board. The Chairs Coordinating Council shall be chaired by the Vice President and include the Chairs of all Standing AMW Committees and representatives from the three Affiliated Research Centers. All members of the Chairs Coordinating Council must be Individual Members of AMW. The President shall be a voting *ex-officio* member of the Chairs Coordinating Council. The Executive Director shall be a non-voting *ex-officio* member of the Chairs Coordinating Council. The Chairs Coordinating Council shall report to the Executive Committee and the Board.

Section 5.13. Chairs Nominations Committee. The Vice President shall appoint at least two (2) members of the Chairs Coordinating Council for rotating, two-year terms to act as a Chairs Nominations Committee. The Committee shall be chaired by the Vice President. The Chairs Nominations Committee shall work closely with the Standing AMW Committees to identify and recommend qualified candidates for election by the Board of Trustees to Chair the Standing AMW Committees.

Section 5.14. The Scientific and Bio-diversity Expedition Program Committee and Policy. Subject to approval by the Executive Committee, the Chairs Coordinating Council, in consultation with the Committee Chair, shall appoint at least two (2) persons per year to serve staggered terms to act as The Scientific and Bio-diversity Programs Committee and Policy. All Committee members must be Individual Members of AMW. The President, Executive Directors of the Affiliated Research Centers, and Chairs of the **Mexico, Guatemala, El Salvador, Belize and Honduras Committees** shall be voting *ex-officio* members of the Committee. The Executive Director shall be a non-voting *ex-officio* member. The Committee shall formulate, debate, and make recommendations to the Executive Committee and the Board regarding matters of the scientific research and policy. The Committee also shall award relevant scholarship funding and grants to AMW members for the

support of archaeological fieldwork and related research. With the approval of the Chairs Coordinating Council, the Chair of the Committee may appoint sub-committees as needed.

Section 5.15. Committee for the Safeguarding of Cultural Heritage. Subject to approval by the Executive Committee, the Chairs Coordinating Council, in consultation with the Committee Chair, shall appoint at least two (2) persons per year to serve staggered terms to act as a Safeguarding Cultural Heritage Committee. All Committee members must be Individual Members of AMW. The President shall be a voting *ex-officio* member of the Committee. The Executive Director shall be a non-voting *ex-officio* member of the Committee. The Cultural Heritage Committee shall advise the President, the Executive Director, the Board, and other AMW leaders regarding initiatives AMW might undertake either individually or jointly with other bodies in the field of cultural heritage. With the approval of the Chairs Coordinating Council, the Chair of the Committee may appoint sub-committees as needed.

Section 5.16. Scholarships and Recruitment Committee. Subject to approval by the Executive Committee, the Chairs Coordinating Council, in consultation with the Committee Chair, shall appoint at least two (2) Graduate Student Individual

Members and at least two (2) Individual Members who have received their terminal degree within the past five (5) years to act as a Scholarships and Recruitment Committee. The President shall be a voting *ex-officio* member of the Committee. The Executive Director shall be a non-voting *ex-officio* member of the Committee. The Scholarships and Recruitment Committee shall oversee the mentoring and networking of recent terminal degree recipients, Graduate Student Members, and Undergraduate Student Members of AMW. With the approval of the Chairs Coordinating Council, the Chair of the Committee may appoint sub-committees as needed.

Section 5.17. Honors and Awards Committee. Subject to approval by the Executive Committee, the Chairs Coordinating Council, in consultation with the Committee Chair, shall appoint at least two (2) persons per year to serve staggered terms to act as an Honors and Awards Committee. All Committee members must be Individual Members of AMW. The President shall be a voting *ex-officio* member of the Committee. The Executive Director shall be a non-voting *ex-officio* member of the Committee. The Honors and Awards Committee shall oversee all honors and awards conferred by AMW. With the approval of the Chairs Coordinating Council, the Chair of the Committee may appoint sub-committees as needed.

Section 5.18. Membership Development and Outreach Committee. Subject to approval by the Executive Committee, the Chairs Coordinating Council, in consultation with the Committee Chair, shall appoint at least two (2) persons per year to serve staggered terms to act as a Membership and Outreach Committee. All Committee members must be Individual Members of AMW. The President shall be a voting *ex-officio* member of the Committee. The Executive Director shall be a non-voting *ex-officio* member of the Committee. The Membership and Outreach Committee shall make recommendations to the Executive Committee and the Board regarding matters pertaining to AMW membership and outreach initiatives. With the approval of the Chairs Coordinating Council, the Chair of the Committee may appoint sub-committees as needed.

Section 5.19. Exchange Program Committee. Subject to approval by the Executive Committee, the Chairs Coordinating Council, in consultation with the Committee Chair, shall appoint at least two (2) persons per year to serve staggered terms to act as a Program Committee. All Committee members must be Individual Members of AMW. The President shall be a voting *ex-officio* member of the Committee. The Executive Director shall be a non-voting *ex-officio* member of the Committee. The Program Committee shall oversee the academic aspects of the Annual Meeting program and make recommendations to the Executive Committee and the Board

regarding matters relating to the Annual Meeting. With the approval of the Chairs Coordinating Council, the Chair of the Committee may appoint sub-committees as needed.

Section 5.20. Publications Committee. Subject to approval by the Executive Committee, the Chairs Coordinating Council, in consultation with the Committee Chair, shall appoint at least two (2) persons per year to serve staggered terms to act as a Publications Committee. All Committee members must be Individual Members of AMW. The President shall be a voting *ex-officio* member of the Committee. The Executive Director shall be a non-voting *ex-officio* member of the Committee. The Publications Committee shall appoint an editorial board for each AMW publication. The Publications Committee also shall make recommendations to the Executive Committee and the Board regarding matters pertaining to AMW publications, including recommendations regarding appointment of the editors of AMW journals and monographs. With the approval of the Chairs Coordinating Council, the Chair of the Committee may appoint sub-committees as needed.

Section 5.21. Diversity, Equity, and Inclusion (DEI) Committee. Subject to approval by the Executive Committee, the Chairs Coordinating Council, in consultation with the Committee Chair, shall appoint at least two (2) persons per year to serve staggered terms to act as a DEI Committee. All Committee members

must be Individual Members of AMW. The President shall be a voting *ex-officio* member of the Committee. The Executive Director shall be a non-voting *ex-officio* member of the Committee. The DEI Committee shall advise the President, the Executive Director, the Board, and other AMW leaders regarding initiatives AMW might undertake either individually or jointly with other bodies to reach out to and include diverse communities in AMW activities in meaningful and sustainable ways. In North America, these communities include, but are not limited to, BIPOC, LGBTQ+, and other underserved groups (People who experience marginalization, including Black, Indigenous, People of Color). Overseas, AMW will focus on serving its international membership and working with local archaeological communities to promote public engagement in AMW activities. With the approval of the Chairs Coordinating Council, the Chair of the Committee may appoint sub-committees as needed.

Section 5.22. The Community education and Trade School Program Committee

and Policy. Subject to approval by the Executive Committee, the Chairs Coordinating Council, in consultation with the Committee Chair, shall appoint at least two (2) persons per year to serve staggered terms to act as The Community Education and Trade School Programs Committee and Policy. All Committee members must be Individual Members of AMW. The President, Executive Directors of the Affiliated Research Centers, and Chairs of the **Mexico, Guatemala, El**

Salvador, Belize and Honduras Committees shall be voting *ex-officio* members of the Committee. The Executive Director shall be a non-voting *ex-officio* member. The Committee shall formulate, debate, and make recommendations to the Executive Committee and the Board regarding matters of the scientific research and policy. The Committee also shall award relevant scholarship funding and grants to AMW members for the support of archaeological fieldwork and related research. With the approval of the Chairs Coordinating Council, the Chair of the Committee may appoint sub- committees as needed.

Section 5.23. Ad hoc Committees. The President shall have the power to create and appoint *ad hoc* committees as necessary to address specific issues facing AMW.

Section 5.24. Affiliated Committees. The Affiliated Committees are composed of the **Central America Committee**, Mexico Committee, Belize Committee, and Guatemala Committee. All members of the Affiliated Committees must be Individual Members of AMW. The Guatemala Committee shall make recommendations to the Executive Committee and the Board regarding the [Journal of Maya Heritage \(JMh\)](#) (Heritage) and the [Maya Fellowship](#).

Section 5.25. Quorum; majority vote required. Unless otherwise provided in a Board resolution establishing a Committee, the rules set forth in these Bylaws for the Board of Trustees regarding meeting quorums and the number of votes required for an action shall govern the Standing Board Committees, Standing AMW Committees, *Ad hoc* Committees, and Affiliated Committees as if the name of the Committee is substituted in Article III, Section 3.10 for the words “Board of Trustees” or “Board” as stated therein.

Section 5.26. Committee rules and records. No Committee may adopt or implement any governance rules that are inconsistent with these Bylaws or any other rules specifically adopted or implemented by the Board of Trustees. Each Committee shall maintain minutes and other records of all actions taken and shall at least annually transfer these minutes and records to the AMW Office.

Section 5.27. Committee member term of service. Unless otherwise provided in the Bylaws or by Board resolution, the term of service for members of the Standing Board Committees, Standing AMW Committees, *Ad hoc* Committees, and Affiliated Committees shall be four (4) years. A Committee member may seek and accept a second four-year term. At the completion of the second consecutive four-year term, a member must rotate off the Committee for at least one full term. The same term

limits also shall apply to the Committee Chairs. If, however, a Committee member becomes its Chair, he or she shall be eligible to serve two full four-year terms from the date of appointment as Chair, after which he or she must rotate off the Committee for at least one term.

Section 5.28. Removal of a Committee Chair or Committee member. A

Committee Chair or Committee member may be removed by a two-thirds (2/3) vote by paper or electronic ballot of the Board of Trustees whenever in the Board's judgment such removal would be in the best interest of AMW.

Section 5.29. Resignation of a Committee Chair or Committee member. A

Committee Chair may resign by giving written notice to the Vice-President. A Committee member may resign by giving written notice to the Committee Chair. A resignation is effective when the notice is accepted.

Section 5.30. Committee member vacancy. A vacancy in the membership of any Committee due to the death, resignation, or removal of a committee' member may be filled by appointment made in the same manner as the original appointment. A replacement appointment shall be for the unexpired portion of the replaced Committee member's term.

ARTICLE VI: EXECUTIVE DIRECTOR

Section 6.1. Chief Operating Officer. The AMW staff and AMW's day-to-day operations shall be overseen and supervised by an Executive Director. The Executive Director shall serve as the full-time Chief Operating Officer of AMW under the direction of the President and the Executive Committee.

Section 6.2. Nomination and appointment. When necessary, the President, in consultation with the Executive Committee, shall appoint an *ad hoc* search committee to identify and nominate an Executive Director for appointment by the Board of Trustees.

Section 6.3. Terms and Conditions of Employment. The Executive Director shall serve under contract to AMW for a period of not less than four (4) years, subject to renewal. If the Executive Directorship is vacant, or the Executive Director is unable to fulfill his or her duties, the President, in consultation with the Executive Committee, may appoint an Interim Executive Director until such time as a proper search can be undertaken and a new Executive Director appointed. The Personnel Committee shall periodically review the Executive Director's duties and responsibilities for reassignment as necessary. The Personnel Committee also shall

conduct an annual performance review of the Executive Director and make recommendations to the Executive Committee regarding the Executive Director's continued employment, compensation, and benefits.

Section 6.4. Duties and responsibilities. The Executive Director shall report to the Executive Committee and the President. The Executive Director also shall serve as a voting *ex-officio* member of the AMW Board and certain Committees identified in these Bylaws. The Executive Director's specific duties and responsibilities include, *inter alia*, (i) implementing AMW Policies and Board directives in support of AMW's mission, (ii) serving as a key resource and liaison to the President, the Board, various Committees, the Affiliated Research Centers, cooperating entities, and the general membership to ensure the smooth, coordinated operation of AMW, (iii) providing general support to the Board, Executive Committee, and AMW Officers, including organizing and publicizing meetings, conferences, seminars, and other events, preparing special reports, materials, and meeting agendas, and maintaining communications within AMW and with outside institutions and organizations, (iv) raising funds and support from public and private sources, (v) overseeing the coordination of public relations and information, (vi) assisting with joint activities of AMW and the Affiliated Research Centers, (vii) processing announcements, applications, and responses for grants and fellowships, (viii) managing the AMW

headquarters office, (ix) supervising AMW staff with the authority to hire and dismiss staff (in consultation with the Personnel Committee), (x) developing the annual budget and overseeing the preparation of periodic financial reports, (xi) managing AMW's business, financial accounts, and resources in an effective, efficient, and fiscally responsible manner, and (xii) carrying out such other duties, responsibilities, and tasks as the Executive Committee or the President may assign from time to time.

ARTICLE VII: INDEMNIFICATION

Section 7.1. Civil Acts. AMW shall indemnify, to the maximum extent allowable, and according to the State Law, including the advancement of expenses, current and former Trustees, Officers, and employees against all losses, assessments, attorney's fees, litigation expenses, court costs, judgments, fines, debts, liabilities, settlement amounts (including settlement amounts paid with a view towards avoiding the expense of litigation), and all other amounts paid or owed pertaining to, relating to, or arising out of, any existing, threatened, pending, or completed civil claim, action, lawsuit, arbitration, litigation, or legal proceeding of any nature in any forum, whether judicial, legislative, administrative, investigative, or otherwise, in which he or she may be involved as a party or otherwise by reason of his or her service as an AMW Trustee, Officer, or employee (subject to the limitations and restrictions set forth below). Such indemnification shall not be exclusive of any

other rights such as Trustee, Officer, or employee may have under any agreement, vote of the Board of Trustees, or otherwise. This indemnification includes amounts paid or incurred in connection with acts of negligence, whether liability on the part of such Trustee, Officer or employee exists as to AMW, its Trustees, Officers, employees, agents, or representatives, or as to third parties, including, without limitation, creditors.

Section 7.2. Criminal acts. AMW shall indemnify, to the maximum extent allowable and according to the State Law, including the advancement of expenses, current and former AMW Trustees, Officers, and employees for the amounts and actions set forth in Section 7.1 pertaining to any misdemeanor criminal action, suit, proceeding, or investigation to which such Trustee, Officer, or employee pleads *nolo contendere*, or its equivalent, provided his or her complained of actions were committed in good faith, with a reasonable assumption of legality, and with the belief that such actions were in the best interest of AMW. Notwithstanding the above, AMW also shall indemnify a current or former AMW Trustee, Officer, or employee for the amounts and actions set forth in Section 7.1 pertaining to any felony criminal action, suit, proceeding, or investigation provided such action, suit, proceeding, or investigation is dismissed or such Trustee, Officer, or employee is adjudged not guilty at trial or on appeal.

Section 7.3. No indemnification for gross negligence, intentional misconduct, or civil or criminal penalties. Notwithstanding any other provision to the contrary, AMW shall not indemnify any current or former AMW Trustee, Officer, or employee for any amount pertaining to any civil action, suit, arbitration, legal proceeding, or investigation in which such Trustee, Officer, or employee is adjudged to be liable for gross negligence, intentional misconduct, or civil or criminal penalties pertaining to his or her duty to AMW.

Section 7.4. No indemnification for acts resulting in tax liability to AMW.

Notwithstanding any other provision to the contrary, AMW shall not indemnify any current or former AMW Trustee, Officer, or employee if such indemnification shall result in liability to AMW for any federal, state, or local tax, civil penalty, or criminal penalty.

Section 7.5. Severability. Every provision of this Article VII is intended to be severable. If any term or provision is determined to be invalid for any reason, such invalid term or provision shall be severed from Article VII, and not affect the validity of the remainder of Article VII.

ARTICLE VIII: THE AFFILIATED RESEARCH CENTERS

Section 8.1. Composition of the Affiliated Research Centers. The Affiliated Research Centers are composed of the (i) Mexico, (ii) Belize, (iii) Guatemala, (iv) El Salvador and (v) Honduras.

Section 8.2. Recognition as an Affiliated Research Center. A research center or research organization whose primary mission, purposes, and objectives conform to the mission, purposes, and objectives of AMW may, upon application, become an AMW Affiliated Foreign Research Center by a two-thirds (2/3) vote of the Board.

Section 8.3. Appropriations for the Affiliated Research Centers. The Board of Trustees may, as appropriate, make appropriations to carry out the work of the Affiliated Research Centers.

Section 8.4. Dispute between AMW and an Affiliated Research Center. The responsibilities and obligations by and between AMW and the Affiliated Foreign Research Centers to each other not set out in their respective Articles of Incorporation or Bylaws, and any disputes arising between the AMW Board of Trustees and the board of any Affiliated Research Center regarding the fulfillment of such responsibilities and obligations, or the structure of their business and professional relationships, shall be resolved by a committee of six (6) persons,

three (3) representing each party. The committee, which shall consist of the Board Chair, President, and a Trustee elected by each governing board, shall arbitrate the parties' differences. In the event the office of Board Chair or President is vacant, the place on the committee shall be filled by election of another Trustee. The committee shall meet within ninety (90) days of the call for resolution, and earnestly attempt to resolve the issue. A vote of at least four (4) members of the committee is necessary to pass any resolution, which shall be submitted promptly to the parties' respective governing boards and be binding unless vetoed by a majority vote of one or both of such governing boards. Any dispute not resolved by such committee shall first be mediated and, if unsuccessful, arbitrated by the American Arbitration Association under its Commercial Arbitration Rules and Mediation Procedures.

ARTICLE IX: MISCELLANEOUS

Section 9.1. Fiscal year. AMW's fiscal year shall begin on the fiscal year.

Section 9.2. Debts and liabilities. No debt shall be contracted, liability incurred, or contract made by or on behalf of AMW or any AMW affiliate other than in the ordinary course of business by an Officer or agent authorized by the Board of Trustees or the Executive Committee.

Section 9.3. Building and acquisition fund contributions. Funds contributed to AMW for purposes of building or acquiring an office shall constitute a separate fund, segregated and maintained by appropriate journal entries, and not spent except pursuant to a resolution adopted by the Board of Trustees upon recommendation of the Executive Committee.

Section 9.4. Endowment funds. AMW's endowment funds shall be permanently restricted and invested by the Finance Committee under the direction and oversight of the Treasurer. Only the income earned by the endowment funds (as calculated pursuant to the AMW Investment and Spending Policies) shall be available for spending by AMW. For purposes of this provision, these Bylaws incorporate the definitions of "income" and "principal" according by the State Law.

Section 9.5. Official Seal. The AMW seal, an impression of which is affixed hereto, is adopted and approved as the official seal of the organization.

Section 9.6. Amendments. These Bylaws may be amended at any meeting of the Board of Trustees provided each voting Trustee receives, via electronic mail or regular mail, twenty (20) days advance written notice setting forth the proposed amendment(s).

Article I

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. Interested Person Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
 - b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.
 - d. Compensation includes direct and indirect remuneration as well as gifts or favors that aren't insubstantial. A financial interest isn't necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III Procedures

1. Duty to Disclose In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
 2. Determining Whether a Conflict of Interest Exists After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- ### **3. Procedures for Addressing the Conflict of Interest**
- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement isn't reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization best interest,

for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflict of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is

prohibited from providing information to any committee regarding compensation.

[Hospital insert-for hospitals that complete Schedule C Physicians who receive compensation from the Organization, whether directly or indirectly or as employees or independent contractors, are precluded from membership on any committee whose jurisdiction includes compensation matters. No physician, either individually or collectively, is prohibited from providing information to any committee regarding physician compensation.]

Article VI

Annual Statements

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

a. Has received a copy of the conflict of interest policy,

b. Has read and understands the policy,

c. Has agreed to comply with the policy, and

d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes, and doesn't engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and don't result in inurement, impermissible private benefit, or in an excess benefit transaction.

Article VIII

Use of Outside Experts

When conducting the periodic reviews, as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

BOARD MEMBER/COMMITTEE

NAME & SIGNATURE.

DATE

STAFF OR EMPLOYEE-CONTRACTUAL

NAME & SIGNATURE

DATE

HOW TO APPLY FOR A GRANT FOR MHC FIELDWORK, RESEARCH PARTICIPATION OR SERVE IN OUR PROGRAMS

COMO SOLICITAR UN FONDO PARA ESTUDIAR, REALIZAR PRACTICAS, O INVESTIGACION EN MHC.

Step 1: Find a Project, research or program you wish to enlist or serve

- Check with our project director if it is an MHC-affiliated project and email mayaheritagecenter@gmail.com
- If your project is not listed, and your project director says that the project is not MHC-affiliated, encourage them to apply for MHC-affiliation—the process is straightforward and brief.

Step 2: Prepare Your Application Materials

Here's what you will need to fill out the GoogleForm

https://docs.google.com/forms/d/e/1FAIpQLSfLYOVCGfTlqjt5IPMWcbVQA7RzmxWaDiZ0-G1vDthVcFdFAw/viewform?usp=pp_url

There is one application form for all of the scholarships, fieldwork and or research you wish to perform or program to serve.

- Contact Information for yourself: name, address, email, phone number
- Check off which scholarships, fieldwork, or program you are applying for. Applicants are encouraged to check as many boxes as applicable (some scholarships are only for certain projects or groups).
- Current Education: current academic stage, institution, and degree/major, if applicable
- Academic Background: academic work including institutions, dates attended, fields of study, degrees attained, any publications
- Project Information: project name, country, dates of participation, years of involvement on the project, position on the project or program (volunteer, student, staff member, specialist), director's name, director's email)
- Membership Status
 - Are you an MHC member?
 - If yes, please provide your membership number.
 - If no, information on joining MHC
- Essay: In a well-organized 500-750 word essay, please describe your academic background and career goals, the project you will be joining, your motivation for applying to scholarship, joining this project or program, how you will contribute to the project, or service, whether your work on this project or program will contribute to your degree program or thesis/dissertation, and your financial need.

Step 3: Submit Your Application

You are all set! Please email mayaheritagecenter@gmail.com if you have any difficulties with the application and/or to check on the status of your application.

COMO SOLICITAR UN FONDO PARA ESTUDIAR, REALIZAR PRACTICAS, O INVESTIGACION EN MHC.

Paso 1: encuentre un proyecto, investigación o programa que desee inscribir o servir

- Consulte con nuestro director de proyecto si es un proyecto afiliado a MHC y envíe un correo electrónico a info@mhc.org.
- Si su proyecto no está en la lista y el director de su proyecto dice que el proyecto no está afiliado a MHC, anímelos a solicitar la afiliación a MHC; el proceso es sencillo y breve.

Paso 2: Prepare los materiales de su solicitud

Esto es lo que necesitará para completar el Formulario de Google

<https://docs.google.com/forms/d/e/1FAIpQLSfLYOVCGfTlqJt5IPMWcbVQA7Rzmx>

[WaDiZ0-G1vDthVcFdfAw/viewform?usp=pp_url](https://docs.google.com/forms/d/e/1FAIpQLSfLYOVCGfTlqJt5IPMWcbVQA7Rzmx/WaDiZ0-G1vDthVcFdfAw/viewform?usp=pp_url)

En base al formulario de solicitud usted escribirá sobre las becas, trabajo de campo o investigación que desea realizar o programa para servir.

- Información de contacto propia: nombre, dirección, correo electrónico, número de teléfono
 - Marque qué becas, trabajo de campo o programa está solicitando. Se alienta a los solicitantes a marcar todas las casillas que correspondan (algunas becas son solo para ciertos proyectos o grupos).
 - Educación actual: etapa académica actual, institución y grado/especialización, si corresponde
 - Antecedentes académicos: trabajo académico que incluye instituciones, fechas de asistencia, campos de estudio, títulos obtenidos, cualquier publicación
 - Información del proyecto: nombre del proyecto, país, fechas de participación, años de participación en el proyecto, puesto en el proyecto o programa (voluntario, estudiante, miembro del personal, especialista), nombre del director, correo electrónico del director
-
- Estado de membresía

¿Es usted miembro de HMC?

- En caso afirmativo, proporcione su número de membresía.
- Si no, información sobre cómo unirse a MHC
 - Ensayo: en un ensayo bien organizado de 500-750 palabras, describa su formación académica y objetivos profesionales, el proyecto al que se unirá, su motivación para solicitar una beca, unirse a un proyecto o programa, cómo contribuirá al proyecto o servicio, si su trabajo en este proyecto o programa contribuirá a su programa de grado o tesis/disertación, y su necesidad financiera.

Paso 3: envíe su solicitud

¡Listo! Envíe un correo electrónico a info@mhc.org si tiene alguna dificultad con la solicitud y/o para verificar el estado de su solicitud