



Proposed Bylaws Emendations
(for consideration by the ASOR Board at its November 24, 2019) meeting

(1) CURRENT

Section 3.2. Composition of the Board. The Board of Trustees is composed of (i) six (6) Institutionally-elected Trustees with staggered terms elected by Institutional Member Representatives (Article II, Section 2.4); (ii) six (6) Membership-elected Trustees with staggered terms elected by Individual Members and Honorary Members (Article II, Sections 2.2-3); (iii) up to twelve (12) Board-elected Trustees with staggered terms elected by the Board of Trustees; (iv) one (1) Trustee designated by each of the Affiliated Overseas Research Centers (AIAR, ACOR, and CAARI) (for a total of three [3] such Trustees); and (v) all Life Trustees. The Board of Trustees also includes the Chair of the Board, President, Past President, Vice President, Secretary, and Treasurer, all of whom shall serve as *ex-officio* voting Trustees during their terms of office. Honorary Trustees are non-voting Board members. All Trustees must be Individual Members of ASOR.

PROPOSED EMEMDATION (proposed addition in bold italics):

Section 3.2. Composition of the Board. The Board of Trustees is composed of (i) six (6) Institutionally-elected Trustees with staggered terms elected by Institutional Member Representatives (Article II, Section 2.4); (ii) six (6) Membership-elected Trustees with staggered terms elected by Individual Members and Honorary Members (Article II, Sections 2.2-3); (iii) up to twelve (12) Board-elected Trustees with staggered terms elected by the Board of Trustees; (iv) one (1) Trustee designated by each of the Affiliated Overseas Research Centers (AIAR, ACOR, and CAARI) (for a total of three [3] such Trustees); and (v) all Life Trustees. The Board of Trustees also includes the Chair of the Board, President, Past President, Vice President, Secretary, and Treasurer, all of whom shall serve as ex-

officio voting Trustees during their terms of office. ***The Executive Director shall serve as an ex-officio non-voting Trustee.*** Honorary Trustees are non-voting Board members. All Trustees must be Individual Members of ASOR.

(2) CURRENT

Section 3.6. Executive Committee of the Board. The Executive Committee of the Board of Trustees 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, and two (2) or three (3) other Trustees appointed by the Board Chair in consultation with the President. 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 ASOR 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 ASOR, (vi) authorize the voluntary dissolution of ASOR or revoke proceedings therefore, (vii) adopt a plan for the distribution of any of ASOR'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 law upon it, him, or her. Notwithstanding any other provision of these Bylaws, the Executive Committee may extend the term of office of any ASOR officer as the Executive Committee deems necessary or appropriate in the best interest of the organization.

PROPOSED EMENDATION (proposed addition in bold italics):

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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 ASOR, (vi) authorize the voluntary dissolution of ASOR or revoke proceedings therefore, (vii) adopt a plan for the distribution of any of ASOR'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 law upon it, him, or her. Notwithstanding any other provision of these Bylaws, the Executive Committee may extend the term of office of any ASOR officer as the Executive Committee deems necessary or appropriate in the best interest of the organization.

(3) CURRENT:

Section 5.1. ASOR Committees. ASOR Committees are composed of Standing Board Committees (Sections 5.2-5.9), Standing ASOR Committees (Sections 5.10-5.19), *Ad hoc* Committees (Section 5.20), and Overseas Committees (Section 5.21).

PROPOSED EMENDATION (proposed deletions in strike-through; proposed emendations in bold italics):

Section 5.1. ASOR Committees. ASOR Committees are composed of Standing Board Committees (Sections ~~5.2-5.9~~ **5.2-5.10**), Standing ASOR Committees (Sections ~~5.10-5.19~~ **5.11-5.20**), *Ad hoc* Committees (Section ~~5.20~~ **5.21**), and Overseas Committees (Section ~~5.21~~ **5.22**).

(4) CURRENT:

Section 5.2. Standing Board Committees. The Standing Board Committees are (and shall be) created by the Board of Trustees for the management of ASOR. The Standing Board Committees are, without limitation, composed of the Board Chair Nominations Committee, Committee on the ASOR Policy on Professional Conduct, Development Committee, Finance Committee, Officers Nominations Committee, Personnel Committee, 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 ASOR. The Board also has the authority to disband any Standing Board Committee the Board determines is no longer necessary for the management of ASOR.

PROPOSED EMENDATION (proposed addition in bold italics):

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(5) PROPOSED ADDITION

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 and Committee Chair, shall appoint two (2) additional Trustees to act as a Facilities Committee. The Board Chair, President, and Treasurer 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 (i) the repair and maintenance of ASOR facilities, including proposed repair and maintenance expenditures, and (ii) improvements and renovations to ASOR facilities, including proposed improvement and renovation expenditures.

(6) PROPOSED EMENDATION

With the addition of a new Section 5.6, current Sections 5.6-5.21 will be renumbered 5.7-5.22.