

ASOR Bylaws
(Amended by the ASOR Board of Trustees November 24, 2019)

CURRENT BYLAWS

ARTICLE I: PURPOSE AND ORGANIZATION

Section 1.1. Founding and mission. Founded in 1900 by the Archaeological Institute of America, the Society of Biblical Literature, the American Oriental Society, and several prominent academic institutions, the American Schools of Oriental Research (ASOR) is an international organization whose mission is to initiate, encourage, and support research into, and public understanding of, the history and cultures of the Near East and wider Mediterranean, from the earliest times.

Section 1.2. Organization and location. ASOR shall be constituted as a corporation pursuant to the District of Columbia Nonprofit Corporation Act of 2010 (Sections 29-401.01 through 29-414.04 of the Code of the District of Columbia). ASOR's principal office shall be in the continental United States at a location determined by the Board of Trustees. ASOR may maintain one or more satellite offices, either within or without the United States, as the Board of Trustees may determine.

Section 1.3. Registered agents. ASOR shall maintain a registered agent in the state in which ASOR'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. ASOR has the following categories of membership and affiliation: Individual Members, Honorary Members, Institutional Members, and Affiliated Overseas Research Center Representatives.

Section 2.2. Individual Members. Individual Members are composed of Academic Members and Public Members who pay dues or make contributions as established by the Board of Trustees from time to time and posted on the ASOR 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.

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Section 2.3. Honorary Members. A person may be designated by the Board of Trustees as an Honorary Member of ASOR in recognition of distinguished attainments and service to ASOR. 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 Overseas Research Center Representatives. The Affiliated Overseas Research Centers include the (i) W. F. Albright Institute of Archaeological Research, Inc., in Jerusalem (AIAR), (ii) American Center of Oriental Research, Inc., in Amman, Jordan (ACOR), and (iii) Cyprus American Archaeological Research Institute, Inc., in Nicosia, Cyprus (CAARI). Each Affiliated Overseas Research Center shall appoint two (2) individuals as Overseas Research Center Representatives. Overseas Research Center Representatives receive privileges as designated from time to time by the Board of Trustees.

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

Section 2.7. Annual Members' Meeting. ASOR Members shall meet annually as part of the ASOR Annual Meeting--During the Annual Members' Meeting, the Members shall, *inter alia*, be presented with various ASOR 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 emendation. 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

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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 persons calling a Special Members' Meeting shall determine the date, time, and location of the meeting within the continental United States. Special Members' Meetings require ten (10) days advance written notice to be posted on the ASOR website and disseminated to ASOR Members via electronic mail by the ASOR Secretary (or any other ASOR 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 the 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 Overseas 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 ASOR 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, the emergency powers set forth in Section 29-403.03 of the District of Columbia Nonprofit Corporation Act of 2010. 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 ASOR Trustees and the dates upon which their terms expire shall be set forth on the ASOR website.

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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.

Section 3.3. Election of Institutionally-elected Trustees and Membership-elected Trustees. By electronic ballot each year prior to the ASOR Annual Meeting, Institutional Representatives vote to elect two (2) Institutionally-elected Trustees to serve for three-year terms on the Board of Trustees (a total of six (6) seats). By electronic ballot each year prior to the ASOR Annual Meeting, Individual and Honorary Members vote to elect two (2) Membership-elected Trustees to serve for three-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 ASOR 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 ASOR website and disseminating such candidate slates to ASOR 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 ASOR, 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 Members of the Board.

Section 3.5. Honorary Trustees. In recognition of a former Trustee's distinguished service to ASOR, 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 Board members and not included in the number of Trustees required for a quorum.

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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 Executive Director shall serve as an *ex-officio* non-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 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.

Section 3.7. Management Committee. In exceptional circumstances, such as, without limitation, a vacancy in the Executive Directorship, the Executive Committee may appoint a Management Committee, which shall normally consist of the Chair of the Board, the President, and three (3) additional members selected at large from the other members of the Executive Committee. The Management Committee shall determine its own chair. Like the Executive Committee, the Management Committee shall 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 Management Committee shall not relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed by law upon it, him, or her.

Section 3.8. Board Meeting(s). The Board of Trustees shall convene at least one (1) regular meeting during ASOR's fiscal year. The President, in consultation with the Executive Director, shall set the time and place of any such meeting(s), except as specified in Section 3.9 below. The President, in consultation with the Executive Director and Board Chair, shall set the agenda(s) of any such meeting(s). The

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ASOR Office shall disseminate the agenda(s), related Committee reports, and other meeting materials to the Board of Trustees prior to any such meeting(s). The Board Chair shall chair all Board meetings.

Section 3.9. Special Board Meeting. A special meeting of the Board of Trustees may be called by (i) the Chair of the Board, (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 within the continental United States. A Special Board Meeting requires ten (10) 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.

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-Board members may attend Board meetings only by invitation of the Board Chair and/or President.

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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 ASOR Trustee Pledge and adhere to it throughout his or her term of service. Trustees also shall adhere to the Standards of Conduct for Trustees set forth in Section 29-406.30 of the District of Columbia Nonprofit Corporation Act of 2010. Other than Life Trustees and Honorary Trustees, unless a Trustee resigns or is removed, his or her term of service shall be three (3) years. A Trustee may stand for re-election at the conclusion of his or her term of service. The adoption of these Revised Bylaws shall not shorten the term of any existing Trustee.

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 would be in the best interest of ASOR.

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 ASOR include the Chair of the Board, 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 ASOR Officers and the dates upon which their terms expire shall be set forth on the ASOR website. All Officers must be Individual Members of ASOR.

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Section 4.2. Chair of the Board. The Board of Trustees shall elect a Chair of the Board. The Board Chair may or may not be elected from among the Trustees as the Board may determine. The Chair of the Board presides over all Board meetings and meetings of the Executive Committee. The Chair of the Board also shall perform such other services and duties pertaining to the business and affairs of ASOR 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 Vice Chair(s) of the Board. The Vice Chair(s) may or may not be elected from among the Trustees as the Board may determine. The 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 ASOR and voting member(s) of the Executive Committee of the Board. In the absence of the Chair, the Vice Chair (or, if there is more than one Vice Chair, the Vice Chair designated by the President) shall preside over 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 ASOR, 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 ASOR 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 ASOR 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. The President, in consultation with the Executive Committee, shall formally appoint all members of standing committees, except for the members of the Executive Committee, Finance Committee, and Development Committee. At any time the Executive Directorship is vacant, the President, in consultation with the Executive Committee, shall directly supervise the ASOR 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.

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

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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 of the 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 (subject to the strictures set forth in Section 4.4, above).

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, 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 ASOR with the power to receipt for same and endorse for deposit all checks payable to ASOR or the Treasurer, (iv) oversee the investment and re-investment of funds belonging to ASOR, 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 ASOR books of account, (viii) render detailed annual financial statements (by working with the outside auditors, Executive Director, and ASOR staff), setting forth the detailed financial condition of ASOR 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 ASOR 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 such of the above-listed functions to an independent CPA firm, trust company, or other qualified financial institution or firm

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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 ASOR records, (iv) oversee the custody of ASOR's official seal, (v) ensure that ASOR's seal is affixed to all documents as required by these Bylaws or by law, the execution of which on behalf of ASOR 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 three (3) 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. Officers shall adhere to the Standards of Conduct for Officers set forth in Section 29-406.42 of the District of Columbia Nonprofit Corporation Act of 2010. 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. The adoption of these Bylaws shall not shorten the term of any existing ASOR Officer.

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 ASOR.

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

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

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, Facilities 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.

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 ASOR Policy on Professional Conduct. The Board Chair, in consultation with the President, shall appoint a Chair of the Committee on the ASOR 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 ASOR Policy on Professional Conduct. The

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Committee shall annually review the ASOR 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 Trustees or former Trustees to act as a Development Committee. The Board Chair and 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 ASOR facilities, including proposed repair and maintenance expenditures, and (ii) improvements and renovations to ASOR facilities, including proposed improvement and renovation expenditures.

Section 5.7. Finance Committee. The Board Chair, in consultation with the Treasurer, who also shall Chair the Committee, shall appoint three (3) to five (5) Trustees to act as a Finance Committee. The Chair of the Program Committee, Chair of the Publications 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 ASOR, (ii) supervise the bidding process for the annual audit, (iii) supervise the investment of ASOR'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) other Trustees to act as an Officers Nominations Committee. The Board Chair and the President shall be voting *ex-officio* members of the

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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 ASOR 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 ASOR 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) 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 ASOR electorate at least one (1) month in advance of the Annual Members' Meeting by posting such candidate slates on the ASOR website and disseminating such candidate slates to ASOR Members and Institutional Member Representatives via electronic mail.

Section 5.11. Standing ASOR Committees. The Standing ASOR Committees are (and shall be) created by the Board of Trustees to carry out ASOR's mission and initiatives. The Standing ASOR Committees are, without limitation, the Committee on Archaeological Research and Policy, Cultural Heritage Committee, Early Career Scholars Committee, Honors and Awards Committee, Membership and Outreach Committee, Program Committee, and Publications Committee. The Board shall have the authority to create and appoint such other Standing ASOR Committees as the Board deems necessary as ASOR's mission and initiatives evolve and expand. The Board also has the authority to disband any Standing ASOR Committee the Board determines no longer meaningfully contributes to the ASOR's mission and initiatives.

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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 ASOR Committees. The Chairs Coordinating Council also shall appoint the members of the Standing ASOR 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 ASOR Committees and representatives from the three Affiliated Overseas Research Centers. All members of the Chairs Coordinating Council must be Individual Members of ASOR. 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 ASOR Committees to identify and recommend qualified candidates for election by the Board of Trustees to Chair the Standing ASOR Committees.

Section 5.14. Committee on Archaeological Research and Policy. Subject to approval by the Executive Committee, the Chairs Coordinating Council, in consultation with the Chair of the Committee, shall appoint at least two (2) persons per year to serve staggered terms to act as a Committee on Archaeological Research and Policy. All Committee members must be Individual Members of ASOR. The President, Executive Directors of the Affiliated Overseas Research Centers, and Chairs of the Baghdad, Damascus, and Saudi Arabia 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 archaeological research and policy. The Committee also shall award relevant scholarship funding and grants to ASOR members, to support archaeological fieldwork and other related research. The Chair of the Committee may appoint sub-committees as needed.

Section 5.15. Cultural Heritage Committee. Subject to approval by the Executive Committee, the Chairs Coordinating Council, in consultation with the Chair of the Committee, shall appoint at least two (2) persons per year to serve staggered terms to act as a Cultural Heritage Committee. All Committee members must be Individual Members of ASOR. 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

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advise the President, the Executive Director, the Board, and other ASOR leaders regarding initiatives ASOR might undertake either individually or jointly with other bodies in the field of cultural heritage.

Section 5.16. Early Career Scholars Committee. Subject to approval by the Executive Committee, the Chairs Coordinating Council, in consultation with the Chair of the Committee, 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 an Early Career Scholars 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 Early Career Scholars Committee shall oversee the mentoring and networking of recent terminal degree recipients, Graduate Student Members, and Undergraduate Student Members of ASOR.

Section 5.17. Honors and Awards Committee. Subject to approval by the Executive Committee, the Chairs Coordinating Council, in consultation with the Chair of the Committee, 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 ASOR. 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 ASOR.

Section 5.18. Membership and Outreach Committee. Subject to approval by the Executive Committee, the Chairs Coordinating Council, in consultation with the Chair of the Committee, 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 ASOR. 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 Membership and Outreach Committee shall make recommendations to the Executive Committee and the Board regarding matters pertaining to ASOR membership and outreach initiatives. The Chair of the Committee may appoint sub-committees as needed.

Section 5.19. Program Committee. Subject to approval by the Executive Committee, the Chairs Coordinating Council, in consultation with the Chair of the Committee, 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 ASOR. The President shall be a voting *ex-officio* member of the Committee. The

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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.

Section 5.20. Publications Committee. Subject to approval by the Executive Committee, the Chairs Coordinating Council, in consultation with the Chair of the Committee, 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 ASOR. 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 ASOR publication. The Publications Committee also shall make recommendations to the Executive Committee and the Board regarding matters pertaining to ASOR publications, including recommendations regarding individuals to be appointed as editors of ASOR journals and monographs.

Section 5.21. Overseas Committees. Ad hoc Committees. The President shall have the power to create and appoint *ad hoc* committees as necessary to address specific issues facing ASOR. *Ad hoc* committees and their purpose(s) shall be identified on the ASOR website.

Section 5.22. Overseas Committees. The Overseas Committees are composed of the Baghdad Committee (formally known as the Committee on Mesopotamian Civilization), Damascus Committee, and Saudi Arabia Committee. All Committee members must be Individual Members of ASOR. The Baghdad Committee shall make recommendations to the Executive Committee and the Board regarding the *Journal of Cuneiform Studies (JCS)* and the Mesopotamian Fellowship.

Section 5.23. Quorum; majority vote required. Unless otherwise provided in a resolution of the Board of Trustees 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 action shall govern the Standing Board Committees, Standing ASOR Committees, *Ad hoc* Committees, and Overseas 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.

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Section 5.24. 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 ASOR Office.

Section 5.25 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 ASOR Committees, *Ad hoc* Committees, and Overseas Committees shall be three (3) years. A Committee member may seek and accept a second three-year term. At the completion of the second consecutive three-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 three-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 5.26. Removal of a Committee member. A Committee member or Committee Chair 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 ASOR.

Section 5.27. Resignation of a Committee member. A Committee member may resign by giving written notice to the Chair of the Committee. A Committee Chair may resign by giving written notice to the Vice-President. A resignation is effective when the notice is accepted.

Section 5.28. 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

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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 ASOR for a period of not less than three (3) 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 non-voting *ex-officio* member of the ASOR Board and certain Committees identified in these Bylaws. The Executive Director's specific duties and responsibilities include, *inter alia*, (i) implementing ASOR Policies and Board directives in support of ASOR's mission, (ii) serving as a key resource and liaison to the President, the Board, various Committees, the Affiliated Overseas Research Centers, cooperating entities, and the general membership to ensure the smooth, coordinated operation of ASOR, (iii) providing general support to the Board, Executive Committee, and ASOR Officers, including organizing and publicizing meetings, conferences, seminars, and other events, preparing special reports, materials, and meeting agendas, and maintaining communications within ASOR 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 ASOR and the Affiliated Overseas Research Centers, (vii) processing announcements, applications, and responses for grants and fellowships, (viii) managing the ASOR headquarters office, (ix) supervising ASOR 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 ASOR'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

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Section 7.1. Civil Acts. ASOR shall indemnify, to the maximum extent allowable under Sections 29-406.50 through 29-406.58 of the District of Columbia Nonprofit Corporation Act of 2010, 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 ASOR Trustee, Officer, or employee (subject to the limitations and restrictions set forth below). Such indemnification shall not be exclusive of any other rights such 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 the ASOR, its Trustees, Officers, Employees, agents, or representatives, or as to third parties, including, without limitation, creditors.

Section 7.2. Criminal acts. ASOR shall indemnify, to the maximum extent allowable under Sections 29-406.50 through 29-406.58 of the District of Columbia Nonprofit Corporation Act of 2010, including the advancement of expenses, current and former ASOR 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 ASOR. Notwithstanding the above, ASOR also shall indemnify a current or former ASOR 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, ASOR shall not indemnify any current or former ASOR 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 ASOR.

Section 7.4. No indemnification for acts resulting in tax liability to ASOR. Notwithstanding any other provision to the contrary, ASOR

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shall not indemnify any current or former ASOR Trustee, Officer, or employee if such indemnification shall result in liability to ASOR 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: AFFILIATED OVERSEAS RESEARCH CENTERS

Section 8.1. Composition of the Affiliated Overseas Research Centers. The Affiliated Overseas Research Centers are composed of the (i) W. F. Albright Institute of Archaeological Research, Inc., in Jerusalem (AIAR), (ii) American Center of Oriental Research, Inc., in Amman, Jordan (ACOR), and (iii) Cyprus American Archaeological Research Institute, Inc., in Nicosia, Cyprus (CAARI).

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

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

Section 8.4. Dispute between ASOR and an Affiliated Overseas Research Center. The responsibilities and obligations by and between ASOR and the Affiliated Overseas Research Centers to each other not set out in their respective Articles of Incorporation or Bylaws, and any disputes arising between the ASOR Board of Trustees and the board of any Affiliated Overseas 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

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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. ASOR's fiscal year shall begin on July 1, and terminate on June 30 of the following calendar year.

Section 9.2. Debts and liabilities. No debt shall be contracted, liability incurred, or contract made by or on behalf of ASOR or any ASOR 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 ASOR 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. ASOR'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 ASOR Investment and Spending Policies) shall be available for spending by ASOR. For purposes of this provision, these Bylaws incorporate the definitions of the terms "income" and "principal" in Section 28-4801.02 of the Code of the District of Columbia.

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

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| <p>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).</p> |