

ASOR BYLAWS

ARTICLE I: OFFICES

Section 1. The American Schools of Oriental Research (ASOR) shall be constituted as a corporation. Its principal office shall be at such location in the continental United States as the Board of Trustees may determine. The Corporation may have such other offices, either within or without the District of Columbia, as the Board of Trustees may determine or as the affairs of the Corporation may require from time to time.

Section 2. The Corporation shall have and continuously maintain in the District of Columbia a registered office and a registered agent whose office is identical with such registered office, as required by the District of Columbia Non-Profit Corporation Act. The identity of such registered agent and the address of such registered office may be changed from time to time by the Board of Trustees.

ARTICLE II: MEMBERS

Section I. The American Schools of Oriental Research shall have nine (9) types of members described as follows:

A. **Founding Members.** Founding members are the Archaeological Institute of America (AIA), the Society of Biblical Literature (SBL), and the American Oriental Society (AOS). Founding members shall be represented in the Corporation and on the ASOR Board by one individual appointed by each organization. Representatives receive Member privileges as designated from time to time by the Board of Trustee.

B. **Consortium Members.** Consortium members include any university, college, seminary, museum, or other educational institution paying dues annually as established by the Board of Trustees. Consortium members shall be represented in the Corporation by one individual appointed by each institution. Representatives receive Member privileges as designated from time to time by the Board of Trustee. In the Corporation meeting, Consortium Members vote to elect three Consortium Member representatives each year to serve for three year terms on the Board of Trustees (a total of nine (9) seats).

C. **Overseas Centers.** Overseas centers are the Albright Institute of Archaeological Research in Jerusalem (AIAR), the American Center of Oriental Research in Amman, Jordan (ACOR), and the Cyprus American Archaeological Research Institute in Nicosia, Cyprus (CAARI). The Overseas Centers shall be represented in the Corporation by two individuals appointed by each center, and on the ASOR Board by one individual so appointed. Representatives receive Member privileges as designated from time to time by the Board of Trustee.

D. **Advisory Members.** Advisory members include any individual, company, foundation, corporation, or other organization paying dues annually as established by the Board of Trustees. Advisory Members shall be represented in the Corporation by one individual appointed by each member entity. Representatives receive Member privileges as designated from time to time by the Board of Trustees.

E. Heritage Members. Heritage members are those individuals or groups, participating otherwise as Advisory Members, who are willing to contribute a designated minimum of additional funds annually as established by the Board of Trustees toward the support of ASOR scholarship involved with its affiliated excavation projects. Heritage Members shall be represented in the Corporation by one individual appointed by each member entity. Representatives receive Member privileges as designated from time to time by the Board of Trustees.

F. Individual Professional Members. Individual professional members are those persons who pay dues annually as established by the Board of Trustees. Individual Professional members vote as members in the Corporation. Representatives receive Member privileges as designated from time to time by the Board of Trustees. In the Corporation meeting, Individual Professional Members vote to elect three Individual Professional Member Representatives each year to serve for three year terms on the Board of Trustees (a total of nine (9) seats).

G. Individual Contributing Members. Individual contributing members are those persons who contribute annually a designated minimum of funds as established by the Board of Trustees toward support of ASOR's work. Individual Contributing Members vote as members in the Corporation. Individual Contributing Members receive Member privileges as designated from time to time by the Board of Trustees.

H. Individual Non-Voting Members. Individual non-voting members are those persons who contribute annually an amount less than the designated minimum of funds established by the Board of Trustees. Individual Non-Voting members have no vote in the Corporation. Individual Non-Voting members receive Member privileges as designated from time to time by the Board of Trustees.

I. Honorary Members. The Corporation may from time to time, upon the recommendations of the majority of members present, elect any person or institution to be an Honorary Member of the Corporation in recognition of distinguished attainments or service to the Corporation, or to the cause of archaeological research and kindred fields. Honorary members vote as members of the Corporation and receive Member privileges as designated from time to time by the Board of Trustees.

Section 2. The Corporation is the plenary body of ASOR and is composed of the various members listed above (Article II, Section 1, A-I). These shall meet annually at the time of the fall meeting of ASOR or at such time that the body itself may designate. They shall elect representatives to the Board of Trustees as specified in Article III, Section 2. These meetings shall be chaired by the President of the Corporation.

Section 3. Special meetings of the members of the Corporation may be called at any time by either A) the Chair of the Board and the President or B) a majority of the Board of Trustees. Due and timely notice (ten [10] days in advance) of said meetings shall be given by the Secretary of the Corporation or by any other officer in the event the Secretary is unwilling or unable to do so. Notice of the special meeting shall include agenda item(s), and only items on that agenda may be discussed or acted upon.

Section 4. At all meetings of the Corporation, each representative identified above as a voting member shall have one (1) vote. Unless otherwise specifically provided, twenty percent (20%) of the Institutional Members (i.e. Founding, Consortium, Advisory, Heritage, and Overseas

Centers members; hereafter referred to simply as Institutional Members) and five percent (5%) of all Voting Members (Article II, Section 1) shall constitute a quorum for transacting any business. A majority vote of the members present shall be necessary for the adoption of any matter voted upon.

Section 5. The President, in consultation with the Executive Director, shall set the agenda for the Annual Meeting of the Corporation (Section 2) and the proposed agenda shall be presented for adoption or emendation at the start of the Annual Meeting of the Corporation.

ARTICLE III: BOARD OF TRUSTEES

Section 1. The affairs of the Corporation shall be managed by a governing board which is herein referred to as the “Board of Trustees,” and which shall have and may exercise all the powers of the Corporation. The word “Trustee” or “Trustees” refers to a member or members of the governing Board entitled to vote at meetings thereof.

Section 2. The Board of Trustees shall consist of ~~six (6) nine (9)~~ Term Trustees elected at the Annual Meeting of the Corporation by the Institutional members (Article II, Section 1, A-E); ~~six (6) nine (9)~~ Term Trustees elected by all Voting Members (Article II, Section 1); up to twelve (12) Term Trustees elected by the Board of Trustees; ~~one Trustee from each of the Founding Members: AIA, SBL and AOS;~~ and one Trustee each from the Overseas Centers: AIAR, ACOR, and CAARI. In addition to this number are the Chair, ~~Vice Chair(s)~~, President, Past President, Vice President(s), Secretary and Treasurer who serve as ex-officio voting Trustees during their terms of office. Any Life Trustees who may have been elected by the Board of Trustees are additional to those specified above. The adoption of these Bylaws shall not have the effect of shortening the term of any incumbent Trustee.

Section 3. These Trustees, upon appointment, shall take up their responsibilities at the beginning of the next calendar year on January 1, unless an earlier start date is specified by the Board. The term for all Trustees will be three (3) years, and Trustees may stand for re-election. Term Trustees shall be divided into three (3) classes according to the dates on which the terms of such Term Trustees expire. At the Annual Meeting of the Corporation, ~~four (4) six (6)~~ Term Trustees (~~two three~~ from Individual [Professional and Contributing] members and ~~two three~~ from Institutional members) shall be elected in due process on the presentation of a slate by the Nominations Committee. Separate ballots will be used for the vote by Institutional members and for the vote by all voting members (Article II, Section 1). The Board of Trustees may from time to time elect one (1) or more persons who shall have formerly served as Trustees and whose terms shall have expired, to serve as a Life Trustee for the period of his or her life. Election as a Life Trustee shall be in recognition of distinguished service to the Corporation, and there shall be no minimum or maximum number of Life Trustees.

Section 4. Any Trustee may resign by giving notice in writing to the Chair of the Board (or, in the absence of the Chair of the Board, to the President; or, in the absence of the Chair of the Board and President, to the Vice President(s), or to the Secretary. The Board of Trustees shall have the power to fill any vacancy in the Board of Trustees for the remainder of the unexpired term.

Section 5. During each fiscal year of the Corporation, the Board of Trustees shall hold at least one (1) regular meeting. The President, in consultation with the Executive Director, shall set the time and place of the meeting of the Board of Trustees, except as specified in Section 6 below.

Section 6. Special meetings of the Board of Trustees may be called by or at the request of any of the following: A) the Chair of the Board; B) the President; or C) a majority of all voting members of the Board of Trustees. The person or persons authorized to call special meetings of the Board may fix any place in the United States, either within or without the District of Columbia, as the place for holding any such meeting of the Board. Ten (10) days written notice shall be given for all special Board meetings, and only those items included in said notice shall be discussed or acted upon at a special meeting.

Section 7. One-third (1/3) of the voting members of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board. Except as otherwise set forth below, at any duly convened meeting of the Board of Trustees at which a quorum is present, the affirmative vote of a majority of the members of the Board present and voting on any question shall be necessary for the adoption of any matter voted upon by the Board, provided, however, that in all cases where a quorum, but less than one-half (1/2) of the Board shall be 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 members of the Board present and voting on such matter. Trustees may not vote by proxy, but may vote upon a matter specified in the notice of a meeting by means of a written consent thereto or dissent therefrom delivered to the Secretary no less than twenty-four (24) hours before the time of meeting set forth in such notice, such written consent or dissent to be included for the purpose of determining the presence of a quorum for the consideration of such matter. Attendance by a Trustee at any meeting shall constitute a waiver of notice of such meeting unless such attendance is expressly for the sole purpose of objecting to the transaction of business because the meeting is not lawfully called or convened, or because the notice required by Article IX, Section 7, of these Bylaws was not given or was deficient.

Section 8. Whenever members of the Board of Trustees are 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 or sent via Email by three-fourths (3/4) of all the voting members of the Board of Trustees.

Section 9. The Board of Trustees shall appoint one member of the Corporation to serve as Chair of the Board for a term of three years (or for a shorter period, if appropriate). The Chair of the Board may or may not be selected from among the Trustees, as the Board of Trustees may determine.

Section 10. The Board of Trustees may appoint one (1) or more Trustees to serve as Vice Chair(s) of the Board for a term of three years (or for a shorter period, if appropriate) to assist the Chair and to perform such duties as the Chair may designate or the Board may prescribe. If appointed, the Vice Chair(s) will be considered an officer(s) of the Corporation and voting member(s) of the Executive Committee. In the absence of the Chair, the Vice Chair (or, if there are more than one [1]), the Vice Chair so designated by the President) shall preside at meetings of the Board of Trustees and of the Executive Committee of the Board, and shall perform such other duties of the Chair as the Chair or the President or the Board may require.

Section 11. Secretary and Treasurer. The Board of Trustees shall elect from among the current Term Trustees a Secretary and a Treasurer with terms and responsibilities set forth in Article IV, Sections 9-10.

ARTICLE IV: OFFICERS

Section 1. The officers of the Corporation shall include a Board Chair, a President, a Past President, ~~one (1) or more a~~ Vice President(s) ~~(the number thereof to be determined by the Board of Trustees)~~, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The current officers of the Corporation and the dates upon which the current terms of such officers shall expire are set forth on Schedule D annexed hereto; the adoption of these Bylaws shall not have the effect of shortening the term of any incumbent officer of the Corporation. The Board of Trustees may elect such other officers, including an Assistant Secretary and an Assistant Treasurer, as it shall deem desirable, such officers to have the authority to perform the duties prescribed from time to time by the Board of Trustees.

Section 2. The term of office of each officer of the Corporation shall begin on January 1 of the year following his or her election (unless the Board shall designate an earlier start date), and shall extend for three (3) years. Except as provided in Article ~~VIII IX~~, no person serving as President, Past President, or Vice President(s) of the Corporation may serve in such office for more than two (2) consecutive terms. As the terms of the incumbent officers of the Corporation expire, new Officers of the Corporation shall be proposed by the 'Officers Nominations Committee' (Article IV, Section 5), who shall put out a general call for candidates and vet those candidates, and shall be elected by the Board of Trustees at a regular meeting of the Board of Trustees. (Write-in candidates shall be permitted if thirty days notice is given to the Board.) If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Trustees. Each officer shall hold office until his or her successor shall have been duly elected and qualified.

Section 3. Any officer elected by the Board of Trustees may be removed only by a two-thirds (2/3) vote by paper ballot of the entire Board of Trustees whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Trustees for the unexpired portion of the term.

Section 5. Chair of the Board.

The Chair of the Board shall preside at all meetings of the Board of Trustees and of the Executive Committee of the board. The Chair of the Board shall choose a committee of five (5) Trustees as a standing 'Officers Nominations Committee' to recommend to the Board qualified candidates for election to the offices of President, Vice President(s), Secretary, Treasurer, and Trustee. The Chair of the Board shall also perform such other services and duties related to the general supervision and control of the business and affairs of the Corporation not otherwise prescribed to the President in Article IV, Section 6, as the Board of Trustees may from time to time request or prescribe, such as the supervision of capital projects and raising of funds.

Section 6. The President

A. Functions of the President. As chief executive officer of the Corporation, the President shall work with the Executive Director to develop programs and shall generally supervise the Executive Director, subject to the control and approval of the Board of Trustees. He shall be answerable to the Board and the Executive Committee for his actions. The President, in consultation with the other officers, shall formally appoint all members of standing committees, except for the members of the Executive (Article V, Sections 1-2), Finance and Development (Article V, Section 3) Committees. If there is no current Executive Director, the President, in consultation with the Executive Committee, shall be directly responsible for the supervision of the activities of all administrative staff. The President may choose to designate another member of the Executive Committee to perform this task if there is no Executive Director. The President shall preside at all meetings of the Corporation. The President may sign, with the Secretary or any other designated officer of the Corporation authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Trustees.

B. Succession of the President.

In the event that the President resigns, is removed from office by vote of the Board of Trustees, or is otherwise unable or unwilling to discharge his or her duties, a quorum of the Executive Committee will appoint an individual to fulfill the duties of President until the Board of Trustees elects and qualifies a new President. During the time he or she shall serve, the individual temporarily acting as President shall have all the powers of and be subject to all the restrictions upon the President.

Section 7. The Past President.

The Past President serves to provide ongoing continuity via counsel to the President, Executive Director, and Board of Trustees, and shall perform such other duties as the Board of Trustees may from time to time prescribe. The Past President remains in office until the term(s) of an immediate successor are completed or otherwise terminated. Should the Past President him or herself choose to resign, the post will remain vacant until the next presidential change of office.

Section 8. The Vice President(s).

The 'Officers Nominations Committee' (Article IV, Section 5) shall work with the Board Chair to select a slate of candidates for the position. ~~Vice Presidents, who shall then be proposed to the Board for election to their positions. Each Vice President shall have the following duties:~~

~~A. The Vice President for Programs shall chair the Programs Committee and oversee its subcommittees, including but not limited to the Annual Meeting Program, Outreach, Education, Lectures, and Regional Societies committees.~~

~~B. The Vice President for Membership shall chair the Membership Committee and oversee its subcommittees.~~

~~C. The Vice President for Archaeological Research and Policy shall chair the Archaeological Research and Policy Committee and oversee its subcommittees.~~

~~D. The Vice President for Development shall Chair the Development Committee and oversee its subcommittees.~~

~~E. The Vice President for Publications shall Chair the Publications Committee and oversee its subcommittees.~~

~~F. In addition, †The Vice President's primary responsibility will be to Chair the Chairs Coordinating Council.~~ The Vice Presidents shall also perform such additional duties ~~such~~ as the Board of Trustees, the Executive Committee, the President, or the Board Chair may from time to time prescribe. In the event that both the President and Chair of the Board are unable to be present to discharge the duties of the President, ~~one of~~ the Vice Presidents shall perform the duties of the President, subject to the strictures listed in Section 6, above.

Section 9. The Treasurer.

The Treasurer may have and exercise the following power and duties, subject to the approval of the Trustees: the Treasurer shall Chair the Finance Committee and will work with the Executive Director to oversee the annual budget approved by the Trustees to guarantee that expenditures do not exceed the budgeted amounts and, if income does not meet the budgeted amounts, to readjust, subject to approval of the Board of Trustees and in consultation with the President, budgets during the fiscal year; the Treasurer may select an Assistant Treasurer to act as comptroller of the Corporation; the Treasurer will have the custody and safe-keeping of securities and cash belonging to the Corporation, with power to receipt for the same and to endorse for deposit all checks payable to the Corporation or to the Treasurer; the investment and re-investment of funds belonging to the Corporation, subject to the direction of the Trustees or the Investment Committee; the disbursement of income under the direction of the Trustees, or with the written approval of the Treasurer and the President; and the keeping of books of account, and rendering statements no less frequently than annually upon the request of the Membership, Trustees, or Executive Committee, setting forth the condition of the funds of the Corporation and the receipts and disbursements since the date of the preceding statement. Subject to the approval and direction of the Executive Committee, the Treasurer and the Assistant Treasurer, if any, may delegate such of the above functions as deemed appropriate to a trust company or other similar financial institution authorized and empowered to perform such functions. If required by the Board of Trustees, 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 of Trustees shall determine.

Section 10. The Secretary.

The Secretary shall keep the minutes of the meetings of the Members of the Corporation, the Executive Committee of the Board of Trustees and the Board of Trustees in both electronic and hard copy form; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the Corporation records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; and in general perform all duties incident to the office of Secretary

and such other duties as from time to time may be assigned to him or her by the President or by the Board of Trustees. The Assistant Secretary, if any, shall perform such duties as shall be assigned to him or her by the Secretary or by the President or by the Board of Trustees.

Section 11. Any officer may resign by giving notice in writing to the Chair of the Board, the President (or the person acting in his or her place), or the Secretary. The President resigns to the Chair of the Board.

ARTICLE V: COMMITTEES

Section 1.A. The Board of Trustees shall designate and appoint an Executive Committee, which shall be chaired by the Chair of the Board and which shall consist of the Chair of the Board, the President, the Past President, the Vice President(s), the Treasurer, the Secretary, and two (2) or three (3) other Trustees appointed by the Board Chair. Subject to the approval of the Board of Trustees, such Executive Committee shall have and may exercise the authority of the Board of Trustees in the management of the Corporation between the regular meetings of the Board of Trustees, except that such Executive Committee shall not have the authority of the Board of Trustees in reference to amending the Articles of Incorporation; restating the Articles of Incorporation; amending, altering, or repealing the Bylaws; electing, appointing, or removing any member of the Executive Committee or any Trustee or officer of the Corporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Trustees which by designation and appointment of such Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed by law upon it, him, or her.

Section-1.B2. In exceptional circumstances, such as in the event the Executive Directorship is vacant, the Executive Committee may designate and appoint a Management Committee, which shall normally consist of the Chair of the Board, the President, and two additional members selected at large from the members of the Executive Committee.— Like the Executive Committee, the Management Committee shall not have the authority of the Board of Trustees in reference to amending the Articles of Incorporation; restating the Articles of Incorporation; amending, altering, or repealing the Bylaws; electing, appointing, or removing any member of the Executive Committee or any Trustee or Officer of the Corporation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Trustees; or operate to relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed by law upon it, him, or her.

Section 2. The Board of Trustees shall designate and appoint a Chairs Coordinating Council. The Chairs Coordinating Council shall be responsible for coordinating implementation of the activities and programs of the standing program committees, particularly as they concern the

allocation of resources, jurisdictional issues, and the application of ethical policies and professional standards. The Chairs Coordinating Council will be chaired by the Vice President, and shall include the chairs of all the standing program committees, the President (*ex officio*), the Executive Director (*ex officio nv*), and representatives from the three affiliated overseas centers. The Chairs Coordinating Council shall report to the Executive Committee and the Board of Trustees.

Section 3. Other committees not having and exercising the authority of the Board of Trustees in the management of the Corporation may be appointed in such manner as may be designated by a resolution adopted by the Trustees. Without limiting the foregoing:

A. The Chair of the Board shall appoint, in consultation with the Treasurer, three (3) to ~~seven~~ (7) five (5) Trustees, in addition to the Treasurer, Executive Director (non-voting), the Chair of the Program Committee, the Chair of Publications, and the President, to serve as a Finance Committee. This committee advises the Executive Committee on matters related to the financial management of the Corporation and supervision of bids for the annual audit, supervises the investments of the Corporation's funds, and oversees the preparation of the annual budget and monitor compliance with the final budget approved by the Trustees to assure that expenditures do not exceed budgeted amounts.

B. The Chair of the Board shall appoint, in consultation with the Treasurer, President, and the ~~Vice President~~ Chair for Development, five (5) or more Trustees to act as a Development Committee, ~~to be chaired by said Vice President.~~ The President shall be a voting ex-officio member and the Executive Director shall be a non-voting member. The Committee will be responsible for making recommendations to the Executive Committee and the Board regarding Development matters.

C. The President and the Board of Trustees shall appoint, in consultation with the Board Chair, the Executive Committee, and the ~~Chair Vice President~~ for Programs, a Programs Committee, ~~to be chaired by said Vice President.~~ The President shall be a voting ex-officio member and the Executive Director shall be a non-voting ex-officio member. The Committee will be responsible for overseeing the annual meeting program, activities of its various subcommittees as well as for making recommendations to the Executive Committee and the Board regarding matters dealing with ASOR programs relating to the annual meeting.

D. The President and the Board of Trustees shall appoint, in consultation with the Board Chair, the Executive Committee, and the ~~Vice President~~ Chair for Membership, a Membership Committee, ~~to be chaired by said Vice President.~~ The President shall be a voting ex-officio member and the Executive Director shall be a non-voting ex-officio member. The Committee will be responsible for making recommendations to the Executive Committee and the Board regarding matters dealing with ASOR membership.

E. The President and the Board of Trustees shall appoint, in consultation with the Board Chair, the Executive Committee, and the ~~Vice President~~ Chair for Publications, a Publications Committee, ~~to be chaired by said Vice President.~~ The President shall be a voting ex-officio member and the Executive Director shall be a non-voting ex-officio member. The Committee will be responsible for making recommendations to the Executive Committee and the Board regarding matters dealing with ASOR publications.

F. The President and the Board of Trustees shall appoint, in consultation with the Board Chair, the Executive Committee, and the ~~Vice President~~Chair for Archaeological Research and Policy, an Archaeological Research and Policy Committee, ~~to be chaired by said Vice President~~. The President shall be a voting ex-officio member and the Executive Director shall be a non-voting ex-officio member. The Committee will be responsible for the awarding of relevant scholarships and travel money to ASOR members. It will also be responsible for debating and discussing matters of archaeological research and policy and for making recommendations to the Executive Committee or the Board concerning said matters.

Section 4. Unless otherwise provided for in the Bylaws or by a resolution of the Board of Trustees, each member of a committee shall continue as such until the next regular meeting of the Board of Trustees and until his or her successor is appointed unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

~~**Section 5.** Unless otherwise provided for in the Bylaws or by a resolution of the Board of Trustees, one (1) member of each committee shall be appointed to chair such committee by the person or persons authorized to appoint the members thereof.~~

Replace with:

The President shall appoint a standing 'Chairs Nominations Committee' to recommend to the Board qualified candidates for the Chair of each program standing committee. The Chairs Nominations Committee normally shall include the Vice President and at least two members of the Chairs Coordinating Council, each appointed for rotating, two year terms. The Chairs Nominations Committee shall work closely with each respective standing program committee to identify qualified candidates for the Chair of that particular committee.

Section 6. Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointments.

Section 7. 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 concerning the presence of a quorum and the number of votes required for action shall be the rules which govern the committee as if the name of the committee were substituted in Article III, Section 7, hereof, for the word or words "Board of Trustees" or "Board" wherever they appear therein.

Section 8. No committee may adopt rules for its own governance which are inconsistent with these Bylaws or with rules adopted by the Board of Trustees.

ARTICLE VI: EXECUTIVE DIRECTOR

Section 1. The President, in consultation with the Executive Committee, shall establish a search committee to nominate an Executive Director, to be approved by the Board, to implement the policies and directives of the Board and to serve as full-time manager of the headquarters office, which is the focal point for administration of ASOR activities.

Section 2. The Executive Director shall report to the Executive Committee and serve as a non-voting member of the ASOR Board and appropriate committees. The Executive Director is responsible for ensuring proper management of ASOR business and resources, including

development of the annual budget, supervision and oversight of all ASOR staff, and shall serve as key resource and liaison for activities of the ASOR Board and its committees and affiliated overseas centers, as well as general membership and cooperating entities.

Section 3. Terms and Conditions of Employment:

The Executive Director shall serve under contract to ASOR and under the general direction of the Executive Committee as full-time Chief Operating Officer for a period of not less than three years, subject to renewal. If the Executive Director is unable to fulfill his or her duties for whatever reason, the President, in consultation with the Executive Committee, is authorized to appoint a temporary Executive Director, until such time as a proper search can be undertaken and a new Executive Director appointed.

There shall be a periodic review of this position and annual reviews of the performance of the Executive Director by the Executive Committee with potential adjustment in the budget and personal assignments. There being an incumbent Executive Director, a renewal of employment (beyond the initial three [3] year period) can be made on recommendation by the Executive Committee, consistent with the approved budget for administration.

Section 4: Responsibilities of the Executive Director

A. General:

1. The Executive Director shall serve under contract and work in concert with and under the direction of the Executive Committee to implement Board-approved policies and established aims of ASOR.
2. The Executive Director shall directly supervise and oversee all ASOR professional staff. The Executive Director (in consultation with the Executive Committee) shall have the authority to hire and dismiss staff.
3. The Executive Director shall serve as a non-voting member of the ASOR Board and work closely with the President of ASOR, maintaining relations with Board officers and committee chairs, institutional and general membership, and affiliated overseas centers to assure smooth, coordinated operations of ASOR.

B. The Executive Director shall set up and oversee the ASOR headquarters office, supervise staff and serve as the organization's Chief Operating Officer in compliance with established functions of the ASOR headquarters. Specifically to:

1. Ensure policies and procedures of proper fiscal and financial management are in place and in effect for the headquarters office and provide guidance on their implementation by others operating under contract of agreement with ASOR.
2. Provide general support for the Board and officers of ASOR, including overseeing the preparation of the annual budget and periodic financial/fiscal documents, special reports and materials, meeting agendas, arranging meetings and consultations, and keeping members advised of Board-related activities and decisions.
3. Oversee the co-ordination of public relations and information including assistance with joint activities of ASOR and affiliated overseas centers. Duties include serving as liaison between and among the ASOR memberships, committees and Board; processing announcements and

responses for grants and fellowships; organizing conferences and seminars; and maintaining communication within ASOR and contacts with other institutions and organizations.

4. Work closely with relevant committees, assisting the processes of raising funds, organizing and publicizing events, and initiating support from public and private sources.

ARTICLE VII: INDEMNIFICATION

Section 1. The Corporation does hereby indemnify to the maximum extent legally permissible each Trustee and officer and former Trustee and officer of the Corporation, and each individual who served at its request as a director, officer or trustee of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with or arising out of any threatened, pending or completed claim, action, suit, proceeding, issue or matter of whatever nature, whether civil, criminal, legislative, administrative or investigative, in which he or she may be involved as a party or otherwise by reason of his or her being or having been such Trustee or officer.

Section 2. This indemnification includes amounts paid or incurred in connection with reasonable settlements if made with a view to the curtailment of the costs of litigation.

Section 3. This indemnification includes amounts paid or incurred in connection with acts of negligence, whether liability on the part of such Trustee, director, officer or trustee exists as to the Corporation, its Trustees, officers, agents, or employees or as to third parties, including creditors.

Section 4. This indemnification also extends to any criminal action, suite, investigation or proceeding, provided that the same shall be dismissed against such Trustee or officer or that he or she shall have been found not guilty. Such indemnification likewise extends to a criminal action, suit, investigation or proceeding that is terminated by a plea of *nolo contendere*, or its equivalent, to a charge of misdemeanor, provided that the conduct complained of on the part of the Trustee or officer was done in good faith and with the belief that it was in the best interest of the Corporation and on the reasonable assumption of its legality.

Section 5. No such reimbursement or indemnification shall relate to any expense incurred in connection with any matter as to which such Trustee or officer has been adjudged to be liable for gross negligence or misconduct in the performance of his or her duty to the Corporation, exclusive of issues or matters not related to the conduct on which the judgment was based, unless and only to the extent that the court in which the action or suit was brought shall determine that despite such adjudication of liability and in view of all the circumstances of the case, such Trustee or officer is fairly and reasonably entitled to indemnification for those expenses that the court shall deem proper.

Section 6. The indemnification provided by this Bylaw shall not be deemed exclusive of any other rights which such Trustee or officer may have under any agreement, vote of the Board of Trustees or otherwise.

Section 7. No indemnification shall be made under this Article VII if such indemnification would result in any liability for tax under chapter 42 of the Internal Revenue Code of 1986.

Section 8. Every provision of this Article VII is intended to be severable, and if any term or provision is invalid for any reason whatsoever, such invalidity shall not affect the validity of the remainder of this Article VII.

ARTICLE VIII: THE AFFILIATED OVERSEAS CENTERS

Section 1. The Affiliated Overseas Centers of the Corporation, those that are separately incorporated, currently are: The William Foxwell Albright Institute of Archaeological Research in Jerusalem, Inc.; The American Center of Oriental Research in Amman, Inc.; and The Cyprus American Archaeological Research Institute, Inc. The Baghdad Committee for the Baghdad School and the Damascus Committee are currently sponsored directly by ASOR.

Section 2. The Overseas Centers whose primary objectives conform to the stated purpose of ASOR in its Articles of Incorporation may, upon application, become Affiliated Overseas Centers by a two-thirds (2/3) vote of the Membership of the Corporation.

Section 3. The mutual responsibilities of the Corporation to the Affiliated Overseas Centers and of the Affiliated Overseas Centers to the Corporation, not set out in their respective Articles of Incorporation or Bylaws, and any serious disputes arising between the Board of Trustees and the Boards of any of the Affiliated Overseas Centers regarding the fulfillment of those responsibilities or regarding the structure of their relations shall be resolved in the following manner: A committee of six (6) persons, three (3) representing each party, shall be formed to arbitrate the differences: the President, the Chair of the Board, and a Trustee elected by each governing board. In the event of a vacancy in the offices of President or Chair of the Board, the place shall be filled by an election of a Trustee. This committee shall meet within ninety (90) days of the call for arbitration, and shall earnestly attempt to resolve the issue.

A vote of at least four (4) members of the committee is necessary to pass any resolution. Any resolution passed will be submitted promptly to the Boards of the Corporation and of the Affiliated Overseas Center, and shall be binding unless the resolution is vetoed by a majority vote of the Board of Trustees of the Corporation or Affiliated Overseas Center.

ARTICLE IX: TERM OF OFFICE

Section 1. Extension by Executive Committee. Notwithstanding any other provision of these Bylaws, the Executive Committee of the Board of Trustees may extend the term of office of any officer of the Corporation as the Executive Committee deems necessary or appropriate and in the best interests of the Corporation.

ARTICLE X: MISCELLANEOUS

Section 1. The fiscal year of the Corporation shall begin on July 1, and terminate on June 30.

Section 2. No debt shall be contracted or liability incurred or contract made by or on behalf of the Corporation or any affiliate thereof, other than in the ordinary course of business by any officer or agent thereof unless the same shall have been authorized by the Board of Trustees or by the Executive Committee.

Section 3. The Trustees shall, as appropriate, make annual appropriations to carry on the work of the Corporation's affiliates.

Section 4. Moneys contributed to the Corporation for building purposes shall constitute a separate fund, and shall not be expended except pursuant to a resolution adopted by the Trustees upon the recommendation of the Executive Committee.

Section 5. Moneys contributed to the Corporation for endowment shall constitute a permanent fund to be invested by the Treasurer under the terms of Article IV, Section 8, and only the income thereof shall be expended for the purposes of the Corporation. "Income" and "principal" are defined by the Probates, Estates, and Fiduciary Code of the District of Columbia.

Section 6. The seal, an impression of which is affixed hereto, is adopted and approved as the seal of the Corporation.

Section 7. These Bylaws may be amended at any meeting of the Trustees, but only by a Trustee and when twenty (20) days written (including electronic) notice of the text of a proposed amendment has been mailed or delivered/distributed to each member of the Board.