

## **ASOR BYLAWS**

### **ARTICLE I: OFFICES**

**Section 1.** The American Schools of Oriental Research (ASOR) shall be constituted as a



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

**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

**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

ut 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)

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



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.**



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~~

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



**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

**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.