

AMERICAN SCHOOL OF ORIENTAL RESEARCH

NOW, THEREFORE, be it

RESOLVED, that the Bylaws of the Corporation be amended to incorporate the following provisions:

INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER PERSONS.

Section 1. Directors' Personal Liability for Monetary Damages and Standard of Care. The directors of the corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action unless the director has breached or failed to perform the duties of his office according to the standards set forth in this Section 1 and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this Section relating to the personal liability of directors for

monetary damages shall not apply to the responsibility or liability of a director pursuant to any criminal statute or the liability

(2) Counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person.

(3) A committee of the board upon which he does not serve, duly designated in accordance with law, or so believed to be by the director, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

A director shall not be considered to be acting in good faith if he has knowledge concerning the matters

under a recognized duty to another to do, knowing or having
reason to know that the act or omission created a substantial
risk of actual harm to the person or property of another. It
is sufficient to impose liability to establish only that

Section 7. Insurance. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another

~~entity, partnership, joint venture, trust or other enter-~~

TERM OF OFFICE.

Section 1. Extension by Executive Committee. Notwithstanding any other provision of these Bylaws, the Executive Committee of the corporation 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.

ARTICLES OF AMENDMENT
to the

of
AMERICAN SCHOOLS OF ORIENTAL RESEARCH

To: The Recorder of Deeds, D.C.
Washington, D.C.

"FOURTH: The Corporation shall have two classes of members: Corporate Members and Individual Members. Each Corporate Member shall be entitled to one vote on all matters which are required or permitted to be submitted to the membership including to the extent provided in the By-laws

of the Corporation, the election or appointment of trustees of the Corporation. Individual Members shall have no right to vote.

Except as may otherwise be provided in these Articles

of Incorporation, the manner of election or appointment of the trustees of the Corporation shall be prescribed by the

Any qualifications and any rights, liabilities and

authorized and approved by the Board of Directors of the Corporation.

contributions in furtherance of the purposes of the Corporation.

Article THIRD hereof. No substantial part of the activities of the Corporation shall be

