

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

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.

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

4. The Corporation is authorized to establish and maintain a committee to advise the Corporation

the Corporation. The word "Trustee" or "Trustees" refers to a member or members of the

Section 2. The Board of Trustees shall consist of nine (9) Term Trustees elected at the Annual Meeting of the Corporation by the Institutional members (Article II, Section 1, A-E); 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;

Section 5 During each fiscal year of the Corporation, the Board of Trustees shall hold at least

one (1) regular meeting. The ~~Management Committee~~ President, in consultation with the

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

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 shall be selected from among the Trustees by the Board of Trustees.~~

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

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 vote those

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

~~Committees~~ (Article V, Section 3) Committees. If there is no current Executive Director, the President, in consultation with the ~~Management and Executive Committees~~, shall be directly responsible for the supervision of the activities of all administrative staff. The President may choose to designate another member of the ~~Management Executive~~ 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

subcommittees, including but not limited to the Annual Meeting Program, Outreach, Education, Lectures, and Regional Societies committees.

D. The Vice President for Membership shall chair the Membership Committee and oversee

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 the Investment
Committee may deem 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 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

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

for making recommendations to the Executive Committee and the Board regarding matters dealing with ASOR membership.

1. The President and the Board of Trustees shall appoint, in consultation with the Board Chair,

Section 7. Unless otherwise provided in a resolution of the Board of Trustees establishing a

if necessary the number of trustees provided for section shall be the number of trustees provided for in section 4.

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 ~~Management Executive~~ 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 ~~Management Executive Committee~~) shall have the

3. The Executive Director shall serve as a non-voting member of the ASOR Board and work

Section 1 The Corporation does hereby indemnify to the maximum extent legally permissible

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

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

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