

ASOR BYLAWS
Adopted by the ASOR Board of Trustees on April 30, 2011

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 **seven (7)** types of members

Members vote to elect two (2) Individual Professional Member Representatives each year to serve for three year terms on the Board of Trustees (a total of six (6) seats).

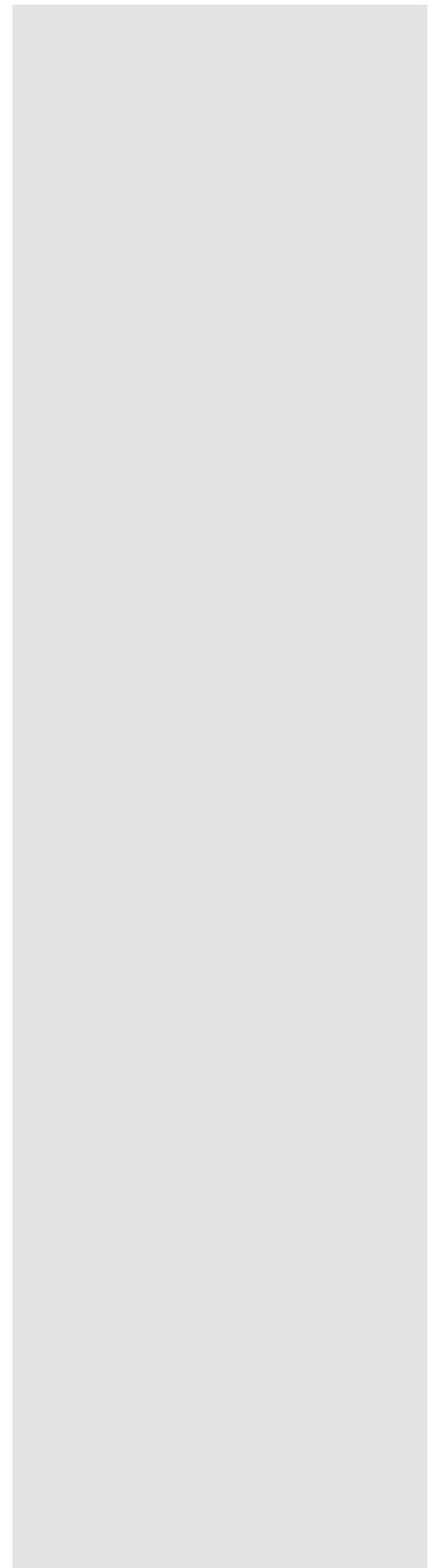
E. Individual Contributing Members. Individual contributing members are those persons who

the Corporation. The word "Trustee" or "Trustees" refers to a member or members of the governing Board entitled to vote at meetings thereof.

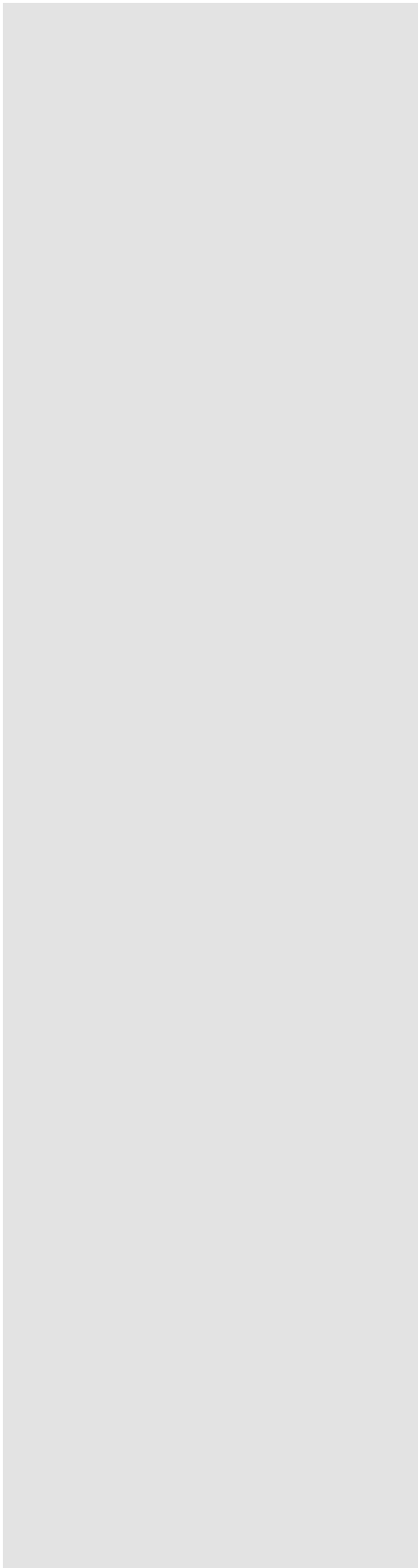
Section 2. The Board of Trustees shall consist of six (6) Term Trustees elected at the Annual Meeting of the Corporation by the Institutional members (Article II, Section 1, A-E); six (6) Term Trustees elected by all Voting Members (Article II, Section 1); up to twelve (12) Term Trustees elected by the Board of Trustees; and one Trustee each from the Overseas Centers: AIAR, ACOR, and CAARI. In addition to this number are the Chair, President, Past President, Vice President, 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,

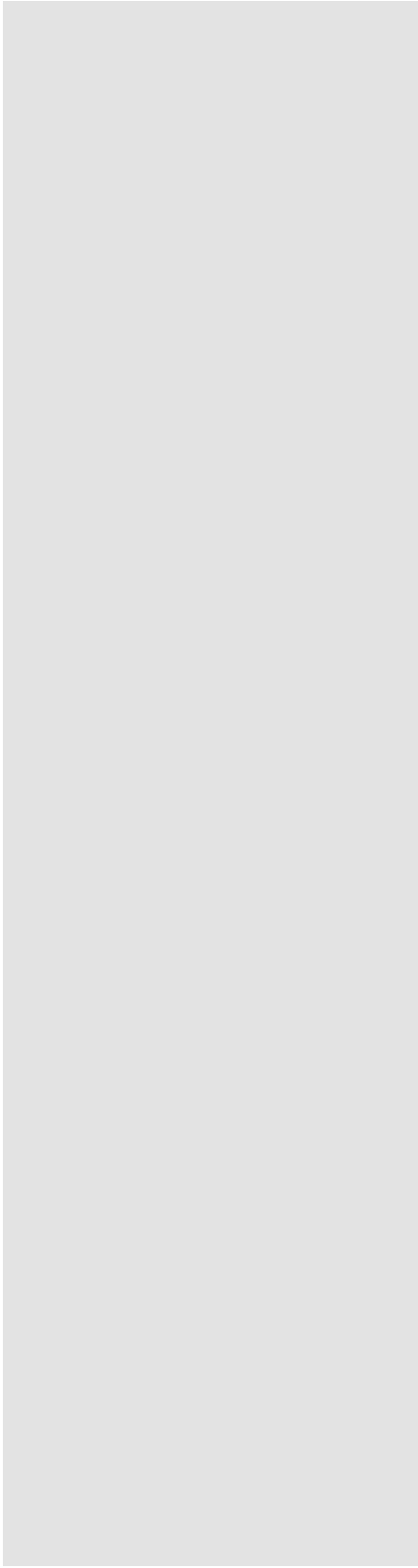
members of the Board of Trustees. The person or persons authorized to call special meetings of the Board may fix any place in the United States, either within or without the District of



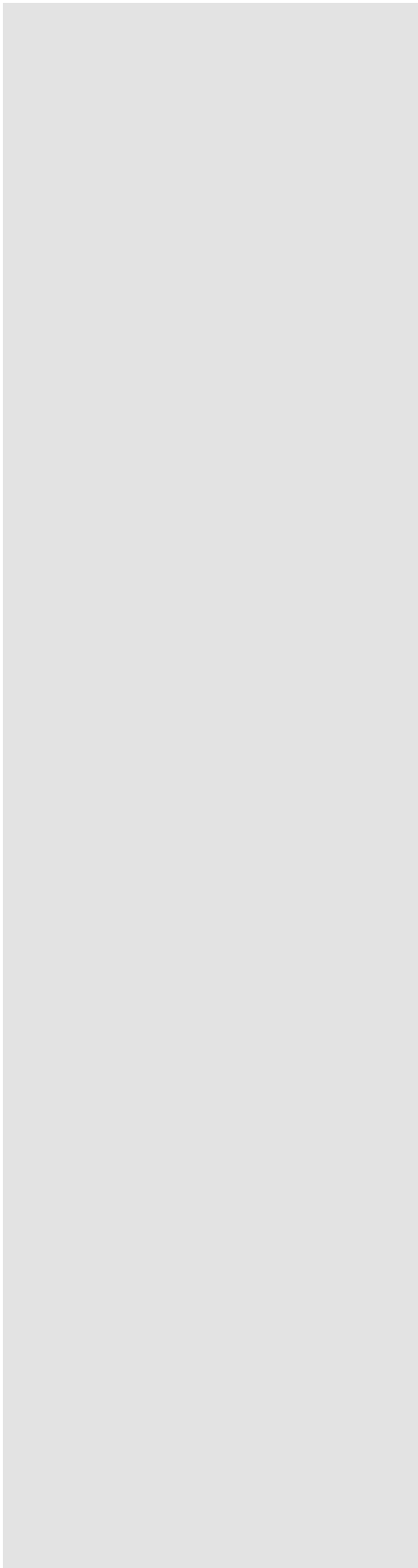
Section 1.

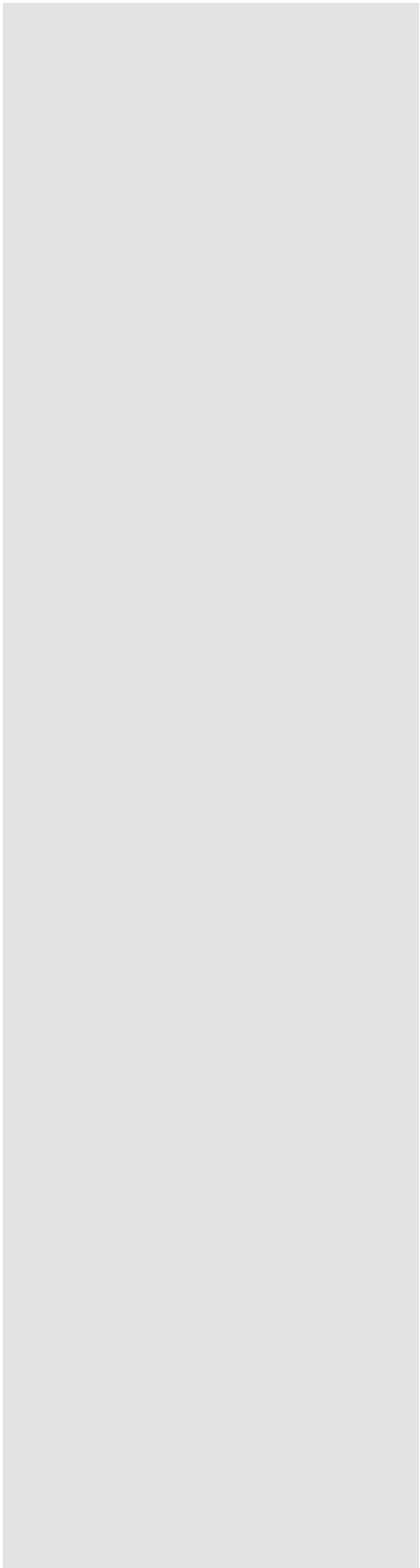


committees, except for the members of the Executive (Article V, Sections 1-2), Finance and



Section 9. The Treasurer.





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 Chair for Development, five (5) or more Trustees to act as a Development Committee. 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 for Programs, a Programs Committee. 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, as well as for making recommendations to the Executive Committee and the Board regarding matters 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 Chair for Membership, a Membership Committee. 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 Chair for Publications, a Publications Committee. 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 Chair for Archaeological Research and Policy, an Archaeological Research and Policy Committee. 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.

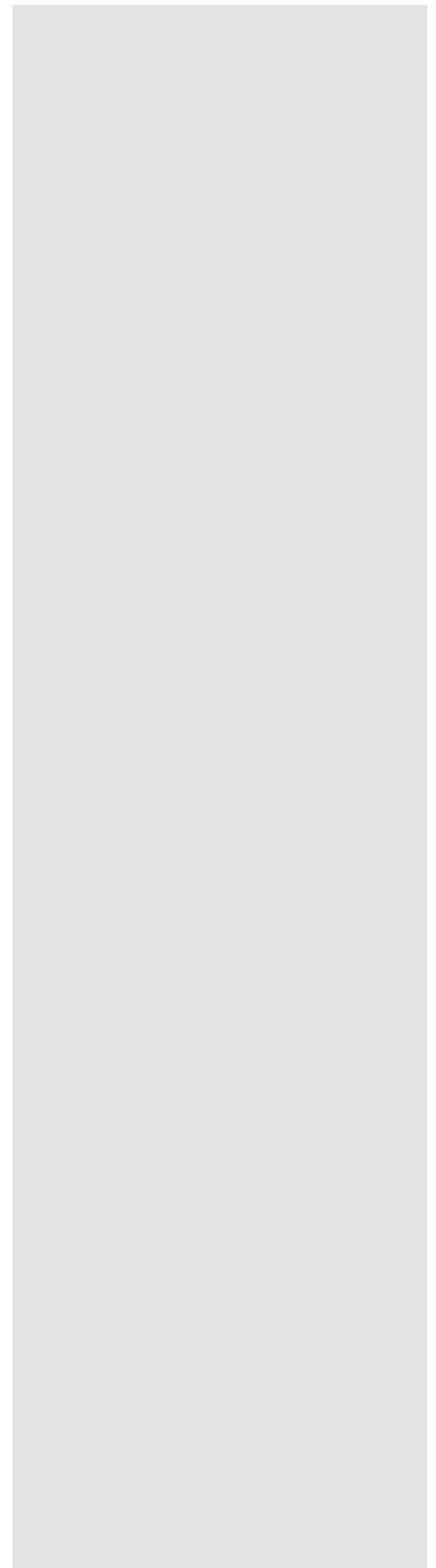
Section 4. Unless otherwise provided for in the Bylaws or by a resolution of the Board of Trustees, each member of a committee shall continue as such until the next regular meeting of the Board of Trustees and until his or her successor is appointed unless the committee shall be sooner terminated, or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

Section 5. 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

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Chairs Nominations Committee shall work closely with each respective standing program



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 coordination of public relations and information including assistance with joint activities of ASOR and affiliated overseas centers. Duties include serving as liaison between and

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 of proceeding that is terminated by a plea of *nolo contendere*, or its

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.