

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 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.

F. 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

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

The officers of the Corporation shall include a Board Chair, a President, a Past President, a Vice President, 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 here

The Treasurer.

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Chairs Nominations Committee shall work closely with each respective standing program committee to identify qualified candidates for the Chair of that particular committee.

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.

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.

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

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.

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.

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 -172.10 0.2 0 1 Tf () 05.5 (ul) 0Tf () 052 (

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

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 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.

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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.

Extension by Executive Committee. Notwithstanding any other provision of these