

Note: these bylaws were amended by the ASOR Board of Trustees on [redacted] . Earlier versions of the bylaws are found below at the bottom of this page.

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.

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 shall be filed with the District of Columbia Secretary of State. (Pr) 4 (o) 1 (f) 3 (i) 5 (t) 5 () 5 (C) -2 (o) 1 (r) 6Tc 41 0(h)2 (c)() 6 ((r)6T81 0 0 415:

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-Voting members have no vote in the Corporation. Individual Non-Voting members receive Member privileges as designated from time to time by the Board of Trustees.

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 the Corporation in recognition of distinguished attainments or service to the Corporation, or to the cause of archaeological research and kindred fields. Honorary members vote as members of the Corporation meeting or in member-wide ballots conducted electronically and receive Member privileges as designated from time to time by the Board of Trustees.

The Corporation is the plenary body of ASOR and is composed of the various members listed above (Article II, Section 1, A-G). These shall meet annually at the time of the fall meeting of ASOR or at such time that the body itself may designate. They shall elect representatives to the Board of Trustees by electronic ballot as specified in Article III, Section 2. These meetings shall be chaired by the ASOR President.

Special meetings of the members of the Corporation may be called at any time by either A) the Chair of the Board and the President or B) a majority of the Board of Trustees. Due and timely notice (ten [10] days in advance) of said meetings shall be given by the Secretary of the Corporation or by any other officer in the event the Secretary is unwilling or unable to do so. Notice of the special meeting shall include agenda item(s), and only items on that agenda may be discussed or acted upon.

At all meetings of the Corporation, each representative identified above as a voting member shall have one (1) vote. Unless otherwise specifically provided, twenty percent (20%) of the 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

three (3) classes according to the dates on which the terms of such Term Trustees expire. By electronic ballot each year prior to the Annual Meeting of the Corporation, four (4) Term Trustees (two from Individual [Professional and Contributing] members and two from Institutional members) shall be elected in due process on the presentation of a slate by the Nominations Committee. Separate electronic ballots will be used for the vote by Institutional members and for the vote by all voting members (Article II, Section 1). The Board of Trustees may from time to time elect one (1) or more persons who shall have formerly served

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 may or may not be selected from among the Trustees, as the Board of Trustees may determine.

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 (3) 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 appointed, the Vice Chair(s) will be considered an officer(s) of the Corporation and voting member(s) of the Executive Committee. In the absence of the Chair, the Vice Chair (or, if there are more than one [1]), the Vice Chair so designated by the President) shall preside at meetings of the Board of Trustees and of the Executive Committee of the Board, and shall perform such other duties of the Chair as the Chair or the President or the Board may require.

to the offices of President, Vice President(s), Secretary, and Treasurer, and Trustee.

The Treasurer.

The Treasurer may have and exercise the following power and duties, subject to the approval of the Trustees: the Treasurer shall Chair the Finance Committee and will work with the Executive Director to oversee the annual budget approved by the Trustees to guarantee that expenditures do not exceed the budgeted amounts and, if income does not meet the budgeted amounts, to readjust, subject to approval of the Board of Trustees and in consultation with the President, budgets during the fiscal year; the Treasurer may select an Assistant Treasurer to act as comptroller of the Corporation; the Treasurer will have the custody and safe-

of authority shall not operate to relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed by law upon it, him, or her.

In exceptional circumstances, such as in the event the Executive Directorship is vacant, the Executive Committee may designate and appoint a Management Committee, which shall normally consist of the Chair of the Board, the President, and two additional members selected at large from the members of the Executive Committee. Like the Executive Committee, the Management Committee shall not have the authority of 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

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 President and the Executive Committee and serve as a non-voting member of the ASOR Board and appropriate committees. The Executive Director is

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:

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

of all the circumstances of the case, such Trustee or officer is fairly and reasonably entitled to indemnification for those expenses that the court shall deem proper.

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.

No indemnification shall be made under this Article VII if such indemnification would result in any liability for tax under chapter 42 of the Internal Revenue Code of 1986.

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.

The Affiliated Overseas Centers of the Corporation, those that are separately incorporated, currently are: The William Foxwell Albright Institute of Archaeological Research in Jerusalem, Inc.; The American Center of Oriental Research in Amman, Inc.; and The Cyprus American Archaeological Research Institute, Inc. The Baghdad Committee for the Baghdad School and the Damascus Committee are currently sponsored directly by ASOR.

The Overseas Centers whose primary objectives conform to the stated purpose of ASOR in its Articles of Incorporation may, upon application, become Affiliated Overseas Centers by a two-thirds (2/3) vote of the Membership of the Corporation.

The mutual responsibilities of the Corporation to the Affiliated Overseas Centers and of the Affiliated Overseas Centers to the Corporation, not set out in their respective Articles of Incorporation or Bylaws, and any serious disputes arising between the Board of Trustees and the Boards of any of the Affiliated Overseas Centers regarding the fulfillment of those responsibilities or regarding the structure of their relations shall be resolved in the following manner: A committee of six (6) persons, three (3) representing each party, shall be formed to arbitrate the differences: the President, the Chair of the Board, and a Trustee elected by each govcm BT (ra) -1 (, (a) 3 (T)-3 (0 Tm 1 () 312 d) -1 (i) 3 (n.ET Q 0.24 0 0 0.24 325.862279..96

