

ASOR Bylaws
(Amended by the ASOR Board of Trustees April 6, 2019)

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| CURRENT BYLAWS |
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| ARTICLE I: PURPOSE AND ORGANIZATION |
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Section 1.1. Founding and mission.

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Section 2.4. Institutional Members. Institutional Members include any university, college, seminary, museum, or other institution that pays dues as established by the Board of Trustees. Each Institutional Member shall appoint an individual as its Institutional Member Representative. Institutional Member Representatives are eligible to vote in institutional elections and receive privileges as designated from time to time by the Board of Trustees.

Section 2.5. Affiliated Overseas Research Center Representatives. The Affiliated Overseas Research Centers include the (i) W. F. Albright Institute of Archaeological Research, Inc., in Jerusalem (AIAR), (ii) American Center of Oriental Research, Inc., in Amman, Jordan (ACOR), and (iii) Cyprus American Archaeological Research Institute, Inc., in Nicosia, Cyprus (CAARI). Each Affiliated Overseas Research Center shall appoint two (2) individuals as Overseas Research Center Representatives. Overseas Research Center Representatives receive privileges as designated from time to time by the Board of Trustees.

Section 2.6 Annual Meeting. ASOR shall convene an Annual Meeting for the delivery of papers and other scholarly research and information and conducting the business of the organization.

Section 2.7. Annual Members' Meeting. ASOR Members shall meet annually as part of the ASOR Annual Meeting. During the Annual Members' Meeting, the Members shall, *inter alia*, be presented with various ASOR Committee reports and other information regarding the state of the organization (including the opportunity to ask questions). Various honors and awards may be presented. The President shall propose the agenda. The proposed agenda shall be presented to the Members prior to the start of the Annual Members' Meeting for

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Section 3.2. Composition of the Board. The Board of Trustees is composed of (i) six (6) Institutionally-elected Trustees with staggered terms elected by Institutional Member Representatives (Article II, Section 2.4); (ii) six (6) Membership-elected Trustees with staggered terms elected by Individual Members and Honorary Members (Article II, Sections 2.2-3); (iii) up to twelve (12) Board-elected Trustees with staggered terms elected by the Board of Trustees; (iv) one (1) Trustee designated by each of the Affiliated Overseas Research Centers (AIAR, ACOR, and CAARI) (for a total of three [3] such Trustees); and (v) all Life Trustees. The Board of Trustees also includes the Chair

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Section 3.6. Executive Committee of the Board. The Executive Committee of the Board of Trustees is composed of the Board Chair, Vice Chair(s) of the Board (if any), President, Past President, Vice President, Treasurer, Secretary, Chair of the Development Committee, and two (2) or three (3) other Trustees appointed by the Board Chair in consultation with the President. The Board Chair shall chair the Executive Committee. Subject to the approval of the Board of Trustees, the Executive Committee has, and may exercise, the authority of the Board of Trustees to manage the business and affairs of ASOR between the regular Board meetings. The Executive Committee, however, does not have the authority to (i) amend, alter, restate, or repeal the Articles of Incorporation, (ii) amend, alter, restate, or repeal the Bylaws, (iii) elect, appoint, or remove any Trustee, Officer, or member of the Executive Committee, (iv) adopt a plan of merger or plan of consolidation with another entity, (v) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of ASOR, (vi) authorize the voluntary dissolution of ASOR or revoke proceedings therefore, (vii) adopt a plan for the distribution of any of ASOR's assets, or (viii) amend, alter, restate, or repeal any resolution of the Board of Trustees. The appointment of, and delegation of authority to, the Executive Committee shall not relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed by law upon it, him, or her. Notwithstanding any other provision of these Bylaws, the Executive Committee may extend the term of office of any ASOR officer as the Executive Committee deems necessary or appropriate in the best interest of the organization.

Section 3.7. Management Committee. In exceptional circumstances, such as, without limitation, a vacancy in the Executive Directorship, the Executive Committee may appoint a Management Committee, which shall normally consist of the Chair of the Board, the President, and three (3) additional members selected at large from the other members of the Executive Committee. The Management Committee shall determine its own chair. Like the Executive Committee, the Management Committee shall not have the authority to (i) amend, alter, restate,

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such meeting(s). The Board Chair shall chair all Board meetings.

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Section 3.12. Trustee term of service. A Trustee shall assume his or her responsibilities on January 1 of the calendar year following the year in which he or she is elected, unless an earlier start date is specified by the Board. Prior to assuming office, each Trustee must review and sign the ASOR Trustee Pledge and adhere to it throughout his or her term of service. Trustees also shall adhere to the Standards of Conduct for Trustees set forth in Section 29-406.30 of the District of Columbia Nonprofit Corporation Act of 2010. Other than Life Trustees and Honorary Trustees, unless a Trustee resigns or is removed, his or her term of service shall be three (3) years. A Trustee may stand for re-election at the conclusion of his or her term of service. The adoption of these Revised Bylaws shall not shorten the term of any existing Trustee.

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Section 4.2. Chair of the Board. The Board of Trustees shall elect a Chair of the Board. The Board Chair may or may not be elected from among the Trustees as the Board may determine. The Chair of the Board presides over all Board meetings and meetings of the Executive Committee. The Chair of the Board also shall perform such other services and duties pertaining to the business and affairs of ASOR that the Board may request or prescribe from time to time.

Section 4.3. Vice Chair(s) of the Board. The Board of Trustees may elect one (1) or more Individual Members or Institutional Member Representatives to serve as Vice Chair(s) of the Board. The Vice Chair(s) may or may not be elected from among the Trustees as the Board may determine. The Vice Chair(s) shall assist the Board Chair and perform such duties as the Board Chair or Board may designate. Board Vice Chair(s) are Officer(s) of ASOR and voting member(s) of the Executive Committee of the Board. In the absence of the Chair, the Vice Chair (or, if there is more than one Vice Chair, the Vice Chair designated by the President) shall preside over Board meetings and Executive Committee meetings.

Section 4.4. President. The Board of Trustees shall elect a President. The President may or may not be elected from among the Trustees as the Board may determine. As the chief executive Officer of ASOR, the President (i) shall supervise and work with the Executive Director to develop programs, subject to the control and approval of the Board, (ii) shall be

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_____ to the full Board of Trustees. A resignation is effective when the notice is accepted.

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Committee shall annually review the ASOR Policy on Professional Conduct and bring forward to the Executive Committee and the Board all matters pertaining to its administration.

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a non-voting *ex-officio* member of the Chairs Coordinating Council. The Chairs Coordinating Council shall report to the Executive Committee and the Board.

Section 5.12. Chairs Nominations Committee. The Vice President shall appoint at least two (2) members of the Chairs Coordinating Council for rotating, two-year terms to act as a Chairs Nominations Committee. The Committee shall be chaired by the Vice President. The Chairs Nominations Committee shall work closely with the Standing ASOR Committees to identify and recommend qualified candidates for election by the Board of Trustees to Chair the Standing ASOR Committees.

Section 5.13. Committee on Archaeological Research and Policy. S

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Individual Members who have received their terminal degree within the past five (5) years to act as an Early Career Scholars Committee. The President shall be a voting *ex-officio* member of the Committee. The Executive Director shall be a non-voting *ex-officio* member of the Committee. The Early Career Scholars Committee shall oversee the mentoring and networking of recent terminal degree recipients, Graduate Student Members, and Undergraduate Student Members of ASOR.

Section 5.16. Honors and Awards Committee. Subject to approval by the Executive Committee, the Chairs Coordinating Council, in

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with the Chair of the Committee, shall appoint at least two (2) persons per year to serve staggered terms to act as a Publications Committee. All Committee members must be Individual Members of ASOR. The President shall be a voting *ex-officio* member of the Committee. The Executive Director shall be a non-voting *ex-officio* member of the Committee. The Publications Committee shall appoint an editorial board for each ASOR publication. The Publications Committee also shall make recommendations to the Executive Committee and the Board regarding matters pertaining to ASOR publications, including recommendations regarding individuals to be appointed as editors of ASOR journals and monographs.

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Section 5.24. Committee member term of service. Unless otherwise provided in the Bylaws or by Board resolution, the term of service for members of the Standing Board Committees, Standing ASOR Committees, *Ad hoc* Committees, and Overseas Committees shall be three (3) years. A Committee member may seek and accept a second three-year term. At the completion of the second consecutive three-year term, a member must rotate off the Committee for at least one full term. The same term limits also shall apply to the Committee Chairs. If, however, a Committee member becomes its Chair, he or she shall be eligible to serve two full three-year terms from the date of appointment as Chair, after which he or she must rotate off the Committee for at least one term.

Section 5.25 Removal of a Committee member. A Committee member or Committee Chair may be removed by a two-thirds (2/3) vote by paper or electronic ballot of the Board of Trustees whenever in the Board's judgment such removal would be in the best interest of ASOR.

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Section 6.2. Nomination and appointment. When necessary, the President, in consultation with the Executive Committee, shall appoint an *ad hoc* search committee to identify and nominate an Executive Director for appointment by the Board of Trustees.

Section 6.3. Terms and Conditions of Employment. The Executive Director shall serve under contract to ASOR for a period of not less than three (3) years, subject to renewal. If the Executive Directorship is vacant, or the Executive Director is unable to fulfill his or her duties, the President, in consultation with the Executive Committee, may appoint an Interim Executive Director until such time as a proper search can be undertaken and a new Executive Director appointed. The Personnel Committee shall periodically review the Executive Director's duties and responsibilities for reassignment as necessary. The Personnel Committee also shall conduct an annual performance review of the Executive Director, and make recommendations to the Executive Committee regarding the Executive Director's continued employment, compensation, and benefits.

Section 6.4. Duties and responsibilities. The Executive Director shall report to the Executive Committee and the President. The Executive Director also shall serve as a non-voting *ex-officio* member of the ASOR Board and certain Committees identified in these Bylaws. The Executive Director's specific duties and responsibilities include, *inter alia*, (i) implementing ASOR Policies and Board directives in support of ASOR's mission, (ii) serving as a key resource and liaison to the President, the Board, various Committees, the Affiliated Overseas Research Centers, cooperating entities, and the general membership to ensure the smooth, coordinated operation of ASOR, (iii) providing general support to the Board, Executive Committee, and ASOR Officers, including organizing and publicizing meetings, conferences, seminars, and other events, preparing special reports, materials, and meeting agendas, and maintaining communications within ASOR and with outside institutions and organizations, (iv) raising funds and support from public and private sources, (v) overseeing the coordination of public relations and information, (vi) assisting with joint activities of ASOR and the Affiliated Overseas Research Centers, (vii) processing announcements, applications, and responses for grants and fellowships, (viii) managing the ASOR headquarters office, (ix) supervising ASOR staff with the authority to hire and dismiss staff (in consultation with the Personnel Committee), (x) developing the annual budget and overseeing the preparation of periodic financial reports, (xi) managing ASOR's business, financial accounts, and resources in an effective, efficient, and fiscally responsible manner, and (xii) carrying out such other duties, responsibilities, and tasks as the Executive Committee or the President may assign from time to time.

ARTICLE VII: INDEMNIFICATION

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shall not indemnify any current or former ASOR Trustee, Officer, or employee if such indemnification shall result in liability to ASOR for any federal, state, or local tax, civil penalty, or criminal penalty.

Section 7.5. Severability.

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