#### **CURRENT BYLAWS**

#### ARTICLE I: PURPOSE AND ORGANIZATION

Section 1.1. Founding and mission. Founded in 1900 by the Archaeological Institute of America, the Society of Biblical Literature, the American Oriental Society, and several prominent academic institutions, the American Schools of Oriental Research (ASOR) is an international organization whose mission is to initiate, encourage, and support research into, and public understanding of, the history and cultures of the Near East and wider Mediterranean, from the earliest times.

Section 1.2. Organization and location. ASOR shall be constituted as a corporation pursuant to the District of Columbia Nonprofit Corporation Act of 2010 (Sections 29-401.01 through 29-414.04 of the Code of the District of Columbia). ASOR's principal office shall be in the continental United States at a location determined by the Board of Trustees. ASOR may maintain one or more satellite offices, either within or without the United States, as the Board of Trustees may determine.

Section 1.3. Registered agents. A SOR shall maintain a registered agent in the state in which A SOR's principal office is located. The registered agent may be the Executive Director or a commercial registered agent as determined by the Executive Committee from time to time.

#### ARTICLE II: MEMBERS AND MEETINGS

Section 2.1. Composition of Members and Affiliates. ASOR has the following categories of membership and affiliation: Individual Members, Honorary Members, Institutional Members, and Affiliated Overseas Research Center Representatives.

Section 2.2. Individual Members. Individual Members are composed of Academic Members and Public Members who pay dues or make contributions as established by the Board of Trustees from time to time and posted on the ASOR website. Individual Members are eligible to vote in member-wide elections and receive privileges as designated from time to time by the Board of Trustees.

Section 2.3. Honorary Members. A person may be designated by the Board of Trustees as an Honorary Member of ASOR in recognition of distinguished attainments and service to ASOR. Honorary Members are eligible to vote in member-wide elections and receive privileges as designated from time to time by the Board of Trustees.

**Section 2.4. Institutional Members.** 

and the President, (ii) a majority of the Board of Trustees, or (iii) twenty-five percent (25%) of Individual and Honorary Members provided such Members sign, date, and deliver to the President one or more demands in the form of an agenda for the Special Members'

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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.

Section 3.13. Removal of a Trustee.

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

Trustees elects a new President. The Interim President may or may not be appointed from among the Trustees as the Executive Committee

authorized and empowered to perform such functions. If required by the Board, the Treasurer and the Assistant Treasurer, if any, shall give a bond for the faithful discharge of their duties in such sum and with such surety or sureties as the Board determines.

Section 4.9. Secretary. The Board of Trustees shall elect a Secretary. The Secretary may or may not be elected from among the Trustees as the Board may determine. The Secretary shall (i) keep the minutes of the Annual Members' Meeting, Special Members' Meetings (if any), Board meetings, Executive Committee meetings, and such other meetings as required by the Board from time to time, in both electronic and hard copy form, (ii) ensure that all notices are duly given as required by these Bylaws or by law, (iii) oversee the custody of ASOR's official seal, (v) ensure that ASOR's seal is affixed to all documents as required by these Bylaws or by law, the execution of which on behalf of ASOR under its seal is duly authorized pursuant to these Bylaws, and (vi) in gerala Tons. If require2

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

Section 4.13. Officer vacancy. The Board of Trustees shall elect a Replacement Officer to fill a vacant Officer post for the unexpired

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.

Committee. The Executive Director shall be a non-voting ex-officio member of the Committee. The Committee shall identify and develop qualified candidates for election to the offices of President, Vice President, Treasurer, and Secretary as directed by the Board of Trustees.

Section 5.12. Chairs Coordinating Council. The Board of Tru-0.2 (i) 6d a  $\,\mathrm{w}$ 

advise the President, the Executive Director, the Board, and other ASOR leaders regarding initiatives ASOR might undertake either individually or jointly with other bodies in the field of cultural heritage.

Section 5.16. Early Career Scholars Committee. Subject to approval by the Executive Committee, the Chairs Coordinating Council, in consultation with the Chair of the Committee, shall appoint at least two (2) Graduate Student Individual Members and at least two (2) 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 A SOR.

Section 5.17. Honors and Awards Committee. Subject to approval by the Executive Committee, the Chairs Coordinating Council, in consultation with the Chair of the Committee, shall appoint at least two (2) persons per year to serve staggered terms to act as an Honors and Awards 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 Honors and Awards Committee shall oversee all honors and awards conferred by ASOR.

Section 5.18. Membership and Outreach Committee. Subject to approval by the Executive Committee, the Chairs Coordinating Council, in consultation with the Chair of the Committee, shall appoint at least two (2) persons per year to serve staggered terms to act as a Membership and Outreach Committee. All Committee members must be Individual Members of ASOR. The President shall be voting exofficio members of the Committee. The Executive Director shall be a non-voting ex-

## **ASOR Bylaws**

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Section 5.24. Committee rules and records. No Committee may adopt or implement any governance rules that are inconsistent with these Bylaws or any other rules specifically adopted or implemented by the Board of Trustees. Each Committee shall maintain minutes and other records of all actions taken and shall at least annually transfer these minutes and records to the ASOR Office.

Section 5.25 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 5.26. Removal of a Committee member.

## **ASOR Bylaws**

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Section 7.1. Civil Acts. A SOR shall indemnify, to the maximum extent allowable under Sections 29-406.50 through 29-406.58 of the District of Columbia Nonprofit Corporation Act of 2010, including the advancement of expenses, current and former Trustees, Officers, and employees against all losses, assessments, attorney's fees, litigation expenses, court costs, judgments, fines, debts, liabilities, settlement amounts (including settlement amounts paid with a view towards avoiding the expense of litigation), and all other amounts paid or owed pertaining to, relating to, or arising out of, any existing, threatened, pending, or completed civil claim, action, lawsuit, arbitration, litigation, or legal proceeding of any nature in any forum, whether judicial, legislative, administrative, investigative, or otherwise, in which he or she may be involved as a party or otherwise by reason of his or her service as an ASOR Trustee, Officer, or employee (subject to the limitations and restrictions set forth below). Such indemnification shall not be exclusive of any other rights such Trustee, Officer, or employee may have under any agreement, vote of the Board of Trustees, or otherwise. This indemnification includes amounts paid or incurred in connection with acts of negligence, whether liability on the part of such Trustee, Officer or employee exists as to the ASOR, its Trustees, Officers, Employees, agents, or representatives, or as to third parties, including, without limitation, creditors.

Section 7.2. Criminal acts. ASOR shall indemnify, to the maximum extent allowable under Sections 29-406.50 through 29-406.58 of the

Trustee elected by each governing board, shall arbitrate the parties' differences. In the event the office of Board Chair or President is vacant, the place on the committee shall be filled by election of another Trustee. The committee shall meet within ninety (90) days of the call for resolution, and earnestly attempt to resolve the issue. A vote of at least four (4) members of the committee is necessary to pass any resolut

