

**ASOR Bylaws**  
**(Amended by the ASOR Board of Trustees May 14, 2020)**

<b>CURRENT BYLAWS</b>
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<b>ARTICLE I: PURPOSE AND ORGANIZATION</b>
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**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.** 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.

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**Section 2.8. Special Members' Meeting.**



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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

ate, 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.



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upon request of the ASOR Members, Board, or Executive Committee. The Treasurer may appoint an Assistant Treasurer (subject to approval by the Board). Subject to the approval and direction of the Executive Committee, the Treasurer or Assistant Treasurer, if any, may delegate such of the above-listed functions to an independent CPA firm, trust company, or other qualified financial institution or firm 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 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 records, e 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 general, perform all duties incident to the office of Secretary and such other duties that may be assigned from time to time by the President or the Board. The Secretary also may appoint an Assistant Secretary (subject to approval by the Board) to perform such duties assigned to him or her by the Secretary, President, or the Board.

**Section 4.10. Officer term of service.** An Officer 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. The term of service for all Officers shall be three (3) years. Except as provided in Article III, Section 3.6, no person serving as President, Past President, or Vice President may serve for more than two (2) consecutive terms. Officers shall adhere to the Standards of Conduct for Officers set forth in Section 29-406.42 of the District of Columbia Nonprofit Corporation Act of 2010. New offices may be created and filled at any Board meeting. Each Officer shall hold office until his or her successor is duly elected and qualified.

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and Policy, Cultural Heritage Committee, Early Career Scholars Committee, Honors and Awards Committee, Membership and Outreach Committee, Program Committee, and Publications Committee. The Board shall have the authority to create and appoint such other Standing  
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**Section 5.12. Chairs Coordinating Council.** The Board of Trustees shall appoint a Chairs Coordinating Council to coordinate the activities and initiatives of the Standing ASOR Committees. The Chairs Coordinating Council also shall appoint the members of the Standing ASOR Committees subject to approval by the Executive Committee, which will, in turn, report new appointments to the Board. The Chairs Coordinating Council shall be chaired by the Vice President and include the Chairs of all Standing ASOR Committees and representatives from the three Affiliated Overseas Research Centers. All members of the Chairs Coordinating Council must be Individual Members of ASOR. The President shall be a voting *ex-officio* member of the Chairs Coordinating Council. The Executive Director shall be 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 5.13. 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 5.14. Committee on Archaeological Research and Policy.** 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 Committee on Archaeological Research and Policy. All Committee members must be Individual Members of ASOR. The President, Executive Directors of the Affiliated Overseas Research Centers, and Chairs of the Baghdad, Damascus, and Saudi Arabia Committees shall be voting *ex-officio* members of the Committee. The Executive Director shall be a non-voting *ex-officio* member. The Committee shall formulate, debate, and make recommendations to the Executive Committee and the Board regarding matters of archaeological research and policy. The Committee also shall award relevant scholarship funding and grants to ASOR members, to support archaeological fieldwork and other related research. The Chair of the Committee may appoint sub-committees as needed.

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**Section 5.15. Cultural Heritage 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 Cultural Heritage 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 Cultural Heritage Committee shall 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. With the approval of the Chairs Coordinating Council, the Chair of the Committee may appoint sub-committees as needed.

**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 ASOR. With the approval of the Chairs Coordinating Council, the Chair of the Committee may appoint sub-committees as needed.

**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





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**Section 5.22. Overseas Committees.** The Overseas Committees are composed of the Baghdad Committee (formally known as the Committee on Mesopotamian Civilization), Damascus Committee, and Saudi Arabia Committee. All Committee members must be Individual Members of ASOR. The Baghdad Committee shall make recommendations to the Executive Committee and the Board regarding the *Journal of Cuneiform Studies (JCS)* and the Mesopotamian Fellowship.

**Section 5.23. Quorum; majority vote required.** 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 regarding meeting quorums and the number of votes required for action shall govern the Standing Board Committees, Standing ASOR Committees, *Ad hoc* Committees, and Overseas Committees as if the name of the Committee is substituted in Article III, Section 3.10 for the words "Board of Trustees" or "Board" as stated therein.

**Section 5.24. Committee rules and records.**

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**Section 5.27. Resignation of a Committee member.** A Committee member may resign by giving written notice to the Chair of the Committee. A Committee Chair may resign by giving written notice to the Vice-President. A resignation is effective when the notice is accepted.

**Section 5.28. Committee member vacancy.** A vacancy in the membership of any Committee due to the death, resignation, or removal of a Committee member may be filled by appointment made in the same manner as the original appointment. A replacement appointment shall be fo

**ARTICLE VI: EXECUTIVE DIRECTOR**

**Section 6.1. Chief Operating Officer.** -to-day operations shall be overseen and supervised by an Executive Director. The Executive Director shall serve as the full-time Chief Operating Officer of ASOR under the direction of the President and the Executive Committee.

**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 es and responsibilities for reassignment as necessary. The Personnel Committee also shall conduct an annual performance inued employment, compensation, and benefits.



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**Section 7.2.**

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**Section 8.1. Composition of the Affiliated Overseas Research Centers.** The Affiliated Overseas Research Centers are composed of the

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<b>Section 9.1. Fiscal year.</b> year shall begin on July 1, and terminate on June 30 of the following calendar year.
<b>Section 9.2. Debts and liabilities.</b> No debt shall be contracted, liability incurred, or contract made by or on behalf of ASOR or any ASOR affiliate other than in the ordinary course of business by an Officer or agent authorized by the Board of Trustees or the Executive Committee.

**Section 9.3. Building and acquisition fund contributions.** Funds contributed to ASOR for purposes of building or acquiring an office shall constitute a separate fund, segregated and maintained by appropriate journal entries, and not spent except pursuant to a resolution adopted by the Board of Trustees upon recommendation of the Executive Committee.