

**ASOR Bylaws Revision  
(March 30, 2018 Draft)**

CURRENT BYLAWS	PROPOSED NEW BYLAWS	EXPLANATION OF CHANGES
<b>ARTICLE I: OFFICES</b>	<b>ARTICLE I: PURPOSE AND ORGANIZATION</b>	
N.A.	<p><b>Section 1.1. Founding and mission.</b> 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.</p>	Mission statement added.
<p><b>Article I, Section 1.</b> 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.</p>	<p><b>Section 1.2. Organization and location.</b> 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.</p>	<p>Tightening and clarification of the text; consistency with the Articles of Incorporation; added flexibility to establish offices outside of the United States in recognition of expanded international footprint.</p> <p><b>PROPOSED ADDITION: ADDING THIS PROVISION IS IN CONFORMITY WITH THE DISTRICT OF COLUMBIA NONPROFIT CORPORATION ACT OF 2010.</b></p>
<p><b>Article I, Section 2.</b> The Corporation shall have and continuously maintain in the District of Columbia a registered office and a registered agent whose office is identical with</p>	<p><b>Section 1.3. Registered agents.</b> ASOR shall maintain a registered agent in the state in which ASOR’s principal office is located. The registered agent may be the Executive Director</p>	Tightening and clarification of the text; consistency with the Articles of Incorporation.

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<p>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 may be changed from time to time by the Board of Trustees.</p>	<p>or a commercial registered agent as determined by the Executive Committee from time to time.</p>	
<p><b>ARTICLE II: MEMBERS</b></p>	<p><b>ARTICLE II: MEMBERS AND MEETINGS</b></p>	
<p><b>Article II, Section 1.A.</b> Founding Members. Founding members are the Archaeological Institute of America (AIA), the Society of Biblical Literature (SBL), and the American Oriental Society (AOS). Representatives from these societies <i>may</i> receive Member privileges as designated from time to time by the Board of Trustees.</p>	<p>[TEXT MOVED AND INCORPORATED INTO ARTICLE I, SECTION 1.1]</p>	<p>Incorporated Founding Members section into Article I, Section 1.1.</p>
<p>N.A.</p>	<p><b>Section 2.1. Composition of Members and Affiliates.</b> ASOR has the following categories of membership and affiliation: Individual Members, Honorary Members, Institutional Members, and Affiliated Overseas Research Center Representatives.</p>	<p>New introductory section.</p>
<p><b>Article II, Section 1.D.</b> Individual Professional Members. Individual professional members are those persons who pay dues annually as established by the Board of Trustees. Individual Professional members vote as members in the Corporation. Representatives receive Member privileges as designated from time to time by the Board of Trustees. In the Corporation meeting, Individual Professional 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).</p>	<p><b>Section 2.2. Individual Members.</b> 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.</p>	<p>Deleted section on Individual Contributing Members upon combining with Individual Professional Members to form new Section 2.2 (Individual Members).</p> <p>Tightening and clarification of the text. Consistency of terminology with membership categories as currently defined on website. Move verbiage pertaining to Individual Professional Member Trustees to Article III.</p>

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<p><b>Article II, Section 1.E.</b> 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.</p>		
<p><b>Article II, Section 1.G.</b> 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.</p>	<p><b>Section 2.3. Honorary Members.</b> 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.</p>	<p>Tightening and clarification of the text of old Article II, Section 1.G. Consistency of terminology.</p> <p><b>PROPOSED CHANGE: HONORARY MEMBERS ARE ELECTED BY THE BOARD, NOT BY THE MEMBERSHIP, CONSISTENT WITH OUR PROCESS GENERALLY, WHEREBY MEMBERSHIP ELECTS DELEGATES TO THE BOARD, WHO THEN ACT ON THE MEMBERSHIP'S BEHALF IN ALL OTHER MATTERS.</b></p>
<p><b>Article II, Section 1.B.</b> Institutional Members. Institutional members include any university, college, seminary, museum, or other institution paying dues annually as established by the Board of Trustees. Institutional members shall be represented in the Corporation by one individual appointed by each institution. Representatives receive Member privileges as designated from time to time by the Board of Trustees. By electronic ballot each year prior to the ASOR Annual</p>	<p><b>Section 2.4. Institutional Members.</b> 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.</p>	<p>Tightening and clarification of the text of old Article II, Section 1.B.</p> <p>Consistency of terminology. Move verbiage pertaining to Institutional Member Trustees to Article III.</p>

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<p>Meeting, Institutional Members vote to elect two (2) Institutional Member representatives to serve for three-year terms on the Board of Trustees (a total of six (6) seats).</p>		
<p><b>Article II, Section 1.C.</b> Overseas Centers. Overseas centers are the Albright Institute of Archaeological Research in Jerusalem (AIAR), the American Center of Oriental Research in Amman, Jordan (ACOR), and the Cyprus American Archaeological Research Institute in Nicosia, Cyprus (CAARI). The Overseas Centers shall be represented in the Corporation by two individuals appointed by each center to serve as institutional representatives, and on the ASOR Board by one individual so appointed. Representatives may receive Member privileges as designated from time to time by the Board of Trustee.</p>	<p><b>Section 2.5. Affiliated Overseas Research Center Representatives.</b> 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.</p>	<p>Reordered the section. Tightening and clarification of the text of old Article II, Section 1.C.</p> <p>Consistency of terminology. Move verbiage pertaining to Affiliated Overseas Center Member Trustees to Article III.</p>
<p><b>Article II, Section 1.F.</b> 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.</p>	<p><del><b>Section 2.6. Individual Non-Voting Members.</b> Individual Non-Voting Members are ASOR Members who annually contribute less than the designated minimum amount of funds established by the Board of Trustees necessary to be an Individual Voting Member. Individual Non-Voting Members are Non-Voting Members of ASOR, but may receive certain limited membership privileges as designated from time to time by the Board of Trustees.</del></p>	<p><b>PROPOSED DELETION: DELETE THIS SECTION FROM THE BYLAWS, AS IN POINT OF FACT, THERE ARE NO "NON-VOTING" MEMBERS OF ASOR. RATHER, THE PRIVILEGES GRANTED UNDER EVERY MEMBERSHIP CATEGORY INCLUDE ELIGIBILITY TO VOTE IN EITHER MEMBER-WIDE OR INSTITUTIONAL ELECTIONS.</b></p>
<p><b>N.A.</b></p>	<p><b>Section 2.6 Annual Meeting.</b> ASOR shall convene an Annual Meeting for the delivery of papers and other scholarly research and information and conducting the business of the organization.</p>	<p>New section to introduce a previously undefined term.</p>

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<p><b>Article II, Section 2.</b> 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.</p>	<p><b>Section 2.7. Annual Members’ Meeting.</b> ASOR Members shall meet annually as part of the ASOR Annual Meeting <del>or at such time and place as the Members may designate</del>. During the Annual Members’ Meeting, the Members shall, <i>inter alia</i>, 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 adoption or emendation. The President shall Chair the Annual Members’ Meeting.</p>	<p>Tightening and clarification of the text of old Article II, Section 2. Consistency of terminology.</p> <p><b>PROPOSED DELETION: DELETE SECTION WHERE MEMBERS MAY DESIGNATE TIME AND PLACE OF MEMBERS' MEETING, CONSISTENT WITH OUR PROCESS GENERALLY, WHEREBY MEMBERSHIP ELECTS DELEGATES TO THE BOARD, WHO THEN ACT ON THE MEMBERSHIP'S BEHALF IN ALL OTHER MATTERS.</b></p>
<p><b>Article II, Section 3.</b> 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.</p>	<p><b>Section 2.8. Special Members’ Meeting.</b> A Special Members’ Meeting may be called at any time by (i) the Chair of the Board of Trustees and the President, (ii) a majority of the Board of Trustees, or (iii) twenty-five percent (25%) of Individual and Honorary Members <i>provided</i> such Members sign, date, and deliver to the President one or more demands in the form of an agenda for the Special Members’ Meeting describing the purpose(s) for which it should be held. The persons calling a Special Members’ Meeting shall determine the date, time, and location of the meeting within the continental United States. Special Members’ Meetings require ten (10) days advance written notice to be posted on the ASOR website and disseminated to ASOR Members via electronic mail by the ASOR Secretary (or any other ASOR Officer should the Secretary be unwilling or unable to do so).</p>	<p>Tightening and clarification of the text of old Article II, Section 3. Consistency of terminology.</p> <p><b>PROPOSED ADDITION: ADDING THIS PROVISION IS IN CONFORMITY WITH THE DISTRICT OF COLUMBIA NONPROFIT CORPORATION ACT OF 2010.</b></p>

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	<p>The President shall establish the Special Members’ Meeting agenda, which must be included in the Special Members’ Meeting Notice and which must, if the meeting has been called by 25% of the Individual Members and Honorary Members, include the agenda items demanded by these members. Only the items on the agenda may be discussed at the Special Members’ Meeting. The President shall chair the Special Members’ Meeting.</p>	
<p><b>Article II, Section 4.</b> 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 any matter voted upon.</p>	<p><b>Section 2.9. Quorum; majority vote required.</b> At all Annual Members’ Meetings and Special Members’ Meetings, a quorum consisting of at least twenty percent (20%) of the Institutional Member Representatives and Overseas Research Center Representatives (Article II, Section 2.4-5) and five percent (5%) of Individual Members and Honorary Members (Article II, Sections 2.2-2.3) must be present to transact any business. At all such meetings, each Member or Representative shall have one (1) vote. A majority vote of the Members and Representatives present shall be necessary for the adoption of any matter voted upon. <b>Voting by proxy shall not be allowed at Annual Members’ Meetings or Special Members’ Meetings.</b></p>	<p>Tightening and clarification of the text of old Article II, Section 4. Consistency of terminology.</p> <p><b>PROPOSED ADDITION: AN EXPLICIT STATEMENT DISALLOWING VOTING BY PROXY CLARIFIES WHAT IS IMPLICIT IN THE PREVIOUS SECTION: THAT MEMBERS AND REPRESENTATIVES MUST BE PRESENT TO VOTE. ALSO MAKES CLEAR THAT EACH MEMBERS AND REPRESENTATIVE MUST CAST HIS/HER OWN VOTE.</b></p>
<p><b>Article II, Section 5.</b> The President, in consultation with the Executive Director, shall set the agenda for the Annual Meeting of the Corporation (Section 2) and the proposed agenda shall be presented for adoption or emendation at the start of the Annual Meeting of the Corporation.</p>	<p>[TEXT MOVED AND RE-INCORPORATED INTO A DIFFERENT PROVISION]</p>	<p>Text incorporated into new Article II, Sections 2.7 and 2.8.</p>

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<b>ARTICLE III: BOARD OF TRUSTEES</b>	<b>ARTICLE III: BOARD OF TRUSTEES</b>	
<p><b>Article III, Section 1.</b> The affairs of the Corporation shall be managed by a governing board which is herein referred to as the “Board of Trustees,” and which shall have and may exercise all the powers of the Corporation. The word “Trustee” or “Trustees” refers to a member or members of the governing Board entitled to vote at meetings thereof.</p>	<p><b>Section 3.1. Governing Board of Trustees.</b> The affairs of ASOR shall be managed by a governing Board of Trustees, which has, and may exercise, all of the powers of the organization, including, in the event of an emergency, the emergency powers set forth in Section 29-403.03 of the District of Columbia Nonprofit Corporation Act of 2010. The term “Board” means the Board of Trustees. The term “Executive Committee” means the Executive Committee of the Board of Trustees. The term “Board Chair” means the Chair of the Board of Trustees. The terms “Trustee” or “Trustees” mean a voting member or members of the Board of Trustees. Trustees must be individuals. The ASOR Trustees and the dates upon which their terms expire shall be set forth on the ASOR website.</p>	<p>Tightening and clarification of the text of old Article III, Section 1. Consistency of terminology.</p> <p><b>PROPOSED ADDITION: CONFORMITY WITH THE DISTRICT OF COLUMBIA NONPROFIT CORPORATION ACT OF 2010.</b></p>

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<p><b>Article III, Section 2.</b> The Board of Trustees shall consist of six (6) Term Trustees elected by electronic ballot each year prior to the Annual Meeting by the Institutional members (Article II, Section 1, A-E); six (6) Term Trustees elected by electronic ballot each year prior to the ASOR Annual Meeting by all Voting Members (Article II, Section 1); up to twelve (12) Term Trustees elected by the Board of Trustees; and one Trustee each from the Overseas Centers: AIAR, ACOR, and CAARI. In addition to this number are the Chair, President, Past President, Vice President, Secretary and Treasurer who serve as ex-officio voting Trustees during their terms of office. Any Life Trustees who may have been elected by the Board of Trustees are additional to those specified above. The adoption of these Bylaws shall not have the effect of shortening the term of any incumbent Trustee.</p>	<p><b>Section 3.2. Composition of the Board.</b> 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 of the Board, President, Past President, Vice President, Secretary, and Treasurer, all of whom shall serve as <i>ex-officio</i> voting Trustees during their terms of office. Honorary Trustees are non-voting Board members. <b>All Trustees must be Individual Members of ASOR.</b></p>	<p>Tightening and clarification of the text of old Article III, Section 2. Consistency of terminology.</p> <p><b>PROPOSED ADDITION: LANGUAGE HERE MANDATES WHAT SHOULD BE THE CASE FOR ANY ORGANIZATION'S BOARD -- THAT ALL TRUSTEES (AND NOT JUST THOSE WHO REPRESENT THE INDIVIDUAL MEMBERS) MUST BE INDIVIDUAL MEMBERS OF THE ORGANIZATION.</b></p>
<p><b>Article III, Section 3.</b> These Trustees, upon appointment, shall take up their responsibilities at the beginning of the next calendar year on January 1, unless an earlier start date is specified by the Board. The term for all Trustees shall be three (3) years, and Trustees may stand for re-election. Term Trustees shall be divided into 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 shall be used for the vote by</p>	<p><b>Section 3.3. Election of Institutionally-elected Trustees and Membership-elected Trustees.</b> By electronic ballot each year prior to the ASOR Annual Meeting, Institutional Representatives vote to elect two (2) Institutionally-elected Trustees to serve for three-year terms on the Board of Trustees (a total of six (6) seats). By electronic ballot each year prior to the ASOR Annual Meeting, Individual and Honorary Members vote to elect two (2) Membership-elected Trustees to serve for three-year terms on the Board of Trustees (a total of six (6) seats). The two slates of Trustee candidates shall be presented to the respective ASOR electorates by the Trustee Nominations Committee at least <b>one (1) month</b> in advance of the Annual Members' Meeting</p>	<p>New section to tighten and clarify the text of old Article III, Section 3, and make the terminology consistent.</p> <p><b>PROPOSED ADDITION: THE CURRENT BYLAWS DO NOT SPECIFY A TIMELINE FOR NOMINEES TO THE BOARD TO BE NAMED AND BALLOTS TO BE DISSEMINATED, BUT OUR EXPERIENCE OVER THE LAST FEW YEARS SUGGESTS IT WOULD BE GOOD TO HAVE SOME DEADLINES IN PLACE.</b></p>



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<p>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 as Trustees and whose terms shall have expired, to serve as a Life Trustee for the period of his or her life. Election as a Life Trustee shall be in recognition of distinguished service to the Corporation, and there shall be no minimum or maximum number of Life Trustees. Life Trustees are full voting members of the Board. The Board of Trustees may from time to time elect one (1) or more persons who shall have formerly served as Trustees and whose terms shall have expired, to serve as a Honorary Trustee for the period of his or her life. Election as an Honorary Trustee shall be in recognition of distinguished service to the Corporation, and there shall be no minimum or maximum number of Honorary Trustees. Honorary Trustees are non-voting members of the Board, and the number of Honorary Trustees shall not be included in the total number of Trustees required for a quorum.</p>	<p>by posting such candidate slates on the ASOR website and disseminating such candidate slates to ASOR Members and Institutional Member Representatives via electronic mail. Separate ballots shall be used for the Institutionally-elected Trustee election and the Membership-elected Trustee election.</p>	
<p><i>See Section 3 (above).</i></p>	<p><b>Section 3.4. Life Trustees.</b> In recognition of a former Trustee’s distinguished service to ASOR, the Board of Trustees may elect such Trustee a Life Trustee. There is no minimum or maximum number of allowable Life Trustees. Life Trustees are Voting Members of the Board.</p>	<p>New section to break up a mind-numbingly long paragraph (old Article III, section 3), tighten and clarify the text, and make the terminology consistent.</p>
<p><i>See Section 3 (above).</i></p>	<p><b>Section 3.5. Honorary Trustees.</b> In recognition of a former Trustee’s distinguished service to ASOR, the Board of Trustees may elect such former Trustee an Honorary Trustee. There is no minimum or maximum number of allowable Honorary Trustees. Honorary Trustees are non-voting Board</p>	<p>New section to break up a mind-numbingly long paragraph (old Article III, section 3), tighten and clarify the text, and make the terminology consistent.</p>

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	<p>members and not included in the number of Trustees required for a quorum.</p>	
<p><b>Article V, Section 1.A.</b> The Board of Trustees shall designate and appoint an Executive Committee, which shall be chaired by the Chair of the Board and which shall consist of the Chair of the Board, the President, the Past President, the Vice President, the Treasurer, the Secretary, and two (2) or three (3) other Trustees appointed by the Board Chair. Subject to the approval of the Board of Trustees, such Executive Committee shall have and may exercise the authority of the Board of Trustees in the management of the Corporation between the regular meetings of the Board of Trustees, except that such Executive 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 of Trustees which by designation and appointment of such Executive Committee and the delegation thereto 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.</p>	<p><b>Section 3.6. Executive Committee of the Board.</b> 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, <b>Chair of the Development Committee</b>, and two (2) or three (3) other Trustees appointed by the Board Chair <b>in consultation with the President</b>. 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</p>	<p>Tightening and clarification of the text. Consistency of terminology. Reorganization of old Article V, Section 1.A into this section. Reorganization of old Article IX into this section.</p> <p><b>PROPOSED ADDITION: TO INCLUDE THE DEVELOPMENT CHAIR ON THE EXECUTIVE COMMITTEE REFLECTS CURRENT PRACTICE.</b></p> <p><b>PROPOSED ADDITION: FOR THE BOARD CHAIR AND THE PRESIDENT TO CONSULT ABOUT EXECUTIVE COMMITTEE APPOINTEES REFLECTS CURRENT PRACTICE.</b></p>

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<p><b>Article IX, Section 1.</b> Extension by Executive Committee. Notwithstanding any other provision of these Bylaws, the Executive Committee of the Board of Trustees may extend the term of office of any officer of the Corporation as the Executive Committee deems necessary or appropriate and in the best interests of the Corporation.</p>	<p>ASOR officer as the Executive Committee deems necessary or appropriate in the best interest of the organization.</p>	
<p><b>Article V, Section 1.B.</b> 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 of Trustees; or operate to relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed by law upon it, him, or her.</p>	<p><b>Section 3.7. Management Committee.</b> 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 <b>three (3)</b> additional members selected at large from the other members of the Executive Committee. <b>The Management Committee shall determine its own chair.</b> Like the Executive Committee, the Management Committee shall 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 Management Committee shall not relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed by law upon it, him, or her.</p>	<p>Tightening and clarification of the text. Consistency of terminology. Reorganization of old Article V, Section 1.B into this section.</p> <p><b>PROPOSED CHANGE: CHANGE FROM TWO ADDITIONAL MEMBERS TO THREE, IN ORDER TO HAVE AN ODD NUMBER OF COMMITTEE MEMBERS FOR BETTER GOVERNANCE PROCESS.</b></p> <p><b>PROPOSED ADDITION: CLARIFIES THE ISSUE OF THE MANAGEMENT COMMITTEE CHAIR, UNADDRESSED IN THE CURRENT BYLAWS.</b></p>

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<p><b>Article III, Section 5.</b> During each fiscal year of the Corporation, the Board of Trustees shall hold at least one (1) regular meeting. The President, in consultation with the Executive Director, shall set the time and place of the meeting of the Board of Trustees, except as specified in Section 6 below.</p>	<p><b>Section 3.8. Board Meeting(s).</b> The Board of Trustees shall convene at least one (1) regular meeting during ASOR’s fiscal year. The President, in consultation with the Executive Director, shall set the time and place of any such meeting(s), except as specified in Section 3.9 below. <b>The President, in consultation with the Executive Director and Board Chair, shall set the agenda(s) of any such meeting(s). The ASOR Office shall disseminate the agenda(s), related Committee reports, and other meeting materials to the Board of Trustees prior to any such meeting(s). The Board Chair shall chair all Board meetings.</b></p>	<p>Reorganized order of presentation. Tightening and clarification of old Article III, Section 5. Consistency of terminology.</p> <p><b>PROPOSED ADDITION: CODIFIES CURRENT PRACTICE.</b></p>
<p><b>Article III, Section 6.</b> Special meetings of the Board of Trustees may be called by or at the request of any of the following: A) the Chair of the Board; B) the President; or C) a majority of all voting members of the Board of Trustees. The person or persons authorized to call special meetings of the Board may fix any place in the United States, either within or without the District of Columbia, as the place for holding any such meeting of the Board. Ten (10) days written notice shall be given for all special Board meetings, and only those items included in said notice shall be discussed or acted upon at a special meeting.</p>	<p><b>Section 3.9. Special Board Meeting.</b> A special meeting of the Board of Trustees may be called by (i) the Chair of the Board, (ii) the President, or (iii) a majority of the voting Trustees. The person or persons calling a Special Board Meeting shall determine the date, time, and location of the meeting within the continental United States. A Special Board Meeting requires ten (10) days advance written notice to be disseminated to all Trustees via electronic mail by the person or persons calling the meeting. The person or persons calling a Special Board Meeting shall develop the agenda, which shall be included in the Special Board Meeting notice. Only the items on the agenda may be discussed or acted upon at a Special Board Meeting.</p>	<p>Reorganized order of presentation. Tightening and clarification of old Article III, Section 6. Consistency of terminology.</p>
<p><b>Article III, Section 7.</b> One-third (1/3) of the voting members of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board. Except</p>	<p><b>Section 3.10. Quorum; majority vote required.</b> At all Board meetings, one-third (1/3) of the existing voting Trustees shall constitute a quorum for the transaction of</p>	<p>Broke up a mind-numbingly long paragraph (old Article III, Section 7). Reorganized order of presentation. Tightening and clarification of</p>

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<p>as otherwise set forth below, at any duly convened meeting of the Board of Trustees at which a quorum is present, the affirmative vote of a majority of the members of the Board present and voting on any question shall be necessary for the adoption of any matter voted upon by the Board, provided, however, that in all cases where a quorum, but less than one-half (1/2) of the Board shall be present at the beginning of the meeting, no action may be taken by the Board except by the affirmative vote of two-thirds (2/3) of the members of the Board present and voting on such matter. Trustees may not vote by proxy, but may vote upon a matter specified in the notice of a meeting by means of a written consent thereto or dissent there from delivered to the Secretary no less than twenty-four (24) hours before the time of meeting set forth in such notice, such written consent or dissent to be included for the purpose of determining the presence of a quorum for the consideration of such matter. Attendance by a Trustee at any meeting shall constitute a waiver of notice of such meeting unless such attendance is expressly for the sole purpose of objecting to the transaction of business because the meeting is not lawfully called or convened, or because the notice required by Article IX, Section 7, of these Bylaws was not given or was deficient.</p> <p><b>Article III, Section 8.</b> Whenever members of the Board of Trustees are required or permitted to take any action by vote, such action may be taken without a meeting, by written consent setting forth the action so taken, signed or sent via Email by three-fourths (3/4) of all the voting members of the Board of Trustees.</p>	<p>business. Except as otherwise set forth below, at any Board meeting at which a quorum is present, the affirmative vote of a majority of the voting Trustees present is necessary for the approval of any matter voted upon by the Board. However, at all meetings where a quorum exists, but less than one-half (1/2) of the voting Trustees are present at the beginning of the meeting, no action may be taken by the Board except by the affirmative vote of two-thirds (2/3) of the voting Trustees present. Notwithstanding the above, whenever the Board is required or permitted to take any action by vote, such action may be taken without a meeting by written consent setting forth the action so taken, signed, and sent to the Secretary via electronic mail by three-fourths (3/4) of the voting Trustees. <b>At all Executive Committee meetings, two-thirds (2/3) of the Executive Committee members shall constitute a quorum for the transaction of business. At any Executive Committee meeting at which a quorum is present, the affirmative vote of a majority of the members present is necessary for the approval of any matter voted upon by the Executive Committee.</b></p>	<p>the text. Consistency of terminology. Reorganization of old Article III, Section 8 into this section.</p> <p><b>PROPOSED ADDITION: ADDS POLICY ESTABLISHING QUORUM FOR EXECUTIVE COMMITTEE MEETINGS -- PREVIOUSLY NOT DISCUSSED IN BYLAWS.</b></p>
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<p><b>Part of Article III, Section 7.</b> Trustees may not vote by proxy, but may vote upon a matter specified in the notice of a meeting by means of a written consent thereto or dissent therefrom delivered to the Secretary no less than twenty-four (24) hours before the time of meeting set forth in such notice, such written consent or dissent to be included for the purpose of determining the presence of a quorum for the consideration of such matter. Attendance by a Trustee at any meeting shall constitute a waiver of notice of such meeting unless such attendance is expressly for the sole purpose of objecting to the transaction of business because the meeting is not lawfully called or convened, or because the notice required by Article IX, Section 7, of these Bylaws was not given or was deficient.</p>	<p><b>Section 3.11. Attendance at Board meetings; no voting by proxy.</b> Trustees may not vote by proxy, but may vote on an individual matter specified in a Board meeting agenda by delivering a written consent or dissent thereto to the Secretary no less than twenty-four (24) hours before the meeting. Such written consent or dissent shall be included for the purpose of determining the presence of a quorum for the consideration of such matter. A Trustee’s attendance at any Board meeting shall constitute a waiver of notice of such meeting unless the Trustee’s attendance is for the sole purpose of objecting to the transaction of business because the meeting was not lawfully called or convened or notice of the Board meeting was not properly given or is deficient.</p>	<p>Broke up a mind-numbingly long paragraph (old Article III, Section 7). Reorganized order of presentation. Tightening and clarification of the text. Consistency of terminology.</p>
<p><b>Part of Article III, Section 3.</b> These Trustees, upon appointment, shall take up their responsibilities at the beginning of the next calendar year on January 1, unless an earlier start date is specified by the Board. The term for all Trustees shall be three (3) years, and Trustees may stand for re-election.</p>	<p><b>Section 3.12. Trustee term of service.</b> 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. <b>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.</b> 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. <b>The adoption of these Revised Bylaws shall not shorten the term of any existing Trustee.</b></p>	<p>Broke up a mind-numbingly long paragraph (old Article III, Section 3). Reorganized order of presentation. Tightening and clarification of the text. Consistency of terminology.</p> <p><b>PROPOSED ADDITION: ADDS REQUIREMENTS THAT MUST BE MET BEFORE A TRUSTEE ASSUMES HIS OR HER POSITION ON THE BOARD.</b></p> <p><b>PROPOSED ADDITION: INSURES THAT ADOPTION OF THESE REVISED BYLAWS SHALL NOT SHORTEN ANY TRUSTEE’S TERM.</b></p>

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<p>N.A.</p>	<p><b>Section 3.13. Removal of a Trustee.</b> A Trustee 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.</p>	<p><b>PROPOSED ADDITION: NEW PROVISION.</b></p>
<p><b>First part of Article III, Section 4.</b> Any Trustee may resign by giving notice in writing to the Chair of the Board (or, in the absence of the Chair of the Board, to the President; or, in the absence of the Chair of the Board and President, to the Vice President(s), or to the Secretary.</p>	<p><b>Section 3.14. Resignation of a Trustee.</b> A Trustee may resign by giving written notice to the Board Chair or the President. A resignation is effective when the notice is accepted by the Board Chair or the President.</p>	<p>Reorganized order of presentation. Tightening and clarification of the text. Consistency of terminology. Conformity with District of Columbia Nonprofit Corporation Act of 2010.</p>
<p><b>Second part of Article III, Section 4.</b> The Board of Trustees shall have the power to fill any vacancy in the Board of Trustees for the remainder of the unexpired term</p>	<p><b>Section 3.15. Trustee vacancy.</b> The Board has the power to, and may, fill a vacancy on the Board for the unexpired portion of a Trustee's term due to his or her death, resignation, or removal.</p>	<p>Reorganized order of presentation. Tightening and clarification of the text. Consistency of terminology and presentation.</p>
<p><b>Article III, Section 9.</b> 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.</p>	<p>[TEXT MOVED AND RE-INCORPORATED INTO ARTICLE IV, SECTION 4.2]</p>	<p>Text reorganized into new Article IV, Section 4.2.</p>
<p><b>Article III, Section 10.</b> 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</p>	<p>[TEXT MOVED AND RE-INCORPORATED INTO ARTICLE IV, SECTION 4.3]</p>	<p>Text reorganized into new Article IV, Section 4.3.</p>

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<p>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) shall 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.</p>		
<p><b>Article III, Section 11.</b> Secretary and Treasurer. The Board of Trustees shall elect a Secretary and a Treasurer with terms and responsibilities set forth in Article IV, Sections 9-10. The Board of Trustees may (at its discretion) elect an Assistant Treasurer or Assistant Secretary as set forth in Article IV, Section 1.</p>	<p>[TEXT MOVED AND RE-INCORPORATED INTO ARTICLE IV, SECTION 4.8-9]</p>	<p>Text reorganized into new Article IV, Section 4.8-9.</p>
<p><b>ARTICLE IV: OFFICERS</b></p>	<p><b>ARTICLE IV: OFFICERS</b></p>	
<p><b>Article IV, Section 1.</b> 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 hereto; the adoption of these Bylaws shall not have the effect of shortening the term of any incumbent Officer of the Corporation. The Board of Trustees may elect such other Officers, including an Assistant</p>	<p><b>Section 4.1. Composition of the Officers.</b> The Officers of ASOR include the Chair of the Board, President, Past President, Vice President, Secretary, and Treasurer. The Board of Trustees may elect such other Officers from time to time, including an Assistant Secretary or Assistant Treasurer, as the Board deems desirable, such Officers to have the authority to perform such duties prescribed by the Board. The ASOR Officers and the dates upon which their terms expire shall be set forth on the ASOR website. <b>All Officers must be Individual Members of ASOR.</b></p>	<p>Tightening and clarification of the text. Consistency of terminology.</p> <p><b>PROPOSED ADDITION: LANGUAGE HERE MANDATES WHAT SHOULD BE THE CASE FOR ANY ORGANIZATION'S BOARD -- THAT ALL OFFICERS MUST BE MEMBERS OF THE ORGANIZATION.</b></p>



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<p>Secretary and an Assistant Treasurer, as it shall deem desirable, such Officers to have the authority to perform the duties prescribed from time to time by the Board of Trustees.</p>		
<p><b>Article III, Section 9.</b> 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.</p> <p><b>Article IV, Section 5.</b> Chair of the Board. The Chair of the Board shall preside at all meetings of the Board of Trustees and of the Executive Committee of the board . . . The Chair of the Board shall also perform such other services and duties related to the general supervision and control of the business and affairs of the Corporation not otherwise prescribed to the President in Article IV, Section 6, as the Board of Trustees may from time to time request or prescribe, such as the supervision of capital projects and raising of funds.</p>	<p><b>Section 4.2. Chair of the Board.</b> 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.</p>	<p>Reorganized and combined text from old Article III, Section 9 and Article IV, Section 5. Tightening and clarification of the text. Consistency of terminology.</p>
<p><b>Article III, Section 10.</b> 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) shall 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</p>	<p><b>Section 4.3. Vice Chair(s) of the Board.</b> 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</p>	<p>Reorganized text from old Article III, Section 10.</p>

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<p>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.</p>	<p>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.</p>	
<p><b>Article IV, Section 6.A.</b> Functions of the President. As chief executive officer of the Corporation, the President shall work with the Executive Director to develop programs and shall generally supervise the Executive Director, subject to the control and approval of the Board of Trustees. He or she shall be answerable to the Board and the Executive Committee for his or her actions. The President, in consultation with the other officers, shall formally appoint all members of standing committees, except for the members of the Executive (Article V, Sections 1-2), Finance and Development (Article V, Section 3) Committees. If there is no current Executive Director, the President, in consultation with the Executive Committee, shall be directly responsible for the supervision of the activities of all administrative staff. The President may choose to designate another member of the Executive Committee to perform this task if there is no Executive Director. The President shall preside at all meetings of the Corporation. The President may sign, with the Secretary or any other designated officer of the Corporation authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general the President shall perform all duties incident to the office of President and such other duties</p>	<p><b>Section 4.4. President.</b> 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 answerable to the Board and the Executive Committee for his or her actions, (iii) shall preside at all ASOR Annual Members’ Meetings and Special Members’ Meetings, (iv) may sign, with the Secretary or any other Officer authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments authorized by the Board, except in cases where the signing and execution thereof shall be expressly delegated by the Board, by these Bylaws, or by statute to some other ASOR Officer or agent, and (v) shall perform such other duties incident to the office of President and as may be prescribed by the Board from time to time. <b>The President, in consultation with the Executive Committee, shall formally appoint all members of standing committees, except for the members of the Executive Committee, Finance Committee, and Development Committee.</b> At any time the Executive Directorship is vacant, the President, in consultation with the Executive Committee, shall directly supervise the ASOR administrative staff, or designate another Executive Committee member to perform this task, until such time that an Interim Executive Director is appointed or the Executive Directorship is filled.</p>	<p>Reorganized text from old Article IV, Section 6.A. Tightening and clarification of the text. Consistency of terminology.</p> <p><b>PROPOSED CHANGE: TO MOVE RATIFICATION OF COMMITTEE APPOINTMENTS OFF THE AGENDA OF THE FULL BOARD AND ONTO THE AGENDA OF THE EXECUTIVE COMMITTEE, TO GIVE BOARD TIME TO DO MORE MEANINGFUL WORK DURING ITS MEETINGS.</b></p>

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<p>as may be prescribed by the Board of Trustees.</p>		
<p><b>Article IV, Section 6.B.</b> In the event that the President resigns, is removed from office by vote of the Board of Trustees, or is otherwise unable or unwilling to discharge his or her duties, a quorum of the Executive Committee shall appoint an individual to fulfill the duties of President until the Board of Trustees elects and qualifies a new President. During the time he or she shall serve, the individual temporarily acting as President shall have all the powers of and be subject to all the restrictions upon the President.</p>	<p><b>Section 4.5. Interim President.</b> Should the President resign, be removed from office, or is otherwise unable or unwilling to discharge his or her duties, a quorum of the Executive Committee shall appoint an Interim President to fulfill the duties of President until the Board of Trustees elects a new President. The Interim President may or may not be appointed from among the Trustees as the Executive Committee may determine. The Interim President shall have all of the powers, responsibilities, obligations, duties, and restrictions of the President.</p>	<p>Reorganized text from old Article IV, Section 6.B. Tightening and clarification of the text. Consistency of terminology.</p>
<p><b>Article IV, Section 7.</b> The Past President serves to provide ongoing continuity via counsel to the President, Executive Director, and Board of Trustees, and shall perform such other duties as the Board of Trustees may from time to time prescribe. The Past President remains in office until the term(s) of an immediate successor are completed or otherwise terminated. Should the Past President him or herself choose to resign, the post shall remain vacant until the next presidential change of office.</p>	<p><b>Section 4.6. Past President.</b> The Past President shall (i) provide ongoing organizational continuity via counsel to the President, Executive Director, and Board of Trustees, and (ii) perform such other duties prescribed by the Board from time to time. The Past President shall serve until the term(s) of an immediate successor are completed or otherwise terminated. Should the Past President resign, be removed from office, or otherwise be unable or unwilling to discharge his or her duties, the post shall remain vacant until the next presidential election.</p>	<p>Reorganized text from old Article IV, Section 7. Tightening and clarification of the text. Consistency of terminology.</p>
<p><b>Article IV, Section 8.</b> The “Officers Nominations Committee” (Article IV, Section 5) shall work with the Board Chair to select a slate of candidate(s) for the position.</p>	<p><b>Section 4.7. Vice President.</b> The Board of Trustees shall elect a Vice President. The Vice President may or may not be elected from among the Trustees as the Board may determine. The Vice President shall (i) chair the Chairs Coordinating Council, and (ii) perform such additional duties prescribed by</p>	<p>Reorganized text from old Article IV, Section 8. Tightening and clarification of the text. Consistency of terminology.</p>

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<p>The Vice President’s primary responsibility shall be to Chair the Chairs Coordinating Council. The Vice President shall also perform such additional duties as the Board of Trustees, the Executive Committee, the President, or the Board Chair may from time to time prescribe. In the event that both the President and Chair of the Board are unable to be present to discharge the duties of the President, the Vice President shall perform the duties of the President, subject to the strictures listed in Section 6, above.</p>	<p>the Board of Trustees, the Executive Committee, the President, or the Board Chair from time to time. In the event the President and Board Chair are unable to attend and discharge their duties at any meeting over which they preside, the Vice President shall perform such duties (subject to the strictures set forth in Section 4.4, above).</p>	
<p><b>Article IV, Section 9.</b> 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 shall 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 shall have the custody and safe-keeping of securities and cash belonging to the Corporation, with power to receipt for the same and to endorse for deposit all checks payable to the Corporation or to the Treasurer; the investment and re-investment of funds belonging to the Corporation, subject to the direction of the Trustees or the Investment Committee; the disbursement of income under the direction of the Trustees, or with the written approval of the Treasurer and the President; and the keeping of books of account, and rendering statements no less frequently than annually upon the request of the Membership, Trustees, or Executive Committee, setting forth the condition</p>	<p><b>Section 4.8. Treasurer.</b> The Board of Trustees shall elect a Treasurer. The Treasurer may or may not be elected from among the Trustees as the Board may determine. The Treasurer shall (i) chair the Finance Committee, (ii) work with the Executive Director to develop and oversee the annual budget <del>to ensure that expenditures do not exceed budgeted amounts</del> and, if income is less than the budgeted amounts, in consultation with the President and subject to approval by the Board, adjust the annual budget as necessary during the fiscal year, (iii) oversee the custody and safe-keeping of securities and cash belonging to ASOR with the power to receipt for same and endorse for deposit all checks payable to ASOR or the Treasurer, (iv) oversee the investment and re-investment of funds belonging to ASOR, subject to the direction of the Board and the Finance Committee, (v) oversee the disbursement of income under the direction of the Board, or with written approval of the Treasurer and the President, (vi) work with the Executive Director to identify appropriate outside audit firm candidates and select a firm to conduct the annual audit, (vii) oversee the ASOR books of account, (viii) render detailed annual financial statements (by working with the outside auditors, Executive Director, and ASOR staff),</p>	<p>Reorganized and combined text from old Article III, Section 11, and Article IV, Section 9. Tightening and clarification of the text. Consistency of terminology.</p> <p><b>PROPOSED DELETION: THE CURRENT BYLAWS REQUIRE ASOR TO HAVE A BALANCED BUDGET EVERY YEAR, BUT AS WE LOOK TO THE REALITIES OF OUR UPCOMING MOVE AND PAYING RENT, WE MAY NEED TO SPEND FROM OUR RAINY-DAY FUND TO ACCOMMODATE THESE UNFORSEEN EXPENSES.</b></p>

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<p>of the funds of the Corporation and the receipts and disbursements since the date of the preceding statement. Subject to the approval and direction of the Executive Committee, the Treasurer and the Assistant Treasurer, if any, may delegate such of the above functions as deemed appropriate to a trust company or other similar financial institution authorized and empowered to perform such functions. If required by the Board of Trustees, 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 of Trustees shall determine.</p>	<p>setting forth the detailed financial condition of ASOR since the date of the preceding annual financial statements, including financial and investment accounts, assets, liabilities, receipts, and disbursements, and (ix) render such other financial reports upon request of the ASOR Members, Board, or Executive Committee. The Treasurer may appoint an Assistant Treasurer (subject to approval by the Board) <del>to serve as comptroller</del>. 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.</p>	<p><b>PROPOSED DELETION: REFLECTS CURRENT PRACTICE AND ALLOWS MORE LATITUDE FOR ASSITANT TREASURER IN TERMS OF DUTIES.</b></p>
<p><b>Article IV, Section 10.</b> The Secretary shall keep the minutes of the meetings of the Members of the Corporation, the Executive Committee of the Board of Trustees and the Board of Trustees in both electronic and hard copy form; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the Corporation records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Trustees. The Assistant Secretary, if any, shall perform such duties as shall be assigned to him or her by the</p>	<p><b>Section 4.9. Secretary.</b> 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 records, (iv) 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 general, perform all duties incident to the office of Secretary</p>	<p>Reorganized and combined text from old Article III, Section 11, and Article IV, Section 10. Tightening and clarification of the text. Consistency of terminology.</p>

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<p>Secretary or by the President or by the Board of Trustees.</p>	<p>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.</p>	
<p><b>Article IV, Section 2.</b> The term of office of each officer of the Corporation shall begin on January 1 of the year following his or her election (unless the Board shall designate an earlier start date), and shall extend for three (3) years. Except as provided in Article IX, no person serving as President, Past President, or Vice President of the Corporation may serve in such office for more than two (2) consecutive terms. As the terms of the incumbent officers of the Corporation expire, new Officers of the Corporation shall be proposed by the ‘Officers Nominations Committee’ (Article IV, Section 5), who shall put out a general call for candidates and vet those candidates, and shall be elected by the Board of Trustees at a regular meeting of the Board of Trustees. (Write-in candidates shall be permitted if thirty days notice is given to the Board.) If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Trustees. Each officer shall hold office until his or her successor shall have been duly elected and qualified.</p>	<p><b>Section 4.10. Officer term of service.</b> 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. The adoption of these Bylaws shall not shorten the term of any existing ASOR Officer.</p>	<p>Reorganized text from old Article IV, Section 2. Tightening and clarification of the text. Consistency of terminology. Language pertaining to the Officer Nominations Committee reincorporated into new Article V, Section 5.6.</p> <p><b>PROPOSED ADDITION: ADDING THIS PROVISION IS IN CONFORMITY WITH THE DISTRICT OF COLUMBIA NONPROFIT CORPORATION ACT OF 2010.</b></p> <p><b>PROPOSED ADDITION: INSURES THAT ADOPTION OF THESE REVISED BYLAWS SHALL NOT SHORTEN ANY TRUSTEE’S TERM.</b></p>
<p><b>Article IV, Section 3.</b> Any officer elected by the Board of Trustees may be removed only by a two-thirds (2/3) vote by paper ballot of the entire Board of Trustees whenever in its judgment the best interests of the Corporation would be</p>	<p><b>Section 4.11. Removal of an Officer.</b> An Officer 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</p>	<p>Reorganized text from old Article IV, Section 3. Tightening and clarification of the text. Consistency of terminology.</p>

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<p>served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.</p>	<p>ASOR.</p>	
<p><b>Article IV, Section 11.</b> Any officer may resign by giving notice in writing to the Chair of the Board, the President (or the person acting in his or her place), or the Secretary. The President resigns to the Chair of the Board.</p>	<p><b>Section 4.12. Resignation of an Officer.</b> An Officer (other than the President) may resign by giving written notice to the Board Chair or the President. The President may resign by giving written notice to the Board Chair. The Board Chair may resign by giving written notice to the full Board of Trustees. A resignation is effective when the notice is accepted.</p>	<p>Reorganized text from old Article IV, Section 11. Tightening and clarification of the text. Consistency of terminology.</p>
<p><b>Article IV, Section 4.</b> A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Trustees for the unexpired portion of the term.</p>	<p><b>Section 4.13. Officer vacancy.</b> The Board of Trustees shall elect a Replacement Officer to fill a vacant Officer post for the unexpired portion of an Officer’s term due to the death, resignation, or removal of such Officer. The Replacement Officer may or may not be elected from among the Trustees as the Board may determine.</p>	<p>Reorganized text from old Article IV, Section 4. Tightening and clarification of the text. Consistency of terminology.</p>
<p><b>ARTICLE V: COMMITTEES</b></p>	<p><b>ARTICLE V: COMMITTEES</b></p>	
<p>N.A.</p>	<p><b>Section 5.1. ASOR Committees.</b> ASOR Committees are composed of Standing Board Committees (Sections 5.2-5.9), Standing ASOR Committees (Sections 5.10-5.19), <i>Ad hoc</i> Committees (Section 5.20), and Overseas Committees (Section 5.21).</p>	<p>New introductory section.</p>
<p><b>Article V, Section 3 (Intro).</b> Other committees not having and exercising the authority of the Board of Trustees in the</p>	<p><b>Section 5.2. Standing Board Committees.</b> The Standing Board Committees are (and shall be) created by the Board of</p>	<p>Reorganization of committee provisions (Article V, Section 3 (Intro)) to track the</p>

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<p>management of the Corporation may be appointed in such manner as may be designated by a resolution adopted by the Trustees. Without limiting the foregoing:</p>	<p>Trustees for the management of ASOR. The Standing Board Committees are, without limitation, composed of the Board Chair Nominations Committee, Committee on the ASOR Policy on Professional Conduct, Development Committee, Finance Committee, Officers Nominations Committee, Personnel Committee, Trustee Nominations Committee. The Board shall have the authority to create and appoint such other Standing Board Committees the Board deems necessary to manage the affairs of ASOR. The Board also has the authority to disband any Standing Board Committee the Board determines is no longer necessary for the management of ASOR.</p>	<p>website. Tightening and clarification of the text. Consistency of terminology.</p>
<p>N.A.</p>	<p><b>Section 5.3. Board Chair Nominations Committee.</b> When necessary, the President, in consultation with the Past President, shall appoint at least four (4) additional Trustees to act as a Board Chair Nominations Committee. The Committee shall nominate a candidate for Board Chair to be elected by the Board of Trustees. The President shall chair the Committee.</p>	<p>New section to address this Standing Board Committee.</p> <p><b>PROPOSED ADDITION: THIS COMMITTEE HAS NEVER BEEN FORMALLY DESCRIBED IN THE BYLAWS, BUT IT IS NECESSARY TO ADDRESS THE MATTER OF THE SUCCESSION OF THE BOARD CHAIR.</b></p>
<p>N.A.</p>	<p><b>Section 5.4. Committee on the ASOR Policy on Professional Conduct.</b> The Board Chair, in consultation with the President, shall appoint a Chair of the Committee on the ASOR Policy on Professional Conduct. The Board Chair, in consultation with the President and Committee Chair, shall appoint two additional Trustees to act as the Committee on the ASOR Policy on Professional Conduct. The Committee shall annually review the ASOR Policy on Professional Conduct and bring forward to the Executive Committee and</p>	<p>New section to address this Standing Board Committee.</p> <p><b>PROPOSED ADDITION: THIS COMMITTEE WAS ESTABLISHED WITH THE ADOPTION OF THE ASOR POLICY ON PROFESSIONAL CONDUCT IN APRIL 2015, BUT IT HAS NEVER BEEN ADDED TO THE BYLAWS.</b></p>



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	<p>the Board all matters pertaining to its administration.</p>	
<p><b>Article V, Section 3.B.</b> The Chair of the Board shall appoint, in consultation with the Treasurer, President, and the Chair for Development, five (5) or more Trustees to act as a Development Committee. The President shall be a voting ex-officio member and the Executive Director shall be a non-voting member. The Committee shall be responsible for making recommendations to the Executive Committee and the Board regarding Development matters.</p>	<p><b>Section 5.5. Development Committee.</b> The Board Chair, in consultation with the President and Treasurer, shall appoint a Chair of the Development Committee. The Board Chair, in consultation with the President, Treasurer, and Committee Chair, shall appoint five (5) or more Trustees or former Trustees to act as a Development Committee. The Board Chair and President shall be voting <i>ex-officio</i> members of the Committee. The Executive Director shall be a non-voting <i>ex-officio</i> member of the Committee. The Committee shall formulate and make recommendations to the Executive Committee and the Board regarding development matters.</p>	<p>Reorganization of committee provisions (Article V, Section 3.B) to track the website. Tightening and clarification of the text. Consistency of terminology.</p> <p><b>PROPOSED ADDITION: ADDS A PROVISION FOR HOW TO APPOINT THE CHAIR OF THE DEVELOPMENT COMMITTEE (PREVIOUSLY UNSPECIFIED IN THE BYLAWS).</b></p> <p><b>PROPOSED ADDITION: ALLOWING FOR MEMBERSHIP THAT INCLUDES FORMER TRUSTEES AND INCLUDES THE BOARD CHAIR IS CONSISTENT WITH CURRENT PRACTICE.</b></p>
<p><b>Article V, Section 3.A.</b> The Chair of the Board shall appoint, in consultation with the Treasurer, three (3) to five (5) Trustees, in addition to the Treasurer, Executive Director (non-voting), the Chair of the Program Committee, the Chair of Publications, and the President, to serve as a Finance Committee. This committee advises the Executive Committee on matters related to the financial management of the Corporation and supervision of bids for the annual audit, supervises the investments of the Corporation's funds, and oversees the preparation of the annual budget and monitor compliance with the final budget approved by the Trustees to assure that expenditures do not exceed budgeted amounts.</p>	<p><b>Section 5.6. Finance Committee.</b> The Board Chair, in consultation with the Treasurer, who also shall Chair the Committee, shall appoint three (3) to five (5) Trustees to act as a Finance Committee. The Chair of the Program Committee, Chair of the Publications Committee, and President shall also be voting members of the Committee. The Executive Director shall be a non-voting <i>ex-officio</i> member of the Committee. The Committee shall (i) advise the Executive Committee and the Board regarding the financial management of ASOR, (ii) supervise the bidding process for the annual audit, (iii) supervise the investment of ASOR's funds, (iv) oversee preparation of the proposed annual budget, and (v) monitor compliance with the annual budget approved by the</p>	<p>Reorganization of committee provisions (Article V, Section 3.A) to track the website. Tightening and clarification of the text. Consistency of terminology.</p>

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	Board.	
<p><b>Article IV, Section 5.</b> The Chair of the Board shall choose a committee of five (5) Trustees as a standing "Officers Nominations Committee" to recommend to the Board qualified candidates for election to the offices of President, Vice President(s), Secretary, and Treasurer, and Trustee.</p> <p><b>Article IV, Section 2.</b> As the terms of the incumbent officers of the Corporation expire, new Officers of the Corporation shall be proposed by the 'Officers Nominations Committee' (Article IV, Section 5), who shall put out a general call for candidates and vet those candidates, and shall be elected by the Board of Trustees at a regular meeting of the Board of Trustees. (Write-in candidates shall be permitted if thirty days notice is given to the Board.) If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Trustees. Each officer shall hold office until his or her successor shall have been duly elected and qualified.</p>	<p><b>Section 5.7. Officers Nominations Committee.</b> The Board Chair, in consultation with the President, shall appoint one (1) Trustee to serve as the Chair of the Committee. The Board Chair, in consultation with the President and the Chair of the Committee, shall appoint four (4) other Trustees to act as an Officers Nominations Committee. The Board Chair and the President shall be voting <i>ex-officio</i> members of the Committee. The Executive Director shall be a non-voting <i>ex-officio</i> 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. As the terms of incumbent Officers expire, new Officers shall be proposed by the Committee, which shall put out a general call for candidates, vet the candidates, and present its recommendations to the Board. Write-in candidates shall be permitted on thirty (30) days written notice to the Board.</p>	<p>Reorganization of committee provisions (Article IV, Sections 2 and 5) to track the website. Tightening and clarification of the text. Consistency of terminology.</p>
<p><b>Article V, Section 3.C.</b> The Chair of the Board, in consultation with the President, shall appoint a Personnel Committee. The Committee shall be chaired by the President, and include the Vice President, Treasurer, and up to two (2) additional members of the Executive Committee. The Committee shall be responsible for conducting an annual review of the Executive Director, and making recommendations to the Executive Committee pertaining to</p>	<p><b>Section 5.8. Personnel Committee.</b> The Board Chair, in consultation with the President, shall appoint a Personnel Committee. The Committee shall be chaired by the President, and include the Vice President, Treasurer, and up to two (2) additional members of the Executive Committee. The Committee shall conduct an annual performance review of the Executive Director and make recommendations to the Executive Committee regarding the Executive Director's</p>	<p>Reorganization of committee provisions (Article V, Section 3.C) to track the website. Tightening and clarification of the text. Consistency of terminology.</p>

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<p>the employment of the Executive Director. The Committee, as a committee, shall provide direct oversight of the hiring of staff, annual performance assessments, and terminations of employment. The Committee shall also serve in an advisory capacity to the Executive Director on personnel matters. The Committee shall serve as an independent, confidential arbiter of staff grievances.</p>	<p>duties and responsibilities, continued employment, and compensation and benefits. The Committee, as a committee, also shall provide direct oversight of the hiring and termination of ASOR staff and their annual performance assessments. The Committee also shall advise the Executive Director on general personnel matters and serve as an independent, confidential arbiter of ASOR staff grievances.</p>	
<p>N.A.</p>	<p><b>Section 5.9. Trustee Nominations Committee.</b> The Board Chair, in consultation with the President, shall appoint one (1) Trustee to serve as the Chair of the Committee. The Board Chair, in consultation with the President and the Chair of the Committee, shall appoint at least four (4) Trustees to act as a Trustee Nominations Committee. The Board Chair and the President shall be voting <i>ex-officio</i> members of the Committee. The Committee shall develop slates of Institutionally-elected Trustee and Membership-elected Trustee candidates, and present such candidate slates to the ASOR electorate at least one (1) month in advance of the Annual Members' Meeting by posting such candidate slates on the ASOR website and disseminating such candidate slates to ASOR Members and Institutional Member Representatives via electronic mail.</p>	<p>New section to clarify this committee and track the website. Tightening and clarification of the text. Consistency of terminology.</p> <p><b>PROPOSED ADDITION (Section 5.9 in its entirety): THE EXISTENCE OF A TRUSTEE NOMINATIONS COMMITTEE IS ASSUMED AT CERTAIN POINTS IN THE CURRENT BYLAWS, BUT ITS MEMBERSHIP AND FUNCTION ARE NOT EXPLICITLY DEFINED.</b></p> <p><b>PROPOSED ADDITION (“at least one (1) month): THE CURRENT BYLAWS DO NOT SPECIFY A TIMELINE FOR NOMINEES TO BE NAMED AND BALLOTS TO BE DISSEMINATED, BUT OUR EXPERIENCE OVER THE LAST FEW YEARS SUGGETS IT WOULD BE GOOD TO HAVE SOME DEADLINES IN PLACE.</b></p>
<p>N.A.</p>	<p><b>Section 5.10. Standing ASOR Committees.</b> The Standing ASOR Committees are (and shall be) created by the Board of Trustees to carry out ASOR’s mission and initiatives. The</p>	<p>New section to define the term “Standing ASOR Committees.” Tightening and clarification of the text. Consistency of</p>

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	<p>Standing ASOR Committees are, without limitation, the Committee on Archaeological Research 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 ASOR Committees as the Board deems necessary as ASOR’s mission and initiatives evolve and expand. The Board also has the authority to disband any Standing ASOR Committee the Board determines no longer meaningfully contributes to the ASOR’s mission and initiatives.</p>	<p>terminology.</p> <p><b>PROPOSED ADDITION: ADDS THE CURRENT AD HOC CULTURAL HERITAGE COMMITTEE TO THE LIST OF STANDING ASOR COMMITTEES.</b></p> <p><b>PROPOSED CHANGE: RENAMES THE JUNIOR SCHOLARS COMMITTEE TO EARLY CAREER SCHOLARS, AT THAT COMMITTEE'S REQUEST.</b></p>
<p><b>Article V, Section 2.</b> The Board of Trustees shall designate and appoint a Chairs Coordinating Council. The Chairs Coordinating Council shall be responsible for coordinating implementation of the activities and programs of the standing program committees, particularly as they concern the allocation of resources, jurisdictional issues, and the application of ethical policies and professional standards. The Chairs Coordinating Council shall be chaired by the Vice President, and shall include the chairs of all the standing program committees, the President (<i>ex officio</i>), the Executive Director (<i>ex officio nv</i>), and representatives from the three affiliated overseas centers. The Chairs Coordinating Council shall report to the Executive Committee and the Board of Trustees.</p>	<p><b>Section 5.11. Chairs Coordinating Council.</b> The Board of Trustees shall appoint a Chairs Coordinating Council to coordinate the activities and initiatives of the Standing ASOR Committees. <b>The Chairs Coordinating Council also shall appoint the members of the Standing ASOR Committees subject to approval by the Executive Committee.</b> 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 <i>ex-officio</i> member of the Chairs Coordinating Council. The Executive Director shall be a non-voting <i>ex-officio</i> member of the Chairs Coordinating Council. The Chairs Coordinating Council shall report to the Executive Committee and the Board.</p>	<p>Reorganization of committee provisions (Article V, Section 2) to track the website. Tightening and clarification of the text. Consistency of terminology.</p> <p><b>PROPOSED CHANGE: CURRENTLY, ALL STANDING ASOR COMMITTEE MEMBERS ARE APPROVED BY THE BOARD, BUT THIS IS A POOR USE OF THE BOARD'S TIME AND IS MUCH BETTER HANDLED BY THE CHAIRS COORDINATING COUNCIL AND THE EXECUTIVE COMMITTEE, ACTING ON THE BOARD'S BEHALF.</b></p>
<p><b>Article V, Section 5.</b> The President shall appoint a standing</p>	<p><b>Section 5.12. Chairs Nominations Committee.</b> The Vice</p>	<p>Reorganization of committee provisions</p>

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<p>“Chairs Nominations Committee” to recommend to the Board qualified candidates for the Chair of each program standing committee. The Chairs Nominations Committee normally shall include the Vice President and at least two members of the Chairs Coordinating Council, each appointed for rotating, two-year terms. The Chairs Nominations Committee shall work closely with each respective standing program committee to identify qualified candidates for the Chair of that particular committee.</p>	<p>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.</p>	<p>(Article V, Section 5) to track the website. Tightening and clarification of the text. Consistency of terminology.</p>
<p><b>Article V, Section 3.G.</b> The President and the Board of Trustees shall appoint, in consultation with the Board Chair, the Executive Committee, and the Chair for Archaeological Research and Policy, an Archaeological Research and Policy Committee. The President shall be a voting ex-officio member and the Executive Director shall be a non-voting ex-officio member. The Committee shall be responsible for the awarding of relevant scholarships and travel money to ASOR members. It shall also be responsible for debating and discussing matters of archaeological research and policy and for making recommendations to the Executive Committee or the Board concerning said matters.</p>	<p><b>Section 5.13. Committee on Archaeological Research and Policy.</b> 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 <i>ex-officio</i> members of the Committee. The Executive Director shall be a non-voting <i>ex-officio</i> 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.</p>	<p>Reorganization of committee provisions (Article V, Section 3.G) to track the website. Tightening and clarification of the text. Consistency of terminology.  <b>PROPOSED CHANGE: THE SAME POLICY CHANGE AS DESCRIBED IN 5.11 ABOVE.</b></p>
<p>N.A.</p>	<p><b>Section 5.14. Cultural Heritage Committee.</b> Subject to approval by the Executive Committee, the Chairs</p>	<p><b>PROPOSED ADDITION: MOVES THIS AD HOC COMMITTEE TO THE STATUS OF A</b></p>

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	<p>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 <i>ex-officio</i> member of the Committee. The Executive Director shall be a non-voting <i>ex-officio</i> 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.</p>	<p><b>STANDING COMMITTEE.</b></p>
<p><b>Article V, Section 3.H.</b> The President and the Board of Trustees shall appoint, in consultation with the Board Chair, the Executive Committee, and the Chair of Junior Scholars, a Junior Scholars Committee. The President shall be a voting <i>ex-officio</i> member and the Executive Director or his designee shall be a non-voting <i>ex-officio</i> member. This committee shall oversee the mentoring and networking of junior members in ASOR.</p>	<p><b>Section 5.15. Early Career Scholars Committee.</b> 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 <i>ex-officio</i> member of the Committee. The Executive Director shall be a non-voting <i>ex-officio</i> 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.</p>	<p>Reorganization of committee provisions (Article V, Section 3.H) to track the website. Tightening and clarification of the text. Consistency of terminology.</p> <p><b>PROPOSED CHANGE: RENAMES THE JUNIOR SCHOLARS COMMITTEE TO EARLY CAREER SCHOLARS, AT THAT COMMITTEE'S REQUEST.</b></p> <p><b>PROPOSED CHANGE: THE SAME POLICY CHANGE AS DESCRIBED IN 5.11 ABOVE.</b></p>
<p><b>Article V, Section 3.I.</b> The President and the Board of Trustees shall appoint, in consultation with the Board Chair, the Executive Committee, and the Chair of Honors and</p>	<p><b>Section 5.16. Honors and Awards Committee.</b> Subject to approval by the Executive Committee, the Chairs Coordinating Council, in consultation with the Chair of the</p>	<p>Reorganization of committee provisions (Article V, Section 3.I) to track the website. Tightening and clarification of the text.</p>

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<p>Awards, an Honors and Awards Committee. The President shall be a voting <i>ex-officio</i> member and the Executive Director shall be a non-voting <i>ex-officio</i> member. This committee shall oversee all ASOR honors.</p>	<p>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 <i>ex-officio</i> member of the Committee. The Executive Director shall be a non-voting <i>ex-officio</i> member of the Committee. The Honors and Awards Committee shall oversee all honors and awards conferred by ASOR.</p>	<p>Consistency of terminology.</p> <p><b>PROPOSED CHANGE: THE SAME POLICY CHANGE AS DESCRIBED IN 5.11 ABOVE.</b></p>
<p><b>Article V, Section 3.E.</b> The President and the Board of Trustees shall appoint, in consultation with the Board Chair, the Executive Committee, and the Chair for Membership and Outreach, a Membership and Outreach Committee. The President shall be a voting <i>ex-officio</i> member and the Executive Director shall be a non-voting <i>ex-officio</i> member. The Committee shall be responsible for making recommendations to the Executive Committee and the Board regarding matters dealing with ASOR membership. The Chair may appoint sub-committees as needed.</p>	<p><b>Section 5.17. Membership and Outreach Committee.</b> <b>Subject to approval by the Executive Committee, the Chairs Coordinating Council,</b> 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 <i>ex-officio</i> members of the Committee. The Executive Director shall be a non-voting <i>ex-officio</i> member of the Committee. The Membership and Outreach Committee shall make recommendations to the Executive Committee and the Board regarding matters pertaining to ASOR membership and outreach initiatives. The Chair of the Committee may appoint sub-committees as needed.</p>	<p>Reorganization of committee provisions (Article V, Section 3.E) to track the website. Tightening and clarification of the text. Consistency of terminology.</p> <p><b>PROPOSED CHANGE: THE SAME POLICY CHANGE AS DESCRIBED IN 5.11 ABOVE.</b></p>
<p><b>Article V, Section 3.D.</b> The President and the Board of Trustees shall appoint, in consultation with the Board Chair, the Executive Committee, and the Chair for Programs, a Programs Committee. The President shall be a voting <i>ex-officio</i> member and the Executive Director shall be a non-voting <i>ex-officio</i> member. The Committee shall be</p>	<p><b>Section 5.18. Program Committee.</b> <b>Subject to approval by the Executive Committee, the Chairs Coordinating Council,</b> 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 Program Committee. All Committee members must be Individual Members of ASOR. The President shall be a</p>	<p>Reorganization of committee provisions (Article V, Section 3.D) to track the website. Tightening and clarification of the text. Consistency of terminology.</p> <p><b>PROPOSED CHANGE: THE CURRENT</b></p>

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<p>responsible for overseeing the Annual Meeting program, as well as for making recommendations to the Executive Committee and the Board regarding matters relating to the Annual Meeting.</p>	<p>voting <i>ex-officio</i> member of the Committee. The Executive Director shall be a non-voting <i>ex-officio</i> member of the Committee. The Program Committee shall oversee the academic aspects of the Annual Meeting program and make recommendations to the Executive Committee and the Board regarding matters relating to the Annual Meeting.</p>	<p>BYLAWS SOMETIMES REFER TO A PROGRAMS COMMITTEE AND SOMETIMES TO A PROGRAM COMMITTEE. PROPOSAL IS TO STANDARDIZE THROUGHOUT AS PROGRAM COMMITTEE.</p> <p>PROPOSED CHANGE: THE SAME POLICY CHANGE AS DESCRIBED IN 5.11 ABOVE.</p>
<p><b>Article V, Section 3.F.</b> The President and the Board of Trustees shall appoint, in consultation with the Board Chair, the Executive Committee, and the Chair for Publications, a Publications Committee. The President shall be a voting <i>ex-officio</i> member and the Executive Director shall be a non-voting <i>ex-officio</i> member. The Committee shall be responsible for making recommendations to the Executive Committee and the Board regarding matters dealing with ASOR publications.</p>	<p><b>Section 5.19. Publications Committee.</b> 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 Publications Committee. All Committee members must be Individual Members of ASOR. The President shall be a voting <i>ex-officio</i> member of the Committee. The Executive Director shall be a non-voting <i>ex-officio</i> 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.</p>	<p>Reorganization of committee provisions (Article V, Section 3.F) to track the website. Tightening and clarification of the text. Consistency of terminology.</p> <p>PROPOSED CHANGE: THE SAME POLICY CHANGE AS DESCRIBED IN 5.11 ABOVE.</p> <p>PROPOSED CHANGE: LOCATES THE RESPONSIBILITY FOR APPROVING EDITORIAL BOARD APPOINTEES WITHIN THE PUBLICATIONS COMMITTEE, RATHER THAN HAVING EDITORIAL BOARD APPOINTMENTS APPROVED AT THE BOARD LEVEL.</p>
<p>N.A.</p>	<p><b>Section 5.20. Ad hoc Committees.</b> The President shall have the power to create and appoint <i>ad hoc</i> committees as necessary to address specific issues facing ASOR. <i>Ad hoc</i> committees and their purpose(s) shall be identified on the</p>	<p>PROPOSED ADDITION: NEW SECTION TO ADDRESS THE APPOINTMENT OF <i>AD HOC</i> COMMITTEES.</p>



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	ASOR website.	
N.A.	<b>Section 5.21. Overseas Committees.</b> 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 <i>Journal of Cuneiform Studies (JCS)</i> and the Mesopotamian Fellowship.	PROPOSED ADDITION: NEW SECTION TO ADDRESS THE OVERSEAS COMMITTEES.
<b>Article V, Section 7.</b> 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.	<b>Section 5.22. Quorum; majority vote required.</b> 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, <i>Ad hoc</i> 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.	Reorganization of committee provisions (Article V, Section 7). Tightening and clarification of the text. Consistency of terminology.
<b>Article V, Section 8.</b> No committee may adopt rules for its own governance which are inconsistent with these Bylaws or with rules adopted by the Board of Trustees.	<b>Section 5.23. Committee rules and records.</b> 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.	Reorganization of committee provisions (Article V, Section 8). Tightening and clarification of the text. Consistency of terminology.

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<p><b>Article V, Section 4.</b> Unless otherwise provided for in the Bylaws or by a resolution of the Board of Trustees, each member of a committee shall be appointed to a three year term. If the member’s service is adequate, she/he may seek and accept a second three year term. At the completion of the second term he/she shall rotate off the committee for a least one full term. The same term limits shall apply to the chairs of the committees. If a member of a committee becomes chair, he/she shall be eligible to serve two terms from the date rotate off the committee for at least one term.</p>	<p><b>Section 5.24. Committee member term of service.</b> Unless otherwise provided in the Bylaws or by Board resolution, the term of service for members of the Standing Board Committees, Standing ASOR Committees, <i>Ad hoc</i> 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.</p>	<p>Reorganization of committee provisions (Article V, Section 4). Tightening and clarification of the text. Consistency of terminology.</p>
<p>N.A.</p>	<p><b>Section 5.25 Removal of a Committee member.</b> 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.</p>	<p>PROPOSED ADDITION: NEW PROVISION.</p>
<p>N.A.</p>	<p><b>Section 5.26. Resignation of a Committee member.</b> 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.</p>	<p>PROPOSED ADDITION: NEW PROVISION.</p>

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<p><b>Article V, Section 6.</b> 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.</p>	<p><b>Section 5.27. Committee member vacancy.</b> 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 for the unexpired portion of the replaced Committee member’s term.</p>	<p>Reorganization of committee provisions (Article V, Section 6). Tightening and clarification of the text. Consistency of terminology.</p>
<p><b>ARTICLE VI: EXECUTIVE DIRECTOR</b></p>	<p><b>ARTICLE VI: EXECUTIVE DIRECTOR</b></p>	
<p>N.A.</p>	<p><b>Section 6.1. Chief Operating Officer.</b> The ASOR staff and ASOR’s day-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.</p>	<p><b>PROPOSED ADDITION: NEW PROVISION.</b></p>
<p><b>Article VI, Section 1.</b> 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.</p>	<p><b>Section 6.2. Nomination and appointment.</b> When necessary, the President, in consultation with the Executive Committee, shall appoint an <i>ad hoc</i> search committee to identify and nominate an Executive Director for appointment by the Board of Trustees.</p>	<p>Reorganization of Article VI, Section 1. Tightening and clarification of the text. Consistency of terminology.</p>
<p><b>Article VI, Section 3.</b> Terms and Conditions of Employment:  The Executive Director shall serve under contract to ASOR and under the general direction of the Executive Committee</p>	<p><b>Section 6.3. Terms and Conditions of Employment.</b> 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</p>	<p>Section reordered. Tightening and clarification of the text. Consistency of terminology.</p>

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<p>as full-time Chief Operating Officer for a period of not less than three years, subject to renewal. If the Executive Director is unable to fulfill his or her duties for whatever reason, the President, in consultation with the Executive Committee, is authorized to appoint a temporary Executive Director, until such time as a proper search can be undertaken and a new Executive Director appointed.</p> <p>There shall be a periodic review of this position and annual reviews of the performance of the Executive Director by the Personnel Committee with potential adjustment in the budget and personal assignments. There being an incumbent Executive Director, a renewal of employment (beyond the initial three [3] year period) can be made on recommendation by the Executive Committee, consistent with the approved budget for administration.</p>	<p>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.</p>	
<p><b>Article VI, Section 2.</b> The Executive Director shall report to the Presidents and 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.</p> <p><b>Article VI, Section 4.</b> Responsibilities of the Executive Director</p>	<p><b>Section 6.4. Duties and responsibilities.</b> The Executive Director shall report to the Executive Committee and the President. The Executive Director also shall serve as a non-voting <i>ex-officio</i> member of the ASOR Board and certain Committees identified in these Bylaws. The Executive Director’s specific duties and responsibilities include, <i>inter alia</i>, (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</p>	<p>Reorganization of the ED’s duties from old Article VI, Sections 2 and 4. Tightening and clarification of the text. Consistency of terminology. Elimination of redundant and superfluous text.</p>

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<p><b>A. General:</b></p> <p><b>1.</b> The Executive Director shall serve under contract and work in concert with and under the direction of the President to implement Board-approved policies and established aims of ASOR.</p> <p><b>2.</b> The Executive Director shall directly supervise and oversee all ASOR professional staff. The Executive Director (in consultation with the President) shall have the authority to hire and dismiss staff.</p> <p><b>3.</b> 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 chairs, institutional and general membership, and affiliated overseas centers to assure smooth, coordinated operations of ASOR.</p> <p><b>B.</b> 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:</p> <p><b>1.</b> 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 agreement with ASOR.</p> <p><b>2.</b> Provide general support for the Board and officers of</p>	<p>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.</p>	
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<p>ASOR, including overseeing the preparation of the annual budget and periodic financial/fiscal documents, special reports and materials, meeting agendas, arranging meetings and consultations, and keeping members advised of Board-related activities and decisions.</p> <p><b>3.</b> Oversee the coordination of public relations and information including assistance with joint activities of ASOR and affiliated overseas centers. Duties include serving as liaison between and among the ASOR memberships, committees and Board; processing announcements and responses for grants and fellowships; organizing conferences and seminars; and maintaining communication within ASOR and contacts with other institutions and organizations.</p> <p><b>4.</b> Work closely with relevant committees, assisting the processes of raising funds, organizing and publicizing events, and initiating support from public and private sources.</p>		
<p><b>ARTICLE VII: INDEMNIFICATION</b></p>	<p><b>ARTICLE VII: INDEMNIFICATION</b></p>	
<p><b>Article VII, Section 1.</b> The Corporation does hereby indemnify to the maximum extent legally permissible each Trustee and officer and former Trustee and officer of the Corporation, and each individual who served at its request as a director, officer or trustee of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, against expenses (including attorney’s fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with or arising out of any threatened, pending or completed claim, action, suit, proceeding, issue or matter of whatever nature,</p>	<p><b>Section 7.1. Civil Acts.</b> ASOR 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,</p>	<p>Reorganization of old Article VII, Sections 1-3; 6. Tightening and clarification of the text. Consistency of terminology. Combination of all provisions pertaining to indemnification for civil acts into one section.</p> <p><b>PROPOSED ADDITION: ADD LANGUAGE FROM THE DISTRICT OF COLUMBIA NONPROFIT CORPORATION ACT OF 2010.</b></p>

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<p>whether civil, criminal, legislative, administrative or investigative, in which he or she may be involved as a party or otherwise by reason of his or her being or having been such Trustee or officer.</p> <p><b>Article VII, Section 2.</b> This indemnification includes amounts paid or incurred in connection with reasonable settlements if made with a view to the curtailment of the costs of litigation.</p> <p><b>Article VII, Section 3.</b> This indemnification includes amounts paid or incurred in connection with acts of negligence, whether liability on the part of such Trustee, director, officer or trustee exists as to the Corporation, its Trustees, officers, agents, or employees or as to third parties, including creditors.</p> <p><b>Article VII, Section 6.</b> 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.</p>	<p>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.</p>	
<p><b>Article VII, Section 4.</b> This indemnification also extends to any criminal action, suit, 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 <i>nolo contendere</i>, 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</p>	<p><b>Section 7.2. Criminal acts.</b> ASOR 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 ASOR Trustees, Officers, and employees for the amounts and actions set forth in Section 7.1 pertaining to any misdemeanor criminal action, suit, proceeding, or investigation to which such Trustee, Officer, or employee pleads <i>nolo contendere</i>, or its equivalent, provided his or her complained of actions were committed in good faith, with a</p>	<p>Reorganization of old Article VII, Section 4, tightening, and clarification of the text. Consistency of terminology.</p> <p><b>PROPOSED ADDITION: ADD LANGUAGE FROM THE DISTRICT OF COLUMBIA NONPROFIT CORPORATION ACT OF 2010.</b></p>

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<p>and on the reasonable assumption of its legality.</p>	<p>reasonable assumption of legality, and with the belief that such actions were in the best interest of ASOR. Notwithstanding the above, ASOR also shall indemnify a current or former ASOR Trustee, Officer, or employee for the amounts and actions set forth in Section 7.1 pertaining to any felony criminal action, suit, proceeding, or investigation provided such action, suit, proceeding, or investigation is dismissed or such Trustee, Officer, or employee is adjudged not guilty at trial or on appeal.</p>	
<p><b>Article VII, Section 5.</b> No such reimbursement or indemnification shall relate to any expense incurred in connection with any matter as to which such Trustee or officer has been adjudged to be liable for gross negligence or misconduct in the performance of his or her duty to the Corporation, exclusive of issues or matters not related to the conduct on which the judgment was based, unless and only to the extent that the court in which the action or suit was brought shall determine that despite such adjudication of liability and in view 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.</p>	<p><b>Section 7.3. No indemnification for gross negligence, intentional misconduct, or civil or criminal penalties.</b> Notwithstanding any other provision to the contrary, ASOR shall not indemnify any current or former ASOR Trustee, Officer, or employee for any amount pertaining to any civil action, suit, arbitration, legal proceeding, or investigation in which such Trustee, Officer, or employee is adjudged to be liable for gross negligence, intentional misconduct, or civil or criminal penalties pertaining to his or her duty to ASOR.</p>	<p>Tightening and clarification of the text of old Article VII, Section 5. Consistency of terminology.</p>
<p><b>Article VII, Section 7.</b> 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.</p>	<p><b>Section 7.4. No indemnification for acts resulting in tax liability to ASOR.</b> Notwithstanding any other provision to the contrary, ASOR 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.</p>	<p>Tightening and clarification of the text of old Article VII, Section 7. Consistency of terminology.</p>



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<p><b>Article VII, Section 8.</b> 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.</p>	<p><b>Section 7.5 Severability.</b> Every provision of this Article VII is intended to be severable. If any term or provision is determined to be invalid for any reason, such invalid term or provision shall be severed from Article VII, and not affect the validity of the remainder of Article VII.</p>	<p>No substantive change to old Article VII, Section 8.</p>
<p><b>ARTICLE VIII: THE AFFILIATED OVERSEAS CENTERS</b></p>	<p><b>ARTICLE VIII: AFFILIATED OVERSEAS RESEARCH CENTERS</b></p>	
<p><b>Article VIII, Section 1.</b> 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.</p>	<p><b>Section 8.1. Composition of the Affiliated Overseas Research Centers.</b> The Affiliated Overseas Research Centers are composed of 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).</p>	<p>Tightening and clarification of the text. Consistency of terminology. The Overseas Committees severed and reorganized into new Article V, Section 5.21.</p>
<p><b>Article VIII, Section 2.</b> 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.</p>	<p><b>Section 8.2. Recognition as an Affiliated Overseas Research Center.</b> An overseas research center or research organization whose primary mission, purposes, and objectives conform to the mission, purposes, and objectives of ASOR may, upon application, become an ASOR Affiliated Overseas Research Center by a two-thirds (2/3) vote of the Board.</p>	<p>Tightening and clarification of the text of Article VIII, Section 2. Consistency of terminology.</p>

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<p><b>Article X, Section 3.</b> The Trustees shall, as appropriate, make annual appropriations to carry on the work of the Corporation’s affiliates.</p>	<p><b>Section 8.3. Appropriations for the Affiliated Overseas Research Centers.</b> The Board of Trustees may, as appropriate, make appropriations to carry out the work of the Affiliated Overseas Research Centers.</p>	<p>Tightening and clarification of the text. Consistency of terminology. Reorganized from Article X, Section 3.</p>
<p><b>Article VIII, Section 3.</b> 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 governing board. In the event of a vacancy in the offices of President or Chair of the Board, the place shall be filled by an election of a Trustee. This committee shall meet within ninety (90) days of the call for arbitration, and shall earnestly attempt to resolve the issue. 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.</p>	<p><b>Section 8.4. Dispute between ASOR and an Affiliated Overseas Research Center.</b> The responsibilities and obligations by and between ASOR and the Affiliated Overseas Research Centers to each other not set out in their respective Articles of Incorporation or Bylaws, and any disputes arising between the ASOR Board of Trustees and the board of any Affiliated Overseas Research Center regarding the fulfillment of such responsibilities and obligations, or the structure of their business and professional relationships, shall be resolved by a committee of six (6) persons, three (3) representing each party. The committee, which shall consist of the Board Chair, President, and a 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 resolution, which shall be submitted promptly to the parties’ respective governing boards and be binding unless vetoed by a majority vote of one or both of such governing boards. Any dispute not resolved by such committee shall first be mediated and, if unsuccessful, arbitrated by the American Arbitration Association under its</p>	<p>Tightening and clarification of the text of Article VIII, Section 3. Consistency of terminology.</p> <p><b>PROPOSED ADDITION: ADDITIONAL PROCEDURE TO TAKE A DISPUTE TO FINAL RESOLUTION.</b></p>

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	Commercial Arbitration Rules and Mediation Procedures.	
<b>ARTICLE IX: TERM OF OFFICE</b>	<b>ARTICLE IX: TERM OF OFFICE</b>	
<b>Article IX, Section 1.</b> Extension by Executive Committee. Notwithstanding any other provision of these Bylaws, the Executive Committee of the Board of Trustees may extend the term of office of any officer of the Corporation as the Executive Committee deems necessary or appropriate and in the best interests of the Corporation.	Text incorporated into new Article III, Section 3.6. Old Article IX deleted. Article X renumbered as new Article IX.	Text incorporated into new Article III, Section 3.6. Old Article IX deleted. Article X renumbered as new Article IX.
<b>ARTICLE X: MISCELLANEOUS</b>	<b>ARTICLE IX: MISCELLANEOUS</b>	
<b>Article X, Section 1.</b> The fiscal year of the Corporation shall begin on July 1, and terminate on June 30.	<b>Section 9.1. Fiscal year.</b> ASOR’s fiscal year shall begin on July 1, and terminate on June 30 of the following calendar year.	Tightening and clarification of the text of old Article X, Section 1. Consistency of terminology.
<b>Article X, Section 2.</b> No debt shall be contracted or liability incurred or contract made by or on behalf of the Corporation or any affiliate thereof, other than in the ordinary course of business by any officer or agent thereof unless the same shall have been authorized by the Board of Trustees or by the Executive Committee.	<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.	Tightening and clarification of the text of old Article X, Section 2. Consistency of terminology.
<b>Article X, Section 3.</b> The Trustees shall, as appropriate, make annual appropriations to carry on the work of the Corporation’s affiliates.	Text reorganized into new Article VIII, Section 8.3.	Text reorganized into new Article VIII, Section 8.3.

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<p><b>Article X, Section 4.</b> Moneys contributed to the Corporation for building purposes shall constitute a separate fund, and shall not be expended except pursuant to a resolution adopted by the Trustees upon the recommendation of the Executive Committee.</p>	<p><b>Section 9.3. Building and acquisition fund contributions.</b> 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.</p>	<p>Tightening and clarification of the text of old Article X, Section 4. Consistency of terminology.</p>
<p><b>Article X, Section 5.</b> Moneys contributed to the Corporation for endowment shall constitute a permanent fund to be invested by the Finance Committee (under the direction and oversight of the Treasurer) under the terms of Article IV, Section 8, and only the income thereof (as calculated by the current board-approved Spending Policy) shall be expended for the purposes of the Corporation. “Income” and “principal” are defined by the Probates, Estates, and Fiduciary Code of the District of Columbia.</p>	<p><b>Section 9.4. Endowment funds.</b> ASOR’s endowment funds shall be permanently restricted and invested by the Finance Committee under the direction and oversight of the Treasurer. Only the income earned by the endowment funds (as calculated pursuant to the ASOR Investment and Spending Policies) shall be available for spending by ASOR. For purposes of this provision, these Bylaws incorporate the definitions of the terms "income" and "principal" in Section 28–4801.02 of the Code of the District of Columbia.</p>	<p>Tightening and clarification of the text of old Article X, Section 5. Consistency of terminology.</p>
<p><b>Article X, Section 6.</b> The seal, an impression of which is affixed hereto, is adopted and approved as the seal of the Corporation.</p>	<p><b>Section 9.5. Official Seal.</b> The ASOR seal, an impression of which is affixed hereto, is adopted and approved as the official seal of the organization.</p>	<p>Tightening and clarification of the text of old Article X, Section 6. Consistency of terminology.</p>
<p><b>Article X, Section 7.</b> These Bylaws may be amended at any meeting of the Trustees, but only by a Trustee and when twenty (20) days written (including electronic) notice of the text of a proposed amendment has been mailed or delivered/distributed to each member of the Board.</p>	<p><b>Section 9.6. Amendments.</b> These Bylaws may be amended at any meeting of the Board of Trustees provided each voting Trustee receives, via electronic mail or regular mail, twenty (20) days advance written notice setting forth the proposed amendment(s).</p>	<p>Tightening and clarification of the text of old Article X, Section 7. Consistency of terminology.</p>