

ASOR Articles of Incorporation

FIRST: The name of the Corporation is American Schools of Oriental Research.

SECOND: The duration of the Corporation is perpetual.

THIRD: The Corporation is hereby organized exclusively for one or more charitable, educational and scientific purposes, including, for any such purpose or purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any subsequent United States Internal Revenue Law); such purposes to include the initiation, encouragement and support of research into and public understanding of the peoples and cultures of the Near East and their wider spheres of interaction from earliest times to the modern period, especially archaeologically informed projects which are integrative and interdisciplinary by affording educational opportunities to graduates of American colleges and universities and to other qualified students and by the prosecution of original research, excavations and exploration.

The Corporation shall have in furtherance of the aforesaid purposes all of the powers conferred upon corporations organized pursuant to the provisions of the District of Columbia Non-Profit Corporation Act.

FOURTH: The Corporation shall have nine classes of members: Founding Members, Consortium Members, Overseas Centers, Advisory Members, Heritage Members, Individual Professional Members, Individual Contributing Members, Individual Non-Voting Members, and Honorary Members. Each Founding, Consortium, Advisory, Heritage, Individual Professional, and Individual Contributing Member, and each Representative of the Overseas Centers shall be entitled to one vote on all matters which are required or permitted to be submitted to the membership including, to the extent provided in the Bylaws of the Corporation, the election or appointment of Trustees of the Corporation. The qualifications and rights of the members, including the right, if any, to vote, shall be established from time to time by resolution of the Board of Trustees. Individual Supporting and Honorary Members shall have no right to vote.

Except as may otherwise be provided in these Articles of Incorporation, the manner of election or appointment of Trustees of the Corporation shall be prescribed by the Bylaws of the Corporation.

Any qualifications and any rights, liabilities and other incidents of membership not otherwise conferred upon any class of membership by the provisions of these Articles of Incorporation shall be prescribed by the provisions of the Bylaws of the Corporation.

FIFTH: The address, including street and number, if any, of the registered office of the Corporation is: CT Corporation System, 1030 15th Street, N.W. , Washington, D.C. 20005, and the name of the Corporation's registered agent at the aforesaid address is: _____.

SIXTH: The number of Trustees constituting the Board of Trustees of the Corporation shall range from 30 to 50 (including three ex-officio members), which may be increased or decreased from time to time as

SEVENTH: For the regulation of the internal affairs of the Corporation, it is hereby provided:

1. No part of the net earnings of the Corporation shall inure to the benefit or be distributable to its members, Trustees, officers, or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any subsequent United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any subsequent United States Internal Revenue Law).
2. Notwithstanding anything contained in these Articles to the contrary, at any time when the Corporation is a private foundation as defined in Section 509 (a) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent Federal tax laws), the Corporation will distribute its income for each taxable year at such time and in such manner as not to become subject to the tax undistributed income imposed by Section 4942 of the internal Revenue Code of 1954 (or corresponding provisions of any subsequent Federal tax laws); will not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent Federal tax laws); will not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent Federal tax laws); will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent Federal tax laws); and will not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent Federal tax laws).
3. Upon dissolution, final liquidation, or winding up of the Corporation, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for the same or substantially similar nonprofit, educational and scientific purposes as shall at the time qualify as an exempt organization or organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent United States Internal Revenue Law), as the Board of Trustees shall determine.

Note: The last amendments to this document were the replacement of Articles THIRD and SIXTH by a vote of the members at the meeting held on November 23, 1996.