

Article II. Section 1. The American Schools of Oriental Research shall have ~~seventeen~~ (9) types of members described as follows:

Article II. Section 1. A. Founding Members.

Founding members are the Archaeological Institute of America (AIA), the Society of Biblical Literature (SBL), and the American Oriental Society (AOS). ~~Founding members shall be represented in the Corporation and on the ASOR Board by one individual appointed by each organization. Representatives receive Member privileges as designated from time to time by the Board of Trustee.~~ Representatives from these societies may receive Member privileges as designated from time to time by the Board of Trustee.

- Rationale: Article III. Section 2 in 2011 revision of bylaws eliminated founding member trustees. Change needed in Article II. Section 1. A to make consistent.

Article II. Section 1. B. ~~Consortium-Institutional~~ Members.

~~Consortium-Institutional~~ members include any university, college, seminary, museum, or other educational institution paying dues annually as established by the Board of Trustees. ~~Consortium-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 Trustee. In the Corporation meeting, ~~Consortium-Institutional~~ Members vote to elect ~~three~~ two (2) ~~Institutional Consortium~~ Member representatives each year to serve for three--year terms on the Board of Trustees (a total of ~~six~~ nine (9) seats).

- Rationale: Article III. Section 2 in 2011 revision of bylaws reduced the number from nine to six. Current practice is to refer to these members as “institutional” members. R

Article II. Section 1. C. 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.

- Rationale: Change makes it clear that research centers each have two institutional representatives who vote for institutional trustees in the members' meeting. R

Article II. Section 1. D. ~~Advisory Members.~~

~~Advisory members include any individual, company, foundation, corporation, or other organization paying dues annually as established by the Board of Trustees. Advisory Members shall be represented in the Corporation by one individual appointed by each member entity. Representatives receive Member privileges as designated from time to time by the Board of Trustees.~~

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his category is no longer used. Companies can now make contributions and have members called “contributing” members.

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Article II. Section 1. E. Heritage Members.

~~Heritage members are those individuals or groups, participating otherwise as Advisory Members, who are willing to contribute a designated minimum of additional funds annually as established by the Board of Trustees toward the support of ASOR scholarship involved with its affiliated excavation projects. Heritage Members shall be represented in the Corporation by one individual appointed by each member entity. Representatives receive Member privileges as designated from time to time by the Board of Trustees.~~

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Individuals in this category are members in the Corporation by being Contributing Members. Current practice is that Heritage donors do not vote as institutional members.

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Article II. Section 1. ~~D~~F. 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 ~~three~~ two (2) Individual Professional Member Representatives each year to serve for three year terms on the Board of Trustees (a total of ~~nine~~ six (6) seats).

Article II. Section 2. The Corporation is the plenary body of ASOR and is composed of the various members listed above (Article II, Section 1, A-~~G~~F). 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 as specified in Article III, Section 2. These meetings shall be chaired by the ~~President of the Corporation~~ chairperson of the Membership Committee.

Article II. Section 4. 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 (~~i.e. Founding, Consortium, Advisory, Heritage, and Overseas ASOR Centers members; hereafter referred to simply as 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.

Article III. Section 3.

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 will 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. At 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 Board Nominations Committee. Separate ballots will be used for the vote by 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.

- **Rationale 1:** Added “Board” to clarify which of the three nominations committee is being referred to in this section.
- **Rational 2:** The current bylaws do not mention Honorary Trustees at all. This change is made to clarify the current bylaws. The majority of Honorary Trustees have not attended a meeting for years.

Article III. Section 11. Secretary and Treasurer. The Board of Trustees shall elect ~~from among the current Term Trustees~~ 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.

- **rationale 1:** Article III. Section 2 made the secretary and treasurer members of the board by virtue of their office. This section (Article II. Section 11) thus needs to be updated to reflect that change. **R**
- **rationale 2:** The added sentence makes this section consistent with Article IV, Section 1. **R**

Article IV. Section 5. 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 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~~. 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.

Article IV. Section 8. The Vice President.

The 'Officers Nominations Committee' (Article IV, Section 5) shall work with the Board Chair to select a slate of candidate~~(s)~~ for the position. The Vice President's primary responsibility will 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.

- **Rationale:** Makes it clear that the ONC is free (at its discretion in consultation with the board chair) to present only one candidate for the position of VP. The ONC is also free to present more than one candidate and let the board decide by a vote. Current practice has been to present only one candidate, and this change makes it clear that this is allowed. It is allowed with the current bylaws, but this change makes it clearer.

Article VII: Indemnification: The CCC suggests that we ask our attorney to review all articles under this suggestion. To our knowledge, these sections have not been reviewed in more than a decade, and it would be prudent to seek legal counsel on these sections at least once every 10 years. No urgent changes are needed, so we do not recommend any changes for the April 2012 board meeting—simply recommend that our legal counsel review these sections.

Article X. Section 5. 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.