

Proposed changes to the ASOR Bylaws are highlighted.

Section 3.2. Composition of the Board. 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 and CAARI) (for a total of two [2] such Trustees); and (v) all Life Trustees. The Board of Trustees also includes the Board Chair, President, Past President, Vice President, **President Elect**, Secretary, and Treasurer, all of whom shall serve as *ex-officio* voting Trustees during their terms of office. The Executive Director shall serve as an *ex-officio* non-voting Trustee. Honorary Trustees are non-voting Trustees. All Trustees must be ASOR Members (except for Honorary Trustees).

Section 3.6. Executive Committee of the Board. The Executive Committee is composed of the Board Chair, Vice Chair(s) of the Board (if any), President, Past President, Vice President, **President Elect**, Treasurer, Secretary, Chair of the Development Committee, and two (2) or three (3) other Trustees appointed by the Board Chair in consultation with the President. The Executive Director shall serve as an *ex-officio* non-voting member of the Executive Committee. 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 these Bylaws or 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 ASOR officer as the Executive Committee deems necessary or appropriate in the best interest of ASOR.

ARTICLE IV: OFFICERS

Section 4.1. Composition of the Officers. The Officers of ASOR include the Board Chair, President, Past President, Vice President, **President Elect**, 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. All Officers must be ASOR Members.

Section 4.2. Chair of the Board. The Board of Trustees shall elect a Board Chair. The Board Chair may or may not be elected from among the Trustees as the Board may determine. The Board Chair shall preside over all Board meetings and meetings of the Executive Committee. The Board Chair 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.

Section 4.3. Vice Chair(s) of the Board. The Board of Trustees may elect one (1) or more Individual Members or Institutional Member Representatives to serve as Board Vice Chair(s). The Board Vice Chair(s) may or may not be elected from among the Trustees as the Board may determine. The Board 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. In the absence of the Board Chair, the Board Vice Chair (or, if there is more than one Board Vice Chair, the Board Vice Chair designated by the President) shall preside over all Board meetings and Executive Committee meetings.

Section 4.4. President. The Board of Trustees shall elect a President **who shall previously have served as the President Elect and who** may or may not be elected from among the Trustees as the Board may determine **as further set forth below**. 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. 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. In the event the Board Chair or Vice Chair(s), if any, are unable to attend and discharge their duties at any meeting over which they preside, the President shall perform such duties.

Section 4.5. Interim President. Should the President resign, be removed from office, or **be** 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 powers, responsibilities, obligations, duties, and restrictions of the President. **If at the time the President leaves that role for any of the reasons stated above in this paragraph the Board of Trustees can appoint the President Elect as Interim President.**

Section 4.6. Past President. 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 a single term of one year. 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.

Section 4.7. Vice President. 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 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 unless the office of President Elect has been filled and that individual shall serve in these capacities.

Section 4.8. President Elect. The Board of Trustees shall elect a President Elect. The President Elect may or may not be elected from among the Trustees as the Board may determine. The President Elect shall be elected in the year prior to the final year of the President's tenure of office. During the year in which President Elect serves that person shall support and assist the President in such ways as best inform the President Elect in the duties and obligations of the office of President. The President Elect shall be confirmed in the role of President at the end of the then President's ultimate year in office. The Vice-President may elect to stand for election to President Elect and if successful may hold both offices concurrently.

Section 4.9. Treasurer. 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 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), 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). Subject to the approval and direction of the Executive Committee, the Treasurer or Assistant Treasurer, if any, may delegate any of the above-listed functions to an independent CPA firm, trust company, or other qualified financial institution or firm authorized and empowered to perform such

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

Section 4.10. Secretary. The Board of Trustees shall elect a Secretary. The Secretary may or may not be elected from among the Trustees as the Board may determine. The Secretary shall (i) keep the minutes of the Annual Members' Meeting, Special Members' Meetings (if any), Board meetings, Executive Committee meetings, and such other meetings as required by the Board from time to time, in both electronic and hard copy form, (ii) ensure that all notices are duly given as required by these Bylaws or by law, (iii) oversee the custody of ASOR 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 and such other duties that may be assigned from time to time by the President or the Board. The Secretary also may appoint an Assistant Secretary (subject to approval by the Board) to perform such duties assigned to him or her by the Secretary, President, or the Board.

Section 4.11. Officer term of service. An Officer shall assume his or her responsibilities on January 1 of the calendar year following the year in which he or she is elected, unless an earlier start date is specified by the Board. The term of service for all Officers **except the President Elect and the Past President** shall be three (3) years. Except as provided in Article III, Section 3.6, no person serving as President or Vice President may serve for more than two (2) consecutive terms. **The Past President shall serve a single one-year term. The President Elect's one-year term shall end when that person transitions to the role of President.** 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.

Section 4.12. Removal of an Officer. 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 ASOR.

Section 4.13. Resignation of an Officer. 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.

Section 4.14. Officer vacancy. 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.

Section 5.2.6. Officers Nominations Committee.

Composition: Trustee appointed as chair

Four (4) additional Trustees.

Board Chair, President, and **President Elect** as voting *ex-officio* members

Executive Director as non-voting *ex-officio* member

Functions: 1. Identify and develop qualified candidates for election to the offices of President, Vice President, **President Elect**, Treasurer, and Secretary as directed by the Board of Trustees.
2. 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.