

**BYLAWS  
OF  
THE WILLIAM FOXWELL ALBRIGHT INSTITUTE OF  
ARCHAEOLOGICAL RESEARCH IN JERUSALEM**

**ARTICLE I  
Members**

**Section 1.** The members of the corporation (“Corporation”) shall be the Officers and Trustees of the William Foxwell Albright Institute of Archaeological Research, Inc., in Jerusalem, then in office from time to time.

**ARTICLE II  
Board of Trustees**

**Section 1.** The business and affairs of the Corporation shall be managed by a Board of Trustees.

**Section 2.** The Board of Trustees shall consist of twenty-seven (27) Trustees and five (5) Officers, provided that the Board by resolution from time to time may increase or decrease the number of Trustees. Unless otherwise specified, the term “Trustee” as used in these Bylaws indicates both Trustees and Officers.

**Section 3.** There shall be three (3) classes of Trustees, each consisting of nine (9) Trustees, which classes shall be elected for staggered three (3) year terms. At each Annual Meeting of Trustees, the Board of Trustees shall elect one class of nine (9) persons to serve as Trustees for a term of three (3) years.

**Section 4.** In the case of any vacancy, however created, in the Board of Trustees, the majority of the remaining Trustees, though less than a quorum, may elect a successor trustee to serve until the next Annual Meeting.

**Section 5.** To be eligible to serve as Trustee, a person must hold citizenship in at least one of the North American countries. The holding of citizenship in a second, non-North American country does not disqualify a person from serving as Trustee.

**Section 6.** The Board of Trustees shall hold an annual meeting (“Annual Meeting”) for the purpose of organization, election of Trustees, and for the transaction of such business as may be appropriate. Annual Meetings shall take place on such date and at such place as the Board Chair and/or the President may designate, unless such designation shall have been by the Board.

**Section 7.** Special meetings of the Board of Trustees may be held whenever called by the Board Chair and/or the President, or by a majority of the Trustees, to be held at such time and place as may be designated in the call.

**Section 8.** At least ten (10) days’ notice shall be given of the time and place of any meeting of the Board. Notice of Annual Meetings shall be in writing; notice of other meetings may be by any convenient form of communication.

**Section 9.** Notwithstanding any other provision in these Bylaws, any action which is required or permitted to be taken at any meeting of the Board of Trustees may be taken without a meeting if all members of the Board consent thereto, in writing or by electronic means, and the written consent or a record of the electronic consent is filed with the Board minutes.

**Section 10.** Twelve (12) Trustees shall constitute a quorum at all meetings for the transaction of business, and the action of the majority of the Trustees present at a meeting at which a quorum is present shall constitute action by the Board. If less than a quorum is present, the majority of those present may adjourn the meeting from time to time.

### **ARTICLE III**

#### **Officers**

**Section 1.** The officers of the Corporation shall consist of a Chairman, President, Vice-President, Secretary, and Treasurer, who shall be elected by the Board of Trustees. Each officer shall serve for three (3) years or until a successor shall have been duly elected and qualified. No person may serve in the same office for more than two consecutive terms. The powers and duties of the officers shall be as provided from time to time by resolution or other directive of the Board of Trustees and, in the absence of such provisions, shall be such as customarily and usually would devolve upon their respective offices.

**Section 2.** The Board Chair shall preside at all meetings of the Board of Trustees and shall 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 and other officers. The Board Chair shall have special responsibility in the supervision of capital projects and raising of funds. At the end of the term of the President and other officers, the Board Chair shall appoint a special committee of three Trustees to recommend to the Board qualified candidates for election to these offices.

**Section 3.** There may also be an Assistant Treasurer appointed by the Trustees to serve during the pleasure of the Board. The Assistant Treasurer may have and exercise the following powers and duties, subject to the approval of the Trustees, and under the direction of the Treasurer, viz.: The custody and safekeeping of funds 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 subject to the direction of the Trustees or the Finance Committee; the disbursement of income under the direction of the Trustees, such disbursements to be made pursuant to a resolution of the Trustees or with the written approval of the Treasurer and either the Board Chair or the President; and the keeping of books of account and rendering statements annually or oftener, upon the request of the Trustees or Executive Committee, setting forth the condition of the funds of the Corporation and the receipts and disbursements since the date of the preceding statement.

**Section 4.** The Board may, in addition, appoint such other officers and agents as it shall consider necessary or desirable to carry out the purposes of the Corporation, and they shall have such authority and perform such duties as the Board may from time to time assign to them.

## **ARTICLE IV**

### **Committees**

**Section 1.** The Board of Trustees may, by resolution passed by a majority of the whole Board, establish an Executive Committee to consist of the Board Chair, President, Vice President, Secretary, Treasurer, Chairs of the Development, Long-Range Planning and Facilities/Personnel Committees, and no more than four additional Trustees to be designated by the Board. The President shall preside at all Executive Committee meetings. The Executive Committee shall have and may exercise the powers of the Board of Trustees in the management of the business and affairs of the Corporation between meetings of the Board and shall have the power to authorize the seal of the Corporation to be affixed to all papers which require it. Notwithstanding any provision of these Bylaws to the contrary, committees of the Board of Trustees may include individuals who are not Trustees and who are appointed to serve on such committees by the Trustees. However, a majority of the membership of such committees shall consist of Trustees, and the chairs of all Standing Committees and all members of the Executive Committee shall be Trustees.

**Section 2.** The President shall appoint at least three (3) Trustees in addition to the Treasurer to act as an Investment Committee which shall have supervision of the finances of the Corporation.

**Section 3.** The Board of Trustees may also appoint additional committees at any time which shall have such powers and perform such duties as the Board shall determine.

**Section 4.** Each committee may adopt rules and regulations for the conduct of the business delegated to it and may act by a majority of its members in meeting or by unanimous written consent. Each committee shall furnish such reports as the Board of Trustees requires.

## **ARTICLE V**

### **Honorary Trustees**

**Section 1.** From time to time and upon recommendation of the Nominating Committee, the Board of Trustees may elect individuals to serve as Honorary Trustees who have given long and distinguished service to the Institute, either in the capacity of Trustee or in some other capacity. All Honorary Trustees must hold citizenship in one of the North American countries; citizenship held in a second, non-North American country does not disqualify an individual from serving as an Honorary Trustee.

**Section 2.** Honorary Trustees may attend all open meetings of the Board of Trustees. However, they do not attend executive sessions of the Board nor do they vote on resolutions brought before the Board. Honorary Trustees may serve as non-Trustees on committees of the Board.

## **ARTICLE VI**

### **Miscellaneous**

**Section 1.** The fiscal year for the Corporation shall be from July 1 to June 30.

**Section 2.** No debt shall be contracted or liability incurred, or contract made by or on behalf of the Corporation, by any officer or agent thereof, unless the same shall have been authorized by the Board of Trustees or by the Executive Committee.

**Section 3.** The Board of Trustees shall make annual appropriations to carry on the work of the School.

**Section 4.** Money contributed to the endowment of the Institute shall constitute separate funds and shall be held separately from operational monies. Up to a total of \$50,000 of the principal of those funds designated as “quasi-endowment” funds may be expended in a fiscal year upon a majority vote of those Trustees present and voting at a meeting of the Board of Trustees. More than a total of \$50,000 of the principal of such funds shall not be expended except under a resolution adopted by an absolute majority of the Board of Trustees upon recommendation from the Executive Committee.

**Section 5.** The seal of the Corporation shall contain the words “Incorporated 1970, Delaware,” and the name of the Corporation, or such abbreviation thereof, as shall be determined by the Board of Trustees.

## **ARTICLE VII**

### **Amendment**

**Section 1.** These Bylaws may be amended at any meeting of the Board of Trustees by the affirmative vote of a majority of the Board, provided that ten (10) days’ written notice of the proposed amendment has been mailed or delivered to each member of the Board.

- Amended By-laws were approved by the Trustees on 5/2/93; revised 4/13/97; 11/20/97; 5/3/98; 11/19/99.

- Bylaws available online at [aiar.org/docs/BYLAWS.htm](http://aiar.org/docs/BYLAWS.htm)