

## AMERICAN RESEARCH CENTER IN EGYPT, INCORPORATED

### BY-LAWS

(Revised with approval by the Board of Governors on April 24, 2009, amended by the Board of Governors on April 20, 2017 at the Board of Governors Meeting in Kansas City, MO, amended by the Board of Governors via unanimous electronic survey approval on April 13, 2020, amended by the Board of Governors at the meeting on May 2, 2020 via teleconference, amended at the Board of Governors meeting on February 6, 2021 via teleconference, and most recently amended by the Board of Governors at the April 18<sup>th</sup>, 2024 board meeting.)

### ARTICLE I

#### NAME, PURPOSE, POWERS, FISCAL YEAR AND SEAL

*Section 1* Name. The name by which this corporation (“Corporation”) shall be known is AMERICAN RESEARCH CENTER IN EGYPT, INCORPORATED.

*Section 2* Purposes. The objects and purposes for which the Corporation is formed are as stated in the Articles of Organization, as amended and restated from time to time, and as contained in the Mission Statement as stated in the Corporation’s Practices.

*Section 3* Powers. The Corporation shall have all powers and privileges granted to similar corporations under the General Laws of the Commonwealth of Massachusetts.

*Section 4* Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June, unless otherwise provided by its Board of Governors (collectively referred to as the “Board”; each Governor is referred to as a “Governor”). The fiscal year may be changed at the discretion of the Board upon filing a certificate with the Secretary of the Commonwealth of Massachusetts.

*Section 5* Seal. The corporate seal of the Corporation shall read “American Research Center in Egypt, Incorporated, 1950” and may include such other device or inscription as the Board may determine.

### ARTICLE II OFFICES

*Section 1* Principal Office. The principal office of the Corporation shall be in such place in the Commonwealth of Massachusetts as may be selected by the Board. A resident agent shall be maintained in the Commonwealth of Massachusetts, if required by law. The office of the resident agent may be the principal office of the Corporation in the Commonwealth. The location of the principal office may be changed at any time by the Board and, as required by law, will be

effective upon filing a certificate or an annual report specifying the new street address with the Secretary of the Commonwealth of Massachusetts.

*Section 2*     Other Offices. The Corporation may also have subsidiary offices, including without limitation an executive office, at such other places in or outside the United States as the Board may from time to time designate.

### **ARTICLE III MEMBERSHIPS**

*Section 1*     Membership. There shall be three (3) categories of members, subject to change from time to time as the Board may elect, as follows: Individual Members; Research Supporting Members; and Honorary Members (each individually, a “Member” and collectively, “Members”). Each category is further described as follows:

- (a) Individual Member: A person who holds membership in the Corporation in his or her own individual name.
- (b) Research Supporting Member: An institution or organization that holds a membership in the Corporation and meets those standards of financial support of, and active participation in, the affairs of the Corporation, as are set by the Board for membership as a Research Supporting Member.
- (c) Honorary Member: A person who is elected as an Honorary Member by the Board. The Egyptian ambassador to the United States and the United States ambassador to Egypt shall be invited to be Honorary Members, each following his or her successive appointment, and, upon his or her acceptance, shall be deemed elected by the Board.

*Section 2*     Applications. All individuals, organizations or institutions desiring to become Individual Members or Research Supporting Members in the Corporation shall submit applications for such purpose, and, when admitted to membership, shall tender the applicable dues specified by the Board, to the principal office of the Corporation.

*Section 3*     Resignation of Members. Any Member may resign at any time by written notice directed to the President or Clerk of the Corporation. Such resignations shall be effective upon receipt of the said notice (unless specified to be effective at some other future time). In the event of resignations, membership dues of Members shall not be refunded or, if due but unpaid, abated.

*Section 4*     Membership Records. Membership records, or an attested copy of such records, shall be made available to the Membership, pursuant to the Corporation’s Privacy Policy, and kept in the Commonwealth, at the principal office of the Corporation, or an office of its registered agent for inspection by Members of the Corporation.

*Section 5*     Members Entitled to By-Laws. Any Member shall, upon written request to the Clerk, be entitled to receive a copy of these By-Laws.

*Section 6*      Membership Dues. All Members shall pay annual dues with the exceptions of Honorary Members and a former category of membership known as Life Members. The amount of dues for each category of Member shall be set by the Board, and as such may change from time to time.

*Section 7*      Voting Rights. Only Individual Members shall be entitled to vote at Annual or Special Meetings of Members. Each Individual Member shall be entitled to cast one vote. Research Supporting Members and Honorary Members who are not also already Individual Members, shall not be entitled to vote at any meetings of Members.

*Section 8*      Removal.

(a) An Individual Member in the Corporation may be removed from the membership for cause by a three-quarter majority vote of the Board of Governors. Sufficient cause for such removal may be a result of conduct deemed by the Board of Governors to be prejudicial to the best interests of the Corporation. Such Individual Member shall be notified in writing by certified mail, return receipt requested prior to any action by the Board. The Board of Governors shall give such Member an opportunity to be heard by the Board of Governors prior to taking a vote for such Member's removal.

(b) The Council of Research Supporting Members may make a recommendation to the Board for the removal of a Research Supporting Member (RSM) from the membership and such RSM may be removed upon a three-quarter majority vote of the Board. Such RSM shall be notified in writing by certified mail, return receipt requested prior to any action by the Board. The Board of Governors shall give such RSM an opportunity to be heard by the Board of Governors prior to taking a vote for such RSM's removal.

*Section 9*      Affiliate Members. Upon approval by the Board, affiliate membership may be offered by the corporation to sister institutions that do not qualify as Research Supporting Members under the terms of [Article III, Section 1](#). Such memberships shall be considered honorary, and shall not qualify an institution for voting participation in the Corporation nor for representation on the Board, any Council, or any committee of the Corporation. Affiliate membership may be revoked at any time, with or without cause, by either the Board of the Corporation or the Affiliate member institution.

## **ARTICLE IV MEETINGS OF MEMBERS**

*Section 1*      Place of Meetings. Meetings of Members shall be at such place or by such communications means as the Board may determine to be appropriate.

*Section 2*      Notice of Meetings. Notice of each Annual or Special Meeting of Members, stating the place, day, and hour thereof, shall be given by the Clerk to each Member of the Corporation at least twenty-one (21) days before the meeting by posting on the Corporation's website; and by mailing such notice, postage prepaid, or via email, addressed to such Member's address as it appears upon the membership records of the Corporation. It shall not be requisite to the validity of any meeting of Members that notice thereof shall have been given to any Member

so entitled who either attends the meeting (in person or by written proxy) without protesting thereto, either in advance or at such meeting's commencement, or waives notice thereof in a written instrument filed with the records of the meeting, either before or after the meeting is held.

*Section 3*      Quorum. At any meeting of Members, the presence (in person or by written proxy) of ten percent (10%) of the total number of Individual Members, as established by the immediately preceding published Annual Report, shall constitute a quorum for the transaction of business, and the act of the majority of the Individual Members present (in person or by written proxy) at any meeting at which there is a quorum shall be the act of the Members, except as may be otherwise specifically provided by any applicable statute or these By-Laws. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned by vote of a majority of the Individual Members present (in person or by written proxy), without notice other than by announcement at the meeting and without further notice to any absent Member. Business may continue to be transacted as long as ten percent (10%) of Individual Members as established by the immediately preceding published Annual Report continue to be present (in person or by written proxy).

*Section 4*      Voting. At every meeting of Members, each Individual Member shall be entitled to vote in person or by a written proxy returned to the Board by mail, email, or other internet-enabled communication, that is subscribed by such Individual Member and which bears a date not more than six (6) months prior to the meeting at which it is used. Written proxies should name a Member, or officer, in good standing to serve as a Member's proxy.

*Section 5*      Annual Meeting. The Corporation shall normally hold annually a regular meeting of its Members ("Annual Meeting") for the election of those Governors not mandated by these By-Laws or by the Board itself, as provided for in these By-Laws, and for the transaction of general business, at such time as the Board, in its discretion, shall determine. The election of said Governors shall take place at a designated business meeting of Members ("Business Meeting") to be held during the Annual Meeting. In case the Annual Meeting for any year shall not be duly called or held, the Board or the President shall cause a special meeting ("Special Meeting") to be held as soon thereafter as possible in lieu of and for the purpose of transacting such business as would have been conducted at such Annual Meeting, and all proceedings at such Special Meeting shall have the same force and effect as if taken at the regular Annual Meeting.

*Section 6*      Special Meeting. At any time in the interval between Annual Meetings, Special Meetings of the Members may be called by the President or by the Board. Upon written application of Members representing at least ten percent (10%) of the smallest quorum of Members required for vote upon any matter at the Annual Meeting of Members, Special Meetings shall be called by the Clerk, or in the case of the death, absence, incapacity or refusal of the Clerk, by any other officer. In case none of the officers is willing or able to call a meeting, the Supreme Judicial or Superior Court of the Commonwealth of Massachusetts, upon written application of Members representing at least 10% of the smallest quorum of Members required for vote upon any matter at the Annual Meeting of Members, shall have jurisdiction in equity to authorize one or more Individual Members to call a Special Meeting by giving such notice as is required by law and these By-laws. Any such Special Meeting of the Members shall be limited to discussion of, and voting upon, matters specified in the call for such meeting.

*Section 7*      Conduct of Meetings. All meetings of Members are to be conducted in accordance with *Robert's Rules of Order*, as revised from time to time.

## **ARTICLE V BOARD OF GOVERNORS**

*Section 1*      General Powers. Subject to the limitations contained in these By-Laws, or in any applicable statute, as to action to be authorized, approved or undertaken by Members, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board.

*Section 2*      Composition of the Board. The Board, comprising up to twenty-four (24) Governors, shall consist of the following, all of whom must also be Individual Members of the Corporation pursuant to [Article V, Section 13](#): (i) the President and Vice President as prescribed in [Article V, Section 8](#); (ii) the ex-officio Governors as prescribed in [Article V, Section 9](#); (iii) no less than six (6) and no greater than nine (9) Governors elected by and from among the Individual Members as prescribed in [Article V, Section 5](#); (iv) three (3) representatives of the RSM Council as prescribed in [Article V, Section 4](#); (v) no less than three (3) and no greater than five (5) Governors appointed by the President and confirmed by the Board as prescribed in [Article V, Section 6](#); and (vi) one (1) representative of the Chapter Council as prescribed in [Article V, Section 7](#). The foregoing shall constitute the Board at any given time except to the extent that any vacancy occurs and that vacancy is not yet filled as prescribed in [Article V, Section 10](#).

*Section 3*      Approval of Board of Governor Slate. The Board of Governors shall review and approve an appropriate slate of Governors presented by the Governance Committee for the upcoming year, pursuant to [Article VIII, Section 2](#), which slate shall consist of all voting Governors, including those specified in [Article V, Sections 4, 6, and 7](#), and the elected Governors (as specified in [Article V, Section 5](#)) shall be presented to the Membership for election, pursuant to [Article IV, Section 5](#).

*Section 4*      Representatives of Research Supporting Members to Serve on the Board and Term of Office. The Research Supporting Members (RSM) Council shall select up to three (3) Governors from within its numbers, as provided in [Article X, Section 1](#), to serve as Governors, each for one three (3) year term, staggered, renewable once. Upon completion of their Board term(s), Research Supporting Members serving as Governors shall be re-eligible for appointment to the Board after rotating off the Board for one year.

*Section 5*      Election of Governors of the Board by the Individual Members and Term of Office. The Individual Members of the Corporation at the Business Meeting shall elect, from within their own number, the number of Governors as prescribed in [Article V, Section 2](#). Each Governor who is elected by the Individual Members at the Business Meeting shall serve for three (3) years until the Business Meeting, or any Special Meeting held in lieu of the Annual Meeting, three (3) years after election and thereafter until his or her successor shall be elected, subject to death, resignation, disqualification or removal, as described in [Article V, Sections 10, 11, and 12](#).

Governors elected by the Individual Members shall be divided into three (3) classes of no less than two (2) and no greater than three (3) each. One class shall be elected each year at the Business Meeting, or at any Special Meeting held in lieu of the Annual Meeting, by the then current Individual Members, such that each class is elected once every three (3) years to serve on the Board. Any such Governor may be re-elected or re-appointed, once, and then must rotate off the Board for one (1) year before being eligible for re-election.

*Section 6*      Presidential Appointments to the Board and Term of Office. The incumbent President, in consultation with the Governance Committee, shall appoint no less than three (3) and no greater than five (5) persons to the Board to serve as Presidential Appointees. Each Presidential Appointee shall serve for a two (2) year term, renewable.

*Section 7*      Chapter Representative to the Board and Term of Office. The Chapter Council shall, according to their internal practices, select a representative to the Board, who will serve as a voting Governor for one three (3) year term, renewable once, as provided in [Article XI, Section 3](#).

*Section 8*      President and Vice President of the Board and Terms of Office. The President and Vice President of the Corporation shall be voting members of the Board and elected by the Board pursuant to [Article VI, Section 2](#). As President or Vice President, each shall serve for one three (3) year term, non-renewable; however, if the Vice President is then elected the succeeding President, that person may serve an additional up to three (3) year term as Governor while serving as President. Service limitations on the Board for the President and the Vice President shall be in addition to any service and service limitations under other sections of Article V.

*Section 9*      Ex-Officio Governors of the Board and Terms of Office. The Treasurer, Assistant Treasurer (if so elected), Executive Director, Director for Egypt (if so appointed), U.S. Director (if so appointed) and Clerk shall be ex-officio Governors and shall serve as such for the duration of their terms as, respectively, Treasurer, Assistant Treasurer, Executive Director, Director for Egypt, U.S. Director, and Clerk. The Treasurer and Assistant Treasurer shall be voting members of the Board. The Executive Director, Director for Egypt, U.S. Director and Clerk shall be non-voting members of the Board. In addition, if not otherwise a Governor, the immediate past President of the Corporation shall be an ex-officio, non-voting, Governor for the one (1) year immediately following the expiration of his or her term of office as President.

*Section 10*     Vacancies. In the event of any vacancy on the Board, whether by death, resignation, removal, disqualification, or disability<sup>1</sup>, the remaining Governors shall constitute the full Board until such time as each such vacancy is filled, whether by appointment or by election of a successor as provided in this Article V. Vacancies created by the departure of an ex-officio Governor serving as the Treasurer, Director, or Clerk of the Corporation shall be filled by

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<sup>1</sup> *Disability* is defined as having a lack of mental capacity as provided in an affidavit from an attending physician.

appointment by the Board of a replacement to such position. Vacancies created by the departure of a Research Supporting Member, Presidential Appointee, or Chapter Representative shall be filled by the RSM Council, President, or Chapter Council, respectively. All other vacancies created by the departure of a Governor shall remain open until the Business Meeting at the next following Annual Meeting or the next Special Meeting and shall thereupon be filled by election of the Individual Members. Other than ex-officio Governors who serve as provide in [Article V, Section 9](#), each successor Governor appointed or elected pursuant to the provisions of [Article V, Section 10](#), shall serve for the remaining portion of the term of his or her predecessor Governor. The Board shall have, and may exercise, all of its powers pursuant to these By-Laws, notwithstanding the existence of one or more vacancies of its Governors at any time. Election or appointment to fill a vacancy for a half (1/2) term, or more, shall constitute a full term. Election or appointment to fill a vacancy on the Board shall constitute service on the Board for purposes of any of the service limitations contained in [Article V, Sections 4, 5, 6, 7, 8 and 9](#). If the President or the Vice President shall resign from such office, he or she may serve out the remainder of his or her term as Governor until his or her successor has been duly elected and qualified. However, if the President or the Vice President is removed from such office for cause, such officer shall automatically be removed from office as a Governor.

*Section 11*     Removal. A Governor elected by the Individual Members may be removed from office, with or without cause, by vote of the Individual Members at a meeting held according to the provisions of these By-laws. Any ex-officio Governor shall be removed automatically upon relinquishing his or her office as Treasurer, Assistant Treasurer, Executive Director, Director for Egypt, U.S. Director or Clerk. A Research Supporting Member representative, Presidential Appointee, or Chapter Representative may be removed from office, with or without cause, as determined by the Board, upon consultation with the RSM Council, President, or Chapter Council, respectively, by vote of a majority of the Governors then constituting the Board. Such Governor shall be notified in writing by certified mail, return receipt requested prior to any action by the Board. The Board of Governors shall give such Governor an opportunity to be heard by the Board of Governors prior to taking a vote for such Governor's removal.

*Section 12*     Resignation. A Governor may resign by delivering his or her written resignation to the President. Such resignation shall be effective upon receipt (unless specified to be effective at some other future time) and acceptance thereof shall not be necessary.

*Section 13*     Status of Governors of the Board. All members of the Board of Governors must be Individual Members of the Corporation. Except for ex-officio Governors, no Governor may serve on the Board in more than one membership category at the same time. Each voting Governor, including any ex-officio Governor serving in a dual capacity, shall have one vote only with respect to any matter called to a vote. There shall be no distinctions of any kind, insofar as voting power is concerned, or respecting the operations of the Board, or in any other respect, between Governors who have been appointed and Governors who have been elected, except to the extent expressly specified otherwise in these By-Laws.

*Section 14*     Meetings of the Board. The Board of Governors shall hold a minimum of two (2) regular meetings each year for the transaction of such business as shall properly come before the Board. One meeting of the Board shall be held at the same place as the Members' Annual Meeting provided at least ten (10) days prior written or email notice thereof shall have been given to the Governors by the President or Clerk. Included in the agenda of the meeting shall be

the budget specified in [Section 15](#) of [Article V](#). The second regular meeting shall be held approximately six (6) months after the Annual Meeting provided at least ten (10) days prior written or email notice thereof shall have been given to the Governors by the President or Clerk. Special Meetings of the Board may be held at the call of the President or of five (5) or more Governors provided at least ten (10) days prior written or email notice is given to each Governor at his or her last known address. The President of the Board shall call the Board into Executive Session during each meeting of the Board for a portion of such Board meeting. It shall not be requisite to the validity of any meeting of the Board that notice thereof shall have been given to any Governor who either attends the meeting without protesting prior thereto or at its commencement the lack of notice to him or her, or waives notice thereof in a written instrument filed with the records of the meeting, either before or after the meeting is held.

*Section 15*     Board to Approve Annual Budget. The Treasurer (or person he or she designates) on behalf of the Finance Committee shall present to the Board, not later than the Corporation's Annual Meeting in any year, a budget, approved by the Finance Committee, showing anticipated receipts and expenditures for the next fiscal year. The budget shall be presented to the Board for its approval at the Corporation's Annual Meeting. In the event that the Board fails to meet or otherwise approve the budget by June 1<sup>st</sup> in any given year, the budget for the next fiscal year shall be presented to the Executive Committee for its consideration and action. The action taken on the budget by the Executive Committee then shall be considered and acted upon by the Board as soon as may be practical. At that time, the Board may ratify, reject or alter the action taken by the Executive Committee. However, any commitment or expenditure by the Corporation pursuant to the budget as approved by the Executive Committee prior to action by the Board shall be deemed to be a proper commitment or expenditure of the Corporation whether or not said commitment or expenditure is later ratified by the Board.

*Section 16*     Quorum; Voting. At any meeting of the Board, the presence of a simple majority of the Governors shall constitute a quorum for the transaction of business. At all meetings of the Board, each Governor, except as otherwise specified in these By-Laws, shall be entitled to cast one vote. The President of the Corporation shall vote only to create a tie or to break a tie. A majority of the Governors present shall decide any questions brought before the meeting. Any Board meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and said meeting may be held as adjourned without further notice.

*Section 17*     Action Without Meeting. Any action required or permitted to be taken by the Board under any provision of the Corporation's By-Laws may be taken without a meeting of the Board if all of the Governors shall individually or collectively consent in writing to such action. All such written consent may include communication by e-mail or other internet-enabled communication and shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of the Governors at a meeting.

*Section 18*     Attendance. It is a requirement for service on the Board that Governors actively participate in the affairs of the Corporation, and attendance at Board meetings is expected.



*Section 19*     Compensation. No Governor shall receive compensation for services rendered in acting in the capacity of a Governor of the Corporation, but the Board may authorize reimbursement of expenses incurred by Governors in connection with the performance of their duties. Nothing contained in these By-Laws shall be construed to preclude any Governor from serving the Corporation in any other capacity or receiving compensation for any services rendered in such other capacity.

*Section 20*     Creation of Chapters. The Board may authorize and support the creation of regional chapters. Such chapters shall be organized and incorporated as separate, non-profit, 501 (c) (3) corporations. Each such chapter shall be governed by its own by-laws and other rules and regulations.

*Section 21*     Telephone/ Virtual Conference Meetings. Governors or any committee designated or authorized by the Board may participate and vote in a virtual meeting of the Board or of such committee by means of conference telephone, video-conference, or other internet-enabled communications by means of which all persons participating in the meeting can hear and respond to each other at the same time. Meeting participation by such means shall constitute presence in person at a meeting.

## **ARTICLE VI OFFICERS**

*Section 1*     Officers of the Corporation. The elected officers of the Corporation shall be a President, a Vice President, a Treasurer, a Clerk, an Executive Director, a Chief Financial Officer and such other officers as the Board shall from time to time cause to be elected. Either the President or the Vice President, or both, shall have academic credentials, expertise, and/or experience in the study of Egyptian culture.

*Section 2*     Elected Officers and Terms of Office. The Board shall elect the President, Vice President, Clerk, Treasurer, and such other officers as they may deem advisable. The Board may re-elect existing officers to their respective offices except as otherwise expressly specified in these By-Laws. All officers shall hold their respective offices until their successors are elected, subject, however, to their death, resignation, removal, disqualification, or disability. Unless otherwise specified by the Board, the President and Vice President shall each serve for a three (3) year term, non-renewable, or until his or her successor is duly elected, whichever is longer (subject to death, resignation, removal, disqualification, or disability). The Vice President shall be eligible for election as the next President. Both the President and Vice President shall be eligible for re-election after a two (2)-year absence. The Treasurer and Assistant Treasurer shall serve for a three (3) year term, renewable. Each elected officer other than the President, Vice President and Treasurer shall hold his or her office for a term of one (1) year or until his or her successor shall have been duly elected, whichever is longer, subject to death, resignation, removal and/or disability.

*Section 3*     Removal. Any officer elected by the Board may be removed, either with or without cause, by the vote of a majority of the then entire Board, at any meeting of the Board. Such officer shall be notified in writing by certified mail, return receipt requested prior to any

action by the Board. The Board of Governors shall give such officer an opportunity to be heard by the Board of Governors prior to taking a vote for such officer's removal. An officer who is the subject of such vote and who is also a Governor shall recuse himself or herself from voting and, if removed by vote of the Board, shall be removed immediately from office and, as applicable, from membership on the Board. Following such removal, the Board shall elect a successor to serve for the remainder of the term of the officer so removed.

*Section 4*      President. The President shall be the chief presiding officer of the Board and shall have general supervision over the business of the Corporation and over its elected officers, subject only to the control of the Board. He or she shall, when present, preside at all meetings of the Members and the Board, and shall see that all resolutions, orders, and policies of the Board are carried into effect. He or she shall annually prepare or cause to be prepared a full and true statement of the affairs of the Corporation, which he or she shall submit at the Annual Meeting. He or she shall, whenever it may be necessary, prescribe the duties for officers of the Corporation whose duties are not otherwise defined. The President shall have either professional training or experience, or both, in a field of study directly related to Egypt; or familiarity with Egypt and experience serving on the board of a corporation. The President shall serve on all Board committees as an ex-officio member and shall vote only in the case of a tie.

*Section 5*      Vice President. In the absence of the President, the Vice President shall preside at all meetings of the Board. The Vice President shall also be responsible for carrying out such other duties of his or her office as specified in these By-Laws. The Vice President shall have either professional training or experience, or both, in a field of study directly related to Egypt; or familiarity with Egypt and experience serving on the board of a corporation. The Vice President shall serve on all Board committees as an ex-officio member, except as prohibited in the By-Laws or the Practices, and shall vote only in the Executive, AEF, and Finance Committees.

*Section 6*      Treasurer. The Treasurer shall be the principal financial officer of the Board and shall have signatory power in matters concerning the Corporation's finances. The Treasurer shall deposit, or cause to be deposited, all funds of the Corporation in such depositories as may be selected by the Board; pay, or cause to be paid, all bills of the Corporation; and collect, or cause to be collected, all monies due to the Corporation. The Treasurer shall keep, or cause to be kept, full and accurate books of account containing a record of all purchases and of all monies received and paid out by the Corporation (which financial books and accounts shall be open to the inspection of the officers of the Corporation and the Governors), and shall render to the Board at least once in each year a full and clear statement showing the assets and liabilities of the Corporation and the results of its operations for the year last ended. The Treasurer shall have appropriate professional training and / or experience in finance or accounting.

*Section 7*      Clerk. The Clerk (who may also be referred to as the Secretary from time to time) shall keep full, true, and accurate records of all business conducted at meetings of the Board and Members, properly appertaining to this office. The Clerk shall have the custody of the minutes and membership record books of the Corporation or attested copies of the same. The Clerk shall give notice of all meetings of Members and of the Board, in the manner prescribed by these By-Laws. The Clerk shall be duly sworn to the faithful and impartial discharge of his or her duties. In the absence, incapacity, or inability of the Clerk to act at any meeting, a Temporary Clerk,

who also shall be duly sworn, shall be chosen by the officer presiding at such meeting. The Clerk shall attend all meetings of the Members and the Board.

*Section 8*      Resident Agent. If required by applicable law, the President shall appoint, and the Board shall confirm, a resident agent in the Commonwealth of Massachusetts.

*Section 9*      Executive Director. The Board shall appoint an Executive Director of the Corporation who reports to the Board. The Executive Director shall be the chief executive officer of the Corporation, and shall see that all resolutions, orders, and policies established by the Board, the President, and the officers of the Corporation are carried into effect. The Executive Director shall plan the overall operations of the Corporation, identify needed changes, and propose solutions in matters of importance to the officers, Board, and Members. The Executive Director shall be in charge of the day-to-day activities of the Corporation, and shall supervise its administrative personnel and all other employees. The Executive Director shall appoint personnel to carry out the policies and directives of the Corporation and the Board; shall fix the salaries, duties, and other terms of employment of said personnel; and may dismiss any of said personnel as deemed necessary. The Executive Director shall have signatory powers as granted by the Board, and shall negotiate the terms of all contracts and agreements between the Corporation and the United States Government, and any other governmental authorities and agencies thereof, and other entities as appropriate. Other than terms of employment, such contracts and agreements shall be subject to the approval of the Board. The Executive Director shall be invited to attend all meetings of the Board, and shall be an ex-officio, non-voting Governor. The Executive Director shall also serve as an ex-officio, non-voting member of each Board committee. The Executive Director shall have charge of the corporate seal of the Corporation, and shall serve as a liaison between the Corporation and its affiliated Chapters.

*Section 10.*    Chief Financial Officer. The Chief Financial Officer shall function as the chief financial and chief accounting officer of the Corporation, and shall carry out all financial duties and responsibilities of the Corporation as are caused by the Treasurer and assigned by the Director. The Chief Financial Officer shall oversee the financial affairs of the Corporation, including the creation of, and performance in accordance with, an annual budget, and the engagement of outside accountants and auditors. The Executive Director shall hire the Chief Financial Officer, who shall have signatory powers as assigned by the Executive Director and approved by the Board. The Chief Financial Officer shall report to the Director and shall supervise all of the Corporation's finance staff. The Chief Financial Officer shall have appropriate professional training and / or experience in finance or accounting, and shall be an ex-officio member of the Finance Committee.

*Section 11*    Other Powers and Duties. Each officer of the Corporation shall, subject to these By-Laws, have in addition to the powers and duties specifically set forth in these By-Laws, such powers and duties as are customarily incident to his or her office and such powers and duties as the Board may from time to time designate.

*Section 12*    Execution of Documents. Except as the Board generally or in particular cases may authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts, negotiable instruments, bills of exchange and other obligations

made, accepted, or endorsed by the Corporation shall be signed by the President, Vice President, Treasurer, Executive Director, Chief Financial Officer, or Clerk, as authorized by the Board. Multi-year obligations shall be entered into with the prior written approval of the Board, except for the employment of staff reporting directly or indirectly to the Executive Director, which contracts shall be negotiated and entered into by the Executive Director, subject to the annual approved budget parameters for the operations of the Corporation.

## **ARTICLE VII EXECUTIVE COMMITTEE**

*Section 1*      General and Specific Powers. In exceptional cases where an immediate decision is needed during intervals between Board meetings, the Executive Committee shall possess and may exercise all of the powers of the Board in the management of the business and affairs of the Corporation, except as to matters expressly reserved to the Board by its own resolutions, by these By-Laws, or by operation of law. The specific powers of the Executive Committee shall be limited to those exceptional cases where an immediate decision is needed in the absence of a meeting of the Board. Meetings of the Executive Committee shall be held on an ad-hoc basis, as needed, and may be called by any two (2) members of the Executive Committee.

*Section 2*      Constitution of the Executive Committee. The Executive Committee shall consist of the President, the Vice-President, the Treasurer, the Executive Director, the Chief Financial Officer, and one at-large voting member of the Board appointed by the Board. The President, Vice-President, Treasurer, Executive Director, and Chief Financial Officer shall serve on the Executive Committee for the duration of their terms as prescribed in [Article VI](#). The Clerk shall attend all meetings of the Executive Committee, but will not be a member of said committee.

*Section 3*      Reporting to the Board. All action taken by the Executive Committee shall be reported to the full Board, as soon as practical and shall be subject to ratification, revision, and alteration by the Board, provided that the rights of any third party shall not be affected by any such revision or alteration. The Executive Committee shall keep full and fair records and accounts of its proceedings and transactions.

*Section 4*      Quorum. A simple majority of the Executive Committee members in person, or by phone, shall constitute a quorum at any meeting. At all meetings of the Executive Committee, each Executive Committee Member shall be entitled to cast one vote. A majority of the members of the Executive Committee present shall decide any questions brought before the meeting. Any action required or permitted to be taken by the Executive Committee may be taken without a meeting if all of the Executive Committee members shall individually or collectively consent in writing to such action. All such written consent may include communication by e-mail and shall be filed with the minutes of the proceedings of the Executive Committee. Such action by written consent shall have the same force and effect as a unanimous vote of the Executive Committee members at a meeting. Any Executive Committee meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and said meeting may be held as adjourned without further notice.

## ARTICLE VIII GOVERNANCE COMMITTEE

*Section 1*      The Governance Committee. The purposes of the Governance Committee are to develop, recommend, and oversee the implementation of and periodically evaluate the governance policies of the Corporation, to establish criteria for Governors and to assist the Board with the identification, screening, recruitment, selection and orientation of new Governors. The Chair shall be a member of the Board, nominated by the President, and appointed by the Board, for one three (3) year term, nonrenewable. The Chair, in consultation with the President of the Corporation, shall nominate five additional members to the committee each of whom shall serve a three (3) year term, staggered. Members of the Committee may be eligible to serve one renewable three-year term. All Committee members shall be members of the Board. The Vice President shall serve ex-officio on the Committee, but shall recuse themselves from any discussion of nominees for the next President that takes place during a Committee meeting.

*Section 2*      Duties and Powers of Governance Committee.

- (a) The Governance Committee shall vet prospective nominees for all Board positions of the Corporation, excluding those chosen by the RSM and Chapter Councils.
- (b) The Governance Committee shall ensure that a slate of qualified candidates is established and presented each year to the Board for openings on the Board. Suggestions of candidate names shall come from multiple sources, including from individuals themselves who are interested in serving on the Board. Self-nominations should be received by the Clerk by June 1 for consideration for the following year's slate. Otherwise, all nominations should be received by the Governance Committee by June 15. A slate of candidates for the Board, based on a needs assessment, shall be presented, discussed and approved at the Fall Board meeting.
- (c) It shall be the duty of the Governance Committee to provide a Board of Governors packet to potential candidates, outlining the Board responsibilities. The Committee may assign a current Governor to serve as a mentor to anyone who has been newly elected to the Board.
- (d) The Governance Committee shall periodically review and evaluate the Corporation's By-Laws, Practices and other governing documents and recommend to the Board any amendments or modifications.

*Section 3*      Reporting to the Board. At least every second year, at one of the Board's regularly scheduled meetings, the Chair of the Committee (or person he or she designates) shall either design, implement, and then review with the Board the results of a Board self-assessment survey, or the Chair shall lead a discussion of the Board about its performance. These evaluations shall include, but not be limited to, attendance of individual Board members, Board participation in the Corporation, and recommended terminations of Governors with or without cause, including for non-performance.

## **ARTICLE IX OTHER COMMITTEES**

*Section 1*      Appointment of Committees. The Board may appoint additional committees as deemed appropriate or necessary to assist in the business and affairs of the Corporation. Committees shall be constituted and operate in accordance with these By-Laws, and as may be additionally specified by the Board. The Board may delegate any of its powers not already delegated as provided in [Articles VII](#) and [VIII](#), but only to a committee constituted entirely of voting Board members. Committee Chairs shall be nominated by the President and appointed by the Board at one of the Board's meetings in a given year. Members shall be appointed by the Chair, unless restricted by provision of these By-Laws. Each committee member must be an Individual Member in good standing with the Corporation. Every committee shall include at least one (1) Board member, and Board members may serve as voting members on up to four committees, except as otherwise specified in the By-Laws or Practices. Unless restricted by provision of these By-Laws, the number of persons who may serve on any committee at any given time shall be at the discretion of the committee chair, guided by any relevant provisions in the Corporation's Practices document.

*Section 2*      Committee Chairs. The chair of each committee shall be nominated by the President and appointed by the Board for one three (3) year term, nonrenewable, unless stated otherwise in the Corporation's By-Laws or Practices. In the event of the death, resignation, removal, disqualification, or disability of any chair, the President shall nominate a new chair to serve as chair for the remainder of the predecessor's term. The chair shall be a voting member of the committee.

*Section 3*      Records and Reports. The Clerk of the Corporation shall serve as the clerk of any committee and shall keep regular minutes of the transactions of its meetings. In the absence of the Clerk, the members of the committee shall elect someone other than the Clerk of the Corporation to take minutes of the committee meetings. The chair of each committee or his or her delegate shall make a report to the Board on committee business conducted throughout the year at one of the Board's meetings in a given year, as needed.

## **ARTICLE X RESEARCH SUPPORTING MEMBER COUNCIL**

*Section 1*      The Research Supporting Member (RSM) Council. The Research Supporting Member Council shall be composed exclusively of Research Supporting Member appointees. Upon approval of each application for RSM membership by the RSM Council, the appropriate administrative officer of each Research Supporting Member shall inform the Clerk of the Corporation of the name of its representative appointed to serve as a member of the Research Supporting Member Council. RSM institutions must be current with their membership dues in order to maintain representation on the RSM Council. For any RSM membership that lapses for more than 12 months, any such representative currently serving on the Board must be dismissed from the Council. The RSM Council will select its Chair and its Representatives to the Board of Governors, as prescribed in [Article V, Section 4](#), and shall inform the Governance Committee of these choices no later than June 15 of each year. The RSM Representatives on the Board shall

bring before the Board issues of importance to the Research Supporting Member Council. The Research Supporting Member Council shall meet annually at the Corporation's Annual Meeting.

## **ARTICLE XI CHAPTERS**

*Section 1*     Creation of Chapters. Any organization of individual Corporation members, other than a Research Supporting Member institution, may become a Chapter of the Corporation, as defined by the Chapter Licensing Agreement and duly authorized and recognized by the Board. Each chapter shall elect officers and otherwise govern its members and conduct such Chapter's business and affairs in accordance with the Chapter's by-laws, and in accordance with the purposes and mission of the Corporation.

*Section 2*     Chapter Council. The president of each Chapter shall be elected, and shall serve, in accordance with each such Chapter's by-laws. Such presidents shall constitute a Chapter Council, and each Chapter president shall have one (1) vote. The Chapter Council shall meet at least once a year at the Organization's Annual Meeting, and shall facilitate communication and actions among the Chapters respecting matters of general interest. A Chapter president who is unable to attend the Chapter Council meeting may designate a representative to attend and vote in such president's place. The Chapter Council may elect to invite a representative of any chapter then in the process of organization to be present at the Chapter Council's meeting at the Annual Meeting, but such representative shall not have any voting right. A simple majority of the presidents and president designees constituting the Chapter Council shall constitute a quorum for the conduct of any business at any meeting of the Chapter Council, and any matter shall be decided by the vote of a simple majority of any such quorum, subject to conformity with these By-Laws, and the laws of the United States, the Commonwealth of Massachusetts, or any other applicable state of the United States.

*Section 3*     Chapter Representative to the Board. As provided in [Article V, Section 7](#), the Chapter Council shall inform the Governance Committee, no later than June 15 of the relevant year, of their selection for Chapter Representative to the Board.

## **ARTICLE XII CONFLICTS OF INTEREST**

*Section 1*     Conflicts of Interest. The Board of Governors, their family members, and the members of the Finance Committee, Antiquities Endowment Fund Committee and the Fellowship Selection Committee are prohibited from benefitting from the Corporation financially, pursuant to the Corporation's Conflict of Interest Policy. Members of the Board of Governors and members of such committees are required, for each year of their service, to complete the Conflict of Interest Annual Statement, included in the Conflict of Interest Policy and to provide the completed form to the Corporation's Clerk.

## **ARTICLE XIII AMENDMENTS TO THE BY-LAWS**

*Section 1* Amendments to the By-Laws. These By-Laws may be amended, altered, or repealed, or new by-laws adopted, only by the Board.

**ARTICLE XIV  
MISCELLANEOUS**

*Section 1* Bonds. The Board may require any officer, agent or employee of the Corporation to give a bond to the Corporation, conditioned upon faithful discharge of his or her duties, with one or more sureties, in such aggregate amount as may be satisfactory to the Board.

*Section 2* Expenses. In addition to reimbursement provided elsewhere in these By-laws, the Board may, in its discretion, authorize the reimbursement of additional expenses incurred by officers, Governors or committee members in the performance of their duties.

*Section 3* Advisors. The Board and the President may rely on the counsel of advisors in carrying out their duties to the Corporation.

*Section 4* Practices. The Members of the Corporation have traditionally practiced certain policies and procedures pursuant to but not specified in these By-Laws (“Practices”). Such Practices are set forth in a separate document to these By-Laws and, although not mandatory, are approved by the Board as guidelines for the conduct of the Corporation’s business and affairs.

These revised By-laws shall become effective upon approval of the Board of Governors.

Amended as of:

4/18/2024  
\_\_\_\_\_

Date

  
\_\_\_\_\_  
Board of Governors Clerk