



AMERICAN RESEARCH CENTER IN EGYPT, INC. PRACTICES¹

ARTICLE I: MISSION STATEMENT

ARCE's mission is to support research on all aspects of Egyptian history and culture; to protect, preserve and promote Egyptian cultural heritage; and to strengthen American-Egyptian cultural collaboration.

ARTICLE II: ANNUAL MEETING

Section 1 Location of Annual Meetings. The location of Annual Meetings of the Members is determined through consultation of the Annual Meeting Committee with the staff of the Corporation. The prospective location is approved by the Board at a regular meeting at least two (2) years preceding said Annual Meeting, but may be altered thereafter if determined by the Board to be in the best interests of the Corporation. Ideally, the location of the Annual Meeting alternates among locations on the East Coast, in the South, in the Midwest, and on the West Coast.

Section 2 Sponsorship of Annual Meetings. It is desirable that the Annual Meeting have an institutional or Chapter sponsor. The keynote speaker for the Annual Meeting, if one is selected, is recommended by the Annual Meeting Committee with notification to, and approval from, the Board and is invited to speak by the President.

Section 3 Presenters at the Annual Meeting. All presenters at the Annual Meeting, except by special invitation, shall be Individual Members of the Corporation.

ARTICLE III: PRESIDENT AND VICE PRESIDENT

Section 1. Election of the Vice President and President. Under normal circumstances, the Board shall elect, every three (3) years, an individual to serve as Vice President for the next three years. Such individual shall be presented to the Board by the Governance Committee as a candidate for election. Under normal circumstances, after his or her term as Vice President has expired, the Vice President shall be elected by the Board to become the new President of the Board. Notwithstanding these practices, the Board may elect a President who has not previously served as Vice President, upon presentation of such candidate to the Board by the Governance Committee.

Section 2. Qualifications for Election as Vice President and President. It is preferable but not required that candidates for election as Vice President and President have prior experience as members of the Board. At least one of these two officers shall have academic credentials, expertise, and experience in the study of Egyptian culture.

¹ A document pursuant to the By-Laws of the Corporation.

ARTICLE IV: COMMITTEES

Section 1 Members and Operation of Committees. Each Governor, except for the President and Vice President as stated in the By-Laws, is expected to serve on at least one (1) committee, and up to four (4), appropriate to his or her qualifications and interests, subject to any conditions or qualifications for committee membership as are specified by the Board or in the Practices. Committee chairs must be members of the Board, unless stated otherwise in these Practices or stipulated by the Board. Committee membership should be diverse, and members should have appropriate background and experience. A simple majority of committee members shall constitute a quorum for each committee. Not all committees described in the Practices must be active at all times.

Section 2 Approval of Policies Recommended by Committees. Board committees or Board members may recommend ideas for additions, deletions, or changes to Board procedures. Any policy or practice proposed by a committee shall be accepted as a motion for approval by the Board and placed on the agenda of the next meeting of the Board. Any policy or practice suggested by a Board member must be approved formally by the Board before becoming official Corporation policy or practice. If approved by the Board, the Governance Committee shall formulate wording for final approval by the Board.

Section 3 Terms of Committee Chairs. Committee chairs shall serve for one three (3) year term, nonrenewable, unless stated otherwise in the Corporation's By-Laws or Practices.

Section 4 Fellowship Committee. The Fellowship Committee is responsible for supervising the selection of the Corporation's research fellows and the allocation of their research grants, acting primarily as an academic review panel. The members of the Fellowship Committee, including a chair, shall consist of an appropriate number of scholars, collectively having substantial expertise in all of the areas represented by each year's applicants, and shall be assigned annually by the Deputy Director for Research and Programs. No member of the Fellowship Committee shall be an officer of the Corporation, a member of the Board, or an employee of the Corporation, other than the Deputy Director for Research and Programs, who shall be a non-voting, ex-officio member. No voting member of the Fellowship Committee shall serve for more than one (1) year. Any member of the Fellowship Committee who has served for one (1) year shall not be eligible to serve again during the immediately succeeding one (1) year period. A person may not serve on the Fellowship Committee at the same time that such person is also an applicant for a fellowship.

Section 5 ARCE Project Committee

The ARCE Project Committee (APC) is responsible for assisting with the important ARCE function of undertaking cultural preservation projects in Egypt in concert with and on behalf of the Ministry of Tourism and Antiquities. Projects are defined as those funded both internally with ARCE funds (donations and endowment earnings) and externally through grants from private and public entities. The Committee will serve as a liaison between Project Director(s) and other staff and the Board and will ensure that monitoring of ongoing projects takes place

properly. The committee will also liaise regularly with staff responsible for financial activities and reporting to help ensure that ARCE project activities are performed in a financially responsible manner.

The chair of the committee shall be appointed by the Board President; the committee shall consist of up to five (5) voting members, who shall be selected based on their personal experience with directing projects, preferably in Egypt. Voting members may include standing Board members as well as non-Board members so that proper expertise in fields including archaeology, architecture, and conservation is represented on the committee. Ex-Officio committee members shall include: the Executive Director, the Director of Cultural Heritage Projects, Project Director(s), the CFO, and the Board Clerk. It is recommended that no member, other than ex-officio, serve on the committee for more than six (6) consecutive years.

Section 6 Annual Meeting Committee. The Annual Meeting Committee is responsible for planning and implementing the Annual Meeting of the Members each year, in consultation with the Board and in cooperation with the staff of the Corporation. The Annual Meeting Committee shall maintain and update the guidelines established by previous Annual Meeting Committees as needed. The committee shall consist of a staff representative and as many members as the chair deems appropriate. It is recommended that no member serve on the committee for more than six (6) consecutive years.

Section 7 Ad-hoc Publications Committee. The Publications Committee sets policy and provides oversight of all scholarly publications of the Corporation. The committee shall consist of as many members as the chair of the committee deems appropriate. Committee members should have sufficient appropriate scholarly publication expertise to serve. It is recommended that no member serve on the committee for more than six (6) consecutive years.

Section 8 Ad-hoc Library Committee. The Library Committee is responsible for advising the Executive Director and the Librarian of the Cairo Center Library of the Corporation on the acquisition, management, and disposition of its assets. Apart from ex-officio members, the membership of this committee traditionally consists of the Librarian of the Cairo Center Library, and at least two (2) other members, including, whenever possible, at least one (1) member having substantial expertise in managing an academic library. It is recommended that no member other than the Librarian of the Cairo Center serve on the committee for more than six (6) consecutive years.

Section 9 Antiquities Endowment Fund (AEF) Committee. The AEF Committee is responsible for vetting proposals to and allocating funding from the Antiquities Endowment Fund grant. The Committee shall be chaired by the Vice President and should include approximately four (4) members so that there is professional representation on the committee in the following areas: field archaeology, conservation, project administration, museum experience, and all chronological periods of Egypt, as appropriate. Members shall each serve for a three (3) year term, staggered. Upon completion of their term, members shall be eligible for

reappointment to the committee without rotating off. Members of the committee are not eligible to apply for AEF funds while serving on the committee. Non-voting members of the committee shall include the staff member charged with administering the program, and other staff as deemed appropriate by the chair. The committee shall adhere to the AEF Policies and Guidelines document and update those policies and guidelines as deemed appropriate. All other uses of USAID funds are vetted and allocated directly by the Board.

Section 10 Finance Committee. The Finance Committee is responsible for general advisory oversight of the Corporation's finances and for monitoring and supervising the Corporation's investments in general and specifically the Corporation's grants from the United States Agency for International Development (USAID) for so long as those grants are in existence. Unless otherwise specified by the terms of said grants, the committee shall consist of the Treasurer, who shall serve as chair of the committee, the CFO, the chair of the AEF Committee, a representative of the Epigraphic Survey of the Oriental Institute of the University of Chicago, an RSM representative as determined by the chair of the committee and Executive Director, and as many others with appropriate qualifications, including substantial expertise in financial matters, as the Board of Governors in consultation with the chair of the committee and the Executive Director deems appropriate. The clerk shall take minutes for all Finance Committee meetings. The committee will report to the Board of Governors on a quarterly basis. Any contracting with fund managers or any major change in investment policy must be approved by the Board of Governors. Additionally, the committee will provide a copy of the IRS Form 990 to the Board of Governors as recommended by the IRS. It is recommended that no member, other than ex-officio, serve on the committee for more than six (6) consecutive years.

Section 11 Audit Committee: The Audit Committee is responsible for the appointment, compensation, oversight, and retention of the Corporation's independent auditors. The independent auditors shall report directly to the Committee and shall meet separately with the Committee (without Corporation management) at least annually, or more frequently as the Committee may request. The Committee will also oversee the Corporation's internal controls and procedures, including those related to risk management and cybersecurity. The Committee shall be chaired by a Board member and have members with appropriate qualifications, including substantial expertise in audit matters, as the Board of Governors in consultation with the chair of the committee and the Executive Director deems appropriate. The clerk shall take minutes for all Audit Committee meetings. The committee will report to the Board of Governors on an annual basis and submit the annual audit report to the Board of Governors for review and acceptance. Also, the Audit Committee will collaborate with the Finance Committee on IRS Form 990 submission. It is recommended that no member, other than ex-officio, serve on the committee for more than six (6) consecutive years.

Section 12 Development Committee. The Development Committee suggests policy for and provides oversight of major gift campaigns and goals. It works closely with appropriate staff, and, as appropriate, the Finance Committee. Members shall include the US Director, the President of the Chapter Council and the Chapter Council Representative to the Board, other staff as deemed appropriate by the Chair, and at least three (3) members of the Corporation with experience or interest in the purview of the committee, each of who shall serve for not more than six (6) consecutive years.

ARTICLE V: PRESIDENT'S ADVISORY COUNCIL

Section 1 Ad-hoc President's Advisory Council. The President's Advisory Council shall be composed of interested individuals appointed by the President who can provide needed expertise and assistance to the Corporation. Members of the President's Advisory Council shall each serve for a one (1) year term, renewable. The President's Advisory Council shall allow for Governors to transition on and off of the Board, and may include the immediate past President of the Corporation. Members of the President's Advisory Council shall serve as a "sounding board" for the President and Executive Director. The Council shall meet with the President and the Executive Director at the time of the Corporation's Annual Meeting and at such other times as the President and Executive Director so decide.

ARTICLE VI: GRANT RECIPIENTS

Section 1 Grant Recipients. Any person who accepts a fellowship from the Corporation is expected to submit an abstract on their research and results for consideration at the first Annual Meeting after the period of his or her fellowship. Making sure that this is implemented will be the responsibility of the Deputy Director for Research and Programs. Any fellow or recipient of an AEF grant is required to join the Corporation's general membership, at least for the year(s) of their grant, if not already a member.

ARTICLE VII: DIRECTOR FOR EGYPT AND US DIRECTOR

Section 1 Director for Egypt. The President and Executive Director may hire, with the prior approval of the Board, a Director for Egypt, whose responsibility shall be the direction and oversight of the Corporation's office in Egypt. The Director for Egypt shall be resident in Egypt and report directly to the Executive Director in matters of finance and administration, and to the Board in academic matters. The Director for Egypt's chief responsibilities shall be liaison with US and Egyptian governmental entities in Egypt, facilitation of member research in Egypt, management of the Egyptian office of the Corporation, and outreach to other academic, corporate, and private entities in Egypt. The Director for Egypt shall be an ex-officio member of the Board and serve on such committees as determined by the President.


Section 2 US Director. The President and Executive Director may hire, with the prior approval of the Board, a US Director, whose responsibility shall be the direction and oversight of the Corporation's office in the United States of America. The US Director shall be resident in the United States of America and report directly to the Executive Director in matters of finance and administration, and to the Board in development and programmatic matters. The US Director's chief responsibilities shall be liaison with US and Egyptian governmental entities in the US, facilitation of member research in the US, management of the US office of the Corporation, and

outreach to other academic, corporate, and private entities in the US. The US Director shall be an ex-officio member of the Board and serve on such committees as determined by the President.

ARTICLE VIII: AMENDMENTS TO THE PRACTICES

Section 1 Amendments to the Practices. These Practices may be amended, altered, or repealed, or new Practices adopted, by the Board.

Approved:



Signed

4/18/2024

Date

Courtney Marx

Name