

APPENDIX A: BY-LAWS

BY-LAWS OF THE TRUSTEES OF THE AMERICAN SCHOOL OF CLASSICAL STUDIES AT ATHENS

I. The Purpose of the Corporation.

The purpose of the Corporation stated in the Agreement of the Association, to be: “The establishment and maintenance of a School of Classical Studies at Athens, in Greece, for American Students”, is more particularly: To furnish to graduates of American Universities and Colleges, and to other qualified students, an opportunity to study in Athens, under suitable guidance, Classical Literature, Art, Antiquities and subjects germane thereto; to prosecute and to aid original research in these subjects; to conduct the exploration and excavation of Classic sites, and to cooperate with others, so far as it may be able, in such explorations and excavations.

II. Of the Trustees.

The members of the Corporation (namely, the Trustees) shall consist of the persons who have signed the Agreement of Association, and of such others as have been or shall be elected by them or their successors. The general management of the Corporation shall be vested in them. Trustees may be elected at an annual meeting, or at a meeting specifically called for the purpose. The Trustees shall not exceed thirty in number; provided, however, that in addition the Chair of the Managing Committee shall serve as a Trustee *ex officio*.

Except for Trustees who may be elected to fill vacancies in unexpired terms, the Trustees shall serve for staggered five-year terms. Normally six Trustees shall serve for a term which expires in the same year.

Any Trustee may resign at any time by giving written notice of such resignation to the President and the Secretary. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the Secretary.

Whenever a Trustee shall cease to serve, the Trustees may elect him as a Trustee Emeritus. The Trustees may also from time to time elect certain persons as Honorary Trustees. Such Trustees Emeriti shall be entitled to receive notices of meetings of the Trustees and to attend such meetings, but shall not be entitled to vote or to be considered for the purpose of establishing a quorum.

III. Of Meetings of the Corporation.

The Annual Meeting of the Corporation shall be held on such day, at such place and hour, as may be fixed by the President. Special meetings may be

called upon request of the President, of the Executive Committee, or of any two Trustees. One-third (1/3) of the then serving Trustees shall be a quorum.

Seven days' written notice stating the date, place, time and purposes of any meeting of the Trustees shall be given to all Trustees by the Secretary.

In case a meeting of the Corporation is called when the Secretary is absent, notice thereof shall be sent by the Chairman, the President or any two Trustees. A waiver of notice signed either before or after a meeting for which notice is required shall have the effect of written notice.

Any action by the Trustees may be taken without a meeting if all of the then serving Trustees consent to the action in writing. A record of such action and the written consents shall be filed with the records of the next succeeding meeting of the Trustees. Such consents shall be treated for all purposes as a vote at the meeting.

IV. Of the Officers of the Corporation and Their Duties.

- (1) The Officers of the Corporation shall be a Chairman of the Board of Trustees, who shall preside at all meetings of the Corporation, a President, who shall be the chief executive officer of the Corporation and shall, in the absence of the Chairman of the Board of Trustees, preside at all meetings of the Corporation, a Treasurer, and a Secretary. In addition, there may be one or more Vice Chairmen, an Assistant Treasurer, and an Assistant Secretary. The President shall be an *ex officio* member of all committees of the Board of Trustees.
- (2) The Secretary shall keep a record of the proceedings of the Corporation.
- (3) The officers shall be elected by ballot at an annual meeting. They shall hold their positions for three years and until the election of their successors. But any vacancy among the officers may be filled by the Trustees at any special meeting of the Corporation called for the purpose and any officer elected to fill such vacancy shall serve until the next annual meeting of the Corporation.

V. Of the Treasurer and Assistant Treasurer.

The Treasurer shall hold and, subject to Article IX, disburse the moneys of the Corporation as authorized and directed by the Trustees. With the advice of the Finance Committee he shall in his discretion invest its funds and sell its securities. All securities not payable to the bearer shall, when bought, be put in the name of the Corporation, or if the securities are held as custodian by a Bank or Trust Company into the name of its nominee. The Treasurer shall also advise the President on the budget and other financial matters.

Subject to Article IX, the Assistant Treasurer shall have authority to draw checks which shall be valid when countersigned by one of the members

of the Finance Committee and to perform such other acts as he is authorized and directed by the Executive Committee to perform.

VI. Of the Finance Committee.

A Finance Committee shall be appointed by the Trustees and the number of its members fixed at the annual meeting of the Corporation. The President shall have power to fill any vacancies in its number which may occur during the year. At least twice in each year the Finance Committee shall consider and advise the Treasurer in regard to the investments held by the Corporation. All investments, sales or transfers shall be made with the approval of the Treasurer, or if he is unavailable, with the approval of one member of the Committee; and the person giving such approval shall forthwith cause all members of the Committee to be informed of such investment changes. The Finance Committee may, by appropriate written instrument signed by a majority of the members of the Committee, authorize one or more persons in addition to the Treasurer and the Assistant Treasurer to draw checks upon any account standing in the name of the Corporation, subject to Article IX.

VII. Of the Executive Committee.

An Executive Committee shall be appointed, the number of its members fixed and one of its members designated as Chairman by the Trustees at the Annual Meeting of the Corporation. It shall have the power to fill any vacancies in its number which may occur during the year. The Secretary shall give to each member twenty-four hours' notice in writing of their meetings and shall keep the records thereof. A majority of the Committee shall constitute a quorum. Action may be taken by the Committee without notice if all the members sign in the records of the meeting their approval of actions so taken.

VIII. Of the Nominating Committee.

The Trustees at each annual meeting, or at a special meeting called for this purpose, shall elect a nominating committee of at least three members. This nominating committee shall present to the annual meeting of the Trustees or to a special meeting called for the purpose, nominations for Trustees and Officers to be elected at such meetings. Such nominations shall be regarded only as recommendations of the committee and shall in no way interfere with the discretion of the Trustees in actions thereon.

IX. Of Debts and Disbursements.

No debt shall be incurred and no disbursement shall be made except as provided in the budget as approved by the Trustees, except that the Executive Committee may incur debts or make disbursements for items not provided

for in the budget up to a maximum of ten percent of the approved budget for the particular fiscal year. No disbursement of any amount included in the budget shall be made from the funds of the Corporation held in the United States unless it has first been approved by the President or the Chair of the Managing Committee or from funds of the Corporation held in Greece unless it has first been approved by the Director of the School or by a person designated by the Director in writing. A copy of any such designation shall be filed with the records of the Corporation.

X. Of the Managing Committee of the School.

There shall be a Managing Committee which, under the general control of the Trustees, shall oversee the teaching and research programs of the School, including academic appointments, provided, however, that any appointment by the Managing Committee of a salaried officer for a longer term than the current year of his/her appointment shall not be valid unless it shall have been authorized by the Trustees or by the Executive Committee of the Trustees.

The Managing Committee shall consist of at least one but no more than three voting representatives from each of the cooperating institutions and consortiums who shall be nominated by their institutions and presented by the Committee on Personnel to the Managing Committee for election. At least one representative from each institution must be in active status at that institution. If a member transfers from the institution he/she was elected to represent, he/she may retain membership only if the institution to which he/she transfers is a cooperating institution and if this institution expressly desires him/her to be its representative. An institution may have non-voting members under the following conditions. Representatives who retire from their institutions become non-voting members upon their retirement. A representative may also choose to become a non-voting member of the Managing Committee prior to retirement. The Chair of the Managing Committee may request an institution to appoint a new voting representative to replace an inactive representative; the latter may retain membership with non-voting status. Non-voting members receive distributed materials and are invited to take part in meetings and discussions. In addition, the President and Treasurer of the Corporation shall be members of the Managing Committee *ex officio*. Three representatives of the Alumni Association of the School shall also be members of the Managing Committee, one to be the President of the Alumni Association (who shall be a member *ex officio*) and two to be elected by the Association. The representatives of the Alumni Association need not belong to a cooperating institution or consortium. A representative of the Alumni Association who belongs to a cooperating institution or consortium that already has three voting members of the Managing Committee

shall be a voting member of the Managing Committee during his/her term as representative of the Alumni Association. The Managing Committee is empowered further to add to its non-voting membership such individuals as it may deem wise to elect who are officers of the Archaeological Institute of America, of the American Schools of Oriental Research, of the Classical School maintained by the American Academy in Rome, and of the American Research Institute in Turkey. It may also elect to membership, subject to the confirmation by the Trustees, other persons who have shown special interest in the School. Officers of the School shall be non-voting members *ex officio*. The Managing Committee shall have power to make such regulations for its government as it may deem proper, and its Chair shall be *ex officio* a member of the Corporation.

XI. Indemnification of Trustees and Officers.

The Corporation shall to the extent legally permissible indemnify each of its Trustees and Officers (and the heirs, executors and administrators of each such Trustee or Officer) against all expenses and liabilities which he has reasonably incurred in connection with or arising out of any action or threatened action, suit or proceeding in which he may be involved by reason of his being or having been a Trustee or an Officer of the Corporation (whether or not he continues to be a Trustee or Officer at the time of incurring such expenses or liabilities), such expenses and liabilities to include, but not be limited to judgments, court costs and attorney's fees and the cost of reasonable settlements, provided no such indemnification shall be made in relation to matters as to which such Trustee or Officer shall be finally adjudged in any such action, suit or proceeding, not to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation. In the event that a settlement or compromise of such action, suit or proceeding is effected, indemnification may be had, but only if the Board of Trustees shall have been furnished with an opinion of counsel for the Corporation to the effect that such settlement or compromise is in the best interests of the Corporation and that such Trustee or Officer does not appear not to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation, and if the Board of Trustees shall have adopted a resolution approving such settlement or compromise.

XII. Discrimination Prohibited.

In administering its affairs, the Corporation shall not discriminate against any person on the basis of race, creed, color, religion, national or ethnic origin, sex, sexual orientation, handicap, or age.

XIII. Statement on Archaeological Ethics

The Trustees adopt and subscribe to Article X of the Managing Committee's Regulations, which provides as follows: "The American School of Classical Studies endorses the Code of Ethics of the Archaeological Institute of America. Members and Officers of the School shall do whatever is in their power to ensure that archaeological projects in which they are involved are conducted according to the highest standards, must not trade in, authenticate, or initially publish antiquities that have been illegally excavated, and shall inform appropriate authorities of any threats to archaeological sites and of any illegal import and export of antiquities which come to their attention."

The Code of Ethics of the Archaeological Institute of America (as amended on December 29, 1997) provides as follows: "The Archaeological Institute of America is dedicated to the greater understanding of archaeology, to the protection and preservation of the world's archaeological resources and the information they contain, and to the encouragement and support of archaeological research and publication.

In accordance with these principles, members of the AIA should:

1. Seek to ensure that the exploration of archaeological sites be conducted according to the highest standards under the direct supervision of qualified personnel, and that the results of such research be made public;
2. Refuse to participate in the trade in undocumented antiquities and refrain from activities that enhance the commercial value of such objects. Undocumented antiquities are those which are not documented as belonging to a public or private collection before December 30, 1970, when the AIA endorsed the UNESCO Convention on Cultural Property, or which have not been excavated and exported from the country of origin in accordance with the laws of that country;
3. Inform appropriate authorities of threats to, or plunder of archaeological sites, and illegal import or export of archaeological material."

XIV. Of the Seal.

The Corporation adopts as its Corporate seal the seal stamped at the end of this By-Law.

XV. Of the Amendment of the By-Laws.

The By-Laws may be amended at the Annual Meeting, or at any meeting specially called for the purpose provided in each case that notice of the proposed change is inserted in the call of the meeting.

(As amended October 28, 2016)