

## **REGULATIONS OF THE ARCHAEOLOGICAL INSTITUTE OF AMERICA**

(Adopted December 29, 1991, at the 113th Meeting of Council in Chicago, Illinois; Amended on December 29, 1995 at the 117th Meeting of Council in San Diego, California; on December 29, 1998 at the 120th Meeting of Council in Washington, D.C.; on January 6, 2002, at the 123<sup>rd</sup> Meeting of the Council in Philadelphia, Pennsylvania; on January 5, 2003, at the 124<sup>th</sup> Meeting of the Council in New Orleans, Louisiana; on January 3, 2004, at the 125<sup>th</sup> Meeting of the Council in San Francisco, California; on January 7, 2005, at the 126<sup>th</sup> Meeting of the Council in Boston, Massachusetts; and on January 7, 2006, at the 127th Meeting of the Council in Montréal, Québec.)

### ARTICLE I

#### Archaeological Institute of America

1. The Archaeological Institute of America, hereinafter referred to as the "Institute," is a not-for-profit organization founded in 1879 and incorporated in 1906 for the purposes stated in its Charter.

2. The mission of the Archaeological Institute of America is:

The Archaeological Institute of America promotes a vivid and informed public interest in the cultures and civilizations of the past, supports archaeological research, fosters the sound professional practice of archaeology, advocates the preservation of the world's archaeological heritage, and represents the discipline in the wider world.

3. The government of the Institute shall be vested in the Council, as defined in Article V, the Governing Board, as defined in Article VI, and the Executive Committee, as defined in Article VII. All persons serving in the government of the Institute must be members of the Institute, as defined in Article II, Section 1.

### ARTICLE II

#### Membership

1. The members of the Institute shall be those persons who join the Institute in any of its membership categories and those persons who are named Honorary Members. All of these categories combined shall constitute the membership of the Institute.

2. The division of the membership into categories made heretofore is hereby recognized and confirmed, but the Council may from time to time create new categories and may discontinue, or alter the qualifications, obligations and privileges of any category of membership.

3. Any member may resign from membership in the Institute by writing to the Executive Director. The Council may prescribe the grounds and the procedures for the temporary suspension of membership privileges or the termination of membership by the Institute. Failure to renew an annual membership shall be considered a *de facto* resignation.

4. Members shall not use the name of the Archaeological Institute of America ("AIA") in connection with or in the furtherance of commercial transactions involving antiquities. Upon warning from the Executive Director, future failure to comply will result in suspension or termination of membership.

### ARTICLE III

#### Affiliated Societies

1. In order to facilitate the conduct of the affairs of the Institute, and to accomplish the purposes of its creation, the Council may permit the members in a particular geographical region to form themselves into an affiliated Society of the Institute upon such terms and conditions as the

Council may prescribe. All members of an affiliated Society must be members of the Institute as defined in Article II.1. Such affiliated Societies shall have only those powers conferred by the Council, and no affiliated Society shall have the power to create any obligations against the Institute or the property of the Institute. The existing affiliated Societies are hereby recognized and confirmed.

2. Each affiliated Society may use the design of the official seal of the Institute in any desired size on its letterhead and other printed papers. Each affiliated Society shall be designated by its local name in the following style:

Archaeological Institute of America  
Boston Society

3. After a hearing, the Council may withdraw its sanction of any affiliated Society for cause, whereupon the affiliated Society shall cease to exist and its members shall become members of the Institute at large. These at large members may choose to affiliate with another Society of the Institute.

#### ARTICLE IV Officers

1. The officers of the Institute shall be a President, a First Vice-President, a Vice-President for Professional Responsibilities, a Vice-President for Publications, a Vice-President for Education and Outreach, a Vice-President for Societies, a Treasurer, a Secretary, and such subordinate officers provided for in the Annual Budget as the President may from time to time appoint. The Executive Director shall act as Secretary of the Institute pursuant to Section 2 of its Charter.

2. Former Presidents of the Institute who are living shall be Honorary Presidents.

3. The President and the Vice-Presidents shall hold office for two years from the date of election and until their successors are elected and assume office; the Treasurer shall hold office for three years from the date of election and until a successor is elected and assumes office. These officers shall be elected at the appropriate Annual Meeting of the Council from persons who are members of the Institute, and they shall be eligible for re-election. The President and Vice-Presidents shall be eligible to serve two consecutive two-year terms, and the Treasurer two consecutive three-year terms.

4. A vacancy in the office of President shall be filled by the First Vice-President for the unexpired term. Any vacancy in the offices of the Vice-Presidents, or Treasurer, however arising, may be filled with an acting officer by the President. The Executive Committee, on behalf of the Governing Board, or the Governing Board, whichever body meets first following the vacancy, shall have the power to fill the vacancy for the remainder of the unexpired term. The President shall have the power to accept the resignation of any officer, Trustee, or member of any other committee of the Institute.

5. The President shall be the elected head of the Institute and shall exercise general supervision over all the affairs of the Institute. The President shall enforce the provisions of the Act of Incorporation and these Regulations with discretionary power and authority. This person shall be a scholar and bring distinction to the Institute. The President may call and shall preside at all meetings of the Institute, of the Council, and of the Governing Board; shall be, *ex officio*, a member of all committees; and shall, with the Treasurer and the Executive Director, present to

the members an annual report of the transactions of the Council, and the Governing Board. This report shall note the status of the Institute's investments for the prior fiscal year and the amount of the Institute's funds appropriated and actually expended since the last annual report. This report should include a statement of the purposes for which such appropriations and expenditures were made. The President shall have authority to appoint delegates to represent the Institute for such special occasions as are deemed appropriate, as well as authority to appoint such consultants and committees as are deemed to be necessary and desirable, provided, however, that no such appointment or appointments shall create any obligations against the Institute or the property of the Institute unless authorized by the Governing Board.

6. The First Vice-President shall be a scholar who will bring distinction to the Institute and shall have a record of significant service to the AIA. In order to secure continuity in the administration of the affairs of the Institute, the First Vice-President shall serve as President during any vacancy in the office of President. The First Vice-President shall automatically be a candidate for President upon the announcement of retirement by the President or at the conclusion of the maximum number of terms allowed the President. The duties and responsibilities of the First Vice-President shall be designated by the President.

7. Four Vice-Presidents shall serve, one each, in the areas of Publications, Professional Responsibilities, Education and Outreach, and Societies. The Vice-Presidents for Publications and Professional Responsibilities shall have academic backgrounds and the Vice-President for Societies shall be or have been a Society Trustee or an officer of a local AIA society. The Vice-Presidents report to the President and shall have duties and responsibilities as designated by the President.

8. The Treasurer shall receive and disburse the funds of the Institute under the direction of the Governing Board and shall deposit all funds in the name of the Institute and all securities in such depository or depositories as the Governing Board may designate or approve. The Treasurer shall also have custody of and preserve all records and documents relating to the property of the Institute, and keep proper books of account which shall be open at all times to inspection by the Council and the Governing Board. At the Annual Meeting of the Council the Treasurer shall present a report of all transactions of the Institute for the preceding fiscal year, including a statement of the financial condition of the Institute, certified by independent accountants. This certified report shall consist of a balance sheet, related statements of income and expenses, and statements of changes in all funds of the Institute for the preceding fiscal year.

## ARTICLE V The Council

1. The Council of the Institute, which shall manage, preserve and protect the property of the Institute and shall have full power to manage and conduct its affairs, shall consist of the *ex officio* members listed in Section 2 of the Act of Incorporation, approved by the President of the United States on May 26, 1906, (i.e., the president, the honorary presidents, the vice presidents, the treasurer, and the secretary of the Institute and the editor-in-chief of its journal, the presidents of affiliated societies and the chairmen of the managing committees of any American Schools founded by the Archaeological Institute of America in foreign countries for classical or archaeological studies and research [including those now affiliated with the voluntary association known as the Archaeological Institute of America] and the chairman of the Interest Group on New World Archaeology) the remaining members of the Governing Board, the General Counsel of the Institute, one delegate for each fifty Members-at-Large to be appointed by the President prior to the Annual Meeting to represent the Members-at-Large, and those delegates designated

annually by the members of the Institute in affiliated Societies as hereinafter provided. Delegates appointed by the President to represent Members-at-Large shall serve until their successors are appointed, and the delegate or delegates designated to represent an affiliated Society shall serve until the Executive Director receives notice of a new designation or designations from the Secretary of such affiliated Society. This notice must be received by the Executive Director at least ten days before the scheduled date of the Annual Meeting. The Executive Director shall maintain a current, official list of the names and addresses of all members of Council.

2. Any affiliated Society consisting of not less than twenty-five members of the Institute may elect one delegate as a member of the Council. For each fifty additional members of the Institute, an affiliated Society may elect one additional delegate as a member of the Council.

3. Any member of the Council, except an officer of the Institute, may, if unable to be present at the Annual Meeting, vote by absentee ballot on any nominations, amendments to Regulations, or resolutions submitted to them by the Executive Director in advance of the Annual Meeting. Absentee ballots containing all voting items indicated on the preliminary agenda will be sent to all named delegates before the meeting of Council and must be returned to the Executive Director before the meeting. This absentee ballot may include a limited proxy to a named individual, or the President of the Institute, in the event that additional nominations or amendments to regulations or other items requiring a vote are offered at the Annual Meeting of the Council. Designations of limited proxies must be done in writing before the meeting of Council.

4. Thirty percent of the Council or their proxies shall constitute a quorum at the Annual Meeting, or a special meeting of the Council. Any such meeting is subject to the rules for calling a meeting of the Council pursuant to Article V, Sections 5 and 6.

5. The Annual Meeting of the Council shall be held at the time and place designated by the Council at its last Annual Meeting, or at such time and place as a majority of the Council shall designate to the President in writing at least sixty days in advance of the suggested date of the meeting. The Executive Director shall distribute notices of the Annual Meeting to each *ex officio* member of the Council and to each affiliated Society at least thirty days in advance of the date of the meeting.

6. During intervals between the Annual Meetings of the Council the Governing Board shall have and exercise all the powers and responsibilities of the Council. If required, special emergency meetings of the Council, to be convened at the business office of the Institute, may be called by the President, or upon written request of ten members of the Council. The call, which shall be sent to all members of the Council at least ten days before the scheduled date of a special meeting, shall state clearly the business to be transacted at the meeting, and no other business shall be considered. The provisions relating to voting by proxy, or by mail ballot coupled with a limited proxy, stated in Article V, Section 3, shall also be applicable to special emergency meetings.

7. The power to approve the Annual Budget of the Institute and the power to authorize increases in the over-all total of the budget are hereby vested in the Governing Board, which shall also have the primary responsibility for fund-raising and securing additions to the endowment of the Institute. Notwithstanding the power herein vested in the Governing Board to approve the Annual Budget, the Council reserves full power to review the budget at its Annual Meeting and to ask the Governing Board to prepare budget modifications to be presented to the Council within 30 days. These modifications shall not impair legal obligations incurred by the Institute in reliance upon the budget as adopted by the Governing Board.

ARTICLE VI  
The Governing Board

1. There shall be a Governing Board consisting of the President, the First Vice-President, four Vice-Presidents, the immediate past President, and the Treasurer, (each *ex officio*), and not fewer than twenty-four and not more than thirty elective Trustees who shall be elected by the Council. Candidates for these positions must be members of the Archaeological Institute of America at the time their nomination is presented to the Council. For the purposes of election the elective members of the Governing Board shall be divided into three Divisions as described below. The Executive Director, as Secretary of the Institute, shall be a member *ex officio* of the Governing Board but shall not be entitled to a vote.

a) The first Division, to be known as the General Trustees, shall consist of not fewer than twelve nor more than eighteen elective members and shall be divided into three classes of four to six members each. The term for each class shall be for three years from the date of election, until their respective successors are elected and assume office. At the Annual Meeting of the Council each year a class of four to six members shall be elected to fill the places of the class whose term expires at that time. In nominating candidates for election as General Trustees, it shall be the policy of the Institute to seek persons who are willing and able to devote the necessary time to the affairs of the Institute and whose business and professional experience qualifies them to discharge the managerial, budgetary and fund-raising responsibilities of the Governing Board.

b) The second Division, to be known as the Academic Trustees, shall consist of nine elective members, who shall be elected by the Council and shall be divided into three classes of three members each. The term for each class shall be for three years from the date of election and until their respective successors are elected and assume office. At the Annual Meeting of the Council each year a class of three members shall be elected to fill the places of the class whose term expires at that time. In nominating candidates for election as Academic Trustees, it shall be the policy of the Institute to seek persons who are willing to devote the necessary time to the affairs of the Institute and whose demonstrated academic and administrative capacity qualifies them to discharge the academic and professional responsibilities of the Governing Board.

c) The third Division, to be known as the Society Trustees, shall consist of no fewer than three and no more than five elective members who shall be elected by the Council and shall be divided into three classes. The term for each class shall be for three years from the date of election and until their respective successors are elected and assume office. At the Annual Meeting of the Council each year a class of one or two members shall be elected to fill the place of the class whose term expires at that time. In nominating candidates for election as Society Trustees, it shall be the policy of the Institute to seek persons who are willing to devote the necessary time to the affairs of the Institute and whose proven experience in administering the affairs of the local Society of the Institute qualifies them to discharge the responsibilities of the Governing Board to the non-professional members of the Institute.

General, Academic, and Society Trustees, i.e., elective members of the Governing Board, are eligible to serve as Trustee for two consecutive terms of three years each. Former Trustees may be elected for additional terms as Trustee, provided that at least one year will have elapsed between the completion of their term in office and the beginning of their next term as Trustee. Former Officers, including the Past President, may be elected for additional terms as Officer or

Trustee provided that one year will have elapsed between the completion of their term in office and the beginning of their next term as Officer or Trustee. Current elective members of the Board may be nominated to any of the offices of the Institute during the course of, or at the conclusion of, their first or second term as Trustee, i.e., without a one-year absence from the Board. If elected, their term as Officer shall supersede their remaining term, if any, as Trustee. Those elected to fill out the remaining portion of a Trustee's three-year term will be considered to have completed a normal three-year term only if they hold that position for more than one half of the term.

From time to time the Institute may wish to honor a retiring Trustee who has performed exceptionally long and exemplary service to the Institute. Such individuals may be elected to Trustee Emeritus status. Appropriate candidates for this status must be nominated by unanimous consent of the President, First Vice President and Executive Director. Nominees so chosen will be forwarded to the Council for their vote. Trustees Emeriti must maintain their membership in the AIA and may attend meetings of the Governing Board in an *ex officio*, non-voting capacity without term limits.

In addition to the Elected members of the Governing Board and the Executive Director, the Editor-in-Chief of the *American Journal of Archaeology* and the Editor-in-Chief of *Archaeology*, shall attend meetings of the Governing Board, in an *ex officio* and non-voting capacity.

2. In the event that a current Trustee is elected as an Officer of the Institute before the completion of a three-year term, the nominee for Trustee who received the greatest number of votes among those candidates in that Division, but was not elected by the Council, shall fill out the remainder of the Trustee's term. If there was no other nominee, or there is no other nominee currently available, the President of the Institute may appoint an individual to serve in that position until the next Annual Meeting of the Council. Any vacancy among the elective members of the three constituent Divisions of the Governing Board, that occurs between Annual Meetings of the Council, may be filled by the President of the Institute for the period until the next Annual Meeting of the Council, at which time the Council shall vote to fill such vacancy for the unexpired term, if any.

3. As stated in Article V, Section 6, during intervals between the Annual Meetings of the Council the Governing Board shall have and exercise all the powers and responsibilities of the Council. Subject to the power reserved by the Council under Article V, Section 7, the Governing Board shall have the power to approve the Annual Budget of the Institute and to authorize changes in the overall total of the budget. The Governing Board shall be vested with control of the endowment funds of the Institute, and shall have primary responsibility for fund-raising and securing additions to the endowment of the Institute.

4. The Governing Board shall meet not less than three times a year, with one of the meetings to be held concurrently with the Annual Meeting of the Institute and the Annual Meeting of the Council. The Governing Board shall determine the manner, form, time, and place of its proceedings and how notice is to be given of its meetings. The constituent Divisions of the Governing Board may meet separately when assigned by the Governing Board or the President to deal with matters falling within their expertise.

5. A majority of the members of the Governing Board in office shall constitute a quorum at all meetings of the Governing Board, and no proxies shall be recognized.

6. Any action in which a majority of the members of the Governing Board in office shall concur in writing shall be valid and have the same force and effect as an action approved or adopted at a meeting of the Governing Board. Each such action shall be set forth in the minutes of the next meeting of the Governing Board.

ARTICLE VII  
The Executive Committee

1. An Executive Committee shall be established which may exercise all the power and authority of the Governing Board between meetings of the Governing Board.
2. The Executive Committee shall be convened to meet for those actions that are necessary to be accomplished before the regularly scheduled or succeeding Governing Board meeting. The minutes of the Executive Committee meetings must be distributed to the Governing Board within two (2) weeks of Executive Committee approval.
3. The Executive Committee shall have 12 (twelve) members: the President, First Vice-President, Vice-President for Professional Responsibilities, Vice-President for Publications, Vice-President for Education and Outreach, Vice-President for Societies, Treasurer (all of whom shall serve *ex officio*), and four Trustees, at least one of whom must be an Academic Trustee. These Trustees will be appointed to the Executive Committee by the President on an annual basis. The Executive Director shall be a member, *ex officio*, of the Executive Committee.
4. The President shall serve as Chair of the Executive Committee.
5. The Executive Committee shall meet not less than six times annually and shall determine the manner, form, time, and place of its proceedings and how notice is to be given of its meetings. The majority of the members of the Executive Committee shall constitute a quorum and no proxies will be recognized.
6. Governing Board ratification of Executive Committee actions is not required.
7. Executive Committee terms of the President, First Vice-President, Vice-President for Professional Responsibilities, Vice-President for Publications, Vice-President for Education and Outreach, Vice-President for Societies, and Treasurer shall correspond to the terms stipulated for these positions in Article IV, Section 3. Terms for each of the four Trustees will be from the time of appointment until the next elections by Council and may be renewed annually for as long as the Trustee remains on the Governing Board.

ARTICLE VIII  
The Nominating Committee

1. The President, with the advice of the Executive Committee, shall nominate persons, two for each vacancy, to be elected by the Council to serve on the Nominating Committee for a one-year term with the option of renewal by running unopposed for a second year from the date of election and until their successors are elected. To maintain a Board that represents significant community interests and that effectively guides the Institute's activities and operations, the Nominating Committee shall be responsible for selection, nomination, and evaluation of members of the Board, according to the policies of the Institute.
2. The Nominating Committee shall consist of five persons who either are serving or have served on the Governing Board. The President shall make every effort to ensure that at least one member representing each of the Board divisions (General, Society, Academic Trustee) is included in each Nominating Committee. A minimum of one year must elapse between

completion of two one-year terms of service on the Nominating Committee and the beginning of another term. Members of the Nominating Committee cannot be nominated by the Nominating Committee for any other AIA office during a year in which they are serving on the Nominating Committee.

3. The Committee shall carefully review potential candidates to ensure that each of them subscribes to the AIA Code of Ethics and, in the case of professional nominees, to the AIA Code of Professional Standards as well. As part of this review, the Chair of the Committee shall consult with the Vice President for Professional Responsibilities, whose advice is non-binding. A signed statement shall be obtained from each of the candidates nominated indicating their adherence to the Code of Ethics, and for professional nominees, to the Code of Professional Standards. The Committee shall then transmit to the Secretary of the Council by November 15 a list of candidates for election as elective officers to succeed those officers whose terms expire at that time, and a list of candidates for election as Trustees on the Governing Board to fill the places of the classes whose terms expire at that time. The Secretary shall give such publication of the nominations as the Board shall from time to time direct. Other nominations for Trustees may be made in writing signed by any ten members of the Institute. Such nominations, accompanied by a signed statement of the candidates so nominated that they subscribe to the AIA Code of Ethics, and for professional nominees the AIA Code of Professional Standards, can be transmitted to the Secretary at anytime prior to the election. The Secretary shall communicate such other nominations to the President.

4. A name not placed in nomination for Trustee in accordance with either of the methods described in Section VIII, Article 3, shall not be voted on at the Annual Meeting, except that in the case of there being no candidate for any office from a cause arising at least thirty days before the date of the Annual Meeting, one or more nominations for such vacancy may be made at such meeting.

5. The Nominating Committee may nominate more than one candidate for election to a single position. In order to secure continuity in the administration of the affairs of the Institute, the name of the First Vice-President who shall have served with a retiring President shall, with the First Vice-President's consent, be included as a candidate for election to the office of President.

6. All elections of officers and Trustees on the Governing Board shall be by secret written ballot of the members of the Council present in person or by proxy at the Annual Meeting. The ballot shall set forth the positions to be filled and the candidates nominated by the Nominating Committee. Two tellers of the election shall be appointed at the Annual Meeting of the Council by the President, and they shall not be persons whose names appear as candidates in the report of the Nominating Committee.

7. Any vacancy on the Nominating Committee that occurs between Annual Meetings of the Council may be filled by the President. The Committee member appointed by the President shall represent the same category of membership as that of the vacancy to be filled.

ARTICLE IX  
Executive Director

1. The President, with the approval of the Governing Board, shall appoint an Executive Director of the Institute. The Executive Director shall be responsible for the day-to-day administration of the affairs of the Institute under the general supervision of the Governing Board. The Executive Director shall have authority to employ personnel for the Institute, as provided by the Governing Board or Executive Committee, and to terminate the employment of such personnel. The Executive Director shall have full authority, as well as the responsibility, to supervise the work of such personnel.

2. The Executive Director shall act as Secretary of the Institute pursuant to Section 2 of its Charter, and as such shall be an *ex officio* member of the Council, Governing Board, and Executive Committee of the Institute. The Executive Director shall attend all meetings of the Institute, the Council, and the Governing Board and shall prepare and submit such reports as may be requested from time to time. The Executive Director shall cause notices to be issued for all Council, Governing Board, and Executive Committee meetings. These notices shall be accompanied by an agenda of the business to be transacted. The Executive Director shall cause to be made and kept an official record of the proceedings of all such meetings. If requested by the President, the Executive Director shall perform these same functions with respect to the meetings of any committee appointed pursuant to these regulations. The Executive Director shall attend to all official correspondence of the Institute, shall have custody of the corporate seal and shall affix the seal under the direction of the President or the Council. The Executive Director shall act as liaison between the Institute and affiliated Societies, and shall be in charge of all matters relating to the membership and the lecture program of the Institute. At the Annual Meeting of the Council the Executive Director shall present a report on the transactions of the office for the preceding fiscal year. The Executive Director shall examine and verify the credentials of all delegates at meetings of the Council.

3. The entire time of the Executive Director shall be devoted to the affairs of the Institute, and the Executive Director shall receive such compensation as the Governing Board shall provide. The term and conditions of the Executive Director's employment shall be determined by the Governing Board. Any renewal of the appointment shall be subject to the approval of the Governing Board.

ARTICLE X  
General Meeting of the Institute

1. The members of the Institute shall meet annually for the reading and discussion of papers. This meeting shall be held concurrently with the Annual Meeting of the Council and one of the statutory meetings of the Governing Board, and notice of the time, place and program shall be distributed to each member by the Executive Director as least thirty days in advance of the meeting.

ARTICLE XI  
Fiscal Year

1. The fiscal year of the Institute shall run from July 1st through June 30th.

ARTICLE XII  
Memberships and Contributions

1. Membership contributions of all members of the Institute shall be remitted to the Institute's main office. The Institute shall remit to the affiliated Societies a fixed proportion of each annual membership contribution for each affiliated Society member. This sum shall be determined from time to time by the Governing Board for the Council. For student members a comparable proportion of each student membership payment will be paid to affiliated Societies. All other contributions to the Institute shall be used for the purposes specified by the donors and approved by the Governing Board. Those contributions that are added to the Institute's endowment will be invested and spent according to the policies established from time to time by the Governing Board.

ARTICLE XIII  
Grants in Aid

1. Grants in aid of affiliated Societies may be made by the President only if the grants are specifically included in the Annual Budget or have been approved subsequent to the adoption of the budget by special resolution of the Governing Board.

ARTICLE XIV  
The Budget

1. The President, the Treasurer, and the Executive Director, acting in consultation with the Governing Board, shall prepare an Annual Budget showing estimated operating income and operating expenses of the Institute for the ensuing fiscal year, and shall submit the same to the Governing Board for its consideration before the end of the current fiscal year. All requests for items to be included in the Annual Budget shall be submitted to the President in writing, accompanied by a detailed explanation and a justification of their necessity or desirability, in time for consideration at a formal meeting of the Governing Board before the end of the current fiscal year.

2. Any budget adopted by the Governing Board shall, without further action, authorize the Treasurer to advance the amounts included in such budget. Should the Council modify the budget as adopted by the Governing Board, pursuant to the power reserved under Article V, Section 7 hereof, such action by the Council shall supersede the budget adopted by the Governing Board and confer upon the Treasurer authority only as to the amounts included in the modified budget.

3. The Treasurer shall make no advances and no officer or employee of the Institute shall incur any expenses in addition to the amounts specified in the Annual Budget without the prior approval of the Governing Board.

ARTICLE XV  
Tenure of Office

1. Unless otherwise provided, all employees of the Institute shall hold their positions at the pleasure of the Governing Board.

2. Employees of the Institute, including the Executive Director and any subordinate officers appointed by the President in conformity with the Annual Budget, and other employees of the Institute shall receive compensation for service rendered to the Institute as the Governing Board may determine. They are not entitled to receive compensation in any form other than salary, commission, or incentive bonus, except by special resolution of the Governing Board.

3. For any or all of those officers who are elected members of the Governing Board (the President, Vice Presidents, and Treasurer), the Governing Board may approve compensation, to be paid to the officer's regular employer for time such officer spends in service rendered to the Institute. Such compensation shall be determined by the Governing Board as part of its approval of the Annual Budget that includes such compensation. At the time of approval of the Annual Budget, any officer who is the subject of such compensation shall not participate in the vote on the section of the Budget granting such compensation.

4. No member of the Council or Trustee shall be entitled to compensation for acting in such capacity.

#### ARTICLE XVI Termination of Existence

1. Should the Institute at any time terminate or cease to exist and function, the title to all its assets of whatsoever kind shall be transferred to a comparable 501(c)3 organization.

#### ARTICLE XVII Amendments

1. These regulations may be amended in whole or in part only upon the written recommendation of ten members of the Council or of a committee appointed by the President for that purpose. The affirmative vote of three-fourths of the members of the Council present in person or by proxy and voting at any annual or special meeting of the Council is required. Notice in writing of the proposed change shall be distributed by the Executive Director to each *ex officio* member of the Council and to each affiliated Society at least thirty days in advance of the meeting at which such change is to be considered.

#### ARTICLE XVIII Search Committees

1. The President shall appoint a Search Committee to fill a vacancy in the position of Executive Director. Upon the recommendation of the Search Committee and with the concurrence of the Governing Board the President will appoint the Executive Director.

2. The President shall appoint a Search Committee to fill vacancies in the positions of Editor-in-Chief of the *American Journal of Archaeology* and Publisher of *Archaeology Magazine*. The Executive Director shall be an *ex officio* member of any such Search Committee. Upon the recommendation of the Search Committee the President will instruct the Executive Director to appoint the Editor-in-Chief or Publisher.