

Regulations of The Archaeological Institute of America

(Adopted by Council on December 29, 1991, at the 93rd Annual Meeting in Chicago, Illinois; Amended by Council on December 29, 1995 at the 97th Annual Meeting in San Diego, California; on December 29, 1998 at the 100th Annual Meeting in Washington, D.C.; on January 6, 2002, at the 103rd Annual Meeting in Philadelphia, Pennsylvania; on January 5, 2003, at the 104th Annual Meeting in New Orleans, Louisiana; on January 3, 2004, at the 105th Annual Meeting in San Francisco, California; on January 7, 2005, at the 106th Annual Meeting in Boston, Massachusetts; on January 7, 2006, at the 107th Annual Meeting in Montréal, Québec; on January 6, 2007, at the 108th Annual Meeting in San Diego, California; on January 5, 2008, at the 109th Annual Meeting in Chicago, Illinois; on January 8, 2010 at the 111th Annual Meeting in Anaheim, California; on January 7, 2012 at the 113th Annual Meeting in Philadelphia, Pennsylvania; on January 5, 2013 at the 114th Annual Meeting in Seattle, Washington; on January 4, 2014 at the 115th Annual Meeting in Chicago, Illinois; on January 10, 2015 at the 116th Annual Meeting in New Orleans, Louisiana; on January 8, 2016 at the 117th Annual Meeting in San Francisco, California; on January 7, 2017 at the 118th Annual Meeting in Toronto, Ontario; on January 4, 2019 at the 120th Annual Meeting in San Diego, California; on January 10, 2021 at the 122nd Annual Meeting held virtually; on January 6, 2022 at the 123rd Annual Meeting held virtually; on January 7, 2023 at the 124th Annual Meeting in New Orleans, LA, and on January 6, 2024 at the 125th Annual Meeting in Chicago, IL.)

ARTICLE I

Archaeological Institute of America

1. The Archaeological Institute of America, hereinafter referred to as the “Institute,” or the “AIA” 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 Institute is to promote archaeological inquiry and public understanding of the material record of the human past to foster an appreciation of diverse cultures and our shared humanity. The AIA supports archaeologists, their research and its dissemination, and the ethical practice of archaeology. The AIA educates people of all ages about the significance of archaeological discovery and advocates the preservation of the world’s archaeological heritage.
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 in any of its membership categories. ARCHAEOLOGY magazine subscribers who have not joined any other membership category are considered members but are not represented at Council and may not participate in the Institute’s governance.
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. Failure to renew an annual membership shall be considered a de facto resignation. Membership and membership privileges may be terminated or temporarily suspended for cause by vote of the Council or the Governing Board.
4. Cause shall be deemed to be any action taken individually, or as an officer or director of an affiliated Society, detrimental to the purpose, interest, public image or principles of the Institute and shall include, without limitation, violation of the AIA's Code of Ethics and/or Code of Professional Standards, and the use of the name of the Institute in connection with or in the furtherance of transactions involving archaeological artifacts which could have the effect of removing such archaeological artifacts from general availability for scholarly investigation or public access.

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 media. Each affiliated Society shall be designated by its local name, as follows:

Full name of affiliated Society, which must include (i) the words "Archaeological Institute of America" and (ii) Inc, Corp, or other appropriate designation, if any, of the nature, of the organization. Any letterhead, brochure, or similar document, including the home or similar page of any website of the organization, must also include on the same page as the Society's name, the following phrase to clearly identify that the Society is "A separate entity affiliated with the Archaeological Institute of America."

If the sanction of any affiliated Society is withdrawn pursuant to Article III.3, such affiliated Society shall promptly take all appropriate actions to change its name to eliminate the name of the Institute and any other reference to the Institute in connection with its activities in publications or printed material or otherwise in connection with its activities.

3. After a hearing conducted by a committee appointed by the President in consultation with the Executive Committee, and with the recommendation of the appointed committee, the Council for cause may, by majority vote of its members present at a meeting in person or by proxy, withdraw or suspend (on conditions specified by the Council) its approval of any affiliated Society, permitted by the Council pursuant to Article III.1. If a Society's affiliation is withdrawn, it will cease to be or act as a Society of the Institute. Its members shall become members at large and the at large members may choose to affiliate with another Society of the Institute. Cause shall be deemed to be any action taken by an affiliated Society detrimental to the purpose, interest, public image or principles of the Institute and shall include, without limitation, the use of the name of the Institute, in connection with or in furtherance of transactions involving archaeological artifacts which could have the effect of removing such archaeological artifacts from general availability for scholarly investigation or public access.

ARTICLE IV Officers

1. The officers of the Institute shall be a President, a First Vice-President, a Vice-President for Cultural Heritage, a Vice-President for Research and Academic Affairs, a Vice-President for Outreach and Education, a Vice-President for Societies, a Treasurer, a Secretary, and such subordinate officers 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, First Vice-President, and Treasurer shall hold office for three years from the date of election and until their successors are elected and assume office. All other Vice-Presidents shall hold office for two years from the date of election and until their successors are elected and assume office. These officers shall be elected at the appropriate Annual Meeting of the Council from persons who are voting members of the Institute, and they shall be eligible for re-election. The President and First Vice-President shall be eligible to serve one three-year term, the Treasurer two consecutive three-year terms, and all other Vice-Presidents two consecutive two-year terms. Officers elected or appointed to fill out the remainder of an unexpired term will be considered to have completed a normal two- or three-year term only if they hold that position for more than one-half of the applicable term.
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 in consultation with the Executive Committee to serve until the Executive Committee, on behalf of the Governing Board, or the Governing Board, whichever body first meets following the vacancy, names an individual 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 who will bring distinction to the Institute and shall have a significant record of service to the AIA. 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 voting 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, with the First Vice-President's

consent, 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. If the First Vice-President becomes President for an unexpired term, the First Vice-President will only be deemed to have completed a full term as President, if the completed term is 24 months or more. Upon conclusion of completing an unexpired term that is less than 24 months, the former First Vice-President shall automatically, with his/her consent be a candidate for a full term as 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 Cultural Heritage, Research and Academic Affairs, Outreach and Education, and Societies. The Vice-President for Cultural Heritage shall have extensive experience in a related academic and/or legal field, and the Vice-President for Research and Academic Affairs shall be a senior academic in archaeology or a related field. The Vice-President for Outreach and Education shall have experience in public education and/or outreach in archaeology or a related field. The Vice-President for Societies shall be or shall 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. The Vice-President for Cultural Heritage shall chair the Committee for Cultural Heritage; the Vice-President for Research and Academic Affairs shall chair the Committee for Research and Academic Affairs; the Vice-President for Outreach and Education shall chair the Committee for Outreach and Education; and the Vice-President for Societies shall chair the Societies Committee. If a Vice-President is unable to chair the committee assigned to him or her, the President shall appoint another chair.
8. The Treasurer, who shall have significant financial and business experience, or his or her delegate 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 or his or her delegate 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. These include the president, the honorary presidents, the vice presidents, the treasurer, the secretary of the Institute and the editor-in chief and business manager 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]) the remaining members of the Governing Board, the Legal 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 amendments to regulations are made or other items requiring a vote are offered at the Annual Meeting of the Council, only those present at Council and designated proxies will be eligible to vote on those positions and issues. Designations of limited proxies are strongly encouraged and must be made in writing before the meeting of Council.
4. Thirty percent of the Council including 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 absentee 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, the Treasurer, and the Executive Director as Secretary of the Institute (each *ex officio* with voting privileges), and not fewer than twenty-four and not more than thirty 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 Editor-in-Chief of the *American Journal of Archaeology*, the Editor-in-Chief of ARCHAEOLOGY, and the Publisher of ARCHAEOLOGY shall attend meetings of the Governing Board in an *ex officio* and non-voting capacity.
 - 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. Candidates for Academic Trustees will have been members of the AIA in good standing for at least two consecutive years prior to their service.
 - 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. Candidates for Society Trustees will have been members of the AIA in good standing for at least two consecutive years prior to their service.
2. 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.

3. 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 a non-voting *ex officio* capacity without term limits.
4. 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.
5. 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 fundraising and securing additions to the endowment of the Institute.
6. 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.
7. A majority of the voting members of the Governing Board in office shall constitute a quorum at all meetings of the Governing Board, and no proxies shall be recognized.
8. 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.
9. A Trustee may be removed from the Governing Board, with or without cause, by a vote of two-thirds of the voting members of the Governing Board present at a meeting at which there is a quorum.

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 approved by the Executive Committee and distributed to the Governing Board within three (3) weeks of the Executive Committee meeting.
3. The Executive Committee shall have 13 (thirteen) members: the President, First Vice-President, Vice-President for Cultural Heritage, Vice-President for Research and Academic Affairs, Vice-President for Outreach and Education, Vice-President for Societies, Treasurer, Executive Director (all of whom shall serve *ex officio* with voting privileges), the Chair (or one of two co-chairs) of the Development Committee, 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.
4. The President shall serve as Chair of the Executive Committee.
5. The Executive Committee shall meet at least three 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 voting 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 Cultural Heritage, Vice-President for Research and Academic Affairs, Vice-President for Outreach and Education, 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 select, nominate, and evaluate candidates for the Board, according to the policies of the Institute.
2. The Nominating Committee shall consist of six persons who either are serving or have served on the Governing Board as an Officer or Trustee: three members who represent the interests of General Trustees; two members who represent the interests of Academic Trustees; and one member who represents the interests of Society Trustees. The Chair of the Committee shall not vote except in the case of a tie. 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 unless their current position on the Governing Board is eligible for uncontested renewal. The Chair of the Committee shall appoint a member to take minutes of the meetings.

3. By March 1 the Committee shall publish a list of offices to be filled and solicit suggestions from the membership of prospective candidates for those offices by April 1. The Committee shall also actively seek qualified prospective candidates. At this time, the Committee shall post the criteria for each position as defined in the Regulations, and shall gather contact information, a brief biographical statement and an affirmation of willingness to serve from each prospective candidate. The Committee shall vet all prospective candidates for experience, expertise, and seek to assure that they adhere to the AIA's Code of Ethics and Codes of Professional Standards. The Committee should bear in mind the necessary representation of constituent groups in their deliberations. By May 1 the Committee shall publish its initial slate for election. The membership shall be encouraged again to submit further suggestions by Sept. 1. The same information shall be gathered for each candidate, and the Committee shall vet all new prospective candidates following the same criteria as above. Each successfully vetted candidate who is placed on the ballot shall produce a biographical statement and statement of interest in the given position for the Council packet that shall be sent to the Council delegates at least 30 days before the date of the Council meeting. Unless otherwise specified in the Regulations, the Committee shall have as a goal to provide, whether by its own deliberations or by outside nominations, at least two candidates for each office, except for the positions of General Trustee, the President (if the candidate has been the First Vice-President), and incumbents (if the incumbent has not declined the nomination), all of whom by tradition run unopposed. Any prospective candidate must affirm that (s)he understands the responsibilities of the position for which (s)he has been nominated, agrees to fulfill the expectations associated with that position, subscribes to the AIA Code of Ethics, and for professional prospective candidates, subscribes to the AIA Code of Professional Standards. An affirmation form will be made available to prospective candidates by the Secretary.
4. A name not placed in nomination in accordance with either of the methods described in Section VIII, Article 3, shall not be voted on at the Annual Meeting, except in a case where no candidate for an office has been identified at least 60 days before the date of the Annual Meeting. In such a situation, one or more nominations for this vacancy may be made at the Annual Meeting.
5. All elections of officers and Trustees on the Governing Board shall be by secret electronic ballot of the members of the Council. The ballot shall set forth the positions to be filled and the candidates nominated by the Nominating Committee. A link to the electronic ballot shall be sent out four weeks in advance of the Council Meeting, where the results shall be announced. Delegates may also vote by sending a mail-in ballot to the Boston office of the AIA, which must be received (not postmarked) one week in advance of the Council Meeting. In the circumstance described in section VIII.4, the names of persons nominated from the floor at the Annual Meeting shall be set forth on a written ballot. If the candidate is present at the Council Meeting, s/he shall be given the opportunity to present a brief platform statement. All voting on matters of substance shall take place at the Council Meeting.
6. 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* voting 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 ensure that an official record of the proceedings of all such meetings is made and kept. 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 at 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 services 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.
5. Anyone serving on an awards, fellowships, or grants committee must adhere to the Institute's Conflict of Interest policy. Committee members must not participate in discussions of an applicant's file in cases of a potential or perceived conflict of interest. Areas of interest include any significant scholarly, financial, or personal relationship with the applicant. In cases of uncertainty, the committee member should consult with the President of the AIA.

ARTICLE XVI
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 a vacancy in the position of Editor-in-Chief of the *American Journal of Archaeology*. The Executive Director shall be an *ex officio* member of any such Search Committee. Upon the recommendation of the Search Committee and with the concurrence of the Governing Board the President will instruct the Executive Director to appoint the Editor-in-Chief.

ARTICLE XVII
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 XVIII
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.