

Transition Clause. A Transitional Board of Directors will serve for two years in order to establish the internal structure of the organization and to facilitate its growth. Officers will be elected for set terms by the eligible membership in November 2014 at the annual business meeting.

**Bylaws of the
Association for Gulf and Arabian Peninsula Studies (AGAPS)**

ARTICLE I. NAME

The name of this organization shall be the Association for Gulf and Arabian Peninsula Studies. It is herewith referred to as "AGAPS" or "the Association."

ARTICLE II. OBJECTIVES

The Association shall be a private, non-political, non-profit professional organization for scholars and researchers that fosters the study of the Gulf, promotes high standards of scholarship and teaching, and facilitates collaboration between scholars. AGAPS is multidisciplinary and defines its field of study broadly to include the states and peoples of the Arabian Peninsula, inclusive of the transnational flow of people, goods and ideas across the Gulf, Red Sea and Indian Ocean.

ARTICLE III. MEMBERSHIP

Section 1. Types of Membership. There shall be three categories of membership: Member, Student Member and Institutional.

- a. Members. Members shall be individuals with interest in the study of the Gulf and Arabian Peninsula. Membership shall be approved by the Board. Members shall have voting rights. Annual dues as established by the Board must be paid to retain membership.
- b. Student Members. The Board of Directors may admit as Student Members registered graduate students who are interested in the Gulf and Arabian Peninsula. They must be in good standing with their university. Student members shall have voting rights. Membership shall be approved by the Board. Annual dues as established by the Board must be paid to retain membership.
- c. Institutional Members. The Board of Directors may admit as Institutional Members academic, research, heritage, philanthropic or other institutions that meet the qualifications as established by the Board. Institutional members shall be subject to review every three years to ensure their missions and objectives continue to coincide with AGAPS. Annual dues as established by the Board must be paid to retain membership. Each institutional member shall appoint one individual to exercise the institution's voting rights in the Association, and report the name of that individual to the President and the Secretary. The individual who represents an Institutional Member is a Fellow member.
- d. The Board can approve new categories of membership as it deems appropriate.

Section 2. Voting.

a. Only Members in good standing are eligible to vote by ballot (any paper or electronic transmission approved by the Board) or voice vote in open sessions. Any member in arrears of payment of dues shall be considered not in good standing.

b. Voting shall be of two kinds: voting which seeks only to determine the "sense of the meeting" and voting which seeks to submit a specific question to the Board for its consideration. The latter requires a majority of those present and voting.

Section 3. Resignation and Removal of Members. A member in any category of membership may be removed at any time by a recommendation of the Board. Any member in any category may resign at any time.

ARTICLE IV. MEETINGS OF THE ASSOCIATION

Section I. AGAPS shall hold an annual meeting in conjunction with the annual meeting of the Middle East Studies Association (MESA). The Business Meeting of open to all members and guests of AGAPS.

a. The President or, in that officer's absence, the Vice-President, shall preside. In the event none of these individual's is available, the Board shall select one of its members to preside.

b. Procedure shall be governed by the latest edition of Robert's Rules of order, and the Board shall appoint a member to advise the presiding officer on such matters.

Section 2. There shall be a quorum of at least 15 voting members of the Association in good standing in order to vote on issues to bring to the Board. In the absence of a quorum, the meeting may be held, but no votes may be taken.

Section 3. During the Annual Meeting, members will approve minutes from the previous year, hear reports from the President, the Treasurer and individuals charged with specific projects, discuss the activities of the last year and consider new activities and initiatives for the coming year.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Responsibilities and Management. The affairs and property of the Association shall be managed by the Board of Directors. The Directors shall act only as a Board, and individual Directors shall have no power as such. The Board of Directors shall be the sole representative of the corporation in dealings with individuals or other organizations, with the President acting on behalf of the Board as necessary. No member shall attempt to represent the corporation whether in making any statements for publication or otherwise unless the Board of Directors shall by resolution have specifically approved the action.

Section 2. Meetings and Action.

a. Annual Meeting. There shall be at least one meeting of the Board annually held in conjunction with the annual meeting of the Middle East Studies Association.

b. Special Meetings. Special meetings of the Board shall be called at any time by the President or upon the request of no less than half of the Board. Special meetings may be convened via electronic communication.

c. Notice of Meetings. Notice of each meeting of the board shall be made to each Director no less than one week prior.

d. Quorum. At all meetings of the Board, the presence of at least half of the Directors shall be deemed necessary and sufficient to constitute a quorum. E- presence is acceptable.

e. Voting. A motion is carried by a majority vote of board members. Except as otherwise provided by law or by the Bylaws, the act of a majority of the Directors present and voting shall be an act of the Board.

f. Voting by Proxy. A Director may vote on any matter to be taken up at a meeting which (s)he is unable to attend by submitting a written proxy to the Board.

g. Action Without Meeting. Any action required or permitted by the Board of Directors may be taken without a meeting of the Board if a majority of the Board members shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes or proceedings of the Board. Such action by written consent shall have the same force and effect as a vote in a meeting of such Directors.

Section 3. Composition of the Board of Directors. The Board of Directors shall consist of the following nine voting members: President, Immediate Past-President, Vice-President, Treasurer, Secretary and four At-Large members elected by the Association membership. Through the process of amendment of these bylaws, other offices of the Association may be created and such offices may be represented on the Board.

Section 4. Resignation of Directors. Any Director may resign at any time upon written notification of the President (or secretary).

ARTICLE VI. OFFICERS

Section 1. Number of Officers.

The Officers of the Association shall be a President, Immediate Past President, Vice-President, Treasurer, and Secretary. No person shall hold more than one of the aforesaid offices at the same time.

Section 2. Nominations.

a. The Nominating Committee. The Board shall appoint a Nominating Committee of three members in good standing. The Nominating Committee will present to the membership in writing the names of candidates for each office to be filled by election of the membership. The Nominating Committee shall construct a slate of candidates for the At Large positions. The four candidates winning the most votes become the At Large members.

b. Additional Nominations. Additional nominations may be made by petition from the membership to the Nominating Committee. Any Regular Member may be nominated for any Office or for Member of the Board by a petition signed by fifteen members in good standing, provided the petition is received by a deadline announced by the Nominating Committee.

Section 3. Voting.

The voting shall be conducted electronically and begin one month prior to the Annual Meeting and conclude one week prior to the Annual Meeting. A plurality of the votes cast shall be required for election. Any tie in the election shall be resolved by a majority vote of the Board. Results are to be announced at the annual meeting. New officers assume duties immediately upon the conclusion of the meeting. Vacancies of Officers may be filled by a majority vote of the Board.

Section 4. Terms of Officers.

The President shall be elected by the members for a three-year term from among any current or previous members of the Board of Directors. The Office of President cannot be held by the same person for more than two consecutive terms, but a Past-President is eligible for reelection one more time. The Vice-President shall be elected by the members for a three-year term from among any current or previous members of the Board of Directors. The Office of Vice-President cannot be held by the same person for more than two consecutive terms, but a Past-Vice-President is eligible for reelection one more time. The Secretary and Treasurer shall be elected by the members. The Secretary shall serve for three years and the Treasurer for five years. At Large members of the Board will serve for three-year terms, with the exception of the initial election, in which the first two vote-getters will serve for a three-year term and the third and fourth vote-getters will serve for a two-year term.

Section 5. Duties of Officers.

a. President. The President shall preside over the Board and Business Meetings and shall be a member of the Board for the three years following his or her term in office. He or she shall be the chief executive officer of the Association and shall have general supervision of the affairs and property of the Association. When authorized by the Board, the President may sign and execute, in the name of the Association, contracts and other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of the Association.

b. The Vice-President. The Vice-President shall directly collaborate with the President of the Association in the general supervision of the affairs and property of the Association, on a regular basis. The Vice-President shall see that notices are given and records properly kept and filed by the corporation as required by law and act as the President in the absence or disability of the President. The Vice-President shall perform such duties as may from time to time be assigned him/her by the President or the Board of Directors.

c. The Treasurer. The Treasurer is responsible for the financial accounts of the Association. The Treasurer shall provide financial and administrative accounting of the Association for the annual Board meeting and the annual Business meeting. The Treasurer shall act under the supervision of the President, first and foremost, as well as the Board, and be responsible for all funds of the Association. The Treasurer shall keep or cause to be kept accurate and adequate records of the assets, liabilities, and transactions of the Association. In general, he or she shall perform all duties incident to the Office of Treasurer and such other duties as may be assigned to him or her by the Board.

d. The Secretary. The Secretary shall record all votes of the Directors and the minutes of the meetings of the Board of Directors and of the annual business meeting of the Association. (S)he shall keep such records in a book and electronic file to be kept for that purpose. The Secretary

submits minutes of said meetings to the next meeting of that body for approval and shall administer elections. The Secretary shall and perform such duties as may be assigned him/her by the Board or the President.

ARTICLE VII. COMMITTEES

Section 1. The Board shall constitute committees as it deems appropriate and shall enact procedures for the operation of each committee. The names of the Chairs of each committee shall be made known to the membership annually. A member of the Board shall be represented on each Committee. The Chair of the Committee and the Board member shall jointly submit an annual report of activities to the Board.

ARTICLE VIII. MISCELLANEOUS PROVISIONS

Section 1. Offices. The Board may establish, from time to time, one or more offices of the Association at any place or places and may maintain such office(s) for such periods of time as it may deem expedient.

Section 2. Fiscal Year. The fiscal year of the Association shall run from January 1 through December 31.

Section 3. Loans. No loans shall be contracted on behalf of the Association unless authorized by the Board.

Section 4. Commercial Paper. All checks, drafts and other orders for the payment of money out of the funds of the Association, and all notes or evidences of indebtedness of the Association shall be executed on behalf of the Association by such officer or officers or employee or employees, as may be determined by resolution of the Board, or by designation of an officer or officers to whom such power of designation shall have been conferred by the Board.

Section 5. Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board may from time to time select or as may be selected by any officer or employee of the Association to whom such power may from time to time be delegated by the Board (or by an officer or officers to whom such power of designation shall have been conferred by the Board), may endorse, assign and deliver checks, drafts and other orders for the payment of money which are payable to the order of the Association.

Section 6. Audits. The accounts of the Association shall be audited once every three calendar years by an accountant selected by the Board of Directors. [As our resources grow, our audits must become more frequent.]

Section 7. Notices. Except as may otherwise be required by law, any notice required to be given under these Bylaws shall be in writing and signed by the President or designated officer.

ARTICLE IX. AMENDMENT OF BYLAWS

Section 1. Proposal of Amendments. Amendments to these Bylaws may be proposed by 1) The Board of Directors or 2) petitions signed by 25 Regular Members in good standing. Petitions must be received by the office of the Secretary of the Association not later than forty-five days

prior to the Annual Meetings.

Section 2. Action on Proposed Amendments. Amendments must be approved by a majority of the Board of Directors.

ARTICLE X. INTERNAL REVENUE CODE 501(c)(3) TAX EXEMPTION PROVISIONS

Section 1. Limitations on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in, any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these By-laws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Dissolution and Distribution of Assets

Determination of Organization and Assets. If the number of eligible voters falls below 10 for two consecutive fiscal years, a majority of the Board of Directors may terminate the organization and liquidate the assets remaining after payment of all its obligations and these shall be given to one or more non-profit charitable corporations incorporated in the United States if approved by appropriate federal and state authorities as required by law or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.