

AMERICAN ACADEMY OF RELIGION, INC.
BYLAWS
(Revised by the Board April 10, 2010)

Article I. Name

The American Academy of Religion, Inc. ("AAR" or "the Academy") is a nonprofit corporation incorporated under the laws of the State of Georgia and a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code.

Article II. Purpose and Values

Purpose. The purpose of the AAR derives from two principal goals: (i.) To promote understanding of and critical reflection on religious traditions, issues, questions, values, texts, practices, and institutions. To this end, we foster communication and exchange among teachers and scholars, and the public understanding of religion. (ii.) To serve the professional interests of Members as students, teachers, and scholars.

Values. The AAR is committed to promoting equity, responsibility, and democratic accountability within the academic study of religion and in the work of the AAR itself.

Article III. Membership

Section 1. Eligibility. Membership is available to all persons interested in the scholarly study of religion.

Section 2. Admission. Applicants for membership must complete an application form provided by the AAR and submit the application to the AAR Executive Office. Membership is subject to approval by the Board of Directors which may be delegated to the Executive Director.

Section 3. Membership Categories. The Board of Directors shall establish categories of membership and shall define the qualifications for each category. Current membership categories are student, professional, and retired.

Section 4. Membership Benefits. Members have the right to elect directors and to hold office as specified in these Bylaws.

Section 5. Dues. Members shall pay annual dues in an amount that the Board of Directors shall fix. If the dues of any Member are unpaid more than 60 (sixty) days after they are due, the Member shall be deemed to have resigned from membership in the Academy.

Section 6. Nondiscrimination. The AAR shall tolerate no discrimination on the basis of gender, race, color, ethnicity, national origin, sexual orientation, religion, ideology, political affiliation, age, physical disability, marital status, or gender status.

Article IV. Meetings

Section 1. Annual Business Meeting. The Academy shall hold an annual business meeting in conjunction with the Annual Meeting at a place and time fixed by the Board of Directors. The purpose of the meeting is to transact such business as may be presented to the Members by the Board of Directors.

Section 2. Quorum. Twenty five (25) Members shall constitute a quorum at the annual business meeting. Any business is transacted by majority vote.

Section 3. Resolutions. Members may propose resolutions for consideration at the annual business meeting. Any such proposals shall (i) be received by the office of the Executive Director at least thirty (30) days prior to the Annual Meeting; (ii) be in proper parliamentary form; (iii) be signed by at least twenty-five (25) Members; (iv) be no more than three hundred (300) words in length; and (v) deal with matters relating to the purposes of the Academy as set forth in Article II. Resolutions approved at the Annual Business Meeting do not supersede the fiduciary duties and authority of the Board of Directors as the governing body of the Academy.

Section 4. Special Meetings. Special meetings of the Academy may be called by the Board of Directors or its Executive Committee. The time, place, and purpose of the meeting shall be announced to the Members at least thirty (30) days in advance. Only the business indicated in the call for the meeting shall be transacted.

Section 5. Parliamentary Authority. The rules contained in the current edition of *Robert's Rules of Order* shall govern meetings of the Academy in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Academy may adopt.

Article V. Board of Directors

Section 1. Governance. The governing body of the AAR is the Board of Directors, which has authority and is responsible for governance of the Academy. The Board of Directors shall be guided by democratic principles and shall seek to be both accessible and accountable to Members. In governing, the Board shall, by various means, endeavor to hear and take into consideration the views of all Members. The Board establishes policy and monitors implementation of policy by Academy staff under the direction of the Executive Director. The Board of Directors, while meeting its legal fiduciary obligations, concerns itself with strategic direction of the Academy through strategic planning, policy development, assessment, and advocacy. The Board also selects, supports, and evaluates the performance of the Executive Director, ensures adequate financial resources, and promotes public respect of the Academy.

Section 2. Composition. The Board of Directors consists of the President, President-Elect, Vice President, Secretary, Treasurer, Student Director, Program Unit Director, Regions Director, Member Advocate Director, and three at-large Directors. In addition, the Executive Director serves as a nonvoting member of the Board. The Board may excuse the Executive Director from being present in a meeting when it discusses matters relating to performance and employment of the Executive Director.

Section 3. Student Director. A Student Director shall serve a term of two years and may not serve an additional consecutive term. The Student Director must be, at his or her election, a Student Member.

Section 4. Program Unit Director. The Program Unit Director must be a Member with experience as a Program Unit Chair. The Program Unit Director shall serve a term of three years and may not serve an additional consecutive term.

Section 5. Regions Director. The Regions Director must be a Member with experience in the leadership of an AAR Region as a Regionally Elected Director, President, Vice President, or Treasurer of an AAR region. The Regions Director shall serve a term of three years and may not serve an additional consecutive term.

Section 6. Member Advocate Director. The Member Advocate Director shall lead the Board's efforts to communicate effectively with the membership and shall help to administer accountability and accessibility policies that may be adopted by the Board. This Director shall annually review the Board's efforts to be responsive to groups that seek to influence and contest its policies, and make recommendations, when necessary, concerning how the AAR can best reach out to its members. The Member Advocate Director shall be appointed by the Executive Committee for a term of three years and may not serve an additional consecutive term.

Section 7. At-Large Directors. At-Large Directors shall serve terms of three years and may not serve an additional consecutive term.

Section 8. Election. Except for the President, President-Elect, Executive Director and Member Advocate, Directors are elected by majority vote of the Members eligible to vote, and they serve until their successors take office. Their terms of office begin at the close of the meeting at which their election is reported. Election shall be by written or electronic ballot, distributed to all Members eligible to vote at the address on file at the AAR executive office. The Executive Director shall manage the election and report the results to the membership. The President and President-Elect succeed to office as provided in these bylaws.

Section 9. Vacancies. A vacancy in the office of President or President-Elect shall be filled by succession of the President-Elect and Vice President, respectively. The Board shall fill vacancies in the office of Secretary or Treasurer on an interim basis until the next regularly scheduled election. Vacancies in other offices shall be filled by election in the next regularly scheduled election.

Section 10. Board Meetings. The Board of Directors shall meet at least twice a year at a time and place established well in advance, and at other times it determines to be in the Academy's interests. Meetings may take place by any means of communication by which all members can hear each other simultaneously. Notice of the time and place of the meeting shall be given. In emergencies, special meetings of the Board may be called by the President, by the Executive Committee, or by written request of at least a third of the Board members. At least two days notice shall be given of special meetings of the Board. At all meetings of the Board of Directors, a majority of the total number of directors shall constitute a quorum for the transaction of business. The right and duty of a Director to attend Board meetings and to vote shall not be delegated to another nor exercised by proxy.

Section 11. Action without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting of the Board if two-thirds of the total number of Directors shall consent in writing. Such written consent(s) to take action shall be filed with the official minutes of the Board. Any action so taken shall have the same force and effect as action taken at a meeting of the Board of Directors.

Section 12. Conflict of Interest. A Director owes the duty of loyalty to the Academy. Members of the Board of Directors must conduct AAR business free of influence by personal interest, as defined in a Conflict of Interest Policy adopted by the Board. A Director shall disclose to the Board as a matter of record any conflict of interest in the outcome of a matter to be considered by the Board. At the meeting at which such matter is discussed, the Director shall be counted for quorum purposes but may not use personal influence or vote when the Board considers the matter.

Section 13. Governance Transition. *This section is in effect for a limited period for the purpose of effecting the governance transition recommended by the Governance Task Force, including reorganization of the Board of Directors. This provision is in effect for the period beginning immediately after approval by the Members of these bylaws at the 2010 annual meeting, if so approved, until December 31, 2010, at which time this Section 13 shall no longer be effective.*

Notwithstanding anything in the bylaws to the contrary, during the period beginning immediately after approval by the Members of these bylaws at the 2010 annual meeting until December 31, 2010, if so approved, the Executive Committee shall have the authority to extend the terms of office for one year of some of the Directors serving on the Board in 2010. The Executive Committee shall also recommend to the Board of Directors nominees for appointment to serve on the Board beginning January 1, 2011, and their terms for the purpose of staggering terms. The Board shall appoint new directors to fill the vacancies created by reorganization of the Board pursuant to the amended bylaws.

Article VI. Officers

Section 1. Composition. The officers of the Academy shall be President, President-Elect, Vice President, Secretary, Treasurer and Executive Director. These officers shall perform the duties prescribed by these bylaws and by the parliamentary rules and authority adopted by the Academy.

Section 2. President. The President presides at all meetings of the Members, the Board of Directors, and the Executive Committee, and performs such other duties as may be required by these bylaws. The President serves a term of one year.

Section 3. President-Elect. The President-Elect shall preside at all meetings at which the President is absent or unable to act. The President-Elect serves a term of one year. The President-Elect automatically succeeds to the office of President.

Section 4. Vice President. The Vice President serves a term of one year and automatically succeeds to the office of President-Elect.

Section 5. Secretary. The Secretary is responsible for keeping the minutes of the meetings of the Members, the Board of Directors, and the Executive Committee. The Secretary serves a term of three years or until his or her successor is elected and may not serve an additional consecutive term.

Section 6. Treasurer. The Treasurer is responsible for the funds of the Academy, as well as their accurate accounting. The Treasurer also proposes an annual budget to the Board of Directors and sees to the completion of an annual external audit. The Treasurer serves for a term of three years or until his or her successor is elected and may not serve an additional consecutive term. The Treasurer serves as Chair of the Finance Committee.

Section 7. Executive Director. The Executive Director is the chief executive officer of the Academy. Under the authority and policies of the Board of Directors, the Executive Director is responsible for the general supervision and direction of the Academy and its staff, including strategic planning, continuing operations, and programs and services. The Executive Director reports annually on the Academy's programs, activities, and membership. The Executive Director is elected by a majority vote of the Board of Directors for a five-year, renewable term and serves as a nonvoting member of the Board and all Committees.

Article VII. Committees of the Board and Working Groups

Part I. Committees of the Board

Section 1. Executive Committee. The Executive Committee of the Board shall be comprised of the President, President-Elect, Vice President, Secretary, and the Treasurer. The Executive Committee shall be staffed by the Executive Director. It monitors the effectiveness of AAR and the Committee evaluation process, and such other tasks as the Board may delegate.

The Executive Committee may act on behalf of the Board of Directors on matters for which a decision is necessary between meetings of the Board. Such action requires the affirmative vote of a majority of the members of the Executive Committee. Notification of all such actions shall be sent in writing to all members of the Board of Directors as soon as practicable, but no later than ten days following such action. The Executive Committee shall report at each Board meeting all actions taken on behalf of the Board. The Executive Committee shall not have the authority to supersede actions of the Board of Directors or to hire or fire the Executive Director.

Section 2. Finance Committee. The Finance Committee shall oversee the financial aspects of the AAR including the annual budget, investments, and fiscal planning. Membership shall include one At-Large Director and three Members who are not directors. The Director of Finance and Administration shall staff the Committee. It is chaired by the Treasurer.

Section 3. Audit Committee. The Audit Committee shall review the annual audit, and, as appropriate, recommend its acceptance by the Board. The membership of the Committee shall include the President, the President-Elect, the Vice President, and one non-board Member, who may be a non-Member, with significant experience in finance. It is chaired by the President. The Committee shall meet once per year. The meeting shall include, as needed, the AAR auditor, the Director of Finance and Administration, the Executive Director, and the Treasurer. Membership should not overlap with the Finance Committee.

Section 4. Nominations Committee. The Nominations Committee shall present to the Board at least two candidates to run for each AAR Director position elected by vote of the membership. The criteria for nomination include distinction in scholarship, teaching, and service to the Academy. The Committee selects candidates so as to bring the rich diversity of the AAR membership to the Board of Directors. The Committee shall be composed of five members: three Members who are not on the Board of Directors, the immediate past president of the Academy, and an At-Large Director. The three non-director Members shall serve a term of three years and may not serve additional consecutive terms. The Nominations Committee may also recommend to the Board policies and procedures concerning elections to leadership positions. The Executive Director shall staff this committee.

Section 5. Program Committee. The Program Unit Director chairs the Program Committee. Membership includes the Vice President, one At-Large Director, and six other AAR non-director Members, at least four of whom must have had significant program Unit experience. The committee shall meet in the fall, after the Annual Meeting, and once at another point during the year. The Executive Director shall staff this committee.

Section 6. Planning Committee. The Planning Committee identifies strategic goals and objectives, develops time lines and action plans, and measures progress of plans. This committee is chaired by the Executive Director. Membership includes the Regions Director, Student Director, one At-Large Director, and two AAR non-director Members.

Section 7. Appointment. Each fall the Executive Committee will prepare a slate of candidates to fill open positions (for the following year) on Committees of the Board. This slate will be brought to the entire Board for its consideration. After discussion, when the final slate has been formulated, the Board will vote to appoint the slate of candidates to Committees of the Board.

Part II. Working Groups

Section 1. Working Groups. The Board of Directors may establish or terminate working groups, such as standing committees, other committees, juries, and task forces, as necessary, by a majority vote. Such bodies shall have specific charges and, as appropriate, defined term limits.

Section 2. Appointment. Unless otherwise specified in these bylaws, the President shall, in consultation with the Executive Director, and relevant working group chairs, have the power to make all appointments of Members to serve on working groups.

Part III. Limits of Authority

Section 1. Limits of Authority. Except for the Executive Committee, no AAR committee, task force, jury, or member thereof shall have the power to bind the Academy contractually, to commit funds of the Academy, to seek funding in the name of the Academy, or to speak officially for the Academy without explicit approval of the Board of Directors.

Article VIII. Regional Groups

Section 1. Nature and Scope. To enhance the AAR's programs and activities in support of its purposes, the Board of Directors may establish regional groups. Each regional group may sponsor meetings and other activities within its assigned geographical area and charge fees sufficient to cover the costs of such activities. No region may levy additional dues or fees. Members who reside in the geographical area of a region are automatically constituents of the region. Attendance and participation in non-governance related regional activities shall be open to all Members, regardless of their place of residence.

Section 2. Governance. Each Board-established regional group is subject to the authority of the Board of Directors. Each regional group shall maintain a record of its activities, and the Regional Secretary shall submit an Annual Report with financial statements to the Executive Director. Only current Members who reside within the geographical area of the regional group may hold office or vote in regional elections.

Article IX. Indemnification

Officers, directors, and employees of the AAR shall be indemnified in accordance with the Articles of Incorporation on file with the Georgia Secretary of State.

Article X. Amendment

These bylaws may be amended by a two-thirds majority vote of the entire Board of Directors, followed by a two-thirds majority vote of the Members present and voting at a meeting of the Members, or by mail or electronic ballot. Notice of the proposed revisions and meeting shall be distributed to all Members of the Academy at least thirty days (30) prior to the meeting at which they are to be considered.