

Bylaws of the American Institute for Maghrib Studies

These Bylaws were approved by a vote of the Board of Directors of the American Institute for Maghrib Studies at its Annual Meeting in Washington on November 22, 2008, and replace earlier Bylaws approved in San Francisco on November 28, 1984.

Article I. Name, Nature, Affiliations, Objectives.

Section 1. Name.

- a. The Name of this Organization is the American Institute for Maghrib Studies, Inc. It is known in short form as AIMS or the Institute.

Section 2. Nature.

- a. Definition of AIMS.
 1. AIMS is an academic organization of scholars interested in the study of North Africa or the Maghrib, which is defined as the North African countries of Morocco, Algeria, and Tunisia as well as Libya, Mauritania and Western Sahara.
 2. AIMS is private, non-profit, and non-political.
 3. AIMS encourages and supports the study and research of the Maghrib and its peoples.
 4. AIMS has been in continuous operation since its establishment in 1984.
 5. AIMS has been incorporated since 1984, in California.
- b. Presence in the Maghrib and Field Research Orientation.
 1. AIMS continually supports three Overseas Research Centers (ORCs) in the Maghrib in order to facilitate research in the region and to provide places for scholarly activities and exchanges.
 - a. In Tunisia, AIMS established the Centre des études maghrébines à Tunis (CEMAT) in 1985, and the Tunisian Parliament ratified an Agreement with AIMS authorizing the Overseas Research Center, under the auspices of the Ministry of Higher Education, in August, 1987.
 - b. In Morocco, AIMS became affiliated in 1984 with the Tangier American Legation Museum Society (TALMS), established in 1975 at the American Legation in Tangier, which is known as the Tangier American Legation Institute for Moroccan Studies (TALIM).
 - c. In Algeria, AIMS signed a Memorandum of Understanding with the Ministry of Higher Education of the Government of Algeria in September 2005, and the Centre d'études maghrébines en Algérie (CEMA) was inaugurated in March 2007.
 2. Each Overseas Research Center has its distinctive setting, history, role, administration, and set of affiliations.

3. Each center has its own Mission Statement, which states its purpose and serves to guide its internal functioning and external relations.
4. AIMS oversees and governs CEMAT and CEMA directly; TALIM has its own governance and cooperates with AIMS in many endeavors.
5. In consultation with the Board of Directors of AIMS, or with the President and the Executive Director of AIMS directly, Directors of the Overseas Research Centers may establish relations with their host-country Governments, Universities, National and International Organizations, and other Entities and Organizations as they see fit.
6. Other Overseas Research Centers may be established by the Board of Directors.

Section 3. Affiliations.

- a. Relationship with the Middle East Association of North America.
 1. AIMS has been an affiliated organization of the Middle East Association of America (MESA) since its foundation in 1984.
- b. Relationship with Council of American Overseas Research Centers.
 1. AIMS has freely associated itself with the Council of American Overseas Research Centers (CAORC), which works with AIMS to provide financial support for AIMS activities, to encourage research activities of the scholars of the Maghrib, and to coordinate collaborations among the AIMS Research Centers and other Centers and activities supported by CAORC.
- c. The Overseas Research Centers may establish Relations with their Governments, Universities, National and International Organizations, and other entities and organizations as deemed useful by the Director of the ORC and in consultation with the AIMS President and Executive Director.

Section 4. Objectives. The Objectives of AIMS are as follows:

- a. To heighten awareness of the Maghrib and deepen professional scholarly interests in the region;
- b. To be the primary venue for American scholarship of North Africa;
- c. To facilitate interactions between American and North African scholars;
- d. To serve as a source of support for scholars conducting research in North Africa;
- e. To encourage and sustain cooperation among scholars of the Maghrib conducting research in the region and scholarly activities in the Maghrib;
- f. To maintain a professional journal devoted to North African subjects;
- g. To organize an annual international conference on a subject of interest to scholars of North Africa, which is held in North Africa at an AIMS Research Center;

- h. To encourage the study of North Africa by emerging scholars and students by organizing programs for the study of language and area studies in the Maghrib and by fostering a Maghrib Studies Graduate Student Association.

Article II. Membership

Section 1. Types of Membership. AIMS has three types of membership: Institutional, Individual, and Student.

- a. **Institutional Membership.** Institutional Members are academic and educational institutions, typically universities and their respective departments or centers that encourage study of the Maghrib. Annual Institutional Membership Dues are set at \$500.00 or such amounts as may be set by the Board of Directors. Individuals representing Institutional Memberships are Full Members of AIMS and are eligible to become Members of the Board and Directors of AIMS.
- b. **Individual Membership.** Individuals may become Members of AIMS through application to the Executive Director and payment of Annual Dues. Individuals who apply for grants from AIMS must become Members at or before the time of their grant application. Annual Dues as established by the Board of Directors must be paid to retain Memberships. Individual Members are also Full Members of AIMS and are eligible to become Members of the Board of Directors of AIMS.
- c. **Student Membership.** Students, both Graduate and Undergraduate, in good standing at their institution of higher education and who seek affiliation with AIMS, may join the Organization at a reduced rate of Annual Dues as established for the Student Membership category by the Board of Directors. Student Members of AIMS and are not eligible to become Members of the Board or Directors of AIMS. Student Members of AIMS have full nominating and voting rights at the Business Meeting.
- d. **General Membership.** The General Membership of AIMS consists of and refers to all Voting Members of the Organization.
- e. **Membership at Large.** The Membership at Large refers to the Body of Members who are not affiliated with Institutional Memberships.

Section 2. Nationality of Members.

- a. AIMS Membership is open to individuals of all nationalities.

Section 3. Dues and Standing of Members; Removal of Members.

- a. **Dues.** Members of all categories must pay Annual Dues as set by the Board of Directors. Dues are payable to the Executive Director upon receipt of annual Membership notices. Membership is determined on an annual basis from the time of receipt of Membership fees.

- b. Standing of Members. Any Member who is one year in arrears of Annual Dues will be deemed Not in Good Standing and will not be entitled to receive AIMS publications or be deemed a Voting Member.
- c. Removal of Members. A Member of any category of Membership may be removed at any time for cause by a vote of the majority of the Membership. Any Member in any category may resign at any time.

Article III. Nature of the Board of Directors

Section 1. Composition of the Board of Directors.

The Board of Directors consists of Elected Members, Officers, the Executive Director, Directors of the Overseas Research Centers, and the President-elect.

- a. Elected Members of the Board of Directors.
 - 1. The Elected Members of the Board shall be nine (9) in number and shall be known as the Members of the Board.
 - 2. The Members of the Board shall come from both Institutional Members and the Membership at Large on a two-to-one (2-1) ratio. Six (6) Members come from Institutional Memberships and three (3) Members come from the Membership at Large.
 - 3. No more than one Institutional Membership may be represented on the Board of Directors at the same time.
- b. Officers of the Board of Directors.
 - 1. The Officers of the Board of Directors shall consist of the President, the Vice President, the Program Officer, and the Publications Editor.
 - 2. The President-elect shall serve as an Officer.
 - 3. Through the process of amendment of these Bylaws, other posts of Officer may be established.
 - 4. Officers are elected by the Members of the Board of Directors.
- c. Executive Director. The Executive Director participates in the activities of the Board of Directors but holds no voting privileges.
- d. Directors of the Overseas Research Centers. The Directors of the Overseas Research Centers participate in the activities of the Board of Directors and shall vote during the Annual Meeting and at other meetings to which they are called to attend.
- e. President-elect. The President-elect shall serve as an Officer with full voting privileges during the period of being President-elect, which is one year before taking office at the Board of Directors Meeting.

f. Agents of AIMS. Agents of AIMS may attend the Meetings of the Board of Directors but do not vote on matters before the Board.

g. Voting Rights. With the exception of the Executive Director, all members of the Board of Directors have one Vote and the Vote of all Members, Elected or Officer, are of equal Value.

Section 2. Terms of Office of the Members of the Board of Directors.

a. Members of the Board of Directors. Members of the Board of Directors serve terms of three years.

b. Officers of the Board of Directors. Officers of the Board of Directors, other than the President, serve terms of four years, are elected in staggered terms of office in a cycle of elections, and may serve indefinite successive terms.

c. President. The President serves a six-year term of office which may be repeated once.

d. Executive Director. The Executive Director and other employees of the Secretariat serve at the discretion of the Board of Directors according to systems of review designed to evaluate his/her performance.

e. Directors of the Overseas Research Centers. Directors of the Overseas Research Centers serve at the discretion of the Board of Directors following systems of review designed to evaluate their performance.

f. Agents of AIMS. Agents serve for specific purposes and programs of AIMS and their association with the Institute are commensurate with the extent of their duties.

Section 3. Office of the Executive Director and the Management of AIMS

a. Secretariat. The Office of the Executive Director shall be known as the Secretariat of AIMS.

b. Management of AIMS. AIMS is managed by a permanent Executive Director.

c. Relationship with the Officers of the Board of Directors. The Executive Director works for the Officers of the Board of Directors.

d. Scope of Activities of the Office. The Executive Director may, in consultation with the President alone or in consultation with the President and Members of the Board of Directors, in whole or in part, undertake any and all actions that facilitate the good operation of the Institute.

e. Executive Director as Officer. The Executive Director is an Officer of AIMS. The Executive Director organizes and attends Meetings of the Board of Directors but does not vote on issues before the Board, nor does the Executive Director vote at the Business Meeting of the General Membership.

f. Business Travel of the Executive Director. The Executive Director and other Employees of the Office of the Executive Director may attend any meeting organized by the Board of Directors of AIMS or its members. Travel expenses and other expenses incurred during the performance of

Duties by the Executive Director or other Employees of the Office of the Executive Director will be reimbursed according to standard accounting procedures.

g. Location of the Secretariat. The Secretariat of AIMS may be located at any reasonable point in the United States and may consist of a staff commensurate with the scope of the business of the organization.

h. Staffing. The Office of the Executive Director and the Secretariat shall be filled by standard job search procedures as determined by the Board of Directors at any Annual Meeting or Special Meeting called for that purpose or, in the interests of the good running of the Institute, by the Officers of the Board of Directors and later confirmed by the Board of Directors at the following Annual Meeting.

Section 4. Duties of the Elected Members of the Board.

a. Committee Service: Elected members of the board should serve on at least one AIMS' committee during their tenure on the board.

b. Annual Financial Report Approval: Members of the board must review and approve the annual expense report, audit, and projected budgets for the upcoming year at the annual board meeting. They may ask for clarification about AIMS' financial status from the secretariat at any time.

c. Staff Salary Review: Staff salaries will be reviewed and approved by the board on an annual basis.

d. Representation of AIMS: Elected Members of the board will annually review AIMS' program announcements, actively promote and publicize AIMS' programs, and solicit and garner new institutional member affiliations.

Section 4. Office of the President.

a. Duties of the Office. The President is the Chief Executive Officer of AIMS and has general Supervision of the affairs and property of the Institute and over its other Officers, and shall generally do and perform all Acts incident to the Office of President, and shall have such additional Powers and Duties as may from time to time be assigned to the President by the Board of Directors or the Executive Director.

b. Term of Office. The President serves a six-year term of office, which is re-electable once. A former President may be elected to any Office other than President following his or her term as President.

c. Accession to Office. The President takes office at the Annual Meeting of the year following Election and conducts the Annual Meeting of the Board of Directors and the Business Meeting of that year.

d. Relationship with the Board of Directors. The President is an Officer and Chair of the Board of Directors and shall serve on all Committees ex-officio.

- e. Representation of AIMS. It is the Duty of the President of AIMS to represent the Good Interests of AIMS and its Members to all Communities of Interest within the sphere of the operations of AIMS.
- f. Execution of Documents. The President may open, sign and execute, in the name of the Institute and on his or her own authority, agreements, contracts, accounts, deeds, mortgages, bonds, or other instruments in the name of and in the Good Interests of AIMS, except in cases where the signing and execution thereof shall be expressly delegated by the President or the Executive Director or the Board of Directors to a specific Officer or Agent of AIMS.

Section 5. Office of the Vice President.

- a. Duties of the Office. The Vice President's primary responsibility is the coordination of grants awarded by the Institute.
- b. Action in the Absence or Inability of the President. At the request of the President, or in the President's absence or disability, of the Executive Director, the Vice President shall perform duties of the President subject to all the restrictions upon the President until such time as the President resumes his or her duties or a new President is elected.
- c. Execution of Documents. The Vice President may, in the name of the Institute, open, sign, and execute specific agreements, contracts, accounts, deeds, mortgages, bonds, or other instruments in the name of and in the Good Interests of AIMS when authorized to do so by the President, the Executive Director, or the Board of Directors.
- d. Relationship to the Board of Directors. The Vice President is an Officer of the Board of Directors, with full voting rights, for the tenure of the Office.

Section 6. Office of the Program Officer.

- a. Duties of the Office. The Program Officer's role is to evaluate AIMS programs; explore new initiatives; and to facilitate funding for Programs, including overseeing grant-writing campaigns, for the Institute.
- b. Relationship with the Officers and the Board of Directors. The Program Officer shall work in coordination with the President, the Executive Director, and other Members and Officers of the Board of Directors to understand the general operations of AIMS and to assist in writing and submitting Grants. The Program Officer is a Member of the Board of Directors, with full voting rights, for the tenure of the Office.
- c. Execution of Documents. The Program Officer may, in the name of the Institute, open, sign, and execute specific agreements, contracts, accounts, deeds, mortgages, bonds, or other instruments in the name of and in the Good Interests of AIMS when authorized to do so by the President, the Executive Director, or the Board of Directors.

Section 7. Office of the Publications Editor.

- a. Duties of the Office. The Publications Editor ensures the dissemination of manuscripts presented to AIMS with the objective of overseeing their publication with the AIMS imprimatur.
- b. Publications of AIMS. The Publications Editor may organize such journals and other venues of publication for manuscripts presented to AIMS as the Editor sees fit, in consultation with the President, or the President and the Executive Director, and with the further authorization of the Board at its Annual Meeting.
- c. Relationship with the Officers and the Board of Directors. The Publications Officer shall work in coordination with the President, the Executive Director, and other Members and Officers of the Board of Directors to understand the general operations of AIMS and to ensure the Publication of manuscripts and other materials that benefit the Institute. The Publications Editor is an Officer of the Board of Directors, with full voting rights, for the tenure of the Office.
- d. Execution of Documents. The Publications Editor may, in the name of the Institute, open, sign, and execute specific agreements, contracts, accounts, deeds, mortgages, bonds, or other instruments in the name of and in the Good Interests of AIMS when authorized to do so by the President, the Executive Director, or the Board of Directors.

Section 8. Office of the Executive Director.

- a. Term of Office; Compensation. The Board shall select an Executive Director and shall determine the length of service and compensation of the office holder.
- b. Duties of the Office. The Executive Director is the chief administrative official of AIMS and the head of the Secretariat of AIMS. It shall be the duty of the Executive Director, under the direction of the President, to oversee the affairs of AIMS, to have responsibility for the continuing operations of AIMS, to supervise the work of its Officers, to assist its Committees, to assist in the formulation of Policies and Projects for submission to the Officers and the Board of Directors, to notify the General Membership of the Annual Meetings and to take notes at the Annual Meetings, to provide financial and administrative accounting of the Institute for the Annual Board Meeting, to oversee the required financial and administrative reporting to funding agencies, and to provide, on a regular basis, news and information about AIMS' activities to the Board, the Membership, and the general public and to perform such other Duties as the President and the Board may direct.
- c. Execution of Documents. The Executive Director may, in the name of the Institute, open, sign, and execute agreements, contracts, accounts, deeds, mortgages, bonds, or other instruments in the name of and in the Good Interests of AIMS as authorized to do so by the President, the Officers, or the Board of Directors.
- d. Relationship to the President and the Board of Directors. The Executive Director shall work closely with the President and the Board of Directors. The Executive Director organizes, attends, and participates in the Annual Meetings of the Institute but operates without voting privileges.
- e. Review of Performance. The Executive Director's Tenure is not to exceed five (5) years without review.

- f. Removal of the Executive Director. The Executive Director is subject to Removal as specified in Article IV, Section 13

Section 9. Agents of AIMS.

- a. Service of Agents of AIMS. Agents may be appointed by the President, or by the Executive Director in consultation with the President, and with the further authorization of the Board of Directors at the next Annual Meeting.
- b. Duties of Appointed Agents. Appointed Agents provide specific services for AIMS, operate with the authority of the Board of Directors and may be present, but do not vote, at the Annual Meeting of the Board of Directors.
- c. Execution of Documents. Appointed Agents may, in the name of the Institute, open, sign, and execute specific agreements, contracts, accounts, deeds, mortgages, bonds, or other instruments in the name of and in the Good Interests of AIMS when specifically authorized to do so by the President, the Executive Director, or the Board of Directors.

Section 10. Annual Meetings of AIMS Board of Directors

- a. Time and Place of Meetings. AIMS meets once a year, normally in conjunction with the Annual Meeting of MESA.
- b. Board of Directors Meeting and Business Meeting. Two meetings of AIMS are held at the time of the Annual Meeting of MESA, a Board of Directors Meeting and a Business Meeting.
- c. Coincidence of Meetings and Conduct of Meetings. Both the Board of Directors Meeting and the Business Meeting shall be held on the same date. Both Meetings shall be conducted by the President.
 - 1. The Board of Directors Meeting.
 - a. The Board of Directors Meeting shall occur before the Business Meeting.
 - b. The Board of Directors Meeting includes an Annual Report, delivered by the President, making known actions taken the Officers, the Executive Director, and the Agents of AIMS.
 - c. The Board of Directors Meeting includes reports delivered by the Directors of the Overseas Research Centers.
 - d. Nominations for new Institutional Members of the Board of Directors shall take place at the Annual Board of Directors Meeting.
 - e. The Board of Directors Meeting, unless so directed by a majority vote of the Board itself, is not open to the General Membership.
 - 2. The Business Meeting shall also be held at the time of the Annual Meetings of MESA.

- a. The Business Meeting is for the General Membership and it shall be open to all Members and any interested persons.
- b. The Business Meeting shall take place after the Board of Directors Meeting.
- c. The Business meeting shall include an Annual Report, delivered by the President, making known actions taken by the Officers and the Executive Director in summary form.
- d. Nominations for new Institutional Members of the Board of Directors shall be placed before the Business Meeting for discussion and election.
- e. Nominations for the Election of the new Member at Large of the Board of Directors shall be made and the election of the new Member at Large shall take place at the Business Meeting.

Section 10. Special Meetings of the Board of Directors

- a. Call for Special Meetings.
 - 1. Special Meetings of all the Members or of the Board of Directors or of the Officers alone may be called by the President, or by the Executive Director in consultation with the President, or by a two-thirds vote of the Board of Directors, or by a majority of the Members.
 - 2. Officers of the Board of Directors may also call a Special Meeting of themselves alone in whole or in part but not without consultation and the agreement of the Executive Director.

Section 11. Notice of Annual and Special Meetings of the Board of Directors and the Business Meeting

- a. Notice of Annual Meetings. Notice of the Annual Board of Directors Meeting and the Business Meeting shall be given to the General Membership at least thirty days before the meeting.
- b. Notice of Special Meetings. Notice of Special Meetings shall be given by the Executive Director with a minimum of one week's notice. The Executive Director may notify any selected body of the Membership of Special Meetings and their purposes and natures.

Section 12. Quorum.

- a. Quorum of Meetings of the Board of Directors. At the Annual Meetings of the Board of Directors, the presence of a Majority constitutes a Quorum.
- b. Act of the Majority. The Act of the Majority of the Directors of the Board present and voting shall be the Act of the Board.
- c. Quorum at the Business Meeting. At the Annual Business Meeting, fifteen (15) members of

any category shall constitute a Quorum.

- d. Quorum at Special Meetings. Special Meetings of the Board of Directors do not need a Quorum to conduct business, but any business of a Special Meeting involving questions of substance affecting the nature of the Organization shall become an item of business at the Annual Meeting of the Board of Directors.

Section 13. Compensation.

- a. Reimbursement of Expenses. Members of the Board of Directors, including the Officers, shall not receive compensation for their services as such but the Board of Directors or the Executive Director may authorize reimbursement of expenses incurred by Members of the Board, including the President and other Officers and the Executive Director, in connection with the performance of their duties.
- b. Defense and Indemnification. Members of the Board of Directors, including Officers, whether or not still in office, shall be defended and indemnified by the Institute against all liabilities, costs and expenses reasonably incurred by or imposed upon them in connection with or arising out of any claim, action, suit or proceeding in which they may be involved by reason of being or having been an Officer or Agent of the Institute and having acted in the good interests of the Institute.
- c. Reasonable Incurrence and Bad Conduct. Liabilities, costs and expenses will include the cost of reasonable settlements, other than amounts paid to the Institute itself, made in connection with any claim or litigation. AIMS shall not, however, indemnify Officers or Agents for matters in which they shall be finally judged derelict in the performance of their duties as Officers or Agents of AIMS, nor for any matter whose settlement or compromise substantially exceeds the expenses that might reasonably be incurred by Officers or Agents in bringing the matter to a conclusion; and in no event shall anything herein contained be so construed as to authorize the Institute to indemnify Officers or Agents against any liability or expense for willful misfeasance, bad faith, gross negligence, or reckless disregard of the duties involved in the conduct of their offices in the name of AIMS.
- d. Exclusion of Rights. The foregoing Right to Indemnification does not exclude other rights to which Directors or Officers may be entitled in law.
- e. Members of the Secretariat. The Executive Director and other Personnel of the Secretariat are paid positions. Voluntary positions may be created.
- f. Directors of Overseas Research Centers. Directors of Overseas Research Centers and other personnel of the Overseas Research Centers are paid, Independent Contractors of AIMS. Voluntary positions at the Overseas Research Centers may be created.

Section 14. Actions Without Meeting.

- a. Actions without Meeting for Normal Business Conduct. Actions required for the normal

business conduct of AIMS may be taken without a meeting of the Board of Directors or of the Officers.

- b. Consultations concerning Actions without Meeting. Actions without Meeting form part of an on-going and everyday process of consultation and information-sharing among the Officers and when significant become part of the Annual Summary of the Conduct of the Business of AIMS as transmitted to the Board of Directors and the General Membership at the Annual Meetings of the Board of Directors and at the Business Meeting of AIMS.

- c. Conduct of Actions without Meeting. Actions without Meeting may take place in various formats and using various technologies: in person, by letter, telephone, fax, email, or other communicative technology.

Section 15. Determination of Organization and Assets.

- a. Continuation of the Institute. If the number of eligible voting Members falls below twenty (20) for two consecutive fiscal years, a Majority of the Board of Directors or of the Officers may terminate the Institute and liquidate its assets remaining after the 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.

- b. Entitlement to Assets of AIMS. No Member of AIMS, other person or corporation except a non-profit charitable corporation, shall by virtue of such liquidation ever receive or be entitled to any of the assets of AIMS.

Article IV. Election and Selection of Members of the Board of Directors

Section 1. Eligibility for Membership on the Board of Directors.

- a. Nomination. Any Member in Good Standing from among the General Membership may be nominated, elected, and serve as a Member of the Board of Directors or as an Officer of the Board of Directors.

- b. Overseas Research Center Directors. Overseas Research Center Directors also serve as Voting Members of the Board of Directors for the period of their service as Center Directors, including partial years of service as Director. Overseas Research Center Directors may not serve simultaneously as Officers of AIMS.

- c. Multiple Offices. No person may hold more than one office in the Board of Directors. Members of the Board of Directors may also hold Committee Memberships, and other posts, below the level of Directors, within AIMS.

Section 2. Election of Members of the Board of Directors.

- a. Composition. The nine Members of the Board of Directors are divided as follows: six (6) come from Institutional Memberships; three (3) are from among the Membership-at-Large.

- b. Election by Nomination. Members of the Board of Directors shall be elected by process of Nomination during the Annual Board of Directors Meeting and election during the Business Meeting in the process outlined above in Article III, Section 10c, 1d and 2d, and herein, below.
- c. Cycle of Elections. Following the Cycle of Elections (see herein, Section 4), one-third of the Members of the Board of Directors is elected each year; the Annual Election consists of two Institutional Members and one General Member.
- d. Slate of Nominees. A Slate of Nominees for the three positions open on the Board of Directors each year will be proposed and discussed at the Board of Directors Meeting and presented to the General Membership at the Business Meeting for discussion and election.
- e. Further Nominations. Further Nominations from among the General Membership will be accepted at the Business Meeting and the Election for the positions will take place during the Business Meeting from among those present and deemed Members in Good Standing.
- f. Petitions. Petitions for a Member in Good Standing to run for Member of the Board of Directors will be accepted until, but no later than, the beginning of the Business Meeting, and the Petition will be signed by no fewer than three Members in Good Standing.
- g. Absentee Ballots. Absentee Ballots for Election of the Members of the Board of Directors shall be accepted until but no later than the time of the beginning of the Business Meeting.
- h. Supervision. The Executive Director shall oversee the Election of Members of the Board of Directors who are not Officers during the Business Meeting.

Section 3. Eligibility for Officer on the Board of Directors

- a. Members in Good Standing Eligible. Any and all Members in Good Standing of AIMS shall be eligible to become an Officer of the Institute, including the Past President.
- b. Members of the Board of Directors. Members of the Board of Directors are eligible to become Officers of the Institute.
- c. Citizenship of the President. The President of AIMS must be an American Citizen.
- d. Citizenship of Directors of the Overseas Research Centers. Directors of the Overseas Research Centers must be American citizens.

Section 4. Cycle of Elections of Officers of the Board of Directors.

- a. Cycle of Elections. The Officers of the Board of Directors shall be elected by the Board of Directors within a six-(6) year, staggered cycle, so that at least one election for an Officer takes place every other year, and that every sixth year, the election of President coincides with the election of another Officer.

- b. Order of the Cycle of Elections. The Cycle of Elections shall take place in the following order through the Six-Year Cycle of Election of Officers: President and Vice President, Program Officer, Publications Editor.
- c. Tabula Rasa. In the event of a Tabula Rasa, all four Officers will be elected in the first year, with new Elections held every second year in the following order: Vice President, Program Officer, Publications Editor. The Presidency follows its own six-year cycle.

Section 5. Election of the President.

- a. Election by the Board of Directors. The Election of the President takes place during the Annual Meeting of the Board of Directors according to the Six-Year Cycle of Elections.
- b. Eligibility. Any Member in Good Standing and is an American citizen may be nominated to become President or present him or herself for Nomination to the Presidency.
- c. Nomination by Petition. A Petition signed by ten (10) or more Members in Good Standing for a Member in Good Standing to become President may be presented to the Board of Directors and shall be accepted by the Board of Directors as late as, but no later than, the beginning of the Annual Meeting of the Board of Directors in which the Election of President is a Business Item or by the beginning of a Special Meeting called for this purpose.
- d. Plurality of Votes. A plurality of the votes cast by the Board of Directors shall be required for Election.
- e. Exceptional Circumstance. In the event of the resignation or death of the President, the Executive Director shall, in consultation with the Vice President, call for a Special Meeting of the Board of Directors to determine a method to nominate and elect a new President as soon as reasonably possible following the resignation or death of the President. Information concerning the Circumstances and the Election of the new President shall be made to the General Membership as soon as is reasonably possible following the event.
- f. President-elect. The President-elect serves as an Officer of the Board of Directors during the year following Election and takes Office at the Annual Meeting of the year following Election.

Section 6. Election of the Vice President.

- a. Election by the Board of Directors. The Board of Directors shall nominate Members for the office of President-Elect during the Annual Board of Directors Meeting according to the Cycle of Elections.
- b. Eligibility. Any Member in Good Standing may be nominated by the Board of Directors to become Vice President.
- c. Nomination by Petition. A Petition signed by five (5) or more Members in Good Standing for a Member in Good Standing to become Vice President may be presented to the Board of Directors and shall be accepted by the Board of Directors as late as, but no later than, the beginning of the Annual Meeting of the Board of Directors in which the Election of the Vice President is a Business Item, or by the beginning of a Special Meeting called for this purpose

- d. Plurality. A plurality of the votes cast by the Board of Directors shall be required for Election of the Vice President.
- e. Assumption of Office. The Vice President assumes office at the time of Election.

Section 7. Election of the Program Officer.

- a. Election by the Board of Directors. The Board of Directors shall nominate Members for the office of Program Officer during the Annual Board of Directors Meeting according to the Cycle of Elections.
- b. Eligibility. Any Member in Good Standing may be nominated by the Board of Directors to become Program Officer.
- c. Nomination by Petition. A Petition signed by five (5) or more Members in Good Standing for a Member in Good Standing to become Program Officer may be presented to the Board of Directors and shall be accepted by the Board of Directors as late as, but no later than, the beginning of the Annual Meeting of the Board of Directors in which the Election of the Program Officer is a Business Item, or by the beginning of a Special Meeting called for this purpose
- d. Plurality. A plurality of the votes cast by the Board of Directors shall be required for Election of the Program Officer.
- e. Assumption of Office. The Program Officer assumes office at the time of Election.

Section 8. Election of the Publications Editor.

- a. Election by the Board of Directors. The Board of Directors shall nominate Members for the office of Publications Editor during the Annual Board of Directors Meeting according to the Cycle of Elections.
- b. Eligibility. Any Member in Good Standing may be nominated by the Board of Directors to become Publications Editor.
- c. Nomination by Petition. A Petition signed by five (5) or more Members in Good Standing for a Member in Good Standing to become Publications Editor may be presented to the Board of Directors and shall be accepted by the Board of Directors as late as, but no later than, the beginning of the Annual Meeting of the Board of Directors in which the Election of the Publications Editor is a Business Item, or by the beginning of a Special Meeting called for this purpose
- d. Plurality. A plurality of the votes cast by the Board of Directors shall be required for Election of the Publications Editor.
- e. Assumption of Office. The Publications Editor assumes office at the time of Election.

Section 9. Position of the Executive Director.

- a. Non-Elected Position. While an Officer of AIMS, the Executive Director is a paid, permanent

position which is not elected and does not vote in the affairs of AIMS.

- b. Job Search. The Office of the Executive Director is filled by a standard job search procedure as shall be determined by the Board of Directors or the Officers at any Annual Meeting or Special Meeting called for that purpose.

Section 10. Appointment of Agents or Employees of AIMS.

- a. Appointment by the President or Executive Director. The President, or the Executive Director in Consultation with the President, may appoint additional Agents or Employees and determine their Term of Office and Compensation, if any, as they may deem advisable. Such Appointments shall be made known to the Board of Directors at the next Annual Meeting and may become subjects of discussion.
- b. Appointment by the Board of Directors. The Board of Directors may, at any Meeting, appoint additional Agents or Employees, and determine their Term of Office and Compensation, if any, as they may deem advisable.
- c. Appointment by the Directors of the Overseas Research Centers. The Directors of the Overseas Research Centers may appoint additional Agents or Employees and determine their Term of Office and Compensation, if any, as they may deem advisable. Such Appointments shall be made known in their Annual Report to the Board of Directors at the next Annual Meeting.
- d. Role on the Board of Directors. Appointed Officers may attend Meetings of the Board of Directors. Appointed Agents or Employees shall not vote on matters before the Board of Directors at the Annual Meeting.
- e. Removal. Any Appointed Agent or Employee may be removed, with or without Cause, by the President or the Executive Director in Consultation with the President.
- f. Removal at the Overseas Research Centers. At the Overseas Research Centers, any Appointed Agent or Employee may be removed, with or without Cause, by the Director of the Research Center. Such removal should be made in consultation with the President of AIMS, or with the Executive Director, and shall be made known in the Annual Report of the Director to the Board of Directors at the Annual Meeting.
- g. Resignation. Any Agent or Employee of AIMS may resign at any time.

Section 11. Vacancies of Officers other than President.

- a. Filled by a Majority Vote of the Board of Directors. Vacancies of Officers other than President caused by failure to elect the full slate thereof or caused by incapacity, death, resignation, removal, or increase in the number of Officers may be filled by a Majority Vote of the Board of Directors at the Annual Meeting or at a Special Meeting of the Board of Directors called for

that purpose.

Section 12. Removal and Resignation of Members of the Board of Directors.

- a. Removal of Officers of the Board of Directors. Any Officer of the Board of Directors may be Removed with Cause at the Annual Meeting of the Board of Directors or at a Special Meeting of the Board of Directors called for this Purpose and by a Vote of the Majority of the Members present.

- b. Removal of Members of the Board. Any Member of the Board of Directors may be Removed with Cause at the Annual Meeting of the Board of Directors or at a Special Meeting of the Board of Directors called for this Purpose and by a Vote of the Majority of the Members and Officers present.

- c. Resignation. Any Officer or Member of the Board may resign at any time.

Section 13. Selection, Appointment, and Supervision of Overseas Research Center Directors.

- a. Selection by the Board of Directors. The selection and appointment of the Directors of the Overseas Research Centers shall be the business of the Board of Directors.

- b. Procedures. The Board of Directors shall establish procedures for selecting and appointing Overseas Research Center Directors.

- c. Citizenship. Directors of Overseas Research Centers must be American citizens.

- d. Appointment of Overseas Research Center Directors. The President, in Consultation with the Executive Director, may, if necessary, appoint an Acting Director of an Overseas Research Center. Such action will be made known to the Board of Directors as soon as possible and a procedure for finding a Permanent Director of that Overseas Research Center will be organized at the earliest convenience.

- e. Evaluation. Evaluation of Performance of Directors of Overseas Research Centers, matters of Compensation and Benefits of Overseas Research Center Directors, the Tenure of Office of Overseas Research Center Directors, and other aspects of the relationship between the Board of Directors and Overseas Research Center Directors shall be established by the Board of Directors, or by the President or Executive Director in consultation with each other, on a periodic basis and as the need arises.

- f. Annual Report. Actions taken by the President or Executive Director in regard to Overseas Research Center Directors shall be made known to the Board of Directors in summary or in full in the Annual Report to the Board of Directors.

Article V. Committees

Section 1. Publications Committee.

- a. Organization. The Board of Directors shall organize a Publications Committee.
- b. Purpose. The Publications Committee shall give direction to those Publications the Institute may choose to sponsor, organize, or otherwise develop for the Good Interest of the Institute and of Maghrib studies.

Section 2. Graduate Students Committee.

- a. Organization. The Board of Directors shall organize a Graduate Students Committee.
- b. Purpose. The Graduate Students Committee shall give direction to Graduate Studies and Graduate Students concerned with North African Studies, and the organized body of which may be called the Graduate Students Association (GSA). AIMS may choose to sponsor, organize, or otherwise develop relations with an affiliated Graduate Students' Organization established in the Good Interests of North African studies.

Section 3. Grants Committee.

- a. Organization. The Board of Directors shall organize a Grants Committee or Grants Committees, depending on the nature and availability of funds for Grants through AIMS.
- b. Purpose. The Grants Committee or Grants Committees shall give direction and organize Grants for North African Studies, in all of its dimensions, available through AIMS.
- c. Coordination. The Grants Committee or Grants Committees shall coordinate their activities with organizations providing grants, such as CAORC, and with the Directors of the Overseas Research Centers.

Section 4. Other Committees.

- a. Constitution. The Board of Directors, or the President, in Consultation with the Executive Director, may constitute such other Committees of Directors, Officers, Employees, Members, or other Persons, with such functions, powers, and duties as the Board of Directors or the President, in Consultation with the Executive Director, shall provide.
- b. Governance. Each such Committee shall enact rules and regulations for its government.
- c. Annual Report. The nature of such Committees and the names of the Members of each Committee and their Terms of Office shall be made known to the Board of Directors in the Annual Report and in summary form, at least, to the General Membership at the Business Meeting.

Article VI. Financial Provisions.

Section 1. Fiscal Year and Audit.

- a. Period. The Fiscal Year of the Institute shall end on Oct 1.
- b. Annual Audit. There shall be an Annual Audit of the Institute, the result of which shall be made known to in the Annual Report to the Board of Directors and a summary of which, at least, shall be made known to the General Membership at the Business Meeting.

Section 2. Execution of Contracts.

- a. **Authorization.** The Board of Directors or the President, in Consultation with the Executive Director, may authorize any Officer, Employee or Agent, in the name of and on behalf of AIMS, to enter into any Contract or execute and deliver any Instrument, and such Authority may be general or confined to specific instance, and the Board of Directors or the President, in consultation with the Executive Director, may provide for such Officer, Employee or Agent to delegate such authority to other Officers, Employees or Agents.
- b. **Annual Report.** Actions relating to Contracts taken by the President shall be made known in the Annual Report to the Board of Directors and may be reported to the General Membership at the Business Meeting.

Section 3. Loans.

- a. **Authorization.** No loan shall be contracted on behalf of AIMS unless authorized by the Board of Directors, or by the President, in consultation with the Executive Director.
- b. **Annual Report.** Actions relating to loans taken by the President shall be made known in the Annual Report to the Board of Directors and may be reported to the General Membership at the Business Meeting.

Section 4. Commercial Paper.

- a. **Execution of Indebtedness.** All checks, drafts and other orders for the payment of Money out of the funds of the Institute, and all notes or evidences of indebtedness of AIMS shall be executed on behalf of the Institute by such Officer or Officers or Employee or Employees as may be determined by the Board of Directors or by the President in consultation with the Executive Director or by an Officer or Officers or Employee or Employees to whom such Power is delegated by the Institute.
- b. **Execution of Income.** All checks, drafts and other orders for the payment of Money to the Institute, and all notes or evidences of income to AIMS shall be executed on behalf of the Institute by such Officer or Officers or Employee or Employees as may be determined by the Board of Directors, or by the President in Consultation with the Executive Director, or by an Officer or Officers or Employee or Employees to whom such Power is delegated by the Institute.

Section 5. Determination of Organization and Assets.

- a. If the number of eligible voting Members falls below 20 for two consecutive fiscal years, a majority of the Board of Directors or Officers may terminate the organization and liquidate its assets remaining after the 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.
- b. No member of AIMS, other person or corporation except a non-profit charitable corporation, shall by virtue of such liquidation ever receive or be entitled to any of the assets of AIMS.

Article VII. Amendment to Bylaws.

- a. Amendment by Board of Directors. An Amendment to these Bylaws is the business of the Board of Directors.
- b. Proposition of Amendment. An Amendment to these Bylaws may be proposed by the Board of Directors in whole or in part or by a Petition signed by fifteen (15) voting Members in Good Standing.
- c. Passage of Amendment. Amendments must be passed by a two-thirds majority of the Board of Directors voting on the proposed Amendment.