

Historians of Islamic Art Association Articles of Association

The undersigned, the majority of whom are citizens of the United States, desiring to form an unincorporated association under the laws of the state of New York, do hereby certify:

Article I. Name, nature and objectives.

Section 1. Name. The name of this association shall be the Historians of Islamic Art Association, hereafter HIAA.

Section 2. Nature and objectives.

The HIAA shall be a private, non-profit, non-political organization with a scholarly interest in the visual arts and material culture of the Islamic World (hereafter Islamic Art). Its objectives shall be (a) to promote high standards of scholarship and instruction, (b) to facilitate communication among its members through meetings and written exchanges of information (*e.g.* a newsletter), and (c) to promote scholarly cooperation among persons and organizations interested in the study of Islamic art.

Notwithstanding any other provision in these Articles to the contrary, the HIAA is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article II. Membership and meetings.

Section 1. Categories of membership. There shall be the following categories of membership in HIAA.

- a. Regular members. Regular membership shall be open to all individuals interested in the academic investigation of Islamic Art and its context.
- b. Student members. Student membership shall be limited to students who are registered in *bona fide* academic programs in Islamic Art or associated fields.
- c. Institutional members. Institutional membership shall be open to all organized educational or scholarly groups, *e.g.* museums, libraries, institutions of secondary or higher education or departments thereof, foundations, and the like; which share HIAA's interest in the academic investigation of Islamic art. Dues for Institutional members shall be set at a rate of four times the rate for regular members. Each institutional member shall be entitled to one vote in HIAA matters; it shall be the duty of the individual institutional member to identify by name at the start of each calendar year the individual authorized

to cast the institutional member's vote. No institutional member shall be eligible, in its institutional capacity, to fill an elected position in HIAA.

The Executive Board may establish other categories of membership as necessary. Applicants satisfying the specified condition of membership in HIAA will be admitted to membership upon payment of the annual dues, or by action of the Executive Board.

Section 2. Annual business meeting. HIAA shall hold an annual business meeting in conjunction with the annual meeting either of the College Art Association (hereafter CAA) or the Middle East Studies Association (hereafter MESA) for the purpose of transacting such business as may properly come before such meetings.

Section 3. Meetings. Meetings (*e.g.*, colloquia, congresses, panels, etc.) of the members of the members of HIAA may be convened at any time by the Secretary of HIAA upon the request of the Executive Board.

Section 4. Notice of meetings. Notice of every meeting shall be served to each member of HIAA. Such notice shall state the purpose or purposes for which the meeting is called and the time and place it is to be held.

Section 5. Dues. Members may be required to pay membership fees and dues in amounts determined by the Executive Board.

Section 6. Voting. At all meetings of HIAA held in conjunction with the annual meeting of the CAA or MESA, the attending members shall be deemed to constitute a quorum. Where these Articles require a favorable vote of the majority of HIAA members for an action, including but not limited to an Amendment of the Articles and election of Officers, a favorable vote of the majority of those responding to a ballot (including ballots sent and responded to electronically) shall constitute a majority for purposes of carrying the proposal.

Section 7. Voting eligibility. Only members in good standing shall be eligible to vote, to be officers and to serve on the Executive Board.

ARTICLE III. Use of funds.

Section 1. Funds. No part of the funds of the HIAA shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that (1) the HIAA shall be authorized and empowered to pay reasonable compensation for services rendered, (2) the HIAA may make payments and distributions in furtherance of the purposes set forth in Article I Section 2 hereof, and (3) the HIAA may offer, on a competitive basis, grants or scholarships to its members to support research consistent with the stated purposes of the HIAA, or attendance at professional meetings, colloquia, and the like, the purposes of which are consistent with the stated purposes of the HIAA. Any such grants or scholarships shall be awarded by the Executive Board (or any committee

established by the Executive Board for that purpose), and no family member of the Executive Board or such committee shall be eligible to receive such a grant or scholarship. No substantial part of the activities of the HIAA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the HIAA shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the HIAA shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from taxation under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV. Executive Board.

Section 1. General duties. The property and affairs of HIAA shall be managed by the Executive Board.

Section 2. Books and records and accounts. The Officers of HIAA shall keep records of all HIAA accounts, business and matters considered and transacted during their incumbency, and shall transmit those records promptly to their successor officers.

Section 3. Specific duties. The Executive Board shall serve to coordinate the participation of HIAA in annual meetings of other professional organizations such as the CAA, MESA, and Society of Architectural Historians, and will present to the annual business meeting a tentative schedule of such participation. The Executive Board shall also have responsibility for ensuring the compliance of HIAA with all applicable federal, state and local tax laws and regulations that may affect it.

Section 4. Annual meeting. The annual meeting of the Executive Board shall be held as soon as is practicable following the annual meeting of the members. Such annual meetings of the Executive Board shall be open for transaction of any business within the powers of the Executive Board.

Section 5. Special meetings. Special meetings of the Executive Board may be called by the Secretary upon the request of the President or any three Board Members.

Section 6. Notice of meetings. Notice of every annual meeting and of every special meeting of the Executive Board shall be served upon each Board member not less than 10 days before the meeting. Such notices shall state the purpose or purposes for which such meeting is called and the time and place it is to be held.

Section 7. Quorum. At all meetings the presence, in person or by telephone or other electronic means, of four of the Board Members shall be necessary and sufficient to

constitute a quorum. Except as otherwise provided by law or by these Articles, the act of the majority of the Board Members present and voting shall be the Act of the Executive Board.

Section 8. Number of board members. The Founding Executive Board shall consist of the six individuals who have signed these Articles below. The Founding Executive Board shall determine who among them shall serve as each of the officers (the President, the Secretary-Treasurer, the President-elect) for 2006 and 2007. Hereafter, the Executive Board shall consist of seven persons, elected by the members. Beginning in 2012, the Executive Board shall consist of eight persons, elected by the members. At all times at least one Board Member must be from outside North America.

Section 9. Election of board members. Beginning with the first regular election of HIAA, to be held in 2007, elections for new Board Members shall be held annually sufficiently in advance of the next scheduled annual meeting for the results of the election to be reported at the annual meeting. Each year, two to four HIAA members shall be elected to serve on the Board for a three year term; except that in 2007, two members shall be elected to serve for one year terms; two members for two year terms, and two members for three year terms. The Board Members, who shall include the officers as described in Article IV below, shall be elected by the members of HIAA, by a plurality of the vote cast in a ballot conducted by the Board. Election results shall be reported at the annual meeting of HIAA, and new board members shall take office at that time. Each person elected a Board Member shall continue in office until his term shall expire or until his successor shall have been duly elected, or until his death, or resignation. Additional Board Members to fill any vacancy may be elected by a majority vote of the remaining Board Members.

Section 10. Compensation. HIAA shall not compensate the Board Members for their services as such but the Executive Board may authorize reimbursement of actual reasonable documented expenses incurred by Board Members in connection with the performance of their duties.

ARTICLE V. Officers.

Section 1. Number of Officers. The Officers of HIAA shall be a president, who shall also serve as the Chairperson of the Executive Board, the President-Elect, who shall assist the President as the President may request, and who shall serve as President upon the expiration of the President's term, the Treasurer and the Secretary. No one person may hold more than one the foregoing offices concurrently. The Founding Board shall elect three of its members to hold these offices until the first regular elections of the HIAA, to be held in 2007.

Section 2. Election of Officers. Each President-elect shall automatically assume the position of President for the three-year term following his term as President-elect. Beginning in 2007, as part of the election of Board members provided for in Article III Section

9 above, elections for the offices of President-elect and Secretary-Treasurer shall be held at three-year intervals, sufficiently in advance of the next scheduled annual meeting for the results of the election to be reported at the annual meeting. Beginning in 2012, elections for the offices of Treasurer and Secretary shall be held at three-year intervals. Officers shall be elected to serve for a three year term. The elected officers shall be elected by the regular members of HIAA, by a plurality of the vote cast in a ballot conducted by the Board. Election results shall be reported at the annual meeting of HIAA, and new officers shall take office at that time. Each person elected an officer shall continue in office until his term shall expire or until his successor shall have been duly elected, or until his death, or resignation. Additional officers to fill any vacancy may be elected by a majority vote of the Board Members.

Section 3. Additional Officers. The Executive Board may at any meeting appoint by resolution such additional officers as it may deem desirable from among the current members of the Executive Board. Thereafter, beginning with the next regularly scheduled election, any such additional officer[s] shall be elected by the regular members of HIAA at the same time and in the same manner as the other officers.

Section 4. The President. The President shall be a member of the Executive Board and all committees *ex officio*. He shall be the Chief Executive Officer of HIAA and shall have general supervision of the affairs and property of HIAA and over its several 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 him by the Executive Board. In the temporary absence or disability of the President, the Executive Board may designate one of its members as Acting president, who shall perform all of the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. At the end of his three-year term, the President will become Past-President, and sit on the Board in an advisory capacity at the invitation of the President.

Section 5. The President-elect. The President-elect shall be a member of the Executive Board and all committees *ex officio*. It shall be his duty to familiarize himself with the business and affairs of HIAA and the duties of the President of HIAA so as to ensure insofar as possible a smooth transition upon his accession to the office of President. His specific duties shall be to assist the President to do and perform all any and all acts incident to the office of President, which the president shall ask him to undertake.

Section 6. The Treasurer. The Treasurer shall act under supervision of the Executive Board and shall have charge and custody of, and be responsible for, all the funds of HIAA, shall keep and be responsible for accurate and adequate records of the assets, liabilities and transactions of HIAA, and shall deposit all moneys and other valuable effects of HIAA in the name of and to the credit of HIAA in such banks, trust companies or other depositories as from time to time may be approved by the Executive Board. The Treasurer shall assist the President in the preparation of the annual budget and give a monthly financial accounting to the President an annual financial accounting to the Ex-

ecutive Board. In general, he shall perform all duties incident to the office of Treasurer and other such duties as may from time to time be assigned to him by the Executive Board or President.

Section 7. The Secretary The Secretary shall act as secretary of, and keep the minutes of, all meetings of the Executive Board and of the members of HIAA in one or more books provided for that purpose, and whenever required by the President, shall perform like duties for any committee, provided that in the absence of the Secretary, the majority of the Regular Members or the Board Members present at any meeting thereof may designate one of their members to act as Secretary for such meeting. The Secretary shall also see that all notices are duly given in accordance with these Articles, and in collaboration with the Treasurer, shall keep a record which shall contain the names and addresses of each category of members of HIAA. He shall be responsible for sending out election ballots and recording the votes. He shall serve as the primary source of membership and other information about the association and as the association's liaison with other academic and professional organizations. In general, he shall perform all duties incident to the office of Secretary and other such duties as may from time to time be assigned to him by the Executive Board or President.

ARTICLE VI. Committees.

Section 1. Number of committees. The President with the approval of the Executive Board may appoint from time to time such committees (newsletter, nominations, etc.) as may be deemed desirable in forwarding the program of HIAA. Each of such committees shall exercise such powers and perform such duties as may be prescribed by the President. Members of such committees need not be members of the Executive Board if the committee in question is not vested with a power or duty normally considered a primary power or duty of the Executive Board, and committee membership shall be open to all categories of members in HIAA when this is deemed appropriate and desirable by the Executive Board. The membership of each committee, their terms of office, and their reporting procedures including financial statements shall be determined by the Executive Board.

ARTICLE VII. Miscellaneous provisions.

Section 1. Offices. The office of HIAA shall be in the city and state designated by the Executive Board. The Executive Board may establish and maintain additional offices from time to time as it may deem expedient.

Section 2. Fiscal year. The fiscal year of HIAA shall end as of 31 December, in each year, at which time the Treasurer shall prepare a financial statement to be reviewed and approved by the membership of HIAA.

Section 3. Execution of contracts. No contracts may be entered into on behalf of HIAA unless authorized by the Executive Board.

Section 4. Loans. No loan shall be contracted on behalf of HIAA unless authorized by the Executive Board.

Section 5. Commercial paper. All checks, drafts and other orders for the payment of money out of the funds of HIAA and all notes or evidences of indebtedness of HIAA shall be executed on behalf of HIAA by such officer[s] or agent[s] of HIAA as may be determined by resolution of the Executive Board.

Section 6. Deposits. The funds of HIAA shall be deposited in such banks, trust companies or other depositories as the Executive Board may from time to time select or as may be selected by an officer or agent of HIAA to whom such power may have been delegated by the Executive Board.

Section 7. Dissolution. Upon the dissolution of HIAA, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of HIAA is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 8. Masculine and Feminine. All references to the masculine in these Articles shall be deemed to include the feminine, and vice versa.

Section 9. Provision of address information. All members shall be required upon joining HIAA, to provide current electronic as well as conventional mail addresses, as well as telephone and facsimile transmission numbers. It shall be the responsibility of the member to keep such information on file with HIAA current.

Section 10. Use of electronic forms of communication. Any and all HIAA business, including but not limited to voting and amendment of these Articles of Association, may be transacted electronically, by telephone, electronic mail or facsimile, and shall have the same force and effect as if transacted by paper mail.

Section 11. Counterparts. These Articles may be executed in counterparts.

ARTICLE VIII. Amendment of Articles of Association.

Section 1. Amendment. At any meeting at which one-fourth of the members is present, or at any time by a majority vote of the members in a mail ballot, these Articles of Association or any of them may be altered, amended, or repealed by a majority vote of the votes cast. Such alterations, amendments, or repeals shall become effective immediately upon adoption.

In witness whereof, we have set our hands this 27th day of April, 2006.

By: _____ Stefano Carboni (sealed)

By: _____ Kishwar Rizvi (sealed)

By: _____ Renata Holod (sealed)

By: _____ Aimee Froom (sealed)

By: _____ Barry Wood (sealed)

By: _____ Persis Berlekamp (sealed)

Amended by majority vote of the members, 1 April 2012.