

2021 Referendum: Proposed Changes

**BY-LAWS OF THE
SOCIETY FOR CLASSICAL STUDIES
(the “By-Laws”)**

NAME

1. This corporation shall be known as “The Society for Classical Studies” (hereinafter called the “Society”). The Society was founded in 1869 as the American Philological Association.

OBJECT

2. The object for which the Society is organized is to advance knowledge, understanding, and appreciation of the ancient Greek and Roman world and its enduring value.

OFFICES

3. The registered office of the Society shall be at Rodney Square, 1000 North King Street, Wilmington, Delaware 19801. The agent in charge of said office, upon whom process against the Society may be served, is the Corporation Guarantee and Trust Company.

4. The Society may also maintain offices at (a) Philadelphia, in the County of Philadelphia, Commonwealth of Pennsylvania, (b) New York, in the County of New York, State of New York, and (c) such other places as the Board of Directors (the “Board”) may appoint from time to time.

SEAL

5. The corporate seal of the Society shall have inscribed thereon the name of the Society and the words “Corporate Seal, Delaware” or be in such other form as approved by the Board from time to time. The corporate seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise, as may be prescribed by law or custom or by the Board.

MEETINGS OF MEMBERS

6. The annual meeting of members shall be held on January 6 in each year at eight o’clock A.M., at a location (either within or without the State of Delaware) to be appointed by the Board, unless the Board shall, not less than sixty days prior thereto, appoint a different time, and shall give not less than twenty days’ notice thereof to members.

7. Special meetings of the members may be called by the President, or by direction of the Board, upon written notice, stating the day, hour, and place of the meeting and the general nature of the business to be transacted, and mailed to each member at least twenty days prior to such meeting.

8. Ten members present in person, or represented by proxy, shall be requisite at every meeting of members to constitute a quorum for the transaction of business. Other than with respect to the election of Directors, Officers and Financial Trustees, any matter brought before any meeting of members shall be decided by the affirmative vote of a majority of members present in person or represented by proxy at the meeting and entitled to vote on such matter, unless the matter is one upon which, by express provision of law of the certificate of incorporation or these bylaws, a different vote is required, in which case such express provision shall govern and control the decision of such matter.

9. Each member shall be entitled to one vote, either in person or by proxy, on all questions or actions at all meetings of members, and shall also be entitled to one vote by mail ballot in the election of Directors of the Society.

10. Written notice of the annual meeting shall be given which shall state the place, date and time of the meeting, and, in the case of a special meeting of members, the purpose or purposes for which the meeting is called. Unless otherwise required by law or the certificate of incorporation of the society, written notice of any meeting of members shall be given either by mail or electronic transmission (if permitted under the circumstances by the General Corporation Law of the State of Delaware, as amended (the “DGCL”)), at the address or e-mail address appearing on the books of the Society, at least ten days prior to the meeting (or at least twenty days prior to the meeting if a different time is appointed by the Board). If mailed, such notice shall be deemed to be given when deposited in the United States mail with postage thereon prepaid. If notice is given by means of electronic transmission, such notice shall be deemed to be given at the times provided in the DGCL. Any member may waive notice of any meeting of members before or after the meeting. The attendance of a member at any meeting shall constitute a waiver of notice at such meeting, except where the member attends the meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or conveyed.

11. Each member entitled to vote at a meeting of members may authorize another person or persons to act for such member by proxy filed with the Executive Director before or at the time of the meeting. No such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period.

ELECTION

12. The election of Officers, Financial Trustees, and members of the Board as well as such other Delegates, Representatives, and members of Committees as may be required elsewhere in these *By-Laws* or in other regulations shall be by mail ballot at the time and in the manner prescribed by the Board. The nominee who receives the majority of votes cast for an office shall be declared elected. In the event that the number of candidates for any office makes it possible that no candidate receives a majority, the balloting for that office is to be by the “alternative vote” system first described by Thomas Hare, *The Machinery of Representation*, 1859. All persons so elected shall serve until their successors are elected and qualify.

OFFICERS AND DIRECTORS

13. The number of Directors that shall constitute the entire Board shall not be less than ~~nineteen~~^{sixteen} (19~~6~~⁶). The following officers shall automatically be Directors: President, President-Elect, Immediate Past President, two Financial Trustees (one of whom is also the Vice President for Resources), and five additional Vice Presidents. There shall be six directors-at-large and in addition a graduate student director, a contingent faculty director, and director with special responsibility for equity. The graduate student and contingent faculty directors must hold their respective ranks at the time of their nomination and election. ~~In addition, an appointed Equity Advisor, Graduate Student Member-at-Large, Contingent Faculty Member-at-large, and~~ the Executive Director shall be a members of the Board with voice but without vote. Except as may be provided otherwise by law, any Director or the entire Board may be removed, with or without cause, by a majority of the members then entitled to vote in an election duly called for that purpose.

14. The Officers of the Society shall be a President, a President-Elect, an Immediate Past President, six Vice Presidents and an Executive Director. One of each Vice Presidents shall be responsible for (i) Education, (ii) Communications and Outreach, (iii) Professional Matters, (iv) Program, (v) Publications and Research, and (vi) Resources, The Vice President for Resources shall also serve as the senior Financial Trustee. The Executive Director shall serve as the Secretary of the Society.

15. The term of the President is one year; the President shall not be immediately re-elected as President-Elect or Director. The President-Elect shall be elected on nomination by the Nominating Committee or by petition and shall succeed thereafter to the President without further election. The Vice Presidents, except for the Vice President for Resources, shall be elected on nomination by the Nominating Committee or by petition for terms of four years. The Financial Trustees (one of whom

is the Vice President for Resources) shall serve terms of six years such that one Financial Trustee is nominated and elected every third year; Financial Trustees may be re-elected upon nomination. The six additional Directors shall each serve terms of three years such that two new Directors are elected each year; these six additional Directors shall not be immediately re-elected. [The graduate student director shall serve a term of two years. The contingent faculty director and director with special responsibility for equity shall serve terms of three years.](#)

EXECUTIVE COMMITTEE

16. The Executive Committee may be convened by the President to deal with matters requiring immediate attention and disposition before action by the full Board would be possible. It shall consist of the President, President-Elect, Immediate Past President, the six Vice Presidents, and, [the director with special responsibility for equity across the organization](#)~~with voice but without vote, the Equity Advisor~~. In addition, the Executive Director shall be a member of the Executive Committee with voice but without vote. The actions of the Executive Committee shall be reported promptly to the Board and, if appropriate, reviewed by them. In addition, the Executive Committee will meet periodically via conference call to ensure the Society's progress towards the goals of its strategic plan and to share information about activities taking place in each of the divisions.

MEETINGS OF DIRECTORS AND EXECUTIVE COMMITTEE

17. Meetings of the Board may be held at the call of the President, or at the request of two members of the Board, on five days' notice to each Director, either personally, by mail, or by electronic transmission, or upon written waiver of notice of the time and place of the meeting signed by all the Directors.

18. Meetings of the Executive Committee may be held at the call of the President, or at the request of two members of the Executive Committee, on five days' notice to each member of the Committee, either personally, by mail, or by electronic transmission, or upon written waiver of notice of the time and place of the meeting signed by all the Directors.

19. One-third of the membership of the Board or Executive Committee, as applicable, present in person shall be requisite to constitute a quorum for the transaction of business at any meeting. Any action required or permitted to be taken at any meeting of the Board, the Executive Committee or any other Committee of the Board may be taken without a meeting, if a written consent thereto is signed by all voting members of the Board or of such committee, and such written consent is filed with the minutes of proceedings of the Board or committee.

20. The general arrangements and the proceedings of the annual meeting of the Society shall be directed by the Board.

MEMBERSHIP

21. Any lover of classical studies may become a member of the Society by the payment of the annual or life membership dues. All membership dues are payable upon receipt of a dues notice in advance of or at the beginning of the membership year (January 1 through December 31), in accordance with the schedule of dues promulgated from time to time by the Board.

POWERS OF THE DIRECTORS

22. The Board shall have the management of the business of the Society. In addition to the powers and authorities by these *By-Laws* expressly conferred upon it, the Board may exercise all such powers of the Society and do all such lawful acts and things as are not by statute or by these *By-Laws* directed or required to be exercised or done by the members.

23. Without limitation of the foregoing powers, the Board may also from time to time appoint such Committees and delegate to them such powers respectively as it deems proper; and the Board may

also appoint any person, persons, or corporation to accept and hold in trust or manage or invest for the Society any property belonging to the Society, or in which it is interested, or for any other purpose, and to make, execute, and deliver such instruments and perform all such duties as may be necessary or proper in relation to any such appointment.

THE PRESIDENT

24. The President shall sign all official papers and documents of the Society and preside at all meetings of the Board and of the members. In case of the President's absence, resignation, recusal, disqualification or death, these duties shall be performed by the President-Elect, or in case of the absence, resignation, recusal, disqualification or death of the President-Elect, by one of the Vice Presidents elected for that purpose by the remaining Directors. In addition, the President may delegate to the Executive Director the power to sign official papers on a case by case basis.

THE EXECUTIVE DIRECTOR

25. In addition to such other duties as the Board may prescribe from time to time, the Executive Director shall keep a record of all proceedings of the Board and of the members of the Society; shall attest by his or her signature all official documents; and shall serve as controller of the Society and in this capacity shall give a surety bond when required by the Board for the faithful discharge of his or her duties, provided that upon request the Society shall reimburse the Executive Director for the reasonable expense of obtaining such a bond.

26. The Executive Director shall be the custodian of and receive all monies and other property of the Society. With the prior approval of the Board, the Executive Director may delegate some or all of these duties to a commercial firm under contract with the Society.

VACANCIES

27. If the office of any Director, or of the President, any Vice President, the Executive Director, either Financial Trustee, or any elected committee becomes vacant, by reason of death, resignation, disqualification, or otherwise, the remaining Directors, although less than a quorum, but by a majority vote of those present, may choose a successor or successors, who shall hold office for the unexpired term.

RESIGNATION

28. Any Officer or Director may resign at any time with such resignation to be made in writing, and to take effect from the time of its receipt by the Society, unless some future time be fixed in the resignation, and then from that date. The acceptance of a resignation shall not be required to make it effective.

INDEMNIFICATION

29. Any person made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, by reason of the fact that that person or his or her testator or intestate is or was a Director or Officer of the Society, shall be indemnified by the Society against the reasonable expenses incurred in the defense of such action or proceedings or an appeal thereof, including reasonable attorneys' fees, as well as against any liability imposed upon that person in connection therewith, and the Board may advance such expenses, all to the extent permitted by law. Any expenses or other amounts paid by way of such indemnification shall be stated in the next annual report of the Society.

NOMINATING COMMITTEE

30. There shall be a standing Nominating Committee consisting of nine-seven members, the Immediate Past President, graduate student and contingent faculty directors, *ex officio* and six members serving terms of three years each, two of whom shall retire every third year and serve as

co-chairs in their final year on the Nominating Committee. Their successors shall be elected by the membership of the Society upon nomination by the Nominating Committee or by petition. The report of the Nominating Committee shall be submitted by February 1 of each year and published on the Society's web site. The Nominating Committee shall nominate each year not fewer than five candidates for staggered terms of three years each as directors-at-large on the Board. In addition, the Nominating Committee shall nominate candidates for all Officer positions, the graduate student and contingent faculty directors, and the director with special responsibility for equity, on a schedule that is determined by the expiration of these Officers' and directors' terms. Other nominations of additional candidates not proposed by the Nominating Committee shall require the signature of twenty members and must be reported to the Executive Director by April 15 of the current year. In the event that a Nominating Committee, in the considered judgment of the Board, has failed to perform any of its duties in accordance with these *By-Laws*, the Board shall discharge such Nominating Committee from further performance of that portion of its duties and substitute for such Committee an *ad hoc* Committee of its own choosing for the remainder of that year.

AMENDMENT OF BY-LAWS

31. Upon at least sixty days' prior notice, transmitted in writing to the Executive Director by the person or persons intending to propose an amendment or amendments, which notice shall contain the text of the proposed amendment or amendments, the members, by affirmative vote of a majority of those present, may, at the annual meeting or at any special meeting of the members, alter or amend these *By-Laws*. The Executive Director shall inform the members in writing of any such notice to alter or amend as soon as possible after its receipt. Any such amendment shall become effective upon its adoption as provided above, except that upon the written request of any twenty members, delivered to the Executive Director at the annual or special meeting before the vote on a proposed amendment is taken, the amendment so adopted shall not become effective until ratified through a mail ballot by a majority of the members voting.

32. Notwithstanding the foregoing, the Board, by the affirmative vote of the majority thereof, may at any regular meeting, or, upon notice, at any special meeting, alter or amend these *By-Laws* except with respect to the election and powers of the Directors. The Board shall also promulgate *Regulations* for the Society from time to time and have authority to amend the same as it may deem necessary.

Revised, October 4, 2020

Regulations Changes

NOMINATIONS AND ELECTIONS

12. The Nominating Committee

Established in 1903, it is governed in its operation by *By-Law 30*. The following Administrative Code for the Nominating Committee was adopted by the Directors at their meeting of December 29, 1974, and revised on September 29, 1984, November 7, 1992, December 30, 1997, and January 5, 2004, as a *Regulation* of the Society. It shall be maintained in current form by the Executive Director, who shall, upon the occasion of each amendment or set of amendments to the Code, distribute an amended copy to the Directors and to the members of the Nominating Committee. Directors and members of the Nominating Committee upon their election shall receive a copy of this Code in its latest amended form if it differs from that published on the Society's website.

(a)The Nominating Committee shall consist of nineseven members. Two members of the Nominating Committee shall be elected each year for three-year terms from candidates chosen by the Nominating Committee. In addition, the Immediate Past President of the Society, the graduate student director-at-large and the contingent faculty director-at-large are-is an *ex officio* members of the Nominating Committee for one year. The senior elected members become co-chairs of the Nominating Committee each year.

(b)The Nominating Committee shall meet for a full day, either in person or virtually, each Fall after the determination of election results and on the first day of the Annual Meeting of members. Expenses will be paid by the Society for both meetings in accord with Regulation 66. If the need arises, the Nominating Committee shall carefully consider the use of conference telephone calls and video conferencing to ensure that all actions of the Nominating Committee are taken with full knowledge of all its members. When circumstances demand it, the members of the Nominating Committee, with the approval of the President and the Executive Director, may hold a meeting at other times for which expenses will be paid by the Society in accord with Regulation 66. Four members of the Nominating Committee present in person shall be requisite to constitute a quorum for the transaction of business at any meeting of the Nominating Committee. Before and after each meeting, the Nominating Committee co-chairs will consult with the director with special responsibility for equity on the list of potential candidates for each position.

(c)Prior membership on the Board shall not be deemed to be a requirement for nomination to the office of President-Elect.

(d)Each year the Executive Director will prepare for the Nominating Committee a list of members serving on the Board or on committees filled by election whose terms are due to expire. The Nominating Committee shall nominate two members for each of these positions except that, with respect to the two positions of Director that become vacant each year, it shall nominate five members; and with respect to the positions of graduate student director, contingent faculty director, and director with special responsibility for equity, it will nominate three candidates for each position.

(e)No elected Officer or elected Director or member of the Nominating Committee can be nominated for the Presidency, a Vice Presidency, the Board, or the Nominating Committee until at least one year after the expiration of his or her term of office. A member is considered nominated on the date that the full slate of candidates is published.

(f)The Nominating Committee shall consider the desirability of diversity among its nominees, but neither this nor any other consideration shall be deemed to outweigh the duty of the Nominating Committee to find among the members of the Society the number of nominees required by the *By-Laws*, all of whom are judged capable of performing the duties of their offices.

(g) A notice shall be published on the website annually inviting members of the Society to suggest to the chair of the Nominating Committee names for the various posts to be filled, with supporting material.

(h) If the Nominating Committee experiences unusual difficulty in the fulfillment of its duties, the chair shall consult with the President and the Executive Director of the Society, making known the nature of the difficulties encountered.

(i) Under no circumstances shall the Nominating Committee or any of its members inform a prospective candidate of the identity of others who have accepted candidacy or who are being considered for candidacy in the same election. In like manner, the Directors shall keep confidential the names of all nominees until the nominations have been duly published to the membership of the Society at large.

(j) When the list of candidates who have been nominated for offices by the Nominating Committee is published on the website, a notice shall be published with that list reminding the membership that it is possible to nominate candidates by petition in accordance with *By-Law 30*.

(k) The Nominating Committee will make every effort to fill any vacancy on the slate of candidates before it is published. Once the slate of nominees has been publicized to the membership, a nominee's name may be withdrawn from the ballot only under the most exigent circumstances. In the event of such a withdrawal, the Nominating Committee will normally not supply a substitute nominee.

13. Elections

(For the procedures of the Nominating Committee, see Regulation 12 above.) Elections for all offices shall be conducted by an electronic voting system that can ensure that each member is able to vote only once in each election. In addition, the voting system must give members the opportunity to vote via paper ballot instead of electronically. The Society must provide members with at least 30 days in which to cast ballots. Any paper ballots received shall be opened and counted by tellers appointed for this purpose each year by the President; the tellers need not be members of the Society. The Executive Director shall distribute (with the ballots) a biographical description of each candidate furnished by the candidate. Ballots shall state the term of office for each office, including the office of President to which the President-Elect succeeds. The Executive Director will publish the election results on the Society's website without numerical tabulation. However, any member may receive a copy of the numerical tabulation by submitting a request in writing to the Executive Director.

