



CLASSICAL ASSOCIATION OF THE ATLANTIC STATES, INC.
BYLAWS
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Article I – NAME

This Corporation shall be known as the Classical Association of the Atlantic States, Inc. For the purposes of this Corporation, the Atlantic States are understood to include Delaware, the District of Columbia, Maryland, New Jersey, New York, and Pennsylvania.

Article II – PURPOSE

The purpose of this Corporation shall be to unite all persons in the Atlantic States who are interested in the study of the languages and literatures, the life and art of ancient Greece and ancient Rome and of the classical tradition, that the position of the Classics may be strengthened in every possible way through the development of better teaching, through the encouragement of research, and the fostering of public support of the Classics.

Article III – MEMBERS

Section 1. Qualification. All people who reside or work within the territory of the Corporation and are interested in the study and the teaching of Classics, whether they are actually engaged in teaching or not, shall be eligible for membership in the Corporation. The Board of Directors may offer membership to those who reside and work outside the Atlantic States. These members shall not, however, be eligible to vote or to hold office.

Section 2. Member Meetings. The annual meeting of the members shall be held each year at the place, time and date, as may be fixed by the Board of Directors. The Annual Business Session of the Corporation shall be convened at that meeting. Special Meetings shall be held whenever called by resolution of the Board of Directors or by written demand to the Secretary of 10% of the members eligible to vote. Such written demand may specify the date and month of such a special meeting, which shall not be less than 2 nor more than 3 months from the date of such written demand. The Secretary upon receiving the written demand or resolution of the Board shall promptly give notice of such meeting as provided below, or if the Secretary fails to do so within 5 business days after receiving the written demand of the members, any member signing such demand may give such notice.

Section 3. Notice of Meetings. Written notice of the place, date and hour of any meeting shall be given to each member entitled to vote at such meeting by first class mail (postage prepaid), facsimile telecommunications, electronic mail or personal delivery, not less than 10 days nor more than 50 days before the date of the meeting. Notice shall not be deemed to have been given electronically (1) if the Corporation is unable to deliver two consecutive notices to the member by facsimile telecommunications or electronic mail; or (2) the Corporation otherwise becomes aware that notice cannot be delivered to the member by facsimile telecommunication or electronic mail. Notice of special meetings shall indicate the purpose for which they are called and the person or persons calling the meeting. Notice of meetings shall also be posted on the

CAAS website for the convenience of members. However, such posting alone does not constitute “notice” for these purposes.

Section 4. Waiver of Notice. Notice of meeting need not be given to any member who submits a waiver of notice, in person or by proxy, whether before or after the meeting. Waiver of notice may be written or electronic. If written, the waiver must be executed by the member or the member’s authorized officer, director, employee or agent by signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means, including, but not limited to facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and set forth, or be submitted, with information from which it can reasonably be determined that the transmission was authorized by the member. The attendance of any member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him.

Section 5. Quorum, Adjournment of Meetings. At all meetings of the members, a quorum for the transaction of business shall be not less than the members, present in person or by proxy, entitled to cast 100 votes or one-tenth of the total number of votes entitled to be cast, whichever is lesser. In the absence of a quorum, a majority of the members present in person or by proxy may adjourn the meeting. Notice of the new meeting is not required if the time and place for the new meeting are announced at the meeting at which the adjournment is taken, and at the new meeting any business may be transacted which might have been transacted at the meeting as originally called.

Section 6. Organization. The President of the Corporation shall preside at all meetings of the members or, in the absence of the President, the First or Second Vice President shall preside. The Secretary of the Corporation shall act as Secretary at all meetings of the members, but in the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

Section 7. Action Without a Meeting. Whenever members are required or permitted to take action by vote, such action may be taken without a meeting upon the consent of all the members entitled to vote thereon, which consent shall set forth the action so taken. Such consent may be written or electronic. If written, the consent must be executed by the member or the member’s authorized officer, director, employee, or agent by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including but not limited to facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the member. Written or electronic consent given by all members entitled to vote shall have the same effect as a unanimous vote of members.

Section 8. Special Actions Requiring Vote of Members. The following corporate actions may not be taken without the approval of the members:

- (a) a majority of the votes cast at a meeting of the members is required for (1) any amendment of or change to the certificate of incorporation (except no vote of members is required to change the location of the Corporation’s office, the post office address to which the secretary of state shall mail a copy of any process against the Corporation, and the designation of a registered agent or the address of a registered agent), or (2) a petition for judicial dissolution;
- (b) two-thirds of the votes cast at a meeting of the members is required for (1) disposing of all, or substantially all, of the assets of the Corporation, (2) approval of a plan of merger, (3)

authorization of a plan of non-judicial dissolution, or (4) revocation of a voluntary dissolution proceeding;

provided, however, that the affirmative votes cast in favor of any such action shall be at least equal to the minimum number of votes necessary to constitute a quorum.

Section 9. Dues. Every member shall annually pay into the treasury of the Corporation an annual membership fee which shall be determined by the Board of Directors. Membership includes a subscription to *Classical World*. Any member may, upon payment of a sum determined by the Board of Directors, become a Life Member of the Corporation.

Article IV – BOARD OF DIRECTORS

Section 1. Authority and Responsibility. The affairs and property of the Corporation shall be overseen and managed by a Board of Directors (the “Board”). The Board shall have the final authority to make all grants and other charitable expenditures. The Board shall have discretion to reject any grant, gift or bequest the conditions of which might conflict with or jeopardize the Corporation’s charitable purposes. Nothing in this Article shall constitute any restriction or limitation of any powers of the Board conferred by applicable law or by these Bylaws.

Section 2. Number and Qualification. The Board shall consist of no less than 3 nor more than 30 directors, such number to be set by resolution of the Board. The Board may change the number of directors by vote of a majority of the entire Board (the “entire Board” being the number of directors elected as of the most recently held election of directors as well as *ex officio* members entitled to vote). However, no decrease in the number of directors shall shorten the term of any incumbent director. The members of the Corporation shall elect directors from the various regions within the Corporation’s territory so that all regions will have representation on the Board. In addition, the officers of the Corporation elected by the membership as provided herein (the President, First Vice President, Second Vice President and Officer-at-Large) shall serve as *ex officio* members of the Board entitled to vote. Officers appointed by the Board as provided herein (the Executive Director, Secretary, Treasurer, Editor(s) of *Classical World*, Program Coordinator, Archivist, Webmaster and Investment Liaison) shall serve as non-voting *ex officio* members of the Board.

Section 3. Terms. Directors who are not *ex officio* members of the Board shall serve a term of two years and are eligible for immediate reelection to a second two-year term. At the expiration of the second two-year term, one year must elapse before that person may again be eligible for election to the Board. Each *ex officio* director shall serve a term equal to his or her term of office. All directors shall continue until the election and qualification of a successor.

Section 4. Vacancies. Any vacancy or vacancies created by the death, resignation, removal or incapacity to act of any director before the expiration of such director’s term may be filled at any meeting of the Board by a majority vote of the directors then in office. A director elected to fill a vacancy shall hold office until the next annual meeting of the Board and until the election and qualification of a successor. Any vacancy created by the creation of a new directorship may be filled by the majority vote of the directors then in office. The new director so elected shall hold office until the next annual meeting of the Board and until the election and qualification of such director’s successor.

Section 5. Resignation and Removal. Any director may resign by a notice in writing to the President. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make the same effective. Any or all of the directors may be removed for cause by vote of the members, or by vote of the directors provided there is a quorum of not less than a majority present at the meeting of directors at which such action is taken. Any and all of the directors may be removed without cause by majority vote of the members present.

Section 6. Annual and Special Meetings; Notice of Special Meeting. An annual meeting of the Board shall be held in each fiscal year on a date designated by the President or the Board. The President or any officer designated by the Board may call a special meeting of the Board on not less than five (5) days' notice, given by mail, telephone, facsimile telecommunication or electronic mail. All meetings of the Board shall be held at such place within or without the State of New York as shall be designated in the notice of the meeting.

Section 7. Waiver of Notice. Notice of a meeting need not be given to any director who submits a waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice given. Such waiver may be written or electronic. If written, the waiver must be executed by the director signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means including but not limited to facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the director.

Section 8. Quorum and Board Action. A quorum for the board shall be the presence of 9 Board members. Except as otherwise expressly required by statute or these Bylaws, all matters shall be decided by the vote of a majority of the directors present; but in the absence of a quorum those present at the time and place set for a meeting of the Board may take an adjournment from time to time, until a quorum shall be present.

Section 9. Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting, if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the director. The resolution and the written consents thereto by the members of the Board or of such committee shall be filed with the minutes of the proceedings of the Board or of such committee.

Section 10. Participation by Telephone or Video Conference. Any one or more members of the Board or of any committee thereof who is not physically present at a meeting of the Board or a committee may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting so long as all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the board including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board or committee.

Section 11. Annual Report. The Board shall present at the Annual Meeting of the Members a report, verified by the President and Treasurer or by a majority of Directors, or certified by an independent public or

certified public accountant or a firm of such accountants selected by the board, showing in appropriate detail the following:

- (a) The assets and liabilities, including trust funds, of the Corporation as of the end of the fiscal year preceding the date of such meeting;
- (b) The principal changes in the assets and liabilities, of the Corporation, including trust funds, during such fiscal year;
- (c) The revenue or receipts of the Corporation, both restricted and unrestricted to particular purposes, during such fiscal year;
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during such fiscal year; and
- (e) The number of members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period and a statement of the place where the names and places of residence of the current members may be found.

Such report shall be filed with the records of the Corporation and either an abstract or a copy thereof entered in the minutes of the proceedings of the Annual Meeting of Members.

Section 12. Related Party Transactions. The Corporation may not enter into any related party transaction unless the Board determines that the transaction is fair, reasonable and in the Corporation's best interest at the time of such determination. Any director, officer or key employee as defined in CAAS's Conflicts of Interest Policy who has an interest in a related party transaction must disclose in good faith to the Board or an authorized Board committee the material facts concerning such interest.

If a related party has a substantial financial interest in a proposed transaction, the Board or authorized Board committee must:

- (a) prior to entering into the transaction, consider alternative transactions to the extent available;
- (b) approve the transaction by not less than a majority vote of the directors or committee members present at the meeting;
- (c) and contemporaneously document in writing the basis for its approval of the transaction, including consideration of any alternative transactions.

No related party with an interest in a proposed transaction (including compensation arrangements) may participate in deliberations or vote on the related party transaction, except that the Board or an authorized Board committee may request that such related party present information concerning the transaction at a meeting of the Board or such committee prior to commencement of deliberations or voting thereon.

ARTICLE V – OFFICERS

Section 1. Number and Qualification. The Officers of the Corporation shall be President, First Vice President, Second Vice President, Executive Director, Program Coordinator, Treasurer, Secretary, Officer-at-Large, Editor(s) of *Classical World*, Archivist, Webmaster, Investment Liaison, and such other officers as the Board from time to time may appoint.

Section 2. Election. The President, First Vice President, Second Vice President, and Officer-at-Large are elected by the membership at the Business Session at the Annual Meeting of the Members and serve as *ex officio* voting members of the Board for the term of their office. All other officers are appointed by the Board of Directors. Officers appointed by the Board serve as *ex officio* non-voting members of the Board of Directors for the term of their office. Officers shall hold office until their respective successors shall have been elected and qualified. The officers shall receive such salaries or other compensation as may be authorized by the Board.

Section 3. Terms of Office. The President, First Vice President, Second Vice President and Officer-at-Large each serve a one-year term and, may not be immediately re-elected to the same office; but after serving one year the Second Vice President may be elected First Vice President, and either Vice President may be elected President. The outgoing President may be elected Officer-at-Large. The Executive Director, Secretary, Treasurer, Webmaster, Program Coordinator, Archivist, and Investment Liaison, by reason of the special services which they render to the Corporation, shall severally be appointed by the Board of Directors for three-year, renewable terms, subject to annual review by the Board of Directors or a Committee of the Board delegated with such responsibility. The Editor of *Classical World* shall be appointed by the Board of Directors and serve for a five-year, renewable term, subject to annual review by the Board of Directors or a Committee of the Board delegated with such responsibility.

Section 4. Resignation and Removal. Any officer may resign at any time by delivering a written notice of resignation to the President. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make the same effective. Any officer appointed by the Board may be removed by the Board with or without cause. An officer elected by the members may be removed with or without cause, only by the vote of the members, but his or her authority to act as an officer may be suspended by the Board for cause.

Section 5. President. The President shall be the chief executive officer of the Corporation and have general supervision over the affairs and property of the Corporation and its several officers, subject, however, to the control of the Board. Except as otherwise provided by these bylaws or by action of the Board, the President shall have the power to sign for the Corporation all deeds, contracts, agreements, instruments and other documents, and to perform such acts as usually pertain to the office of president. The President shall chair the meetings of the Board of Directors and Executive Committee and chair all Meetings of the Members. The President may not be an employee of the Corporation. No employee of the Corporation may serve as chair of the Board or hold any other title with similar responsibilities.

Section 6. Vice Presidents. The Vice Presidents shall assist the President in the supervision of the business of the Corporation and its several officers and shall have such other powers and duties as the Board may prescribe. In the absence or disability of the President, the Vice Presidents, in the order of their election, shall have the powers and perform the duties of the President. In the event of the absence or disability of the

President and the Vice Presidents, a director of the Corporation may be appointed by the Board to discharge the President's functions in whole or in part, as the Board may specify.

Section 7. Executive Director. The Executive Director shall serve as the official representative of the Corporation, shall maintain continuity in the Corporation and oversee the day-to-day management of the Corporation's affairs. The Executive Director shall ensure compliance with all internal rules and regulations, shall coordinate all meetings of the Corporation and shall perform such other duties as the Board may specify.

Section 8. Secretary. The Secretary shall cause true minutes to be taken and kept of all meetings of the members and the Board of the Corporation. The Secretary shall perform in general all the duties incident to the office of Secretary and such other duties as the Board may prescribe.

Section 9. Treasurer. The Treasurer shall carry out all banking functions for the Corporation; shall maintain the Corporation's financial records and produce periodic financial reports for the Board; shall prepare and submit reports and forms as required by state and federal law; shall cause full and accurate accounts of receipts and disbursements to be kept in books belonging to the Corporation; shall cause such books of accounts and records to be exhibited to any of the directors at any time upon request and shall render a detailed statement to the directors as often as they shall require it; shall perform such other duties as the Board may prescribe.

Section 10. Editor. The Editor shall be responsible for the content and publication of *Classical World* and shall report at least annually on the journal to the Board of Directors. More than one individual may serve as Editor during the same term at the discretion of the Board. Such individuals shall serve as "Co-Editors" and each singularly shall have the full rights and responsibilities inherent to the position of Editor.

Section 11. Program Coordinator. The Program Coordinator shall solicit papers, panels, and programs for each annual meeting of the Corporation, shall organize and chair the committee that evaluates papers; and shall be subject to general supervision of the Board of Directors.

Section 12. Officer-at-Large. The Officer-at-Large shall have served as President of the Corporation. The Officer-at-Large shall chair a Committee on Nominations, serve as adviser to the Board of Directors and to the several Officers in the discharge of their duties, and shall serve as counselor to the Corporation in matters requiring careful review of past actions and procedures affecting the policy and welfare of the Corporation.

Section 13. Archivist. The Archivist shall maintain the historical records of the Corporation in an organized and accessible form and shall be responsible for writing or periodically updating the history of the Corporation.

Section 14. Webmaster. The Webmaster shall maintain and update the Corporation's website and manage all on-line functions associated with the website.

Section 15. Investment Liaison. The Investment Liaison, who shall not be either the Treasurer or the Executive Director, shall serve as liaison to the investment manager or financial advisor retained by the Corporation and shall authorize in writing withdrawals from the Endowment.

ARTICLE VI – COMMITTEES

Section 1. Committees. The Board may create, by a resolution adopted by a majority of the entire Board such committees as the Board may from time to time find appropriate. The Board shall designate at least three of its members to serve on each such Board committees. Between meetings of the Board, Board committees shall have and may exercise all the authority of the Board, to the extent provided in the resolution or these Bylaws. However, no committee shall have the authority to:

- (a) submit to members any action requiring members' approval;
- (b) fill vacancies in the Board or in any committee;
- (c) fix the compensation of the directors for serving on the Board or on any committee;
- (d) amend or repeal the Bylaws or adopt new Bylaws; or
- (e) amend or repeal any resolution of the Board which by its terms shall not be so amendable or repealable.

Any action taken by such committees between meetings of the Board shall be reported to the Board at its next meeting. Board committees shall serve at the pleasure of the Board. The designation of any such committee and the delegation thereto of authority shall not alone relieve any director of his or her duty to the Corporation.

Section 2. Executive Committee. There shall be an Executive Committee, consisting of the following 4 officers: the President, the First Vice President, the Second Vice President, the Officer-at-Large and one Regional Director who shall be elected by the Board to serve on the committee. The Executive Committee shall have all powers of the Board when the Board is not in session, except as otherwise provided in these Bylaws.

Section 3. Finance Committee. There shall be a Finance Committee consisting of the President, the First Vice President, who will act as chair, the Second Vice President and the Officer-at-Large. At the discretion of the President, the Treasurer, Executive Director, and Investment Liaison and others may be invited to attend meetings of the committee. The Finance Committee shall review the annual financial statements of the Corporation prior to their submission to the Board. The Finance Committee may examine and consider such other matters relating to the financial affairs of the Corporation as the Committee deems desirable.

Section 4. Nominations Committee. There shall be a Nominations Committee consisting of the Officer-at-Large, who shall act as chair, the President, and one Regional Director who shall be elected by the Board to serve on the committee. This committee shall prepare a slate of officers and directors to be elected at the Business Session of the Annual Meeting and shall propose to the Board candidates for appointive offices and for committee chairs and members.

Section 5. Committees of the Corporation. The Board, by a resolution adopted by a majority of the entire Board, may designate Committees of the Corporation and appoint the members of such committees. Members of a Committee of the Corporation need not be Board members or may be a mix of Board members

and non-Board members. Committees of the Corporation shall be advisory and shall not have the authority to bind the Board.

Article VII -- INVESTMENTS

Section 1. Investments and Proxies. The Board shall have the power to make investments of the funds of the Corporation and to change the same and may sell, from time to time, any part of the securities of the Corporation or any rights or privileges that may accrue thereon. Any officer of the Corporation, or such other person or persons as the Board may designate, may execute and deliver on behalf of the Corporation proxies for stock owned by the Corporation appointing persons to represent and vote such stock at any meeting of stockholders, with full power of substitution, or rescinding such appointments.

Section 2. Transfer and Assignment. The Board may authorize any officer, director or other person or persons to execute such form of transfer or assignment as may be customary or necessary to constitute a transfer of stocks, bonds or other securities in the name of or belonging to the Corporation. A corporation or person transferring any such stocks, bonds or other securities pursuant to a form of transfer or assignment so executed shall be fully protected and shall not have any duty to inquire whether or not the Board has taken action in respect thereof.

Section 3. Delegation of Investment Management. Except as otherwise provided under the terms of any applicable gift instrument, the Board may: (1) delegate to its committees, officers or employees of the Corporation, or agents, including investment counsel, the authority to act in its place in the investment and reinvestment of the Corporation's funds, (2) contract with independent investment advisors, investment counsel or managers, banks, or trust companies, so to act, and (3) authorize the payment of compensation for investment advisory or management services, advisors, investment counsel or managers, banks or trust companies, so to act. Each contract pursuant to which authority is so delegated shall provide that it may be terminated by the Board at any time, without penalty, upon not more than sixty (60) days' notice. In the selection of persons to whom authority is delegated or with whom the contracts described above are made, the Board shall act in good faith and with the degree of diligence, care and skill that ordinary prudent persons would exercise under similar circumstances in like positions.

Article VIII – CONTRACTS, CHECKS AND OTHER INSTRUMENTS

Except as otherwise provided by these Bylaws or authorized by the Board, no director, officer, employee or other person shall have power or authority to bind the Corporation by any contract, agreement or instrument or to render it pecuniarily liable for any purpose or for any amount. The Board may authorize any director, officer, employee or other agent, in the name of or on behalf of the Corporation, to enter into any contract or agreement or to execute and to deliver any instrument, or to sign checks, drafts, endorsements, notes or other evidences of indebtedness of the Corporation, and such authority may be general or confined to specific instances. The withdrawal of the Corporation's funds or securities shall be made only on the signature or signatures of such one or more of the directors, officers or employees of the Corporation as the Board may designate from time to time for such purpose.

Article IX – LOANS

No loan shall be contracted on behalf of the Corporation and no negotiable paper shall be issued on its behalf unless authorized by the vote of the Board. When so authorized by the Board, any officer of the Corporation may effect loans and advances at any time for the Corporation from any bank, trust company or other similar institution, or from any firm, corporation or individual. Such authority may be general or confined to specific instances. No loans, other than through the purchase of bonds, debentures or similar obligations of the type customarily sold in public offerings, or through the ordinary deposit of funds in a bank, shall be made by the Corporation to its directors or officers, or to any other corporation, firm, association or other entity in which one or more of its directors or officers are directors or officers or hold a substantial interest, except a loan to another charitable corporation, as defined in the New York Not-for-Profit Corporation Law.

Article X – PARLIAMENTARY AUTHORITY

The parliamentary authority for the Corporation shall be *Robert's Rules of Order, Newly Revised*.

Article XI – INDEMNIFICATION

Section 1. The Corporation shall indemnify all officers and Directors of the Corporation, made or threatened to be made a party to an action or proceeding, other than one brought by such indemnified party by or in the right of the Corporation which such person served in any capacity at the request of the Corporation against judgments, fines, amounts paid in settlement and reasonable expenses including attorneys' fees actually and necessarily incurred by reason of such action or proceeding, or any appeal therein if such person acted in good faith for a purpose he or she reasonably believed to be in the best interest of the Corporation and had no reason to believe that the conduct of such person was unlawful.

Article XII AMENDMENTS

These Bylaws may be amended or repealed by the affirmative vote of two-thirds of members present in person or by proxy and entitled to vote at any Meeting of the Members, provided that the proposed amendment(s) shall have been duly sent to the membership in the notice of meeting and posted on the Corporation's web site.