

**Bylaws of The Vergilian Society, Inc**  
**adopted April 2, 2005**  
**Last amended 2024**

**Article I: Name**

The society shall be known as THE VERGILIAN SOCIETY, INC. (hereafter called the “Society”) and shall maintain its offices at such place(s) as the Board of Trustees may designate. The Society operates in Italy at the Villa Vergiliana, Via Cuma 320, 80070 Bacoli (NA), under the supervision of the Administrative Director of the Villa Vergiliana, with powers and responsibilities as delegated under the General Power of Attorney.

**Article II: Purpose**

The purpose of the Society shall be to advance knowledge about the classical world in general and about Vergilian studies in particular. This purpose shall be accomplished by (1) supporting the teaching of classics at all levels, in schools, colleges, and universities; (2) diffusing knowledge through the publications of the Society, especially through its journal, Vergilius, and through appropriate scholarly and academic programs; (3) conducting sessions, study tours, and academic conferences in Italy and elsewhere; (4) promoting intercultural exchange between North America and Italy; and (5) sponsoring other scholarly and pedagogical programs, as the Board of Trustees might establish.

The Vergilian Society 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 corresponding section of any future federal tax code.

No part of the net earnings of the Vergilian Society shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons, except that the Vergilian Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof. No substantial part of the activities of the Vergilian Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Vergilian Society shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Vergilian Society shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the Vergilian Society, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or

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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Vergilian Society 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.

### **Article III: Membership**

Any person wishing to support the purposes of the Society may become a member by payment of annual dues as determined by the Board of Trustees (BoT). Anyone who has paid dues for the year is part of the General Membership (GM) of the Society. The Society is an international organization, so membership is open to all nationalities. The membership year is the Society's fiscal year, October 1 through September 30. The BoT shall establish and determine membership categories and fees.

### **Article IV: Administration: Board of Trustees and Executive Committee**

A. The **Board of Trustees (BoT)** shall have ultimate responsibility for all policy decisions of the Society. The Board of Trustees shall consist of:

- The Executive Committee (IV.B)
- Six At-Large Trustees

At-Large Trustees will be elected by the GM of the Society, and serve three-year, non-renewable, staggered terms, with two At-Large Trustees being elected each year. An effort will be made to ensure that the At-Large Trustees represent all significant constituencies of the Society, with due attention paid to diversity of representation and geographical distribution and with every group of six containing at least:

- One person teaching in elementary or secondary school
- One person teaching in a liberal arts college
- One person teaching at a university with a graduate program in classics

The Board of Trustees will also:

1. assist the President in arranging the Society's scholarly activities. Normally, the Society will sponsor two international symposia at the Villa Vergiliana each year. Other scholarly sessions and symposia may be arranged at the pleasure of the BoT;
2. assist the President-Elect in organizing the Society's scholarly panel at the annual meeting of the Society for Classical Studies; ensure that participation in the Society's symposia and sessions is open to as many individuals as possible; and
3. ensure the quality of the scholarly conferences sponsored by the Society, though responsibility for planning and executing panels and symposia may be delegated to one or more members of the Society.

Each member of the BoT shall have one vote at board meetings, and issues will be decided by a simple majority of votes cast, both by members present and voting and by those voting by proxy. For the transaction of day-to-day business, voting shall be done electronically.

B. The **Executive Committee (EC)** shall be responsible for deciding matters that require immediate attention and disposition before action of the full BoT would be possible. The EC shall be comprised of:

- The Officers of the Society (V)
- The Editor of Vergilius (VIII)
- The Chair of the Villa Management Committee (VI.A.6)

The EC is normally convened by the President at least once a year. All actions of the EC shall be reported promptly by the Secretary to the BoT, and are subject to review by them.

In addition, the EC shall:

1. contribute to the agenda for the annual meeting of the BoT and for the annual meeting of the GM;
2. review and approve those persons nominated by the Editor of Vergilius to be associate editors and members of the Editorial Board;
3. constitute the core of the Nominating Committee (VI.A.3);
4. approve contractual arrangements with Tour Directors, in collaboration with the Chair of the Villa Management Committee (VI.A.6);
5. ensure the quality of all Vergilian Society study tours; and
6. create any new Standing Committee it deems appropriate, subject to the approval of the BoT.

Each member of the EC shall have one vote at EC meetings, and issues shall be decided by a simple majority of votes cast, both by members present and voting and by members voting by proxy. For the transaction of day-to-day business, voting shall be done electronically.

#### **Article V. Administration: Officers**

A. The Officers of the Society shall consist of (1) the President, (2) the President-Elect, (3) the Secretary, (4) the Technology Secretary, (5) the Treasurer, (6) the 2nd Vice President and (7) the Administrative Director of the Villa Vergiliana.

Officers will be selected as follows:

- a. The *President-Elect* shall be elected by the GM and shall serve a three-year, non-renewable term. The President-Elect assumes this position of President automatically after his or her term as President-Elect.
- b. The *2nd Vice President* shall be elected by the GM, shall serve for three years, and may run for a second term.

- c. The *Secretary*, *Technology Secretary*, and *Treasurer* shall be appointed by the BoT upon the recommendation of the President for a three-year term, renewable upon satisfactory completion of a performance review.
- d. The *Administrative Director of the Villa Vergiliana* shall be appointed and renewed by the BoT upon recommendation of the President, following satisfactory completion of a performance review.

Officers will assume their positions normally by January 10. The duties and responsibilities of the officers are as follows:

1. The **President** shall be the chief executive officer of the Society and shall preside at all meetings of the GM, the BoT, and the EC. The President shall:
  - a. sign all official papers and documents of the Society and perform such other duties as may be delegated by the EC or the BoT;
  - b. appoint an administrative assistant to handle the day-to-day administrative work of the society. If eligible, this administrative assistant will be offered an annual honorarium in the amount determined by the BoT, plus reimbursement for operating expenses;
  - c. serve as the Chair of the Strategic Planning Committee; and
  - d. serve as an *ex officio* member of all other committees, except the Nominating Committee.
  
2. The **President-Elect** may perform the duties of the President in his or her temporary absence, and shall:
  - a. serve as Chair of the Finance Committee (VI.A.1);
  - b. organize the Society's panel at the annual meeting of the Society for Classical Studies; and
  - c. perform such other duties as may be specified in the bylaws or as may be delegated by the EC or the BoT.
  
3. The **Secretary** shall be in charge of all correspondence on behalf of the Society. The Secretary shall:
  - a. maintain up-to-date records of the membership of the Society;
  - b. distribute, in timely fashion, notices of meetings of the BoT, of the EC, and of the GM;
  - c. take and distribute minutes of all meetings of the EC, BoT, and GM;
  - d. organize the election of the BoT and the Officers of the Society;
  - e. distribute regular bulletins containing information that may be of interest to the GM, including annual reports from members of the EC;
  - f. coordinate with Villa director to accommodate Society programs at the Villa Vergiliana;
  - g. serve as an *ex officio* member of the Scholarship Committee (VI.A.4); and

- h. perform such other duties as may be specified in the bylaws or as may be delegated by the EC or the BoT.

The Secretary may be paid an honorarium, upon the approval of the BoT.

4. The **Treasurer** shall be the chief financial officer of the Society and shall have the duties specifically assigned by the BoT, including but not limited to the following:

- a. maintain the general accounts of the Society, utilizing double-entry bookkeeping systems for U.S. and foreign operations, and preparing required annual federal and state tax filings;
- b. keep a full and accurate account of all financial receipts and disbursements, including detailed audit records for deposits, monthly bank reconciliations, and translation of foreign transactions into English equivalents;
- c. be the custodian of all funds, securities, and properties of the Society;
- d. consult with the BoT, the Chair of the Villa Management Committee, and the Administrative Director of the Villa Vergiliana in setting appropriate room and board fees for groups and individuals wishing to be housed at the Villa Vergiliana;
- e. ensure that all conference expenses and all salaries and bonuses of the Villa Vergiliana staff are paid in a prompt and timely fashion;
- f. submit an annual financial report to the EC, BoT, and the GM, which reflects current generally accepted accounting principles, including determination of average annual exchange rates for foreign-currency transactions, conversion of foreign-currency financial records for combination with U.S. dollar financial records, combination of all home-office branch financial records into one set of financial statements, and preparation of budgets;
- g. serve as an *ex officio* member of the Finance Committee;
- h. prepare for whatever level of attestation service is approved annually by the BoT, including the possibilities of internal or external compilation, external accounting review, or internal or external audit. External attestation service providers will be appointed by the BoT, and the externally generated report will be approved by the BoT. The BoT may acquire outside attestation service to meet unexpected needs outside of normal meeting dates; and
- i. perform such other duties as inhere in the office and are assigned by the EC or the BoT.

The Treasurer may appoint an Assistant Treasurer to aid in any of the above duties. The Treasurer may be paid an honorarium, upon approval by the BoT.

5. The **2nd Vice President** will ensure that the interests of secondary school members are represented in the planning, administration, and activities of the Society. The 2nd Vice President shall:

- a. write and supervise the Keely Lake Memorial Translation Exam;
- b. work with the Scholarship Committee as an *ex officio* member to award Wilks Scholarship Seed Grants;

- c. facilitate exchange programs with the Administrative Director of the Villa Vergiliana;
- d. create and/or disseminate pedagogical resources for secondary teachers; and
- e. perform such other duties as may be specified in the bylaws or as may be delegated by the EC or the BoT.

6. The **Technology Secretary** shall ensure that the Society is sufficiently promoted in print and online media. The Technology Secretary shall:

- a. manage all updates to the Society website;
- b. manage all social media accounts;
- c. coordinate Society presence at conferences;
- d. manage all publicity for the Society; and
- e. perform such other duties as may be specified in the bylaws or as may be delegated by the EC or the BoT.

The Technology Secretary may be paid an honorarium, upon the approval of the BoT.

7. **Honorary President and Honorary Vice President.** Upon approval by the BoT, one or more Honorary Presidents and Honorary Vice Presidents may be named, to recognize distinguished work on behalf of the Society. Such honorary officers will have no official duties or powers.

## **Article VI: Administration: Standing and *Ad Hoc* Committees**

### **A. Standing Committees**

There shall be six Standing Committees: (1) Finance, (2) Membership, (3) Nominating, (4) Scholarship, (5) Strategic Planning, (6) Villa Management. Each committee shall submit an annual report to the BoT and to the GM.

1. The **Finance Committee (FC)** shall be comprised of:

- The President (*ex officio*)
- The President-Elect (Chair)
- One At-Large Member
- The Treasurer (*ex officio*)
- The Assistant Treasurer (V.A.4)

The At-Large Member will be recommended by the NC and approved by the BoT for a three-year term (renewable once). The President-Elect shall serve as chair.

The FC shall review budget statements produced by the Treasurer and advise the BoT on fiscal matters concerning the Society.

2. The **Membership Committee (MC)** will be comprised of:

- One At-Large Member teaching at the secondary school level
- One At-Large Member teaching at the college/university level
- The President (*ex officio*)

The President, in consultation with the NC, will appoint the At-Large Members with the approval of the EC to serve three-year terms and designate one of the At-Large Members to serve as Chair.

The **MC** is charged with working to increase the General Membership of the Society.

3. The **Nominating Committee (NC)** shall be comprised of:

- The Past President (Chair)
- Two At-Large Members appointed annually by the Past President
- The Executive Committee (excluding the President)

The NC shall:

- a. propose members of the Society to stand for election by the GM, normally as follows:
  - i. every third year, at least one person for President-Elect;
  - ii. every third year, at least one person for 2nd Vice President;
  - iii. every third year, at least one person for Editor of *Vergilius*;
  - iv. every year, at least two At-Large Trustees; and
  - v. as necessary and in consultation with the President, people to serve on standing and *ad hoc* committees.

4. The **Scholarship Committee (SC)** shall be comprised of:

- One At-Large Member teaching at the secondary school level
- One At-Large Member teaching at the college/university level
- The 2nd Vice President (*ex officio*)
- The Secretary (*ex officio*)

The President, in consultation with the NC, will appoint the At-Large Members with the approval of the EC to serve three-year terms and designate one of the At-Large Members to serve as Chair.

The SC shall:

- a. receive applications (through the Secretary) from Society members for the scholarships being granted; and
- b. review applications and award available scholarships and grants according to merit.

5. The **Strategic Planning Committee (SPC)** shall be comprised of the:

- The President (Chair)
- The President-Elect
- The Treasurer
- The Assistant Treasurer (V.A.4)
- The Secretary
- The Chair of the Villa Management Committee

The SPC shall:

- a. assist the BoT with its responsibilities for the organization's mission, vision and strategic direction; and
- b. make a special effort to guarantee and safeguard the future of the Society's programs in North America and abroad by working to obtain grants, raise funds for the Society's programs, and increase its endowment.

6. The **Villa Management Committee (VMC)** shall be comprised of:

- The Chair
- Two members At-Large

The Chair shall be proposed by the NC, approved by the BoT, and appointed by the President to serve for a three-year term, renewable on approval of the BoT.

The President, in consultation with the NC, will appoint the At-Large Members with the approval of the EC to serve three-year terms and designate one of the At-Large Members to serve as Chair.

The VMC shall:

- a. be responsible, in consultation with the EC, for recruiting directors and reviewing proposals for classical study tours;
- b. work with the Administrative Director of the Villa Vergiliana (henceforth, the Villa) to ensure that the property is maintained and used to its fullest potential;
- c. deliberate and advise on policy matters, management contracts, property leasing, program development, library enhancement, furnishing, and maintenance and repair of the Villa, subject to EC approval;
- d. recommend to the BoT any projects it deems necessary for the Villa; and
- e. perform such other duties as may be specified in the bylaws or as may be delegated by the EC or the BoT.

## **B. *Ad Hoc* Committees**

*Ad Hoc* Committees may be formed and appointed from time to time by the President in consultation with the BoT. Such *ad hoc* committees cease to exist when they have finished



the task for which they were created. The President shall be an *ex officio* member of all *ad hoc* committees.

## **Article VII. Resignation and Removal**

- A. *Resignation.* Any At-Large Trustee or EC member may resign at any time. Such resignation shall be made in writing and sent to an Officer of the EC, and shall take effect immediately.
- B. *Removal.* Any At-Large Trustee or EC member may also be removed, under the following procedure, for failing to perform assigned duties:
  - 1. An appeal for such removal must begin with a petition, signed by at least twenty members of the Society and addressed to the BoT, in which the petitioners explain clearly why they believe that the At-Large Trustee or Officer is not performing his or her assigned duties acceptably;
  - 2. Upon receipt of this petition, the BoT will suspend the individual in question pending a final determination that cause exists for removal. Such determination will be established by vote of the GM. A two-thirds majority of votes cast is required to remove an At-Large Trustee or Officer for cause;
  - 3. The removal or suspension of a member of the BoT may be reviewed by the Superior Court of the State of New Jersey, but no act of the BoT done during the period when a trustee has been suspended or removed for cause shall be impugned or invalidated if the suspension or removal is thereafter rescinded or invalidated.
- C. Any vacancy or vacancies among the At-Large Trustees and/or EC, by reason of death, resignation, or removal, shall be filled for the unexpired term upon nomination from the NC and approval by majority vote of the EC.

## **Article VIII: Publications of the Society**

The Society contributes to the advancement of knowledge (see Article II) by sponsoring a journal, *Vergilius*. The Editor of *Vergilius* shall be selected as follows:

- 1. The NC will advertise the position and receive applications;
- 2. The NC will evaluate applications and then make a recommendation to the GM;
- 3. The GM will consider the NC's recommendation along with any others proposed in accordance with Article IX, below.

The Editor will serve a three-year term (renewable once) and may receive an honorarium, subject to the approval of the BoT.

The Editor shall:

- a. recommend to the EC (1) persons to be named Associate Editors, if any, and (2) persons to be appointed to the Editorial Board, with service to be reconsidered annually;
- b. be responsible for all activities connected with the publication of the journal; and
- c. perform such other duties as may be specified in the bylaws or as may be delegated by the EC or the BoT.

In addition to *Vergilius*, the Society may undertake such other publications, as may be deemed appropriate by the BoT. Such publications will be overseen by the BoT, which may delegate this responsibility, with the advice of the Editor of *Vergilius*.

### **Article IX: Elections and Voting**

A. The NC shall submit a report to the President each year which proposes one or more candidates for each elected position. The Secretary shall distribute a report to the GM and remind them that they may propose candidates other than those brought forward by the NC. The report will be submitted normally by August 1 each year. In addition, the GM may submit nominations by means of a petition, disseminated either in paper or electronic form, and signed by at least twenty members of the Society. Any such petitions must be delivered to the President within thirty days after the report of proposed candidates has been distributed.

B. The election of Officers and At-Large Trustees shall be by mail and/or electronic ballot distributed to the GM at least thirty days before the date by which the ballots must be returned. The ballot shall include a biographical description of each candidate and term of office for each vacancy.

C. Ballots shall be counted by tellers appointed for this purpose each year by the President; the tellers need not be members of the Society. The results of the voting shall be reported to the membership and to the BoT after the 30 days have elapsed.

D. Votes on issues that are submitted to the GM may be held using either paper or electronic ballots.

### **Article X: Meetings**

A. The GM of the Society shall normally meet in early January, either virtually or in conjunction with the meeting of the Society for Classical Studies. Additional meetings may be called by the EC, either virtually or in conjunction with a meeting of a regional classical organization. Notice of these meetings shall be disseminated, either electronically or by mail, by the Secretary to the GM at least twenty days prior to the meeting. A quorum shall consist of members present and voting.

B. Meetings of the BoT shall be held at such times and places as may be designated by the President. Normally the BoT shall meet during the annual meeting of the Society for Classical Studies. Eight members, present or represented by proxy, shall constitute a quorum.

C. The EC shall meet in accordance with Article IV.B above. Normally one regular meeting of the EC shall be held each November. If additional EC meetings are needed, the President may call them either virtually or in conjunction with a meeting of a regional classical organization. Five members, present or represented by proxy, shall constitute a quorum. The EC shall invite to its meetings whatever individuals it deems appropriate to transact its business.

D. The BoT may call special meetings of the GM. Notification for these meetings must be sent out at least twenty days in advance. The President must be informed of this meeting five weeks in advance of its planned date. Special meetings may also be called by a petition that is signed by twenty members of the Society and sent to the President.

E. Any member in good standing has the right to propose to the BoT an item for their consideration. Such a proposal should be sent to the President, who will ensure that it is placed on the agenda for the next meeting.

### **Article XI: Amendments**

A person or persons wishing to propose an amendment to the bylaws will communicate the text of the proposed amendment to the President, in writing, at least sixty days prior to the annual meeting or to any special meeting of the GM. The Office of the President shall inform the members of any such notice to amend or alter the bylaws at least twenty days in advance of the meeting and shall see that the proposed amendment is placed on the agenda of the next annual or special meeting. Any such amendment shall become effective upon its approval by a majority of those present at the annual or special meeting at which it is considered. If, however, ten members or more make a written request to the President asking for ratification by the entire GM before the vote is taken, the President will poll the GM, either electronically or by mail. The amendment shall take effect if a majority of those voting approve the proposal.

### **Article XII: Rules of Order**

The rules contained in Robert's Rules of Order (most current edition) shall govern this Society and be the parliamentary authority for all matters of procedure not specifically covered by these bylaws or by Article 15.A of the non-profit corporation laws of the state of New Jersey.