

Bylaws of the International

Ovidian Society adopted

January 5, 2019

Approved by the Steering Committee on June 9, 2021

Approved by the Membership on July 23, 2021.

Article I: Name

The society shall be known as THE INTERNATIONAL OVIDIAN SOCIETY, INC. (hereafter called “the IOS”).

Article II: Purpose

The purpose of the IOS shall be to advance the study of Ovid, with attention to all media and time periods and a commitment to supporting students and younger scholars and creating a broad and inclusive international community of Ovidians. This purpose shall be accomplished by (1) sponsoring panels at the Society for Classical Studies (henceforth SCS) and regional conferences in North America; (2) sponsoring international conferences; (3) promoting scholarship and other intellectual exchange between Ovidians broadly construed; (4) promoting outreach to a wider public; and (5) expanding into other scholarly, pedagogical, and outreach programs, as the Steering Committee (henceforth SC) might deem useful.

This corporation 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 III: Membership

1. Eligibility: Any person wishing to support the purposes of the Society shall automatically become a member by payment of annual dues as determined by the SC. Anyone who has paid dues for the year is part of the general membership of the IOS. The IOS is an international organization, so membership is open to all nationalities. The membership year is the IOS’ fiscal year, July 1 to June 30.

2. Annual dues: The SC shall establish and determine membership categories and fees.

3. Rights: Any member in good standing is entitled to vote upon any issue that comes before the membership for a vote. Any member in good standing is also entitled to bring up any matter for consideration to the SC, provided that at least one member of the SC is willing to sponsor the matter. The SC may determine that certain IOS activities or opportunities are available only to members.

4. Non-voting members: the SC shall have the authority to establish and define non-voting categories of membership.

Article IV: Steering Committee and the Board of Trustees

1. General Powers: The affairs of the IOS shall be managed by its SC. The SC will function as the Board of Directors. The SC shall have exclusive control of and be responsible for the management of the affairs and property of the IOS.

In addition to the SC, detailed further below, there will also be a Board of Trustees (henceforth BOT), which shall consist of six members elected in rotating terms of three years, and shall engage in the financial oversight of the IOS; the treasurer shall serve ex officio on this committee. The BOT is subject to the oversight of the SC, which may revise or reverse actions of the BOT. The BOT shall be convened by the Treasurer or the President. Each member of the SC and the BOT shall be a member in good standing of the IOS.

2. Vacancies: Whenever any vacancy occurs in the SC or the BOT it shall be filled without undue delay by a majority vote of the remaining members of the respective body.

3. Compensation: Members of the SC and the BOT shall not receive any compensation for their services, with the exception of the editor, who may be compensated.

4. Removal: Any member of the SC or the BOT may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the SC if in their judgment the best interest of the IOS would thereby be served. Each member of the SC must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the SC shall automatically be removed from office.

Article V: Officers

The following shall be the officers of the IOS, also known as the SC:

- A President and Vice-President (elected in alternating years, each to serve for the first year as VP, the second as President), who will serve as co-chairs.
- One immediate past President (to serve for one year).
- One secretary (elected to serve for four years).
- One treasurer (elected to serve for four years).
- One assistant treasurer (elected to serve for four years).
- One graduate liaison (elected to serve for two years).
- One non-tenure-track faculty (henceforth NTTF) liaison (elected and to serve for two years).
- Webmaster (selected by the SC to serve for three years).
- One membership and elections officer (elected to serve for four years) (as needed).
- One journal editor (elected to serve for four years) (as needed).
- International liaisons (selected by the SC to serve for four years).

1. Past, current, and incoming Presidents and Vice Presidents: The President or Vice President shall preside at all meetings of the membership. The current President and Vice President shall have the following duties:

- a) managing the business of the SC;
- b) overseeing all orders and resolutions of the SC, including ensuring that they are brought to the general membership;
- c) superintending and directing all other members of the SC and BOT;
- d) generating an annual report to the SC and periodic reports to the SC or general membership as needed;
- e) serving severally as ex-officio members of all standing committees;
- f) corresponding with the SCS.

Past President shall serve primarily in an advisory role, will coordinate panel sessions for the SCS meeting, and may also be called upon to perform specific duties by the current President or Vice President. Incoming Presidents and Vice Presidents shall primarily learn the business of the IOS. Either past or incoming Presidents and Vice Presidents may fill in for the current President and Vice President as needed.

2. Secretary: The secretary shall, where possible, attend all meetings of the SC and of the BOT, and will act as a clerk thereof. The secretary's duties shall consist of:

- a) recording all votes and minutes of all proceedings and making them available to the SC;
- b) making the arrangements for all meetings, in concert with the President and Vice President;
- c) sending notices of all meetings to the members of the SC and the BOT;
- d) executing all official correspondence from the SC.

3. Treasurer and assistant treasurer. The treasurers' duties shall be:

- a) maintaining the general accounts of the IOS and preparing required annual federal and state tax filings;
- b) keeping a full and accurate account of all financial receipts and disbursements, including detailed audit records for deposits and monthly bank reconciliations;
- c) serving as custodian for all funds, securities, and properties of the IOS;
- d) presenting a complete and accurate report of budget at the annual meeting and at any other time when requested by at least two members of the BOT or three members of the SC, with reasonable notice.

4. Liaisons: The liaisons shall publicize the activities of the IOS to their respective constituencies, represent those constituencies' interests to the SC, and perform other duties at the request of /by agreement with the SC.

5. Membership and elections officer: The membership and elections officer's duties shall consist of:

- a) maintaining accurate and up-to-date lists of IOS members (in conjunction with the treasurers);
- b) maintaining accurate and up-to-date contact information for IOS members, with assistance from the webmaster as necessary;
- c) soliciting member nominations for SC offices in November, and presenting those nominations to the Nominating Committee in December;
- d) overseeing elections of officers and tabulations of votes in March, with assistance from the webmaster as necessary.

6. Webmaster: The webmaster shall maintain and update the IOS website and assist the membership and elections officer with matters relating to communications and elections.

7. Journal editor: The duties of any editor(s) appointed at a later date shall be determined by the SC and defined in a separate contract or in an addendum to this document.

Article VI: Elections and Terms

A Nominating Committee shall be formed every year comprising one former President, the membership and elections officer, and at least one other member of the SC. This committee will review nominations received from the members at large, edit or supplement the slate of candidates as necessary, and present it to the SC for approval at the SCS Annual Meeting in January.

Elections shall be held in March, after a slate of nominees has been approved at the SCS Annual Meeting. Members of the SC and BOT shall enter upon the performance of their duties on July 1 after election, and shall continue in office until their successors shall be duly elected and qualified. No two members of the SC or BOT related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve at the same time.

Members of the SC and the BOT shall be eligible to succeed themselves in their respective offices for one (1) term only.

Article VII: Meetings and Business

The IOS shall hold meetings at the SCS Annual Meetings and at other times and places as needed (see below, section 1). "Meetings" may also take place virtually provided that a simple majority are able to attend.

1. Special Meetings and Notice: Special meetings of the SC or the BOT may be called by or at the request of either the President or Vice President or any two members of the SC. Notice of any special meeting of the SC or BOT shall be given at least two (2) weeks in advance of the meeting.

2. Voting: Voting results shall reflect a simple majority of members in good standing, except for amending the Articles of Incorporation and Bylaws (see Article XIII below). Elections to offices will be conducted electronically. Voting on other matters will normally happen at meetings.

Article VIII: Financial and Legal Limitations

No part of the net earnings of the IOS shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons, except that the IOS 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 Article II. No substantial part of the activities of the IOS shall be the carrying on of propaganda, or otherwise attempting to influence legislation. This does not constrain individual members from expressing political views etc., and these opinions should not be understood to reflect the viewpoint of the IOS. Notwithstanding any other provision of this document, the IOS 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.

Article IX: Staff

At this point, the IOS does not have any paid staff, but it reserves the right to employ staff in the future, under the guidance of the SC and with approval from the BOT.

Article X: Publications of the IOS

At this point, the IOS does not sponsor any publications, but it reserves the right to do so in the future, under the guidance of the SC and with approval from the BOT.

Article XI: Conflict of Interest and Compensation

1. The purpose of this conflict of interest policy is to protect the IOS' interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or member of the IOS or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

2. Definitions

- a) Interested Person – Any principal officer or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

- b) Financial Interest – A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - i) an ownership or investment interest in any entity with which the IOS has a transaction or arrangement;
 - ii) a compensation arrangement with the IOS or with any entity or individual with which the IOS has a transaction or arrangement;
 - iii) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the IOS is negotiating a transaction or arrangement.
- c) Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
- d) A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

3. Procedures

- a) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the President, Vice President, and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the SC meeting while the determination of a conflict of interest is discussed and voted upon. The remaining SC members shall decide if a conflict of interest exists.
- c) Procedures for Addressing the Conflict of Interest
 - i. An interested person may make a presentation at the SC meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - ii. The presider of the SC, if appropriate, shall appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

- iii. After exercising due diligence, the SC shall determine whether the IOS can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested members of the SC whether the transaction or arrangement is in the IOS' best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d) Violations of the Conflicts of Interest Policy

- i. If the SC has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the SC determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

4. Records of Proceedings: The minutes of the SC and all committees with delegated powers shall contain:

- a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the committee's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

5. Compensation

A voting member of the SC who receives compensation, directly or indirectly, from the IOS for services is precluded from voting on matters pertaining to that member's compensation

6. Each director, principal officer and member of a committee with governing board delegated powers shall annually complete a conflict of interest questionnaire to identify any potential conflicts they or their family members may have with IOS and affirm such person:

- a) Has received a copy of this Policy;
- b) Has read and understands this Policy,
- c) Has agreed to comply with this Policy, and
- d) Understands that the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article XII: Indemnification

1. General: To the full extent authorized under the federal, state, and local laws, the IOS shall indemnify any committee member or former committee member against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such a committee member except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the SC, or otherwise.

2. Expenses: Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the IOS in advance of the final disposition of such action, suit, or proceeding, if authorized by the SC and the BOT, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

3. Insurance: The corporation may purchase and maintain insurance on behalf of any person who is or was a member, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

Article XIII: Amendments

1. Articles of Incorporation: Articles of incorporation may be amended in any manner at any regular or special meeting of the SC, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member of the SC at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. Any amendment shall require the affirmative vote of two-thirds of all SC members.

2. Bylaws: Any member in good standing may propose an amendment or amendments to these By-laws by contacting a member of the Steering Committee. After approval by the SC by majority vote at any regular or special meeting (according to Maine law), amendments shall be communicated to the general membership for consideration, electronically or by post. Action on the By-laws requires a 10% quorum of members to vote in person or by written proxy at the annual meeting or any special meeting of the general membership. After approval by the SC, a proposed amendment will be submitted to the members at least ten days in advance of the meeting and shall be placed on the agenda. All amendments must be approved by a two-thirds majority of those voting members.

Article XIV: 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.

Article XV: Distribution Upon Dissolution

Upon dissolution of the Corporation, its assets will be distributed by the Board to organizations that are exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations thereunder, as they now exist or as they may hereafter be amended, contributions to which are deductible under Section 170(c)(2) of such Code and the regulations thereunder.