

**BYLAWS
OF THE
AMERICAN SOCIETY OF PAPYROLOGISTS**

ARTICLE I

Principal Office

The principal office of the AMERICAN SOCIETY OF PAPYROLOGISTS (hereinafter the “Society”) shall be located at such other place as the Board of Directors may determine.

ARTICLE II

Purposes

The purposes of the Society are set forth in the Articles of Incorporation.

ARTICLE III

Members and Meetings of Members

1. Membership. The American Society of Papyrologists (ASP) is an international scholarly community that through its activities fosters the exchange of ideas and collaboration among its members, whether in person, in print, or in digital media, on all aspects of ancient papyrological texts in their full chronological, linguistic, and geographical diversity. Membership in the Society is open to any individual who shares the Society’s scholarly interests in the field of papyrology. The criteria for membership shall be established by an authorized resolution adopted by the Board of Directors, and applications will be available on the Society’s website. Each member shall comply with the Society’s standards of professional ethics [link to the document].
2. Dues. Membership in the Society is divided into the following classes: (a) Benefactor; (b) Contributing Member; (c) Sustaining Member; (d) Supporting Member; (e) Regular Member and (f) Student Member. Dues for these classes shall be those rates established by the members through the Society’s governing bodies, outlined below, and shall be payable annually. The Society encourages members to join the Association Internationale de Papyrologues (AIP) and allows its North American members to pay AIP dues through the Society. The AIP funds will be held separately, without commingling, and will be transferred to the AIP annually.
3. Rights of Members. Members have identical rights, regardless of membership class. Each member of the Society shall have the right to cast one vote on all actions for which members shall have the right to vote. The right of a member to vote shall cease on the termination of membership. No member shall be entitled to share in the distribution of Society assets upon the dissolution of the Society.

4. Termination of membership. Membership in the ASP can be terminated at the request of the member, by not paying dues in two consecutive years, or by disciplinary action.

(a) Members who wish to terminate their membership should write to the Secretary-Treasurer at least three months before the end of the Society's official year (see section VIII.3).

(b) The membership of those who have not paid their dues for two consecutive years will be terminated by the Secretary-Treasurer.

(c) Membership can be terminated as the result of a disciplinary action. One or more ASP members may bring a complaint by petition to the Board of Directors, through the Secretary-Treasurer, regarding any violation of the principles laid down in the ASP Statement on Professional Ethics [link to document] or the present ASP bylaws. The Board shall decide within 15 days whether the complaint should be referred to the Committee on Professional Ethics (see Article IV.8 below). This committee shall submit a report to the Board of Directors, normally within 90 days, and may recommend a sanction, including prohibition from publishing in any ASP publication, participating in the ASP Summer Institute, presenting at ASP panels, or termination of membership. The Board of Directors shall notify the complainant(s) and defendant(s) of the recommendation in the Committee's report, and either or both parties can file an appeal with the Board of Directors within 30 days of notification. The Board of Directors shall adjudicate all appeals within 30 days, and the complainant(s) and defendant(s) shall not be able to appeal its decision. A vote of the Board of Directors shall take place within 30 days of the end of the appeal period or the date of adjudication of appeals. The decision of the Board of Directors shall be final.

5. Annual Meetings. The annual meeting of the members of the Society shall be held on a date to be determined by the Board of Directors. At the annual meeting, the membership has full powers to propose and enact educational programs and projects at its discretion, and to ratify the actions of the Board of Directors. At the annual meeting, the members have the sole power (a) to elect officers and members of the Board of Directors, aside from those who serve ex officio; (b) to amend the articles and bylaws; and (c) to levy dues.

6. Special Meetings. Special meetings of the members may be called at any time by the President. They may also be called by the President or Secretary-Treasurer at the written request of a majority of the Board of Directors, or by the written request of ten (10) members of the Society.

7. Place of Meetings. All meetings of members shall be held at such place as the Board of Directors may select, and as shall be designated in the notice of such meetings, including remotely via any means of electronic communication in accordance with applicable law. A member participating in a meeting remotely is deemed to be present in person at the meeting.

8. Notice of Meetings. Notice of the annual or any special meeting of members, stating the purpose or purposes of the meeting and the time and place where it is to be held, shall be sent by mail or electronic transmission, not less than ten days nor more than thirty days before the meeting, to each member entitled to vote at such meeting.

10. Quorum. At any meeting of members of the Society, the presence in person of 10% of the members entitled to vote at such meeting shall be necessary to constitute a quorum for all purposes except as otherwise provided by law, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise specifically provided by statute or by these bylaws. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by a unanimous vote of the members present in person without notice other than by announcement at the meeting and without further notice to any absent member. At any reconvened meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

11. Voting. Except as otherwise provided in these bylaws, the majority vote of all of the members present in person and entitled to vote at a meeting of members or by electronic ballot in accordance with applicable law with respect to a question or matter brought before such meeting shall be necessary to decide such question or matter.

ARTICLE IV

Directors

1. General Powers. All corporate powers shall be exercised by or under the authority of, and the affairs of the Society shall be managed under the direction of, the Board of Directors of the Society (the “Board” or “Board of Directors”).

2. Number and Qualification. The Board of Directors shall number fourteen. It is to be composed of (a) three officers, two financial trustees, and six other directors, all elected at large by a majority of members at the annual meeting; and (b) the editor-in-chief of the American Studies in Papyrology and the *Bulletin* Supplements series, the editor-in-chief of the *Bulletin*, and the immediate past president, who serve as directors *ex officio*. Directors of the Society need not be residents of the State of North Carolina. Two at-large directorships have qualifications: One must be held by a member currently engaged in graduate study at an accredited academic institution in the United States or Canada at the time of appointment. A second director position is reserved for a member who, though possessing a Ph.D. (or equivalent) at the time of appointment, is not employed in a tenure-stream or tenured university position. Individuals occupying these qualified directorships may serve out their terms if their status changes while in office. Officers and directors may serve an unlimited number of terms of three years. It is the preferred practice that the President, Vice President, and at-large directors serve no more than two consecutive terms. This limit does not apply to the Secretary-Treasurer.

3. Removal. Any elected director may be removed, with or without cause, upon the majority vote of all of the Board of Directors then in office.

4. Vacancies. Vacancies occurring in the Board of Directors may be filled by a majority vote of members at a Special Meeting called for that purpose, or through an electronic vote.

5. Compensation. Directors shall not be compensated for their services as such, but the Board of Directors may provide for the payment of expenses which are incurred by directors in connection with the performance of their duties.

6. Financial Trustees. Two financial trustees are responsible for supervision of the Society's funds and budget; they establish policies for the investment of the Society's funds and make all decisions concerning the implementation of those policies. They recommend to the Board of Directors a policy for spending from the Society's endowment funds. The trustees serve staggered six-year terms, with one elected every three years in the manner prescribed for directors; they may be re-elected once.

7. Editors-in-chief. The editor-in-chief of the *Bulletin* and the editor-in-chief of the American Studies in Papyrology and the *Bulletin* Supplements series shall be appointed by the Board of Director for terms of six years each. They may be reappointed. Editors-in-chief serve as directors *ex officio*.

8. Standing Committees. Standing committees of the Society shall include the Editorial Board of the *Bulletin*; the Editorial Board of American Studies in Papyrology and the *Bulletin* Supplements; the Committee on Professional Ethics; and the Summer Institute Committee. The Editorial Board of the *Bulletin* shall be composed of the editor-in-chief and two associate editors appointed by the Board of Directors for terms of six years each. The Editorial Board of American Studies in Papyrology and the *Bulletin* Supplements shall be composed of the editor-in-chief, two associate editors appointed by the Board of Directors for terms of six years each, and the Secretary-Treasurer, who shall serve *ex officio*. The President shall appoint a Committee on Professional Ethics, composed of three members who have previously acted as officers or directors of the Society, who shall serve staggered terms of three years. The President shall appoint a Summer Institute Committee, composed of three members, who shall serve staggered terms of three years.

9. Other Committees. By action of a majority of the number of directors then in office, the Board of Directors may from time to time designate such other committees as in its judgment may be necessary to carry out the objects and purposes of the Society, determining the duties and tenure of each such committee.

ARTICLE V

Meetings of Directors

1. Regular Meetings. The Board of Directors may provide, by resolution, the time and place, either within or without the State of North Carolina, for the holding of regular meetings.

2. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. Such meetings may be held within or without the State of North Carolina.

3. Notice of Meetings. Regular meetings of the Board of Directors may be held provided that notice is given to each director at least five (5) days before the meeting. The person or persons calling a special meeting of the Board of Directors shall, at least 48 hours before the meeting, give notice thereof by any usual means of communication, including electronic transmission. Such notice need not specify the purpose for which the meeting is called.

4. Waiver of Notice. Any director may waive any required notice before or after the date and time stated in the notice. Attendance at or participation by a director in a meeting shall constitute a waiver of notice of such meeting, unless the director at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting any business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

5. Quorum. One half of the directors in office shall constitute a quorum for the transaction of business at a board meeting of the Board of Directors. Directors may not vote by proxy.

6. Manner of Acting. Except as otherwise provided by law, the Articles of Incorporation, or these bylaws, the act of all of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

7. Presumption of Assent. A director of the Society who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken shall be deemed to have assented to the action taken unless the director objects at the beginning of the meeting (or promptly upon arrival) to holding it or transacting business at the meeting, the director's dissent or abstention from the action is entered in the minutes of the meeting, or the director files written notice of dissent or abstention with the presiding officer of the meeting before its adjournment or with the Society immediately after the adjournment of the meeting. The right of dissent or abstention is not available to a director who voted in favor of the action taken.

8. Attendance by Telephone or Video Conference. The Board of Directors may conduct a regular or special meeting through, and may permit any or all directors to participate in meetings by, any means of communication that allows all directors participating to hear one another simultaneously during the meeting. A director participating in a meeting by such remote means is deemed to be present in person at the meeting.

9. Informal Action by Directors. Action taken without a meeting is nevertheless Board action if written consent to the action in question, describing the action taken, is signed by all the directors and filed with the minutes of the proceedings of the Board or filed with the corporate records, whether done before or after the action so taken. Such action shall be effective when the last director signs the consent (which may be by electronic transmission), unless the consent specifies a different effective date.

10. Conflict of Interest Transactions.

A. Definition: "Conflict of interest transaction" means any transaction in which a director has a direct interest or an indirect interest. A director has a direct interest in a transaction if the director or a member of the director's immediate family has either a material financial interest

in the transaction or a relationship with the other parties to the transaction that might reasonably be expected to affect his or her judgment. A director has an indirect interest in a transaction if either (a) another entity in which the director has a material financial interest or in which the director is a general partner is a party to the transaction; or (b) another entity of which the director is also a director or is an officer or trustee is a party to the transaction, and the transaction is of sufficient importance that it should be considered by the Board of Directors.

B. Special Requirements: A conflict of interest transaction is not voidable by the Society solely because of a director's interest in the transaction if (a) the material facts of the transaction and the director's interest were disclosed or known to the Board of Directors or a committee of the Board and the Board or committee authorized, approved, or ratified the transaction, or (b) the transaction was fair to the Society.

C. Disclosure: A director who has a direct or indirect interest in any transaction presented to the Board of Directors or any committee of the Board shall disclose his or her interest.

D. Approval: A conflict of interest transaction must be authorized, approved, or ratified by the affirmative vote of a majority of the directors (not less than two) on the Board of Directors (or the appropriate committee) who have no direct or indirect interest in the transaction, and to whom the material facts of the transaction and of any director's interest in the transaction were disclosed or known. If a majority of the directors who have no direct or indirect interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking such action. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken in accordance with this paragraph.

ARTICLE VI

Officers

1. Number. The officers of the Society shall consist of a President, Vice-President, and a Secretary-Treasurer. The officers shall be members of the Board of Directors and shall be elected in the manner prescribed for Directors. On nomination of the Board of Directors, the majority of the membership may elect from time to time Honorary Presidents for Life. This is an honorific title only and does not convey any rights or responsibilities to the recipient.
2. Election and Term. The officers of the Society shall be elected by the majority of the members at the Annual Meeting or, in case of vacancies, at a Special Meeting called for that purpose. Each officer shall hold office until death, incapacitation, resignation, retirement, removal, or disqualification, or until a successor is elected and qualified.
3. Removal. Any officer or agent of the Society may be removed by a majority of the Board of Directors with or without cause.
4. Compensation. Officers shall be compensated for their services as determined by the Board of Directors.

- 5. President. The President shall perform all duties as may be assigned by the Board of Directors from time to time.
- 6. Vice President. The Vice President shall perform such duties as may be assigned from time to time by the President or the Board of Directors.
- 7. Secretary-Treasurer. The Secretary-Treasurer shall keep accurate records of the acts and proceedings of all meetings of the Board of Directors, shall give all notices required by law and by these bylaws, shall have general charge of the corporate records and books and of the corporate seal, and shall affix the corporate seal to any lawfully executed instruments requiring it. The Secretary-Treasurer shall, in general, perform all duties incident to the office of Secretary-Treasurer and such other duties as may be assigned from time to time by the President or by the Board of Directors.
- 8. Immediate Past President. The Immediate Past President is to mean the individual who preceded the current President. If a President is elected to an additional term, the current Immediate Past President remains the Immediate Past President for an additional term.

ARTICLE VII

Indemnification

- 1. Extent. In addition to the indemnification otherwise provided by law, the Society shall indemnify and hold harmless its directors and officers against liability and expenses, including reasonable attorneys' fees, incurred in connection with any action, suit, proceeding, or claim arising out of their status as directors or officers or their activities in any of such capacities or in any capacity in which any of them is or was serving, at the Society's request, in another corporation, partnership, joint venture, trust, or other enterprise. The Society shall not, however, indemnify a director or officer against any liability or litigation expense that the director or officer may incur on account of activities that at the time taken were believed or known (or reasonably should have been known) by the director or officer to be clearly in conflict with the best interests of the Society, or if the director or officer received an improper personal benefit. The Society shall also indemnify a director or officer for reasonable costs, expenses, and attorneys' fees in connection with the enforcement of rights to indemnification granted herein, if it is determined in accordance with Section 2 of this Article that the director or officer is entitled to indemnification.
- 2. Determination. Indemnification under Section 1 of this Article shall be paid by the Society with respect to any action, suit, proceeding, or claim only after a determination that the liability and/or litigation expenses for which indemnification is sought (a) were not incurred on account of activities that at the time taken were believed or known (or reasonably should have been known) by the person seeking indemnification to be clearly in conflict with the best interests of the Society; and (b) did not involve any transaction from which the person seeking indemnification derived an improper personal benefit. Such determination shall be made (i) by the unanimous affirmative vote of the directors who were not parties to the action, suit, or proceeding or against whom the claim

was not asserted (“disinterested directors”), even though less than a quorum; (ii) by independent legal counsel in a written opinion; or (iii) by a court of competent jurisdiction.

3. Advanced Expenses. Expenses incurred by a director or officer in defending any action, suit, proceeding, or claim may, upon approval of a majority (but not less than two) of the disinterested directors, even though less than a quorum, or, if there are less than two disinterested directors, upon unanimous approval of the Board of Directors, be paid by the Society in advance of the final disposition of such action, suit, proceeding, or claim upon receipt of an undertaking by or on behalf of the director or officer to repay such amounts, unless it shall ultimately be determined that the director or officer is not entitled to be indemnified against such expenses by the Society.

4. Reliance and Consideration. Any director or officer who at any time after the adoption of this Article VII serves or has served in any of the aforesaid capacities for or on behalf of the Society shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provisions of this Article VII. No amendment, modification, or repeal of this Article VII shall adversely affect the right of any director or officer to indemnification hereunder with respect to any activities occurring prior to the time of such amendment, modification, or repeal.

5. Insurance. The Society may purchase and maintain insurance on behalf of its directors, officers, employees, and agents, as well as those persons who were serving at the request of the Society as a director, officer, partner, trustee, employee, or agent of, or in some other capacity in, another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against any liability asserted against or incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Society would have the power to indemnify against such liability under the provisions of this Article VII or otherwise. Any full or partial payment made by an insurance company under any insurance policy covering any director, officer, employee, or agent made to or on behalf of a person entitled to indemnification under this Article VII shall relieve the Society of its liability for indemnification provided for in this Article VII or otherwise to the extent of such payment, and no insurer shall have a right of subrogation against the Society with respect to such payment.

ARTICLE VIII

General Provisions

1. Management of Corporate Funds. No funds shall be used for any purpose other than to effect the purposes of the Society. Upon the request of a majority of the members of the Board, each officer and employee or agent having custody of Society funds shall be covered by an appropriate fidelity bond. The Society will designate a depository and establish policies on deposits and withdrawals of funds from such accounts by resolution at its initial meeting. Until the initial meeting is held, the Chair is authorized to establish an account with a bank or depository, with all funds of the Society deposited in the name of “AMERICAN SOCIETY OF

PAPYROLOGISTS.” Withdrawals from the Society’s accounts shall be made only by check or similar order signed by any individual so designated by the Board, provided that, for such withdrawals made in excess of \$10,000, any two individuals so designated must approve.

2. Exempt Activities. Notwithstanding any other provision of these bylaws, no director, officer, employee, or representative of the Society shall take any action or carry on any activity by or on behalf of the Society not permitted to be taken or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist, or as they may hereafter be amended.

3. Fiscal Year. Unless otherwise ordered by the Board of Directors, the fiscal year of the Society shall be a calendar year, from January 1 to December 31.

4. Amendments. These bylaws may be amended or repealed and new bylaws may be adopted by the unanimous affirmative vote of the directors then in office at any regular or special meeting of the Board of Directors, and with the subsequent majority vote of the membership.

5. No Personal Liability. No director or officer of the Society shall be liable or responsible for the debts or obligations of the Society.

6. Annual Audit. Only upon the request of a majority of the members will the accounts and financial statements of the Society be audited on an annual basis by a qualified accountant. The report for any audit so generated will be submitted to the Board of Directors within ninety days after the close of the fiscal year.

7. Emergency Bylaws.

(a) In accordance with North Carolina General Statutes (N.C.G.S.) § 55A-2-07(d), the bylaws set forth in this section shall be effective only in the event that a quorum of the Board of Directors cannot be assembled because of some catastrophic event.

(b) In the event of an emergency described in (a) above and in N.C.G.S. § 55A-2-07(d), a meeting of the Board of Directors may be called by giving notice only to those directors whom it is practicable to reach. Notice may be given by any practicable manner, including by publication or by radio. One or more of the officers present at the meeting of the Board of Directors may be deemed to be a director for the meeting, in order of rank (and within the same rank, in order of seniority), as necessary to achieve a quorum.

(c) During the emergency, the Board of Directors may modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent, and relocate the principal office, designate alternate principal offices or regional offices, or authorize the officers of the Society to do any of the foregoing.

(d) All other provisions of these bylaws consistent with this section shall remain effective during the emergency described in (a) above.

(e) Corporate action taken in good faith in an emergency pursuant to these bylaws and (N.C.G.S.) § 55A-3-03 to further the ordinary business affairs of the Society shall be binding upon the Society.

8. Non-Discrimination. The Society shall operate entirely on a non-discriminatory basis with respect to race, gender, sexual orientation, age, disabilities, religion, and national origin. This policy shall apply to membership, boards, committees, staff, and services.

ARTICLE IX

Dissolution Provisions

1. The American Society of Papyrologists shall not be dissolved except by the consent of three quarters of the members. Any proposal for such dissolution, or any proposal for change in the basic purpose of the Society, shall rest for one year before any vote is taken, and all members shall be notified of said proposal.

2. If the American Society of Papyrologists should be dissolved, or if the basic purpose of the Society should be changed, any funds or other assets which the Society may hold shall be transferred to another non-profit association with the same purpose or aim as the original purpose of the Society, or which will undertake to accomplish such purpose or aim.

3. If funds or assets are transferred upon dissolution, they shall in any case be transferred only to an organization that is exempt from taxation under Section 501(c)(3) of the United States Internal Revenue Code.

4. If the Board fails to identify an organization that qualifies as being exempt from taxation under Section 501(c)(3) of the Code, then the Superior Court of Wake County of North Carolina shall designate a qualified recipient of such funds.

Adopted _____