

NLE Constitution and Bylaws

Preamble: The ACL/NJCL National Latin Exam is a standing committee of the American Classical League (ACL Bylaws, section 6.5).

Article I. Name and Mission

I.1 The name of this organization is The ACL/NJCL National Latin Exam (which will be referred to as The National Latin Exam or “NLE” below) .

I.2 The mission of The National Latin Exam is to promote and support the learning and teaching of the Latin language.

I.3 To attain this mission, The NLE shall produce and manage annual exams for student participation; work in conjunction with consultants to improve the exams; sponsor and administer scholarships; publish newsletters; provide resources and outreach materials; function as a committee of The American Classical League; and engage in other activities as may be appropriate or as specified in the bylaws.

I.4 The NLE shall be supported by the costs of the exams, voluntary contributions, endowments, and bequests.

I.5 The NLE shall be an unincorporated not-for-profit association. The private property of the members and officers shall not be subject to the payment of The National Latin Exam debts to any extent whatsoever.

I.6 Since The American Classical League has been established and is operated exclusively for educational purposes, no part of its net earnings shall ever inure to the benefit of any member or officer. In the event of its termination or dissolution, any assets remaining after the payment of any and all debts shall be assigned to the American Classical League as part of its assets for educational purposes.

I.7 The NLE shall maintain a Central Office as specified in the bylaws.

Article II - The Writing and Steering Committee

II.1 The NLE shall be governed and managed by a Writing and Steering Committee (“WSC”) which shall be its legislative body and may exercise all such powers and do all such acts as are in accordance with laws and statutes regulating unincorporated not-for-profit associations.

II.2 The Writing and Steering Committee shall be composed of a minimum of seven members, one for each established exam. Writers and other readers may be named as deemed necessary.

II.3 The elected officers of the Writing and Steering Committee are a Chair or Co-Chairs and a Treasurer. The WSC shall elect from its members these officers of the Executive Committee. Membership on the Executive Committee shall be concurrent with membership of the WSC.

II.4 Term of membership of the Writing and Steering Committee:

- a. New members will be deemed "Readers" for one year. At the end of this, they may become "Writers" for 7 years. This produces a total of 8 years.
- b. Each member may be renewed for a second term of 8 years.
- c. A member who has fulfilled a term of service may be asked to serve in another NLE capacity or may reapply for full membership on the Writing and Steering Committee after 3 years.

II.5 For malfeasance on the committee or dereliction of duty, any member of the WSC may be removed from their position by a unanimous vote of the Executive Committee at any regular or special meeting of the Executive Committee.

Article III - The Executive Committee

III.1 The NLE Chair(s), Treasurer, and an at-large member from the WSC constitute the Executive Committee.

III.2 The actions and discussions of the Executive Committee shall subsequently be reported to and ratified by the WSC.

III.3 This committee serves as the Finance Committee for The NLE and shall have complete authority to fix and determine the use, disposition, and application of funds, moneys, and assets of The NLE.

III.4 The at-large member will be appointed by the Chair(s) for a two year term.

Article IV - Officers of the Writing and the Steering Committee

IV.1 The elected officers of the Writing and Steering Committee of The National Latin Exam shall be a Chair or Co-Chairs, and a Treasurer.

IV.2 The appointed officers of the Writing and Steering Committee of The National Latin Exam shall be an at-large member, who will represent this committee on the Executive Committee, and a Secretary who takes minutes during regular WSC meetings. One person may have both positions.

IV.3 There may also be Emeritus/Emerita members as approved by the Writing and Steering Committee. This designation is an honorary position for long time service with distinction and carries no voting rights.

IV.4 The Chair(s) shall be the chief officer(s) of The National Latin Exam and shall exercise the responsibilities usually associated with this office, including all committee members and all chairs, except as otherwise specified in the bylaws. The Chair(s) shall prepare the agenda for all meetings and make recommendations to the WSC as appropriate. The Chair(s) shall preside over the WSC meetings, make an official report to the American Classical League for its annual Institute meeting, and perform other duties as may be specified in the bylaws. The Chair(s) will represent the NLE at any necessary meeting of the ACL, and provide the appropriate information about the NLE as requested. The Chair(s) shall be the Chair of the Executive Committee and an ex-officio member of all committees of The NLE except as specified in the bylaws.

IV.5 The At-large member of the Executive Committee shall function as the Secretary of the Executive Committee, attend and take minutes at all EC meetings, participate in governance discussions, vote on motions, and otherwise fulfill any duties assigned by the Executive Committee.

IV.6 The Treasurer shall have custody of all the funds of The NLE; shall supervise the finances of The NLE; shall be responsible for the investment of The NLE's funds following in all matters policies recommended by the Executive Committee and approved by the WSC; and shall perform other duties as may be specified in the bylaws. The Treasurer will be responsible for providing the American Classical League office with the appropriate financial information as specified in the ACL Bylaws, section 6.5.

Article V - Terms of Office for the Writing and Steering Committee

V.1 The term of the Chair(s) and Treasurer shall be 4 years. The term of the Secretary and At-large member shall be 2 years.

V.2 The Chair(s) and Treasurer may serve a maximum of two consecutive terms; the Secretary and At-large member may serve only one term.

V.3 Any office which becomes vacant shall be filled by appointment by the Chair(s). Such appointees will serve out the remaining term of the office.

V.4 The term for any officer of the WSC must be served concurrently with their term on the WSC, i.e., they may not extend their service on the WSC by running for office.

V.5 For malfeasance in office or dereliction of duty, any elected or appointed officer of The NLE may be removed from their position by a two-thirds vote of the WSC of The National Latin Exam at any regular or special meeting of The NLE.

Article VI - Election of Officers

VI.1 The Chair(s) and the Treasurer shall be elected by the Writing and Steering Committee by voting at a meeting or by electronic ballot.

VI.2 The Chair(s) and the Treasurer shall be elected by a majority of the votes cast for each respective office.

Article VII - Committees

VII.1 The Writing and Steering Committee of The National Latin Exam may authorize standing committees and ad hoc committees. The chairs of these committees shall be appointed by the NLE Chair(s) and these committees serve at the pleasure of the NLE Chair(s).

VII.2 The four-year term of all standing committee members is from July 1 through June 30. Consultants may be appointed for additional terms. The chairs of the standing committees may serve no more than two four-year terms.

VII.3 The NLE Chair or one of the Co-Chairs shall be an *ex-officio* member, with vote, of all committees except the Nominations Committee.

VII.4 The standing committees are

- a. Consultants
- b. Outreach and Resources
- c. Scholarships (including the Davis, Montross, Hall, Sleeper, and O'Donnell)

Article VIII - Amendments and Bylaws

VIII.1 This constitution may be amended by the Writing and Steering Committee at any business meeting with two weeks' notice in advance of the business meeting. A two-thirds vote of the WSC members shall be required to amend the Constitution.
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VIII.2 The adopted amendment(s) will take effect immediately upon adoption unless a proviso states otherwise.

VIII.3 Bylaws not contrary to any provision of this constitution may be established. The Bylaws may be amended and new bylaws may be adopted by two thirds vote of the Writing and Steering Committee as outlined above.

BYLAWS OF THE NATIONAL LATIN EXAM

Section 1 - Name and Mission

1.1 Without prior approval of the Writing and Steering Committee, no member of The National Latin Exam shall solicit any funds, or in any way engage in any project of undertaking the object or consequence of which is the solicitation of funds, in the name of or for the account of The NLE; or as agent, affiliate, or in any capacity whatsoever undertake or participate in any project which will in any way create a liability of or in any manner bind The NLE.

1.2 The Central Office of The National Latin Exam shall be located at a place determined and approved by the Executive Committee. All operations of the Central Office shall be supervised by the NLE Executive Committee, and the Central Office shall adhere to policies established by the Writing and Steering Committee of the National Latin Exam.

Section 2 - Officers of the NLE

2.1 The Chair(s) of The National Latin Exam may not serve as a member, regular or *ex-officio*, of the Nominating Committee.

2.2 Any former member of the Writing and Steering Committee of The National Latin Exam may be elected by the WSC to Emeritus/Emerita status in recognition of outstanding service to The NLE. These honorary members have no voting rights.

Section 3 - Terms of Office

3.1 All officers shall assume their respective positions on July 1 subsequent to their election or appointment or at the conclusion of the annual American Classical League Institute, whichever occurs first.

3.2 If an office is vacated, the Chair(s) will appoint a member of the Writing and Steering Committee to complete the vacant term. In the event of there being only one chair and that position becomes vacant, an emergency meeting of the WSC will be called for the election of a new Chair.

Section 4 - Election of Officers

4.1 The election and/or appointment of officers will take place at a meeting of the Writing and Steering Committee.

4.2 The Chair(s) and Treasurer shall serve four year terms on the WSC. These terms shall be staggered so that one of the elected members remains on the Executive Committee for the sake of continuity.

4.3 The ballot for the elected officers of The NLE shall be circulated to all members of the WSC at least 2 weeks prior to the election by one of the Co-Chairs.

4.4 The results of the voting shall be reported to the members of the WSC as soon as possible.

Section 5 - Committees

5.1 The Executive Committee of The National Latin Exam acts as the Finance Committee. This committee will advise the Treasurer on matters relating to the handling of the NLE finances and the budgeting and investing of the NLE assets. This committee shall recommend to the Writing and Steering Committee policies on matters relating to the budget and finances of The NLE.

5.2 There shall be a standing committee of The NLE called Consultants which shall have the responsibility for reviewing and making suggestions for corrections to the exams.

5.3 There shall be a standing committee of The NLE called Outreach and Resources which shall have the responsibility of promoting NLE and providing creative and functional materials for Latin teachers.

5.4 There shall be standing committees for the scholarships of The NLE. Each named scholarship (Davis, Montross, Hall, Sleeper, and O'Donnell) has its own committee and chair. Each shall be responsible for recommending to the WSC policies for the awarding of its funds, and the committee shall be responsible for awarding such funds in accordance with policies approved by the Writing and Steering Committee.

Section 6 - Bylaws, Amendments and Parliamentary Authority

6.1 Bylaws may be established, amended, or repealed by a majority vote of the Writing and Steering Committee of The National Latin Exam. Notice of proposed change of bylaws must be given at least one meeting prior to voting or by email at least 2 weeks prior to voting.

6.2 *Robert's Rules of Order Newly Revised* (current edition) shall govern the proceedings of The National Latin Exam, when required, for business and procedural matters in cases not provided for in the Constitution and Bylaws.

Ratified by unanimous vote of the Writing and Steering Committee, October 13, 2020