

BYLAWS
OF
GEORGIA JUNIOR CLASSICAL LEAGUE

Article 1: Name and Location

Section 1. Name. The name of the corporation is Georgia Junior Classical League (the “Corporation”).

Section 2. Registered Address and Agent. The Corporation shall maintain a registered mailing address in the State of Georgia, and shall have not more than one (1) registered agent whose address is identical with this mailing address, in accordance with the requirements of the Georgia Nonprofit Corporation Code. The registered address of the Corporation and the registered agent of the Corporation at such address may be changed from time to time by the Corporation in the manner specified by law.

Article 2: Purposes

The Corporation is organized exclusively for charitable and educational purposes, which includes, without limitation, to acquire, administer and retain a fund or funds to be held, invested, and used exclusively for the benefit of sponsors and delegates of the Georgia Junior Classical League. More specifically, the Corporation is created solely as an organization described in Section 501(c)(6) and exempt from taxation under Section 501(a) of the Internal Revenue Code of 1986 or corresponding provisions hereinafter in effect. The Corporation shall be operated exclusively for such purposes. No part of its net earnings shall inure to the benefit of any private member, officer, Director or individual. Further, no part of its activities shall be carrying on propaganda, or otherwise attempting to influence legislation, and it shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Article 3: Chapter Membership Dues

Section 1. Structure. The structure of Georgia Junior Classical league membership dues shall parallel that of the National Junior Classical League. All local chapters and members-at-large shall pay the exact same dues to both the Georgia Junior Classical League and the National Junior Classical League.

Section 2. Duration. Membership runs from February 1st to January 31st of the following year.

Section 3. Subscription to the *Alae Mercurii*. Upon payment of state dues, each local chapter will receive a subscription to the *Alae Mercurii*.

Article 4: State Meetings

Section 1. Fall Forum. Fall Forum shall be the annual one-day meeting held in the fall of the school year. The site shall be determined by the president with the approval of the Executive Board. The GJCL Host shall be chosen at this meeting. Their duties shall include welcoming schools to the state convention, hosting the Georgia Classical Association Meeting, acting as voting members of the Executive Board, and representing the GJCL on the local, state, and national levels. The purpose of Fall Forum shall be to provide fun and fellowship, and to introduce new members to the JCL.

Section 2. Praetoria. Praetoria shall be an annual meeting held in the fall of the school year. The site shall be determined by the First Vice-President with the advice of the President. The rules, procedures and price of the event shall be determined by the First Vice-President with concurrence of the Executive Board. Each school attending Praetoria may send one delegate in attendance. The purpose of Praetoria shall be to foster leadership, disseminate knowledge, and provide fun and fellowship.

Section 3. State Meetings. The time and location of any state meeting shall be selected by the State Chair of this organization to suit the convenience of the school year and the Georgia Junior Classical League. Plans (including date, location, and schedule) for any state meeting must be announced at least one month prior to the meeting. The Executive Board of this organization shall be responsible for determining the schedule for the meetings. Any local chapter not in good standing or that has not been registered properly with the Georgia Junior Classical League may not participate in the state meeting or run a candidate for state office. Executive Board meetings may be called by the State Chair or President of this organization.

Article 5: The Executive Board

Section 1. Composition, Terms of Office, and Removal from Office.

The members of the Executive Board shall be those outlined in Article VI, Section 1 of the Corporation's Articles of Incorporation. The Executive Board members' terms of office and removal from office are pursuant to those outlined in Article 6, Section 1, and Article 7, Sections 1, 4, and 5 of these Bylaws.

Section 2. Authority and Responsibility of the Executive Board. The business, direction, and management of the affairs of the Corporation and the control and disposition of its properties and funds shall be vested in an Executive Board (the "Board" or "Executive Board"). All powers, duties, and functions of the Corporation conferred by the Articles of Incorporation, these Bylaws, state statutes, common law, court decisions, or otherwise, shall be exercised, performed or controlled by the Board. The Board shall determine the Corporation's policies or changes thereto, and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Executive Board may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the Corporation as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to an *ad hoc* committee. Under no circumstances, however, shall any actions be taken which are inconsistent with the Corporation's Articles of Incorporation, these Bylaws, the Corporation's mission statement, and the fundamental and basic purposes of the Corporation, as expressed in the Corporation's Articles of Incorporation, these Bylaws, and the mission statement.

Section 3. Duties of the Executive Board. The duties of the Executive Board shall be as follows:

- A. The Executive Board shall have the authority to appropriate monies of the Georgia Junior Classical League for specified functions.
- B. The Executive Board shall examine all proposed amendments to the Articles of Incorporation.
- C. The Executive Board shall be responsible for approving the GJCL State Convention plans, and it will consider all details that relate to the Convention.
- D. The Executive Board shall approve the date and location of all state meetings, and it will determine the schedule and particulars of these meetings.

Section 4. Compensation. No member of the Executive Board shall be paid any salary or any remuneration for their services associated with the Corporation, but they may be reimbursed for any authorized expenditure(s) incurred if such expenditure(s) receives approval from the Board.

Article 6: The State Chairs

Section 1. Composition, Terms of Office, and Removal from Office.

The members of the State Chairs Committee shall be those outlined in Article VII, Section 2 of the Corporation's Articles of Incorporation.

A. Members of the State Chairs Committee shall meet the qualifications as set forth for local sponsors in the Corporation's Articles of Incorporation (Article V, Section 7).

B. Members of the State Chairs Committee shall be selected at the state convention by members of the American Classical League present at convention.

C. The term of office for members of the State Chairs Committee shall be a maximum of four (4) years, although members may serve a second term, if selected.

D. Members of the State Chair Committee shall attend all committee meetings and state meetings of the Georgia Junior Classical League.

E. If a member of the State Chair Committee is thought to be derelict in his duties, a petition setting forth the dereliction may be drafted by a local sponsor. If a two-thirds majority of the local sponsors sign the petition, it must be forwarded to the Executive Board for review and comment who then will forward it to the Constitutional Advisor of the National Junior Classical League for appropriate action.

Section 2. Duties of the State Chairs.

A. The State Chair shall have the following duties:

1. The State Chair shall be responsible for making the arrangements for having a meeting place for all meetings.
 2. The State Chair shall run all meetings of the State Chairs Committee.
 3. The State Chair shall be responsible for overseeing all activities of the GJCL.
4. The State Chair may deposit monies due to the Georgia Junior Classical League and, with the concurrence of the Treasurer, will disperse all approved funds properly.
5. The State Chair shall furnish the Treasurer with files at the end of each state convention containing a financial statement with receipts, expenditures, and current balance.
6. The State Chair shall oversee the selection of all appointed student officers of the GJCL, as outlined in Article VIII, Section 2 of the Articles of Incorporation.
 7. The State Chair must attend one out of every three National Junior Classical League Conventions.
 8. The State Chair shall have *ex-officio* status on all committees.
9. The State Chair shall have the authority to make changes in previously agreed upon plans if an Executive Board meeting cannot be called in sufficient time to handle the matter.
10. The State Chair shall take full responsibility for any legal aspect concerning the Georgia Junior Classical League and shall take care of these matters properly.
11. The State Chair shall have the authority and duty to make all arrangements for the Georgia Junior Classical League whose completion is not otherwise accounted for.
 12. The State Chair shall mentor all the state officers.
13. The State Chair shall coordinate the GJCL's attendance at the NJCL Convention. This includes transportation, overseeing all meetings of the GJCL at the NJCL Convention, securing the appropriate chaperones for the GJCL delegation, and attending any State Chair functions at convention.

14. The State Chair shall oversee the planning and execution of Fall Forum, with the help of the Host School's sponsor.

15. The State Chair shall be the liaison with the NJCL throughout the year.

B. The Academics Chair shall have the following duties:

1. The Academics Chair shall be responsible for all academic testing at the GJCL Convention and Fall Forum.
2. The Academics Chair shall be a liaison with the University of Georgia to secure tests for the GJCL Convention.
3. The Academics Chair shall be responsible for the copying and security of the academic tests.
4. The Academics Chair shall be responsible for running all testing blocks at the GJCL Convention.
5. The Academics Chair shall review the Academic Programs and initiate new testing opportunities, if appropriate.

C. The Creative Arts Chair shall have the following duties:

1. The Creative Arts Chair shall be responsible for all Creative Arts contests at the GJCL Convention and Fall Forum.
2. The Creative Arts Chair shall be responsible for coordinating all registration, judging forms, and results for all Creative Arts contests at the GJCL Convention and Fall Forum.
3. The Creative Arts Chair shall be responsible for running the Host Contest at Fall Forum.
4. The Creative Arts Chair shall mentor the Host throughout the year.

D. The Treasurer shall have the following responsibilities:

1. The Treasurer, in coordination with the State Chair, shall oversee the use of funds by the Executive Board.
2. The Treasurer may deposit monies due to the Georgia Junior Classical League and will, with the concurrence of the State Chair, disperse all approved funds properly.
3. The Treasurer shall act as the agent of GJCL in regards to registering as a Non-Profit Corporation and thereupon maintaining the Corporation's status as a Non-Profit Corporation.
4. The Treasurer shall mentor the GJCL Secretary.

E. The Certamen Chair shall have the following duties:

1. The Certamen Chair shall be responsible for securing questions and score sheets for all certamen rounds at the state convention.
2. The Certamen Chair shall be responsible for overseeing all certamen activities at the State Convention, including Open Certamen.
3. The Certamen Chair shall be responsible for coordinating all results for certamen.
4. The Certamen Chair shall oversee any certamen tournaments during the school year.

F. The Graphic Arts Chair shall have the following duties:

1. The Graphic Arts Chair shall be responsible for all Graphic Arts Contests at the GJCL Convention and Fall Forum.
2. The Graphic Arts Chair shall be responsible for coordinating all registration, judging forms, and results.
3. The Graphic Arts Chair shall mentor the GJCL Historian.

G. The Olympika Chair shall have the following duties:

1. The Olympika Chair shall be responsible for all Olympika Contests at the GJCL Convention and Fall Forum.
2. The Olympika Chair shall be responsible for coordinating all registration, judging forms, and results.
3. The Olympika Chair shall mentor the Georgia Senior Classical League Officers.

H. The Constitutional Advisor shall have the following duties:

1. The Constitutional Advisor shall be responsible for all election-related activities at the GJCL Convention, including Papers of Candidacy, Voting Delegates, Nominations Committee, Candidate Speeches, Ballots, and Candidates Open Forum.
2. The Constitutional Advisor shall be responsible for any amendments to the GJCL Articles of Incorporation.
3. The Constitutional Advisor shall oversee the selection of the State Chairs Committee members.
4. The Constitutional Advisor shall mentor the GJCL Parliamentarian.

I. The Programs Chair shall have the following duties:

1. The Programs Chair shall oversee all workshop offerings at the GJCL Convention and Fall Forum.
2. The Programs Chair shall oversee the Spirit Contest at the GJCL Convention and Fall Forum.
3. The Programs Chair shall oversee the administration of the GJCL scholarships and shall resolve any questions regarding the operation of the scholarship.
4. The Programs Chair shall maintain and oversee all Service projects undertaken by the GJCL.
5. The Programs Chair shall be the source of information, application, and communication regarding the scholarships.
6. The Programs Chair shall send out and receive applications for the scholarships, review such applications for the scholarships, and decide the recipients of the awards.
7. The Programs Chair shall mentor the GJCL Second Vice-President.

J. The Publications Chair shall have the following duties:

1. The Publications Chair shall be responsible for the publication of the *Alae Mercurii* three (3) times per year.
2. The Publications Chair shall mentor the GJCL Editor.

K. The Technology Chair shall have the following duties:

1. The Technology Chair shall compile all results and awards at the GJCL Convention.
2. The Technology Chair shall oversee the GJCL Website.
3. The Technology Chair shall mentor the GJCL Webmaster.

L. The Public Relations Chair shall have the following responsibilities:

1. The Public Relations Chair shall seek publicity for the study of Latin and the Classics and the GJCL.
2. The Public Relations Chair shall coordinate the publicity contest at the GJCL Convention.
3. The Public Relations Chair shall be responsible for submitting the state's publicity to the NJCL.
4. The Public Relations Chair shall compile the membership for the GJCL.
5. The Public Relations Chair shall mentor the GJCL First Vice-President.

M. The Convention Chair shall have the following responsibilities:

1. The Convention Chair shall be the liaison with the staff of the proposed venue of the GJCL Convention.
2. The Convention Chair shall be responsible for the GJCL Convention schedule, with the help of the GJCL Executive Board.
 3. The Convention Chair shall produce the FAX for each year's GJCL convention.
 4. The Convention Chair shall receive and process all GJCL Convention registrations.
 5. The Convention Chair shall assign housing at the GJCL Convention.
6. The Convention Chair shall coordinate with the contest chairs during the planning of the GJCL Convention.
 7. The Convention Chair shall mentor the GJCL President.

N. The Middle School Chair shall have the following responsibilities:

1. The Middle School Chair shall be responsible for reaching out to and recruiting middle school chapters.
2. The Middle School Chair shall be responsible for keeping middle school chapters up to date with GJCL affairs.
3. The Middle School Chair shall be responsible for overseeing and organizing any social or competitive event held exclusively for middle school students at the GJCL Convention.

Section 3. Selection of State Chairs Committee Members. The selection of the State Chairs Committee members shall be:

- A. The Constitutional Advisor shall solicit nominations for State Chairs Committee positions prior to the State Convention at which they are to be voted upon.
- B. A ballot shall be presented at the first sponsors' meeting of the GJCL Convention and shall be voted on by ACL members present at convention.
- C. Only three members of the State Chairs Committee shall change in a given year. The cycle shall be:
 - 1) Creative, Programs, Olympika, 2) Graphic, Public Relations, Constitution, 3) Convention, Technology, Certamen, and 4) State Chair, Academic, Publications.
- D. If vacancies occur, the State Chairs Committee shall appoint a replacement.

Article 7: Student Officers

Section 1. Eligibility. To be eligible for an elected office, a student must be a member in good standing of the Georgia Junior Classical League and must have attended at least one state or one National Junior Classical League meeting. A candidate must be enrolled in a Latin class for the entire term of his office, or he must have completed all the Latin courses offered by his school. Postgraduates and midterm graduates shall not be eligible for any office. Candidates for President must have completed at least one year of study in Latin. There shall be no more than two delegates represented as state candidates for elected office from each local chapter, and local chapters shall submit no more than one candidate for the same elected office. Additionally, local chapters shall submit no more than two candidates for each appointed office. A delegate shall be a candidate in no more than one office (appointed or elected). The Host shall be chosen at Fall Forum in a competition organized by the outgoing Host. To be eligible, a student must be a member in good standing of the Georgia Junior Classical League and not yet have begun his last year of high school. In addition, each local chapter may only enter one candidate for the Host competition.

Section 2. Candidacy Procedure.

- A. Papers of Candidacy - A signed statement indicating the year of Latin completed or currently being taken by the candidate from local chapter sponsors wishing to run persons for office must be forwarded to the State Chair and to the Parliamentarian of the Georgia Junior Classical League at least two weeks prior to the election. The Parliamentarian will then notify the candidates of the possible slate of officers up for election. Any candidate wishing to change the office for which he has filed may do so by sending the approval of his parents and his local sponsors to the Georgia Junior Classical League Parliamentarian by a date set by the Parliamentarian annually. The Georgia Junior Classical League Parliamentarian shall submit a report to the Executive Board of the qualifications of the candidates. Any candidate that the Executive Board finds unable to meet the qualifications set forth in these Articles of Incorporation shall be dropped from the ballot. To be eligible for an appointed office, one must be a member in good standing of the Georgia Junior Classical League, the Georgia Senior Classical League, or the American Classical League.
- B. All candidates must be present at the Nominations Committee Meeting or designate, in advance, a representative to be present in the candidate's stead. A state of emergency shall be declared by the Parliamentarian if there are no pre-filed nominees. In a state of emergency, the Parliamentarian will call for nominations at the Nominations Committee Meeting. All state-of-emergency candidates must have their sponsors present at the Nominations Committee Meeting. All candidates must be nominated and seconded by voting delegates at the Nominations Committee Meeting. All offices with at least two pre-filed candidates will be considered closed to nominations from the floor. In the case of only one pre-filed candidate, that person shall be named as one candidate and nominations from the floor will be taken to fill the remaining position.
- C. In the event of uncontested offices, the Parliamentarian shall receive nominations from the floor for these offices. Papers of candidacy shall be waived, although proof of qualifications and the approval of parents and local sponsors must be assured.
- D. In the event that there are more than two pre-filed candidates for one office or there are more than two candidates nominated from the floor in an uncontested office, the voting delegates at the Nominations Committee Meeting shall each vote, and the candidates who receive the two highest vote totals shall become the only two candidates for that office.

Section 3. Election Procedure.

- A. The elections shall be held at a state meeting of the Georgia Junior Classical League.
- B. Campaign speeches not to exceed three minutes shall be given to the delegates at a state meeting.
- C. Candidates shall be allowed to spend a maximum of ten dollars (\$10.00) on their individual campaign. Wall-hung materials shall be limited to no more than five (5) standard-size (22" x 28") posters. Campaigning shall be permitted only after the Nominations Committee Meeting and may continue until the assembly at which voting takes place. All campaign materials must be removed from the actual site of voting prior to the voting.
- D. Each local chapter shall be allowed two votes, provided that two delegates from each chapter are present at the Nominations Committee Meeting and the Candidates' Open Forum. If these two delegates do not attend both these meetings, then the chapter is given no votes. In the event that only one delegate of a chapter is present at convention, only one vote shall be allowed from that chapter, provided that the chapter's delegate attends both meetings. All members-at-large who

attend both the Nominations Committee Meeting and Candidates' Open Forum shall each be allowed one vote.

E. The Parliamentarian and Secretary shall conduct the roll call vote.

F. Proxies shall be given to chapters registered at the state meeting which are unable to be present during the casting of ballots. The voting delegates of said chapter shall place their votes in a sealed envelope and deposit it with the Parliamentarian. Said votes will be recorded with the final total during the election count.

G. A majority of votes cast shall determine the winners. If a majority of votes is not achieved for an election, then at the time of counting the ballots a committee of the State Chair, Constitutional Advisor, and Parliamentarian shall decide by vote the winner of that office. If the Parliamentarian is a candidate in the election in question, the Secretary shall act in his/her place. If the Secretary is also a candidate in the election in question, the final decision shall lie with the State Chair.

Section 4. Removal from Office. Any student officer may be impeached and removed from his office for not performing his duties as outlined in these Articles of Incorporation or for actions not becoming an officer of this Corporation by decision of a jury to be composed of the Executive Board and one representative of ten (10) local chapters of this Corporation drawn at random from the membership roll. Each member shall have one (1) vote, and a two-thirds majority shall be necessary for impeachment and subsequent removal. A petition from ten (10) students from ten (10) local chapters of the Georgia Junior Classical League and presented to the Georgia Junior Classical League Parliamentarian shall be sufficient to mandate an impeachment vote.

Section 5. Student Officer Vacancy. Should a vacancy occur in any office other than President, the State Chair with the concurrence of the Executive Board shall name a qualified person for the remainder of the unexpired term. In the event the chair shall have no qualified person to name as a replacement, the Executive Board shall appoint a qualified person to fill the vacancy.

Section 6. Duties of the Student Officers.

A. The GJCL President shall have the following duties:

1. He shall preside at the state meetings.
2. He shall chair all Executive Board meetings.
3. He shall appoint all committees and supervise their activities in an effort to see that all projects planned by the Georgia Junior Classical league shall be carried out.
4. The President shall have the authority to represent this Corporation at any meeting of the National Junior Classical League and at any meeting where a delegate from this Corporation is required.

B. The First Vice-President shall have the following duties:

1. The First Vice-President shall execute the duties of the President in the event of the death, illness, or his inability to serve.
2. The First Vice-President shall be responsible for contacting all schools in Georgia that teach Latin and encourage them to join the Georgia Junior Classical League.
3. The First Vice-President shall be responsible for obtaining publicity. The First Vice-President shall also act as publicity advisor to the local chapters.
4. The First Vice-President shall be responsible for the printing of the program for the GJCL Convention, and for securing entertainment for the GJCL Convention.

C. The Second Vice-President shall have the following duties:

1. The Second Vice-President shall execute the duties of the President in the event that both the President and First-Vice President are unable to serve.
2. The Second Vice-President shall be responsible for all spirit; including overseeing all spirit rules as well the spirit competitions at the GJCL Convention.
3. The Second Vice-President shall be responsible for coordinating statewide service projects as well as overseeing local chapter involvement in said projects.

D. The Secretary shall have the following duties:

1. The Secretary shall keep an accurate record of the proceedings of the meetings of this Corporation and of the Executive Board.
2. The Secretary shall properly safeguard these records and pass them onto the succeeding Secretary.
3. The Secretary shall handle the correspondence of this Corporation.
4. The Secretary shall assist the Parliamentarian with the elections at a state meeting.

E. The Parliamentarian shall have the following duties:

1. The Parliamentarian shall be the authority on the interpretation of these Articles of Incorporation with the concurrence of the Constitutional Advisor and State Chair.
2. The Parliamentarian shall be responsible for and shall make all decisions concerning the correct observance of parliamentary procedure according to the newly revised *Robert's Rules of Order*.
3. The Parliamentarian shall execute the duties of the President in the event that the President, First Vice-President, and Second Vice-President are unable to serve.
4. The Parliamentarian shall be responsible for keeping order at all state meetings.
5. The Parliamentarian shall be responsible for receiving the papers of candidacy of all candidates running for state office. The Parliamentarian shall review the qualifications of each candidate, and shall submit a report of his finding to the Executive Board.
6. The Parliamentarian shall be responsible for organizing a committee for conducting all elections of this Corporation. The Parliamentarian shall state the rules under which the election will be conducted, count the ballots (with the help of the Georgia Junior Classical League Secretary), and report the results.

F. The Historian shall have the following duties:

1. The Historian shall file all Georgia Junior Classical League materials of historical interest and keep a scrapbook.
2. The Historian can designate an official photographer of the Georgia Junior Classical League who will obtain pictures for the scrapbook.
3. The Historian shall assist the First Vice-President in promoting Georgia Junior Classical League publicity.
4. The Historian shall create a digital or traditional scrapbook for the National Junior Classical League Convention in order to represent the Georgia Junior Classical League.
5. The Historian shall be the primary manager of all Georgia Junior Classical League online accounts dedicated to photo or video sharing and is expected to conduct updates when appropriate.

G. The Editor shall have the following duties:

1. The Editor of the *Alae Mercurii* shall be responsible for the planning, printing, and distribution of the state publication.
2. The Editor shall send ten (10) copies of each edition of the *Alae Mercurii* to all chapters of the Georgia Junior Classical League and one copy to all Executive Board members.
3. The Editor shall file five (5) copies of each issue of the *Alae Mercurii* with the Georgia Junior Classical League Historian which are to be used in accordance with his (their) duties.

4. The Editor shall create a newsletter in order to enter into a competition at the National Junior Classical League Convention.

H. The Host shall have the following duties:

1. The Host shall host members of the Georgia Classical Association and represent the Georgia Junior Classical League during the Georgia Classical Association's spring meeting.
2. The Host shall welcome delegates to the Georgia Junior Classical League spring meeting.
3. The Host shall be responsible for organizing the contest at the Fall Forum whereby his/her successors are chosen.
4. The Host shall assist the First Vice-President with recruitment and membership for the GJCL.
5. The Host shall assist new chapters with the institution of their club.
6. The Host shall take further direction from the First Vice-President with the concurrence of the Creative Arts chair.

I. The Webmaster shall have the following duties:

1. The Webmaster shall be responsible for managing and updating the website of the Corporation for all.
2. The Webmaster shall prepare a website for the National Junior Classical League Convention.

J. All student officers shall have the following duties:

1. All student officers shall attend all executive board meetings, including the GJCL officer retreat.
 2. All student officers shall communicate regularly with their respective mentors.
3. All student officers shall attend all state meetings of the Georgia Junior Classical League.

Article 8: Emblem, Pin, and Colors

The emblem of this organization shall be a torch encircled with a laurel wreath. The pin shall be a reproduction of the emblem. The colors shall be the Roman purple and gold.

Article 9: Contracts, Checks, Deposits, and Funds

Section 1. Contracts. The Executive Board may authorize the State Chair to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. Such authority must be in writing and may be general or confined to specific instances.

Section 2. Checks. Drafts. Notes. Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the Treasurer or by such other officer or officers, agent or agents, of the Corporation and in such manner as may from time to time be determined by resolution of the Executive Board.

Section 3. IRS Forms. The Board shall file a form 990, 990-N, or 990-EZ or corresponding form hereinafter in effect on an annual basis according to then in effect IRS requirements.

Section 4. Deposits. All funds of the Corporation shall be deposited, from time to time, to the credit of the Corporation in such banks, trust companies or other depositories as the Executive Board may select.

Section 5. Gifts. The Executive Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes of the Corporation as stated in the Articles of Incorporation.

Article 10: Indemnification and Insurance

Section 1. Indemnification. The Executive Board may, in such cases as it deems appropriate, indemnify and hold harmless, or make provision for indemnifying and holding harmless, members of the Executive Board, officers, agents of the Corporation and persons who

formerly had such positions and the estates of any of them against any or all claims and liabilities (including reasonable legal fees and other expenses incurred in connection with such claims or liabilities) to which any such person shall have become subject by reason of his having held such a position or allegedly taken or omitted to take any action in connection with such position.

Section 2. Indemnification of Executive Board Members. To the fullest extent permitted by Georgia law, current or hereafter amended (but in the case of any such amendment, only to the extent that such amendment permits a Georgia nonprofit corporation to provide broader indemnification rights than said law permitted such corporation to provide prior to such amendment), the corporation will indemnify and hold harmless each member of the Board and officer of the corporation against any and all claims, liabilities, and expenses (including attorneys' fees, judgments, fines, and amounts paid in settlement) actually and reasonably incurred and arising from any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, to which any such person shall have become subject by reason of having held such a position or having allegedly taken or omitted to take any action in connection with any such position. However, the foregoing shall not apply to:

- (a) Any breach of such person's duty of loyalty to the corporation;
- (b) Any act or omission by such person not in good faith or which involves intentional or unlawful misconduct; or
- (c) Any transaction from which such person derived any improper personal benefit.

The decision concerning whether a particular indemnitee has satisfied the foregoing shall be made by the Executive Board by a majority vote of a quorum consisting of members who are not parties to the action, suit, or proceeding giving rise to the claim of indemnity ("Disinterested Directors"), whether or not such majority constitutes a quorum or if there are no Disinterested Directors, by independent legal counsel in a written opinion.

The Executive Board may authorize the advancement of expenses to any member of the Board, officer or agent, subject to a written undertaking to repay such advance if it is later determined that the indemnitee does not satisfy the standard of conduct required for indemnification.

Section 3. Indemnification Not Exclusive of Other Rights. The indemnification provided in Section 11.1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Corporation's Articles of Incorporation or Bylaws, or any agreement, vote of members or Disinterested Directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 4. Insurance. To the extent permitted by Georgia law, the Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another Corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise.

Article 11: Georgia Junior Classical League Scholarships

The Georgia Junior Classical League may award scholarships to its members. The scholarships shall be administered by the Treasurer of the Georgia Junior Classical League who shall resolve any questions regarding the operation of the scholarship. The Treasurer shall send out and receive applications for the

scholarships, review such applications for the scholarships, and decide the recipients of the awards. The recipients must attend the National Junior Classical League convention immediately following the awarding of the scholarship. The Georgia Junior Classical League Treasurer shall be the source of information, application, and communication regarding the scholarships.

Section 1. Lillie B. Hamilton Scholarship. The Lillie B. Hamilton Scholarship is a combined scholarship not to exceed \$500, which may be awarded to any member in good standing of the Georgia Junior Classical League who has not yet begun his last year of high school. The recipient will use the funds to attend the National Junior Classical League Convention immediately following the awarding of the scholarship. This scholarship shall be awarded on the basis of need, high school record, and Junior Classical League membership and service, in that order.

Section 2. Ralph H. Gavett Memorial Scholarship. The Ralph H. Gavett Memorial Scholarship may be awarded to any member in good standing of the Georgia Junior Classical League. This scholarship was designed to provide a delegate with a fully funded trip to the National Junior Classical League Convention. The criteria for this scholarship are service and dedication to the Junior Classical League, spirited involvement in the Junior Classical League, and financial need.

Section 3. Richard A. LaFleur Scholarship. The Richard A. LaFleur Scholarship is a \$500 scholarship awarded annually to help a current GJCL sponsor further his or her teaching skills through workshops, advanced degrees or summer study abroad. This scholarship will be given on the basis of an application administered by the Georgia Junior Classical League Scholarship Committee. The monies for this scholarship shall be derived from income in excess of expense in the current fiscal year.

Article 12: Oath of Office

The oath of office shall be administered by the outgoing President as follows:

A. For Incoming President (repeat):

I, _____, as Georgia Junior Classical League President, promise to uphold and carry out my duties as stated in the Georgia Junior Classical League Constitution and Bylaws. I further promise to carry out the recommendations of the State Chair, and to help promote the recommendations of the State Chair, and to help promote Latin and the Junior Classical League during my term of office.

B. For Other Incoming Student Officers (students say “I do” after this is read; administered by the newly-elected President):

Do you, _____, as Georgia Junior Classical League (office), promise to uphold and carry out your duties as stated in the Georgia Junior Classical League Constitution and Bylaws? Do you promise to carry out the recommendations of the State Chair and of the Georgia Junior Classical League President, and to help promote Latin and the Junior Classical League during your term of office?

Article 13: Running for National Junior Classical League Office

Any individual wishing to run as a candidate for National Junior Classical League office must obtain the permission of the Executive Board prior to notifying the National Junior Classical League Parliamentarian. This permission should be sought on or before May 15. Failure to follow this procedure will result in the Chair’s notifying the National Junior Classical League Executive Board of a default.

Article 14: In the Event of an Unfilled Office

The Parliamentarian must collect the contact information of the Nomination Committee delegates. A thorough and complete application specific to the unfilled office shall be drawn up by the Parliamentarian

for review by the State Chair and Assistant State Chairs. Upon approval by the State Chair and Assistant State Chairs, copies of the application shall be given to each of the Nomination committee delegates and the chapter sponsors. Prospective applicants must return to the State Chair and the Constitutional Advisor the application having been filled out in full within two (2) weeks of the day of receipt of the application. The State Chair and Assistant State Chairs shall then send copies of all the returned applications to the Nomination Committee delegates and chapter sponsors for voting. Each chapter shall then submit its first choice to the State Chair and Assistant State Chairs. A plurality is necessary for election; all ties shall be broken by a committee appointed by the State Chair and Assistant State Chairs. The Constitutional advisor shall notify the newly elected officer as quickly as possible.

Article 15: Distribution of Fall Forum Profits

The profits taken from Fall Forum shall be used first to provide funds for the Lillie B. Hamilton and Ralph H. Gavett scholarships, as delineated in Article 11 of the Bylaws. The remainder of the profits shall then be divided into two equal parts, one-half to go to the host school and the second half to be given to the Georgia Junior Classical League to be utilized at the discretion of the Executive Board under the authorities of the State Chair and Assistant State Chairs.

Article 16: Miscellaneous

Section 1. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Executive Board and committees having any of the authority of the Executive Board. The Corporation shall keep a record giving the names and addresses of the Board members.

Section 2. Fiscal Year. The Executive Board is authorized to fix the fiscal year of the Corporation and to change the same from time to time as it deems appropriate. Initially, the fiscal year of the Corporation shall begin on September 1 and expire on August 31.

Section 3. Internal Revenue Code. All references in these Bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

Section 4. Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these Bylaws shall be invalid or inoperative, then, in so far as is reasonable and possible:

- (a) The remainder of these Bylaws shall be considered valid and operative.
- (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

Section 5. Conflict of Interest. Any member of the Board, officer or agent who has a financial, personal or official interest in conflict, or an appearance of a conflict, with any matter pending before the Corporation of such a nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse himself and will vacate his seat and refrain from discussion and voting on said item.

Article 17: Tax-Exempt Status

The affairs of the Corporation at all times shall be conducted in such a manner as to assure its status as a “publicly supported” organization as defined in Section 509(a)(1) or Section 509(a)(2) or Section 509(a)(3) of the Internal Revenue Code, and so in other ways to qualify for exemption from tax pursuant to Section 501(c) (6) of the Internal Revenue Code.

Article 18: Termination and Liquidation

Upon the dissolution of the corporation and the winding up of its affairs, the assets and property of the Corporation not needed for the payment of its lawful debts and expenses shall be distributed, or its assets shall be sold and the proceeds distributed to, to one or more organizations selected by the Executive Board of the Corporation organized and operated exclusively for the same purposes for which the Corporation is organized and operating provided that any such recipient shall at that time qualify as exempt from taxation as described in I.R.C. Section 501(c)(6) or to the federal government or a state or local government, or an agency or instrumentality thereof, including a local public school, to be used in furtherance of a public policy.

In the event that upon dissolution of the Corporation the Executive Board members of the Corporation shall fail to act in the matter herein provided within a reasonable time, a court of competent jurisdiction in the county in which the principal office of the Corporation is located shall make such distribution as herein provided.