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The focus of Ruling the Later Roman Empire is the "expansion and imposition of a centralized bureaucracy" in the later Roman Empire of the fourth through the sixth centuries A.D. (7). The book approaches the subject from three angles: the perspective of the bureaucrat himself, the emperor's view, and the positions of other people who interacted with (or attempted to avoid) the imperial administration. The first part of the book, "The Bureaucrat's Tale", assembles a bureaucratic point of view from the sixth-century treatise On the Magistracies of the Roman State by John Lydus. The imperial and subject perspectives comprise the second part of the book, "Rulers and Ruled", drawing upon sources ranging from the law codes to the anecdotes of the Historia Augusta. The explication of these three facets makes a significant contribution to the cultural history of late Roman governance. Ruling the Later Roman Empire not only extends Fergus Millar's monumental Emperor in the Roman World into late antiquity, but it also strives to examine the transition to late Roman patterns of administration on its own terms. With this book, one can now discuss the late Roman bureaucracy free from the bias toward a supposedly superior administration of the first and second centuries.

The memoir / history of John Lydus provides the most personal avenue of access to the bureaucracy. Kelly's exposition of Lydus' world completes the portrait sketched in Michael Maas' John Lydus and the Roman Past by presenting John as "the prefect's man" (18). Through John's writings, the persona and mood of a late Roman bureaucrat emerge: the complex titulature and disdain for those outsiders who mangle it, the strategic cultivation of expertise and lobbying for its continued usefulness, and the tension between the competition for advancement and the collective advantage of departmental solidarity. John's loathing of certain high officials, especially the praetorian prefect John the Cappadocian, has tended to distort other histories of the bureaucracy, but Kelly's handling of the material keeps Lydus' agenda in mind. The demonization of John the Cappadocian inverts the model of the proper prefect, and his tenure thus appears as an affliction not only upon John Lydus, whose career advancement suffered, but upon the entire body of bureaucrats. By interweaving On the Magistracies of the Roman State with details of the late Roman bureaucracy, Ruling the Later Roman Empire effectively introduces the vicissitudes and vitriol of the men within the institutions.
The role of money in regulating access to the government is central to 
Kelly's characterization of the shift from the early imperial administration 
to the late Roman bureaucracy. The increasing use of schedules of fees 
for different administrative actions effectively limited the queues of 
petitioners to a manageable size, and the charges helped to pay official 
salaries by "transferring transaction costs directly to the consumers of 
bureaucratic services" (145). Kelly's analysis also probes the function 
of money payments as an imperially-imposed barrier between officials and 
those they governed. The close reading of several inscriptions from 
Timgad in Numidia reveals Roman officials as members of the municipal 
elite, intimately connected with local society through family members and 
land ownership. In such a context, the payment of fees could act as a 
sort of salve, "reducing friction between bureaucrats and those they 
governed" (157). Transactions in coin were more impersonal and 
immediate than the older pattern of administrative access through webs 
of contacts. The resulting competition between methods of clout and 
connections and money payments yielded a "more unsettled world of late 
antiquity" (185). Kelly's description of the purchasing of power should be 
seen in light of Jairus Banaji's transformative vision of the solidus and 
adaeratio in Agrarian Change in Late Antiquity. Taken together, Kelly's 
monetized bureaucracy and Banaji's vigorous economy illuminate a 
golden revolution in the later Empire.

The emperor has both a founding and confounding role in Kelly's 
bureaucratic model. While emperors like Constantine I established vast 
systems of officials, even designing Constantinople to accommodate its 
many bureaucratic functions, they also unpredictably intervened to 
preserve their autocratic independence. Entrenched bureaucrats often 
threatened to trap the emperor within customary procedures and 
ceremonies, leaving weaker rulers beholden to advisors they did not 
control. In response, many emperors spread periodic chaos in the 
bureaucracy through rapid turnovers of personnel and capriciously cruel 
punishments. With "organizing principles of irregularity and disruption",
the late Roman administration resembles that of recent dictatorships, 
with a plethora of ambiguous and competing ministries (208). Kelly's 
vivid portrait of the never-ending struggle between autocrat and 
bureaucrat should inform all subsequent studies of late Roman emperors 
and their officials.

Such a far-reaching book is necessarily a general one. For example, it 
makes few distinctions between the characteristics of Constantinian 
bureaucrats and Justinianic ones. Although Ruling the Later Roman 
Empire defines an important transition between earlier and later patterns 
of governance, the process involves no chronological agency. The 
craftsmanship of Diocletian and Constantine is absent from this book, and 
even Justinian receives little attention. Nor will a reader find the masses 
of charts that helpfully animated T.F. Carney's Bureaucracy in Traditional 
Society. Kelly's approach yields an impression of an almost timeless and 
amorphous administrative system, which is an advantage in assessing its 
culture, but not in explicating its specific components and effects.
Those omissions notwithstanding, this is an important and innovative work. Kelly's book does not obviate the need for more focused and schematic treatments of the administration, but it offers an insightful and expansive look at an essential part of the late Roman world. It considers late antique institutions without modern judgments about corruption or supposed totalitarian impulses too often attributed to the Dominate. Ruling the Later Roman Empire successfully incorporates the study of late Roman bureaucracy, from mundane fee schedules to Christian visions of angelic bureaucrats, into an understanding of everyday life in late antiquity.

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