

SOCIETY FOR GERMAN-AMERICAN STUDIES

BYLAWS

Article I. Name and Purpose

1. The name of the organization shall be the Society for German-American Studies.
2. The purpose of this Society shall be:
 - 2.1. To promote the scholarly study of the German element in the context of culture and society in the Americas.
 - 2.2. To produce, present, and publish research findings and educational materials.
 - 2.3. To assist researchers, teachers and students in pursuing their interests in German-American Studies.

Article II. Membership

1. Membership in the Society shall be open to all persons and organizations interested in German-American Studies.
2. Application for membership shall be made in a manner approved by the Executive Committee.
3. The Society affirms the tradition of academic freedom and will not interpret the exercise of free expression to constitute an act prejudicial to the Society. However, if the Executive Committee deems that any member of the Society is at any time guilty of an act which is prejudicial to the Society or to the purposes for which it was formed, such person shall be asked to submit a written explanation of such act within thirty

days. If the clarification is not acceptable to the Executive Committee, then at its discretion the membership may be terminated.

Article III. Officers

1. The officers of the Society shall be president, vice president, secretary, and treasurer, all of whom are members of the Society and are elected at the annual meeting of the members.
2. The term of office for members elected secretary or treasurer shall be for two years. A secretary or treasurer may not serve more than two consecutive terms.
3. The member elected as vice president will serve one two-year term and automatically assume the presidency for a single two-year term following the next regular election.
4. The duties of the officers are as follows:
 - 4.1. The president serves as the official spokesperson of the Society, chairs the Executive Committee, and presides over annual meetings.
 - 4.2. The vice president maintains the procedures of and coordinates the schedule for the annual symposia. The vice president presides when the president is not available.
 - 4.3. The secretary keeps a written record of the annual business meetings of the membership and all meetings of the Executive Committee. The secretary maintains the handbook of procedures and policies established by the Executive Committee and deposits all written records in the official repository of the Society as provided for in Article XIV.
 - 4.4. The treasurer keeps the financial records of the Society and prepares an annual budget.
5. The resignation of any officer shall be submitted in writing to the Executive Committee
6. If any vacancy should occur, the Executive Committee shall elect a member of the Society to fill such vacancy for the unexpired term.
7. No officer shall receive directly or indirectly any salary, compensation, or emolument from the Society. The Society may, however, pay compensation to employees or agents who are not members of the Society.

Article IV. Meetings

1. The Society shall hold an annual symposium which shall include the annual business meeting of the membership.
2. The Executive Committee shall meet at the symposium and any other time as may be required to conduct business.
3. A quorum at the annual business meeting of the Society shall consist of a majority of the members present.

Article V. Order of Business and Parliamentary Procedures

1. Robert's Rules of Order shall be the authority followed for parliamentary procedures at all meetings of the Society.
2. The order of business at any meeting of the members of the Society shall be as follows:
 - 2.1. Call to order
 - 2.2. Reading and approval of minutes of the last meeting
 - 2.3. Reports of officers
 - 2.4. Reports of committees
 - 2.5. Election of officers [in alternate years]
 - 2.6. Communications
 - 2.7. Old business
 - 2.8. New business
 - 2.9. Adjournment
3. The order of business at any meeting may be changed by a vote of a majority of the members present. A motion to change the order of business is not debatable.

Article VI. Dues and Finances

1. The annual dues of members are on a calendar-year basis, normally payable in advance by 31 January. Non-payment of dues will result in the cancellation of membership.

2. The amount of dues and assessments shall be set by the Executive Committee.
3. The fiscal year shall be from July through June.
4. The operating funds of the Society shall be deposited in a federally-insured financial institution.
 - 4.1. Operating expenses shall be disbursed according to the budget approved by the Executive Committee.
 - 4.2. Unbudgeted expenses shall be disbursed upon order of the president subject to review by the Executive Committee.
5. The investment funds of the Society shall be invested with one or more financial institutions by an investment advisor approved by the Executive Committee.
 - 5.1. Such funds may be disbursed only upon order of the Executive Committee.

Article VII. Nominations and Elections

1. Election of officers will be at a general business meeting of the membership.
2. All officers shall take office on 1 July of the year in which they are elected.

Article VIII. Committees

1. Standing Committees
 - 1.1. Executive Committee
 - 1.1.1. The Executive Committee consists of the four elected officers of the Society, the editor(s) of the *Newsletter*, the editor(s) of the *Yearbook*, the website manager, and the Membership Committee co-chairs.
 - 1.1.2. Except as otherwise required by law or provided for by these Bylaws, the entire control of the Society and its affairs and property shall be vested in its Executive Committee as trustees.
 - 1.1.3. The Executive Committee shall supervise the affairs of the Society and regulate its internal economy, approve expenditures and commitments, act for and carry out the established

policies of the Society, and report to the membership through the president at its annual meeting.

1.1.3.1. A majority of the members of the Committee shall constitute a quorum.

1.1.4. No organization shall serve as a member of the Executive Committee.

1.2. Membership Committee

1.2.1. The Membership Committee shall be co-chaired by an American and a European representative appointed by the Executive Committee.

1.2.2. The Membership Committee shall be responsible for maintaining the membership list, and working to maintain and increase membership in the Society.

1.3. Publications Committee

1.3.1. The Publications Committee shall be co-chaired by the principal editors of the Society and shall consist of all associate editors and the website manager.

1.3.2. The Publications Committee shall oversee the various publishing activities of the Society.

1.4. Nominations Committee

1.4.1. The Nominations Committee shall consist of the immediate past president of the Society, who will serve as chair, and two additional members appointed by the president.

1.4.2. The Nominations Committee shall solicit nominations and prepare a slate of candidates for officers and conduct the election of officers at the annual meeting.

1.4.2.1. Members of the Nominations Committee cannot be nominated for an office.

1.4.3. The Nominations Committee shall also solicit nominations for the annual Outstanding Achievement Award and report the results to the Executive Committee for consideration.

1.5. Publication Fund Committee

1.5.1. The **Karl J. R. Arndt Publication Fund** Committee consists of a chair and two additional members. The chair will normally be the editor of the Society's *Yearbook*. The two additional members, at least one of whom shall not be a current member of the Society's Executive Committee, are appointed by the president for a renewable two-year term.

1.6. Research Fund Committee

1.6.1. The **Albert Bernard Faust Research Fund** Committee consists of three members, one selected from the Society's Executive Committee and two selected from the membership at large. The president appoints all members for a renewable two-year term and designates the chair.

2. Ad Hoc Committees

2.1. Except as otherwise provided by these Bylaws, the president shall annually designate ad hoc committees and at the time of the appointment shall designate their membership and their chairpersons.

Article IX. Publications

1. The official publications of the Society are the *SGAS Newsletter* and the *Yearbook of German-American Studies*.
2. The principal editors of official SGAS publications as well as the website manager shall be appointed from the membership by the Executive Committee and serve at its discretion.
 - 2.1. The editor of the *Yearbook* will appoint members of the Society to serve as associate editors subject to review by the Executive Committee.
 - 2.2. The editor of the *Yearbook* will appoint members of the Society to serve on the Editorial Board of the *Yearbook* subject to review by the Executive Committee.
3. Contributors to SGAS publications/symposia shall be members of the Society.
4. Copyright in all publications of the Society is held by the Society for German-American Studies.

Article X. Indemnification

The Society as a Corporation shall indemnify any director or officer of the Society, or any former officer of the Society, to the extent indemnification is required or permitted by law. The expenses of any officer of the Society incurred in defending any action, suit or proceeding, civil or criminal, may be paid by the Society in advance of the final disposition of such action, suit or proceeding, at the discretion of the Executive Committee but only following compliance with all procedures set forth and subject to all limitations as provided by law.

Article XI. Conflict of Interest

A disclosure by the Executive Committee and officers is required if there is any conflict of interest so that an analysis can be undertaken to handle any identified conflict, examples of which include, but are not limited to existing or potential financial interests; any interest that might impair a member's independent, unbiased judgment; membership in any other organization where interests conflict.

Article XII. Executive Contracts and Other Documents

The Executive Committee shall establish policies and procedures with respect to the execution of instruments, deposits to and withdrawals from checking and other bank accounts, loans or borrowing by the Society. The Treasurer can sign all checks for budgeted items and for unbudgeted items as provided for in Article VI.

Article XIII. Amendment of Bylaws/Periodic Review

Subject to law and the Articles of Incorporation, the power to make, alter, amend or repeal all or any part of these Bylaws is vested in the Executive Committee.

Article XIV. Repository

The Archives and Rare Books Department, University Library, the University of Cincinnati is the official repository for all records of the Society.

Article XV. Dissolution

Upon dissolution of the Society, the Executive Committee shall, after paying or making provision for the payment of all of the liabilities of the Society, dispose of all of the assets of the Society exclusively for the purposes

of the Society in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law), as the Executive Committee shall determine.

Article XVI. Nondiscrimination

The services and activities of this Society shall at all times be administered and operated on a nondiscriminatory basis without regard to color, national origin, gender, religious preference, creed, age or physical impairment.

Approved: October 15, 2011
 New Orleans, LA

Karyl Rommelfanger
Secretary, Society for German-American Studies