



Articles

of the

**Europäische Gesellschaft für Amerikastudien
European Association for American Studies (EAAS)**

Article 1 Name and Seat

- (1) The name of the association is: Europäische Gesellschaft für Amerikastudien. The English translation is: European Association for American Studies (EAAS).
- (2) The seat of the association is in Lutherstadt Wittenberg, Germany.
- (3) It shall be entered into the Register of Associations and shall henceforth carry the addendum “e.V.” (registered association).
- (4) The business year is the calendar year.

Article 2 Purpose, Activities, and Non-Profit Status

- (1) The association is altruistic and is primarily a non-profit association. It exclusively and directly pursues non-profit objectives in accordance with the section “tax-advantaged purposes” stipulated in the German Tax Code.
- (2) The objectives and activities of the association are particularly focused on
 - encouraging the study of and research in all areas of American culture and society,
 - promoting cooperation and intercommunication between European scholars of American Studies,
 - contributing to the emergence and definition of specific European viewpoints on the society and culture of the United States,
 - promoting the integration of young academics and researchers in American Studies,
 - facilitating contacts and distributing relevant information among its members.

The association particularly achieves these aims through

- arranging regular biennial specialist conferences and symposia or regional conferences, should these be desirable,
 - publishing an electronic journal, a newsletter, books and other printed material,
 - assisting with travel and research arrangements for European scholars in the USA and within Europe,
 - developing links with other associations concerned with American Studies,
 - maintaining an archive of its activities, the contents of which are available for research purposes.
- (4) The objectives of the European Association for American Studies are exclusively directed at the propagation and extension of knowledge about the United States of America. The association endorses no political agenda and is not liable for the opinions of its members. It encourages an exchange of ideas and endeavors to assure fair representation of diverse opinions and intellectual activities.
- (5) The association's funds may only be used for the purposes stipulated in Article 2. Members have no legal entitlement to receive payments from the association's funds. No person may benefit from payouts for purposes other than the objectives of the association or through any unreasonably high payment.

Article 3

Constituent, Affiliate, and Individual Membership

- (1) All national or joint-national American Studies Associations in Europe may receive membership in the EAAS. The term "Europe" is determined by the Board meeting in accordance with common geographical, linguistic and political definitions. The rights and duties of full membership as described in the EAAS Articles apply only to such associations.
- (2) Affiliate membership of the EAAS is open to national or joint-national American Studies Associations in Europe or elsewhere. Such associations will not be represented on the EAAS Board. They will not have the right to vote, nor will their members have the right to participate in the Board meeting other than as observers. Only associated European associations may become full members of the EAAS.
- (3) Applications for constituent or affiliate membership are to be submitted to the Board in writing. Acceptance shall be determined by a two-third majority decision of the Board. Membership is subject to the unconditional acknowledgment of these articles on the part of the applicant.
- (4) Constituent and affiliate membership shall be effective upon the issue and signature of these articles.

- (5) Only scholars from countries where no associations with constituent or affiliate membership to the EAAS exist may secure an affiliate membership on an individual basis. Applications are to be directed to the Secretary General. Acceptance is subject to a two-thirds Board majority.

Article 4 Members' Rights

Each member representing a national or joint-national association on the EAAS Board has the right to

- participate in the activities of the association,
- participate in events held by the association,
- to use all facilities belonging to the association.

Article 5 Members' Duties

Each member shall pay an annual membership fee, to be stipulated by the Board. The calculation of the total fee for national and joint-national member associations is based on the number of registered active scholars in the relevant association at the beginning of the calendar year.

Article 6 Termination of Membership

- (1) Membership shall be dissolved by way of voluntary withdrawal or exclusion from the association.
- (2) Notice of voluntary withdrawal must be communicated to the Officers by the 3rd working day of the second half-year at the latest. This shall be effective as of 31st December of the corresponding year.
- (3) Exclusion occurs on the resolution of the Board. The approval of at least two-thirds of Board members is required. The resolution shall be issued to the party concerned in writing and shall stipulate the grounds for exclusion. The member shall be heard prior to a resolution being passed.
- (4) A member may especially be excluded if it fails to pay the annual fee within three months of a reminder being issued by the Treasurer.
- (5) On loss of membership, all rights acquired in the association, and particularly the right to participate as a voting member of the Board or as an Officer shall also be lost.

Article 7 Governing Body

The association is governed by

- the Board,
- the Officers.

Article 8 The Board

- (1) The board consists of delegates of the national and joint-national associations.
- (2) The Board's duties are
 - the amendment of these Articles,
 - the enactment of additional rules of procedure,
 - the election of Officers for a term of 4 years, whereby two of the four Officers shall be newly elected every 2 years,
 - the deposition of officers,
 - the appointment of the auditors,
 - to receive the officers' business report,
 - to receive the balance statement from the auditors,
 - to pass resolution on the budget proposal,
 - to discharge the officers,
 - to adopt new members,
 - the exclusion of members.
- (3) Each national or joint-national member association shall appoint a representative for a maximum period of two consecutive mandates, to participate at the annual Board meeting. A proxy may be sent.
- (4) Each full member has one seat and one vote at the annual Board meeting. The right to vote is not transferable. Abstentions and invalid votes apply as dissenting votes. In the event of an impasse, the President shall have the right to cast two votes. On the grounds of the prohibited division of votes, the second vote shall automatically be added to the vote initially cast by the President.
- (5) The Board meeting shall be held at least once annually. Each Board meeting shall be announced in writing (by post or through means of an e-mailed PDF document), giving at least two weeks notice and including notification of the agenda. Extraordinary meetings may be called upon by the Officers at the request of any individual Board member, insofar as at least one third of the members approve the calling of the meeting in writing. If the interests of the association should so require, an extraordinary Board meeting may be called by the Officers.

- (6) Board meeting is quorate upon two thirds of the members entitled to vote attending. Unless otherwise regulated in another part of these Articles, a simple majority of present members entitled to vote shall be decisive when passing resolutions.
- (7) The Board meeting passes decisions, to which the Officers are bound. The Officers are accountable for the implementation of all such decisions.
- (8) The Board meeting determines the academic content of the biennial conferences, where required also upon consultation with the relevant local organizers.
- (9) The Board has the right to create advisory panels chaired by members.
- (10) The Board shall select a three-headed nomination committee, which shall in a timely manner, prior to the election date, issue recommendations for appointments to Officer positions. The members of the nomination committee are also permitted to stand for a position as an Officer.
- (11) The Board may commission the Officers to assign the implementation of resolutions passed during the Board meeting to individual members of the association.
- (12) The annual Board meeting may only deliberate on topics stipulated on the agenda. Applications of urgency, which do not cause an amendment to these Articles, may be added as topics to the agenda, outside the aforementioned period of notice. In such cases, the members shall be informed of the additional item to the agenda either by post or a PDF document sent by e-mail. Resolutions may only be passed on agenda items announced outside the period of notice if all members are present at the meeting and at least implicitly waive the requirement for timely announcement.
- (13) Minutes of the Board meeting and any resolutions passed shall be recorded, and signed by the President and the Secretary General. The minutes shall be stored in the association's archives.

Article 9

The Officers

- (1) The Board has 4 officers,
 - the President,
 - the Vice President,
 - the Treasurer,
 - the Secretary General.
- (2) The majority principle shall apply to executive resolutions. In the event of an impasse the President shall receive double voting rights. In an impasse situation, the President's second vote shall be automatically added to the vote initially cast. The right of representation in and outside court lies with the President.

- (3) The Officers act on a voluntary basis. Traveling expenses and other costs incurred by the Officers in pursuance of their duties shall be reimbursed by the Treasurer on presentation of the original receipts.
- (4) The mandate of the Officers shall be 4 years. Only delegates of the national and joint-national associations represented in the Board may be elected.
- (5) A meeting to formalize the handover of duties from outgoing officers to incoming officers shall be held no later than June 30 following the Board meeting at which the new Officers were elected.
- (6) In the event that an Officer of the association loses his or her delegate status prior to the term of office expiring, it shall be at the discretion of the Board to authorize that Officer to complete the term of office. The Officer shall however no longer be entitled to vote. An exception is the President, who shall under such circumstances retain the right to resolve an impasse by means of a casting vote. In order to preserve continuity, the Board shall make provisions to ensure that not all terms of office expire simultaneously.
- (7) In the event of the President becoming unable to serve on grounds of illness, the Vice-President shall assume the position of President ad interim until such time as the President is able to resume his duties. If the President is permanently hindered from further exercising his or her mandate on grounds of death, illness or dismissal, the Vice-President shall initially assume the President's duties. However a new President is to be elected by the Board at its next meeting, who shall perform the President's duties until the end of the mandate. Following the expiry of the absent President's mandate, a new President shall be regularly appointed under the terms of Article 8 (2) of these Articles.
- (8) In the event of a gross dereliction of duty, Officers may be relieved of their positions. A two-thirds majority of all members entitled to vote is required in this case. Approval can be obtained in an extraordinary Board Meeting. If one of the other Officers can no longer perform his or her mandate on grounds of death, illness or dismissal, a new Officer shall be promptly elected at an extraordinary Board Meeting, who shall perform the duties of the absent Officer until the conclusion of the absent Officer's mandate. Following the expiry of this mandate, a new Officer shall be elected to a regular mandate under the terms of Article 8 (2) of these Articles.
- (9) In urgent cases, the President may conduct a vote via post. Such a vote is valid, if all members declare their approval of this procedure in writing with the signature of their delegate on the original ballot returned by post.
- (10) The Officers' duties are
 - to conduct the association's affairs, between the Board meetings,
 - to prepare, call and conduct the Board meetings,

- to implement the resolutions passed by the Board,
 - to inform members,
 - the implementation of the organization and content of conferences and events upon consultation with the local organizers,
 - to represent the association vis-à-vis other institutions and the media.
- (12) Each Officer can retire early from office. Without effective grounds, this is only permitted in compliance to a term of three months notice, commencing on the notification of the other Officers. Effective grounds are deemed given, if facts exist, which after weighing the interests of the Officer and the Association, provide the conclusion that it would be unreasonable for the Officer to perform his or her duties until the regular end of the mandate or the end of the notice period. The grounds for retirement are to be communicated to the remaining Officers in all cases and upon request to members.

Article 10

The General Meeting

- (1) A General Meeting shall be held during each biennial conference, at which members of national and joint-national associations are entitled to put questions to the Officers and Board members. If the members present of national and joint-national associations should pass resolutions, the officers are obligated to consider these and issue a report in the event of implementation. Minutes shall be recorded of the General Meeting and entered into the EAAS archives.
- (2) The members of the national and joint-national associations represented in the association have the right to put questions to the Officers or individual members of the Board.

Article 11

Liability

The association is liable for its debts with its own assets. Personal liability of members, both corporate and individual, is excluded. Officers are not personally liable for debts incurred on the part of the association. An exception to this is in the event of misconduct or fraud. In such a case, the criminal legislation of the relevant country shall apply.

Article 12

Donations, Legacies, Funds, etc.

The association may accept gifts, bequests, and legacies to promote and facilitate its objectives and may establish special endowments or funds.

Article 13
Amendments to the Articles

These articles may be amended subject to a three-quarter majority of the Board members present. Members of the Board must be informed about proposed amendments at least six weeks prior to the meeting at which they are to be considered. Article 9 (9) of these Articles remains unaffected hereby.

Article 14
Accounting

- (1) The membership fees determined by the Board are to be paid within the first quarter of each calendar year.
- (2) The auditors appointed by the Board shall audit the cash management and the accounts of the association at least once annually. They will see to it that the principles of economic management are being complied with and that expenses are within the scope of the planned budget. A written report of each audit shall be issued and submitted to the Officers. The result shall be presented to the Board.

Article 15
Mediation Committee

- (1) The association shall form a mediation committee. Objections against measures issued by the association, particularly exclusion from the association, may be submitted to the mediation committee.
- (2) Objection has a suspensive effect.

Article 16
Amendment of Purpose, Liquidation

- (1) A change in the purpose of the association or its dissolution may only be resolved in a Board meeting called for this purpose, in which the approval of all members is required.
- (2) Liquidation shall be performed by the acting Officers, unless the Board with a two-thirds majority of the members present decides to appoint a liquidator.
- (3) When the association is liquidated or if the purposes justifying tax relief no longer apply, its assets will fall to the Leucorea Foundation, a public law foundation ("rechtsfähige Stiftung des öffentlichen Rechts") at Martin Luther University Halle-Wittenberg, which shall be required to use them directly and exclusively for non-profit purposes in conformity with Article 2 (3) of the EAAS Articles, specifically by supporting study and research in all areas of American culture and society and by

promoting the integration of young European academics in American Studies through research and travel grants.

Article 17
Changeover and Final Provisions

- (1) In accordance with Article 8 (2) and Article 9 (6) pursuant to which, in the interest of continuity, two of the four Officers shall be newly elected every two years, in order to avoid the Officers' terms of office simultaneously expiring; the terms of office for all Officers will be four years, and elections for Officers will be scheduled as follows:
 - President 2012, and at four-yearly intervals thereafter;
 - Vice President 2014, and at four-yearly intervals thereafter;
 - Treasurer 2012, and at four-yearly intervals thereafter;
 - Secretary-General 2014, and at four-yearly intervals thereafter.
- (2) The Officers shall have the right to make amendments of an editorial nature and to implement them independently.
- (3) The above Articles were passed on April 3rd, 2009 in Zurich, Switzerland, amended on 9th April 2011 in Rome, Italy, and further amended after a postal ballot that was completed on 16th January 2012.