



**American Association of Teachers of German**

**CONSTITUTION**

**AND**

**BY-LAWS**

*Amended March 2017*



American Association of Teachers of German, Inc. (AATG)

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CONSTITUTION .....	1
I.    NAME .....	1
II.   PURPOSE .....	1
III.  MEMBERSHIP .....	1
IV.   OFFICERS .....	2
V.    THE EXECUTIVE DIRECTOR .....	3
VI.   ADMINISTRATION .....	4
VII.  MEETINGS.....	5
VIII. AMENDMENTS .....	5
IX.   LEGAL CONTRACTS.....	6
X.    DISSOLUTION OF THE ASSOCIATION.....	6
BY-LAWS .....	7
I.    MEMBERSHIP .....	7
II.   ELECTIONS.....	7
III.  CHAPTERS .....	9
IV.   REMUNERATION FOR SERVICE .....	10
V.    ESTABLISHMENT OF COMMITTEES OR SPECIAL PROJECTS .....	11
VI.   AMENDMENT OF BY-LAWS .....	11

# CONSTITUTION

## I. NAME

The name of the organization, hereinafter referred to as the Association, shall be American Association of Teachers of German, Inc., as registered under the laws of the State of New York.

## II. PURPOSE

The purpose of the Association shall be to advance and improve the teaching of the language, literatures and cultures of the German-speaking countries by providing its members with educational and professional services; publishing an official journal or journals; encouraging, supporting, and conducting research in the field of German studies; informing the general public of its activities; and cooperating with other professional organizations.

## III. MEMBERSHIP

1. Any current or former teacher and anyone interested in the teaching of German may become a regular member of the Association upon payment of the annual dues.
2. Full-time graduate and undergraduate students may become student members upon payment of the annual dues for student membership. No one may remain a student member who is no longer a full-time student, and in no case may anyone be a student member for more than a total of six years. For the purpose of membership, Teaching Assistants are defined as full-time students.
3. Any teacher who has been a regular long-standing member of the Association preceding the time of retirement may become an Emeritus Member.
4. Honorary Membership and Honorary Fellowship in the Association may be conferred, upon recommendation of the Executive Council, by a majority of the members present and voting at the annual Business Meeting of the Association.

5. The payment of annual dues, as established in the By-laws, shall entitle a member to receive access to both journals online. Members who wish a paper copy of *The German Quarterly* will pay a fee.

## IV. OFFICERS

1. The officers of the Association shall be the President, the Vice-President, and the Treasurer. No person may hold more than one of these offices at a given time.
2. Every second year, the members shall elect a Vice-President in the manner specified in the By-Laws. Two years later, the Vice-President shall assume the office of President. Candidates for the office of Vice-President shall be chosen alternately from the primary or secondary school level and the college or university level.
3. The President.
  - A. The President is responsible for the general conduct of the Association. At the President's discretion, the Executive Director may be instructed to carry out any of the President's administrative duties. The President shall preside at all meetings of the Association, the Executive Council, and the Steering Committee.
  - B. The President is empowered to appoint committees and their members to fulfill the aims and carry out the programs of the Association. All such appointments are subject to the advice and consent of the Executive Council.
4. The Vice-President.
  - A. The Vice-President may represent the President upon any occasion at the President's request.
  - B. The Vice-President shall serve as Acting President in the event that the President is unable for any reason to fulfill the duties of the office or to continue in office.
5. The Treasurer.
  - A. The Treasurer shall be appointed by the Executive Council for a period of three years. The Treasurer may not serve for more than two consecutive terms.
  - B. The Treasurer shall have the responsibility of overseeing all financial records of the Association.

- C. The Treasurer shall have the responsibility of examining the financial records of the Association, which shall be audited annually by a Certified Public Accountant. The Treasurer shall submit a report on the financial status of the Association and the auditor's report to the Executive Council at least once a year. These reports shall be published by the Association.
- D. Subject to the approval of the Executive Council, the Treasurer may appoint assistants to carry out specific duties.
- E. At the Annual Business Meeting, the Treasurer shall report to the membership on the financial status of the Association.
- F. Each year, the Treasurer shall be responsible for the preparation of a budget for the ensuing fiscal year and shall present it to the Executive Council for discussion and approval or amendment.

## V. THE EXECUTIVE DIRECTOR

1. The position of Executive Director shall be held by a person who has demonstrated an active interest in the aims of the Association.
2. The Executive Director shall be chosen by the Executive Council and shall hold office for such terms and under such conditions as the Council may specify.
3. The Executive Director shall be a member of the Executive Council and the Steering Committee, but shall not have a vote on either body, nor hold any elective office in the Association.
4. The Executive Director shall keep informed, and shall inform the members, about opportunities for advancing the Association, report at regular intervals to the Executive Council and the Steering Committee, and may propose programs and projects to the Executive Council for possible implementation. Such programs and projects may be proposed by the Executive Director or by other members of the Association.
5. The Executive Director shall be responsible for coordinating all efforts to raise funds for the Association.
6. In consultation with the President and the Annual Meeting Co-Chairs, the Executive Director shall help prepare the program for the annual meeting.

7. The Executive Director shall receive and tabulate the annual election ballots and report the results of the tabulation to the Executive Council.
8. The Executive Director shall be responsible for preparing, maintaining, and publishing the list of Chapter officers.
9. The Executive Director shall be responsible for the publication of the Chapter Reports.
10. The Executive Director shall publish in an official publication of the Association a summary of the minutes of the Executive Council and Steering Committee meetings, the annual meeting of the Association, and such meetings associated with it as shall be designated for publication by the Executive Council. Official full minutes of all such meetings shall be kept on file by the Executive Director.
11. The Executive Director shall be the custodian of all records of both past and current activities of the Association.

## VI. ADMINISTRATION

1. The Board of Directors of the Association, which shall be known as the Executive Council, is the policy-making body of the Association.
2. The Executive Council shall consist of the President, the Vice-President, the Treasurer, the Presiding Officer of the Assembly of Chapter Presidents, and six Representatives, of whom two shall be elected each year for a term of three years and who shall not be eligible for reelection for the immediately succeeding term.
3. The Executive Director shall be a member of the Executive Council but shall have no vote on it.
4. The regular meeting of the Executive Council shall be held in conjunction with the annual meeting of the Association. Additional meetings may be called by the President or upon request of at least three members of the Council. A quorum of six members shall be necessary in order to conduct official business at any meeting of the Executive Council.
5. For the purpose of conducting business between meetings of the Executive Council, the President shall appoint no more than four members of the Executive Council, including the Treasurer, to act as a Steering Committee. The Executive Director shall

be a member of the Committee, but shall have no vote on it. The Steering Committee shall make a report of its proceeding to all members of the Executive Council. All policy decisions of the Steering Committee are subject to ratification by the Executive Council.

6. A report summarizing the proceedings of the Executive Council shall be presented at the annual Business Meeting as part of the President's report.
7. The editors of all official publications of the Association shall present a report to the Executive Council at the time of the annual meeting of the Association.
8. The President shall annually appoint a member of the Executive Council to act as Secretary. The Secretary shall keep the minutes of all Business and General Meetings of the Association, the Executive Council, the Steering Committee, and any other meetings. In the event that the Secretary is prevented from attending any such meeting, the President shall designate someone to take the minutes.

## VII. MEETINGS

1. The Association shall hold an Annual Meeting at such time and place as the Executive Council may select. The members present at any session of the Annual Meeting shall constitute a quorum.
2. The annual Business Meeting of the Association and all meetings of the Executive Council shall be conducted in accordance with the latest edition of Robert's rules of order.

## VIII. AMENDMENTS

1. This Constitution may be amended, or a new Constitution may be adopted, by a majority of votes received in a ballot submitted to all members of the Association.
2. Amendments to the Constitution or a new Constitution may be proposed by the Executive Council or by a group of thirty-five or more members. If the proposed changes are initiated by such a group of members, a notice of the proposed changes must be sent to the Council not later than four months before the date on which the proposed changes are to be published.

3. At least one month prior to the time at which action is to be taken, the Executive Director shall publish the text of any proposed amendment or a proposed new Constitution, together with a report of the Executive Council's recommendation.
4. Separate ballots for voting on any proposed amendment or on a new Constitution shall be sent to all members of the Association. The Executive Council shall designate a date by which all ballots must be received, and the ballots shall advise the members of said date. The Executive Director shall receive and tabulate the ballots and report the results to the Executive Council. The results shall also be published at the earliest feasible time in an official publication of the Association.

## IX. LEGAL CONTRACTS

The right to enter into legal contracts for the Association or any of its constituent parts is vested solely in the Executive Council. The Council may delegate this authority to the Executive Director and to specifically designated officers of the Association.

## X. DISSOLUTION OF THE ASSOCIATION

The Association may be dissolved only at a special meeting called for that purpose, and in the manner described by the laws of the State of New York. Subject to compliance with the applicable provisions of such laws, upon any such dissolution of the Association, no member shall be entitled to any distribution or diversion of its remaining property or its proceeds and the balance of all money or other property received by the Association from any source including its operations, after the payment of all debts and obligations of the Association of whatsoever kind and nature, shall be used or distributed, subject to the order of the Supreme Court of the State of New York as provided by law exclusively for purposes within those set forth in Article II of this Constitution and within the intentment of Section 501 (c) (3) of the Internal Revenue Code of 1954 26 U.S.C.A., Section 501(c) (3) as the same may be amended from time to time.

*Amended and adopted, August 2012.*

# BY-LAWS

## I. MEMBERSHIP

1. Membership of any member of the Association whose behavior jeopardizes the best interests of the Association may be suspended or terminated by the Executive Council at a meeting called for that purpose after an appropriate hearing.
2. Any member may resign at any time, but such resignation shall not give any right to rebate for dues paid, or any right to a prorated or other share of the assets of the Association. All resignations shall be made in writing to the Executive Director.
3. Any member, or any person eligible for membership, may become a life member, exempt from the payment of further dues, by a single payment of life member dues as set by the Executive Council.
4. Honorary Members and Honorary Fellows are exempt from the payment of dues and are entitled to receive publications of the Association without charge.
5. The Executive Council may approve joint memberships with other language associations.
6. Any change in the annual membership dues shall be set by the Executive Council and ratified by the membership at an Annual Business Meeting of the Association.
7. Chapters shall receive dues reimbursements of 10% of the submitted dues, not to exceed \$8.00, for each Chapter member.
8. Persons whose membership is not renewed within 30 days of their renewal date receive no further membership benefits.

## II. ELECTIONS

1. In order to fill elective offices which shall become vacant at the end of the year, an election shall be held each year at a time specified by the Executive Council. The newly elected officers and representatives shall take office on January 1 of the following year.

2. Each year the President shall appoint a committee of five members, not officers of the Association or members of the Executive Council, to present nominations for candidates. One member of this Committee, but not more than one, shall have been a member of the Nominating Committee of the previous year.
3. There shall be two nominees for each office. All candidates for office must have been members of the Association for at least the two years prior to their nomination. No current member of the Executive Council shall be eligible for nomination to an elective office.
4. Prior to each election, the Executive Director shall prepare a statement listing the positions which will be vacant, the requirements for each position, criteria for the selection of candidates, and the manner in which recommendations for nominations should be directed to the attention of the Nominating Committee. This statement shall be published at least six months prior to the election.
5. The Nominating Committee shall carefully consider each candidate's standing in the profession and participation in the activities of the Association at either the chapter or the national level. The Nominating Committee may also establish additional criteria, subject to the approval of the Executive Council.
6. The Nominating Committee shall give due consideration to regional and institutional representation by including the following procedures in seeking candidates for the six (6) Regional Representatives to the Executive Council:
  - A. Candidates in a given contest for position of Representative shall be from the same institutional level.
  - B. Each year, a pre-collegiate level Representative shall be elected from one region and a post-secondary Representative from another. In successive years, elections shall be held in the following pairs of regions: Northeast and Midwest, Southeast and Northwest, Central and Southwest.
  - C. In successive elections within each region, candidates shall alternate between pre-collegiate and post-secondary levels.
  - D. The Executive Council shall define the boundaries of each Region.
7. The biography of each candidate shall be distributed to all members together with the ballot. Candidates shall be responsible for supplying the biographical data to the Executive Director, who shall prepare the copy for distribution.

8. Elections shall be held by secret ballot, distributed to all voting members of the Association at least one month prior to the vote count. Blank spaces shall be provided for additional names of candidates for all offices. In order to be tabulated, ballots must be received by the Executive Director no later than the date specified by the Executive Council. This date shall be indicated on the ballots.
9. In the event of a tied vote for any position, the winner shall be decided by a simple majority vote of the Executive Council.
10. If a vacancy should occur during the course of the year in any position on the Executive Council other than that of President or Vice-President, the President, subject to the approval of the Executive Council, shall appoint a member of the Association representing the same region and level of instruction to fill the vacancy until the next regular election.
11. Members of the Executive Council shall be available for all meetings of the Council. The Executive Council may declare vacant the office of any Council member who has not attended two consecutive meetings of the Council.
12. In the event that the Vice-President is unable for any reason to continue in office, a special election shall be held at the earliest feasible time to elect a new Vice-President who shall serve out the remainder of the term and subsequently assume the office of President as specified under Articles IV.2. and IV.4. of the Constitution.
13. Any member of the Executive Council may be removed for cause from office by the affirmative vote of at least two-thirds (2/3) of all remaining members of the Executive Council.

### III. CHAPTERS

1. Chapters may be organized by twenty or more members, upon approval by the Executive Council. The constitution of such chapters shall be in agreement with the principles of the Constitution of the Association and must be approved by the Executive Council.
2. Any chapter may level an assessment on its members beyond the national dues, subject to approval by the Executive Council. All Chapter members must also be members of the Association.
3. All Chapter members must be members of the Association.

4. All Chapters must annually remit a copy of the minutes of the business proceedings of the Chapter and the report of the Chapter treasurer.
5. If a Chapter becomes inactive, ceases to perform properly its functions, or conducts its affairs in such a manner as to jeopardize the best interests of the Association, the Executive Council may dissolve or suspend the Chapter and its activities after an appropriate hearing, and may stipulate the measure, if any, which shall be taken by such Chapter for its reinstatement. Any remaining assets of the Chapter shall be turned over to the Association.
6. Chapter Presidents may serve no longer than six consecutive years.
7. The presidents of the Chapters shall form an Assembly of Chapter Presidents to coordinate the aims and purposes of the chapters and those of the Association. The Assembly shall meet annually in conjunction with the Annual Meeting of the Association.
8. The Assembly shall elect a Presiding Officer from among its members to serve a three-year term, during which that Presiding Officer shall be a member of the Executive Council.
9. Every third year, the Nominating Committee, as defined in Section II, shall present at least two candidates for Presiding Officer of the Assembly of Chapter Presidents. In successive elections for Presiding Officer, candidates shall alternate between precollegiate and post-secondary levels.
10. Elections for the Presiding Officer shall be held by secret ballot, distributed to all Chapter presidents. A biography of each candidate shall be distributed with the ballot at least one month prior to the vote count. Candidates shall be responsible for supplying biographical data to the Executive Director, who shall prepare the copy for distribution. In order to be tabulated, ballots must be received by the Executive Director no later than the date specified by the Executive Council. This date shall be indicated on the ballot.

#### **IV. REMUNERATION FOR SERVICE**

1. All Officers of the Association shall serve without pay. Officers, members of the Executive Council, Project Directors, Committee Chairpersons, Editors of official journals of the Association, or other designates may receive reimbursement for such

expenses as they may incur in the execution of their duties. Such expenditures shall be authorized by the Executive Council and are subject to audit.

2. The Executive Director shall receive a salary for services rendered to the Association. This salary shall be determined by the Executive Council.
3. No member of the Executive Council or officer of any Chapter shall receive any honorarium other than reimbursement of expenses for services rendered at any meeting of the Association or any of its chapters, without special consent of the Executive Council.

## V. ESTABLISHMENT OF COMMITTEES OR SPECIAL PROJECTS

1. Committees or special projects may from time to time be established by the Executive Council for the purpose of fulfilling the aims of the Association. The Executive Director shall be an ex officio member of all committees of the Association. Upon establishment of such a committee or project, the President shall appoint members of the committee or project, subject to the advice and consent of the Executive Council.
2. All committees and projects of the Association are under the authority of the Executive Council, to which they shall report regularly. No person shall be appointed by any committee or project for a term of more than three years, nor be reappointed for more than one consecutive additional term, without special approval by the Executive Council.

## VI. AMENDMENT OF BY-LAWS

These By-Laws may be amended or new By-Laws adopted by a two-thirds vote of the Executive Council, after notice of such proposed amendment has been given to the Membership.

*By-Laws amended March 2017.*