



**AMERICAN ASSOCIATION  
OF TEACHERS OF GERMAN**

**CONSTITUTION**

**AND**

**BY-LAWS**

*Amended 2019*

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

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# 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 individual interested in the teaching of German may become a regular member of the Association upon payment of the annual dues.
2. The Board of Directors may establish different types of membership in the Association, determine the fee for each, and designate the benefits included in that membership fee.
3. Honorary Membership and Honorary Fellowship in the Association may be conferred, upon recommendation of the Board of Directors, by a majority of the members present and voting at the annual Business Meeting of the Association.

## IV. OFFICERS

1. The officers of the Association shall be the President, the Vice President, the Immediate Past 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. The Vice President shall serve for two years beginning January 1 of the year following election. Two years later, the Vice President shall assume the office of President and serve for two years as President followed by a two year term as Immediate Past 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 shall be a voting member of the Board of Directors and shall have such powers and perform such duties as pertain to the office of President, and such other powers and duties as may be required by law, by these Bylaws, or may be prescribed from time to time by the Board of Directors.
  - B. The President shall preside at all meetings of the Association, the Board of Directors, and the Steering Committee.
  - C. 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 Board of Directors.
4. The Vice President.
  - A. The Vice President shall be a voting member of the Board of Directors and shall perform such duties as the President or the Board of Directors may assign.
  - 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 Immediate Past President.
  - A. The Past President shall be a voting member of the Board of Directors and shall perform such duties as the President or the Board of Directors may assign.
6. The Treasurer.
  - A. The Treasurer shall be appointed by the Board of Directors for a period of three years and shall be a voting member of the Board of Directors. 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, 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 Board of Directors at least once a year. These reports shall be published by the Association.

- C. The Treasurer shall be responsible for the preparation of an annual budget for the ensuing fiscal year and shall present it to the Board of Directors for discussion and approval or amendment.
- D. At the Annual Business Meeting, the Treasurer shall report to the membership on the financial status of the Association.

## V. THE EXECUTIVE DIRECTOR

1. The Executive Director shall be appointed by the Board of Directors and shall hold office for such terms and under such conditions as the Board of Directors may specify.
2. The Executive Director shall be the chief executive and operating officer of the Association and shall exercise general supervision over day-to-day affairs. The Executive Director shall endeavor to carry out the policies formulated by the Association, the Board of Directors, and the Steering Committee.
3. The Executive Director shall keep a record of the proceedings of all business meetings of the Association, the Board of Directors, and the Steering Committee, and shall be the official custodian of all such records.
4. The Executive Director shall maintain the financial records of the Association in cooperation with the Treasurer.
5. The Executive Director shall be a member of the Board of Directors and the Steering Committee, but shall not have a vote on either body, nor hold any elective office in the Association.

## VI. BOARD OF DIRECTORS

1. The Board of Directors of the Association is the policy-making body of the Association.
2. The voting members of the Board of Directors shall be the President, the Vice President, the Immediate Past President, the Treasurer, 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 nonvoting member of the Board of Directors.
4. The regular meeting of the Board of Directors 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 Board of Directors. Notice of any meeting of the Board other than regular meetings shall be given to each member of the Board at least fifteen days prior to the date set for such meeting. A quorum of six members shall be necessary in order to conduct official business at any meeting of the Board of Directors.
5. Voting action by the members of the Board of Directors shall be taken in person, by teleconference, by electronic mail, or by other means deemed appropriate by the Board of Directors.
6. The President shall annually appoint a member of the Board of Directors to act as Secretary. The Secretary shall keep the minutes of all meetings of the Association, the Board of Directors, 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.
7. The Steering Committee of the Board of Directors shall consist of the President as chair; the Vice President, the Immediate Past President, the Treasurer, the Secretary and, as a nonvoting member, the Executive Director. The Steering Committee shall act for the Board of Directors when the Board is not in session and shall report actions taken as a committee to the Board. It shall also act in an advisory capacity to the President.
8. A report summarizing the proceedings of the Board of Directors shall be presented at the annual Business Meeting as part of the President's report.
9. The editors of all official publications of the Association shall present a report to the Board of Directors at the Annual Meeting of the Association.
10. If a vacancy should occur during the course of the year in any position on the Board of Directors other than that of President or Vice President, the President, subject to the approval of the Board, 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. 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 Article IV of the Constitution.
12. Members of the Board of Directors shall be available for all meetings of the board. The Board of Directors may declare vacant the office of any member who has not attended two consecutive meetings of the Board of Directors.
13. Any member of the Board of Directors may be removed for cause from office by the affirmative vote of at least two-thirds (2/3) of all remaining members of the Board of Directors.

## VII. MEETINGS

1. The Association shall hold an Annual Business Meeting at such time and place as the Board of Directors 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 Board of Directors shall be conducted in accordance with the current edition of *Robert's Rules of Order Newly Revised*.

## 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 Board of Directors 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 Board of Directors 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 Board of Director's recommendation.
4. Ballots for voting on any proposed amendment or on a new Constitution shall be sent to all members of the Association. The Board of Directors 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 Board of Directors. 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 Board of Directors. The Board of Directors 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 intendment 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, February 2019.*

# BY-LAWS

## I. MEMBERSHIP

1. Honorary Members and Honorary Fellows are exempt from the payment of membership fees.
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. The Board of Directors, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member.
4. Chapters shall receive annual dues reimbursements of 10% of the submitted dues for each Chapter member.

## II. ELECTIONS

1. An election shall be held each year at a time specified by the Board of Directors. The newly elected officers and representatives shall take office on January 1 of the following year.
2. 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.
3. 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 Board of Directors:
  - A. 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.

- B. In successive elections within each region, candidates shall alternate between pre-collegiate and post-secondary levels.
  - C. The Board of Directors shall define the boundaries of each Region.
4. There shall be at least 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. The selected nominations shall be provided to the Executive Director, who shall present the slate to the Board of Directors for approval. The Executive Director shall then prepare and distribute the ballot for election.
  5. Elections shall be held by secret ballot, distributed to all voting members of the Association by either paper or electronic ballot at least one month prior to the vote count. The ballot shall include the name of each candidate and space for a write-in candidate.
  6. A simple majority of all votes cast is required for election. In the event of a tied vote for any position, the winner shall be decided by a simple majority vote of the Board of Directors.

### III. CHAPTERS

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

## IV. COMMITTEES

1. The Association shall have the following standing committees. The President shall appoint members of these committees, subject to the advice and consent of the Board of Directors.
  - A. Nominating Committee: Each year the President shall appoint a committee of five members, not members of the Board of Directors, 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.
  - B. Finance Committee: Each year the President shall appoint a committee of at least three members of the Board of Directors, including the Treasurer who shall serve as chair. The Finance Committee shall recommend to the Board of Directors the annual budget, review and recommend all policies concerning fiscal matters, and review financial statements on a regular basis.
  - C. Investment Committee: Each year the President shall appoint a committee of at least three members to provide oversight of all AATG investments. The Investment Committee shall meet at least annually and report to the Treasurer.
2. Committees or special projects may from time to time be established by the Board of Directors 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 Board of Directors.
3. All committees and projects of the Association are under the authority of the Board of Directors, 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 Board of Directors.

## V. REMUNERATION FOR SERVICE

1. All Officers and members of the Board of Directors of the Association shall serve without pay. Officers, members of the Board of Directors, 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 Board of Directors 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 Board of Directors.
3. No member of the Board of Directors 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 Board of Directors.

## VI. AMENDMENT OF BY-LAWS

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

*By-Laws amended February 2019.*