

Bylaws
“American Friends of the Documentation Center of Austrian Resistance”
(AFDÖW/AFDOEW)

I
The Association

The name of the Association shall be “American Friends of the Documentation Center of Austrian Resistance” (AFDÖW/AFDOEW). The Association is incorporated in the state of Massachusetts, USA.

II
Purpose

1. The purpose of the Association is the dissemination of knowledge about the Documentation Center of Austrian Resistance, as a politically and ideologically independent academic institution that documents Austrian victims of racial and political persecution during the Nazi era as well as the politics towards and memory of the Nazi past after 1945, which has been instrumental in informing the public about the enormous atrocities of the Holocaust, as well as the resistance and persecution of minorities, such as gypsies and political opponents, during the Third Reich.
2. The Association aims to support the mission of the Documentation Center of Austrian Resistance (DÖW) by organizing fund-raising events, as well as to foster academic dialogue between the Documentation Center and American scholars.
3. In order to foster this dialogue the Association shall promote scholarly research in the fields of the humanities (such as Austrian contemporary history and cultural studies) and political science relating to Austria, with a special focus on the Nazi era and the coming to terms with it.
4. The Association shall support the pursuits set in § 3 by
 - holding workshops and/or conference panels,
 - publishing newsletters and/or journals,
 - supporting scholarly projects within the framework of the Documentation Center of Austrian Resistance,
 - awarding grants or scholarships in order to
 - make more accessible the use of the Documentation Center’s ample stock of documents, catalogues and data bases by American scholars, or
 - to present research by Austrian scholars at American conferences, and
 - carrying on any other activities which relate to this purpose.
5. English or German may be used equally for all activities of the Association.

III
Membership

1. Membership shall have no restrictions based on race, creed, ethnicity, gender, sexual

preference or identity, disability, age, national origin, or place of residence.

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2. Membership shall be open to persons who subscribe to the purpose of the Association (section II) and pay annual membership dues.

3. Categories of Membership:

- Regular Membership: Anyone interested in the activity and the aims of the Documentation Center of Austrian Resistance may become a Regular Member of the Association upon payment of the annual dues.
- Student Membership: Full-time graduate and undergraduate students may join the Association upon payment of the annual dues for Student Membership. No one may remain a Student Member who is no longer a full-time student. For the purpose of membership, Teaching Assistants are defined as full-time students.
- Sustaining Membership: Anyone interested in the activity and the aims of the Documentation Center of Austrian Resistance who pays augmented annual dues for the support of the Association's programs may become a Sustaining Member.
- Life Membership: Anyone interested in the activity and the aims of the Documentation Center of Austrian Resistance may become a Life Member by paying special one-time dues.
- Institutional Members: Institutional Members are non-voting members who pay special dues and receive all publications.

4. All dues and fees shall be established by the American Friends of the Documentation Center of Austrian Resistance Board. Any changes to the dues structure will be communicated to the membership in the Association Newsletter in a timely fashion.

5. The payment of annual dues, as established in the Bylaws, shall entitle a member to receive the annual Newsletter, participate in meetings of the Association, and exercise all other privileges of membership.

IV Governance

The Association is governed by an elected Board. The officers of the Association are the President, Vice President, and the Secretary/Treasurer.

1. Elected Officers:

President: The President articulates the intellectual course of the Association and presides over meetings of the Executive Council, the Board, and the Membership. The President, in consultation with the Secretary/Treasurer, sets the agenda for meetings of the Executive Council, the Board, and general meetings of the Membership.

The President shall inform the Board and the Membership of all vacancies for appointed offices and initiate the search and appointment process in each case. The President, along with the Secretary/Treasurer, shall be responsible for implementing actions and policies approved by the Executive Council and the Board. The President represents the Association to external interests, appoints members of committees and representatives of

the Association to other organizations.

Vice President: The Vice President assists the President in the performance of all duties and represents the President if the latter should be either incapacitated or absent. The Vice President shall (but is not obliged to) accede to the Presidency at the conclusion of the President's term.

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In the event of a vacancy in the post of the President, the Board shall choose one of its members to serve as Interim President until the next general election. The person elected to fill the vacancy shall serve as President for any time that remains of the original term.

In the event of a vacancy in the post of Vice President, the Board shall choose one of its members to serve as Interim Vice President until the next general election. The person elected to fill the vacancy shall serve as Vice President for any time that remains of the original term.

The President and Vice President shall serve for terms of two years.

Board: The Board of the American Friends of the Documentation Center of Austrian Resistance is the decision-making body of the Association and is responsible for establishing general policies, setting dues and fees, and carrying out other general duties for the good of the Association. The Board approves the selection of appointed officers by majority vote.

The Board of the American Friends of the Documentation Center of Austrian Resistance shall consist of nine persons elected by ballot of the Association membership. The members of the Board shall serve for three years, with three members being elected each year. During the first three years of the Association three members of the Board serve for one and three members of the Board serve for two years only, in order to enable the annual replacement of three members.

All officers of the Association as well as the Director of the Documentation Center of Austrian Resistance in Vienna (DÖW) and/or the DÖW's Deputy Director, and the Director of the Austrian Cultural Forum in New York (ACFNY) and/or the ACFNY's Deputy Director serve as ex officio members of the Board: the officers with full voting privileges, the others in advisory function without voting privileges. The immediate past President serves for a term of two years on the Board as an ex officio member with voting privileges.

2. Appointed Officers:

The Board appoints a Secretary-Treasurer and, due to the extension of the Association's activities, further appointed officers such as a person responsible for the maintenance of the Association's website or the editor of a newsletter.

Secretary/Treasurer: The Secretary/Treasurer administers the operations of the Association. The Secretary/Treasurer is responsible for conducting elections and keeping the records of the Association, including the membership records and the minutes of the Board, the Executive Council, and the General Meeting. The Secretary/Treasurer circulates the minutes to the American Friends of the Board for approval within five weeks of any meeting. The Secretary/Treasurer is also responsible for the funds of the Association and the annual budget of the Association for approval by the Board. The Secretary/Treasurer

shall present reports on all activities to the Board and to the Executive Council at each meeting of those bodies.

The Secretary/Treasurer is selected by the Executive Council and presented to the Board for confirmation. The Secretary/Treasurer serves a five-year term, subject to renewal following a satisfactory performance review by the President, Vice President, and the immediate past President in the fourth year of the term. In the event of a vacancy in the post of Secretary/Treasurer, the President shall appoint a member of the Board to serve as interim Secretary/Treasurer until the Board can confirm a new Secretary/Treasurer.

3. Executive Council:

The President, the Vice-President, the Immediate Past President, the Secretary/Treasurer and further appointed officers, shall constitute the Executive Council. The Executive Council meets as necessary to consider issues facing the Association and acts on behalf of the Association between meetings of the Board within the framework of policies set by the Board.

The members of the Executive Council shall regularly communicate with one another during the course of the year and consult with the Board in a timely manner.

V

Standing and Ad hoc Committees

1. The Association shall have the following committees, chairs and members of which shall be appointed by the President in consultation with the Executive Council:

Nominating Committee: The Board shall select the members of the Nominating Committee. The members of the Nominating Committee shall serve for one year terms. The Committee shall present two candidates for each elective office according to a reasonable deadline set by the Executive Council. In the event that the Nominating Committee is unable to meet this deadline, the Executive Council will supply nominees. Additional nominations may be made by members of the Association with nominating petitions signed by ten percent of the membership for each nominating petition and office. No member may sign more than one nominating petition per office. The Nominating Committee shall include on the ballot individuals nominated by petition. The Nominating Committee is charged with ensuring that nominees for officers and the Board reflect the diversity of the organization.

When possible, the Nominating Committee shall consist of general members and not of Officers of the Association and members of the Board. shall not also serve as members of the nominating committee.

2. **Radomir Luza Prize Committee:** The members of the Prize Committee shall serve for three-year terms. The Committee shall decide upon awarding the annual prize named after the first distinguished historian of the Austrian anti-Nazi resistance, Radomír Luža (1922–2009). The Committee shall nominate an awarding jury of at least 2 scholars and shall support the Secretary/Treasurer in administrating the prize.

The director of the Center Austria at the University of New Orleans and a person representing the German Studies Association, as well as a person representing the

Documentation Center of Austrian Resistance, shall serve as ex officio members of the Prize Committee in advisory function unless they are elected members of the Prize Committee.

3. Ad hoc committees may be appointed as needed. The Executive Council, with the approval of the Board, may establish additional standing committees.

VI Elections

Each year, the Nominating Committee shall send its slate of nominees, including short biographies of each candidate, to the Secretary/Treasurer by the deadline set by the Executive Council. The Secretary/Treasurer shall distribute ballots to the membership of the Association either by post or e-mail no later than March 31st of each year, with a deadline for return of the ballots no more than two months thereafter. A simple majority of all votes cast is required for election.

4 VII Annual General Meeting

1. The President shall call a General Meeting at the Annual Conference of the German Studies Association, or another professional conference, or online for purposes of discussing issues of current concern to the Association presented by the Board. Where possible, any prospective changes of the Bylaws or significant changes of association policy will be presented for discussion at a General Meeting before being submitted to the membership for a vote by ballot.

2. The Annual General Meeting shall hear the reports of the President, the Secretary/Treasurer, and other appointed officers as may be required and discuss and pass resolutions in accordance with Article II for submission to a vote of the general membership by ballot. The General Meeting may designate a committee to prepare a statement of up to 300 words on each such matter, and the Board may likewise compose a statement of up to 300 words if it does not concur. Both statements shall accompany the ballot. The General Meeting shall be conducted according to *Robert's Rules of Order*.

VIII Amendments

Amendments may be proposed by the Board, the Annual General Meeting, or ten percent of the Association membership. Amendments to the Bylaws proposed at the Annual General Meeting or ten percent of the Association Membership must be reviewed by the Board, which will, in a timely manner, either forward the proposed amendment to the Association Membership for a vote with no more than non-substantive improvements of language, or determine that the Board is unable to forward the amendment to the Membership because the proposed amendment, by itself or taken with other amendments, poses a threat either to the Association's compliance with public law or to its continued operation as a tax-exempt organization.

If the Board is unable to forward an amendment to the membership for a vote, it will present its reasons at the next Annual General Meeting.

The Secretary/Treasurer shall submit proposed amendments to a vote of the association membership by ballot, distributed by mail or e-mail. A simple majority of the votes cast is required for approval of an amendment.

IX Dissolution of the Association

The Board may determine to dissolve the Association, by a two-thirds vote, supported by a vote of a simple majority of the membership, . In that event, all assets of the Association must be distributed to another organization recognized as a 501(c)(3) organization by the Internal Revenue Service with equal or similar purposes as the “American Friends of the Documentation Center of Austrian Resistance”.

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