

BY-LAWS OF THE
EUROPEAN ASSOCIATION FOR MULTIAGENT SYSTEMS (EURAMAS)

ARTICLE I
CONTEXT

The Association shall not duplicate, compete with, or in any other way interfere with the activities of other pre-existing associations or corporations with similar or related purpose (eg, IFAAMAS and ECCAI). The activities of the Association shall aim always to complement other activities and, where appropriate, the Association shall seek formal or informal liaison with other associations or corporations in the domain of multiagent systems.

1. The Association shall focus its activities solely on Europe. For the purposes of these by-laws, Europe shall be taken to be: European Community member states; countries associated to the European Commission's Seventh Framework Programme (Switzerland, Israel, Norway, Iceland and Liechtenstein, Turkey, Croatia, the Former Yugoslav Republic of Macedonia and Serbia, Albania and Montenegro, and Bosnia & Herzegovina); and those countries identified in FP7 as Eastern Europe and Central Asia (EECA) (Armenia, Azerbaijan, Belarus, Georgia, Kazakhstan, Kyrgyz Republic, Moldova, Russia, Tajikistan, Turkmenistan, Ukraine, Uzbekistan) or Mediterranean Partner Countries (MPC) (Algeria, Egypt, Jordan, Lebanon, Libya, Morocco, Palestinian-administered areas, Syrian Arab Republic, Tunisia).
2. In seeking to ensure appropriate international collaboration, the Board of Directors shall seek to coordinate its activities with IFAAMAS. The Board shall not seek to establish any further explicit connection to associations in related areas (such as ECCAI), but shall work to ensure that there are no conflicts with them, through the points below.
3. The Board of Directors shall provide copies of its report on activities to other *bona fide* associations or corporations in the domain of multiagent systems, if requested by them
4. The Board of Directors shall establish a liaison officer (by default the Chairman) to formally represent the Association to related counterparts in other associations or corporations, in response to need.

ARTICLE II
PURPOSES

1. The Association is organized and shall operate exclusively without profit to promote European science and technology in the area of multiagent systems. In pursuit of its purposes the Association shall be authorized to engage in activities including:
 - a. Becoming a representative forum for European experts within the field of multiagent systems;
 - b. Coordinating with scientific and other institutions, organizations and other societies, including industrial companies, governments and international bodies with similar or related purposes;
 - c. Granting scholarships and making awards to promote or acknowledge research in artificial intelligence or multiagent systems; and
 - d. Any and all lawful activities necessary or incident to the foregoing purposes, except as limited in the Articles of Association.
2. In view of these purposes the Association shall seek to manage "*Designated Events*", ensuring their proper organisation. These and other relevant European events shall be

supported through scholarships, or other awards as determined by the Board of Directors.

3. *Designated Events* are those determined by the Board of Directors, and shall include:
 - a. The European Workshop on Multi-Agent Systems (EUMAS)
 - b. The European Agent Systems Summer School (EASSS)
4. The Board of Directors shall have the right to vary the list of *Designated Events* by two-thirds majority vote.
5. The Board of Directors may authorize, amend or restate operating guidelines, plans, practices and/or procedures from time to time in order to effectively implement the purposes of the Association.

ARTICLE III MEMBERSHIP

1. As indicated in Article 21 of the Articles of Association, Membership shall be open to all natural or legal persons interested in the objects of the Association. Such "interest" shall be determined by attending two *Designated Events*, each event taking place in a distinct calendar year over the previous four calendar years.
2. Membership may be removed by the Board of Directors, whenever in its judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the rights, if any, of the person so removed.
3. Membership shall be free; there shall be no membership fee.
4. A list of current members shall be maintained by the Secretary.

ARTICLE IV APPLICATION AND USE OF FUNDS

1. **Revenues and Expenditures**

Revenues received by the Association shall be held in an account or accounts in the name of the Association in such location(s) as may be designated by the Board of Directors or the Chairman. The Association shall hold, manage, invest and reinvest its funds in accordance with the investment policies of the Association and shall collect and receive the income therefrom. After deducting all necessary expenses incident to the operation and administration of the Association, such funds shall be utilized in accordance with the purposes set forth in these By-Laws and the Articles of Association. The Board of Directors may establish a committee within itself for the purpose of supervising and managing investments. All such revenues received and held by the Association shall be distributed to such persons and in such amounts as the Board of Directors of the Association shall deem appropriate, in keeping with the purposes of the Association.

The Association shall be the sole entity or person responsible for the application and use of its assets, including payment of its expenses in accordance with such operating guidelines as may be established by the Board of Directors; and it shall operate as an independent and autonomous entity for the purposes of meeting its financial obligations.
2. **Financial Reporting**

An annual financial report for the Association shall be prepared by the Secretary (see Article 13 of the Articles of Association) and presented for approval at the annual

meeting of the Directors. It shall include a summary of the income and expenditures for the previous year, including scholarships, awards, agent schools, conference facilities, conference catering, invited speakers, administrative support, and any other disbursements.

ARTICLE V BOARD OF DIRECTORS

1. General Powers

The Board of Directors shall be responsible for attainment of the objectives specified in the Articles of Association and in these By-Laws. The Board of Directors shall have at all times the authority to remove any appointed or elected officer or member of any committee.

2. Number and Tenure.

The number of Directors may be determined from time to time by the majority vote of the Board of Directors. As terms expire, new Directors will be elected by the EURAMAS community (defined as membership in Article III) for a term of four (4) years. Elections will normally be held every two (2) years. A retiring Board Member who has served a full four year term, may not immediately stand for re-election.

The number of Directors may be increased or decreased as may be determined from time to time by the majority vote of the Directors. Any vacant directorship shall be filled at the next election. Each Director shall hold office until the annual meeting of Directors at which his term has expired and until his successor shall have been elected and qualified or until his earlier resignation, removal from office, death or incapacity.

3. Selection of candidates for the Board.

The Chairman will appoint an Elections Committee of approximately 4 members, from the Board. The Elections Committee will have representation from all regions. The Elections Committee shall be responsible for soliciting nominations, determining an appropriate number of candidates, and for managing the election process, including counting of votes. Details of candidates (bios) must be on the WWW one month prior to the closing date for the election. Guidelines regarding eligibility for nomination as a candidate for the Board shall be available. A person can be nominated by any member of the Board. This is referred to as an "internal nomination". A nominee can be nominated by a member of the EURAMAS community. This is referred to as an "external nomination". An external nomination requires a seconder. Both the nominator and the seconder must be members of the EURAMAS community, but may not be members of the Board. Board members whose current terms are expiring may stand for re-election only if they have served less than four (4) years. Board Members who have served four years must stand down for at least one period. One half of Board Members shall rotate each election

4. Voting.

Those eligible to vote are the attendees of two *Designated Events* in two out of the previous four years. Each person shall have one vote. A simple voting mechanism will be used whereby each voter will register their choice of candidates for the number of positions available.

5. Regular Meetings.

An annual meeting of the Directors shall be held, at a time and place to be designated, normally in conjunction with either an EUMAS or EASSS event, for the transaction of such business as may come before the Board of Directors. The Board of Directors may provide, by resolution, the time and place, for the holding of additional regular

meetings. Directors may be present and participate in meetings via teleconference, videoconference, or other form of wire or wireless communication, or via physical attendance.

6. Special Meetings.

Special meetings of the Board of Directors may be held at any time and place upon the call of the Chairman, Deputy Chairman, Secretary, or a majority of the Directors.

7. Notice.

Notice of the time, date and place of the annual meeting, or any regular or special meeting shall be given at least seven days previously thereto. Such notice shall be given in writing unless oral notice is reasonable under the circumstances. Notice may be communicated in person, by telephone, the World Wide Web, or other form of communication or by mail or private carrier or any other lawful means.

8. General Assembly.

A meeting of the General Assembly, with the Board of Directors, will be held annually, within four months of the end of a fiscal year, normally in conjunction with the an EUMAS or EASSS event. At this meeting there will be a report from the Chairman, and an opportunity for questions or comments from members of the community. A financial report will also be tabled.

9. Manner of Acting.

The act of the majority of the Directors present at a meeting at which a quorum is present, as specified in Article 9 of the Articles of Association, shall be the act of the Board of Directors, except as otherwise provided in these By-Laws. The creation of a committee and the appointment of members to it must be approved by a majority of all the Directors in office when the action is taken, except where otherwise specified in these Bylaws.

10. Vacancies.

Except as otherwise required by law, or the Articles of Association, any vacancy occurring in the Board of Directors will be filled at the next election.

11. Informal Action by Directors.

Action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is agreed to by all members of the Board of Directors.

12. Order of Business.

The regular order of business at the meeting of the Board of Directors shall be as follows:

- a. Reading and disposal of any unapproved minutes.
- b. Reports of officers.
- c. Unfinished business.
- d. New business.
- e. Adjournment.

13. Committees.

The Board of Directors then in office may create one or more committees of the Board of Directors and appoint members of the Board of Directors to serve on them. Each committee must have two or more members. All committee members shall serve at the pleasure of the Board of Directors. Committee appointments shall be for a one (1) year term. The By-Laws Sections which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors apply to committees of the Board of Directors and their members as well. To the extent specified by the Board of Directors, between meetings of the Board of Directors and subject to such limitations as may be required by law, the Articles of Association, these

By-Laws or imposed by resolution of the Board of Directors, such committees may exercise all of the authority of the Board of Directors in the management of the Association except that a committee may not: authorize distributions; approve or recommend to the Members dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Association assets; elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; or adapt, amend, or repeal the Articles or these By-Laws.

Meetings of the committees may be held at any time on call of the Chairman or a majority of the members of the committee. A majority of the members shall constitute a quorum for all meetings. Committees shall keep minutes of their proceedings and submit them to the next succeeding meeting of the Board of Directors for approval.

14. Designated Events.

The Board of Directors shall be responsible for determining the overall organisation and structure of all *Designated Events*. In particular, the Board of Directors shall have the following powers and obligations for the current *Designated Events*:

- a) Select by a majority vote the venue of and the Local Chair for subsequent *Designated Events*. The Board of Directors shall retain the power to change a previously selected location, dates, and the Local Chair for a *Designated Event* except that any change should not delay the holding of a *Designated Event* by more than 60 days.
- b) Elect by a majority vote a *Designated Event* Chair (and a Program Chair in the case of EUMAS) for subsequent workshops. The Board of Directors may decide to elect Event and/or Program Co-Chairs.
- c) Replace, in the event of the death, resignation, removal, disqualification or refusal to act of a *Designated Event* Chair.
- d) To disqualify by at least two-thirds of the votes, an elected *Designated Event* Chair (or Program Chair).

15. Initial Board of Directors.

The first Board of Directors will be constituted by nominated members of the Advisory Board of EASSS and by the members of the Advisory Board of EUMAS, as of 2009. The Board of Directors will take office immediately after EUMAS 2009. The chairperson will be elected by vote (in person or by email), to coincide with, or within one week of, the first Regular meeting to be held during EUMAS 2009 and will serve for four (4) years. Half of this initial Board of Directors will serve for four (4) years. The other half, selected randomly or by voluntary resignation, will serve for two (2) Years.

ARTICLE VI OFFICERS

1. General.

The officers of the Association shall be vested with authority to administer and implement duties, responsibilities and directives in conformity with their respective offices in furtherance of the purposes set forth in the By-Laws and the Articles of Association.

2. Number.

The officers of the Association shall be a Chairman, a Deputy Chairman, a Secretary, and such other officers and assistant officers as the Board of Directors shall deem necessary or desirable. Any two or more offices may be held by the same person, and an officer may act in more than one capacity where action of two or more officers is required.

3. Appointment of Officers.

The officers of the Association shall be appointed by majority vote of the Board of Directors at the annual meeting of the Board of Directors or at such time or times as the Board of Directors shall determine. Appointments shall be for a period of two years, or for such period as the Board of Directors shall determine.

4. Removal.

Any officer or agent appointed by the Board of Directors may be removed by the Board of Directors, whenever in its judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the rights, if any, of the person so removed.

5. Chairman.

The Chairman shall, subject to the control of the Board of Directors, in general supervise and control all of the business and affairs of the Association. The Chairman may sign any instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of the Chairman and such other duties as may be prescribed by the Board of Directors from time to time.

6. Secretary.

The Secretary shall: (a) keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) have charge and custody of and be responsible for all funds and securities of the Association, receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these By-Laws; (c) produce an annual financial report for tabling at the Annual General meeting, and for placing on the Association's Web site, and (c) in general perform all of the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Chairman or the Board of Directors.

7. Compensation.

Board members will not be compensated for their contribution to the Board.

ARTICLE VII AMENDMENTS

These By-Laws may be amended or repealed and new By-Laws may be adopted by a two-thirds (2/3) vote of the Directors in office at the time of the amendment or repeal and adoption of new By-Laws.

Any notice of a meeting of the Directors at which these By-Laws are to be amended or repealed or new By-Laws adopted must be given at least thirty (30) days previously thereto and such notice shall include notice of such proposed action.