

EURAMAS By-Laws 17/12/2009, amended by the Board of Directors in office on 17/06/2021

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

ARTICLE I 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 a two-thirds majority vote among the Board’s members.
5. The Board of Directors may authorize, amend or restate operating guidelines, plans, practices and/or procedures - in order to effectively implement the purposes of the Association.

ARTICLE II CONTEXT

1. The Association shall aim to hold its designated events primarily in Europe.
2. In seeking to ensure appropriate international collaboration, the Board of Directors shall seek to coordinate its activities with the International Foundation for Autonomous Agents and Multiagent Systems (IFAAMAS). The Board shall not seek to establish any further explicit connection to associations in related areas, but shall work to ensure that there are no conflicts with them, through the points below.
3. The Board of Directors shall provide information on its 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 Chair) to formally represent the Association to related counterparts in other associations or corporations, in response to need.

ARTICLE III MEMBERSHIP

1. As indicated in the Articles of Association, Membership shall be open to all natural or legal persons interested in the objects of the Association. Membership will be granted to anyone who attended any of the EURAMAS designated events once in the preceding four (4) calendar years, unless the attendee explicitly opts out of it. The Board of Directors, including Emeritus members, are EURAMAS members by default, unless they explicitly choose to resign from the Board or leave the Association itself.
2. Membership shall be free; there shall be no membership fee.
3. Any Association member is entitled to leave the Association at any time by informing the Board of Directors in writing. Their membership shall be terminated immediately after receipt of such notice by the Board.
4. Membership of the Association may be revoked 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. 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 designated by the Board of Directors or the Chair. The

Association shall hold, manage, invest and reinvest its funds in accordance with any 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 Treasurer and presented for approval at the annual meeting of the Board of Directors. It shall include a summary of the income and expenditures for the previous year, including scholarships, awards, agent schools, designated events' expenses (such as facility expenses, catering, travel expenses for invited speakers, administrative support, and any other disbursements).

ARTICLE V BOARD OF DIRECTORS

1. General Powers

The Board of Directors is responsible for attainment of the objectives specified in the Articles of Association and in these By-Laws. The Board of Directors has 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 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 stand for re-election in the election held immediately after the end of their term.

The number of Directors may be increased or decreased as may be determined by a 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 the Board of Directors at which their term has expired and until their successor shall have been elected and qualified or until their earlier resignation, removal from office, death or incapacity.

3. Selection of candidates for the Board of Directors

The Chair will appoint an Elections Committee of 3 or 4 members, from the Board of Directors. The Election Committee members should not all work in the same country; while those of them

that work in the same country should not all have the same affiliation. The Elections Committee shall be responsible for soliciting candidates' nominations, and for managing the election process, including the counting of votes. Details of candidates (bios) must be published online and made available to the EURAMAS community one month prior to the closing date for the election. Candidates are not required to be members of the Association. However, in order to be a candidate, a person has to be nominated by a Board or non-Board member of the Association, as detailed immediately below. First, a person can be nominated to be a candidate by any member of the Board. This is referred to as an "internal nomination". A person can also be nominated to be a candidate by a non-Board member of the Association. 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 Association, but may not be members of the Board of Directors. Nominees who have served in the Board of Directors and whose term has expired or they resigned less than two years before an upcoming election, cannot stand for re-election and are thus immediately disqualified from this particular election. Board Members who have served four years must stand down for at least one two-year period. Unless in exceptional circumstances and with agreement from the Board of Directors, one half of the members of the Board of Directors shall be replaced at each election. The aforementioned guidelines regarding eligibility for nomination as a candidate for the Board of Directors, shall be available to prospective candidates.

4. Voting

Those eligible to vote are the members of the Association. 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 Board of 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 Chair, Deputy Chair, Secretary, Treasurer, EUMAS liaison, EASSS liaison, or a majority of the Board of 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 assembly of all members, termed "the General Assembly", with the Board of Directors, will be held annually, normally in conjunction with an EUMAS or EASSS event. Notice that this does not exclude the possibility that some or all of the participants are present via teleconference, videoconference, or other form of wire or wireless communication. At this meeting, there will be a report from the Chair, and an opportunity for questions or comments from members of the Association. 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 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 By-Laws.

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 approval 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 Chair 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 six months.
- 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, a Designated Event Chair.
- d) To disqualify by at least two-thirds of the votes, an elected Designated Event Chair (or Program Chair).

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 Chair, a Deputy Chair, a Secretary, a Treasurer, an EUMAS Liaison, an EASSS liaison, 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. Chair

The Chair 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 Chair 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 Chair and such other duties as may be prescribed by the Board of Directors.

6. Secretary

The Secretary shall be in charge of the administrative tasks of the Association, issue certificates, keep track of membership, keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose, keep the documents of the Association safe, communicate notices and resolutions, maintain and update the EURAMAS web site and a members' mailing list, see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law, and shall comply with legal requirements for documents. In general, the Secretary should perform all duties incident to the office of Secretary and such other duties as may be assigned to them by the Chair or the Board of Directors.

7. Treasurer

The Treasurer's duties are maintaining the EURAMAS bank account, managing bookkeeping, depositing/releasing monies, and overseeing all financial matters. In more detail, the Treasurer will 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; produce an annual financial report for tabling at the annual General Assembly, and for placing on the Association's Website.

8. EUMAS Liaison and EASSS Liaison

The EUMAS and EASSS liaisons' duties are to lead the process for selection of host institutions for the EUMAS conference and the EASSS summer school, respectively. They are responsible for presenting bids/proposals to the Board of Directors. They work with the hosts to review major decisions related to logistics and organisation of school/conference, and to invite hosts to provide a summary report of the event with details of attendees and finances. They

form the main point of contact between the selected host and the Board of Directors, and they inform the host of financial arrangements and support provided by the Board of Directors.

7. Compensation

Members of the Board of Directors will not be compensated for their contribution to the Board of Directors.

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 Board of Directors.

Any notice of a meeting of the Board of Directors at which these By-Laws are to be amended or repealed or new By-Laws adopted must be given at least seven (7) days previously thereto and such notice shall include notice of such proposed action.