

FOLLI BY-LAWS

PROPOSAL 26 JULY 2021

This text was prepared by a committee consisting of Natacha Alechina, Valentin Goranko, Benedikt Löwe, Larry Moss, and Sonja Smets between December 2020 and February 2021 and amended by the FoLLI Management Board in April and May 2021. After changes to the proposed Statutes according to Dutch law, the proposed By-Laws were made consistent with the proposed Statutes in July 2021.

BY-LAWS of the *Association of Logic Language and Information* (FoLLI)

ARTICLE I. *Aims.*

These are the By-Laws of FoLLI, the *Association of Logic Language and Information*, a not-for-profit association registered in The Netherlands. These By-Laws state the rules to be followed in the operation of FoLLI, by specifying and complementing the FoLLI Statutes. In case of conflicts, the Dutch version of the Statutes is authoritative.

ARTICLE II. *Members.*

1. *Classes of Members.* FoLLI shall have two classes of members: Regular Members and Honorary Members.
 - (a) Regular Members. Everyone with an interest in the remit of the Association can apply for regular membership by contacting the Secretary. Membership applications are decided by the Management Board; the Management Board can delegate this decision to the Secretary. All lecturers, invited speakers, workshop organizers, school organizers, and attendees of the events organised under the auspices of the Association are invited to become members of FoLLI.
 - (b) Honorary Members. Honorary membership is proposed by a member of the Management Board, seconded by two members, and conferred by a majority vote of the Management Board. Honorary members are waived the annual membership fee, otherwise have the same status as regular members.
2. *Voting rights.* Each member is entitled to one vote on each matter submitted to a vote of the membership. Votes can be called in a meeting, or via mail, e-mail, or other electronic voting systems.
3. *Termination of membership.* The Management Board, by affirmative vote of two thirds of all the members of the Board may suspend or expel a member after an appropriate hearing.
4. *Resignation.* Any member may resign by filing a written resignation with the Secretary.
5. The Management Board decides on the annual fees of members.
6. *Membership Directory.* The membership directory is maintained in electronic form by the Secretary. The Secretary shall report on membership development and progress of membership to the annual General Meeting.

ARTICLE III. General Meetings.

1. *General Meetings.* The meetings of all the members of the Association shall be called General Meetings. These meetings can take place in electronic form.
2. *Annual Meeting.* A yearly General Meeting is called, preferably in the same location and time frame as ESSLLI. The exact date and place is posted on the FoLLI website at least 30 days in advance. The agenda is posted at least 15 days in advance.
3. *Additional General Meetings.* Additional General Meetings, subject to the same rules as the Annual General Meeting, are called by the President when the majority of the members of the Management Board or one tenth of the members request it.

ARTICLE IV. Management Board.

1. *Members of the Management Board.* The Management Board consists of elected members according to Article 5.2a of the Statutes and ex officio members according to Article 5.2b and 5.2c of the Statutes.
2. *Election Committee.* For each Board election, there shall be an Election Committee appointed by the Management Board. Members of the Election Committee for any given Board election cannot stand during the same election. The Election Committee shall have three members. If possible, the Senior Member of the Association chairs the Election Committee. The Election Committee requests and collects nominations for the election from the membership, prepares the ballot, and counts and confirms the votes in the election.
3. *Elections of the Members of the Management Board.* The members of the Management Board according to Article 5.2a of the Statutes shall be elected by the members of the Association. The election of the members of the Management Board takes place at the Annual General Meeting.

Nominations are made to the Election Committee. Each member of the Association can be nominated for any office (i.e., President, Vice President, Secretary, or Treasurer) or for the position of an additional Board member. Nominations should be made by two members of the Association different from the nominee.

The Election Committee verifies the the availability of the nominee to serve in case of election. After nominations, the Election Committee informs the members about the list of nominations for each office (President, Vice President, Treasurer, Secretary) and for additional members of the Board. If there is more than one nomination for an office, there will be a contested election. If there are more than three nominations for additional members of the Board, there will be an election to elect three of them.

4. *Non-elected Members of the Management Board.* The Senior Member is the immediate Past President of the Association and serves on the Board until another person becomes immediate Past President.

The chair of the Standing Committee of the European Summer School for Logic, Language and Information (ESSLLI) is a member of the Board *ex officio* according to Article 5.2c of the Statutes and their term of service is co-extensional with their term as chair of the ESSLLI Standing Committee.

4. *Discussions of the Management Board.* The Management Board conducts its business by electronic communication, video conferences, or physical meetings.
5. *Voting.* In votes of the Management Board, each Board Member is entitled to one vote. In case of a tie, the President has the casting vote.
6. *Vacancies.* If the vacancy regards the President, the Vice President shall be called to fill the vacancy till the end of the mandate. In all the other cases the Management Board may coopt a person for filling the vacancy in acting capacity. Any acting board member coopted to fill a vacancy shall serve for the rest of the term that his or her predecessor was elected for.
7. *Compensation.* Board Members as such shall not receive any stated salaries for their services, but by resolution of the Management Board a sum for expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any Board member from serving the Association in any other capacity and receiving compensation therefor.

ARTICLE V. *Officers.*

1. *President.* The President shall be the principal executive officer of the Association and shall, in general, supervise and control the business and affairs of the Association. He or she shall preside at all the General Meetings and the meetings of the Management Board.
2. *Vice President.* In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.
3. *Secretary.* The Secretary shall keep, or cause to be kept, the minutes of the General Meetings, and meetings of the Management Board; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the records, and, in general, perform all duties incident to the office of Secretary and such other duties as, from time to time, may be assigned to him or her by the President or by the Management Board.
4. *Treasurer.* The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies, or other depositaries as shall be selected by the Management Board. The Treasurer shall perform all duties incident to the office of Treasurer, in particular the preparation of the annual budget and financial statement to be presented to the annual General Meeting.
5. *Delegation.* Any specific duty pertaining to one of the offices can be delegated by the Management Board to another member for a specified period of time.

ARTICLE VI. *Committees and working groups.*

1. *Committees and Working Groups.* The Management Board may designate one or more committees or working groups, each of which shall consist of one or more members of the Association and have a clearly defined mandate. Members are appointed for a fixed term by the Management Board and can be dismissed by the Management Board if the best interests of the Association shall be served by such removal.
2. *Rules.* The rules of a committee or working group, including the rules for appointing its chairperson, are stated in the resolution of the Management Board designating it. Each committee or working group may adopt rules for its own governance not inconsistent with these By-Laws or with rules stated in the resolution when designated by the Management Board.
3. *ESSLLI Standing Committee.* One of the working groups in the sense of item 1. shall be the ESSLLI Standing Committee.
4. *Discontinuation.* The Management Board will establish and execute the conditions to discontinue a committee or a working group because of the completion of its mandate or because of prolonged inactivity.

ARTICLE VII. *Contracts, Deposits, and Funds.*

1. *Contracts.* The Management Board may authorize any officer or officers of the Association, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.
2. *Deposits.* All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositaries as the Management Board may select.

ARTICLE VIII. *Miscellanea.*

1. *Books and Records.* The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Management Board, and committees having any of the authority of the Management Board, and shall keep at the principal or Secretary's office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.
2. *Fiscal Year.* The fiscal year of the Association shall be as determined by the Dutch law.
3. *Gifts.* The Management Board may accept on behalf of the Association any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Association.

ARTICLE IX. *Amendments.*

1. *Power of Members to Amend By-Laws.* The By-Laws are decided upon by a General Meeting, based on proposals submitted by the Management Board. The By-Laws may be amended by a majority vote of the General Meeting. Proposals for amendments must be made not later than 15 days before the duly announced General Meeting by submitting the proposed amendment in writing to the President or the Secretary with the names of five members who support the proposed amendment.