

AMERICAN CLUB BY-LAWS

(Subject to the Constitution)

ARTICLE I - Membership

Section 1 - Eligibility

Any American citizen and any person who is concerned with American and international affairs shall be eligible for membership, under conditions hereinafter described.

Section 2 - American Citizens

To preserve the unique purpose of the Club, the number of members who are American citizens shall always constitute at least 60% of the membership. Should members who are not American citizens exceed 40% at any time, then no new members who are not American citizens will be accepted, until such threshold is again met, and the votes of members who are not American citizens shall be limited proportionately to 40%.

Section 3 - Eligibility for Office

All members shall be eligible to hold office, provided however that only American citizens should be eligible to become President and further provided that at least 60% of the officers shall be American citizens. Members who are American citizens shall hold at least 60% of the positions on the Executive Committee.

Section 4 - Honorary Members

A. The American Ambassador to France, the French Ambassador to the United States, and the American Consul General at Paris, the American Ambassador to the OECD, the American Ambassador to UNESCO and the American Ambassador to any other international body which may from time to time have its seat in France shall be invited to accept Honorary Membership. The American Ambassador to France may be named Honorary President and the American Consul General at Paris, France, may be named Honorary Vice President.

B. All past Presidents of the Club shall become Honorary Members for life.

C. Other persons of great distinction or who have rendered exceptional services to the Club may be elected to Honorary Membership at any meeting of the Executive Committee.

Section 5 - Employees of the United States Government

Any American citizen temporarily serving the United States in diplomatic status and employed in France for a period not anticipated to exceed five years may be admitted as a member of the Club without payment of any initiation fee.

ARTICLE II - Election Of Members

Section 1 - Proposal

Two members to whom they shall be personally known shall propose all candidates for membership in writing. The application shall be filed with the Chair of the Membership Committee or in the absence of a sitting Chair, with the President of the Club.

Section 2 - Duties of Membership Committee

The Membership Committee shall meet at the call of its Chair or acting Chair. It shall meet with all candidates for membership or designate one or more of its members to meet with such candidates and shall follow such other procedures as shall be approved by its members and by the Executive Committee in order to determine the appropriateness of any candidates for membership In the Club. At each meeting of the Membership Committee, it shall consider applications for membership which according to its procedures are suitable for consideration and it shall make its recommendations thereon, which recommendations shall be filed with the Honorable Secretary of the Club for prompt action.

Section 3 - Admission by the Executive Committee

The Executive Committee shall receive and consider the recommendations of the Membership Committee and vote upon the applications so submitted by this Committee. A two-thirds vote of the members of the Executive Committee present shall be required for the admission of any candidate.

Section 4 - Notice to Admitted Candidate

Each candidate selected for membership shall be notified of such election by the President or the Honorable Secretary and the Membership Committee Chair and shall pay the initiation fee, if any, and dues for the current year, within one month after the mailing of such notice. The admitted candidate shall become a member of the Club upon receipt of such payments by the Treasurer of the Club. If such payment is not made within the period specified, the sponsors of such candidate shall be notified of such non-payment and if, within thirty days after such notice is given to the sponsors, the Initiation fees and dues still remain unpaid, the admission of the such candidate shall be void and the application for membership shall be deemed withdrawn. Each candidate admitted shall be advised in writing that it is forbidden to use, or have used, for commercial purposes or other solicitation the membership list of the Club unless such action has been approved in advance by the Executive Committee and that any violation of this rule will subject the member to disciplinary procedures as set forth in Article X hereof.

ARTICLE III - Resignations

Any member may resign in good standing at any time provided dues for the current year and any other indebtedness to the Club have been paid.

ARTICLE IV - Management

Section 1 - General Powers

The general management and conduct of the Club shall be vested in the officers and the Executive Committee of the Club. The Executive Committee shall have full power to take such action and to make such rules and regulations consistent with the Constitution and this By-Laws as it may deem in the best interest of the Club.

Section 2 - Officers

- *The Officers* of the Club shall exercise such powers and perform such duties as shall be determined from time to time by the Executive Committee. Unless modified by the Executive Committee, they shall have the following specific powers and duties.
- *The President* shall have the duties of supervision and representation of the Club. The President shall be a member ex-officio of all committees, shall have general supervision, direction and control of the business of the Club, and shall preside at all meetings of the Club.
- *The First Vice-President* shall replace the President when the President is unavailable to perform a specific function.
- *The Second Vice-President* shall replace the First Vice-President when the First Vice-President is unavailable to perform a specific function, including that of replacing the President. In addition, the Second Vice President shall be the Chair of the Membership Committee.
- *The Treasurer* shall have responsibility for the Club funds and securities. The Treasurer shall keep full and accurate account of receipts and disbursements in books of account and make financial reports. The Treasurer shall be responsible for the operation of the Club's bank accounts and shall promptly inform the Executive Committee with to the same. *The Executive Committee* may instruct the Treasurer to implement such arrangements for the operation of the accounts, as the Executive Committee shall deem appropriate.
- *The Assistant Treasurer* shall assist the Treasurer and shall assume such other responsibilities as may be requested by the Executive Committee.
- *The Honorable Secretary* shall give, or cause to be given, notice of all meetings and shall keep, or cause to be kept minutes of meetings of 'the Executive Committee and of the members. All documents to be filed with, or sent to, the Honorable Secretary shall be filed with, or sent to, the Honorable Secretary at the Club's offices.

Section 3 - Meetings

The Executive Committee shall meet at the call of the President of the Club or at the call of the Honorable Secretary when the Honorable Secretary receives a request for such a meeting from a minimum of four members of the Executive Committee. In the case of unexcused absence of an

Executive Committee member at three consecutive meetings, the President may ask the Executive Committee to declare that position vacant.

Section 4 - Vacancies

Any vacancy among the officers, or among the Executive Committee, arising by reason of resignation, death, absence or disability may be filled for the ongoing term of the vacant post at a subsequent regular meeting of the Executive Committee or at a special meeting of the Executive Committee called for the purpose.

Section 5 - Committees

The President, with the advice and consent of the Executive Committee, may establish committees as necessary for the proper conduct of the affairs of the Club and may appoint the Chair of each Committee. The President may elect to participate as a member of all such Committees.

Section 6 - Benjamin Franklin Circle

The Benjamin Franklin Circle is hereby established to receive donations from members and non-members. The Benjamin Franklin Circle shall operate under the authority of the Executive Committee, which will appoint a Chair of the Benjamin Franklin Circle. The Executive Committee will oversee the operations of the Benjamin Franklin Circle and the Chair will report to the Executive Committee. The Chair of the Benjamin Franklin Circle shall serve as an ex-officio member of the Executive Committee.

Section 7 - Quorum

Fifty percent of the members of the Executive Committee shall constitute a quorum.

ARTICLE V - Elections

Section 1 - Date of Elections

Each year elections shall be held during the Annual General Meeting at the time fixed by the Executive Committee.

Section 2 - Nominating Committee

The President shall designate a member, including any Honorary Member to serve as Nominating Committee Chair and which appoints shall be subject to the approval of the Executive Committee.

The Nominating Committee will be comprised of four club members, selected by the Nominating Committee Chair, not more than two of who can be current members of the Executive Committee.

Section 3 - Nominations

The Executive Committee will determine the number of members to be elected in conformity with the Constitution.

Candidates for election to the Executive Committee and candidates for election as Club Officers shall be proposed by the Nominating Committee and may be proposed by independent nominations, as follows:

A. *Nominating Committee* - The Nominating Committee shall select, from among the eligible members of the Club, a candidate for each position of Officer and for each position of other Executive Committee members to be filled at each Annual general Meeting. The Committee shall submit its slate of candidates to the Honorable Secretary prior to the fifteenth day of April following its appointment

B. *Independent Nominations* - Independent Nominations for any of the positions to be filled may be made over the signature of ten active members of the Club, and shall be filed with the Honorable Secretary at least fourteen days prior to the date fixed for the Annual General Meeting.

Section 4 - Elections

A. *By Acclamation* -If there are no independent nominations, the Chair of the Nominating Committee shall present the Nominating Committee's slate of candidates and ask for their election by voice vote of a simple majority of members present.

B. *Secret Ballot* - If there are any independent nominations for any Executive Committee and/or officer position, the Chair of the Nominations Committee shall conduct a written secret ballot of members present at the Annual General Meeting. Two members who are neither candidates nor members of the Nominating Committee will count the ballots. Candidates shall be ranked based on the number of votes received, with those receiving the plurality being declared elected to the open Executive Committee positions.

ARTICLE VI - Annual Meeting

The Club shall hold an Annual Meeting for the review of the accounts and such other business as may be appropriate no later than the month of June of each fiscal year on a date determined by the Executive Committee.

ARTICLE VII - Payment Of Dues And Other Debts To Club

If any member does not pay his dues within sixty (60) days after the due date as fixed by the Executive Committee, or if any member fails to pay any indebtedness which he may incur to the Club within sixty (60) days after a notice of such indebtedness shall be mailed to such member, and if such dues or such indebtedness be not paid within sixty days after receiving notice that continued non-payment could result in such person being expelled from the Club, then his name may be stricken from the membership rolls of the Club by a majority vote at a meeting of the Executive Committee.

ARTICLE VIII - Annual Accounts

A certified accountant (*expert comptable*) who shall be neither an officer of the Club nor a member of the Executive Committee shall be appointed annually by the Executive Committee to

examine the most recent fiscal year's accounts of the Club and such supporting documentation as such accountant shall see fit. The appointed person shall report the results of the examination in writing to the Executive Committee prior to the first Annual Meeting following the appointment. This report and the Treasurer's annual report shall be presented to the Club at its Annual Meeting. The Club's accounts shall be maintained on the August 31 fiscal year.

ARTICLE IX - Procedure

Where not otherwise prescribed herein, all Club and/or committee meetings shall be governed by the most recent edition of Robert's Rules of Order Revised.

ARTICLE X - Discipline

Section 1 - Expulsion

The Executive Committee may suspend or expel any member for conduct such as to make such member, in its opinion, undesirable as a member.

Section 2 - Notice

The Executive Committee shall not take action on the suspension or expulsion of any member until such member shall have been notified in writing of the charges against such member, which notice must be given at least seven full days prior to the meeting of the Executive Committee called to consider such charges.

Section 3 - Defense

Any member against whom charges have been filed shall have the right to reply thereto in writing and, in the discretion of the Executive Committee, may be afforded an opportunity to appear before it, to present, personally the defense already submitted in writing.

Section 4 - Vote

With the exception of the application of Article VII, no member shall be suspended unless two-thirds of the members of the Executive Committee, present shall vote for such suspension and no member shall be expelled unless the meeting shall have had a special quorum of at least two-thirds of its members.

ARTICLE XI - Special Meeting

A special meeting of the Club shall be called by the Honorable Secretary to follow immediately upon one of the scheduled events of the Club upon the request in writing specifying the matter to be considered thereat, duly signed by fifteen active members of the Club in good standing.

ARTICLE XII - Amendments

These by-laws may be amended by a two-thirds vote of the Executive Committee members present at any meeting of the Executive Committee provided such amendment should be contained in full in the notice of the meeting at which such amendment shall be presented. Amendments shall be proposed in writing by at least two members of the Executive Committee.

Amendments may also be proposed in writing over the signature of thirty members of the Club in good standing. Amendments proposed in the latter manner must be filed with the Honorable Secretary who shall submit such proposals to the Executive Committee at its next meeting where they can be considered.

ARTICLE XIII - Notice

When any notice to a member is required to be given under the Constitution or the By-Laws, it shall be sent by mail email addressed to the member at the address on record in the offices of the Club or by post if the member has no known electronic mailing address.
