



Americans In Toulouse

## Bylaws

### ARTICLE 1: CONSTITUTION AND DENOMINATION

An Association of members bound by these Bylaws is hereby founded, governed by the Law of 1 July 1901 and the Decree of 16 August 1901, and entitled:

Americans In Toulouse ("AIT")

### ARTICLE 2: PURPOSE

The Purpose of Americans In Toulouse (the "Association") is to help families, couples and individuals of all nationalities enjoy to the fullest their host community, as well as to provide educational, social and cultural experiences from both home and host countries.

### ARTICLE 3: OBJECTIVE

The Objective of the Association is to foster friendship, to offer support and to provide useful information to families, couples and individuals of all nationalities who are relocating or contemplating relocation to or from Toulouse, in order to ease their assimilation into a new country, city, language and culture.

### ARTICLE 4: HEADQUARTERS

The Headquarters shall be seated at 30 allée de Pomic, 31770 Colomiers. It may be transferred to another location if so decided by the Board of Directors.

Any such transfer constitutes a change to the Bylaws and must be approved by a majority of the voting members present or represented by proxy during the course of the Annual All Member Meeting ("AAMM") convened in accordance with Articles 19 and 20, or during the course of an extraordinary general meeting convened in accordance with Article 21 (a).

### ARTICLE 5: DURATION

The duration of the Association is unlimited.

### ARTICLE 6: RESOURCES OF THE ASSOCIATION

The resources of the Association comprise:

- Fees due from members
- Subsidies or grants from the State, the regions, the departments, the community, public establishments, companies and other organizations or individuals
- Any assets belonging to the Association
- Monies resulting from goods or services given
- Donations
- Any and all other resources, receipts or subsidies

### ARTICLE 7: MEMBERSHIP

#### Section 1: Composition

Membership shall consist of the following:

- Any family, couple or individual of any nationality with an interest in participating in the Association, as Members-at-large
- The Presidents of the associations France Etats-Unis (FEU) and the English Speaking Ladies Group (ESLG), as Honorary Members
- The acting Mayor of Toulouse, as an Honorary Member
- The acting Consul of the United States of America in Toulouse, as an Honorary Member
- Employees of the Consulate of the United States of America in Toulouse, as Complimentary Members
- Any family, couple or individual that is part of a collective group holding a Beneficiary Membership, as Beneficiary Members.

#### Section 2: Member-at-large Membership

Membership as a fee-paying Member-at-large is granted upon receipt of a completed Membership Application and annual dues. Any application for a new membership or for the renewal of an existing membership shall be subject to review and acceptance by the Board of Directors.

An applicant for a new or renewed Member-at-large membership who is experiencing financial difficulties may request that the annual membership fee be waived. Acceptance of a request for waived membership must be approved by a majority of the Board of Directors.

Due to the investment of their time and energy in service of the Association and its membership, Members-at-large that serve on the Board of Directors have the option of waived membership for the duration of the term served.

#### Section 3: Complimentary and Honorary Membership

Any request for Complimentary or Honorary membership shall be subject to review and acceptance by the Board of Directors.

#### Section 4: Beneficiary Membership

Beneficiary Membership is reserved for companies and other sponsors of the Association who join the Association so that its employees or members of its group may participate in activities organized by the Association. The Board of Directors shall determine the fee for each Beneficiary Membership on a case-by-case basis. Acceptance of a Beneficiary Membership must be approved by a majority of the Board of Directors.

#### Section 5: Voting Privileges

All active fee-paying Members-at-large who are over the age of eighteen (18) shall have one (1) vote per paid membership. All active Members-at-large for whom membership dues have been waived and who are over the age of eighteen (18) shall have one (1) vote per waived membership.

Members of a collective group holding an active Beneficiary Membership who are over the age of eighteen (18) shall have one (1) vote per family.

Complimentary Members shall not have voting privileges. Honorary Members who are not also Members-at-large shall not have voting privileges.

Any Members-at-large (fee-paying or fee-waived) or person that is part of a collective group holding a Beneficiary Membership who are considered "suspended" or "inactive" shall not have voting privileges.

### ARTICLE 8: REFUSAL OF MEMBERSHIP

Any application for membership shall be subject to review and acceptance by the Board of Directors.

Any request for a written explanation from the Board of Directors of the Association for the reasons resulting in refusal of membership must be made by registered mail within thirty (30) days from the time of notification of said refusal.

### ARTICLE 9: LOSS OF MEMBERSHIP

With the approval of the Board of Directors, membership shall be forfeited for the following causes:

- Nonpayment of dues
- For actions conflicting with the interests, purpose or objective of the Association
- Resignation

A "Membership Application - Annual Renewal" form shall be sent to active Members-at-large and Beneficial Members during the calendar month prior to their recorded renewal date.

If payment of membership fees has not been received by the recorded renewal date, the membership shall be listed as "suspended" and a reminder notice shall be sent. Suspended Members-at-large and any family, couple or individual that is part of a collective group holding a Beneficiary Membership shall continue to receive Association mailings for the one (1) month that follows the recorded renewal date. If payment is not received within one (1) month of the recorded renewal date, the membership shall be listed as "inactive" and Association mailings shall be stopped. In accordance with Article 7 Section 5, any Members-at-large (fee-paying or fee-waived) or person that is part of a collective group holding a Beneficiary Membership who are considered "suspended" or "inactive" shall not have voting privileges.

Inactive Members-at-large and Beneficial Members who renew their membership within six (6) months of the recorded renewal date shall be allowed to pay the Annual Renewal fee that is in effect at the time of the renewal. The recorded renewal date for active or suspended Members-at-large and Beneficial Members shall remain in effect for all timely renewals. The recorded renewal date for inactive Members-at-large and Beneficial Members shall be changed to reflect the date that payment for the renewal was received by the Association.

Any request for a written explanation from the Board of Directors of the Association for the reasons resulting in termination of membership must be made by registered mail within thirty (30) days from the time of notification of termination of membership.

### ARTICLE 10: BOARD OF DIRECTORS – OFFICERS AND ELECTIONS

#### Section 1: Board of Directors

The Officers of the Association shall be vested in a Board of Directors which shall consist of the following fourteen (14) voting positions: President, Vice President, Treasurer, Secretary (the "Officers") and up to ten (10) Committee Members.

#### Section 2: Eligibility

All Members-at-large (fee-paying or fee-waived) or person that is part of a collective group holding a Beneficiary Membership who are over the age of eighteen (18) and considered "active" at the moment of the elections held at the AAMM shall be eligible to serve on the Board of Directors of the Association.

Any Members-at-large (fee-paying or fee-waived) or person that is part of a collective group holding a Beneficiary Membership who are considered "suspended" or "inactive" at the moment of the elections held at the AAMM may not serve on the Board of Directors.

Complimentary Members may not serve on the Board of Directors. Honorary Members who are not also Members-at-large (fee-paying or fee-waived) may not serve on the Board of Directors.

#### Section 3: Terms of Office

- All voting members of the Board of Directors shall be elected for a one-year term. The term of office shall follow the fiscal year of the Association, from 1 April through 31 March.
- The election of the voting members of the Board of Directors shall be held at the AAMM convened in accordance with Articles 19 and 20, and they shall assume the duties of that office effective 1 April.

### ARTICLE 11: BOARD OF DIRECTORS MEETINGS

The Board of Directors shall meet at least every two (2) months as requested by the President, or by special request of at least two (2) Board of Directors members other than the President. The President or Secretary shall distribute an agenda prior to each meeting.

The presence of a quorum, in accordance with Article 16, is necessary for the Board of Directors to deliberate and rule on any matters brought before it. Rulings are taken by the agreement of the majority of voting Board of Directors members present. Rulings are to be taken by a show of hands. Voting may be done by secret ballot if so requested by a majority of the voting Board of Directors members present.

Any active Member-at-large or person that is part of a collective group holding a Beneficiary Membership may attend Board of Directors meetings as an observer and may participate in deliberations if agreed upon by all members of the Board of Directors. Any active Member-at-large or person that is part of a collective group holding a Beneficiary Membership wishing to attend a Board of Directors meeting is required to give ten (10) days advance notice to the President or the request shall be denied. Complimentary and Honorary Members may attend Board of Directors meetings only by special invitation of the Board.

The Board of Directors reserves the right to hold closed deliberations and votes; upon exercising this right, any non-Board members present at the meeting shall leave the room until requested to return.

The deliberations, rulings and resolutions of the Board of Directors shall be recorded in the minutes of the meeting, and shall become part of the Minute Book. The President or Secretary shall distribute the minutes within one (1) week of each meeting. Minutes of previous meetings shall be available from the Secretary upon request.

### ARTICLE 12: EXCLUSION FROM THE BOARD OF DIRECTORS

Any member of the Board of Directors who misses, without excuse, three (3) consecutive meetings, shall receive written notification from the President, by registered letter, of the intent to exclude said member from the Board of Directors. If a response is not received from the absentee member within fifteen (15) days of the time of notification of the intent to exclude, said member shall be considered as having resigned their office, and shall be replaced in accordance with Article 15.

### ARTICLE 13: REMUNERATION AND REIMBURSEMENT

Members of the Board of Directors shall receive no remuneration for the function and duties with which the Association entrusts them. However, upon approval of the Board of Directors, expenses incurred while accomplishing the duties assigned to them, or in the interest of or on behalf of the Association may be reimbursed upon presentation of valid invoices, to be established in the name of the Association.

Any expense of over 150,00 € must have prior written consent of the President and Treasurer before said expense is incurred. A pre-budget for any expense of over 300,00 € must be presented to the Board of Directors for their approval and written consent before said expense is incurred.

### ARTICLE 14: AUTHORITY

The Board of Directors is vested with the authority and power to take any and all decisions necessary for the successful operation of the Association, with the exception of those reserved for the AAMM or a general meeting.

The Board of Directors shall be empowered to:

- Rule on the acceptance or rejection of any application for membership, and on any measures to be taken with regards to forfeiture or termination of membership
- Establish any bank and/or credit accounts
- Determine how all Association funds shall be used
- Solicit any subsidies, grants or donations
- Delegate any particular one of its duties to one of its members

#### ARTICLE 15: VACANCIES

Vacancies occurring on the Board of Directors shall be filled for the remaining term thereof by a majority vote of the remaining members of the Board of Directors.

#### ARTICLE 16: QUORUMS

For voting purposes during a Board of Directors meeting, the presence of five (5) or more voting members of the Board of Directors shall constitute a quorum.

For voting purposes during the AAMM, the number of voting members present or represented by proxy equal to twenty (20) percent of the number of active Members-at-large of the Association shall constitute a quorum.

For voting purposes during a general or extraordinary meeting, the number of voting members present or represented by proxy equal to twenty (20) percent of the number of active Members-at-large of the Association shall constitute a quorum.

#### ARTICLE 17: DUTIES OF OFFICERS

- (a) The President shall preside over all meetings of the Association and shall have general supervision of the affairs of the Association. The President shall be an Ex-Officio member of all committees and serve as liaison with all matters concerning contact with other associations (i.e. France Etats-Unis, ESLG, etc.).
- (b) The Vice President shall assume the duties of the President in his/her absence and advise/assist the President when called upon to do so.
- (c) The Secretary shall (1) take the minutes of all meetings and maintain an accurate record, (2) conduct all correspondence as directed by the President, and (3) perform such other duties as are customary of the office of Secretary.
- (d) The Treasurer shall (1) be the Chief Financial Officer of the Association, (2) make regular Financial Reports to the Board of Directors, (3) keep an account of all money received by the Association and deposit the same in the bank designated by the Board of Directors, (4) pay all bills as approved by the Board of Directors, and (5) perform such other duties as the Board of Directors may from time to time prescribe. The Treasurer shall present regular financial statements to the Board of Directors, prepare an annual report for the AAMM and shall keep complete account records.

#### ARTICLE 18: NOMINATIONS

Nominations shall be submitted to the President in writing prior to the AAMM. Additional nominations may be made from the floor with consent from the Nominee.

#### ARTICLE 19: GENERAL MEETINGS

All active members may attend general meetings. A general meeting may be convened by the Board of Directors or upon receipt of a written request representing at least twenty-five (25) percent of voting members. Upon receipt of such a request, the Board of Directors shall notify all active Members-at-large and the company or sponsor holding a Beneficiary Membership in writing of said meeting within thirty (30) days, and shall hold a general meeting within the next fifteen (15) days following the date of notification.

In all cases, the invitation to attend must include an agenda set and agreed to by a majority of the Board of Directors. The invitation to attend must be sent by individual letter at least fifteen (15) days in advance of the general meeting.

A register shall be kept of the names of all members in attendance, to be certified by a member of the Board of Directors. The number of voting members present or represented by proxy must equal twenty (20) percent of the active Members-at-large of the Association for the general meeting to take place. If this percentage is not attained, the general meeting shall be reconvened fifteen (15) days later and shall take place with the voting members present or represented by proxy.

Only those members granted full voting privileges in accordance with Article 7 Section 5 may participate in deliberations and voting.

Rulings shall be taken by the agreement of the majority of voting members present or represented by proxy. A maximum of four (4) votes by proxy shall be allowed per voting member present. Rulings shall be taken by a show of hands. Voting shall be done by secret ballot if so requested by majority of the voting members present.

Only those resolutions taken by the general meeting on points included in the written agenda shall be deemed valid. The deliberations and resolutions of the general meeting shall be written as minutes and kept in the Minute Book.

#### ARTICLE 20: ANNUAL ALL MEMBER MEETING (AAMM)

An AAMM shall be held once a year in February/March in accordance with Article 19 and with the following agenda:

- Call to order
- Present and approve the minutes of the previous AAMM
- Present any reports of the Board of Directors, Committees or individuals

- Present the Treasurer's Report
- Approve any Amendments to the Bylaws, if applicable
- Approve membership dues for the following year
- Transact any other business
- Elect voting members of the Board of Directors
- Discuss any new business
- Adjournment

#### ARTICLE 21: EXTRAORDINARY MEETINGS

An extraordinary meeting shall be held for either of the following reasons:

- (a) Amendment to Bylaws – In the event that an extraordinary meeting is necessary for amendment to the Bylaws, said meeting shall be convened in accordance with Article 19. An extraordinary meeting for the purpose of amending the Bylaws must be comprised of at least fifty (50) percent of the active Members-at-large of the Association. If this percentage is not attained, the extraordinary meeting shall be reconvened fifteen (15) days later and shall take place with those voting members present at the time. In all cases, resolutions must be taken by a majority of voting members present. Only those members granted full voting privileges in accordance with Article 7 Section 5 may participate in deliberations and voting. Vote by proxy is not allowed. Rulings are to be taken by a show of hands. Voting may be done by secret ballot if so requested by majority of the members present.
- (b) Dissolution of Association – In the event that it becomes necessary to dissolve the Association, an extraordinary meeting shall be convened in accordance with Article 19. Seventy-five (75) percent of voting members must be present and a two-thirds majority of those present must vote in favor of dissolution. Only those members granted full voting privileges in accordance with Article 7 Section 5 may participate in deliberations and voting. Vote by proxy is not allowed. Those present at the extraordinary meeting must nominate one or more liquidators to conclude the affairs of the Association in accordance with Article 9 of the Law of 1 July 1901 and the Decree of 16 August 1901.

#### ARTICLE 22: FINANCES

The fiscal year of the Association shall be from 1 April through 31 March.

All funds shall be deposited in the account of the Association, and shall be disbursed as authorized by the Board of Directors.

- (a) Dues shall be payable annually. Dues for the ensuing year shall be reviewed and set annually by the Board of Directors and approved by a majority vote of voting Members-at-large present or represented by proxy at the AAMM convened in accordance with Articles 19 and 20.
- (b) No member of the Association shall be liable except for unpaid dues for the current year and no personal liability shall in any event attach to any member of the Association in connection with any of its activities or undertakings. All liabilities of the Association shall be limited to its deposited funds.
- (c) Money received from memberships, projects, gifts, and memorials shall be used to further the purposes of the Association.
- (d) All funds of the Association shall be deposited from time to time to the credit of the Association in such banks as the Board of Directors may select.
- (e) The Board of Directors shall approve all expenses from these funds.
- (f) No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered.

#### ARTICLE 23: AMENDMENTS

Deliberation and acceptance of amendments to the Bylaws shall be held, if possible, during the course of the AAMM, in accordance with Articles 19 and 20.

If it becomes necessary to amend the Bylaws at any time other than during the AAMM, an extraordinary meeting shall be convened expressly for that purpose in accordance with Article 21 (a).

#### ARTICLE 24: DISSOLUTION OF ASSOCIATION

In the event that it becomes necessary to dissolve the Association, an extraordinary meeting shall be convened in accordance with Article 21 (b). Seventy-five (75) percent of voting members must be present and a two-thirds majority of those present must vote in favor of dissolution. Only those members granted full voting privileges in accordance with Article 7 Section 5 may participate in deliberations and voting. Vote by proxy is not allowed. The voting Members-at-large present at the extraordinary meeting must nominate one or more liquidators to conclude the affairs of the Association in accordance with Article 9 of the Law of 1 July 1901 and the Decree of 16 August 1901.