

Alliance Française of New Haven
BY LAWS

ARTICLE I

Statement of Purpose

The chapter of The Alliance Française of New Haven is organized in accordance with the by-laws of the “Alliance Française de Paris” created in 1883, as an educational organization whose mission is to promote the French language and the many cultures of the francophone world. Furthermore, it is to be operated as a non-profit, non-political, non-discriminatory organization which complies with applicable federal and state non-profit tax laws and regulations.

ARTICLE II

Aim

The organization will chiefly be involved in:

- The dissemination of French or Francophone cultural materiel (in written or audiovisual form)
- The organization of cultural events (shows, recitals, exhibitions, conferences, symposia, etc.) and meetings of a recreational or promotional nature;
- Organizing French classes;
- Connecting with the collaborative platform of other Alliances Françaises USA

ARTICLE III

Members

Section 1. There shall be various classes of membership as may be determined by the Board of Directors. Honorary members may be so designated by the Board of Directors on such terms and conditions as it may deem appropriate.

Section 2. Any person, regardless of race, religion, national or ethnic origin may become a member by paying annual dues as determined by the Board of Directors. Upon payment of appropriate dues, such person shall be entitled to all the privileges of membership in the Alliance Française of New Haven during the fiscal year, including voting privileges.

Section 3. The right to membership is relinquished upon resignation or nonpayment of annual dues.

ARTICLE IV

Administration

Section 1. The Alliance Française of New Haven shall be governed by a Board of Directors composed of not less than five or more than eleven members, who shall be elected for a term of two (2) years. The actual number of Directors within the foregoing limits shall be set from time to time by the Board. To be eligible for election to the Board, a member must be of a membership class with voting privileges.

Section 2. In the case of death or resignation of a member of the Board, the Board of Directors, by Majority vote shall have the power to fill such vacancy for the remainder of the unexpired term.

Section 3. During the spring, the membership shall, by Majority vote, elect Board of Directors and the following Officers: President, Vice-President, Secretary, Treasurer, and such other officers as the Board may from time to time create. Each shall serve for a term of two (2) years or until his or her successor is elected.

Section 4. No member of the Board shall receive remuneration for his or her services as Officer or Board member. Reasonable expenses, expressly authorized by the Board may be reimbursed upon justification.

Section 5. At a meeting of the Board of Directors, one-half (1/2) of the Board members shall constitute a quorum.

Section 6. A minimum of three (3) Board Meetings shall be held each year, such meetings to be called at the discretion of the President or by two-thirds (2/3) of the members of the Board.

Section 7. Proposals requiring a rapid decision may be voted on electronically via the Internet. The proposal will be emailed to each Board or Executive Committee member specifying a deadline for receiving a reply vote. The proposal will pass by a Majority vote. The Secretary will enter into the following meeting's records the outcome of the "virtual" vote.

Section 8. If it is determined by a majority of the members of the Board that a Board member or officer is not fulfilling his or her responsibilities to the Alliance Française, he or she may be removed from office at a regular or special meeting. All members of the Board must be given

prior written notice ten (10) days in advance of the meeting that the removal of an officer or director is being considered. Failure to attend Board Meetings regularly may be considered a failure to fulfill such responsibilities. Directors may also be removed by a majority vote of members present at the Annual Meeting or at a special meeting of the membership at which a quorum is present provided that notice is given in writing to all members as provided in Article II. Said notice shall inform members that the removal of a Director is to be considered.

ARTICLE V

Meetings

Section 1. An Annual and an Election Meeting of the members of The Alliance Française of New Haven shall be held at such time and place, as the Board of Directors shall determine. Written notice of such meetings shall be emailed to each member at least ten days prior to the meeting. Ten percent (10%) of the voting membership shall constitute a quorum and a simple majority of members present shall be sufficient to carry any motion.

Section 2. Special meetings of the membership may be called at any time by the President, by two-thirds (2/3) of the Board of Directors. Notice of such meetings shall be given in writing in the manner herein before provided for giving notice of annual meetings and shall specify the purpose for which such meetings is called. A simple Majority of members present shall be sufficient to carry any motion.

Section 3. Proxies shall not be allowed at meetings of the membership or at any meetings of the Board of Directors.

ARTICLE VI

Duties of the board of directors

Section 1. Formulate policy for the financing, preservation and development of the organization's assets

Section 2. Approve of the annual program of activities

Section 3. Fix the ordinary and extraordinary membership fees

ARTICLE VII

Duties of Officers

Section 1. President: The President shall perform all duties incident to the office of President; ensure the annual report of the Alliance Française of New Haven is communicated to the

Federation of Alliances Françaises USA, Inc. and such other duties as may be prescribed by the Board of Directors from time to time.

Section 2. Vice-President: The Vice-President shall perform such duties as the President or the Board of Directors may prescribe and shall preside at Board meetings in the absence of the President.

Section 3. Secretary: The Secretary shall keep the minutes of the meetings of the Board of Directors, the Annual Meeting and any special meetings of the membership and shall perform such other duties as may be assigned by the President or by the Board of Directors.

Section 4. Treasurer: The Treasurer shall receive all dues and income from other sources and deposit the same in such bank or depository institutions as the Board of Directors shall designate. The funds of the Alliance Française of New Haven may be placed in such financial institution as the Board of Directors, recognizing the fiduciary nature of such funds, may determine. The Treasurer shall submit a report of all receipts and expenditures, at each regular meeting of the Board of Directors and at the Annual meeting of the entire membership. The Treasurer's books may be audited after the close of each fiscal year or as directed by the Board of Directors.

ARTICLE VIII

Committees

Section 1. The President, Vice-President, Secretary, and Treasurer shall constitute the Executive Committee. The Executive committee shall have the power to act as may be required between the meetings of the Board of Directors. The actions at any meeting of the Executive Committee shall be communicated to members of the Board of Directors at or prior to the next meeting of the Board. The Board may take such action, as it deems appropriate to ratify, amend or reverse the actions of the Executive Committee.

Section 2. A Nominating Committee shall be appointed by the President at least forty-five (45) days prior to the Election meeting. This Committee shall be composed of at least two (2) members. The Nominating Committee shall recommend the name of at least one (1) candidate for each position on the Board of Directors. At the Election meeting, prior to the vote, Nominations for the Board of Directors shall be accepted from the floor.

Section 3. The Board of Directors may establish such other committees as the activities and functions of the Alliance Française of New Haven may require, and the President shall name members of such committees.

ARTICLE IX

Funding

Section 1. The association is funded by: Income from the services rendered by the Alliance Française (enrolment fees on French courses, film club fees, library subscriptions, etc.), Membership fees, Donations and legacies accepted by the board of directors, Any subsidies it may be granted.

Section 2. Annual dues shall be in such amounts and shall be payable at such time as may be determined by the Board of Directors.

Section 3. The fiscal year of the Alliance Française of New Haven shall commence on January first (1st) of each year.

ARTICLE X

Relations with the Federation

Section 1. The Alliance Française of New Haven shall be affiliated with the Federation of Alliances Françaises USA, Inc., (the Federation) the offices of which are located at Washington, D.C.

Section 2. The Alliance Française of New Haven shall pay the Federation the appropriate yearly sum required for membership in the Federation.

Section 3. No person or group shall be entitled to use the name of the Alliance Française without the prior consent of the Federation.

ARTICLE XI

Indemnification

The Alliance Française of New Haven may indemnify any person (including his estate) made or threatened to be made a party to any suit or proceeding, whether civil or criminal, by reason of the fact that he was a director or officer of the Alliance Française of New Haven or served at its

request as a director or officer of another Alliance Française of New Haven, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney fees actually and necessarily incurred as a result of such threat, suit or proceeding, or any appeal therein, to the full extent permissible under the laws of the State of Connecticut, except as limited in the Charter of the Alliance Française of New Haven.

ARTICLE X

Amendments and Dissolution

Section 1. These By-Laws may be amended by the Board of Directors by a two-thirds (2/3) majority of directors present and voted on at a meeting of the Board at which a quorum is present. Copies of proposed changes in the By-Laws shall be given to each member of the Board at least ten days in advance of such meeting.

Section 2. These By-Laws may also be amended by a two-thirds (2/3) majority of membership present and voted on at the Annual meeting or a special meeting at which a quorum is present. Copies of proposed changes to the bylaws shall be furnished to each member with the notice of the meeting required in Article II.

Section 3. The adopted amendments shall become effective only when approved by the Federation and the Alliance Française de Paris.

Section 4. In the event of dissolution, the residual assets of The Alliance Française of New Haven will allocate the net assets to another Alliance française operating in the country or, in the absence thereof, a similar non-profit organisation, in compliance with the prior conventions signed with funding organizations, or to one or more organizations which themselves are exempt as organizations described in sections 501 (c) (3) and 170 (c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or local government for exclusive public purposes.

Revised as per Board of Directors Majority vote: