



BY-LAWS OF THE PARIS AMERICAN CLUB

*A not-for-profit 501(c)7 Corporation, founded on August 24, 2001
By-Laws revised February 12, 2024*

Article 1. Name

The name of the "Corporation" shall be the Paris American Club.

Article 2. Principal Office

The principal office of the Corporation shall be located in New York, NY. The Corporation may have such other offices as may from time to time be designated by its Board of Directors.

Article 3. Purposes

The purpose of the Corporation is to continue the tradition established by Benjamin Franklin in 1777 in Paris, France by organizing meetings where members, all involved in the Franco-American community of New York, can interact and foster the bonds of friendship between France and the United States.

The Corporation is a Franco-American institution of mutual regard and goodwill.

Article 4. Powers

The Corporation shall have the power, in so far as such power is conferred, or is not limited by law, to make and perform contracts for any lawful purpose, to engage in various funding and fund-raising activities and to acquire, own, hold, operate and maintain such property as may be necessary to effectuate its purpose.

The specific purposes and powers enumerated herein shall not be deemed to limit or restrict the general powers of the Corporation and the enjoyment or exercise thereof, as conferred by the laws of the State of New York.

The Corporation shall not be conducted or operated for profit and no part of the net

earnings of the Corporation shall inure to the benefit of any member or any individual, nor shall any of such net earnings, or of the property or assets of the Association, be used otherwise than for charitable or benevolent purposes.

In the event of the liquidation, dissolution or winding up of the Corporation whether voluntary or involuntary, or whether by operation of law, none of the property of the Association, nor any proceeds thereof, nor any other assets of the Corporation shall be distributed to or divided among any of the members of the Association.

Article 5. Membership

Membership shall be open to all persons interested in the purposes of the Corporation as stated above.

- A. Rules for Admission of Members: Each applicant must have one sponsor and complete the Membership Application form. The application will be submitted to the Membership Committee and/or Board of Directors. If no objection to a proposed member is expressed, the proposed member will be admitted as a new member.

The Board of Directors of the Corporation may, from time to time, establish such other criteria for membership as it deems appropriate.

- B. Initiation Fee: All new members shall pay an initiation fee in an amount to be determined by the Board of Directors. An applicant shall pay such initiation fee upon submitting his or her application.
- C. Withdrawal: Any member may withdraw from the Corporation by giving written notice of such intention to the Secretary, which notice shall be effective immediately or at the time specified therein without the need for acceptance.
- D. Removal: A member may be suspended or expelled by a two-thirds vote of the entire Board of Directors for any violation of these by-laws or for any conduct which, in the opinion and discretion of the Board of Directors, shall be prejudicial to the prestige, welfare, or reputation of the Association. No member, however, shall be expelled without having been given two weeks' written notice of the alleged objections to his or her membership. Members whose dues are more than two years in arrears will be dropped from the membership list. However, they may be reinstated, upon request and upon payment of the outstanding dues, without payment of the initiation fee, if such reinstatement occurs not later than two years from the last day of their membership.
- E. Dues: All members shall pay annual dues in an amount to be decided by the Board of Directors. Such dues are payable upon notification of acceptance as a new member. Dues apply to the calendar year of joining, however, consideration may be given to those joining in the latter half of the year, per the accord of the Board of Directors. The dues entitle the payer to membership until the 31st of December of the year for which such dues were paid. Any dues paid are not refundable.

- F. Categories of Membership: The Board of Directors shall decide whether to create various classes of membership such as honorary, active or associates as well as the qualifications for membership in such classes.

Article 6. Officers

- A. The Officers of the Corporation shall be a President, one or more Vice-President(s), a Secretary, a Treasurer and such other Officers as the Board of Directors may determine.
- B. The President shall be the chief executive officer of the Association, shall have the responsibility for the general management for the affairs of the Corporation and shall carry out the resolutions of the Board of Directors.
- C. The Vice-President(s): During the absence or disability of the President, the Vice-President shall have all the powers and functions of the President. The Vice-President shall perform such duties as may be prescribed by the Board of Directors and shall be informed of any action undertaken by the President or any information received by him or her concerning the Association.
- D. The Treasurer shall have the care and custody of all the funds of the Corporation and shall deposit the funds in the name of the Corporation in such bank accounts as the Officers may from time to time determine. The Treasurer shall, when duly authorized by the officers, sign and execute all contracts in the name of the Association. The Treasurer, as well as other authorized Officers, may also sign checks, drafts, notes, and orders for the payment of money which shall have been duly authorized by the officers. The Treasurer shall keep full and accurate accounts of receipts and disbursements of all moneys received or paid by him or her on account of the Association. He or she shall exhibit such books of account and records to any of the Directors at any time upon request and shall render a detailed statement at the Annual Meeting of the Association.
- E. The Secretary shall keep the minutes of all meetings. The Secretary shall serve all notices for the Corporation which shall have been authorized by the Officers.
- F. Meetings: The Officers shall meet at least three times a year and more often, if deemed necessary.
- G. Resignation: Any officer may resign at any time by delivering to the Board of Directors a written resignation, which will be effective upon its receipt.

Article 7. Board of Directors

The Board of Directors shall consist of seven members and shall have the control and management of the affairs and business of the Association. Such Board of Directors shall act in the name of the Corporation only when it shall be regularly convened.

- A. All Officers shall by virtue of their office be members of the Board of Directors.
- B. Meetings: The Directors shall meet from time to time as deemed necessary, but at

least three times per year, upon either written, electronic, or oral notice. Special meetings of the Directors may be called by the President on electronic, written or oral notice of at least ten days to each Director. Special meetings may also be called at the initiative of any Director on at least ten days' notice to each Director if such request is likewise endorsed by not less than a majority of the entire Board.

- C. Quorum: Two thirds of the members of the Board of Directors, present in person or online, shall constitute a quorum for any meeting. Each member present shall be entitled to one vote as a member of the Board of Directors.
- D. Removal: A Director may be removed by vote of a majority of the other Directors then in office when sufficient cause exists for such removal.
- E. Vacancies: Any vacancy in the Board of Directors occurring during the year may be filled by another member selected by the Directors then in office. Any Director so appointed by the Board shall hold office until the next election of the Board.

Article 8. - Election of Directors and Term of Office

Any member in good standing of the Corporation, and who has attended at least three Corporation events during the year, may be a candidate for Director. All candidates shall inform the Board of Directors of his or her candidacy at least thirty (30) days prior to the date of the election.

The Directors shall be elected every two years online or at the Annual Meeting of the Corporation as described below.

- A. Notice: Electronic notice of the date, time, place of the holding of the Annual Meeting, a list of Director candidates and the ballots shall be sent to every member electronically, not less than thirty (30) days prior to the date of such Annual Meeting.
- B. Voting: Only members in good standing shall be entitled to vote and each member shall be entitled to submit one ballot. The names of the Director candidates selected by each member shall be indicated on the member's ballot and the ballot shall thereafter be cast electronically not less than ten (10) days prior to the date of the Annual Meeting. The Secretary's office shall thereafter review the ballots and determine the seven (7) candidates receiving the greatest number of votes. The results of the voting shall be announced during the Annual Meeting and sent electronically to all members thereafter.
- C. Term: The Directors shall hold office for a term of two years and may be reelected upon the expiration of their terms.
- D. Selection of Officers: Once elected the Directors shall appoint the Officers. All the Officers shall be appointed for a term of two years and may be reappointed to the same or another office upon the expiration of their term. Notwithstanding the forgoing, the President shall serve no more than five consecutive terms. Exceptions may be granted by unanimous consent of the Board of Directors.

No Officer or Director shall for reason of his office be entitled to receive any salary or compensation.

Article 9. Meetings of Members

- A. Annual Meeting: During the Annual Meeting of members, a report shall be presented by the President and/or other Officers, on the state of the club for the preceding year, including financials.
- B. Events and Activities: The Board of Directors shall schedule events and activities throughout the year as needed.

Guests of members are welcome at all meetings and events.

Article 10. Committees

- A The Board of Directors may appoint such officers, agents or individuals as may appear to the Board of Directors to be necessary to advise in the management of the property and affairs of the Association; each of them shall have such powers and authority and perform such duties as are provided by the Board of Directors or as the Board of Directors may from time to time prescribe and, as such, not be inconsistent with these By-Laws.
- B. The Board may establish one or more committees (i.e. Membership Committee, Elections Committee, Finance Committee, Speakers Committee, House Committee, etc.) to manage the various activities undertaken by the Corporation from time to time. Each committee shall consist of the Director responsible for such activity before the Board and such other interested member or members, if any.

Article 11. Fiscal Year

The fiscal year of the Corporation shall be fixed by the Board of Directors from time to time, subject to applicable law.

Article 12. Amendments

These By-Laws may be amended, altered, or repealed at any annual, regular, or special meeting of either the Members or the Board of Directors by a majority of the votes cast at such meeting.