

BY-LAWS OF
THE ALLIANCE FRANÇAISE VERMONT CHAPTER
KNOWN AS
THE ALLIANCE FRANÇAISE OF THE LAKE CHAMPLAIN REGION, INC.

ARTICLE I.
NAME, OFFICE AND PURPOSE

§ I.1. Name. The name of the corporation is The Alliance Française of the Lake Champlain Region, Inc.

§ I.2. Offices. The board of directors may, from time to time, designate the location of the principal office of the corporation and may, from time to time, designate other offices within or without the State of Vermont as the business of the corporation may require.

§ I.3. Purpose. The corporation is organized, and is to be operated, exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (the “Code”) (or the corresponding provision of any future federal tax code), and any other lawful purpose permitted to an entity referred to in Section 501(c)(3) of the Code (or the corresponding provision of any future federal tax code).

The corporation may achieve its purposes through any appropriate means determined by the directors of the corporation. The corporation shall have such additional purposes and shall also be limited in purpose as set forth in its Articles of Incorporation.

Notwithstanding any other provision of these Bylaws, no director, officer, employee, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code or any corresponding provision of any future federal tax code.

The corporation, a nonprofit organization, constituted in accordance with the statutes and aims of the Alliance Française founded in Paris in 1883 and the work of which has been continued since January 1st, 2008 by the “Fondation Alliance Française,” aims to promote the French language in the Lake Champlain region, gather those who desire to contribute towards developing understanding and enjoyment of French culture and language and, on a larger scale, foster greater mutual understanding between the United States of America, France, Canada and any other French-speaking country or region through linguistic and cultural exchanges. The corporation operates within a framework of responsible and well-balanced management, which guarantees its spirit of independence. The corporation has no political or religious affiliations

and prohibits any form of discrimination. Its duration is unlimited. The corporation has received approval of its Bylaws by the Fondation des Alliances Françaises.

ARTICLE II. MEMBERS

§ II.1. Classes of Members. The corporation shall have two classes of members: Active Members and Honorary Members.

§ II.2. Active Members. Any person interested in furthering the exempt purposes of the corporation may become an active member of the corporation by applying, in form and manner as determined by the board of directors, and paying an annual fee according to the fee schedule determined by the board of directors. The board of directors may set and change such fee as may be necessary from time to time.

§ II.3. Honorary Members. The board of directors may confer honorary membership to such distinguished persons who have contributed in a notable way to the mission of the corporation. Honorary members shall not be required to pay any fees or dues.

§ II.4. Resignation of Members. Any member may resign at any time by giving written notice to the board of directors. Upon resignation, such resigning member shall lose all rights as a member.

§ II.5. Annual Meeting. The annual meeting of the members shall be held at such time, place and date as shall be designated by the board of directors. Written notice of the annual meeting shall be sent to all members at least thirty (30) days) and no more than sixty (60) days prior thereto. At the annual meeting, the members shall vote for directors and address other business that may come before the members during the meeting.

§ II.6. Special Meetings. Special meetings of the members may be called by the board of directors or upon the request in writing of the holders of at least ten percent (10%) of the voting power of the members of the corporation. Such written request shall be delivered to the president of the corporation and shall describe the purpose or the purposes for which such meeting is to be held. Written notice of a special meeting shall be sent to all members at least thirty (30) days) and no more than sixty (60) days prior thereto.

§ II.7. Quorum. Except as specifically provided in Article XI of these Bylaws, ten percent (10%) of the voting power of the members represented in person or by proxy shall constitute a quorum for the transaction of business.

§ II.8. Voting. Each member shall be entitled to one (1) vote on each matter submitted to a vote of the members. Except as otherwise provided in this Section, Article X of these Bylaws, or as otherwise required by the Vermont Nonprofit Corporation Act (Title 11B of the Vermont

Statutes Annotated) or any successor statute, the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the members. Directors shall be elected by a majority vote of the members present at a meeting at which a quorum is present. Should a quorum not be present, a lesser number may adjourn the meeting to some further time.

§ II.9. Waiver of Notice. A member may waive notice in a writing signed by the member and delivered to the corporation for inclusion in the minutes or filing with the corporate records. A member's attendance at a meeting waives objection to lack of notice or defective notice, unless the member timely objects at the meeting to holding the meeting or transacting business at the meeting. A member's attendance at a meeting also waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member timely objects to the matter when it is presented or when the member thereafter becomes aware that the matter is presented.

§ II.10. Action by Written Consent. Action permitted or required to be taken at a member's meeting may be taken without a meeting if the action is taken by all the members entitled to vote on the action. Each action must be evidenced by one or more written consents describing the action taken, signed by all the members, and delivered to the corporation for inclusion in the minutes or filing with the corporate records.

§ II.11. Telephone Meetings. Members may participate in a meeting of the members by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting in such a manner shall constitute presence in person at such meeting.

ARTICLE III. DIRECTORS

§ III.1. Number and Qualification. The number of directors shall be an odd number, no fewer than three (3) and no more than nine (9). Directors on the board of directors are required to be Active Members of the corporation in good standing.

§ III.2. Term of Office; Manner of Election. Directors shall be elected at the annual meeting of members as set forth in Article II of these bylaws by a majority vote of the members present at a meeting at which a quorum is present. The term of office of each director shall be two (2) years. Each director who is not an officer shall be eligible for reelection at the end of his or her two (2) year term upon recommendation of the then-constituted board of directors and the affirmative vote of the members at the annual meeting of the members.

§ III.3. Duties and Powers. The board of directors shall have control and management of the affairs and business of the corporation, and the directors shall in all cases act as a board, regularly convened, and in the transaction of business, the act of a majority present at a

meeting, except as otherwise provided by law or the Articles of Incorporation, shall be the act of the board, provided a quorum is present. The directors may adopt such rules and regulations for the conduct of their meetings and the management of the corporation as they deem proper and not inconsistent with law or these Bylaws.

§ III.4. Meetings of Directors. The board of directors shall hold at least three (3) regular meetings of the board per year to organize, select officers, and transact other business. Other regular meetings of the board shall be held at such times and locations as the board may from time to time determine. Special meetings of the board of directors may be called by the president at any time and upon the petition of at least twenty percent (20%) of the directors of the corporation then serving as directors of the corporation.

§ III.5. Notice of Meetings. No notice is required for regular meetings of the board of directors. Notice of special meetings shall be given (i) at least forty-eight (48) hours prior to such meeting if delivered in person, by telephone, or by electronic mail or (ii) at least seven (7) days prior to such meeting if delivered by first class mail, such notice considered delivered when it is deposited in the mail.

§ III.6. Waiver of Notice. Whenever, under the provisions of these Bylaws or of any statute, any director is entitled to notice of any regular or special meetings or of any action to be taken by the corporation, such meeting may be held or such action may be taken without the giving of such notice, provided every director entitled to such notice waives, in writing, the requirements of these Bylaws with respect thereto. All waivers, consents and approvals shall be filed with the minutes or the corporate records.

§ III.7. Place and frequency of Meeting. The board of directors may designate any meeting place it deems appropriate for any regular or special meeting. Board directors are expected to attend most board meetings each year.

§ III.8. Quorum. At any meeting of the board of directors, the presence of a majority of the board fixed in accordance with these Bylaws shall be necessary to constitute a quorum for the transaction of business. The act of a majority of the directors' present at a meeting at which a quorum is present shall be the act of the board of directors. Should a quorum not be present, a lesser number may adjourn the meeting to some further time.

§ III.9. Telephone Meetings. Meetings of the board of directors and members of any committee designated by the board of directors may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting in such a manner shall constitute presence in person at such meeting.

§ III.10. Consent. Any action consented to in writing by each and every director shall be as valid as if adopted by the board of directors at a duly held meeting thereof, provided that such written consent is inserted in the minute book. Transmission of consent by electronic mail or other electronic transmission shall constitute consent in writing.

§ III.11. Voting. At all meetings of the board of directors, each director shall have one (1) vote.

§ III.12. Compensation. No individual serving as on the board of directors may receive any remuneration from the corporation, neither with respect to services provided to the corporation within the framework of their own profession nor with respect to an internal job provision of services. Therefore, no employee of Alliance Française can become a member of the board of directors.

§ III.13. Vacancies. Any vacancy occurring in the board of directors by death, resignation or otherwise shall be promptly filled (or the directorship shall be eliminated) by a majority vote of the directors then in office. The person so elected shall serve out the unexpired portion of the term.

§ III.14. Resignation. Any director may resign his or her office at any time, such resignation to be made in writing to the board of directors and effective upon delivery, unless otherwise specified in the notice.

§ III.15. Removal of Director. Any director may be removed without cause, at any time, by the affirmative vote of two-thirds (2/3) of the directors then in office. Except as otherwise prescribed by statute, a director may be removed for cause by a vote of a majority of the directors then in office.

§ III.16. Committees. The board of directors may, by resolution passed by a majority of the board of directors, designate one or more committees, each committee to consist of one or more of the directors of the corporation. Any such committee, to the extent provided by resolution passed by a majority of the board, shall have and may exercise all the powers and authority of the board of directors in the management of the business and the affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it. The president shall serve as an ex officio member of each committee.

ARTICLE IV. OFFICERS

§ IV.1. Officers and Qualifications. The corporation shall have such officers as the board of directors may determine, including a president, one or more vice presidents, a treasurer, a secretary and one or more assistant secretaries. Any two or more offices may be held by the same person, except for the offices of president and secretary. All officers shall be members in good standing having already served or currently serving on the board of directors or having participated directly in a volunteer administrative capacity.

§ IV.2. Election. All the officers of the corporation shall be elected by the board of directors at the first meeting of the board of directors that follows the annual meeting of members.

§ IV.3. Term of Office. All officers shall hold office for a period of two (2) years or until their removal or resignation as hereinafter provided.

§ IV.4. Removal and Resignation of Officers. Any officer may be removed either with or without cause by the vote of a majority of the board of directors. Any officer may resign his or her office at any time, such resignation to be made in writing to the board of directors and effective upon delivery, unless otherwise specified in the notice.

§ IV.5. Vacancies. All vacancies in any office shall be promptly filled (or the position eliminated) by the board of directors, either at a regular meeting or at a meeting specifically called for that purpose.

§ IV.6. Duties of the President. The president shall:

- (a) Supervise and control the business and affairs of the corporation;
- (b) Cause to be called regular and special meetings of the directors in accordance with the requirements of these statutes and these Bylaws and preside at all meetings of the board of directors; and
- (c) Enforce these Bylaws and perform all duties incident to his or her office and which are required by law.

§ IV.7. Duties of the Vice President. The vice president shall, in the absence or disability of the president, or in the case of any vacancy in the office of president, exercise the powers and perform the duties as may from time to time be required of that person.

§ IV.8. Duties of the Treasurer. The treasurer shall:

- (a) Oversee the finances of the corporation and shall have the custody and control of its

funds and shall have the authority to open bank accounts in the name of the corporation;

(d) Have the authority to sign, along with the president, vice president(s) and secretary, checks and drafts and other papers requiring the payment of money;

(e) Cause all debts and obligations of the corporation to be paid when due;

(f) Keep an account of all receipts and disbursements which shall be open for inspection by the board of directors and auditors at all times;

(g) Furnish an annual financial statement at each annual meeting of the members; and

(h) Perform such other duties as may be authorized and directed by the board of directors.

§ IV.9. Duties of the Secretary. The secretary shall:

(a) Handle the general correspondence of the board of directors;

(b) Be responsible for adequate advance written notice of all meetings of the board of directors and meetings of the members;

(c) Attend all meetings of the board of directors and keep, or cause to be kept, the minutes of such meetings; and

(d) Perform the duties incident to the office of the secretary of the corporation as specifically delegated from time to time by the board of directors and as may be required by the laws of the State of Vermont.

§ IV.10. Duties of the Assistant Secretary. The assistant secretary shall, in the absence or disability of the secretary, or in the case of any vacancy in the office of secretary, exercise the powers and perform the duties as may from time to time be required of that person.

§ IV.11. Additional Officers. The board of directors may appoint such other officers as the board of directors deems necessary and in the best interests of the corporation and may delegate to such officers such duties as the board of directors determines necessary or appropriate. Such additional officers need not be directors of the corporation.

**ARTIC
LE V.
ADMINISTRATIVE STAFF:
DUTIES OF EXECUTIVE DIRECTOR AND SCHOOL DIRECTOR**

§ V.1. **The Director of the French Language Center** is appointed by the board of directors to hire teachers, secure facilities and oversee the curriculum, its publication and all other dimensions of the French Language Center including student placement, payments, credits and refunds.

**ARTICLE VI.
BILLS, NOTES, ETC.**

§ VI.1. **Execution.** All bills payable, notes, checks, drafts, warrants or other negotiable instruments of the corporation shall be made in the name of the corporation and shall be signed by such officer or officers, agent or agents, as the board of directors shall from time to time by resolution direct. No officer or agent of the corporation, either singly or jointly with others, shall have the power to make any bill payable, note, check, draft, warrant or other negotiable instrument, or endorse the same in the name of the corporation or contract or cause to be contracted in debt or liability in the name and on behalf of the corporation except as herein expressly prescribed and provided.

**ARTICLE VII.
FISCAL YEAR**

§ VII.1. **Fiscal Year.** The board of directors may designate the fiscal year of the corporation, from time to time, subject to applicable law.

**ARTICLE VIII.
FUNDS AND DONATIONS**

§ VIII.1. **Funds and Donations.** The corporation is hereby empowered to raise funds for its charitable and educational purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding provision of any future federal tax code. The corporation shall keep accurate records, books, and other necessary documentation, in appropriate accounting form, of all grants, donations, bequests or other contributions to the corporation and shall report such contributions to the Internal Revenue Service as it may, from time to time, require.

**ARTICLE IX.
INDEMNIFICATION AND INSURANCE**

§ IX.1. Rights. Subject to limitations in this Article VIII, the corporation shall indemnify its directors and officers, including those formerly holding such positions (hereinafter referred to as “Covered Persons”), for all claims and liabilities actually and reasonably incurred, including reasonable expenses and attorneys’ fees, to which they may become subject by reason of their positions with the corporation or their actions on behalf of the corporation. Such indemnification shall apply whenever a Covered Person is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative. The corporation may directly pay or settle any such claims and liabilities as are determined by the board of directors. The foregoing shall not be exclusive of any other rights to which such Covered Persons may be lawfully entitled.

§ IX.2. Limitations. No indemnification shall be provided for any Covered Person with respect to any matter as to which he or she is determined not to have acted in good faith in the reasonable belief that the action was in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, where the Covered Person is determined to have had no reasonable cause to believe the conduct was unlawful. If these determinations are not made in a legal proceeding related to the claim, they may be made by the board of directors. If not made or able to be made by either, the determination shall be made by independent legal counsel appointed by the corporation. Payment of expenses incurred in defending a civil or criminal proceeding in advance of its final disposition may be made only upon receipt by the corporation of an undertaking to repay such amounts if the Covered Person shall be determined to be not entitled to indemnification under this Article.

**ARTICLE X.
DISSOLUTION OR SALE OF ASSETS**

§ X.1. Dissolution or Sale of Assets. In the event of dissolution, the board of directors shall appoint one or more auditors to deal with the liquidation of the corporation’s assets. The board shall allocate the net assets of the corporation to another Alliance Française operating in the United States or, in the absence thereof, one or more similar nonprofit organizations that would then qualify as tax- exempt under the provisions of Section 501(c)(3) of the Code, or any corresponding provision of any future federal tax code, and contributions to which are deductible under Section 170(c)(2) or Section 2055(a) of the Code, or any corresponding provision of any future federal tax code, including the French Ministry of Foreign Affairs and International Development. Any assets not so distributed by the board of directors shall be so distributed by a court of competent jurisdiction, exclusively to such organization or organizations as said court shall determine, which are organized and operated exclusively for such exempt purposes.

ARTICLE XI. AMENDMENTS

§ XI.1. Proposals for Amendments. These Bylaws may be altered, amended, repealed or added to, and new Bylaws may be adopted only if there is a proposal by the board of directors or by one fifth (1/5) of the members of the corporation. Any such proposal shall be submitted to the board of directors at least one month prior to the date of the annual or special meeting at which the proposed amendment is to be voted upon.

§ XI.2. Approval by Fondation des Alliances Françaises. The adoption of an amendment to these Bylaws does not become final until such amendment has been approved of by the Fondation des Alliances Françaises. After registration with the local authorities, copies of the registration and registered Bylaws are to be sent to the Fondation des Alliances Françaises for filing, accompanied by a French translation. All documents are to be initialed on each page, signed and dated by the president of the corporation.

§ XI.3. Quorum and Voting. Should an annual meeting or special meeting be convened to vote on a proposed amendment to the Bylaws or the dissolution of the organization and exclusively to this effect, the necessary quorum for the decision to be valid is half of the members of the corporation plus one. If this quorum is not reached, such annual meeting or special meeting shall be convened at a later date, after an interval of at least fifteen days. Any resolutions or approvals obtained at such later meeting, shall be deemed valid, regardless of the existence of a quorum at such later meeting. In all cases, approval of two-thirds (2/3) of the members then in attendance at any meeting shall be required to approve an amendment to the Bylaws or the dissolution of the corporation.