

BYLAWS OF L'ALLIANCE FRANÇAISE DE MIAMI

WHEREAS:

L' Alliance Française de Miami is a charitable, non-profit association, incorporated under the Alliance Française de Dade County, Inc., and has no political or religious affiliation. "L'Alliance Française de Miami", while affirming its autonomous status, recognizes the guidance, in cultural and educational matters, of "L'Alliance Française", founded in Paris in 1883 represented in the U.S.A. by "la Délégation Générale de l'Alliance Française aux U.S.A."

The Alliance Française of Miami provides French language courses and acts as a resource center to the public to foster the appreciation of French literature, art, music and culture through cultural events.

PART 1 - MEMBERSHIP

1. The members of this non-political Alliance Française of Miami are the subscribers to the articles of incorporations and Bylaws, if they have not ceased to be members, and all persons who have become members in accordance with the Alliance Française of Miami's Bylaws and whose names appear on the official membership list of the Alliance Française of Miami known as l'Alliance Française de Miami, and all other persons admitted to membership under the Bylaws of the Alliance Française of Miami from time to time.

2. Alliance Française of Miami membership is open to anyone age eighteen or older, interested in helping the Alliance Française of Miami to realize its objects. To become an ordinary member of the Alliance Française of Miami in good standing:

- (a) A person, age eighteen or older, who has been accepted as a student into an educational program offered by l'Alliance Française is ipso facto an ordinary member of the Alliance Française of Miami for the calendar year during which he or she is a student; and
- (b) A person, age eighteen or older, who is not a student in an educational program offered by l'Alliance Française and who at any time wishes to become an ordinary member of the Alliance Française of Miami shall obtain an application form from the Alliance Française of Miami and upon submission to the Alliance Française of Miami of the completed application form and payment of the appropriate annual membership fee he or she shall become an ordinary member of the Alliance Française of Miami.

Honorary members

3.
 - (a) The Consul General representing the French government at Miami shall, while holding office, be ex officio an honorary member and President d'honneur of the Alliance Française of Miami.
 - (b) In addition, the Alliance Française of Miami may at any general meeting elect any person as an Honorary Vice-President or as an honorary member for life or for a lesser term.

Fees

4.
 - (a) For the purpose of establishing annual membership fees for each calendar year, the Directors may establish from time to time one or more categories of ordinary members other than the category of student, including individual members, couples, seniors, senior couples, benefactors, lifetime and gold. The Directors shall determine the annual membership fees for each category of membership for each year and each ordinary member who is not a student in an educational program offered by l'Alliance Française shall pay the annual membership fee appropriate to his category of membership each calendar year.
 - (b) The services of the multimedia library of the Alliance Française may be extended to elementary schools, secondary schools, university departments and companies upon payment of a fee to be established by the Directors.
 - (c) The Directors may vary the amount or amounts of the annual fees having regard to those members who are university students or pupils of some recognized school where French is taught, or in cases where two or more members of the same family are members of the Alliance Française of Miami.
 - (d) An honorary member shall not be required to pay a membership fee.

Cessation of Membership

5. A member shall cease to be a member of the Alliance Française of Miami in any one of the following events:

- (a) An ordinary member who acquires membership by becoming a student in an educational program offered by the Alliance Française of Miami shall cease to be an ordinary member on January 31st of the year next following the year in which he or she was a student unless by that date he or she has paid the annual membership fee which is appropriate to his or her circumstances or has once again become a student in an educational program offered by the Alliance Française of Miami.
- (b) Any ordinary member who is not a student in an educational program offered by the Alliance Française of Miami and who has not paid the annual membership fee appropriate to his or her category of membership by January 31st shall not be in good standing and shall cease to be a member.
- (c) A member may resign by delivering or mailing a resignation in writing to the President or the Alliance Française of Miami.
- (d) A member shall cease to be member on being expelled by special resolution of the ordinary members. A brief statement of the reason for the proposed expulsion shall accompany notice of the special resolution for expulsion. The person who is the subject of a proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting dealing with such expulsion before the special resolution is put to a vote. No person who has been expelled as aforesaid may become a member of the Alliance Française of Miami again unless his or her candidature has first been approved by special resolution of the ordinary members.
- (e) A member shall cease to be member upon death.

PART II - ADMINISTRATION

Directors and Officers

6. The business and affairs of the Alliance Française of Miami shall be managed and conducted by a Board of Directors consisting of not less than nine and not more than fifteen ordinary members elected every two years at the annual general meeting. The Directors from among themselves at their first meeting following the annual general meeting shall elect a President, Vice-President, Treasurer and Secretary. All Directors elected must have been members in good standing for two months prior to their election.

Elections

7.

- (a) The Directors shall be elected for two year and shall continue in office until their successors are elected. A nomination committee of ordinary members shall be appointed by the President two months prior to each annual general meeting and shall present a slate of ordinary members as candidates for election to the board.
- (b) An ordinary member may, with his/her consent, be nominated in writing by another ordinary member as a candidate for election to the Board, which nomination shall be filed with the Secretary or delivered to the address of the Alliance Française of Miami and posted for inspection two weeks prior to the annual general meeting. An ordinary member may also propose his/her own candidature for election to the Board by notice in writing which notice shall be filed with the Secretary or delivered to the address of the Alliance Française of Miami and posted for inspection two weeks prior to the annual general meeting. If fewer than nine candidates are nominated or proposed in the manner aforesaid, nominations may be accepted from the floor or members may propose their own candidature at the annual general meeting.
- (c) A Director is not eligible for election for more than three consecutive terms but may once again become a candidate for election following an absence of at least one term.
- (d) An election shall be by acclamation or secret ballot. Proxies in writing are permitted.
- (e) Honorary members and employees of the Alliance Française of Miami do not vote and are not qualified to be Directors.
- (f) The members of the Alliance Française of Miami may, by special resolution, remove a Director before the expiration of the Director's term of office. The remaining Directors for the balance of the vacant term may fill any vacancy occurring on the Board of Directors.
- (g) An ordinary member is only eligible to become a Director if he or she resides in the Counties of Miami-Dade, Broward or Palm Beach.

Duties

- 8.
- (a) **The President** shall serve for a term of one year or until a successor is elected and shall preside over all meetings of the Alliance Française of Miami and the Directors. The President shall be responsible for the conduct of the affairs and operations of the Alliance Française of Miami, subject to the control and direction of the Directors. The President shall ex officio be a member of all committees. The President may appoint committees with such duties and responsibilities as may be specified. A committee shall consist of a Director or Directors and such other persons as the President thinks fit. Committees shall abide by all rules and procedures governing the Directors, may meet and adjourn as they think proper, and shall report to the Directors at the next following meeting of Directors. The President shall supervise and promote the activities and objects of the Alliance Française of Miami and the President shall perform such other duties as usually pertain to the office of President.
 - (b) **The Vice-President** shall, whenever the President shall cease to hold office or for any reason be prevented from attending to his duties, or if requested by the President, preside at all meetings of the Alliance Française of Miami or the Directors and perform all the duties of the President.
 - (c) **The Treasurer** shall be responsible for supervising all financial transactions of the Alliance Française of Miami, the receipt and disbursement of funds, causing proper books of account to be kept, the billing and collection of membership fees and engaging suitable staff for that purpose. The Treasurer shall furnish financial reports to the Directors, as requested by them and shall, as soon as possible after the end of the fiscal year, prepare or cause to be prepared financial statements for submission to the CPA and the Directors. The Treasurer will verify the accounts of the Alliance with the Executive Director on a monthly basis.
 - (d) **The Secretary** will keep the minutes and will act as a corporate Secretary.
 - (e) No Director shall be remunerated for being or acting as a Director, but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by such Director while engaged in the affairs of the Alliance Française of Miami.

PART III - MEETINGS

- 9.
- (a) The Board of Directors shall meet at the call of the President and majority of the Directors shall constitute a quorum.
 - (b) Any three Directors may at any time require the President to call a meeting of Directors.
 - (c) In case of a tie vote at general meetings of the Alliance Française of Miami and meetings of the Directors, the President shall cast the deciding vote.
 - (d) The President shall give at least 48 hours notice to the Directors of all meetings of the Directors, provided that short notice of meeting may be given with unanimous consent of all Directors.
 - (e) A resolution in writing signed by all Directors shall be valid and effectual as if passed at a meeting duly called and constituted.
 - (f) The Board shall meet no less than quarterly.
 - (g) An annual general meeting of the Alliance Française of Miami shall be held in the month of November in each year at a time, on a date and at a place appointed by the Directors. At every such meeting, in addition to any other business that may be transacted, the reports of the retiring Directors, a Balance Sheet as of June 30, a statement of income and expenditures for the twelve months ended on that date, signed by the President and the Treasurer, and the report of the CPA shall be presented.
 - (h) A general or special meeting of the Alliance Française of Miami may be called at any time by the Directors. Such a general meeting of the Alliance Française of Miami shall be called by the Directors upon the requisition in writing of at least ten per cent (10%) of the ordinary members.

Procedures

- 10.
- (a) An ordinary member in good standing for not less than two months is entitled to one vote at all general meetings. In addition he or she may cast proxy votes for ordinary members in good standing if they have filed

a written proxy at the address of the Alliance Française of Miami twenty-four hours prior to the meeting.

- (b) The accidental omission to give notice of a meeting or the non-receipt of a notice by any member entitled to receive notice does not invalidate proceedings at that meeting.
- (c) At all general meetings of the Alliance Française of Miami, twelve ordinary members present shall form a quorum.
- (d) If within thirty minutes from the time appointed for a general meeting, a quorum is not present. The meeting, if convened on the requisition of ordinary members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within thirty minutes from the time appointed for the meeting, the ordinary members present constitute a quorum.
- (e) Ordinary members may not attend meetings of the Board but shall be entitled to obtain certified copies of the minutes of such meetings upon request. Ordinary members shall receive notice of and be entitled to attend annual and special general meetings.
- (f) At general meetings and meetings of the Board and committees of the Board, members may speak in either French or English and immediate translation will be provided for any member requesting it.
- (g) The fiscal year of the Alliance Française of Miami shall begin on the 1st day of July of each year.

PART IV - EXPENDITURES AND BORROWING

11.

- (a) Directors will be designated to sign checks issued by the Alliance Française of Miami. There will be two signatures on all the checks. However, if either or both of them are absent or incapacitated, the Executive Director and his assistant may sign checks issued by the Alliance Française of Miami in the place of the person who is absent or incapacitated.
- (b) Anticipated expenditures and revenues of the Alliance Française of Miami to be incurred or received, or in connection with the discharge of a Director's duties and powers, shall be submitted to the Treasurer before the end of the fiscal year.

- (c) The Treasurer shall, as soon as possible thereafter, submit to the Directors for approval such estimate of the anticipated revenues and expenditures received by him from all Directors for the following fiscal year.
- (d) The Directors may, in order to carry out the purposes of the Alliance Française of Miami, on behalf of and in the name of the Alliance Française of Miami, spend, raise or secure payment or repayment of money in the manner they may decide

Indemnity

12. Subject to the Alliance Française of Miami Act, every Director and Officer shall be deemed to have assumed office on the express understanding, agreement and condition that he or she and his or her heirs, executors and Trustees respectively shall at all time be indemnified and saved harmless by the Alliance Française of Miami from all costs, charges and expenses whatsoever which such Director or Officer shall sustain or incur in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her in or about the execution of his or her duties or office or the affairs of the Alliance Française of Miami, unless occasioned by his or her own willful neglect, default or breach of trust.

Investment

13. The funds and property of the Alliance Française of Miami shall be used and dealt with only for its purposes in accordance with its Bylaws. It may invest its funds in securities authorized by its Articles of incorporations or Bylaws or in securities in which Trustees are authorized by law to invest.

Inspection

14. Any ordinary member shall be entitled to inspect the official membership list and minutes of any general meeting of the Alliance Française of Miami provided that he or she shall have first given two days notice of his desire to the President or other executive officer.

Seal

15. The Alliance Française of Miami shall have a Corporate Seal which shall be kept at the address of the Alliance Française of Miami which seal shall be affixed to an instrument upon the authority of a resolution of the Directors in the presence of two Officers.

Powers

16. The Directors may exercise all the powers and do all the acts and things that the Alliance Française of Miami may exercise and do, which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Alliance Française of Miami in general meeting. The Directors may prescribe rules of conduct and prohibitions for all teachers, officials and employees of the Alliance Française of Miami.

CPA

17. An CPA shall be appointed by resolution at every annual general meeting to act as an accountant for the ensuing year and such CPA shall be a member, or a partnership where partners are members in good standing with the Department of Professional Regulation.

PART V - GENERAL

18. The address of the Alliance Française of Miami, to which all communications and notices may be sent and at which all process may be served, shall be: 1414 Coral Way, Miami FL, 33146.

19. The Alliance Française of Miami shall furnish to an ordinary member, at his request, a copy of its Articles of incorporations and Bylaws.

20. If at any time the Alliance Française of Miami shall be wound up or shall cease to exist, the assets remaining, after payment of all debts, shall be transferred, delivered and assigned to any such Alliances Françaises, for use in the advancement of French language education in Florida.

21. "Roberts' Rules of Order" shall be accepted as the authority in all matters of procedure not specifically covered by these bylaws.

22. These bylaws may be amended or added to by special resolution.

23.

(a) In these bylaws, "Alliance Française de Paris" means the body corporate established in 1883 under the laws of France under the name "L'Alliance Française".

(b) In these bylaws, "La Délégation Générale de l'Alliance Française au U.S.A." means the person designated by the Alliance Française de Paris from time to time as its legal representative in U.S.A..

- (c) The bylaws of the Alliance Française of Miami shall not be rescinded or amended except in the manner provided in the Alliance Française of Miami Articles of Incorporations.

PART VI - MISCELLANEOUS

Branch Societies

24. The Alliance Française of Miami may establish and maintain one or more branches which shall have such powers, not exceeding the powers of the Alliance Française of Miami, that the Alliance Française of Miami may from time to time confer; and in establishing and maintaining any such branch Alliance Française of Miami, the provisions of the "Alliance Française of Miami Articles of Incorporations " shall be complied with.