

THE AMERICAN CLUB OF PARIS

Adopted January 9, 1930, Amended November 30, 1978, January 17, 1997, January 12, 2001, June 20, 2012 and July 4, 2014.

CONSTITUTION

Article I

The name of the Association shall be: "The American Club of Paris".

Article II

The purpose of this Association shall be the fostering and encouragement of social and cultural activities among Americans living in France and among other individuals concerned with American and international affairs. The headquarters of the Association will be in Paris at the address set by the Executive Committee from time to time.

Article III

The duration of the Association shall be unlimited.

Article IV

All American citizens shall be eligible for membership according to the rules of the Club as established from time to time either by the members or by the Executive Committee. The rules may also make eligible for membership persons not of American citizenship upon such conditions as may be provided by the rules.

Article V

The Club shall be governed by the Executive Committee, the members of which shall be elected for two-year terms, and each one of who shall have one vote in all matters brought to a vote of the Executive Committee. The number of Executive Committee members to be elected from

time to time by the sitting Executive Committee, the minimum number of elected Executive Committee Members who are not Officers shall be no less than six and no more than ten.

The Officers shall be elected at the annual Election Meeting, held in odd-numbered years. The officers of the Club shall be members of the Executive Committee and shall consist of the President, a First Vice President, a Second Vice President, an Honorable Secretary, a Treasurer and an Assistant Treasurer.

The other members of the Executive Committee shall be elected at the Election Meeting held in the even-numbered years. Each former president of the Club and any other person as may be authorized by the By-Laws of the Club will serve at his or her discretion as an ex-officio member of the Executive Committee.

No Officer shall serve in the same office for more than two consecutive terms or partial term provided that a partial term shall not be counted unless it is of at least one-year's duration.

No member or ex-officio member of the Executive Committee shall be directly or indirectly remunerated for any services rendered to the Club.

The President, with the advice and consent of the Executive Committee, may establish committees as necessary for the proper conduct of the affairs of the Club and may appoint the chairs of such Committees.

The President represents the Club in all civil acts including appearances before the courts.

Article VI

Any vacancy among the officers or among the Executive Committee arising by reason of resignation, death, absence or disability may be filled for the on-going term at any meeting of the Executive Committee held thereafter.

Article VII

In addition to the officers designated in Article V hereof, the American Ambassador to France may be named Honorary President and the American Consul General at Paris, France, may be named Honorary Vice President, and the American Ambassador to the OECD, the American Ambassador to UNESCO and the American Ambassador to any other international body which may from time to time have its seat in France may be named Honorary Executive Committee members. The foregoing honorary officers, if any, shall be advisory members of the Executive Committee. Honorary officers so named shall continue in office during their incumbency of their respective official posts.

Article VIII

The individual members of the Club shall not in any case be personally subject to or liable for any undertakings or financial or other obligations of the Club, all of which shall be settled or paid out of the assets of the Club exclusively.

Article IX

The finances of the association may come from dues, initiation fees, subsidies, and all other sources authorized by law.

Article X

Each member, upon election, shall pay an initiation fee and annual dues as fixed from time to time by the Executive Committee.

Article XI

This Constitution may be amended by a two-thirds vote of the members present at any annual meeting or at any special meeting called for this purpose, provided as such amendments shall be contained in full in the notice of the meeting at which such amendments shall be presented.

The Executive Committee shall propose amendments. Amendments may also be proposed in writing over the signature of ten percent of all the members in good standing on the date of filing with the Secretary. Amendments proposed in the latter manner shall be filed with the Secretary, who shall submit such proposals to the Executive Committee at its next meeting. Within one month thereafter, the Executive Committee shall present such proposal with its recommendation thereon at a special meeting of the Club members called to consider it.

Article XII

A meeting of the Club members called for the purpose of considering the question of dissolution shall require a two-thirds vote of the voting members present to effect the dissolution, every voting member of the Club having been informed, at least three weeks in advance of the meeting, of the reasons for dissolution. The aforesaid meeting shall appoint three or more delegates who shall be charged with the liquidation of the affairs of the Club. Such delegates shall turn over any assets of the Club to one or more non-profit organizations as designated at the meeting. The meeting shall freely determine the disposition of the records of the Club.