

BY-LAWS OF  
THE AMERICAN CLUB OF THE RIVIERA

The American Club of the Riviera (the “American Club”, the “ACR” or the “Club”), an association organized and existing under and by virtue of the provisions of the Loi des Associations de 1901 and Decree-law of April 12, 1939 of France (the “**Association Law**”) adopts the following By-Laws,

**ARTICLE 1. MEMBERSHIP**

**1. Eligibility.** Membership in the Club is open to all who have an active and real interest in the goals and development of the Club and wish to contribute to its success and growth. Aspiring members complete an Application Form which is found on the Club’s website. Applications for membership are generally supported by at least one active member in good standing. The completed application form is submitted to the Membership Coordinator or to an Officer of the Club. Each application will be reviewed by a Membership Committee, consisting of the Membership Coordinator if there is one, and those Officers or Governors appointed by the President from time to time in consultation with the Membership Coordinator. Membership shall become effective following acceptance by the Membership Committee and payment of the initiation fee and dues.

**2. Types of Membership.** The American Club has two types of members:

a. **Active Members** are those paying annual dues. Active members are entitled to one vote either in person or by proxy to another active member. An active member may represent no more than three other active members at the annual or other member meetings.

b. **Honorary Members** are persons who have rendered exceptional service to the ACR whether in its governance, development or object or who are otherwise deserving of the title. The Board may from time to time confer honorary membership on such persons. Honorary Members are exempt from paying annual membership dues. Honorary Members may participate in general meetings, but do not have voting rights and may not be elected to the Board of Governors. Honorary Members shall remain so until their resignation, removal or death. The Consul General of the United States of America in the region, and his or her family (children under 21), shall be honorary members of the ACR for so long as the Consul General is in post in the region.

**3. Duration:** Membership in the ACR is on an annual basis from January to December. Membership continues indefinitely, so long as Members are in good standing, i.e., annual dues are timely paid, the member ascribes to the goals and objectives of the ACR and the internal rules of the ACR are respected. Membership terminates by resignation, death or removal for cause as set forth herein.

4. **Annual Dues, Initiation Fees.** New joining members pay an initiation fee and all active members pay annual dues, both of which are determined each year by the Board of Governors and ratified by the Members. Membership dues and fees are posted on the Club's website and may change from time to time. The membership status of members whose annual dues have not been received by April 1 of a given year, after a reminder has been sent by email, shall lapse automatically. Initiation fees are not reimbursable. Annual dues may be reimbursed (pro-rata) to a resigning member at the discretion of the Board of Governors, only in specific circumstances and only if the event leading to the specific circumstance occurs before April 1 (unexpected relocation, death of a member).

5. **Rights of Members.** Each active member is entitled to one vote at member meetings. Honorary Members have no voting rights.

6. **Responsibilities of Members.** No individual member shall have the power to commit the Club, whether orally or in writing without the prior approval of the President and the Vice President or the Board of Governors. Statements to the press or other organisations on behalf of the ACR are to be made through the President or the Vice President or their designee.

7. **Resignation and Termination.** Members may resign at any time by providing notice to the Membership Coordinator or to an Officer of the Club. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. Membership may be terminated by the Board of Governors for cause, defined as if the Member is deemed unfit, has caused harm or injury to the Club, to another Member or to the local community, or is the subject of a criminal prosecution. The Board of Governors will notify the offending Member in writing and provide an opportunity for the Member to be heard within 30 days of the written notification. If after the opportunity to be heard the final determination is to terminate the Member, such termination shall take effect immediately with no reimbursement of dues regardless of the time of the year.

## **ARTICLE 2 MEETINGS OF MEMBERS**

1. **Annual Meetings.** An annual general meeting of the members shall take place at a time and day of each calendar year and at a location as set forth in the notice of the meeting which shall be sent by email to all members with no less than fifteen (15) days prior notice. The notice shall include the agenda items to be covered at the meeting. At the annual meeting, the members shall elect the Board of Governors and Officers, receive reports on the activities of the Club, vote on the proposed initiation fee and dues and receive general information on the direction of the Club for the coming year.

2. **Special / Extraordinary Meetings.** Special Meetings may be called in accordance with the Statutes.

**3. Notice of Meetings.** Notice of meetings of members shall be sent by email to all members no less than fifteen (15) days prior to the meeting date.

**4. Quorum.** A quorum for a meeting of the members shall consist of at least 20% of the Active Members, either present in person or by proxy.

**5. Voting.** All issues to be voted on shall be decided by a simple majority of the votes present at the meeting in which the vote takes place. All votes shall be by voice vote or raise of hands. In certain circumstances, the Nominating Committee or the Board of Governors may determine that a written ballot is necessary and in such cases, the written ballot election method shall be used.

## **ARTICLE 3. BOARD OF GOVERNORS**

### **1. General Powers; Committees**

The management of the Club shall be the responsibility of its Board of Governors. The Officers shall run the day-to-day affairs of the Club. From time to time, Committees of the Board may be formed to carry out specific duties (e.g., Nomination Committee, Membership Committee) and, subject to the approval of the Board of Governors, may include outside persons (non-members) whose specific expertise may be required on a given topic. The President shall be a member ex-officio of all Committees.

### **2. Number, Tenure, Requirements, and Qualifications**

The number of Governors shall be fixed from time-to-time and shall consist of the Officers of the Club and no less than three (3) members for a total of no more than thirteen (13) Governors. The Officers of the Club include the President, one or more Vice-Presidents, the Secretary, and the Treasurer. If the Club then has a Membership Coordinator, the Membership Coordinator shall be a Governor for so long as he or she holds the position. The Membership Coordinator shall also be a member of the Membership Committee. All members of the Board of Governors must be at least 18 years of age.

The members of the Board of Governors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Governors must be approved by a majority vote of the Members present and voting.

Each non-Officer member of the Board of Governors shall be a Member of the Club whose membership dues are paid in full and shall hold office for a term of one calendar year. Governors may be re-nominated for successive terms with the approval of at least 75% of the Board of Governors. For succession planning purposes, Non-Officer Governors are generally expected to volunteer to become Officers and to help in the smooth running of the Club in the future. In accordance with association best practices, the

Board of Governors shall regularly review whether the ACR needs term limits for its Officers and Governors and whether they fit in with the mission and vision of the organization.

Each member of the Board of Governors shall endeavor to attend at least 50% of meetings of the Board per year.

### **3. Regular Meetings**

Regular meetings of the Board of Governors shall be held at a time and day and at a location designated by the President and/or Secretary. Notice of these meetings shall be sent to all members of the Board of Governors no less than ten (10) days prior to the meeting date.

### **4. Special Meetings**

Special meetings of the Board of Governors may be called by or at the request of the President or any three members of the Board of Governors. The person or persons authorized to call special meetings of the Board of Governors may fix any location, as the place for holding any special meeting of the Board called by them.

### **5. Notice**

Notice of any special meeting of the Board of Governors shall be given at least two (2) days in advance of the meeting by telephone or email or by written notice. Any Governor may waive notice of any meeting. The attendance of a Governor at any meeting shall constitute a waiver of notice of such meeting, except where a Governor attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Governors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

### **6. Quorum**

The presence in person, of a majority of current members of the Board of Governors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Governors present at a meeting at which a quorum is present shall be the act of the Board of Governors, unless the act of a greater number is required by law or by these by-laws.

## **ARTICLE 4. OFFICERS**

The Officers shall be comprised of a President, one or more Vice-Presidents, a Secretary and a Treasurer. The Club shall also have a Legal Advisor who may simultaneously hold an Officer position. Officers shall be elected by the Members at the Annual Meeting.

The offices of President and Treasurer may not be held simultaneously by the same person. All Officers shall be Active Members of the Club. Officers are elected for one (1) year terms, which may be renewed, if such

Officers are willing to continue acting in their appointed position, and if approved by 75% of the Governors.

## **1. Officer Responsibilities**

**a. President** - The President is responsible for the execution of the Board's decisions and for the smooth running of the Club. He/she will represent the Club before the Courts and in all legal formalities. He/she presides at all meetings of the Board and of the Club and decides the agendas of such meetings. He/she shall also nominate the heads of Committees, if any, and be advised of all Committee meetings in order that he/she may attend.

**b. Vice President (s)** - The Vice President(s) assist the President and perform all the duties of the President during his/her absence.

**c. Secretary** - The Secretary is responsible for convening meetings, sending notices, recording votes and minutes of all proceedings and handling official correspondence for the Club.

**d. Treasurer** - The Treasurer keeps the accounts of the Club and under the supervision of the President handles payments on behalf of the Club and receives all monies; with the authorization of the Board he/she deals with the withdrawal, transfer and disposal of all assets. The Treasurer shall present regular financial reports to the Board and an Annual Report for the Annual General Meeting.

**e. Legal Advisor** – The Legal Advisor handles annual reports with local authorities and advises on any legal issues that may arise. If necessary, the Legal Advisor shall coordinate with outside counsel. In the event the Club has a non-Officer Legal Advisor, such Legal Advisor shall be appointed annually by the Officers.

**2. Vacancies** – Officer vacancies may be filled temporarily by the Board of Governors if in its judgment, the best interests of the Club will be served thereby.

**3. Removal** – Officers may be removed by the Board of Governors whenever in its judgment, the best interests of the Club will be served thereby.

## **ARTICLE 5. Contracts and other Writings**

**1. Contracts.** Except as otherwise provided by resolution of the Board, all contracts and other agreements of the Club shall be reviewed and executed on its behalf by the President and/or the Treasurer or other persons to whom the Club has delegated authority to execute such documents.

## **2. Checks, Drafts, Funds**

All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the Club, shall be signed by such officer or agent as shall from time to time be determined by resolution of the Board of Governors. All funds of the Club not otherwise employed shall be deposited from time to time to the credit of the Club in such banks or other depository as the Board of Governors may select.

The Treasurer and the President shall be signatories for the Club. All transactions shall require the signature of one or the other, with prior approval of the non-signing Officer.

## **3. Loans**

No loans shall be contracted on behalf of the Club and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Governors.

# **ARTICLE 6. MISCELLANEOUS, POLICIES, OTHER**

## **1. Books and Records**

The Club shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by the Board of Governors without a meeting, and a record of all actions taken by committees of the Board of Governors. In addition, the Club shall keep a copy of its Statutes and By-Laws as amended to date.

## **2. Conflict of Interest**

The Board of Governors has a duty to avoid situations or events that might be in conflict with the goals and objectives of the ACR. If a conflict of interest arises, the interested Governor shall disclose the potential conflict in a proposed transaction or arrangement to the Board of Governors who shall vote on whether the situation may go forward with the interested Governor abstaining from the vote.

## **3. Nondiscrimination Policy**

The Officers, Governors, Members, contractors and persons served by the Club shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation.

## **4. Data Protection Policy**

The ACR places a high priority on protecting the privacy of its Members. The ACR's Privacy Policy or equivalent policy then in effect shall be made available to Members on the Club's website.

## **5. By-law Amendment**

These by-laws may be amended, altered, repealed or restated by a vote of the majority of the Board of Governors and shall be ratified by the Members at

the next Annual General Meeting. All amendments shall be consistent with the Statutes. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each Governor within the time and the manner provided for the giving of notice of meetings of Governors.

ADOPTED AND APPROVED by the Board of Governors on this 10th day of December, 2018.

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Beathe-Jeanette Lunde, President

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ATTEST: Sandra van Essche, Secretary