

## Alliance Française de Sarasota, Inc.

### BYLAWS

These bylaws were duly adopted by Alliance Française de Sarasota, Inc. hereinafter called the corporation, on December 7<sup>th</sup>, 2013, as the bylaws of the corporation and replace all prior bylaws of the corporation.

#### Members

**Section 1.1. Annual Meeting.** The annual meeting of the members of the corporation shall be held in the month of November or December on the day and at the time specified in the notice of the meeting issued by the Board of Directors.

**Section 1.2. Special Meetings.** Special meetings of the members shall be held when directed by the president or the Board of Directors or when requested by one tenth of the members. A meeting requested by the members shall be called for a date not less than ten nor more than 60 days after the request is delivered to the president.

**Section 1.3. Place.** Meetings of the members may be held in or out of Florida at the place specified in the notice of the meeting.

**Section 1.4. Notice.** The call for a meeting shall be issued by the secretary unless the president or Board of Directors or members requesting the meeting designate another person to do so. The person designated to issue the call shall by mail, electronic or postal first class, to the address shown in the records of the corporation deliver written notice of each meeting of the members to each member entitled to vote at the meeting not less than ten nor more than 60 days before the date set for the meeting. The notice shall state the purpose of the meeting and the time and place it is to be held. Attendance at a meeting by a member constitutes a waiver of notice unless at the beginning of the meeting he objects to it because it is not legally called. Notice may be waived before, at or after a meeting.

**Section 1.5. Record Date.** The Board of Directors may fix a date, not more than 60 nor less than ten days before the date set for a meeting of the members, as the record date on which the members of record who are entitled to notice of and to vote at the meeting, and any adjournment of it, are determined. If no date is fixed under this section, the date on which notice of the meeting is mailed or if no notice to any member is mailed, the date on which notice is delivered, shall be the record date for the determination of members.

**Section 1.6. Voting Record.** The secretary shall make a list of the members entitled to vote at each meeting at least ten days before the meeting containing the name and address of each member. The list shall be kept at the residence of the secretary of the corporation until the meeting. The list shall be taken to and kept open at the meeting. The list may be inspected by any member during the ten day period or at the meeting. When authorized by resolution of the Board of Directors, voting may be conducted by mail or by electronic mail in the manner prescribed in the resolution.

**Section 1.7. Business Transacted.** No act of the members is valid unless taken at a meeting called with notice given as provided in these bylaws or unless notice is waived by all the members not present at the meeting. No business may be transacted except that specified in the notice or permitted by these bylaws or by Florida law unless all members entitled to vote are present or waive notice, in which case any business may be transacted.

**Section 1.8. Quorum.** Twenty-five (25) members entitled to vote constitute a quorum at a meeting of the members unless a larger number is required by law when the number so required shall constitute a quorum. The act of a majority of members at a meeting at which a quorum is present is the act of the members unless a larger number is required by law when the number so required shall be the act of the members. After a quorum is established, the withdrawal of members that reduces the number below that required for a quorum shall not affect the validity of any action taken at the meeting or any adjournment of it.

**Section 1.9. Adjournments.** If a quorum is not present at a called meeting, the presiding officer may adjourn it from time to time without notice other than by announcement at the meeting of the time and place to which it is adjourned until a quorum attends. If the members decide to adjourn for any other reason, the meeting shall be adjourned in the same manner. Any business may be transacted at an adjourned meeting that might have been transacted at the meeting originally called. If a new record date is fixed by the Board of Directors after the adjournment, a new notice shall be sent in accordance with Section 1.4.

**Section 1.10. Proxies.** A member entitled to vote at a meeting of the members may be represented and voted by another member acting as a proxy, appointed in writing and delivered to the secretary of the meeting. If two or more persons are named as proxies, a majority of them present at the meeting, or if only one is present, that one, has all authority conferred by the writing unless it provides otherwise. If the persons acting as proxies are evenly divided, the voting shall be prorated. A proxy expires 11 months after its date unless it provides otherwise. A proxy is not revoked by the death or incompetency of the member unless written notice of the death or incompetency is received by the secretary before the meeting.

**Section 1.11. Voting.** Each member entitled to vote at a meeting of the members is entitled to one vote on each matter presented at the meeting. Family membership conveys the right to one vote per family.

**Section 1.12. Resignation.** A member may resign by filing a written resignation with the secretary, but the resignation does not relieve the member of any obligation then due to the corporation.

**Section 1.13. Termination.** The Board of Directors may suspend or expel a member in his capacity either as a member or as a director or both for cause by the affirmative vote of two thirds of all members of the board. The member shall be notified in writing of the cause for suspension or expulsion at least ten days before the meeting at which the Board of Directors will consider the question. If the member requests a hearing at or before the meeting, the board shall accord him a fair and impartial hearing at the meeting or at a subsequent time set by the board. The Board of Directors shall terminate the membership of a member who becomes ineligible for continued membership or who does not pay dues or any such sum due to the corporation.

**Section 1.14. Classes of Members.**

The membership shall consist of active members, life members and honorary members.

- (a) To become qualified as an active member each candidate must volunteer, be approved by the Board of Directors and pay dues each fiscal year.
- (b) The term "life member" shall be conferred by the officers and the Board of Directors on each person who shall contribute the sum of ten times the annual membership fee paid in one lump sum.
- (c) The Board of Directors may confer the title of "honorary member" on any person who has distinguished himself/herself through an extraordinary contribution towards the purposes for which the corporation was founded. This title may only be conferred by approval of 3/4 of the officers and Board of Directors. Honorary members shall not be required to pay dues.
- (d) The incumbent Delegate General of the Federation of French Alliances of the United States, the incumbent Consul General of France, the Honorary French Consul of West Florida and the Cultural Attaché, both of the French Consulate in Miami, Florida, shall each be non- voting ex-officio members and directors of the corporation.

**Section 1.15. Voting Rights.** Members have no voting rights except as provided in the Articles of Incorporation or these Bylaws.

**Section 1.16. Corporate Membership.** If any corporation, whether for profit or not for profit, is a member of the corporation, the chairman of the board, president or any vice president, the secretary or the treasurer of the member corporation, and any such officer or cashier or trust officer of a banking or trust corporation holding such membership and any like officer of a foreign corporation whether for profit or not for profit, holding membership, shall be deemed by the corporation to have authority to vote on behalf of the member corporation and to execute proxies and written waivers and consents in relation thereto, unless, before a vote is taken or a waiver or consent is acted upon, it is made to appear by a certified copy of the Bylaws or resolution of the Board of Directors or executive committee of the member corporation that such authority does not exist or is vested in some other officer or person. In the absence of such certification, a person executing such proxies, waivers or consents or presenting himself at a meeting as one of such officers of a corporate member shall be, for the purposes of this Section, conclusively deemed to be duly elected, qualified and acting as such officer and to be fully authorized. In the case of conflicting representation, the corporate member shall be deemed to be represented by its senior officer, in the order first stated in this Section.

## Directors

**Section 2.1. Function.** The business and property of the corporation shall be managed and its corporate powers shall be exercised by the Board of Directors.

### **Section 2.2. Powers.**

(a) The Board of Directors has the power to:

- (1) Have succession by its corporate name for the period set forth in its articles of incorporation.
- (2) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
- (3) Adopt, use, and alter a common corporate seal. However, such seal must always contain the words "corporation not for profit."
- (4) Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation.
- (5) Adopt, change, amend, and repeal bylaws not inconsistent with law or its articles of incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers.
- (6) Increase by a vote of its members cast as the bylaws may direct the number of its directors so that the number shall not be less than three but not more than 12.
- (7) Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.
- (8) Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by the acts of any state, territory, district, or possession of the United States or any foreign country.
- (9) Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.
- (10) Acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein.
- (11) Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets.

- (12) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.
- (13) Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds loaned or invested except as prohibited by Section 10.3.
- (14) Make donations for the public welfare, charitable, scientific, educational, or other similar purposes.
- (15) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.
- (16) Merge with other corporations both for profit and not for profit, domestic and foreign, if the surviving corporation is a corporation not for profit.
- (17) Exercise all other powers conferred by statute, the common law or these bylaws on corporations or directors.
- (18) Set dues and initiation fees payable by members.

(b) **Emergency Powers.** In anticipation of or during any emergency defined in subsection (f), the Board of Directors of a corporation may:

- (1) Modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent; and
- (2) Relocate the principal office or designate alternative principal offices or regional offices or authorize the officers to do so.

(c) During an emergency defined in subsection (f), unless emergency bylaws provide otherwise:

- (1) Notice of a meeting of the Board of Directors need be given only to those directors whom it is practicable to reach and may be given in any practicable manner.
- (2) One or more officers of the corporation present at a meeting of the Board of Directors may be deemed to be directors for the meeting, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum; and
- (3) The director or directors in attendance at a meeting, or any greater number affixed by the emergency bylaws, constitute a quorum.

(d) Corporate action taken in good faith during an emergency under this section to further the ordinary affairs of the corporation:

(1) Binds the corporation; and

(2) May not be used to impose liability on a corporate director, employee, or agent.

(e) An officer, director, or employee acting in accordance with any emergency bylaws is only liable for willful misconduct.

(f) An emergency exists for purposes of this section if a quorum of the corporation's directors cannot readily be assembled because of some catastrophic event.

(g) To the extent not inconsistent with any emergency bylaws so adopted, the Bylaws of the corporation shall remain in effect during any emergency, and upon termination of the emergency, the emergency bylaws will cease to be operative.

**Section 2.3. Number.** This corporation shall have at least 3 and not more than 12 directors.

**Section 2.4. Qualifications.** Each director shall be at least 18 years of age. Directors shall be members.

**Section 2.5. Election and Term.** Members shall elect the directors every two (2) years. The directors shall be chosen at an annual meeting of the members by a plurality of the votes cast at the election. Each director shall hold office for a period of two (2) years or until the election and qualification of his successor or until his earlier resignation, removal or death. Directors may be removed with or without cause by a majority vote of the members at a meeting of the members called for that purpose. The Board of Directors may specify for any election that such elections may be conducted by mail.

**Section 2.6. Vacancies.** Vacancies in the Board of Directors shall be filled until the next annual meeting of the members that elects directors by a majority vote of the directors remaining in office even though the remaining directors do not constitute a quorum.

**Section 2.7. Quorum.** A majority of the directors constitute a quorum at a meeting of the Board of Directors. The act of the majority of the directors present at a meeting when a quorum is present is the act of the Board of Directors unless a larger number is required by law when the number so required shall be the act of the Board of Directors.

**Section 2.8. Meetings.** The annual meeting of the Board of Directors shall be held immediately following the annual meeting of members that elect directors without notice. Regular meetings may be scheduled by resolution and held thereafter without notice. Other meetings may be held at the times and places the Board of Directors fixes or on the call of the president or any two directors. Notice of each special meeting shall be given by the secretary to each director not less than two days before the meeting unless a director waives notice at, before or after the meeting. Attendance at a meeting by a director constitutes a waiver of notice unless at the beginning of the meeting he objects to it because it is not legally called. Members of the Board of Directors or an executive committee may participate in a meeting by telephone or similar communication equipment if all persons participating can hear each other.

**Section 2.9. Voting.** A director is presumed to assent to the actions taken at a board meeting unless he votes against the action or abstains from voting because of an asserted conflict of interest.

**Section 2.10. Action without Meeting.** The Board of Directors or executive committee may act without a meeting if a written consent to the action is signed by all of the directors or committee members. The consent shall be filed in the minutes. Action under this Section is effective when the last director signs the consent, unless the consent specifies a different date. A consent signed under this Section has the effect of a meeting vote and may be described as such in any document.

**Section 2.11. Place.** Meetings of the Board of Directors may be held in or out of Florida.

**Section 2.12. Executive Committee.** By resolution adopted by a majority of the Board of Directors the board may designate two or more of their number to constitute an executive committee that has and may exercise the powers of the Board of Directors to the extent provided in the resolution and except as prohibited by law.

**Section 2.13. Other Committees.** The Board of Directors may establish standing committees by resolution, to include the purpose and authority of the standing committee. Directors or the president may establish temporary committees. The president shall appoint and may remove any time the chairman, vice chairman and members of committees, all of whom shall be members of the corporation. A majority of a committee constitutes a quorum and the act of a majority of the members of the committee present at a meeting at which a quorum is present shall be the act of the committee.

**Section 2.14. Resignation of Directors.**

(a) A director may resign at any time by delivering written notice to the Board of Directors or its chairman or to the corporation.

(b) A resignation is effective either when the notice is delivered or if the notice specifies a later effective date, then upon such later date at the option of the Board of Directors. If a resignation is made effective at a later date and is so accepted by the Board of Directors then, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date.

**Section 2.15. General Standards for Directors.**

(a) A director shall discharge his duties as a director, including his duties as a member of a committee:

- (1) in good faith;
- (2) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- (3) in a manner he reasonably believes to be in the best interests of the corporation.

(b) In discharging his duties, a director may rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:

- (1) one or more officers or employees of the corporation whom the director reasonably believes to be reliable and confident in the matters presented;
- (2) legal counsel, public accountants or other persons as to matters the director reasonably believes are within the person's professional or expert competence; or

- (3) a committee of the Board of Directors of which he is not a member if the director reasonably believes the committee merits confidence.

(c) A director is not acting in good faith if he has knowledge concerning the matter in question that makes reliance otherwise permitted by Subsection (b) unwarranted.

(d) A director is not liable for any action taken as a director, or any failure to take any action, if he performs the duties of his office in compliance with this Section.

### **Section 2.16. Removal.**

Directors may be removed with or without cause by a majority vote of the members of a meeting of the members called for that purpose. In addition, the Board of Directors may remove a Director by majority vote (excluding the Director at issue), with cause and without membership approval, at a meeting of the Board of Directors called for that purpose. "Cause" includes, without limitation: (1) disrupting the operation of the Board of Directors; (2) making decisions that significantly impact the corporation without the approval of the Board of Directors; (3) binding the corporation to the expenditure of significant funds without prior approval of the Board of Directors; and (4) constant rude or aggressive behavior towards the members of the Board of Directors or members of the corporation.

## **Officers**

**Section 3.1. Officers.** The corporation shall have a president, one or more vice- presidents when chosen by the Board of Directors, a secretary and a treasurer. The president and the other aforesaid officers shall be directors. Other officers need not be directors. Each shall be elected by the Board of Directors immediately following the annual meeting of members electing directors and shall hold office for a two (2) year term or until his successor is elected and qualifies or his earlier death, removal or resignation. All other officers, assistant officers and agents shall be chosen, serve the terms and have the duties prescribed by the Board of Directors. A person may hold more than one office.

**Section 3.2. President.** The president is the chief executive officer of the corporation when there is no chairman of the board or in his absence or inability to serve, has general and active management of the business and affairs of the corporation, subject to the directions of the Board of Directors and the chairman of the board and shall preside at meetings of members and the Board of Directors unless a chairman of the board has been elected.

**Section 3.3. Vice President.** The vice president, or the vice president holding the oldest appointment to that office if there is more than one, shall act as the president in the absence or inability to serve of the president. All vice presidents shall perform the duties prescribed by the Board of Directors.

**Section. 3.4. Secretary.** The secretary has custody of and shall maintain the corporate records, except the financial records, shall record the minutes of meetings of the Board of Directors, executive committee and members and shall send notices of meetings required to be sent by the secretary and shall perform the other duties prescribed by the Board of Directors.

**Section 3.5. Treasurer.** The treasurer has custody of all corporate funds and financial records, shall keep full and accurate accounts of receipts and disbursements and render account of them when required by the chairman of the board, president or Board of Directors and at the annual meeting of members and shall perform the other duties prescribed by the Board of Directors.



**Section. 3.6. Removal.** An officer or board member may be removed by a majority vote of the directors at any meeting of the executive committee or the Board of Directors.

**Section 3.7. Vacancies.** A vacancy in any office shall be filled by the Board of Directors or the executive committee.

**Section. 3.8. Contract Rights Officers.** The appointment of an officer does not in itself create contract rights. An officer's removal does not affect the officer's contract rights, if any, with the corporation. An officer's resignation does not affect the corporation's contract rights, if any, with the officer.

## **Dissolution**

### **Section 4.1. Dissolution of Corporation.**

- (a) If the corporation desires to dissolve and wind up its affairs, it must adopt a resolution to dissolve in the following manner:
  - (1) If the corporation has members entitled to vote on a resolution to dissolve, and unless the Board of Directors determines that because of a conflict of interest or other substantial reason it should not make any recommendation, the Board of Directors must adopt a resolution recommending that the corporation be dissolved and directing that the question of such dissolution be submitted to a vote at a meeting of members entitled to vote thereon, which may be either an annual or a special meeting. Written notice stating that the purpose or one of the purposes, of such meeting is to consider the advisability of dissolving the corporation must be given to each member entitled to vote at such meeting in accordance with the Articles of Incorporation or the Bylaws. A resolution to dissolve the corporation shall be adopted upon receiving at least a majority of the votes which members present at such meeting or represented by proxy are entitled to cast.
  - (2) If the corporation has no members or if its members are not entitled to vote on a resolution to dissolve, the dissolution of the corporation may be authorized at a meeting of the Board of Directors by a majority vote of the directors then in office.

### **Section 4.2. Articles of Dissolution.**

- (a) At any time after dissolution is authorized, the corporation may dissolve by delivering to the Department of State for filing articles of dissolution setting forth:
  - (1) The name of the corporation;
  - (2) If the corporation has members entitled to vote on dissolution, the date of the meeting of members at which the resolution to dissolve was adopted, a statement that the number of votes cast for dissolution was sufficient for approval, or a statement that such a resolution was adopted by written consent and executed in accordance with Section 4.1(a) (1); and

- (3) If the corporation has no members or if its members are not entitled to vote on dissolution, a statement of such fact, the date of the adoption of such resolution by the Board of Directors, the number of Directors then in office, and the vote for the resolution.
- (b) A corporation is dissolved upon the effective date of its articles of dissolution.

**Section 4.3. Plan of Distribution of Assets.**

- (a) A plan providing for the distribution of assets not inconsistent with this act or the Articles of Incorporation, must be adopted by the corporation in the following manner:
- (1) If the corporation has members entitled to vote on a plan of distribution of assets, the Board of Directors must adopt a resolution recommending a plan of distribution and directing its submission to a vote at a meeting of members entitled to vote thereon, which may be either an annual or a special meeting. Written notice setting forth the proposed plan of distribution or a summary thereof must be given to each member entitled to vote at such meeting in accordance with the Articles of Incorporation or the Bylaws. Such a plan of distribution shall be adopted upon receiving at least a majority of the votes which the members present at such meeting or represented by proxy are entitled to cast.
  - (2) If the corporation has no members or if its members are not entitled to vote on a plan of distribution, such plan may be adopted at a meeting of the Board of Directors by a majority vote of the directors then in office.
  - (3) A plan of distribution of assets must provide that:
    - (i) All liabilities and obligations of the corporation be paid and discharged, or adequate provisions be made therefor;
    - (ii) Assets held by the corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, be returned, transferred, or conveyed in accordance with such requirements;
    - (iii) Assets received and held by the corporation subject to limitations permitting their use only for charitable, benevolent, educational, or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the dissolving corporation, as provided in the plan of distribution of assets;

- (iv) Other assets, if any, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located exclusively for such purposes or to such organization or organizations as the court shall determine which are organized and operated exclusively for such purposes.
- (b) A copy of the plan of distribution of assets, authenticated by the secretary and by another officer of the corporation and containing the officer's certificate of compliance with the requirements of subsection (a.1.) or (a.2) must be filed with the Department of State.

### **Certificates of Membership**

**Section 5.** The corporation may issue certificates to each member evidencing the members' membership in the corporation in the form prescribed by the Board of Directors from time to time.

### **Execution of Instruments**

**Section 6.1. Execution.** Corporate instruments shall be executed by the president or a vice president and the secretary unless some other person is designated to execute the instrument by the Board of Directors. The Board of Directors may authorize any person to execute instruments for the corporation. Attesting by the secretary or affixing the corporate or common seal of the corporation is not necessary for the validity of an instrument executed on behalf of the corporation unless affixing the seal is required by law. A common seal may be used when expedient instead of the corporate seal. Witnesses to the execution of an instrument on behalf of the corporation are not necessary to its validity unless required by law.

**Section 6.2. Form of Seal.** The form of corporate seal shall be designated by the Board of Directors from time to time.

### **Records**

**Section 7.1. Required Records.** The corporation shall keep correct and complete books or records of account, minutes of the proceedings of members, the Board of Directors and executive committee.

**Section 7.2. Inspection.** The records of accounts and minutes shall be open for inspection at reasonable times by any member. Persons entitled to inspect the records may make extracts from them. The right to inspect does not extend to a person who has used or proposes to use the information for an improper purpose or who is not acting in good faith.

**Section 7.3. Annual Financial Record.** Unless modified by resolution of the members, within four months after the close of each fiscal year the corporation shall prepare a balance sheet showing in reasonable detail the financial condition of the corporation at the close of the fiscal year and a profit and loss statement showing the results of its operations during the fiscal year. The corporation shall mail a copy of the balance sheet and profit and loss statement to any member who requests it in writing. The balance sheets and profit and loss statements shall be filed in the registered office of the corporation, shall be kept for five years, and shall be subject to inspection by any member. An annual financial review is to be made by a qualified person appointed by the Board. The fiscal year of the corporation shall be the calendar year.

### **Annual Report**

**Section 8.** The corporation shall file an annual report as required by law with the public officer designated by law and shall pay any tax or fee imposed by law for filing it.

### **Registered Agent**

**Section 9.** The corporation shall have and continuously maintain in this State a registered office which may be the same as its principal office and a registered agent who may be either:

- (a) an individual who resides in this State whose business office is identical with such registered office; or
- (b) a corporation for profit, or not for profit, authorized to transact business or conduct its affairs in this State, having a business office identical with the registered office.
- (c) The secretary of the corporation or a registered agent or a successor registered agent appointed by the corporation on whom process may be served shall file a statement in writing with the Department of State accepting the appointment as a registered agent simultaneously with being designated as such, unless the agent signed a document making the appointment. A registered agent appointed pursuant to this Section or a successor registered agent on whom process may be served shall each file a statement in writing with the Department of State in such form and manner as shall be described by the Department accepting the appointment as a registered agent simultaneously with being designated. Such statement of acceptance shall state that the registered agent is familiar with and accepts the obligation of that position.

### **Prohibited Acts**

**Section 10.1. Transfer of Property.** The corporation shall not transfer any of its property to a director, officer or member, directly or indirectly, for any consideration other than the value of the property paid in cash, except as otherwise provided by Florida law.

**Section 10.2. Dividends.** Dividends may not be paid and any part of the income or profit of the corporation may not be distributed or inure to the benefit of its members, directors or officers. The corporation may pay compensation at a reasonable amount to its members, directors or officers for services rendered and may confer benefits upon its members in conformity with its purpose as permitted by law. Any such payment, benefit or distribution does not constitute a dividend or distribution of income or profit for purposes of this Section. The corporation may make refunds to its members, prior to a dissolution or liquidation, as its managing board deems necessary to establish or preserve its tax-exempt status. Any such refund does not constitute a dividend or distribution of income or profit for purposes of this Section.

**Section 10.3. Loans to Directors, Officers and Employees.** Loans may not be made by the corporation to its directors, officers, or employees, or to any other corporation, firm, association or other entity in which one or more of its directors, officers, or employees is a director, officer or employee or holds a substantial financial interest. A loan made in violation of this Section is a violation of the duty to the corporation of the directors or officers authorizing it or participating in it, but the obligation of the borrower with respect to the loan may not be affected thereby.

### **Special Contracts**

**Section 11.1. Conflict of Interest.** No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose, if:

- (a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors;
  - (1) the fact of such relationship or interest is disclosed or known to the members entitled to vote on such contract or transaction, if any, and they authorize, approve or ratify it by vote or written consent; or
  - (2) the contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board, a committee, or the members.
- (b) Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transactions.

**Section 11.2. Secured Transactions and Dispositions of Corporate Property and Assets Not Requiring Members' Approval.**

- (a) Unless the Articles of Incorporation or the Bylaws otherwise provide, the Board of Directors may authorize any of the following transactions without any vote or consent of the members, even though the corporation has members entitled to vote;
- (1) Any mortgage or pledge of, or creation of a security interest in, or conveyance of title to, all or any part of the property and assets of the corporation of any description, or any interest therein, for the purposes of securing the payment or performance of any contract, note, bond, or other obligation of the corporation;
  - (2) Any sale, lease, exchange or other disposition of less than substantially all of the property and assets of the corporation.
  - (3) Any sale of all or substantially all of the property and assets of the corporation if;
    - (i) The corporation is insolvent and a sale for cash or its equivalent is deemed advisable by the Board in order to meet the liabilities of the corporation;
    - (ii) Any transaction made pursuant to this Section without any vote or consent of the members may be upon such terms and conditions and for such consideration as the Board may deem to be in the best interests of the corporation.

**Section 11.3. Sale, Lease, Exchange, or Other Disposition of Corporate Property and Assets Requiring Member Approval.**

- (a) A sale, lease, exchange, or other disposition of all or substantially all of the property and assets of a corporation, in all cases other than those not requiring member approval as specified in Section 11.2, may be made upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property, real or personal, including shares, bonds, or other securities of any corporation or corporations for profit, domestic or foreign, and must be authorized in the following manner:
- (1) If the corporation has members entitled to vote on the sale, lease, exchange, or other disposition of corporate property, the Board of Directors must adopt a resolution approving such sale, lease, exchange, or other disposition, and directing that it be submitted to a vote at a meeting of members entitled to vote thereon, which may be either an annual or special meeting. Written notice stating that the purpose, or one of the purposes, of such meeting is to consider the sale, lease, exchange, or other disposition of all or substantially all of the property and assets of the corporation must be given to each member entitled to vote at such meeting in accordance with the Articles of Incorporation or the Bylaws. At such meeting, the members may authorize such sale, lease, exchange, or other disposition and may approve or fix, or may authorize the Board of Directors to fix, any or all of the terms and conditions thereof and the consideration to be received by the corporation therefor. Such authorization requires at least a majority of the votes which members present at such meeting or represented by proxy are entitled to cast. After such authorization by a vote of members, the Board of Directors may, in its discretion, abandon such sale, lease, exchange, or other disposition of assets, subject to the rights of third parties under any contracts relating to such sale, lease, exchange, or other disposition, without further action or approval by members.

- (2) If the corporation has no members or if its members are not entitled to vote thereon, a sale, lease, exchange, or other disposition of all or substantially all the property and assets of a corporation may be authorized by a majority vote of the directors then in office.

**Section 11.4. Indemnification.** The corporation may indemnify any person who was or is a party or may be made a party to any threatened, pending legal or administrative action or proceeding when the person indemnified is or was a director, officer, member, employee or agent of the corporation and is a party to the action or proceeding because of his corporate relationship in the manner and subject to the limitations prescribed by Florida law. The corporation may purchase and maintain insurance against liability for all directors, officers, members, employees and agents of the corporation even if the corporation could not indemnify him under this bylaw or under law.

#### **Amendment**

**Section 12.1. By Members.** The members may adopt, amend or repeal any bylaws by the affirmative vote of at least 2/3 of the members present at a meeting at which a quorum is present.

**Section 12.2. By Directors.** The directors may make, amend or repeal any bylaws at a meeting of the Board of Directors by a majority vote but the bylaws made by the directors shall not conflict with those made by the members. The action shall be reported to the members at their next ensuing meeting and shall stand approved unless rejected or modified by a 2/3 vote of the members entitled to vote.

#### **Dues**

**Section 13.1. Dues.** The Board of Directors shall determine the amount of dues and the manner of their payment.

**Section 13.2. Default.** If a member does not pay dues for 30 days after it is due, his membership shall be terminated by the Board of Directors as provided in Section 1.13.

#### **Notices**

##### **Section 14.**

(a) Notices must be in writing, unless oral notice is:

- (1) Expressly authorized by the Articles of Incorporation or the Bylaws; and
- (2) Reasonable under the circumstances.

(b) Notice may be communicated in person:

- (1) By telephone (where oral notice is permitted), email or other form of electronic communication; or
- (2) By mail.

- (c) Written notice to conduct the affairs of the corporation in Florida to its members, if in a comprehensible form, is effective when mailed, if mailed post-paid and correctly addressed to the member's address shown in the corporation's current record of members.
- (d) Written notice to the corporation may be addressed to its registered agent at its registered office, or to the corporation or its secretary at its principal office shown in the most recent annual report or, in case an annual report has not yet been delivered, in the corporation's Articles of Incorporation.
- (e) Except as provided in Subsection (c) or elsewhere in these Bylaws or by law, written notice, if in a comprehensible form, is effective at the earliest date of the following:
  - (1) When received
  - (2) Five (5) days after its deposit in the U.S. Mail as evidenced by the postmark, if mail post-paid and correctly addressed; or
  - (3) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.
- (f) Oral notice is effective when communicated if communicated directly to the person to be notified in a comprehensible manner.
- (g) If the Articles of Incorporation or Bylaws prescribe notice requirements for particular circumstances, those requirements govern.

### **Alliance Francaise**

**Section 15.1 Alliance.** The Alliance shall be affiliated with the Federation of French Alliances in the United States.

**Section 15.2. Federation Dues.** The Alliance shall pay the Federation the annual dues required by the Federation and benefit from the services offered by the Delegation Generale de l' Alliance Francaise.

**Section 15.3. Communications.** The secretary of the corporation shall maintain communication with the General office of the Federation to which it shall send the program for all meetings.

**Section 15.4. Reports.** An annual general report of activities of the corporation and the annual financial record are to be sent to the Federation by the secretary of the corporation.



**CERTIFICATE OF ADOPTION**

**THE UNDERSIGNED CERTIFIES THAT** the forgoing bylaws were duly adopted by the members of the

corporation on \_\_\_\_\_

\_\_\_\_\_

As Secretary