



**AMENDED AND COMPLETELY RESTATED BYLAWS OF  
WASHINGTON ACCUEIL ASSOCIATION,  
A NON-PROFIT CORPORATION ORGANIZED UNDER THE LAWS  
OF THE DISTRICT OF COLUMBIA,  
ADOPTED AT THE ANNUAL MEETING OF THE MEMBERS ON  
JUNE 6, 2014**

The Bylaws of the WASHINGTON ACCUEIL ASSOCIATION (the “Association” or “WAA”) are hereby amended and completely restated, as follows:

**ARTICLE I - NAME AND PURPOSES**

1.1. Name. The name of the Association shall be “WASHINGTON ACCUEIL ASSOCIATION.”

1.2. Duration. The Association shall have perpetual existence.

1.3. Purposes. The Association is formed to:

(1) Welcome and support French speaking persons coming to the Washington, D.C. Metropolitan Area;

(2) Help them develop mutual friendship;

(3) Support educational and informational activities to help their integration in the United States while keeping up with their Francophone language and culture;

(4) Provide information on life and customs in the United States; and

(5) Do any other act or thing incidental to or connected with the above purposes or their advancement in accordance with D.C. Code §29-403.01 and §29-403.02.

**ARTICLE II - MEMBERSHIP**

2.1. Members. Membership of the Association is open to any French-speaking person, Francophile, or person having an interest in French culture, living in the Washington, D.C. Metropolitan Area and without regard to social standing, gender, race, handicap, religion, or political affiliation.

2.2. Classes. The Association shall have two (2) classes of members, as follows:

2.2.1. Primary Member. The Primary Member shall be an adult person whose name shall be carried on the records of the Association as a Primary Member. There shall be one Primary Member for each annual membership fee paid to the Association; at the time the annual fee is paid the person who pays the annual Membership Fee shall designate the Primary Member with respect to that fee. Each Primary Member in good standing shall have the right to vote as a member of the Association and also may become a director and/or officer of the Association.

2.2.2. Derivative Family Members. The primary Member's immediate family members shall be derivative family members. Each derivative member will have the same rights as a Primary Member except for voting; only a Primary Member in good standing shall be eligible to vote as a member. For this purpose, the Primary Member's immediate family shall include the Primary Member and, if applicable, one other adult, living together, as a couple, and all of their respective children living under the same roof. Any Derivative Family membership will be suspended or terminated automatically upon the suspension or termination of the Primary Member's membership. Any Derivative Family Member may become a Primary Member at any time by paying an annual membership separate from the Primary Member's membership in his or her immediate family, provided that, if the Derivative Family Member does so after the suspension or termination of the related Primary Member, such former Primary Member shall not become a Derivative Family Member of the new Primary Member.

2.3. Suspension and termination of Membership. The Board of Directors, by affirmative vote of four fifths of all of the members of the Board, may suspend or terminate the membership of a member for any reason deemed serious by the Board. The decision of the Board and the reason for suspension –and duration of such suspension- or termination of the membership shall be communicated in writing to the member. The member shall have fifteen days to request a review of the decision by either presenting a written argument or requesting to present an oral argument. Within fifteen days of the receipt of the request of an oral argument, the board shall set a convenient date and time to hear the oral argument. The member may be assisted by one other member. The Board shall review the member's argument and shall notify the member within sixty days of receipt thereof of its final decision, which shall become effective as of the date of the notification. A proceeding challenging a termination or suspension for any reason shall be commenced no later than six months after the effective date of the termination or suspension; such deadline shall be mentioned in the Board's written notification to the member. No part of the annual membership fee shall be returned in the event of suspension or termination of membership unless the Board expressly determines otherwise.

In addition, the Board, by majority vote, may terminate the membership of any member who becomes ineligible for membership, or suspend or terminate the membership of any member who shall be in default in the payment of dues.

2.4. Resignation. Any member may resign by filing a written resignation with the Secretary or President; however, such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid.

2.5. Dues. Dues for primary members shall be established from time to time by a majority vote of the Board of Directors. A member who shall not have paid the dues in the manner specified shall not be in good standing and may be barred from participating in Association events.

### **ARTICLE III – MEETINGS OF MEMBERS**

3.1. Annual Membership Meeting. An annual membership meeting shall be held once a year before the 1st of July, or at any other date and time as the Board may decide by a majority vote; provided, however, that annual meetings shall not take place more than thirteen months apart.

3.2 Record Date. The Board shall establish the record date upon which the members eligible to vote at the annual meeting shall be determined, and the Primary Members who according to the records of the Association are in good standing on the record date shall be eligible to vote at the annual meeting, by person or by proxy.

3.3. Notice of Annual Membership Meeting. The President or his designee shall provide written notice of the Annual Membership Meeting to all members entitled to vote at such meeting, either personally or by mail, neither less than ten (10) calendar days nor more than ninety days before the date of the meeting. Such notice shall include the place, day, hour of the meeting, and any other information required by law. If mailed, such notice shall be deemed to have been given when deposited in the United States mail, postage prepaid, directed to the member at the address as it appears on the records of the Association.

3.4. Quorum. A minimum of ten percent (10%) of the members eligible to vote and who are present in person or by proxy shall constitute a quorum for transaction of business at any membership meeting, including the annual meeting. In the absence of a quorum, a majority of the members eligible to vote who are present may adjourn the meeting from time to time without notice other than an announcement at the meeting of the time and place of the adjourned meeting, until a quorum be present or represented. If the quorum is not present for the annual membership meeting, another annual meeting shall be called by the President within six months.

3.5. Election of the Directors. Nominations for directors may be submitted in writing to the President or Directors, at least two weeks before the annual meeting. All nominations must be accompanied by a signed statement from the nominee stating that he or she will serve if elected. At each annual meeting where an election of the Directors is to take place, one or more lists of at least five (5) nominees will be presented to the members for election so that the directors may be elected in the manner specified in section 4.2 below.

3.6. Special Membership Meetings. Special Meetings may be called by the President or at the request of at least ten percent (10%) of the Primary Members who shall sign and date such request. A notice of the Special Meeting shall be sent by mail to each Primary Member no less than fifteen (15) calendar days before such meeting. Such notice shall state the purpose or purposes for which the meeting is called. Communication of such notice by email or telephone may be added to the official mailing, for information purposes.

#### **ARTICLE IV – BOARD OF DIRECTORS. AUTHORITY AND DUTIES OF DIRECTORS**

4.1. Authority of Directors. The Board of Directors is the policy-making body and may exercise all of the powers and authority granted to the Association by law. The act of a majority of the directors then in office shall be the act of the Board.

4.2. Number, Election, and Tenure. The Board of Directors shall consist of no less than five (5) directors. The members shall elect them by a majority vote on a slate during an annual meeting. Each director shall hold office for a term of two (2) years and must be a Primary Member in good standing. Vacancies existing by reason of resignation, death, incapacity, ineligibility or removal before the expiration of his/her term may be filled by a majority vote of the remaining directors upon proposal of a person's name by the President of the Board at a Board meeting. In the event of a tie vote, the President shall cast the deciding vote. A director elected to fill a vacancy shall be elected for the unexpired term of that director's predecessor in office. If at any time the originally elected Board of Directors is reduced to less than three originally elected directors, the Board shall convene a Special Membership Meeting within four weeks from such occurrence with the sole purpose of electing a Board of Directors.

4.3 Honorary President of the Board of Directors. The Board of Directors shall nominate a person outside the Association who holds a position, or has an extensive experience, most relevant to the purpose and nature of the Association, as Honorary President of the Association. Upon acceptance of the position by such person he/she shall become the Honorary President of the Association. The Honorary President shall be of counsel to the Association and can provide advice to the Association on his/her own initiative, and can be asked by the President or by two members of the Board of Directors to provide advice on any matter related to, and/or recommend a solution to any situation that arises in, the life of the Association. The Honorary President is under no obligation to provide such advice or recommendation. The Honorary President may attend the meetings of the Board of Directors with no voting rights.

4.4. Resignation. Resignations shall be in writing and shall be effective upon delivery to the President of the Association (or at a date determined by the parties or decided by the President of the Association).

4.5. Regular Meetings. The Board of Directors shall hold at least five (5) regular meetings per calendar year. The directors shall meet immediately following the annual membership meeting and at such other times and places as the directors shall determine. Other meetings shall be at such dates, times and places as the Board shall determine.

4.6. Special Meetings. Meetings shall be at such dates, times and places as the Board shall determine.

4.7. Notice. Meetings may be called by the President or at the request of any three (3) directors by notice emailed, mailed, or telephoned. Each member of the Board shall be noticed not less than forty-eight (48) hours before such meeting by email, mail, or telephone call.

4.8. Quorum. A quorum shall consist of a majority of the Board attending in person or through teleconferencing. All decisions will be by majority vote of those present at a meeting at which a quorum

is present. If less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting on occasion without further notice.

4.9. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the members or of the Board of Directors or of any committee may be taken without a meeting if the number of members or directors who are authorized to act shall consent in writing to taking the action. Such written consents shall be signed by all of the persons consenting thereto, shall have the same force and effect as a vote of the members or of the Board at a meeting properly called for the purpose of voting on the subject matter thereof, and shall be filed with the minutes of the members or the Board as appropriate.

4.10. Participation in Directors Meeting by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another at the same time. Such participation shall constitute presence in person at such meeting.

4.11. Committees. The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish committees of the Board composed of at least one (1) Director. The Board may make such provisions for appointment of the chair of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of the Association.

The Board of Directors may create one or more advisory committee(s) whose members need not be Directors, as it deems appropriate and by a majority vote. The Board shall also decide in the same manner about the size, duration, and responsibilities of such advisory committee(s).

4.12. Nominating Committee. There may be a Nominating Committee, composed of the President and at least two (2) other members of the Board of Directors. Each member of the committee shall have one (1) vote and decision shall be made by the majority.

4.13. Reimbursement. Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Association's business may allowed to be reimbursed with documentation and prior approval of the President. Provisions of Article 7.3 also apply hereto.

## **ARTICLE V – OFFICERS. AUTHORITY AND DUTIES**

5.1. Officers. The officers of the Association shall be designated among the Directors. There shall be a President, who shall be the President of the Board of Directors (hereafter the "President of the Association"), a Vice-President, a Secretary, a Treasurer, and such other officers, including additional Vice-Presidents, as the Board of Directors may designate. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary or Treasurer. To be President of the Association, a previous experience of a minimum of one year as officer of a nonprofit corporation is preferable but not mandatory. Absent such experience, it is strongly advised that an interview of the

candidate to become President with the incumbent President or with the Board of Directors takes place prior to submitting the candidacy.

5.2. Appointment of Officers - Terms of Office. The officers of the Association shall be appointed by the Board of Directors at regular meetings of the Board, or, in the case of vacancies, as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Terms of office may be established by the Board of Directors, but shall not exceed two (2) years. Officers shall be eligible for reappointment provided however that the President shall only be eligible for a maximum of two terms in a row. Officers shall hold office until a successor is duly elected.

5.3. Resignation. Officer resignations shall be in writing and shall be effective upon delivery to the President of the Board. (or effective at a date determined by the parties or decided by the President).

5.4. Removal. The Board of Directors, by affirmative vote of four fifths of all of the members of the Board, may remove an officer for any reason deemed serious by the Board. For the purposes of this paragraph the term "officer" also includes any director. The decision of the Board and the reason for suspension –and duration of such suspension- or termination of the membership shall be communicated in writing to the officer. The officer shall have fifteen days to request a review of the decision by either presenting a written argument or requesting to present an oral argument. Within fifteen days of the receipt of the request of an oral argument, the board shall set a convenient date and time to hear the oral argument. The officer may be assisted by one other member. The Board shall review the officer's argument and shall notify the officer within sixty days of receipt thereof of its final decision, which shall become effective as of the date of the notification. A proceeding challenging a termination or suspension for any reason shall be commenced no later than six months after the effective date of the termination or suspension; such deadline shall be mentioned in the Board's written notification to the member.

5.5. President. The President shall be a Director of the Association and preside at all meetings of the Board of Directors as the Chairperson.

5.6. Vice-President. The Vice-President, if any, shall be a Director of the Association and preside at meetings of the Board of Directors in the absence or vacancy of or at the request of the President. In the case of several Vice-Presidents, the one designated by the President, and if none, the oldest Vice-President shall preside the Board of Directors in the absence or vacancy of the President. The Vice-President shall perform other duties as requested and assigned by the President.

5.7. Secretary. The Secretary shall be a Director of the Association and shall keep the minutes of all meetings of the Board of Directors and of the Members in the books of the Association proper for that purpose. The Secretary shall work closely with any paid executive staff of the Association to ascertain that appropriate procedures are being followed in the affairs of the Association, and shall perform such other duties as may be assigned by the Board of Directors.

5.8. Treasurer. The Treasurer shall be a Director of the Association. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate account of receipts and

disbursements in books belonging to the Association. He or she shall deposit all moneys and other valuables in the name and to the credit of the Association in such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Association as may be ordered by the Board or the appropriate Officers taking proper vouchers or receipts for such disbursements. He or she shall render to the President and the Board at the regular meetings of the Board, or whenever they may request it, an account of all his or her transactions as Treasurer, and of the financial condition of the Association. If required by the Board, the Treasurer shall give the Association a bond for the faithful discharge of his or her duties in such amount and with such surety as the Board shall prescribe.

## **ARTICLE VI – PROCEDURES**

6.1. Waiver of Notice. Wherever Notice of meeting is required to be given herein, notice need not be given to any Member or Director, as the case may be, who submits a signed Waiver of notice, whether before or after the meeting. In any event, the attendance of any Member or Director at a meeting, in the absence of an express protest concerning the lack of proper Notice of such meeting, shall constitute an irrevocable waiver of any improper Notice.

6.2. Voting.

6.2.1. By Mail. Primary members shall be entitled to vote for the election of Directors by mail, electronic mail, or any other means of electronic transmission; provided that the Primary Member shall have provided in advance to the Association a written notice signed by the Primary Member that the method of voting chosen was authorized by the Primary member. In case of a vote by electronic mail, a specific email address shall be created and dedicated solely to that election.

6.2.2. Proxy. Whenever a Primary Member is entitled to vote including for the election of the Directors, he or she may do so by authorizing another person or persons in writing to act for him or her by proxy. A Primary Member shall be considered “present” at a meeting if such primary member is represented by proxy. At any meeting, each Primary Member shall be entitled to represent and vote the proxies of not more than 3 other Primary Members. A Director may not vote by proxy.

6.3. Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

## **ARTICLE VII – FINANCIAL ADMINISTRATION**

7.1. Fiscal Year. The Fiscal Year of the Association shall be August 1 - July 31 but may be changed by resolution of the Board of Directors.

7.2. Checks, Drafts, Etc. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board.

7.3. Compensation and reimbursement. The Association may pay reasonable compensation or reimburse reasonable expenses to members, directors, delegates, members of a designated body, or officers for services rendered. A proof of expenses or a justification for compensation, as the case may be, shall be submitted to the Treasurer before payment thereof is made.

7.4. Deposits and Accounts. All funds of the Association, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or by any other officer or officers or agent or agents of the Association, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Association, checks, drafts, and other orders of the Association may be endorsed, assigned and delivered on behalf of the Association by any officer or agent of the Association.

7.5. Investments. The funds of the Association may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, and which are permitted to Associations exempt from Federal income taxation under section 501 (c) 7 of the Internal Revenue Code.

#### **ARTICLE VIII – BOOKS AND RECORDS**

Correct books of account of the activities and transactions of the Association shall be kept at the office of the Association. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

#### **ARTICLE IX – AMENDMENT OF BYLAWS**

These Bylaws shall be reviewed by the Board at least every five years since their most recent amendment or review so as to make sure that they remain in compliance with the law and in adequacy with the activities and functioning of the Association. These Bylaws may be amended by the members at the annual meeting upon submission of amendment proposals by the Board. Prior notice of the proposed amendment shall be included in the notice of the meeting at which such action is taken.