

CODE OF REGULATIONS
OF
ALLIANCE FRANÇAISE DE CINCINNATI

ARTICLE I

Location and Purpose

Section 1.1. Location. The principal office of ALLIANCE FRANÇAISE DE CINCINNATI (the "Corporation"), at which the general business of the Corporation shall be transacted and where the records of the Corporation shall be kept, shall be at such place in Ohio as shall be fixed by the Board of Directors.

Section 1.2. Purpose. The Corporation is organized in accordance with the By Laws of the Alliance Française de Paris created in 1883, to encourage and further the knowledge of French culture and language and to foster friendly relations between the American and French people. Furthermore, it is to be operated as a non-profit, non-political, non-discriminatory organization which complies with applicable federal and state non-profit tax laws and regulations.

ARTICLE II

Members

Section 2.1. Members. The Members of the Corporation shall consist of, but not be limited to:

Section 2.1.1. Regular Members. Such Regular Members shall consists of persons (i) 18 years of age or older, (ii) that subscribe to and support the purposes of the Corporation, (iii) apply for and are approved for membership in the Corporation by the Board of Directors, and (iv) pay annual dues to the Corporation in such amounts, if any, as the Board of Directors determines.

Section 2.1.2. Honorary Members. Honorary Membership shall be granted by the Board of Directors, in its sole discretion, for a determined period of time, for outstanding services rendered to the Corporation. Honorary Members shall enjoy all privileges of a Regular Member without the payment of annual dues for the time they serve as Honorary Members.

Section 2.1.3. Student Associate Members. Student Associate Members shall be high school or university students who, upon payment of dues at a special rate prescribed by the Board of Directors, shall be privileged to attend all events.

Section 2.2. Meetings.

Section 2.2.1 Annual Meeting. The Annual Meeting of the Members of the Corporation shall take place in May of each year and shall be held at such time and place as shall be determined pursuant to a resolution of the Board of Directors.

Elections ~~shall may~~ be conducted at the Annual Meeting ~~or by mail as per Robert's "Rules of Order."~~

Section 2.2.2 Special Meetings. Special meetings of the Members may be held at such date, time and place as shall be determined from time to time pursuant to a resolution of the Board of Directors.

Section 2.3. Notice of Meetings

Section 2.3.1. Annual Meetings. Written notice of the annual meeting of the Members stating the place, if any, and the time thereof shall be delivered personally, sent by ~~fax~~, email or other electronic means, or sent by U.S. mail or courier service with postage and fees prepaid not less than five nor more than thirty days before the meeting, excluding the day of the meeting, to each Member at his or her address according to the current records of the Corporation or the address furnished for electronic transmissions, unless notice is waived.

Section 2.3.2. Special Meetings. Written notice of each special meeting of the Members stating the place, if any, and time and purpose thereof shall be delivered personally, sent by ~~fax~~, e-mail or other electronic means, or sent by U.S. mail or courier service with postage and fees prepaid not less than five nor more than thirty days before the meeting, excluding the day of the meeting, to each Member at his or her address according to the current records of the Corporation or the address furnished for electronic transmissions, unless notice is waived. No business shall be transacted at any special meeting other than the business specified in such notice.

Section 2.3.3. Waiver. Any Member may make written waiver of notice before, at or after a meeting. The waiver shall be filed with the person who has been designated to act as Secretary of the meeting, who shall enter it upon the records of the meeting. An electronic transmission that contains a waiver is a writing for the purposes of this section. Attendance at a meeting, whether in person or electronically, without protesting, prior to or at the beginning of the meeting, the lack of proper notice is deemed a waiver of such notice.

Section 2.4. Quorum, Voting, Proxy. The Members present shall constitute a quorum at any meeting of the Members. At all meetings of the Members, each Member (regardless of whether such Member is a Regular Member, Honorary Member, or Student Associate Member) shall be entitled to cast one vote on any question coming before the Members. Unless otherwise provided in these Regulations, the affirmative vote of a majority of Members present at any meeting shall be sufficient to transact any business. At all meetings of Members, each Member may vote in person or by proxy. The person designated as proxy must also be a Member. All proxies shall be in writing and submitted to and received by the Secretary (via ordinary U.S. Mail, ~~fax~~ or email) at least 24 hours prior to the meeting. A member may revoke a proxy only by written notice of revocation hand delivered to the Secretary prior to the calling for a vote at the meeting. A proxy is void if it is not dated or purports to be revocable without notice. A proxy shall terminate automatically after 60 days after its date, unless it specifies a shorter time.

Section 2.5. Removal. Any Member may be removed by a majority vote of the total number of Members then serving.

Section 2.6. Written Action. Any action which may be authorized or taken at a meeting of the Members may be authorized or taken without a meeting when authorized in a written action signed by all of the Members. Any electronic transmission that contains an affirmative vote or approval of a Member is a signed writing for the purposes of this section.

Section 2.7. Attendance Through Electronic Communications Equipment. Meetings of the Members may be held through any electronic communications equipment if all persons so participating can hear each other or contemporaneously communicate with each other. Such participation shall constitute presence at such meeting.

ARTICLE III

Board of Directors

Section 3.1. Powers and Duties. The entire direction and management of the affairs of the Corporation shall be vested in its Board of Directors who shall have complete discretion over the business activities, funds and properties of the Corporation, and who shall have complete authority with respect to the expenditures and disbursements, necessary to carry out the purposes and activities of the Corporation. A Director shall perform his or her duties as a Director of the Corporation, including his or her duties as a member of any committee of the Corporation, in good faith, in a manner he or she reasonably believes to be in, or not opposed to, the best interests of the Corporation and with the care that an ordinarily prudent person in a like position would use under similar circumstances.

Section 3.2. Number of Directors. There shall be twelve (12) Directors.

Section 3.3. Term of Office.

(a) The Directors shall hold office for a term of three years commencing on the day of the annual meeting of the Members at which the Director is elected and ending on the day of the third annual meeting of the Members thereafter.

(b) The Board of Directors may be divided into three groups or classes, each consisting of approximately one-third of the then current total number of Directors. The Directors in each group shall be elected for a term of three years such that the term of office of one such group shall terminate each year. To maintain three classes of directors consisting of approximately the same number of persons, certain Directors may be assigned to and shall serve one-year and two-year terms so as to establish or maintain staggered terms whereby approximately one-third of the Directors' terms expire each year.

Section 3.4. Election of Directors and Officers. Candidates for open seats for the Directors and for open seats for President, Vice President, and Secretary shall be elected at the annual meeting of the Members, or at a special meeting of the Members called for such purpose. Election shall be by a majority vote of the Members constituting a quorum and entitled to vote at such meeting, either in person or by proxy.

Section 3.5. Removal. The Board of Directors may remove any Director.

Section 3.6. Vacancies. The Board of Directors may fill any vacancy that may occur in the Board of Directors by election of a successor to hold office during the unexpired term of the vacant Director position. Election shall be by a majority vote of the Directors constituting a quorum and entitled to vote at such meeting.

Section 3.7. Meetings.

Section 3.7.1. Annual Meeting. The annual meeting of the Board of Directors for the election of officers and the transaction of other business shall be held in May of each year at the time and place, within or without the State of Ohio, the Board of Directors designates.

Section 3.7.2. Regular Meetings. The Board of Directors shall establish regular meetings of the Board of Directors. Such meetings may be held at the principal office of the Corporation or at such other place or places, within or without the State of Ohio, as the Board of Directors designates.

Section 3.7.3. Special Meetings. Special meetings of the Board of Directors may be called at any time (a) by the President, (b) by the Board of Directors, or (c) upon the written request of two or more Directors. Any person or persons entitled to call a special meeting of the Board of Directors may make a written request to the President to call the meeting, and the President shall instruct the Secretary to give notice of the meeting. If the Secretary fails to give notice of the meeting within seven days from the day on which the request was made, the person or persons who requested the meeting may fix the time and place and give notice of the meeting.

Section 3.8. Notice of Meetings

Section 3.8.1. Annual and Regular Meetings. Written notice of each annual and other regular meeting of the Board of Directors stating the place, if any, and the time thereof shall be delivered personally, sent by ~~fax~~, email or other electronic means, or sent by U.S. mail or courier service with postage and fees prepaid not less than five nor more than thirty days before the meeting, excluding the day of the meeting, to each Director at his or her address according to the current records of the Corporation or the address furnished for electronic transmissions, unless notice is waived.

Section 3.8.2. Special Meetings. Written notice of each special meeting of the Board of Directors stating the place, if any, and time and purpose thereof shall be delivered personally, sent by ~~fax~~, e-mail or other electronic means, or sent by U.S. mail or courier service with postage and fees prepaid not less than five nor more than thirty

days before the meeting, excluding the day of the meeting, to each Director at his or her address according to the current records of the Corporation or the address furnished for electronic transmissions, unless notice is waived. No business shall be transacted at any special meeting other than the business specified in such notice.

Section 3.8.3. Waiver. Any Director may make written waiver of notice before, at or after a meeting. The waiver shall be filed with the person who has been designated to act as Secretary of the meeting, who shall enter it upon the records of the meeting. An electronic transmission that contains a waiver is a writing for the purposes of this section. Attendance at a meeting, whether in person or electronically, without protesting, prior to or at the beginning of the meeting, the lack of proper notice is deemed a waiver of such notice.

Section 3.9. Quorum and Voting.

Section 3.9.1. The presence of a majority of the Board of Directors shall constitute a quorum at any meeting, but the Directors present at any meeting, although less than a quorum, may adjourn the meeting.

Section 3.9.2. At all meetings of the Board of Directors, each Director shall be entitled to cast one vote on any question coming before the Board. Unless otherwise provided in these Regulations, a majority vote of the Directors present at any meeting, if there is a quorum, shall be sufficient to transact any business.

Section 3.9.3. A Director shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of Directors.

Section 3.10. Adjourned Meetings. When a meeting of the Board of Directors is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Section 3.11. Written Action. Any action which may be authorized or taken at a meeting of the Board of Directors may be authorized or taken without a meeting when authorized in a written action signed by all of the Directors. Any electronic transmission that contains an affirmative vote or approval of a Director is a signed writing for the purposes of this section.

Section 3.12. Attendance Through Electronic Communications Equipment. Meetings of the Board of Directors may be held through any electronic communications equipment if all persons so participating can hear each other or contemporaneously communicate with each other. Such participation shall constitute presence at such meeting.

Section 3.13. Advisory Board. The Board of Directors may appoint an advisory committee or committees, designated as an Advisory Board. An Advisory Board shall perform such functions as may be assigned to it by the Board of Directors. The Board of Directors shall have the power to establish terms of office for members of an Advisory Board and to fill vacancies in, or change the membership of, an Advisory Board. The chairperson of an Advisory Board shall be appointed by the Board of Directors.

ARTICLE IV

Officers

Section 4.1. Officers; Tenure. The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer and any other officers the Board of Directors designates. Beginning with the first President, Vice President, and Secretary elected in May 2010 and ignoring any term served as President, Vice President, or Secretary prior to May 2010, the President, Vice President, and Secretary shall each serve a term of two years and shall serve no more than two terms consecutively. The President, with the advice of the Board, shall appoint the Secretary.—The Board of Directors shall elect the Treasurer~~all other officers~~ at their annual meeting to serve for a terms of two~~one~~ years or until their respective successors are elected and have qualified or for such period as the Board of Directors designates. A person may hold more than one office at a given time. No elected officer, other than the Treasurer, shall serve continuously for more than two term~~three years~~ in the same office.

Section 4.2. Powers and Duties. Officers of the Corporation shall have such powers and perform such duties as generally pertain to their respective offices, and such further powers as the Board of Directors confers.

Section 4.3. Signature of Authority. All deeds, mortgages, leases, bonds, and notes shall be signed by two authorized officers with the consent of the Board of Directors. The Board of Directors shall establish the dollar limits of checks and contracts requiring the signatures of more than one authorized person.

Section 4.4. Removal. The Board of Directors may remove any officer of the Corporation, with or without cause.

Section 4.5. Vacancies. The Board Directors may fill any vacancy that may occur in any office by electing a successor to hold office during the unexpired term of the vacant office.

ARTICLE V

Committees

Section 5.1. Nominating Committee. No later than the month of February of each year, the Board of Directors shall appoint the members of the Nominating Committee for the elections for the same year. The Nominating Committee will consist of an odd number not less than three and no more than seven, the majority of whom are not members of the Board of Directors.

Section 5.1.1. The Nominating Committee shall present to the Members of the Corporation a slate of candidates for each office and Board of Directors positions to be filled. Nominations shall be solicited from the Committee members and from Members for the Corporation and submitted in writing to the Nominating Committee prior to April 15. Provisions for write-in candidates for each position must appear on the ballot.

Section 5.2. Other Committees. The Board of Directors may create other committees which shall have such powers and perform such duties the Board of Directors prescribes. The Board of Directors may fill vacancies in, change the membership of, or dissolve any such committee. A majority of the members of any such committee may determine its action and fix the time and place of its meetings unless the Board of Directors otherwise provides. All committees at all times shall be subject to the control and direction of the Board of Directors and shall report all actions taken at the next succeeding meeting of the Board of Directors.

ARTICLE VI

Miscellaneous

Section 6.1. Fiscal Year. Unless otherwise fixed by the Board of Directors, the fiscal year of the Corporation shall be the calendar year ending on April 30.

Section 6.2. Amendments. The Members may amend, repeal or restate the Corporation's Articles of Incorporation and these Regulations at any meeting of the Members by the affirmative vote of a majority of the total number of Members then serving; provided, however, that notice of any such proposed change or changes to such documents shall be included with the notice for such meeting.

Section 6.3. Indemnification. The Corporation shall indemnify to the full extent permitted by the nonprofit corporation laws of the State of Ohio each person who was, is or will be a Director, officer or employee of the Corporation (including the heirs, executors, administrators or estate of such person) against any liability, cost or expense incurred by such person in such person's capacity as such a Director, officer or employee, or arising out of such person's status as such a Director, officer or employee (including serving at the request of the Corporation as a trustee, director, officer, partner, member, employee or agent of another organization). The Corporation may, but shall not be obligated to, maintain insurance at its expense to protect itself and any such person against any such liability, cost or expense.

Section 6.4. Authority to Borrow, Encumber Assets. No Director, officer, agent or employee of the Corporation shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by the Board of Directors. The Board of Directors may grant general or limited liability for any of the above purposes.

Section 6.5. Deposit of Funds. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors approves or designates, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Directors.

Section 6.6. Conflicts of Interest.

Section 6.6.1. Gifts. No director, officer or employee of the Corporation shall solicit or accept, directly or indirectly, anything of substantial monetary value (including any gift, gratuity, favor, entertainment, loan or other consideration) from any person or entity which has, or is seeking, a contractual, donative, employment, financial or other beneficial relationship with the Corporation without first making a disclosure of such conflict of interest to the Board of Directors.

Section 6.6.2. Conflict of Interest Procedure. When the Board of Directors is considering a proposed transaction that may benefit the private interest of an officer or director, the procedure outlined in the Conflicts of Interest Policy adopted by the Board of Directors, a copy of which is attached as Exhibit A, shall be followed.

Section 6.7. Relation with the Federation. The Corporation shall be affiliated with the Federation of Alliances Françaises USA, Inc., the offices of which are located in Washington D.C. This corporation shall pay the Treasurer of the Federation of Alliances Françaises USA, Inc., the appropriate yearly sum required for membership in the Federation of Alliances Françaises USA, Inc. No person or group shall be entitled to use the name and logotype of the Alliance Française de Cincinnati without prior consent of the Federation of Alliances Françaises USA, Inc., and of the delegation générale de l' Alliance Française de Paris.

Section 6.8. Dissolution. The Members may dissolve the Corporation pursuant to the applicable provisions of the nonprofit corporation laws of the State of Ohio. Upon the dissolution of the Corporation, the Corporation shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all assets of the Corporation as provided in the Articles of Incorporation of the Corporation.

CERTIFICATE OF ADOPTION

The foregoing Code of Regulations was duly adopted by the Members effective as of the 25th day of May, 201009.

Secretary _____

Print Name _____