

# AAWE BY-LAWS

## ASSOCIATION OF AMERICAN WOMEN IN EUROPE

*Association under the July 1, 1901 French law concerning status of associations  
By-Laws as approved on February 5, 1985, and amended on May 14, 2013 and on  
May 31, 2016*

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### Article 1. Name

The name of the Association is: "ASSOCIATION OF AMERICAN WOMEN IN EUROPE" (AAWE); in French, the name is: "Association des Femmes Américaines en Europe". Founded in 1961, as the "Association of American Wives of Europeans", it is a not-for-profit association under the July 1, 1901 French law concerning status of associations which is implemented by the August 16, 1901 decree. The Association's duration shall be unlimited. The principal office is in the Paris, France region.

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### Article 2. Purpose

The purpose of the Association is to:

- create bonds between American women living permanently outside their native country;
- provide assistance as they adjust to a new life;
- promote understanding among the peoples of America, France and Europe on both a personal and family level;
- encourage Americans to become familiar with French culture and the French to become acquainted with American culture;
- protect the American citizenship of members and their children, especially in cases of acquisition of another nationality.

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### Article 3. Means of Action

The Association shall pursue its aims by:

- organizing active working groups focusing on the integration of members within French and/or European way of life;
- maintaining American traditions for members, their children, and their husbands;
- providing financial aid and moral support to French and/or European philanthropic organizations;
- supplying information and the means for self improvement in educational, social, family, and cultural areas;
- setting up a computerized file for administrative purposes. This computerized file may not be used for any commercial or political purpose whatsoever. The Rules and Regulations set forth the types of information to be processed and the safeguarding of the members' individual liberties;
- publishing a newsletter, and making use of any other means of communication to promote the aims and action of the Association.

The preceding list is not restrictive.

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## **Article 4. Membership**

Members of the Association shall include regular members, associate members, and honorary members.

Regular members shall be American women who are, or who are eligible to be, permanent residents of France, and who share interests specific to bicultural living. The terms "associate member" and "honorary member" are defined in the Rules and Regulations. Candidates for membership must be approved by the Board of Directors at one of its monthly meetings.

The amount of members' annual minimum dues shall be established every year by the Board of Directors. The Board may provide for special arrangements for dues of certain members. These are specified in the Rules and Regulations.

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## **Article 5. Compliance with By-Laws; Loss of Membership**

Membership in A.A.W.E. implies strict compliance with the By-Laws and Rules and Regulations of the Association, and with any subsequent changes thereof.

Membership may be lost by:

- resignation;
- failure to pay annual dues;
- exclusion by the Board of Directors for a serious and justified reason, the member concerned having first presented her case;

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## **Article 6. Resources**

The Association's resources include:

- any initiation fee and annual dues;
- any subsidy or grant which might be provided by the national government or any local authority, be it regional, departmental, or municipal, as well any public entity;
- income from its assets;
- amounts received for services rendered by the association;
- other resources authorized by law and, whenever necessary with the approval of the competent authorities.

Solely, the Association's assets will serve to meet commitments made on its behalf, and no member may be held liable for such commitments, for any reason whatsoever.

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## **Article 7. Board of Directors**

A.A.W.E. shall be administered by a Board of Directors comprising not less than eleven members and not more than thirty members.

The Board includes both elected members and appointed members.

a) An Executive Committee of not more than ten regular or associate members elected for one year, with the exception of the President who must be a regular member.

- the President
- two Vice Presidents

- the Treasurer
- two Secretaries
- four Members at-Large, whose duties and responsibilities are defined in the Rules and Regulations

b) Other regular or associate members appointed by the President with the approval of the Executive committee. The duties and responsibilities of these appointed Board members are also defined in the Rules and Regulations.

c) The founding members may also take part in all meetings of the Board of Directors in an advisory capacity. They are Phyllis Michaux, Harriet Frankel, and Gertrude de Gallaix.

In case of unjustified absence of a Board member at three consecutive meetings, the President may ask the Board of Directors to declare that position vacant.

In case of vacancy, the Board may replace the member concerned with a candidate proposed by the President, to hold office until the next Annual Meeting.

Outgoing members are eligible for reelection in accordance with the Rules and Regulations. Members of the Board of Directors serve in a voluntary capacity.

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## **Article 8. Duties of the Board of Directors**

The Board meets whenever convened by the President or at the request of one-fourth of the Board members. One-third of the Board members must be present in order for Board decisions to be valid.

Decisions are made on the basis of a majority of the votes cast by members present or represented. In case of a tie, the President casts the deciding vote.

Minutes shall be kept of the meetings. The President and one other member of the Executive Committee sign the minutes.

The Board establishes the budget and determines the amount of dues. It decides how funds are to be used; authorizes rental of any premises necessary for A.A.W. E. activities, authorizes acquisition or sale of real property, transferable securities, or personal property; and authorizes any mortgaging or pledging of assets necessary.

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## **Article 9. President**

The President represents the Association in all civil acts including appearance before the courts. She approves and authorizes expenditures. Any person representing the Association must be in full possession of his civil rights. If the President is unable to fulfill her duties for an extended period, the Executive Committee shall appoint one of the Vice Presidents to act in her stead, with the same powers, subject to ratification by the Board of Directors within one month.

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## **Article 10: Annual Meeting**

The Annual Meeting includes all members of the Association, regular, associate or

honorary, whose dues payments are up to date. A Meeting shall be held once a year, and whenever the Board of Directors deems necessary.

The Board of Directors shall notify the members in writing of the date of the Annual Meeting at least two weeks prior thereto. The agenda must be set forth in this written notification.

The President shall preside at the meeting and report on the Association's activities. The Treasurer shall report on all aspects of financial management and submit the balance sheet for approval of the Annual Meeting.

Only items listed on the agenda may be dealt with at the Annual Meeting

After all the items of the agenda have been dealt with, elections are held by ballot. Decisions are reached by a simple majority vote of members present or represented.

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### **Article 11. By-Law Amendments**

The Board of Directors or two-thirds of the members present or represented at the Annual Meeting may propose amendments to the By-Laws. Proposals for amendment must be submitted to the Board of Directors not less than thirty days prior to the Annual Meeting. At the Annual Meeting, a quorum of not less than one-fourth of all active members, present or represented, is necessary to approve an amendment. If this quorum is not reached, another Annual Meeting shall be convened not less than two weeks thereafter. At this second Annual Meeting, the decisions reached are valid irrespective of the number of members present or represented

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### **Article 12. Dissolution**

When not less than two-thirds of the members present and represented at the Annual Meeting are in favor of dissolution, the decision cannot be appealed, and one or more executors are appointed to liquidate A.A.W.E. assets.

The assets, if any, are to be turned over to one or more similar organizations, in accordance with legislation in effect.

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### **Article 13. Legal Procedures**

The President shall notify the Préfecture de Paris of all changes in the administration or direction of the Association as well as any amendments to the By-Laws, within a period of three months following any such modifications.

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### **Article 14. Rules and Regulations**

To clarify dispositions not set forth in the By-Laws, particularly those concerning the administration of the Association, the Board of Directors shall establish the Rules and Regulations and may make any subsequent changes thereto whenever necessary.

# AAWE

## ASSOCIATION OF AMERICAN WOMEN IN EUROPE

Association under the July 1, 1901 French law concerning status of associations

### RULES AND REGULATIONS

As approved on June 18, 1985 and amended on Dec 10, 1991, Mar 26, 1992, Mar 5, 1998, May 9, 2006, Mar 16, 2010, Apr 10, 2012, Oct 3, 2013, Apr 9, 2015, Mar 10, 2016, Nov 9, 2017, June 7, 2018, April 11, 2019, and March 13, 2020

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## ARTICLE I. MEMBERSHIP

### Section 1. Categories of Members

#### *Regular Members*

- As defined in the By-Laws

Full participation. Entitled to vote and hold office.

#### *Associate Members (Not to exceed 15% of the membership)*

- Other women or men approved by the Board who adhere to the Association's mission statement and Means of Action. Candidates for associate membership are presented to the Board for pre-approval.

Not entitled to hold office of President. All other advantages and obligations of Regular members.

#### *Honorary Members*

- Persons of distinction in fields of interest to the Association, and individual AAWE members, at the invitation of the President after approval by the Board.

Full participation. Entitled to vote and hold office except that of President.

### Section 2. Membership Application

An application form must be filled out by all candidates for membership, and received and approved by the Membership Chair (acting on behalf of the Board). In the case of Regular Members, membership becomes effective upon receipt of application, dues payment and registration fee. The Membership Chair presents new Regular Members to the Board at the monthly meeting. In the case of candidates for Associate Membership, applications are submitted by the Membership Chair to the Board for confirmation (noting the current percentage of Associate Members within the association which should not surpass 15%). Associate Membership is effective pending Board confirmation of the application and receipt of the dues payment and registration fee.

### Section 3. Membership Renewal

Membership is renewed in the Spring of each year by payment of the dues. Any member who fails to pay dues by the deadline fixed will be removed from the mailing list, the Annual Directory, access to the members only webpage and any official AAWE social media groups. A member wishing to be reinstated, must follow the application procedure as it applies to new members.

#### **Section 4. Membership Loss**

Non payment of dues constitutes loss of membership. In any given renewal year, the Board can decide by vote not to accept the dues payment of any Regular or Associate member thus terminating membership.

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## **ARTICLE II. BOARD OF DIRECTORS**

### **Section 1. Composition**

The Board of Directors shall comprise not less than eleven (11) and not more than thirty (30) members.

a) Executive Committee (of not more than ten (10) regular or associate members elected at Annual General Meeting for one year as per the By-Laws)

- President (elected from regular membership)
- Vice President Administration
- Vice President Programs
- Treasurer
- Recording Secretary
- Secretary of Communications
- Membership Chair
- Nominating Committee Chair
- Development Chair
- FAWCO Representative

The Parliamentarian is appointed by the President, with the approval of the Executive Committee, and serves as a non-voting advisor to the Executive Committee. Her presence is expected at all Executive Committee meetings and Board meetings.

b) Other Board Members can include the following positions appointed by the President with the approval of the Executive Board. Additional posts can be added by recommendation of the President and approval of the Executive Board.

One or more of the following heads:

- Assistant Treasurer
- Citizenship Chair
- Children's Events Coordinator
- Seniors' Committee Chair
- Education-Bilingualism Chair
- Editor of AAWE News
- Professional Networking Chair
- Historian
- Cultural Events Coordinator
- Ad Hoc Events
- Calendar Coordinator
- Strategic Planning Chair
- Bazaar Chair
- Advertising Coordinator
- Publications Chair

- Fund Raising Coordinator
- Art and Architectural Highlights Coordinator
- Volunteer Coordinator

## **Section 2. Duties and Responsibilities**

Attend Board meetings. May appoint a co-chair to share responsibility for the work of the committee. Invite the President to all committee meetings or provide her with a written report of same. Clear dates for planned activities with Calendar Coordinator in order to avoid conflict with other committee events. Submit a written annual report to the President and submit an updated job description to the Parliamentarian before the Annual General Meeting/Election. Keep committee files up to date. Keep record of expenses incurred by committee members which should be within amounts budgeted.

In case of an unjustified absence of a Board member at three consecutive meetings, the President may ask the Board to declare that position vacant.

## **Section 3. Term of Office**

Board members are elected or appointed to serve for one-year terms, but may serve a second term if they are re-elected or reappointed, except the Nominations Committee Chair, who may not serve two successive years. An individual's term of service on the Board shall be limited to six consecutive years, except for the President whose consecutive service on the Board in any capacity may be longer. Other exceptions to the two-year or six-year limit may be made upon the proposal of the President (in the case of appointed positions) or of the Nominations Committee (in the case of elected positions), with approval of two-thirds majority of the Board.

## **Section 4. Advisors to the Board and Consultants**

The President, with the approval of the Board, may appoint one or more non-voting advisors or consultants, chosen from among members who have particular experience and qualifications (for example, past Presidents, professional women, formerly active chairmen or officers or honorary members). Such advisors or consultants may be invited to attend Executive Committee or Board meetings as well as committee meetings, when their attendance is considered desirable, but they will not be members of the Board. The Board may exceptionally invite any person to its meetings.

## **Section 5. Pro Tem Officers**

The Board may, by resolution, appoint a member, preferably from among its members, to act during the absence of an officer or to fill out the unexpired term of an officer who has been obliged to resign. She shall be an Officer Pro-Tem until such time as her appointment has been confirmed by the next Annual Meeting, as provided in the By-Laws.

## **Section 6. Board Meetings**

The Board shall meet once a month from September through June. Records shall be kept of all Board meetings. The May Board meeting shall be a joint Board meeting at which only the out-going officers may vote.

## **Section 7. Board Decisions**

The Board shall have full power to take such action and make such Rules and Regulations consistent with the By-Laws, as it deems necessary in the best interests of the Association. It shall create new committees or offices, and revise or dissolve existing committees as it deems necessary.

The maximum amount of money that can be spent by any committee is in the budget. Anything beyond that amount is reviewed by the President and submitted to a vote by the Board.

One-third of the members of the Board of Directors must be present for its decisions to be valid.

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## **ARTICLE III. PRESIDENT**

The President shall carry out all decisions of the Board, to which she is responsible. She shall preside all meetings of the Board and the Association. She shall be ex-officio member of all the committees except the Nominations Committee, but she can be kept informed of its proceedings. She shall be advised of all committee meetings in order that she may attend. If she is unable to attend, a written report should be sent to her.

The President must see and approve, before publication, all material that will go out to the entire membership. This includes the AAWE News, Tombola tickets, Bazaar handouts, inserts with the AAWE News mailing, E announcements and website content.

The President should also control all material distributed about AAWE and by AAWE and any interviews concerning the Association.

Any non-budgeted reimbursement or payment over 150 euros should be approved by the President and the Board.

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## **ARTICLE IV. ASSOCIATION MEETINGS**

### **Section 1. Nominating Committee Chair**

The Nominating Committee Chair must form a committee of seven members after her election. The Committee should meet at least once before the month of November.

Members of the committee are:

- The Chairman
- Three members of the Board
- Three members from the general membership

All members of the committee should be persons not seeking elective office for the following year.

### **Section 2. Nominating Procedures**

In January, the Nominating Committee Chair shall notify the membership of the officers who are running for a second term, and shall request suggestions for possible candidates to fill the other offices.

The Nominating Committee shall select from the names suggested and from

candidates of its own choice those who appear to be the most qualified. Whenever possible a minimum of two candidates for each office shall be proposed to the Committee. The Committee's decisions shall be final.

At the March/April Board meeting the slate of the proposed candidates for office shall be presented.

At least two weeks prior to the date of the Annual General Meeting/Elections the slate shall be sent to the membership.

### **Section 3. Elections**

Elections shall be held at the Annual General Meeting in May. In case of postponement of the elections, the last elected officers shall remain in office until their successors are elected.

One-fourth of the membership shall constitute a quorum. A simple majority of the votes is necessary for election to all positions.

All voting shall be by ballot, whether electronic or paper. If a member cannot be present at the Election meeting, she may vote by mail (either electronic mail or regular mail). In order to ensure anonymity by regular mail, the envelope must be placed in another envelope, addressed to AAWE, with the member's return address on it to avoid duplicate voting. In the case of an electronic vote, only the Nominations Chair will have access to the electronic ballot in order to keep track of who has voted. The last item on the agenda of the May Board Meeting shall be the transfer of office to the newly elected and appointed officers.

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## **ARTICLE V. FINANCES**

### **Section 1. Dues**

Annual dues are the principal source of income of the Association. These dues and any registration fee are fixed annually by the Board. Regular and Associate members pay the same amount of dues. Non-resident members and members of 65 years and older (Senior members) pay a lesser amount. Non-resident members are defined as regular or associate members, but who do not expect to participate actively because of residence outside the limits of the Paris area. (The Paris area comprises the following departments: 75 Paris; 77 Seine et Marne; 78 Yvelines; 91 Essonne; 92 Hauts de Seine; 93 Seine St. Denis; 94 Val de Marne; 95 Val d'Oise). All other advantages and obligations of regular and associate members. Members of 80 and over and Honorary Members benefit from a free membership in AAWE but receive dues notices. Dues shall be collected and recorded by the Office Manager, in coordination with the Treasurer and Assistant Treasurer. Changes in the amount of yearly dues shall be approved by the Board at the November Board meeting.

### **Section 2. Treasurer**

The Treasurer shall have charge of the funds of the Association, keep the accounts of receipts and disbursements and present a monthly financial statement at Board meetings. The Treasurer draws up a proposed budget for the next fiscal year just after the submission of the Board budget requests in October. An annual financial report is presented at the Annual General Meeting and is on file in the AAWE office with the

Annual Report. The Treasurer shall assure that there are surplus funds equal to at least one average year's expenditures in the Treasury.

### **Section 3. Budget Committee**

The Budget Committee is composed of the Treasurer, who acts as chair, the AAWE President, and two or more Board members. The Budget Committee meets in October to discuss and decide on the proposed annual budget as prepared by the Treasurer. After the meeting, the Treasurer presents a draft budget at the November Board meeting. The Budget Committee shall be called upon to act in an advisory capacity on all matters relating to the finances of the Association. Its main mission is to assist the Treasurer in drawing up a balanced budget which is approved by the Board in December.

### **Section 4. Reservation Payments**

Members making reservations for group functions are responsible for the payment thereof unless a cancellation is received before deadline.

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## **ARTICLE VI. STANDING COMMITTEES**

### **Section 1. Philanthropy Committee**

The Philanthropy Committee is composed of:

- Vice President Administration, who presides
- President
- Treasurer
- Major Fundraiser Chair (Bazaar)
- Secondary Fundraiser Chair (auction, tombola or other fundraising activity)
- FAWCO Representative
- Two members from the general membership
- One Board member

The duties of the Philanthropy Committee are to select the recipients which will benefit from the money raised directly from all of the association's philanthropic fundraising activities for presentation to the Board of Directors for approval. The committee may ask the Board's approval to modify that amount using funds in the general treasury. Finances permitting, AAWE will give priority in its annual donations to the FAWCO Foundation's Humanities Award in honor of Gertrude de Gallaix in order to preserve the memory of her accomplishments as an outstanding member of AAWE and an example for future American women residing abroad.

### **Section 2. Standing Awards Committee**

The Standing Awards Committee is composed of:

- One of the Vice Presidents, who presides or
- The President may decide to name a Standing Awards Chair with an ad-hoc Committee to handle the different awards
- Six members from the general membership, selected in view of insuring impartiality, chosen by the Vice President or committee Chair in agreement with the President

The duties of the Standing Awards Committee are to define the contest, theme, application form, mailing deadlines, printing materials, appointment of an evaluation task force and judges outside of AAWE, if necessary, in order to determine final choices of AAWE winners for all grants and scholarships offered to AAWE members and/or their children.

### **Section 3. Spirit of Olive award**

The "Spirit of Olive" award has been established to perpetuate the memory of AAWE Past President and Honorary Member Olive Lorsignol, recognizing her decades-long service and inspiration for our association. This award acknowledges the grassroots volunteerism of an individual member who, following in the footsteps of Olive, has demonstrated exceptional "beyond the call of duty" service for AAWE during the year. The timing of the award and choice of the recipient to be proposed by the AAWE President and approved by the Board.

### **Section 4. Archival Depository and Action Committee for the Schlesinger Library on the History of Women in America, Radcliffe Institute for Advanced Study, Harvard University**

In January 2019, AAWE entered into a legal agreement with the President and Fellows of the Schlesinger Library on the History of Women in America, Radcliffe Institute for Advanced Study, Harvard University, establishing this research library as the archival depository for AAWE newsletters/records. Further terms, restrictions, and responsibilities of this donation can be found in the Deed of Gift file in the AAWE Office. AAWE retains copyright in and to its publications, written materials, and records.

This standing committee will serve as the interface with the Schlesinger Library. Its primary functions are to consider and act upon requests received from researchers and ensure the annual deposit of AAWE archival materials, as set forth in the Deed of Gift.

The committee is composed of the:

- President, who presides
- Vice President Administration
- Historian and/or Archivist
- At least one past President
- Current AAWE News Editor
- One past AAWE News Editor
- Publications Chair
- Senior Chair(s)
- One Board member (non-Senior)

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## **ARTICLE VII. RESPONSIBILITIES AND OBLIGATIONS**

### **Section 1. Engaging the Association's Responsibility**

No individual member or committee shall have the power to commit the Association in writing or verbally on matters of policy or finance without previously having obtained the approval of the Executive Committee, or in the case of urgency,

the approval of the President, or in her absence, the Vice Presidents in order of precedence.

### **Section 2. Media**

Any statement concerning the Association made to the media shall be made only through the President or Vice Presidents in order of precedence.

### **Section 3. Use of Membership List**

It is forbidden for any member to use the Association Directory List or the Email Address list for any commercial or political purpose. These lists may not be distributed to anyone for any purpose.

### **Section 4. Computerized File**

The information put into the computerized file of the Association is for internal use only. It cannot be communicated to any person or organization for commercial or political use. This information must not show, directly or indirectly, the racial origins or political, philosophical or religious opinions of the members. Rules for the compilation or stocking of information are set forth in French law N°78-17 (see annex).

The computerized file of AAWE declared at the "Commission Nationale de l'Informatique et des Libertés" on August 22, 1985, bears the number 123.814.

### **Section 5. Sanctions**

In case of violations of Sections 1,2,3,4, action shall be taken by the Executive Board.

### **Section 6. Guests**

Persons eligible for membership may attend two events prior to becoming members.

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## **ARTICLE VIII. MODIFICATIONS OF RULES AND REGULATIONS**

### **Section 1. Proposal for Amendment**

A proposal to amend the Rules and Regulations may be made by:

- a member by the Board of Directors
- a group of ten members of the Association

Such proposal must be submitted to Parliamentarian who sends the proposed amendment, to all Board members at least two weeks before the Board meeting at which it is to be presented.

### **Section 2. Majority Required to Pass an Amendment**

A two-thirds majority vote of the Members of the Board, present or agreeing in writing, is necessary to modify the Rules and Regulations.

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## ARTICLE IX

*Robert's Rules of Order are the parliamentary authority for this association.*

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### **RULES AND REGULATIONS OF AAWE as amended MARCH 2010**

ANNEX TO RULES AND REGULATIONS: Extract from French Law N°78-17 dated January

#### **6, 1978. CHAPITRE IV: COLLECTE, ENREGISTREMENT ET CONSERVATION DES INFORMATIONS NOMINATIVES**

*ART. 25. – La collecte des données opérées par tout moyen frauduleux, déloyal ou illicite est interdite.*

*ART. 26. – Toute personne » physique a le droit de s'opposer, pour des raisons légitimes, à ce que des informations nominatives la concernant fassent l'objet d'un traitement. Ce droit ne s'applique pas aux traitements limitativement désignés dans l'acte réglementaire prévu à l'article 15.*

*ART. 27. – Les personnes auprès desquelles sont recueillies des informations nominative doivent être informées.*

- *du caractère obligatoire ou facultatif des réponses ;*
- *des conséquences à leur égard d'un défaut de réponses ;*
- *des personnes physiques or morales destinataires des informations ;*
- *de l'existence d'un droit d'accès et de rectification :*

*Lorsque de telles informations sont recueillies par voie de questionnaires, ceux-ci doivent porter mention de ces prescriptions. Ces dispositions ne s'appliquent pas à la collecte des informations nécessaires à la constatation des infractions.*

*ART. 28—Sauf dispositions législatives contraires, les informations ne doivent pas être conservées sous une forme nominatives au-delà de la durée prévu à la demande d'avis ou à la déclaration, à moins que leur conservation ne soit autorisées par la commission.*

*ART. 29—Toute personne ordonnant ou effectuant un traitement d'informations nominatives s'engage de ce fait, vis-à-vis des personnes concernées, à prendre toutes précautions utiles afin de préserver la sécurité des informations et notamment d'empêcher qu'elles ne soient déformées, endommagées ou communiquées à des tiers non autorisés.*