



Alliance Française
de Seattle

STATUTES OF THE ALLIANCE FRANÇAISE DE SEATTLE

(February 2016)

I. AIM AND COMPOSITION OF THE ORGANIZATION

ARTICLE 1

The Alliance Française de Seattle, a non-profit organization, constituted in accordance with the statutes and aims of the Alliance Française founded in Paris in 1883 and the work of which has been continued since January 1st 2008 by the “Fondation Alliance Française”, aims to promote the French language in the city of Seattle, gather those who wish to contribute towards developing understanding and enjoyment of French culture and language and, on a larger scale, foster greater mutual understanding between the United States and France by encouraging linguistic and cultural exchanges.

The organization operates within a framework of responsible and well-balanced management, which guarantees its spirit of independence.

The organization has no political or religious affiliations and prohibits any form of discrimination.

Its duration is unlimited. Its registered office is located at 4649 Sunnyside Avenue N, Suite #205, Seattle, WA 98103.

The organization can only be formed after approval of its statutes by the Fondation Alliance Française.

ARTICLE 2

The organization will chiefly be involved in:

- the organization of French classes;
- the support of the teaching of French in national educational institutions;
- the dissemination of French or Francophone cultural materials (in written or audio-visual form) through the provision of appropriate facilities (libraries, resource centers, media-libraries, film clubs, exhibition halls and theaters) and through participation in French and foreign cultural communication channels;
- the organization of cultural events in France and abroad (shows, recitals, exhibitions, conferences, symposia, etc.) and meetings of a recreational or promotional nature;



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- the organisation of language study trips to France or other French-speaking countries.

ARTICLE 3

The organization is composed of active fully paid-up members, honorary members appointed by the board of directors and benefactor members, who have made an outstanding contribution to the organisation.

ARTICLE 4

The right to membership is relinquished:

- upon resignation
- upon eviction pronounced by the Board of Directors, either for non-payment of the subscription, or for serious reasons, the member in question having been given the opportunity of providing an explanation. The decision of the Board of Directors is subject to ratification at the next general meeting.

II. ADMINISTRATION AND OPERATION OF THE ORGANIZATION

ARTICLE 5

The organization is administered by a Board of Directors composed of 5 members elected by secret ballot for a period of 3 years by the general meeting. Outgoing members can be re-elected 2 times. In the event of vacancy, the Board of Directors makes provisional arrangements to replace the members who have left. The choice of the board must be ratified at the next general meeting. During its first session following the general meeting, the Board of Directors elects by secret ballot an executive committee consisting of a President, two vice-Presidents, a secretary and a treasurer, and possibly an assistant secretary and an assistant treasurer.

The general Director shall be entitled to participate in the work of the executive committee, in an advisory capacity but devoid of the right to vote.

ARTICLE 6

The board of directors convenes at least four times a year and each time it is convened by its President or at the request of one quarter of its members.

Any member who has not attended 3 board meetings without providing a legitimate excuse is deemed to have resigned.

The attendance of a half of the board members is required for the deliberations stipulated under Article 9 below to be held valid.

The attendance of one third of the board members is necessary for all other affairs.

Minutes must be taken during the meeting. There should be a written report, signed by the President and the secretary, which must be produced for approval at the beginning of the following meeting.

ARTICLE 7

No member of the board of directors may receive any remuneration from the Alliance Française they sit on, neither in respect of services provided within the framework of their own profession nor in respect of an internal job provision of services. Therefore, no employee of Alliance Française can become a member of the Board of Directors.



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ARTICLE 8

The general meeting of the organization's members is held at least once a year and on each occasion is convened by the Board of Directors or at the request of at least one quarter of its members.

The general meeting consists of all members registered on the date on which the meeting is convened, the invitation being sent out at least a month before the date on which the general meeting is expected to take place.

For its decisions to be valid, the general meeting must consist of at least half of the members plus one member. These members can either be physically present or they may award proxy to another member (two proxy votes per member maximum). If this quorum is not reached, the general meeting is convened on a later date, after an interval of at least fifteen days, at which time the decisions it makes will be valid, regardless of the level of attendance.

The agenda for the general meeting is set by the Board of Directors. The office in which it takes place should be that of the Board of Directors.

The assembly listens to the financial and moral reports of the organization and sanctions them with a vote. It also decides upon the provisional budget for the following financial year. It discusses all other items on the agenda and provides for the re-election of members of the Board of Directors. The election of these members can take place by mail for the first round of the ballot.

The annual report and the accounts are made available to all members of the organization.

ARTICLE 9

Resolutions of the Board of Directors relating to acquisitions, exchanges and transfers of property which are relevant to the main objectives of the organization, to the establishment of mortgages on said properties, of leases for a period of more than nine years and to loans must be subject to the approval of the general meeting.

III. DUTIES AND ATTRIBUTIONS

ARTICLE 10: Duties and attributions of the board of directors

- Formulate policy for the financing, preservation and development of the organization's assets
- Approve of the annual program of activities and the organizational chart proposed by the Director
- Provide the necessary signature by proxy to support the director in his/her management
- Set the ordinary and extraordinary membership fees
- Carry out tasks assigned by the Board of Directors.

ARTICLE 11: Duties and attributions of the President

- Ensure the legal representation of the organization
- Ensure adherence to and enforcement of the statutes and the resolutions taken by the general assembly and the Board of Directors
- Take part in the recruitment and dismissal of administrative and teaching staff according to suggestions made by the Director.

ARTICLE 12: Duties and attributions of the Treasurer

- Report on the economic situation of the institution by submitting balance sheets to the board of directors on a regular basis
- Approve financial documents jointly with the President and proceed to make the payments agreed during board meetings
- Submit the balance sheets to the general meeting for approval.



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ARTICLE 13: Duties and attributions of the Director

- Manage the association in accordance with the statutes, regulations and resolutions of the Board of Directors
- Make proposals to the President regarding the recruitment and dismissal of teaching and administrative staff
- Under the authority of the President, the Director is to represent the organization in accordance with the statutes or exercise any other specific business as directed by the Board of Directors
- Submit the annual budget and the program of activities to the board for approval
- Submit facts and figures to the Board of Directors as required for effective monitoring of the program of activities and use of the budget.

IV. FUNDING

ARTICLE 14

The organization is funded by:

- Income from the services rendered by the Alliance Française (registration fees for French courses, cultural events fees, library subscriptions, etc.),
- Membership fees,
- Donations and legacies accepted by the Board of Directors,
- Any subsidies it may be granted.

V. MODIFICATIONS TO THE STATUTES AND DISSOLUTION OF THE ORGANIZATION

ARTICLE 15

The statutes can only be amended if there is a proposal by the Board of Directors or by one tenth of the members who make up the general meeting. Such a proposal is to be submitted to the executive committee at least one month before the meeting.

ARTICLE 16

The adoption of amendments does not become final until the said amendments have been approved of by the Fondation Alliance Française. After registration with the local authorities, copies of the deed of registration and registered statutes are to be sent to the Fondation Alliance Française for filing. They are to be accompanied by a French translation. All documents are to be initialed on each page, signed and dated by the President of the Alliance Française.

ARTICLE 17

Should the general meeting be convened to give a decision on statutory amendments or the dissolution of the organization and exclusively to this effect, the necessary quorum for the decision to be valid is half of the members plus one. If this quorum is not reached, the general meeting will be convened at a later date, after an interval of at least fifteen days, at which time the resolutions it makes will be valid, regardless of the level of attendance. In all cases, for statutory modifications or the dissolution of the organization to be passed, a majority of two thirds of the attending members is required.

ARTICLE 18

In the event of dissolution, the general assembly appoints one or more auditors to deal with the liquidation of the organization's assets. It will allocate the net assets to another Alliance Française operating in the country or, in the absence thereof, a similar non-profit organization, in compliance with the prior conventions signed with funding organizations, when applicable, including the French Ministry of Foreign Affairs and International Development.