

THE
AMERICAN SOCIETY
OF THE
FRENCH LEGION
OF HONOR

FOUNDED IN
1922
INCORPORATED
IN NEW YORK
1924

By-Laws
(as of January 1, 1996)

ARTICLE 1

MEMBERS

The members of the Society shall be the members of the Society on the date of the adoption of these by-laws and such individuals, citizens of the United States of America or other nationals residing in the United States of America, who shall have been decorated by the French Government with the French National Order of the Legion of Honor, as shall from time to time be elected at any meeting of the Board of Directors or of the Executive Committee by a vote of two-thirds of the members of the Board of Directors or of the Executive Committee present at any such meeting. The term "member" wherever used in these by-laws shall mean only members elected as provided in this Article. Without limiting the foregoing, the establishment by the Society of categories of "membership" from time to time for purposes of contributions and privileges shall not thereby cause any person to be a "member" for purposes of these by-laws or any law applicable to the Society.

*Section 1.01.
The Members*

Any member may withdraw from the Society by giving written notice of such intention to the Secretary, which notice shall be effective immediately or at the time specified therein without the need for acceptance, but shall be presented by the Secretary at the first meeting of the members following its receipt.

*Section 1.02.
Withdrawal*

*Section 1.03.
Removal*

A member may be suspended or expelled by a two-thirds vote of the entire Board of Directors for any violation of these by-laws or for any conduct not in violation of these by-laws which, in the opinion and discretion of the Board of Directors, shall be prejudicial to the prestige, welfare, or repute of the Society or of the French Legion of Honor. No member, however, shall be expelled without having been given two weeks written notice of the alleged objections to his or her membership and of the time when he or she can submit to the Board of Directors a written answer to such charges which answer shall be considered by the Board of Directors.

*Section 1.04.
Annual
Meeting*

The annual meeting of members for the election of directors and for the transaction of such other business as may properly come before the meeting shall be held at such place within the State of New York and on such date and at such time each year as shall be fixed from time to time by the Board of Directors, or if the Board fails to fix such time within four months after the expiration of the Society's fiscal year, by a majority of the members. The time and place of the meeting shall be designated in the notice or waiver of notice of the meeting. At the annual meeting, the Treasurer shall present, on behalf of the Board of Directors, the Board's report, verified as provided in Section 519 of the Not-for-Profit Corporation Law, setting forth the information required by said section.

*Section 1.05.
Special
Meetings*

Special meetings of the members, for any purpose or purposes, may be called at any time by the President or by members entitled to cast ten per cent of the total number of votes enti-

tled to be cast at such meeting. Special meetings of members shall be held at such place within the State of New York and on such date and at such time as shall be fixed by the person or persons calling the meeting.

Whenever members are required or permitted to take any action at a meeting, the written notice of the meeting shall state the place, date and hour of the meeting and, unless it is an annual meeting, shall identify the person or persons calling the meeting. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called. A copy of the notice of any meeting shall be given personally or by first-class mail to each member, not less than ten nor more than fifty days before the date of the meeting. If mailed, such notice shall be deemed to have been given for such purpose when deposited in the United States mail, with postage thereon prepaid, directed to the member at the member's address as it appears on the Society's record of members or at such other address as the member may have filed with the Secretary for such purposes.

When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and at the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting.

Notice of a meeting need not be given to any member who submits a signed waiver of notice of the meeting, in person or by proxy,

*Section 1.06.
Notice of
Meetings of
Members*

*Section 1.07.
Waivers of
Notice*

whether before or after the meeting. The attendance of any member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by said member.

*Section 1.08.
Quorum*

A majority of the members holding office at the time, present or represented by proxy at any meeting, shall constitute a quorum for the transaction of any business. When a quorum is initially present, it may not be broken by the subsequent withdrawal of any members. The members present may adjourn any meeting because of the absence of a quorum.

*Section 1.09.
Voting Rights*

Every member, with the exception of non-resident members, shall be entitled at every meeting of members to cast one vote.

*Section 1.10.
Proxies*

Every member may authorize another member or members to act for said member by proxy. Every proxy must be signed by the member or such member's attorney-in-fact. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it.

The authority of the holder of a proxy to act shall not be revoked by the incompetence or death of the member who executed the proxy unless, before the authority is exercised, written notice of an adjudication of such incompetence or such death is received by the corporate officer responsible for maintaining the list of members.

Directors shall be elected by a plurality of the votes cast at a meeting of members. Whenever any corporate action, other than the election of directors, is to be taken by vote of the members, it shall, except as otherwise required by the Not-for-Profit Corporation Law, the Certificate of Incorporation or these by-laws, be authorized by a majority of the votes cast at a meeting of members.

Any action required or permitted to be taken at any meeting of members may be taken without a meeting if a written consent there-to setting forth the action so taken is signed by all of the members, and such written consent shall be filed with the minutes of the members.

*Section 1.11.
Vote of
Members*

*Section 1.12.
Action
Without a
Meeting*

ARTICLE 2

DIRECTORS

The property and affairs of the Society shall be managed by the Board of Directors.

*Section 2.01.
Management*

The Board of Directors shall consist of not less than nine nor more than thirty persons, the number of directors (within the above limits) to be fixed by the members from time to time by vote of a majority of the members holding office at the time.

*Section 2.02.
Number*

Directors shall be elected in the manner provided in Section 1.11. of these by-laws and shall assume the office immediately upon election and serve for a period of one year following such election and until their successors have been elected and qualified. All Directors are eligible for re-election provided they have stated, in writing five days prior to election, their desire to be re-elected.

*Section 2.03.
Election and
Term*

Any director may resign at any time by giving written notice to the Board of Directors. Such resignation shall be effective immediately or at the time specified therein without the need for acceptance.

*Section 2.04.
Resignations*

Any or all of the directors may be removed at any time, with or without cause, by vote of a majority of the members holding office at the time.

*Section 2.05.
Removal,
Vacancies
and Increases*

Newly created directorships resulting from an

increase in the number of directors, or vacancies occurring in the Board of Directors for any reason, may be filled by a vote of the members in the manner provided in Section 1.11. of these by-laws or, if the members fail so to act within thirty days, by a vote of a majority of directors then in office.

A director elected to fill a vacancy shall hold office until the next annual meeting at which the election of directors is in the regular order of business, and until such director's successor is elected and qualified.

*Section 2.06.
Quorum and
Board Action*

At all meetings of the Board of Directors, the presence of one-third of the directors then in office shall constitute a quorum for the transaction of business. Except as otherwise provided in the Not-for-Profit Corporation Law, the Certificate of Incorporation or these by-laws, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board of Directors. No voting by proxy shall be recognized at any meeting of the Board of Directors.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting of the directors to another time and place. Notice of any adjournment need not be given if such time and place are announced at the meeting, and at the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting.

*Section 2.07.
Annual
Meeting*

The annual meeting of directors for the election of officers and the transaction of such other proper business as may come before the

meeting shall be held at such place within the State of New York and on such date and at such time, as soon as practicable after the adjournment of each meeting of members, as shall be fixed from time to time by the Board of Directors and designated in the notice or waiver of notice of the meeting, if any. No notice of such meeting need be given to persons newly elected as directors if the meeting is held less than three days after the annual meeting of members.

Regular meetings of the Board of Directors may be held without notice at such time and place as may be fixed from time to time by the Board.

Special meetings of the Board of Directors may be called and held at any place and at any time by (i) the President or (ii) by the Secretary or by any director upon written demand of not less than five of the directors, pursuant to notice to, or waiver of notice signed by, all the directors.

Unless waived, notice of each special meeting, stating the time and place of the meeting, shall be given to each director by delivered letter, by telegram or telecopier, by courier service or by personal communication over the telephone or otherwise, received by such director or delivered at such director's address in each such case not later than the second day prior to the meeting, or by letter mailed by first-class mail not later than the fifth day prior to the meeting. Notice of a meeting shall specify the purpose of the meeting.

The Board of Directors, by resolution adopted by a majority of the entire Board, may

*Section 2.08.
Regular
Meetings*

*Section 2.09.
Special
Meetings*

*Section 2.10.
Committees*

designate an Executive Committee, and such other committees, consisting of three or more directors, as the Board may determine from time to time to be appropriate. Meetings of each committee may be held upon call of the Chairman of the committee, the President or any two members of the committee. A majority of the members of a committee shall constitute a quorum for the transaction of business, and the vote of a majority of the members present at the time of the vote, if a quorum is present at such time, shall be the act of the committee. Unless waived, notice of the time and place of each meeting of a committee shall be given to each member thereof in the same manner as in the case of special meetings of the Board of Directors.

*Section 2.11.
Action Without
a Meeting*

Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if a written consent thereto setting forth the action so taken is signed by all members of the Board or of such committee, as the case may be, and such written consent shall be filed with the minutes of the Board or of such committee.

*Section 2.12.
Meeting by Use of
Telecommunications*

Any one or more of the members of the Board of Directors or of any committee thereof may participate in any meeting by means of conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time, and participation in a meeting by such means shall constitute presence in person at such meeting.

Notice of a meeting of the Board of Directors or of a committee thereof need not be given to any director or member of a committee who submits a signed waiver of notice of the meeting whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice thereof to said director or committee member.

*Section 2.13.
Waiver of
Notice of
Meeting*

ARTICLE 3

OFFICERS

The officers of the Society shall be elected by the Board of Directors. The officers shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, and such other officers as the Board may from time to time determine. Any person may hold two or more offices at the same time, except the offices of President and Secretary. Any officer may (but need not) be a director.

*Section 3.01.
Appointment
and Number*

Subject to removal, all officers shall be appointed to hold office for a term of one year following their election and until their respective successors are elected and qualified. All officers are eligible for re-election.

*Section 3.02.
Appointed
Term*

Any officer may be removed by the Board of Directors at any time with or without a cause. Such removal shall be without prejudice to any such person's contract rights, if any, but the appointment of any person as an officer, agent or employee of the Society shall not of itself create contract rights. Any officer may resign from office at any time by delivering a written resignation to the Board. Such resignation shall be effective upon receipt thereof by the Board or at such later date as may be specified in the resignation. Acceptance of the resignation shall not be necessary to make the resignation effective.

*Section 3.03.
Removal;
Resignation*

*Section 3.04.
Vacancies*

Any vacancy in any office, however arising, shall be filled by the Board of Directors. In the case of a vacancy in the office of Secretary or Treasurer, the President may temporarily appoint a person who shall serve until such vacancy is filled by the Board of Directors.

*Section 3.05.
President;
Powers and
Duties*

The President shall be the chief executive and administrative officer of the Society and shall generally supervise the affairs of the Society. The President shall preside at all meetings of the Board and the Executive Committee. Subject to any resolution adopted pursuant to Section 5.04 of these by-laws, the President shall have the authority (1) to sign checks, drafts (or other orders for the payment of money), acceptances and notes (or the evidences of indebtedness), singly for amounts up to and including \$5,000 and jointly with another signatory for amounts over \$5,000; and (2) to execute and deliver contracts, conveyances or other instruments. The President may delegate duties and authorities to other persons from time to time on such terms as he or she may deem appropriate, subject to veto by the Board. The President shall also have such other powers and perform such other duties as the Board may from time to time prescribe.

*Section 3.06.
Vice President;
Powers and
Duties*

Each Vice President shall have such powers and perform such duties as the Board may from time to time prescribe. In the absence or inability to act of the President, unless the Board shall otherwise provide, the Vice President who has served for the longest time, and who shall be present and able to act, shall perform all the duties and may exercise any of the powers of the President, subject to the control of the Board of Directors. The perfor-

mance of any such duty by a Vice President shall be conclusive evidence of his or her power to act.

The Secretary shall keep the minutes of all meetings of the Board in books to be kept for that purpose; serve or cause to be served all notices of the Society; have custody of the seal of the Society; affix the said seal to documents duly authorized by the Board; and perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to him or her by the Board. Subject to any resolution adopted pursuant to Section 5.04 of these by-laws, the Secretary shall have the authority (1) to sign checks, drafts (or other orders for the payment of money), acceptances and notes (or the evidences of indebtedness), singly for amounts up to and including \$5,000 and jointly with another signatory for amounts over \$5,000; and (2) to execute and deliver contracts, conveyances or other instruments.

The Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Society, and shall deposit all moneys and other valuable effects of the Society in the name and to the credit of the Society in such banks or depositories as the Board may designate. Subject to any resolution adopted pursuant to Section 5.04 of these by-laws, the Treasurer shall have the authority (1) to sign checks, drafts (or other orders for the payment of money), acceptances and notes (or the evidences of indebtedness), singly for amounts up to and including \$5,000 and jointly with another signatory for amounts over \$5,000; and (2) to execute and deliver

*Section 3.07.
Secretary;
Powers and
Duties*

*Section 3.08.
Treasurer;
Powers and
Duties*

contracts, conveyances or other instruments. Whenever required by the Board, the Treasurer shall at all reasonable times exhibit the books and accounts to any officer or director of the Society, and shall perform all duties incident to the office of Treasurer, and such other duties as shall from time to time be assigned to him or her by the Board. Annually, at a meeting of the Board, the Treasurer shall present a verified or certified copy of the most recent annual reports filed by the Society with the Internal Revenue Service and the Attorney General of the State of New York. The Treasurer shall, if required by the Board, give such security for the faithful performance of his or her duties as the Board may require.

ARTICLE 4

ADVISORS, NON-RESIDENT MEMBERS, HONORARY MEMBERS, PATRONS, CONTRIBUTIONS

The Board may appoint from time to time any number of persons as advisors of the Society to act either singly or as a committee or committees. Each advisor shall hold office during the pleasure of the Board, and shall have such authority or obligations as the Board may from time to time determine.

*Section 4.01.
Advisors*

The Board or Executive Committee may create non-resident memberships to further the purpose of the Society. Non-resident members shall be those individuals who are not citizens of the United States of America or other nationals not residing in the United States of America, who shall have been decorated by the French Government with the French National Order of the Legion of Honor, and who shall have paid an annual membership contribution as shall have been established by the Board or Executive Committee. Such memberships shall be in non-voting.

*Section 4.02.
Non-Resident
Members*

The Board or Executive Committee may create honorary memberships to further the purpose of the Society. Those individuals holding the rank of Grand' Croix or Grand Officier in the French National Order of the Legion of Honor, regardless of their nationality or place of residence, may be invited to become Honorary Members. Their membership shall take effect upon acceptance of such invitation.

*Section 4.03.
Honorary
Members*

*Section 4.04.
Patrons*

Patrons of the Society shall be those non-members who contribute to the Society for the publication of the Society's magazine, newsletter or any other publication or event in which the Society may be involved.

*Section 4.05.
Contributions*

The annual membership contribution shall be established each year by the Board of Directors. The annual contribution for a new member shall become due immediately upon notice of his or her election.

The membership of any member in default of the payment of his annual membership contribution for a period of six months may upon thirty days written notice to the member be revoked by the President.

ARTICLE 5 MISCELLANEOUS

The corporate seal of the Society shall have inscribed thereon the name of the Society, the year of its incorporation and the words "New York."

*Section 5.01.
Seal*

The fiscal year of the Society shall end on August 31.

*Section 5.02.
Fiscal Year*

The Society shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors and Executive Committee and other committees, if any. The Society shall keep such other books and records as may be required under applicable laws and as may be considered necessary or appropriate by the Board of Directors or the officers of the Society.

*Section 5.03.
Books and
Records*

The Board of Directors is authorized to select such depositories as it shall deem proper for the funds of the Society and shall determine who shall be authorized in the Society's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.

*Section 5.04.
Checks,
Notes,
Contracts,
Etc.*

The funds of the Society may be retained in whole or in part in cash or be invested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board of Directors, or in absence of

*Section 5.05.
Investments*

action by the Board, as the President, in its or his or her discretion may deem desirable consistent with the purposes of the Society as set forth in the Certificate of Incorporation and with the requirements of applicable law.

*Section 5.06.
Indemnification
of Directors
and Officers*

Any person (or his or her estate) made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, by reason of the fact that such person is or was a director or officer of the Society, or serves or served any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity at the request of the Society, shall be indemnified by the Society against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, and expenses including attorneys' fees in connection therewith may be advanced by the Society to the full extent and in the manner authorized or permitted by the Not-for-Profit Corporation Law and any other applicable law.

*Section 5.07.
Amendment
of By-Laws*

These by-laws may be amended or repealed, and new by-laws may be adopted, by the members or by the Board of Directors. Any by-law adopted by the members, and any by-law conferring authority on the members, may not be amended or repealed by the Board.

*Section 5.08.
Definitions*

Unless otherwise defined herein, the words, terms and phrases used herein shall be deemed to have the meaning, if any, ascribed thereto in the Not-for-Profit Corporation law.