

ASSOCIATION OF AMERICANS RESIDENT OVERSEAS

AARO

[ASSOCIATION *Etrangère* – Law 1901 and Statutory Order April 12, 1939]

STATUTES

Original Statutes adopted June 4, 1973
Amended Month XX, 2013

Article 1

The ASSOCIATION OF AMERICANS RESIDENT OVERSEAS, hereafter referred to as the Association or as AARO, was created in 1973 in accordance with the French Law of July 1, 1901 and the French Statutory Order of April 12, 1939 concerning foreign organizations.

Article 2 — Purpose

AARO's purpose is to create and maintain ties among American citizens located in and/or residents of countries other than the United States, with no regard for their political preferences or party affiliations, in order to:

- Unite their efforts to promote, assert, obtain and safeguard their social, civil and fiscal rights under U.S. law;
- Undertake all actions, through all legal means, regarding the recognition of those rights of which they may find themselves deprived due to their absence from the United States;
- Educate and inform (i) overseas Americans of their rights and responsibilities as American citizens and (ii) the American Federal and state governments about the nature of the American population abroad and about their needs and views.

The Association's means of action are:

- Lobbying Congress and the Administration about issues affecting Americans abroad;
- Seminars, conferences and other events;
- Research and publication of documents and news;
- Collaboration with and membership in other organizations with similar purposes;
- Undertaking all means of action that the Board of Directors should deem useful in the realization of its purpose.

Article 3 — Registered Office

The head office of the Association is in PARIS, France.

This office may be relocated anywhere in France by a simple decision of the Board of Directors.

Article 4 — Duration

The duration of the Association is unlimited.

Article 5 — Membership

The Association is composed of American, Associate and Honorary members.

American members are United States citizens wherever they may reside in the world. American members must abide by the Statutes herein and pay an annual membership fee. They may participate in the Association's activities, and Annual and Extraordinary General Meetings, and have the right to vote.

Associate members are citizens of other countries and corporate bodies seeking similar goals as those of the Association. Associate members must abide by the Statutes herein and pay an annual membership fee. They may participate in the Association's activities and may attend General Meetings but have no right to vote.

Honorary members are all persons upon whom the Board of Directors has bestowed this title because of their ability to offer valuable assistance in the pursuit of the goals of the Association. Honorary members pay no annual membership fee. They may participate in Annual General Meetings, but without the right to vote, unless they concurrently meet the criteria of American members. They may also, upon invitation, participate in meetings of the Board of Directors in an advisory capacity.

The Board of Directors retains sovereign power over all requests for membership.

A change in the citizenship of a member, either by renouncing or acquiring U.S. citizenship, will result in a change in membership category for that member.

The membership of any member shall be cancelled in any of the following cases:

1. Death of the member;
2. Formal resignation sent to the Office of the Association;
3. Lack of payment of the membership fee for two consecutive years, or lack of payment during one single year despite the receipt of two reminders;
4. A vote for removal pronounced by the Board of Directors for serious grounds.

Article 6 — Financial Resources of the Association

The financial resources of the Association are comprised of:

1. Annual membership fees;
2. Subsidies awarded it by public organizations with the purpose of enabling it to pursue the goals it has set out;
3. Revenue-producing activities organized by AARO to the extent permitted for not-for-profit associations;
4. Interest and revenues from holdings and assets in its possession;
5. Donations by individuals or other organizations.

Regular accounting of the Association's receipts and expenditures will be conducted and be available for consultation by members.

Article 7 — Administration

The Association is administered by a Board consisting of a minimum of six (6) and up to twenty-four (24) Directors.

The Officers and other Directors shall be elected at the Annual General Meeting.

The Officers will be:

- A President
- Up to three Vice Presidents
- A Treasurer
- A Secretary

The Officers shall be authorized by the general membership to appoint two additional Officers, an Assistant Treasurer and an Assistant Secretary, as necessary for the functioning of the Association, from among the members of the Board of Directors.

The Officers may appoint Committee Chairs as needed.

Only American members of the Association may serve on the Board of Directors.

In the case of death or resignation of a member of the Board of Directors during the course of his or her term, the President will, with the approval of the Board of Directors, name a replacement for said Director, and this replacement will serve for the remainder of the term of his or her predecessor.

In the case of the death, incapacity or resignation of the President, a Vice President designated from among the current Vice Presidents by majority vote of the Board of Directors will act as President Pro Tem until a new President is chosen by the remaining members of the Board of Directors from among their number by simple majority vote.

Appointments to replace Directors or Officers must be submitted for approval at the next Annual General Meeting.

Article 8 — Terms of Office

The term of office for Directors shall be two (2) years. Directors are eligible for re-election. Elections shall be held at the Annual General Meeting every even-numbered year.

Article 9 — Meetings of the Board of Directors

The Board of Directors will convene at the request of its President, or by the request of a third of its members, at least three times per year.

Directors are expected to attend all board meetings in person or electronically.

It may invite, in the capacity of auditors, all members of the Association whose presence would be useful to the purposes of its work.

At all sessions of the Board of Directors, each Director other than the President will have a single vote on the proceedings. In the case of a tie, the President will cast the deciding vote.

At least one-third of the members must be present for the proceedings to be valid.

The minutes of meetings of the Board of Directors will be transcribed and will be approved at the next session of the Board of Directors; they will be signed by the President and the Secretary and archived.

Article 10 — The Powers of the Board of Directors

The Board of Directors will ensure the execution of the decisions of the Annual and any Extraordinary General Meetings and is invested with the broadest powers to act in the name of the Association and to authorize all acts that are not reserved for General Meetings.

It will monitor the Officers, the activities of any or all of whom it may suspend in the case of serious misconduct, while waiting for a decision of the membership in the Annual General Meeting or an Extraordinary General Meeting.

Annually, it will approve the accounts of the fiscal year just closed, and prepare the budget to be submitted to the Annual General Meeting.

It will define the method(s) of payment and the amount of membership fees.

Article 11 — The Powers of the President

The President will convene the Annual General Meeting, any Extraordinary General Meetings, and sessions of the Board of Directors. He or She will legally represent the Association, and is invested with all powers to do so.

He or She will preside over the Annual General Meetings and any Extraordinary General Meetings. In the case that He or She is unable to attend, He or She will be replaced by one of the Vice Presidents; in the case no Vice President is able to attend, He or She will be replaced by the longest-standing available member of the Board of Directors.

He or She will have ultimate responsibility for the hiring of employees of the Association, in consultation with the Board of Directors.

Article 12 — The Responsibilities of the Secretary

The Secretary will be responsible for maintaining the records of the Association. He or She will ensure that the minutes of the sessions of the Board of Directors and of the Annual General Meeting and any Extraordinary General Meetings are taken and transcribed, and will maintain the register as required by Article 5 of the Law of July 1, 1901, and by Articles 6 and 31 of the Ordinance of August 16, 1901. The Secretary will be responsible for filing any necessary information with the Préfecture.

Article 13 — The Responsibilities of the Treasurer

The Treasurer will be responsible for maintaining the accounts of the Association. He or She, or his or her Designate, will make all payments and will receive all sums due to the Association. He or She must have the written consent of the President to open a bank account in the name of the Association, and He or She or his or her Designate will make all deposits. Checks drawn on this account must bear the signatures of either the President, the Treasurer, or another person designated in writing by the President; the bank shall have all signatories on file. The Treasurer will be obliged to present, at any and all times, his or her accounting records to the President and the Board of Directors.

Article 14 — Advisory Council

The Board of Directors will be assisted by an Advisory Council that may include past presidents, previous board members and others with distinguished service and/or specific expertise important for achieving AARO's goals. The Board of Directors will elect the members of the Advisory Council by simple majority vote.

The sitting president of AARO will appoint the chair of the Advisory Council.

Members of the Advisory Council will be consulted on matters of strategic importance to the association; they will receive copies of the minutes of board meetings. They may attend board meetings but will not have a vote.

The Advisory Council will meet at least once a year with the Officers to discuss AARO's work.

Article 15 — General Meetings

The Annual General Meeting will be convened by the President of the Board of Directors and is open to all members of the Association. Decisions taken there are sovereign and compulsory, bearing upon even those members who have dissented or who were absent and non-represented.

Extraordinary General Meetings may be convened by the President with the approval of the Board of Directors, or by a request presented to the Secretary by at least one-fifth of the American members of the Association.

Notification of General Meetings will be sent to members at least two weeks in advance. It will be followed by the agenda and all necessary information regarding matters on which the membership will be asked to vote, sent prior to the Meeting.

Matters placed on the agenda by the Board of Directors, and all proposals bearing the signature of 25 American members and which have been presented to the Secretary at least three weeks prior to a session, must be submitted to the membership.

All decisions taken at the Annual General Meeting, and at all Extraordinary General Meetings — with the exception of a ruling to dissolve the Association — will be made by a majority of the American members present or represented.

Absentee voting is permitted. Such votes must be sent in writing to the President before the General Meeting.

Members unable to attend a General Meeting are permitted to empower another American member of the Association to represent them. Assignment of such powers must be made in writing to the President before the General Meeting.

Rulings taken at General Meetings will be retained by the Secretary in a register as required by Article 5 of the Law of July 1, 1901, and by Articles 6 and 31 of the Ordinance of August 16, 1901. The Secretary will on request issue copies that He or She has certified to be accurate.

Article 16 — Annual General Meetings

The members at the Annual General Meeting will receive the President's report of the work of the Board of Directors and the accounts of the Treasurer. The American members, either present or through absentee ballot, will rule upon the report and accounts.

They will elect the members of the Board of Directors.

They will have sovereign rule over all questions relevant to the functions of the Association, and will authorize the Board of Directors, the President and the Treasurer in their undertaking of all operations concerning the goals of the Association, for which the powers conferred upon them by the Statutes are not sufficient.

They will approve the accounts of the operating year just concluded and the budget of the current.

Article 17 — Extraordinary General Meetings

Extraordinary General Meetings will rule upon all questions submitted to them. American members may make any changes to the Statutes, subject to Article 20, order the extension or the dissolution of the Association, or its merging with any other association with analogous goals, or its affiliation with any such association.

Article 18 — Dissolution

Dissolution of the Association may be decided only by a special vote of the members present at the Annual General Meeting or an Extraordinary General Meeting, and by a two-thirds majority of all American members of the Association. In such case, one or several liquidators will be appointed by the American members of the Association; and as necessary, it will be devolved in conformity with Article 9 of the Law of July 1, 1901, and the Ordinance of August 16, 1901, the assets of the Association remaining after payment of all liabilities being distributed to an organization whose goals closely match those of AARO, as determined by the Board of Directors.

Article 19 — Rules of Procedure

The Rules of Procedure will be established by the Board of Directors, which will be permitted to change them. These Rules will determine the specific means by which to ensure the proper execution of the Statutes herein, and the methods to implement actions that achieve the goals of the Association.

In case of dispute or a difference in interpretation in procedural matters, the rules contained in *Robert's Rules of Order Newly Revised* shall prevail in all cases in which they are not inconsistent with these Statutes.

Article 20: Revising the Statutes

These Statutes may be revised only with a two-thirds majority of all votes cast at an Annual or Extraordinary General Meeting.