

# ARTICLES OF ASSOCIATION

*of the Nonprofit Association*

## FRANCE-USA-NET.COM

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*A Nonprofit Association organized under the Laws of the State of Georgia, United States of America*

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**Principal Office: Statesboro, Bulloch County, Georgia, USA**

*Originally incorporated on October 10, 2013, under the name France-USA-Network.com*

Georgia Nonprofit Corporation Code — O.C.G.A. § 14-3-101 et seq.

## PREAMBLE

France-USA-Net.com (hereinafter referred to as the "Association") was originally founded on October 10, 2013, under the name France-USA-Network.com, by the founding members identified in these Articles of Association. At the time of its organizational meeting, the founding members resolved to change the name of the Association from France-USA-Network.com to France-USA-Net.com, which shall constitute the official and definitive name of the Association as of the date of adoption of these Articles.

This change of name does not constitute a new legal entity. All rights, obligations, commitments, and responsibilities previously held or incurred under the name France-USA-Network.com are fully assumed by and continue to vest in the Association under its current name, France-USA-Net.com.

### Article 1. Name and Legal History

**Section 1.1: Current Name. The name of this Association is France-USA-Net.com.**

Section 1.2: Former Name. The Association was originally organized on October 10, 2013, under the name France-USA-Network.com. The founding members subsequently resolved to change the name of the Association to France-USA-Net.com. This name change does not affect the legal continuity of the Association, and all rights and obligations previously held under the former name are hereby assumed in their entirety by France-USA-Net.com.

Section 1.3: Legal Status. France-USA-Net.com is a nonprofit association organized under the Georgia Nonprofit Corporation Code (O.C.G.A. § 14-3-101 et seq.). The Association is not organized for profit, and no part of its net earnings shall inure to the benefit of any private individual, officer, director, or member.

### Article 2. Principal Office

Section 2.1 : Location. The principal office of the Association is located in the City of Statesboro, Bulloch County, State of Georgia, United States of America.

Section 2.2 : Change of Address. The Board of Directors may, by a majority vote, relocate the principal office to any other location within the State of Georgia, subject to the filing requirements prescribed by applicable Georgia law. Notice of any such change shall be communicated to all members in a timely manner.

Section 2.3 : Additional Offices. The Association may establish and maintain branch offices, meeting places, or operational centers at such additional locations, whether within or outside the State of Georgia, as the Board of Directors may from time to time determine to be necessary or appropriate for the conduct of the Association's activities.

### **Article 3. Duration**

The Association is organized for an unlimited duration, unless dissolved in accordance with the provisions set forth in Article 17 of these Articles of Association.

### **Article 4. Purpose and Mission**

**Section 4.1 : General Purpose.** The Association is organized exclusively for educational, cultural, and social purposes, as contemplated by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal tax code.

**Section 4.2 : Specific Objectives.** The mission of the Association includes, without limitation:

- fostering friendship, dialogue, and cultural cooperation between France and the United States of America;
- promoting Franco-American relations, shared cultural heritage, and mutual understanding between French and American communities;
- organizing, supporting, and coordinating events, programs, exchange initiatives, and projects of a Franco-American character;
- maintaining and developing a digital network and online platform connecting individuals and organizations with ties to both France and the United States;
- supporting educational programs, artistic projects, and civic initiatives that strengthen and celebrate the Franco-American bond;
- engaging in any other lawful activity that is consistent with the foregoing purposes and with the Association's nonprofit status.

**Section 4.3 : Limitations.** The Association shall not carry on activities that are inconsistent with its nonprofit status. No substantial part of the activities of the Association shall constitute carrying on propaganda or otherwise attempting to influence legislation. The Association shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

## Article 5. Founding Members

Section 5.1 : Founders. The Association France-USA-Net.com was established on October 10, 2013, by the following founding members, who served in the initial leadership roles indicated below:

<b>Name</b>	<b>Role within the Association</b>
<b>Julia McCalligan</b>	American President of the Association
<b>William O'Connor</b>	Director of Communications
<b>Roger-Pierre LE GRASSE</b>	Director of Web & Digital Services
<b>Elisabeth LEFEVRE</b>	Treasurer of the Association
<b>Lucas LAZAR</b>	French President of the Association

Section 5.2 : Rights and Obligations. Each founding member holds all rights and is subject to all obligations attached to the status of full member of the Association, as set forth in Article 6 of these Articles. The Board of Directors may, by a majority vote, confer upon the founding members an honorary founding title in recognition of their role in establishing the Association.

## Article 6. Membership

Section 6.1 : Categories of Members. The Association shall recognize the following categories of members:

- Founding Members: individuals who participated in the organizational meeting of October 10, 2013, and are listed in Article 5 of these Articles;
- Active Members: any individual or legal entity admitted by the Board of Directors who adheres to these Articles and actively participates in the fulfillment of the Association's mission;
- Honorary Members: individuals or organizations upon whom the Board of Directors has conferred this distinction in recognition of exceptional service to the Association or outstanding contributions to its mission.

Section 6.2 : Admission. Any person wishing to become a member of the Association shall submit a written or electronic application to the Board of Directors. The Board of Directors shall have full and sole discretion to approve or deny any application for membership, without being required to provide a statement of reasons for its decision. Membership shall take effect upon written notification of approval.

## **Article 7. Membership Dues : No Fee Policy**

Section 7.1 : Free Membership. Membership in the Association is entirely free of charge. No membership dues, fees, or assessments of any kind shall be required of any member, regardless of their membership category. The Association expressly prohibits the collection of periodic or annual membership fees.

Section 7.2 : Voluntary Contributions. Members may, on a strictly voluntary basis, support the Association through donations, gifts in kind, or volunteer services. No such contribution may be made a condition of membership or of continued participation in the Association's activities.

## **Article 8. Termination of Membership**

Membership in the Association shall terminate upon the occurrence of any of the following:

- voluntary resignation, submitted in writing or by electronic communication to the President of the Association;
- death, in the case of individual members, or dissolution or winding-up, in the case of legal entities;
- expulsion, voted by a two-thirds (2/3) majority of the Board of Directors for cause, including but not limited to conduct inconsistent with the values and mission of the Association, material breach of these Articles, or any action that demonstrably damages the reputation or interests of the Association. Prior to any vote on expulsion, the member concerned shall be given a reasonable opportunity to present his or her position to the Board of Directors.

## **Article 9. Board of Directors**

Section 9.1 : Composition. The Association shall be governed by a Board of Directors consisting of no fewer than three (3) and no more than nine (9) members, elected by the General Assembly for a renewable term of two (2) years. Outgoing directors shall be eligible for re-election without limitation.

Section 9.2 : Vacancies. In the event of one or more vacancies on the Board of Directors during a term, the Board may fill such vacancies on a provisional basis through co-optation, until the next General Assembly, which shall ratify or reverse such appointments.

Section 9.3 : Meetings. The Board of Directors shall meet no fewer than twice per year, upon notice issued by the President, or upon written request by at least one-third (1/3) of its members. Decisions shall be taken by a simple majority of the directors present or duly represented. In the event of a tie vote, the President shall cast the deciding vote.

Section 9.4 : Compensation. Directors shall serve without compensation. Reasonable and documented out-of-pocket expenses incurred in connection with Association business may be reimbursed upon approval by the Board.

## Article 10. Officers

Section 10.1 : Election. The Board of Directors shall elect from among its members, at its first meeting following each General Assembly, the following officers:

- a President (or Co-Presidents, as provided in Section 10.2 below);
- a Vice-President;
- a Secretary;
- a Treasurer.

Section 10.2 : Co-Presidency. In recognition of the binational vocation of the Association, the Board of Directors shall elect two Co-Presidents: an American President and a French President. The Co-Presidents shall jointly exercise the powers of the presidency, represent the Association in all matters of civil and institutional life, and ensure the coherence and consistency of the Association's activities on both sides of the Atlantic.

Section 10.3 : Term and Removal. Officers shall serve a term of one (1) year, renewable without limitation. Any officer may be removed by a majority vote of the Board of Directors, for cause or for any reason deemed sufficient by the Board.

## Article 11. Powers of the President

The President — or, in the case of Co-Presidents, either Co-President acting jointly or pursuant to a written delegation of authority — shall represent the Association in all acts of civil life, execute contracts and agreements on behalf of the Association, authorize expenditures, and generally act as the legal representative of the Association. The President may delegate, in writing, any or all of these powers to another officer or member of the Board of Directors.

## Article 12. General Assembly

Section 12.1 : Ordinary General Assembly. The General Assembly shall convene in ordinary session at least once per year. It shall be convened by the President with at least fifteen (15) days' prior notice, delivered by any means allowing confirmation of receipt. The ordinary General Assembly shall receive the President's report on the activities of the Association, the Treasurer's financial report, and shall deliberate on any matter placed on the agenda. It shall elect or renew the members of the Board of Directors as necessary. Decisions shall be taken by a simple majority of members present or duly represented by proxy.

Section 12.2 : Proxies. Each member may grant a written proxy to another member of the Association. No individual member may hold more than two (2) proxies at any single General Assembly.

Section 12.3 : Extraordinary General Assembly. An Extraordinary General Assembly may be convened at any time by the President or upon the written request of at least one-third (1/3) of the members. The Extraordinary General Assembly shall have exclusive authority to amend these Articles of Association, dissolve the Association, or approve any merger,

consolidation, or division involving the Association. Decisions at an Extraordinary General Assembly shall require a two-thirds (2/3) majority of members present or duly represented.

### **Article 13. Financial Provisions**

Section 13.1 : Resources. The resources of the Association shall include donations and gifts, public and private grants and subsidies, proceeds from events and activities organized by the Association, and any other lawful source of income. No membership dues shall be collected, in accordance with Article 7 of these Articles.

Section 13.2 : Fiscal Year. The fiscal year of the Association shall begin on January 1 and end on December 31 of each calendar year. Exceptionally, the first fiscal year shall run from the date of legal formation of the Association through December 31 of the following year.

Section 13.3 : Accounts. The Treasurer shall maintain accurate and complete financial records of all transactions and shall present a full financial report at each ordinary General Assembly. The Board of Directors may appoint an independent auditor if it deems such appointment appropriate.

Section 13.4 : Prohibition on Private Inurement. No part of the net earnings or assets of the Association shall inure to the benefit of, or be distributable to, any member, director, officer, or private individual, except that the Association is authorized to pay reasonable compensation for services actually rendered, and to make payments in furtherance of its exempt purposes.

### **Article 14. Indemnification**

The Association shall indemnify its directors, officers, and agents against any claims, liabilities, losses, and expenses, including reasonable attorneys' fees, arising from actions taken in good faith in the performance of their duties on behalf of the Association, to the fullest extent permitted by the Georgia Nonprofit Corporation Code and any other applicable law.

### **Article 15. Conflicts of Interest**

Any director, officer, or member who has a direct or indirect personal interest in a matter before the Board of Directors or General Assembly shall disclose such interest prior to deliberation on that matter and shall refrain from participating in the discussion and from voting thereon. The Board of Directors may adopt a formal Conflict of Interest Policy to supplement this provision.

## **Article 16. Amendment of the Articles**

These Articles of Association may only be amended by an Extraordinary General Assembly convened for that purpose, by a vote of two-thirds (2/3) of the members present or duly represented. Any proposed amendment shall be communicated in writing to all members at least thirty (30) days prior to the Extraordinary General Assembly at which it is to be considered.

## **Article 17. Dissolution**

The Association may be dissolved only by an Extraordinary General Assembly convened specifically for that purpose, by a vote of three-quarters (3/4) of the members present or duly represented. In the event of dissolution, one or more liquidators shall be appointed by the Extraordinary General Assembly to carry out the winding-up of the Association's affairs. After payment or provision for all debts and liabilities of the Association, any remaining assets shall be transferred to one or more nonprofit organizations pursuing a similar mission, as designated by the Extraordinary General Assembly, and in full compliance with applicable Georgia law.

## **Article 18. Bylaws**

The Board of Directors may adopt, amend, or repeal internal bylaws to govern the day-to-day operations of the Association, provided that such bylaws are not inconsistent with these Articles of Association or with applicable law. The bylaws shall be made available to all members upon request.

## **Article 19. Governing Law and Jurisdiction**

These Articles of Association and all matters relating to the governance and operation of the Association shall be governed by and construed in accordance with the laws of the State of Georgia, United States of America, including the Georgia Nonprofit Corporation Code (O.C.G.A. § 14-3-101 et seq.). Any dispute arising out of or in connection with these Articles shall be subject to the exclusive jurisdiction of the courts of competent jurisdiction of Bulloch County, Georgia.

## **Article 20. Miscellaneous Provisions**

**Section 20.1 : Severability.** If any provision of these Articles of Association is held to be invalid, illegal, or unenforceable by a court of competent jurisdiction, the remaining provisions shall continue in full force and effect.

**Section 20.2 : Languages.** The official language of the Association shall be English. For the benefit of its French-speaking members and partners, official documents may also be made available in French. In the event of any discrepancy between the English and French versions of any document, the English version shall prevail.

**Section 20.3 : Notice.** Unless otherwise specified herein, all notices required or permitted under these Articles may be delivered in writing, by mail, or by electronic communication to the last known address or email address of the recipient.

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## SIGNATURES OF THE FOUNDING MEMBERS

The undersigned founding members of France-USA-Net.com hereby certify that they have duly adopted these Articles of Association as of October 10, 2013, and confirm that the Association was originally organized under the name France-USA-Network.com before adopting its current name.

**Julia McCalligan** — *American President of the Association*

Signature: \_\_\_\_\_ Date: \_\_\_\_\_  
\_\_\_\_\_

**William O'Connor** — *Director of Communications*

Signature: \_\_\_\_\_ Date: \_\_\_\_\_  
\_\_\_\_\_

**Roger-Pierre LE GRASSE** — *Director of Web & Digital Services*

Signature: \_\_\_\_\_ Date: \_\_\_\_\_  
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**Elisabeth LEFEVRE** — *Treasurer of the Association*

Signature: \_\_\_\_\_ Date: \_\_\_\_\_  
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**Lucas LAZAR** — *French President of the Association*

Signature: \_\_\_\_\_ Date: \_\_\_\_\_  
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