

**TRANSLATION OF THE NEW BY-LAWS OF THE AMERICAN CLUB OF LISBON
(in effect since 2014)**

CHAPTER I

Name, headquarters, duration and objectives

Article I

Name, duration and headquarters

1. The AMERICAN CLUB OF LISBON is created, and should be governed by these by-laws.
2. The AMERICAN CLUB OF LISBON, hereinafter referred to as CLUB, is a non-profit organization, with legal status.
3. The CLUB, has its headquarters in Lisbon, at Rua Latino Coelho, number one, borough of Nossa Senhora de Fátima, can create delegations or other forms of representation in other locations, and it will last indefinitely as of this date.

Article II

Objectives

1. The AMERICAN CLUB OF LISBON has the following main objectives:
 - a) To promote closer relations, mutual respect and cooperation among the peoples of the United States and Portugal;
 - b) Support American citizens who live in Portugal and promote their integration in the American community ;
 - c) To promote the relationship between North American and Portuguese citizens, and other foreign nationals residing in Portugal;

d) To promote tributes to Portuguese citizens and people of other nationalities, who are friends of the United States of America and reside in Portugal;

e) To create a platform in which to promote events aimed at the exchange of ideas, including topics that are social, scientific, cultural and sports related, which encourage interaction among members;

f) To promote a cultural and academic interchange between Portugal and the United States of America, and other countries friends of the United States of America;

g) To support causes and institutions that are social, cultural, scientific and artistic in nature.

2. The CLUB can promote, in order to comply with subheading e) of the preceding section, the creation of a golf club, by decision of the Board of Directors.

CHAPTER II

Members

Article III

Types of Members

1. The members of the CLUB may be American, Portuguese or individuals of other nationalities, living in Portugal, and institutions with headquarters or permanent representation in Portugal.

2. The CLUB has four types of members: regular, extraordinary, honorary and institutional.

a) North-American citizens may be admitted as regular members.

b) Portuguese or individuals of other nationalities may be admitted as extraordinary members.

c) Honorary members will be nominated by the Board of Directors, based on their worthiness of recognition and praise by their actions and contributions to the fulfillment of the objectives of the CLUB

d) Institutional members may be companies or any other types of institutions, whether public or private, with headquarters or permanent representation in Portugal, worthy of recognition and merit through their actions and contributions towards the functioning of the CLUB.

3. After his formal agreement, the Ambassador of the United States of America to Portugal and the Ambassador of Portugal to the United States of America will be, respectively, Honorary President and Honorary Member of the Club. The institutional members will indicate to the Board of Directors of the CLUB, which of their directors will be the permanent representatives of that institution to the CLUB.

Article IV

Admission of Members

1. The process of admission of a member starts when the Board of Directors receives an application form filled out and signed by the candidate, and by a sponsor, who has to have been a member of the Club for at least two years.

2. In the application form the applicant should indicate a valid mailing address as well as an e-mail address, so that they can receive notices or any other communication. Also they should send updated information whenever there are changes. If they fail to do so, they cannot say they were not notified.

3. The Board of Directors decides whether an application is accepted or not.

Article V

Rights of the Members

1. The regular member has the right to:

a) Vote at the General Assemblies of the CLUB;

b) Fulfill the position to which they were elected according to the current bylaws;

c) Participate in all of the activities of the CLUB, according to what is established in the current bylaws.

2. Extraordinary, honorary and institutional members will not have the right to vote, which does not affect the provisions of the following number.

3. By deliberation of the General Assembly, especially called for that effect, the right to vote can be given to extraordinary members, who meet the following requirements:

- a) Have been members uninterruptedly for more than fifteen years;
- b) Have participated regularly in the activities of the CLUB;
- c) Have contributed to the fulfillment of the objectives of the CLUB;

Article VI

Duties of the Members

1. All members are required to pay membership dues or other charges, as approved by the General Assembly, or established by the Board of Directors, according to what is established by these bylaws.
2. Members should fulfill the positions to which they are elected or appointed with efficiency and loyalty.
3. Members should conduct themselves in such a way as to maintain the good name and prestige of the CLUB, of the United States of America and of Portugal.

Article VII

Exclusion or Suspension of Members

1. Members may be suspended or excluded from the CLUB following decision of two thirds of the members of the Board of Directors, if there is a valid reason. The reasons considered to justify exclusion are:
 - a) Serious or repeated offenses which conflict with the interests and objectives of the CLUB;
 - b) Serious infringement or repeated infringement of the bylaws of the CLUB;
 - c) Actions that may be detrimental to the image of the CLUB, its Directors or activities.

2. In the event of alleged reasons for suspension or exclusion, the member shall be notified thereof in writing, and may ten days after being notified, appear before the Board of Directors to take a position regarding facts alleged against him/her.

3. The decision to suspend or expel gives the member no right to be reimbursed of the dues paid.

CHAPTER III

Of the Governing Bodies of the CLUB

The Governing Bodies of the CLUB are, the General Assembly, the Board of Directors and the Fiscal Council.

Article VIII

General Assembly of Members

The General Assembly is composed of all the members in good standing, notwithstanding that which is set forth in Article V of the current bylaws.

Article IX

General Assembly

1. The General Assembly should convene in the first trimester of each year, in Lisbon.
2. It is the obligation of the General Assembly to deliberate in matters which concern no other governance body, namely:
 - a) To elect the members of the Board of Directors and of the Fiscal Council;
 - b) To approve the yearly Receipts and Disbursements Account presented by the Board of Directors;
 - c) To approve changes to the bylaws;
 - d) To perform all other tasks that may be assigned to it by law and by the statutes.

3. The General Assembly is convened in the following circumstances:

a) When it is decided by the Board of Directors;

b) When it is requested to the Board of Directors, in writing, by at least fifty percent of the regular members.

4. When any situation mentioned in the preceding Article occurs, the General Assembly should be summoned within two weeks, with a clear understanding of all the points to be discussed in the agenda.

Article X

General Assembly Notice and Running of the Assembly

1. The General Assemblies are summoned and conducted by the President of the *CLUB*, who will preside over the General Assembly.

2. The notice of the General Assembly is sent by regular mail or by e-mail and it should state the place, date and time, information on how to vote and the agenda for the meeting. The notice should be sent to members and published on the website of the *CLUB* thirty days / two weeks before the meeting.

3. Each regular member in good standing has the right to one vote.

4. Each member may be represented by another member by sending a letter to the President of the General Assembly, but no member can carry more than five representations.

5. The Assembly will meet at the originally scheduled time, with at least half of the voting members, except in those cases in which the law or the statutes require a qualified majority, and it will reconvene half an hour later, at the same place, no matter how many voting members present.

6. Decisions are made with a majority of votes of the members present, except in the cases of changes in bylaws, for which three-fourths of the votes of the members present

are required, and also in the case of the dissolution of the CLUB, for which a majority of three-fourths of the number of all the members with voting rights, present or not, is required.

7. When there is a tie in vote, the proposal is not accepted.

8. Members may vote by letter or e-mail within the parameters determined by the Board of Directors.

Article XI

Voting

Voting will only be anonymous if at least one fourth of the members present and represented thus require it.

Article XII

Composition of the Board of Directors

1. The Board of Director is composed of up to nine regular members, elected for a period of two years, who may be reelected.
2. The number of members of the Board of Directors referred in the preceding number may, however, be extended to an additional 6 members, without voting rights, appointed by the President, with the approval of the Board of Directors, for a period which will not exceed the time period of the rest of the elected members.
3. In any case, the number of members of the Board of Directors will always be uneven.

Article XIII

Functioning of the Board of Directors

1. The Board of Directors will meet, when summoned by the President, but extraordinary meetings may also be called at the request of three of its members or by the President of the Executive Committee.

2. There will be no quorum with less than half of the elected members with voting rights, and the decisions will be made based on a simple majority of votes. The President of The Board of Directors has the deciding vote.

Article XIV

Roles of the Board of Directors

The roles and powers of the Board of Directors are:

- a) To adopt and modify rules and regulations which contribute to the functioning of the CLUB;
- b) To convene the General Assemblies according to the bylaws;
- c) To behave in accordance with the spirit and objectives of the CLUB, and live according to law and by-laws;
- d) To delegate its powers to third parties;
- e) To approve, suspend or exclude members;
- f) To nominate members to occupy vacant positions that may arise on the Board of Directors;
- g) To create the Work Groups / Committees they deem necessary in order to fulfil the objectives of the CLUB;
- h) When necessary, nominate amongst the members, the fiscal and legal counsellors, who will be invited to attend the meetings of the Board of Directors.

Article XV

Administration of the Club

1. The Executive Committee will be composed of the President, who will be assisted by a Secretary and a Treasurer, members of the Board of Directors, who will have executive functions.
2. The President may nominate, amongst the members of the Board of Directors one or two vice presidents, with non-executive functions.
3. Notwithstanding the provisions in the following paragraph, it is a responsibility of the Executive Committee to administer the everyday business of the Club .
4. The roles of the President are:
 - a) To act as the legal representative of the Club;
 - b) To preside over the meetings of the Board of Directors;
 - c) If there is a tie in elections, the President has the deciding vote;
 - d) To nominate the Election Committee;
 - e) To be a member of every committee or commission created by the Board of Directors, whenever they want to;
 - f) To distribute jobs and responsibilities to the rest of the members of the Executive Committee;
 - g) To nominate his/her replacement in case of absence or impediment;
 - h) To contract or nominate people to perform the functions necessary to the operation of the Club.

Article XVI

Election Committee

1. Composition:

This Committee will be composed of three to five members designated by the President.

2. Functions/Roles:

The Election Committee has the following powers:

- a) To designate candidates, in sufficient number to fill the positions available on the Board of Directors;
 - b) To receive the list of candidates, which should be received by this Committee, in writing at least thirty days before the Electoral General Assembly. The list of candidates should be signed by at least three voting members;
 - c) To recommend a date for the Election to the President.
3. The lists of candidates should be made available to all voting members at least two weeks before the election.
4. The election results will be ratified by a simple majority of votes cast by voting members, in a General Assembly or received by the President of the General Assembly, until the date of said Assembly.

Article XVII

Fiscal Council

- 1. The Fiscal Council is composed of three elected members who serve by periods of two years. One of them must be the President of said Council, and one or all of them may be reelected at the end of their term.
- 2. The Fiscal Council inspects the actions of the Board of Directors and the Executive Committee.

SECTION IV

Article XVIII

About the Revenue of the Club

- 1. The revenue of the CLUB is composed of :

- a) The inscription fees, dues and other contributions from the members;
 - b) Donations and inheritances or legacies received.
2. The amount of the inscription fee and the membership dues are decided by the Board of Directors.

Article XIX

Changes to the Bylaws

By proposal of the Board of Directors, or by written request of at least one third of the members, the bylaws can be changed by deliberation of the General Assembly, according to number 6 of Article X of these bylaws.

Article XX

Dissolution of the Club

1. The CLUB can only be dissolved when the General Assembly, specifically called to that effect decides, according to the last part of number 6 of Article X of the by-laws.