

**ENGLISH TRANSLATION OF THE BYLAWS OF THE
AMERICAN CLUB OF LISBON¹**

**BYLAWS OF
THE AMERICAN CLUB OF LISBON**

CHAPTER I

Denomination, seat, duration, objectives

Article One

Name, duration and seat

1. The establishment of the AMERICAN CLUB OF LISBON is hereby confirmed and governed by the provisions of these Bylaws.
2. The AMERICAN CLUB OF LISBON, hereinafter referred to as the CLUB, is a non-profit association with legal personality.
3. The CLUB has its headquarters in Lisbon, Rua Latino Coelho, number one, district of Nossa Senhora de Fátima, and may create delegations or other forms of representation in other locations, and will last indefinitely from this date.

Article Two

Objectives

THE AMERICAN CLUB OF LISBON has as its main objectives:

- 1) To promote closer relations, mutual respect and cooperation between the peoples of the United States of America and Portugal;
- 2) To Support the citizens of the United States of America living in Portugal and promote their integration in Portugal;
- 3) To promote the relationship between citizens of the United States of America and Portuguese citizens and of other nationalities residing in Portugal;

¹ The operative legal Bylaws of the American Club of Lisbon are the Portuguese text "ESTATUTOS DO AMERICAN CLUB OF LISBON". This translation done by the American Club is for information purposes only.

- 4) To promote tributes to Portuguese citizens and other friendly nationalities of the United States of America and residing in Portugal;
- 5) To promote the realization of events that have as objective the debate of ideas and the social, scientific, cultural and sports interaction among the members;
- 6) Promote cultural and academic exchange between Portugal, the United States of America, and other countries friendly to the United States of America;
- 7) Support social, cultural, scientific and artistic causes and institutions.

CHAPTER II

Members

Article Three

Category of Members

1. Members of the CLUB may be individuals resident in Portugal and institutions with headquarters or permanent representation in Portugal.
2. The CLUB has three categories of members: regular, honorary and institutional.
 - a) Individuals who wish to join the CLUB may be admitted as regular members;
 - b) Individual persons and legal entities proposed by the President and approved by the Board who deserve recognition and praise for their actions and contributions to the pursuit of the objectives of the CLUB, may be admitted as Honorary members;
 - c) Legal persons governed by public or private law, with headquarters or permanent representation in Portugal, deserving recognition and praise for the actions and contributions to the operation and pursuit of the objectives of the CLUB may be admitted as Institutional members. Institutional members shall indicate to the Board who is a member of their governing body who shall permanently represent them in the CLUB.
3. With his/her express consent, the Ambassador of the United States of America to Portugal and the Ambassador of Portugal to the United States shall be, respectively, Honorary President and Honorary Member.

Article Four

Admission of Members

1. The process of admission of a member begins with the submission to the Board of Directors of an admission proposal signed by the candidate and a proposer who will be a member of the CLUB with at least two years' seniority.
2. In the admission proposal, the proposer must indicate his / her home address and his / her email address for the purpose of sending and receiving notifications, notices or any other communications, without which the CLUB cannot forward such notices.
3. The final decision shall be taken by the Board.

Article Five

Rights of the Members

1. Regular member shall have the right to:
 - a) Vote at the CLUB General Assemblies under the terms of number two of this article;
 - b) To hold positions to which they may be elected or appointed under the terms of these Bylaws;
 - c) Participate in all activities of the CLUB, as set forth in these bylaws.
2. Regular members shall have the right to vote at the General Assembly and may be elected to the Board of Directors and Fiscal Council so long as they have completed twenty-four consecutive months of membership of the CLUB.
3. Honorary and institutional members shall not have the right to vote.

Article Six

Duties of the Members

1. All members are responsible for the payment of dues or other charges, as established by the Board of Directors as provided in these bylaws.
2. The members shall exercise the positions for which they were elected or appointed with diligence, efficiency and loyalty, always seeking to defend the best interests of the CLUB in accordance with the law.

3. It is the obligation of the members to behave in such a way as to maintain the good name, image and prestige of the CLUB and the United States of America and Portugal.

Article Seven

Exclusion and Suspension of Members

1. Members, at the proposal of the President or the Executive Committee, may be suspended for a maximum of six months or excluded from the CLUB by deliberation of two-thirds of the Board of Directors when there is a justified reason. Grounds which may be considered justifying such suspension or exclusion may include:

- (a) Repeated and blameful or serious injury to the CLUB's interests and objectives;
- b) Serious or repeated violation of the statutory provisions of the CLUB;
- c) Conduct harmful to the image of the CLUB, its governing bodies or activities;
- d) Non-payment of fees or other charges under the terms of these Bylaws, after being warned twice to make the payment.

2. If there are presumed reasons for suspension or exclusion, the member shall be notified by e-mail of the same and may up to ten days after the notification present a defense before the Board, which is responsible for the final decision of the case.

3. The decision of suspension or exclusion does not entitle any refund of dues paid by the member and will always be notified by email.

CHAPTER III

Governing bodies

The CLUB's governing bodies are the General Assembly, the Board of Directors (the "Board") and the Fiscal Council.

Article Eight

General Assembly of Members

The General Assembly is constituted by all the members in full enjoyment of their social rights, without prejudice to the provisions of numbers two and three of article five of these Bylaws.

Article Nine

General Assembly Meeting

1. The General Assembly shall meet in the first quarter of each year in Lisbon.
2. It is incumbent upon the General Assembly to issue resolutions not included in the legal or statutory attributions of another body, namely:
 - a) Elect the members of the Board and the Fiscal Council;
 - b) Approve the accounting documents and the annual balance sheet presented by the Board, with the prior presentation of the opinion of the Fiscal Council.
 - c) Approve amendments to the Bylaws;
 - d) To approve any banking transaction with a view to granting a loan, as well as the execution of leasing, renting, factoring and any other contracts, real or obligatory, which imply the assumption of obligations and responsibilities by the CLUB which, by their nature and amounts, cannot be included in the ordinary administration of the CLUB, being mandatory, under any circumstances, the prior presentation of the opinion of the Fiscal Council.
 - e) To pronounce on matters submitted to it by the President and the Board;
 - f) Perform all other duties assigned to it by law and the Bylaws;
3. The General Assembly shall be convened in the following cases:
 - a) When so decided by the Board;
 - b) When so requested by the Board in writing by at least ten per cent of the regular members.
4. In the event of one of the circumstances referred to in the preceding paragraph, the General Assembly shall be convened within no less than fifteen days, with express indication of the agenda.

Article Ten

Call and operation of the General Assembly

1. The General Assembly shall be convened and directed by the President of the CLUB, who shall be the President of the General Assembly, and may appoint a Secretary to assist him/her.
2. The General Assembly shall be convened by postal notice or e-mail, indicating the place, day, time, and terms in which voting by correspondence and agenda may be exercised. The call must be sent to the members and published on the CLUB website at least fifteen days in advance of the scheduled date for the meeting.
3. Each regular member in full enjoyment of the social rights has the right to one vote.
4. Each member may be represented by another member by simple letter addressed to the President of the General Assembly, but no member may hold more than five representations.
5. Except where the law or the by-laws require a qualified majority, the General Assembly shall function on first call with at least half of the voting members present, and on second call half an hour later at the same location, with any number of members present, equally entitled to vote.
6. Decisions shall be taken by an absolute majority of the votes of the members present, except for the amendment of the Bylaws where a three quarters majority of the number of those members is required, and also for the dissolution of the CLUB, for which it is required a majority of three quarters of the number of all voting members.
7. An equal vote determines the non-acceptance of the proposal.
8. Voting by correspondence is permitted under the terms set by the Board.

Article Eleven

Voting

Voting shall be secret only if at least a quarter of the members present and represented so request.

Article Twelve

Composition of the Board

1. The Board shall consist of up to nine members, one of whom shall be the President, all elected for three years. They may be reelected for further periods of the same duration.
2. The President, or his substitute in case of impediment, shall always be a national of the United States of America.
3. The number of members of the Board referred to in the preceding paragraph may be increased by additional Board members designated by the President, the maximum number of which can be equal to the number of members elected minus one, with the approval of the Board and for a period not exceeding the term of office of the other elected members. Elected and appointed Board Members shall have equal rights.
4. In any case the number of members of the Board shall always be odd.
5. The members of the Board may not abstain from voting on the deliberations taken at meetings that are present and are liable for the damages resulting from them under the law, unless they have expressed their disagreement.
6. Members of the Board shall exercise their duties with diligence, efficiency and loyalty, always endeavoring to defend the CLUB's best interests under the law, and shall refrain from taking a position on matters in which a conflict of interest may exist.

Article Thirteen

Functioning of the Board

1. The Board shall meet when convened by its President at least once every three months but may also meet extraordinarily at the request of three of its members.
2. There shall be no quorum with less than one third of the members and decisions shall be taken by a simple majority of their votes. The President of the Board shall have a casting vote.
3. Meetings of the Board shall be convened by the President ten days in advance, with an indication of the agenda, and any member may request the inclusion of specific matters on the agenda.

4. The deliberations of the Board shall be recorded in the minutes signed by the President, with the express indication of the members who approved them and the dissenting explanations of vote. The minutes shall be sent by e-mail to the other members who attended the meeting, and any complaint must be lodged within ten working days, otherwise the minutes will be deemed to be accepted definitively.

Article Fourteen
Functions of the Board

1. The Board shall:

- a) Adopt and modify regulations that contribute to the smooth functioning of the CLUB;
- b) Convene the General Assembly in accordance with the statutory;
- c) Act in accordance with the spirit and objectives of the CLUB, respecting the law and the Bylaws;
- d) Delegate their powers to third parties;
- e) Approve, suspend or exclude members;
- f) Appoint members to fill vacancies that appear on the Board;
- g) Prepare, instruct and approve proposals and drafts of contracts, agreements and protocols that have to be submitted to the approval of the General Assembly, accompanied by the opinion of the Fiscal Council.
- h) Pronounce on all acts, contracts, agreements and protocols at the request of the President.

2. A Board Member who does not attend 3 consecutive Board Meetings may be asked to be suspended and replaced by decision of the Board as per the terms of article 15(1)(f), without prejudice to resignation triggered by decision of the General Assembly where they are an elected member rather than an appointed member.

Article Fifteen

CLUB Administration

1. The Executive Committee, which shall always have an odd number of members, shall be composed of the President of the CLUB, assisted by a Secretary and a Treasurer, members of the Board, who shall have executive duties.
2. The President may, from the members of the Board, also appoint two vice-presidents with executive duties and appoint his deputy in the event of absence or impediment.
3. Notwithstanding the following paragraph, the Executive Committee shall be responsible for the administration of the CLUB's current affairs.
4. In particular, the President shall:
 - a) Act as the legal representative of the CLUB;
 - b) Chair the meetings of the Board and the Executive Committee;
 - c) In the event of a tie, cast the casting vote;
 - d) Appoint the Elections Committee;
 - e) Be part, as he/she sees fit, of all committees and commissions established by the Governing Board;
 - f) Appoint the Secretary and Treasurer and assign duties to the other members of the Board;
 - g) Appoint vice-presidents without executive functions and without voting rights;
 - h) Hire or appoint persons to perform functions necessary for the operation of the CLUB.
 - i) Establish such Working Committees as he/she deems necessary to further the objectives of the CLUB;
 - j) When necessary, appoint from the members, fiscal and legal advisors, who may be invited to attend the meetings of the Board of Directors.

Article Sixteen

Election Committee

1. Composition:

This Committee shall consist of three members appointed by the President. The deliberations of the Committee shall be taken by majority, abstention not being permitted, and recorded in the minutes, signed by all those present.

2. Functions: The Elections Committee shall:

- a) Propose to the President a date for the elections;
- b) Receive and approve written proposals from candidates to the Board;
- c) Receive and approve the lists of candidates for the positions of President and two Board Members delivered to it by written request;
- d) Consider applications and decide on any complaints;
- e) To direct the electoral process within the respective assembly.

3. Candidates:

- a) All the regular members may apply individually to the Board of Directors, in accordance with article 5.2 and the following paragraph;
- b) For the position of President, it is mandatory to present a joint list of three members with express identification of the member who is running for President, with the remaining two candidates for the Board of Directors;
- c) Individual proposals and lists of candidates must be presented at the CLUB headquarters no later than 30 days prior to the election date;
- d) The Elections Committee may refuse an individual or list candidate provided that he/she or she has violated the duties of the members or the candidacy is submitted late; The decision, which shall be notified to the person concerned by e-mail, may be appealed within two working days to the President, who shall take a final decision within the same period.
- e) Individual candidates and lists of candidates, approved by the Election Committee, must be notified to all full members by e-mail and the decision of approval published on the CLUB website at least 15 days before the elections;

4. Election:

- (a) Each member of the electoral assembly shall have seven votes, one of which is intended to vote on a single list and the remaining six on individual candidates;
- b) The election shall be made by a simple majority of votes cast by the effective members at the General Assembly;
- c) The six members who have the most votes and the most voted list of candidates shall be elected to the Board of Directors, without prejudice to the following paragraph.
- d) An individual candidate shall be elected only if he/she obtains at least twenty per cent of the votes cast at the General Assembly.
- e) The results will be determined by the Elections Committee, which will draw up the respective minutes indicating the candidates elected and the winning list, which will be signed by all members and published on the CLUB website.
- f) In the event of a tie, the General Assembly shall proceed to clear the list and the winning candidate, applying the provisions of the preceding paragraphs, *mutatis mutandis*.

Article Seventeen

Fiscal Council

- 1. The Fiscal Council is composed of three members elected for three-year terms, proposed by the President and approved by the Board, and may be reelected for equal periods, one of them being the President of the Fiscal Council.
- 2. The Supervisory Board is responsible for supervising the acts of the Directing Council and the Executive Committee.

Chapter IV

Article Eighteen

Revenues

1. The Revenues of the CLUB consist of:
 - a) Membership fees, dues and other contributions from members;
 - b) Donations and inheritances or legacies granted to the CLUB;
 - c) Revenues from events and activities;
 - d) Other miscellaneous Revenues.
2. Enrollment and membership fees shall be established by the Board.

Article Nineteen

Alteration of Bylaws

At the proposal of the Board of Directors, or upon the written request of at least one third of the effective members, the bylaws may be amended by resolution of the General Assembly, taken in accordance with paragraph six of article 10 of these bylaws.

Article Twenty

Dissolution

The CLUB may be dissolved only when the General Assembly, expressly convened for this purpose, so decides, pursuant to paragraph six of article 10.