

# **AMERICAN WOMEN'S CLUB of LUXEMBOURG CONSTITUTION**

**(Revised and adopted in 1998 – Registered with Luxembourg)**

## **ARTICLE I - NAME**

**The name of the organization shall be the American Women's Club of Luxembourg, Association Sans But Lucratif. The Club was chartered in 1959.**

## **ARTICLE II- PURPOSE**

**The purpose of the organization shall be to foster and encourage social, educational, cultural and philanthropic activities for its members; and to assist in furthering United States - Luxembourg relations.**

## **ARTICLE III - DEFINITIONS**

**The following will be hereafter referred to as:**

**American Women's Club of Luxembourg - CLUB**

**Board of Directors - BOARD**

**Elected Officers - OFFICERS**

## **ARTICLE IV - MEMBERSHIP**

**1. Regular Membership in the Club shall be open to any woman who is a citizen of the United States of America, or who is the wife of a citizen of the United States of America, residing in the Grand Duchy of Luxembourg or its close proximity. Regular Members acquire full rights of membership upon submitting an application and payment of dues, including the right to vote and to hold elective office.**

**2. Other categories of membership**

- Associate. Any English-speaking woman residing in Luxembourg or its close proximity acquires membership upon submitting application and payment of dues. She has the right to vote but not the right to hold elective office.**
- Honorary. Honorary Members shall be members who, after recommendation by the Board, the Club wishes to honor for special service or distinction. Honorary Members shall have full rights of membership, including the right to vote and the right to hold office. The wife of the United States Ambassador to Luxembourg, or the Ambassador if this office is held by a woman, shall be Honorary President.**

**ARTICLE IV MEMBERSHIP (continued)**

### **3. Termination of Membership:**

- **for non-payment of dues;**
- **by the vote of two-thirds of the members present at a General Meeting (ASBL Law, ART 12);**
- **upon a letter of resignation from the Member to the Membership Chair;**  
**or**
- **at the end of the club/fiscal year in which she no longer meets the residence requirements**

### **ARTICLE V – DUES AND FINANCES**

- 1. Each member shall pay annual dues, not to exceed 125 Euros.**
- 2. The financial records of the organization shall be audited at the close of every club/fiscal year.**
- 3. The audited accounts for the preceding year and the annual budget for the current Club year shall be presented to the membership for acceptance each year.**

### **ARTICLE VI - BOARD OF DIRECTORS**

- 1. The Board shall have responsibility for all club policy and financial matters and shall ensure that the stated objectives of the club are being met.**
- 2. The Officers shall consist of at least a President, Three Vice Presidents, Secretary, Treasurer and FAWCO Representative.**
- 3. The Officers shall be elected annually at the general meeting held for this purpose. Only Regular and Honorary members of the organization may be officers.**
- 4. There shall be appointed representatives of Standing Committees to serve as voting members of the Board.**
- 5. There shall be a Parliamentarian.**

### **ARTICLE VII - COMMITTEES**

- 1. The Nominating Committee will select candidates to run for Elected Office.**
- 2. There shall be Standing, Regular, Special, Advisory Council and Activity Committees.**

### **ARTICLE VI – MEETINGS**

**There will be at least ten (10) monthly meetings of the organization per Club year, including at least one General Meeting.**

### **ARTICLE VII – PROCEDURES**

- 1. To transact business, a quorum of 20 percent of all members in good standing, including absentees represented by ballot or by proxy, must be present, except where otherwise stated in the Constitution. A simple majority of the quorum is required to pass a motion, except where otherwise stated in the Constitution.**
- 2. In accordance with Luxembourg Law of 1928, if a quorum is not present or represented at a General Meeting, a second General Meeting may be called, with 10 days written notice, to deal with the items on the agenda for the prior General Meeting. The quorum requirements do not apply for this second meeting.**
- 3. The conduct of business is set forth in the Standing Rules.**

#### **ARTICLE VIII – AMENDMENT**

- 1. To amend the Constitution, a quorum of two-thirds of all members in good standing is required to be present. A two-thirds majority of that quorum, including proxies, is required to pass any Constitutional amendment.**
- 2. Ten days written notice of proposed amendments must be given to members. Members will receive written notice of any changes enacted.**

#### **ARTICLE IX – AFFILIATION**

Upon recommendation of the Board of Directors, affiliation or disaffiliation of the organization with any other club or organization may be determined by a two-thirds majority vote of a quorum consisting of one-third of the members in good standing.

#### **ARTICLE X – DISSOLUTION**

The organization may be dissolved by a two-thirds majority vote of a quorum of two-thirds of the membership, providing thirty days' notice of the proposed dissolution has been given to the members. The organization shall dissolve automatically if the membership drops below three members. In the event of the dissolution of the organization, the remaining assets shall be given to a recognized charity in Luxembourg, agreed upon by a simple majority of the membership.